Annual Report 1998

Department of Financial Institutionals

1912-1998
Supervising Kentucky's
Financial Industry
for 85 years

Arthur L. Freeman
Commissioner

Mission Statement

"The Mission of the Department of Financial Institutions is to serve the public through effective and efficient regulation that promotes consumer confidence and economic development."

The financial information in this report is based upon unverified figures furnished in December 31, 1998 call reports.
Subsequent amendments to call reports are not reflected

PAID FOR WITH STATE FUNDS

June 1, 1999

The Honorable Paul E. Patton
Governor
State Capitol
Frankfort, Kentucky 40601

Dear Governor Patton:

I am pleased to submit to you the Annual Report of the Kentucky Department of Financial Institutions for the year ending December 31, 1998. The report contains statistical and historical information pertaining to the financial services industry regulated by our agency.

The 1998 Kentucky Legislative Session proved to be extremely successful for our agency. An aggressive and significant legislative package was drafted, with a primary goal to minimize regulatory burden. The Department of Financial Institution's legislative package covered the following industries: Banks, Mortgage Loan Companies and Mortgage Loan Brokers, Securities, Consumer Loan Companies, and Reorganization of the Department. Additionally, we assisted industry associations in drafting various legislation.

Also, the continuous development of the Department's Strategic Plan was an essential and critical area in 1998. The agency's overall mission is to encourage the stability and health of state chartered financial services while protecting Kentucky's consumers through effective regulation. Consequently, for the first time, a brief narrative is provided in this year's annual report.

The financial services industry is undergoing dramatic change in technology. Our department is committed to keeping pace with these changes. The Department of Financial Institutions continues to make great strides in the use of technology to better serve our financial services industry and the people of the Commonwealth. Please visit our Web Page; www.dfi.state.ky.us.

I am proud of the high level of service that our staff provides. We plan to further improve our service to the people of Kentucky and work diligently to enhance the regulatory duties to meet the challenges facing the financial services market place in the 21st century.

Sincerely,

Arthur L. Freeman
Commissioner

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DEPARTMENT OF FINANCIAL INSTITUTIONS

FORMATION:

The Department of Financial Institutions was established by the Banking Act of 1912 as the Department of Banking. It was charged "with the enforcement of all laws heretofore passed, or which may be passed, relating to banks, trust companies, savings banks, combined bank and trust companies, organized and doing business under the laws of the Commonwealth of Kentucky." (Chapter 4, Section 1, Acts of the General Assembly of 1912.)

Within a few years, however, other regulatory responsibilities were added as the state's economy and its financial services needs evolved.

The legislature mandated supervision of state-chartered savings [*building*] and loan associations to the department in 1918 and added state-chartered credit unions in 1922. When oversight of the state's securities industry was given to the department in mid-1932, the agency was renamed the ***Department of Banking and Securities***.

Consumer and industrial loan companies were added to the list of agency-regulated industries in 1946. With passage of the Sale of Checks Act of 1966, the legislature also required companies that sell money orders to become licensed through the department.

The department's scope was expanded to include mortgage loan companies and mortgage loan brokers in 1980.

The department experienced a number of changes as a result of the 1984 General Assembly, which re-codified the Credit Union Act, overhauled the state's banking laws, changed the agency's name to the ***Department of Financial Institutions*** and established the ***Financial Institutions Board***.

The Board is an advisory body comprised of 11 representatives from the respective financial services industries and the general public along with the Commissioner who serves as its chairman.

Through the Check Cashing Services Act of 1992, the legislature gave the department the responsibility for licensing check cashing (a/k/a deferred deposit) companies. The department assumed additional regulatory authority in 1998 when field examiners were assigned to conduct on-site inspections of these entities.

Formerly Farmers Bank and Capital Trust Company, established 1850. Now First Federal Savings Bank.

ORGANIZATION:

The ***Commissioner*** is the chief executive of the department and is responsible for implementing departmental policies, statutory mandates, and administrative regulations as well as for supervising the agency's day-to-day operations. The ***Office of the Commissioner*** also includes the ***Office of General Counsel***, which handles the agency's legal affairs.

Arthur L. Freeman assumed leadership of the department in January 1998 when Governor Paul Patton appointed him its thirty-second commissioner. The agency had recently been reorganized along functional lines into three divisions: ***Financial Institutions***, ***Securities,*** and ***Administrative Services.***

The ***Division of Financial Institutions*** is organized into three, industry-specific branches: *Banks*, *Credit Unions*, and *Compliance*, and is responsible for chartering and/or licensing, examining, and otherwise supervising the operations of state-regulated depository and non-depository financial institutions.

Similarly, the ***Division of Securities*** is organized into four branches: *Corporations Finance*, *Compliance*, *Enforcement*, and *Licensing* which handle the regulation and supervision of the state's securities industry by registering, licensing, examining, investigating, and otherwise supervising securities firms and professionals operating in Kentucky and/or involving Kentucky investors.

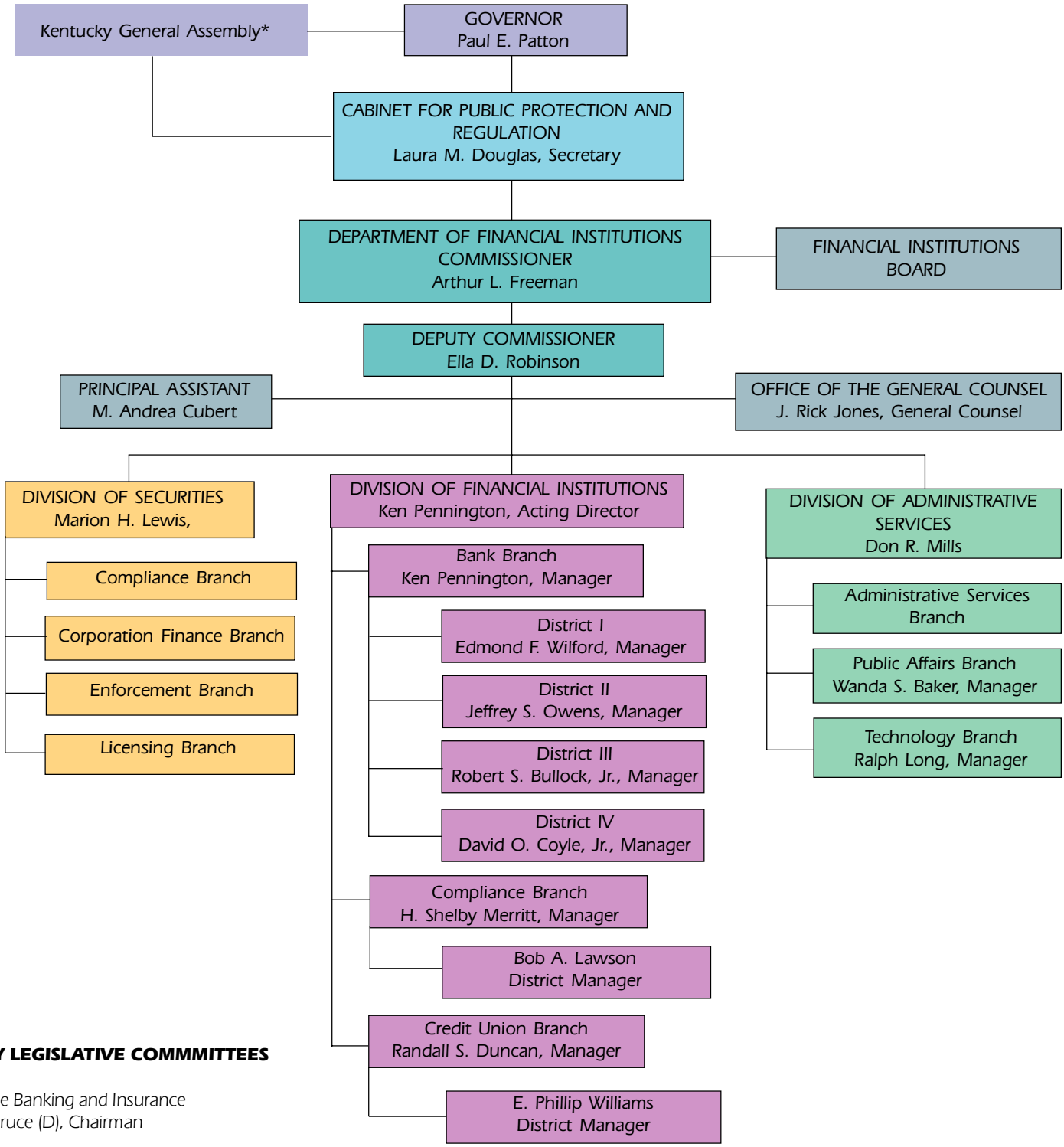
The ***Division of Administrative Services*** is also organized into branches: *Administrative Services*, *Technology*, and *Public Affairs*. As their names suggest, the first two branches are responsible for providing administrative (fiscal, training, operations, etc.) and technical (information systems) support services to the entire staff. The *Public Affairs Branch* processes consumer complaints and media inquiries and coordinates the agency's efforts to inform/educate consumers, legislators, and industry representatives.

The Department of Financial Institutions is one of 12 agencies within the Cabinet for Public Protection and Regulation and is totally self-funded. Revenues are derived from fees charged for assessments, examinations, call reports, applications, investigations, registrations, and licensing of state-chartered or licensed financial institutions and securities offerings and entiities.

COMMISSIONERS
(1912-1998)

YEAR	COMMISSIONER	GOVERNOR
1912	Thomas J. Smith	James B. McCreary
1916	George G. Speer	Augustus O. Stanley
1920	James Lewis	Edwin P. Morrow
1924	Charles E. Marvin	William J. Fields
1928	O. S. Denny	Flem D. Samson
1930	C. S. Wilson	Flem D. Samson
1931	J. R. Dorman	Ruby Laffoon
1935	Hiram Wilhoit	A. B. Chandler
1939	Hiram Wilhoit	Keene Johnson
1943	Hillard H. Smith	Simeon S. Willis
1948	Henry H. Carter	Earle C. Clements
1951	Henry H. Carter	Lawrence W. Wetherby
1955	R. E. Glenn	Lawrence W. Wetherby
1956	S. Albert Phillips	A. B. Chandler
1958	Earle B. Combs	A. B. Chandler
1960	H. A. Rogers	Bert T. Combs
1964	H. A. Rogers	Edward T. Breathitt
1965	G. D. Beach	Edward T. Breathitt
1968	E. G. Adams	Louie B. Nunn
1971	Lenvil R. Hall	Wendell H. Ford
1971	Perry R. Miller (Acting)	Wendell H. Ford
1973	Howard T. Sallee	Wendell H. Ford
1975	John Williams Jr.	Julian M. Carroll
1980	Randall L. Attkisson	John Y. Brown, Jr,
1982	Foster Pettit (Acting)	John Y. Brown, Jr.
1983	Morris R. Smith	John Y. Brown, Jr.
1983	Tracy Farmer (Acting)	John Y. Brown, Jr.
1983	Neil Welch (Acting)	John Y. Brown, Jr.
1983	Leonard B. Marshall	John Y. Brown, Jr.
1984	Ballard W. Cassady, Jr.	Martha Layne Collins
1986	Thomas B. Miller	Martha Layne Collins
1988	Edward B. Hatchett, Jr.	Wallace G. Wilkinson
1901	Edward B. Hatchett, Jr.	Brereton C. Jones
1994	Edward J. Holmes (Acting)	Brereton C. Jones
1995	J. Rick Jones (Acting)	Paul E. Patton
1996	Larry D. Lander	Paul E. Patton
1997	Ella D. Robinson (Acting)	Paul E. Patton
1998	Arthur L. Freeman	Paul E. Patton

ORGANIZATIONAL CHART



***KEY LEGISLATIVE COMMMITTEES**

House Banking and Insurance
Jim Bruce (D), Chairman

Senate Banking and Insurance
Tom Buford (R), Chairman

DEPARTMENT OF FINANCIAL INSTITUTIONS BOARD

The Financial Institutions Board is a statutory body advising the Governor and the Commissioner of the Department of Financial Institutions on Department matters. The Board consists of representatives of all segments of Kentucky's financial industry and the public-at-large, and is chaired by the Commissioner.

Arthur L. Freeman
Chairman
Commissioner of Financial Institutions
1025 Capitol Center Drive, Suite 200
Frankfort, KY 40601
(502) 573-3390
FAX (502) 563-8787

Gardner E. Daniel
President & CEO
Georgetown Bank & Trust
PO Box 810
120 N. Hamilton Street
Georgetown, KY 40324
(502) 863-7500
FAX (502) 863-7503
Consumer Loan/Industrial Loan Representative
Term Expires: 10/10/01

Marilyn C. Gedling
Rt. 2, Hwy. 44
Hardinsburg, KY 40143
(502) 788-6579
Public-At-Large Representative
Term Expires: 10/10/01

Myrna L. Holloway
CEO
Carrollton Federal Savings & Loan Ass.
455 Main Street, Box 389
Carrollton, Kentucky 41008
(502) 732-4272
FAX (502) 732-4274
Savings & Loan Industry Representative
Term Expires: 10/10/99

Alpha M. Hutchinson
Chairman/CEO
The Citizens Bank
114 W. Main Street
Morehead, KY 40351
Banking Industry Representative
Term Expires: 10/10/99

Lahoma Y. (Peggy) Majors
President
Bank of Caneyville
PO Box 220
Caneyville, KY 42721
(502) 879-3141
Banking Industry Representative
Term Expires: 10/10/00

Dan C. Reynolds
President
First Southern National Bank
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FAX (606) 623-2292
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Term Expires: 10/10/00

Brenda Mounce Saunders
Professor of Business and Economics
Madisonville Community College
PO Box 787
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(502) 343-5551
Public-at-large Representative
Term Expires: 10/10/01

Phyllis McBrayer Smith
Office Manager
McBrayer McGinnis Leslie & Kirkland
PSC
1520 Riverside Drive
Greenup, KY 41144
(606) 473-7303
FAX (606) 473-9003
Public-at-large Representative
Term Expires: 10/10/00

Gary Wallace
President
Commonwealth of Credit Union
PO Box 978
Frankfort, KY 40601
(502) 564-4775
FAX (502) 564-8146
Credit Union Industry Representative
Term Expires: 10/10/01

JoEtta Y. Wickliffe
President & CEO
State Bank & Trust Co.
PO Box 128
211 S. Main Street
Harrodsburg, KY 40330
(606) 734-3316
Banking Industry Representative
Term Expires: 10/10/00

Richard H. Wilson
J.C. Bradford & Co.
4350 Brownsboro Rd., Suite 210
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Louisville, KY 40257-0587
(502) 891-0486
Securities Industry Representative
Term Expires: 10/10/99

EXECUTIVE STAFF

Standing from left to right **J. Rick Jones, General Counsel, Ken Pennington, Acting Director, Division of Financial Institutions** and **Marion H. Lewis, Director, Division of Securities,** sitting, **Ella D. Robinson, Deputy Commissioner** and **Arthur L. Freeman**, **Commissioner. Don R. Mills, Director, Administrative Services,** not pictured.

STAFF DEPARTMENT OF FINANCIAL INSTITUTIONS

OFFICE OF THE COMMISSIONER

Arthur L. Freeman, Commissioner
Ella D. Robinson, Deputy Commissioner
Andrea "Andie" Cubert, Principal Assistant
Edna R. Quire, Exe. Sec. Principal

OFFICE OF THE GENERAL COUNSEL

J. Rick Jones, General Counsel
Ron Christopher, Assistant General Counsel
William E. Doyle, Attorney III
Colleen Keefe, Attorney II
Doyle D. Glass, Attorney III
Robert B. Barnes, Attorney III
Paula M. Christiansen, Legal Secretary
Wilma L. Vannarsdall, Adm. Spec. Principal

DIVISION OF FINANCIAL INSTITUTIONS

Ken Pennington, Acting Director/Bank Branch Manager
Timothy R. Meador, Cert. Ex./Applications/Reviewer
Charles R. Risinger, Cert. Ex./Applications/Reviewer
Sharon Tomlin, Admin. Spec. Principal

Bank District Manager

Edmond F. Wilford, District I
Jeffrey S. Owens, District II
Robert S. Bullock, Jr., District III
David O. Coyle, Jr., District IV

Bank Branch Certified Examiners

Richard L. Arnold
Danny D. Beyer
Joel V. Boone
C. Dale Crowe
Thomas O. Grassham
Walter J. Hartsfield
Janet M. Hicks
Paul B. Lee, Jr.
Stuart W. Long
James E. Massey
Don C. McFadden
Robert W. Netherton
Betina G. Pierce
Michael E. Stewart
Richard F. Strode
William R. Thomas
Michael D. Wilson

Bank Branch Examiner Specialists

William B. Cox
Martin B. Snowden

Bank Branch Examiners

Robert W. Armstrong
Rebecca L. Conley
Van Davidson
Stacy M. Frazee

Bank Branch Examiner Associate

Kimberly G. Goodwin
Robert K. Stone

COMPLIANCE BRANCH

H. Shelby Merritt, Compliance Branch Mgr.
Bob A. Lawson, Compliance District Mgr.
Gary L. Thurman, Certified Ex./Applications
Chris Thompson, Certified Ex./Reviewer
Pamela J. Fitzgerald, Adm. Spec. Principal

Compliance Branch Certified Examiners

E. Marty Bryan
Stanley R. Bryan
Garry W. Wright

Staff Department of Financial Institutions

Compliance Branch Examiner Specialists

Thomas M. Johnson

Compliance Branch Examiners

Christy L. Logan
James J. Parman

Compliance Branch Examiner Trainee

Gary M. Davis
Rodney K. Gabbard

Credit Union Branch

Randall S. Duncan, Credit Union Br. Mgr.
E. Phillip Williams, Credit Union Dist. Mgr.

Credit Union Branch Certified Examiners

Jeffrey J. Roberts
Thomas L. Zierer, Jr.

DIVISION OF SECURITIES

Marion H. Lewis, Director
Tobie A. Groves, Adm. Secretary Sr.

Corporations Finance Branch

Freda Harris, Clerk Chief

COMPLIANCE BRANCH

Carmen M. Bishop, Certified Examiner
John F. Cullen, Certified Examiner
Anita L. Forman, Certified Examiner
Angela M. Griffin, Examiner Trainee
Stephen H. Pulliam, Examiner Specialist

Enforcement Branch

Teresa V. Fisher, Examiner
James D. Milich, Examiner
William K. Trimble, Examiner Specialist

Licensing Branch

Shirley G. McPherson, Adm. Assistant
Linda L. Sparks, Adm. Specialist Senior

DIVISION OF ADMINISTRATIVE SERVICES

Don R. Mills, Director

Administrative Services Branch

Stephanie L. Buford, Clerical Assistant
Susan E. Gardner, Inter. Policy Analysts III
Janet L. Raisor, Receptionist

Public Affairs Branch

Wanda S. Baker, Adm. Branch Manager

Technology Branch

Ralph Long, Info. Sys. Mgr.
Michael Cochran, Certified Examiner
B.J. Bellamy, Systems Eng. Senior
Deann B. Feamster, Network Analysts Chief

STRATEGIC PLAN

In keeping with Governor Patton's Empower Kentucky initiatives for making state government programs and operations more efficient and effective, the Department of Financial Institutions continues to make strategic planning an integral part of its organizational culture. Strategic planning is vital to the success of any organization for it greatly enhances the organization's chances of correctly identifying and then reaching its goals.

VALUES:

The operations of the Department of Financial Institutions are guided by the following core values:

- Teamwork: We are committed to achieving organizational goals through open, responsive communication and cooperation.
- Professionalism: We take pride in the quality of our services and are committed to excellence, accountability, and innovation.
- Integrity: We believe in being honest, fair, consistent, and objective.
- Respect: We are sensitive to the viewpoints and efforts of others and strive to be helpful to all of our stakeholders.

VISION :

The department aspires to:

- Provide the highest quality of services for effective and efficient regulation of the financial services industries and related businesses.
- Be a leader in facilitating the education and protection of the investing, depositing, and borrowing public.
- Be a credible and respected leader in the financial services industries and related businesses we regulate.
- Promote capital growth and economic development.
- Empower competent, knowledgeable, and well-trained employees who understand the agency's functions and are committed to its mission.
- Achieve a work environment that encourages career opportunities, professional development, equitable compensation, and premier customer service.

GOALS:

The department believes its mission can be accomplished through the collective efforts of a staff empowered to produce tangible results in the following strategic areas:

Effective and Efficient Regulation of Financial Services Industries and Related Businesses

- To improve oversight of the regulated industries and/or related businesses; and
- To reduce regulatory burden.

Education and Protection of the Consumer:

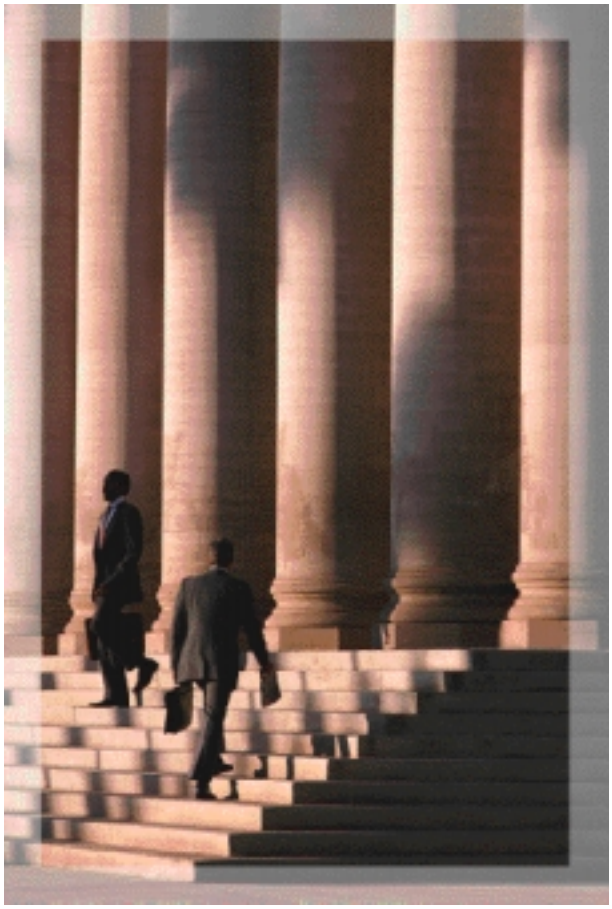
- To increase public awareness of industries the department regulates and the services it provides;
- To increase the availability of information to the general public and to identified consumers;
- To improve enforcement and oversight; and
- To enhance the process of receiving and responding to inquiries and/or complaints.

Education of and Support for/from Financial Services Industries and Related Businesses:

- To strengthen regulated industries/businesses to promote economic development; and
- To increase educational/informational outreach.

Promotion of Infrastructure that Supports and Enhances Human Resources and Operations:

- To increase effective and efficient operations and procedures to better serve internal and external customers;
- To provide appropriate office facilities and tools; and
- To improve employee skills and professional development opportunities.



LEGISLATION AND REGULATION

Beginning in 1997 and continuing throughout 1998, the Department worked to revise and modernize the laws and regulations relating to the financial institutions it licenses and supervises. Many of the resulting changes serve to reduce the regulatory burden on licensees while others eliminate arcane provisions that have been superceded by a statute or whose only lingering purpose is to bog down licensees and the Department with unnecessary or duplicative paperwork. The following is an abbreviated summary of the legislative and regulatory changes accomplished during 1998.

LEGISLATION

House Bill 112 - Securities

The Department garnered wide spread industry support for legislation that would make sweeping changes to the Kentucky Securities Act, KRS Chapter 292. In large part because of this support, the legislation sailed through the General Assembly and passed unanimously. Some of the many changes effected by this legislation include incorporating oversight of investment adviser representatives, eliminating oversight of federal covered investment advisers and covered securities, creating an automatic exemption for small offerings, and codifying the various remedies the Commissioner may order for violations of the Act.

House Bill 226 - Check Cashing

Emergency legislation amending KRS Chapter 368 went into effect on April 14 1998. This legislation significantly impacted check cashing operations by limiting the fee that a check casher may charge for a fourteen day transaction, prohibiting renewals or rollovers of a transaction, and limiting the number and amount of total check cashing transactions for a single customer. It also increases the authority of the Commissioner with respect to investigations of alleged violations of Chapter 368.

House Bill 429 and House Bill 516 - Banking

Significant legislative changes to KRS Chapter 287 include new language authorizing banks to sell insurance and amended language which substantially increases the capital required to organize a bank or trust company.

House Bill 514 - Consumer Loans

Significant legislative changes to KRS Chapter 288 include new language authorizing consumer loan companies to make loans in excess of $15,000 without approval from the Commissioner and to charge for a credit investigation when the company makes a loan.

House Bill 515 - Mortgage Loan Companies and Brokers

Amendments to KRS Chapter 294 no longer require certain persons to file a claim of exemption in order to be exempt from the licensing requirements of that chapter. Additional legislative changes require a mortgage company to maintain a minimum funding source or net worth of $500,000 and require applicants for a mortgage loan broker license to successfully complete an educational training course. As amended, Chapter 294 prohibits all licensees from using the words "bank," "trust," "national," or "federal" as part of their name.

REGULATIONS

808 KAR 1:060 - Automated Teller Machines

Amendments to this regulation modernize the terminology in the regulation to reflect industry usage and eliminate the requirement that a financial institution provide notice to the Commissioner before establishing or sharing in the use of an ATM.

808 KAR 3:050 - Conduct Credit Unions

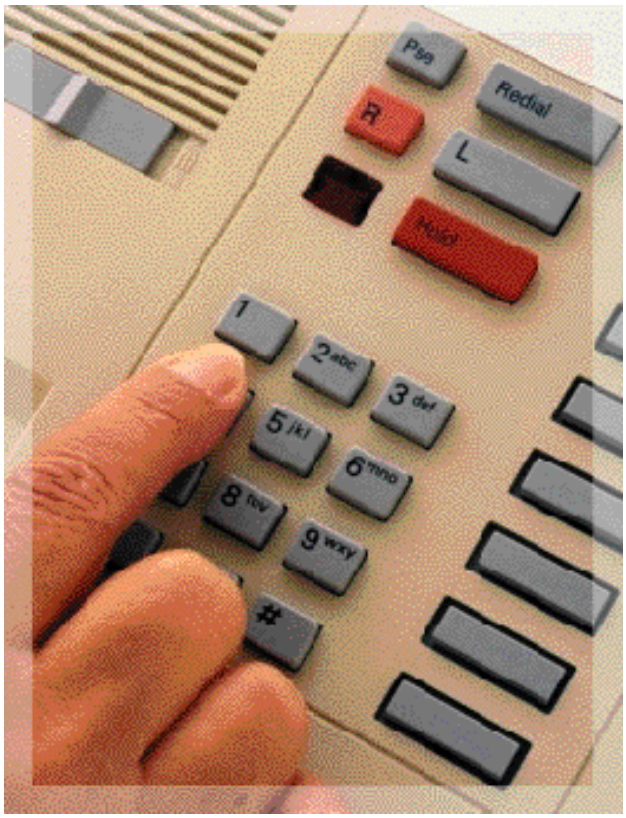
An amendment to this regulation eliminates the cap on the amount of charitable contributions by a credit union.

808 KAR 10:010 et seq. - Securities

Numerous amendments to the regulations reflect changes to related statutory provisions in KRS 292. In addition, new regulations address de minimis rules for broker dealers, books and records requirements for broker dealers, offers to accredited investors, internet advertising and offerings, limited liability company interests, and solicitations of interest for certain offerings.

The Department amended or repealed certain other regulations to reflect changes to related statutes or to eliminate duplicative provisions contained in related statutes.

Division of Administrative Services



The Division of Administrative Services is headed by a division director and is comprised of three branches: Administrative Services, Public Affairs, and Technology. Employees in this division work closely with the Commissioner and his staff to provide administrative and technological (information systems) support to all department staff and to manage the agency's public affairs and media relations endeavors.

Staff in the Administrative Services Branch provide administrative support to the department in the following areas:

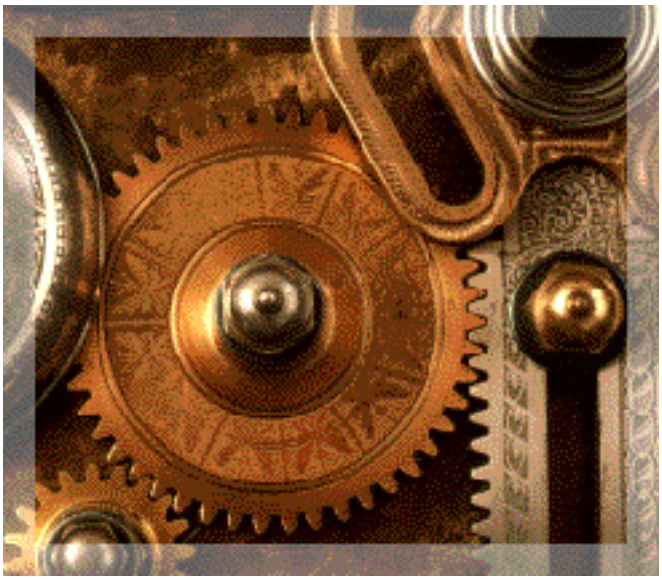
- Facilities management: Frankfort office and district offices in Eddyville, Bowling Green, Louisville, and Lexington;
- Fiscal management;
- Operations and quality control;
- Records management; and
- Staff development through training and continuing education.

The Public Affairs Branch processes consumer complaints and media inquiries and coordinates the agency's efforts to inform/educate consumers, legislators, and industry representatives.

Public Affairs Branch

The Department of Financial Institutions, through the Public Affairs Branch, maintains a toll-free telephone number for consumers to call to report fraud and receive assistance in filing a complaint against a Kentucky financial institution regulated by the Department (1800-223-2579). A consumer may also make an inquiry or file a complaint electronically by writing to the following address w.baker@mail.dfi state.ky.us. The Public Affairs representative can instruct the consumer on how and where to file a formal complaint with the Department as well as other state and federal financial institution regulatory agencies.

The Public Affairs Branch also conducts public education forums for consumers and regulated industries. Educational information for consumers and regulated industries is available on the Department's website, www.dfi.state.ky.us. During 1998, educational forums for the general public and industry associations were held in various locations around the state. Consumer educational opportunities included an Investors' Town Meeting and a booth at the Kentucky State Fair in Louisville, Kentucky. Educational meetings were held for the Deferred Deposit Association in Fort Mitchell and Securities Financial Advisers in Lexington. The Department also had an exhibit at the Kentucky Mortgage Broker/Dealers Association's annual meeting in Louisville, Kentucky. During 1998 there were 109 written complaints received and approximately 1,225 telephonically assisted consumer com-



Division of Administrative Services

Technology

During 1998, the Department of Financial Institutions (DFI) continued to excel in its use of technology to better serve the financial industries and citizens of the Commonwealth. The use of technology within the department has become more pervasive in the past year. A major systems development effort was successfully concluded during 1998. Leveraging our investment in Microsoft SQL server, the department's Technology Branch created a Consolidated Automated Tracking System (CATS) for use by our staff. The user interface, written in Visual Basic, provides for the integration of databases maintained by the department.

Prior to the construction of CATS, information was maintained on separate dBase III databases. These databases often duplicated information, did not present information in a format consistent with user needs and were not year 2000 compliant.

The CATS programs and underlying SQL databases address the Y2K problem and present a more user friendly interface for all DFI employees. Divided into three major sections, Securities, Financial Institutions, and Utilities, CATS is used to maintain information on licensee's for the industries that we regulate. The relational databases permit the department to cross reference areas where industries overlap.

During 1998 all field examiners were equipped with Gateway portable computers running Windows NT 4.0, Microsoft Office 97 and in addition to examination software developed by the DFI Technology Branch. The DFI Technology staff also maintains local area networks in four regional field offices.

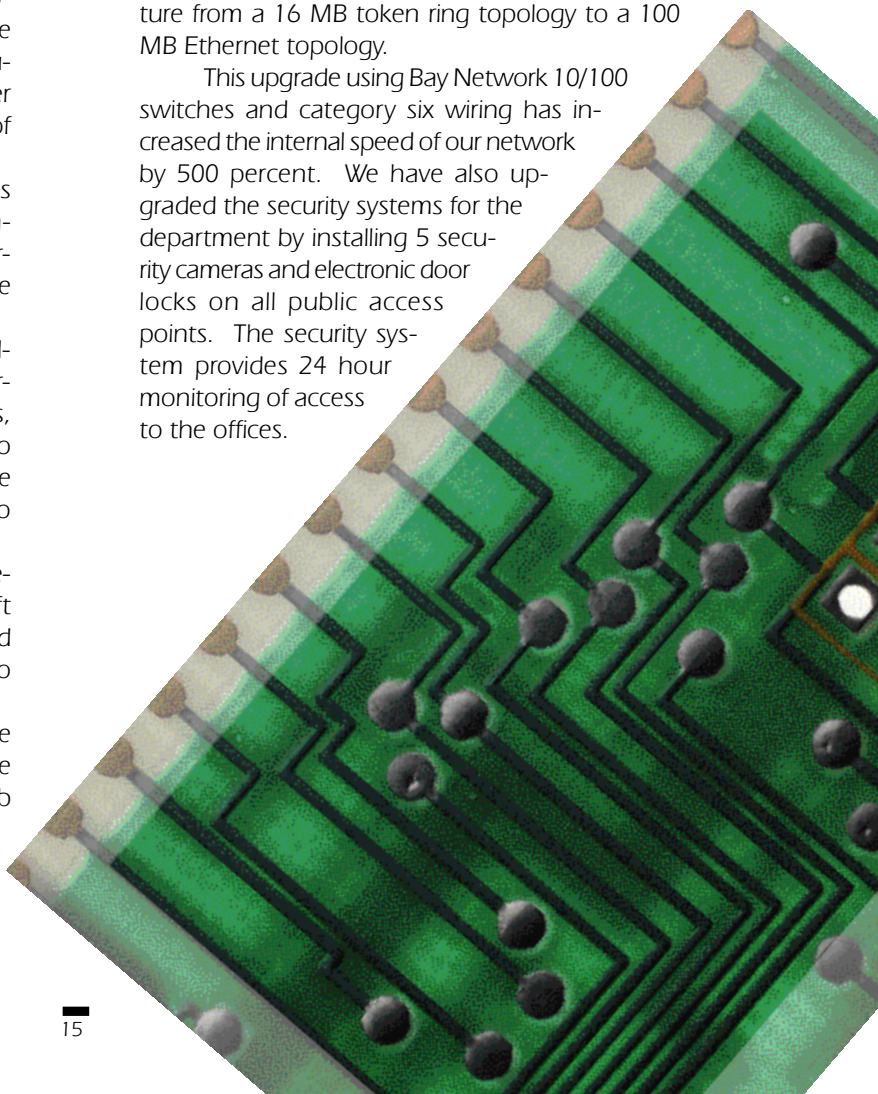
The Department of Financial Institutions use of the Intranet has greatly expanded during 1998. DFI's Intranet site serves a number of different functions. We believe that a web site must offer useful content for it to be successful, therefore we have tried to construct an Intranet site that will actively provide information to our users. The DFI Intranet provides the following services to staff.

- Online Reports – Generated from our SQL databases
- Tech Tips – Technology oriented tips for the users
- Help Desk – An online requests for help
- Bug Reports
- DFI Software Downloads
- Online Documentation of DFI hardware and software
- Y2K Documentation and planning
- Electronic In/Out board.

In addition to these services we use the Intranet to recognize outstanding employee performance and to high light community oriented projects conducted by the department.

A relocation of the central office allowed an opportunity to upgrade the network architecture. With our central office relocation we have upgraded our infrastructure from a 16 MB token ring topology to a 100 MB Ethernet topology.

This upgrade using Bay Network 10/100 switches and category six wiring has increased the internal speed of our network by 500 percent. We have also upgraded the security systems for the department by installing 5 security cameras and electronic door locks on all public access points. The security system provides 24 hour monitoring of access to the offices.



Eighty-Seventh Annual Bank and Thrift Report

The primary duties of the Bank Branch include the chartering and regulating of 200 state-chartered commercial banks, four independent trust companies, one savings association, as well as numerous bank trust departments, bank holding companies, and electronic data processors. As of December 31, 1998, the banks held in aggregate in excess of $25 billion in assets, while the Madisonville savings association held slightly less than $30 million in assets.

The examination strategy utilized in this branch changed in 1998, with a shift to a risk-focused perspective. The Department recognizes that a wider spectrum of banking activities and the rapid advancement of technology increased the challenges of managing risk, requires new mechanisms to measure and control excessive risk, and alters traditional examining activities. Technological advances now allow many examination functions traditionally done in the field to be done off-site. The Division's goal is to evolve the regulatory process into a risk-focused examination, with each examination tailored to the specific identifiable risks of each institution. This initiative will continue to be enhanced and incorporated into the examination program for 1999 and beyond.

1998 can be characterized as a strong year for Kentucky state banks in terms of financial performance. There were no bank failures, and there were less than five problem banks the entire year. Through September 30, 1998, Kentucky banks enjoyed a healthy return on assets (ROA) of 1.38%, reflecting a slight increase from year-end 1997. At 9.82%, the core capital (leverage) ratio remained strong and continued an increasing trend.

There were four new charters granted in 1998, with a total of 15 issued since 1996. The establishment of de novo banks is expected to continue in 1999, as bankers and investors capitalize on market opportunities, which have been created as a result of the continuation of the consolidation trend.

Annual Consolidated Statement of Assets
Kentucky State Banks and Thrifts*

YEAR	TOTAL ASSETS
September 4, 1912	$ 110,096,102.83
September 3, 1913	112,556,338.09
September 12, 1914	110,516,100.67
November 10, 1915	110,068,034.26
August 17, 1916	120,217,111.75
September 7, 1917	152,490,422.93
September 5, 1918	175,361,452.29
September 5, 1919	213,365,256.47
September 13, 1920	227,231,768.46
June 30, 1921	220,117,518.15
June 30, 1922	222,284,937.92
June 30, 1923	257,447,342.36
June 30, 1924	260,394,024.52
June 30, 1925	269,730,816.68
June 30, 1926	278,619,057.34
June 30, 1927	308,521,323.67
June 30, 1928	341,300,174.09
June 30, 1929	385,559,868.28
June 30, 1930	364,849,233.33
June 30, 1931	295,881,257.76
June 30, 1932	248,031,078.12
June 30, 1933	231,577,905.49
June 30, 1934	239,624,124.68
June 30, 1935	229,781,437.48
June 30, 1936	250,997,016.66
June 30, 1937	270,699,778.60
June 30, 1938	252,251,968.59
June 30, 1939	266,594,369.49
June 30, 1940	273,977,674.22
June 30, 1941	297,360,610.22
June 30, 1942	340,903,872.17
June 30, 1943	477,658,367.10
June 30, 1944	578,775,786.77
June 30, 1945	904,485,435.10
June 30, 1946	941,787,755.13
June 30, 1947	898,858,508.44
June 30, 1948	932,808,480.54
June 30, 1949	933,714,814.70
June 30, 1950	953,843,874.72
June 30, 1951	1,002,285,106.04
June 30, 1952	1,081,217,820.20
June 30, 1953	1,125,336,205.82
June 30, 1954	1,167,432,270.01
June 30, 1955	1,211,811,536.25
June 30, 1956	1,220,534,082.10
June 30, 1957	1,294,391,352.88
June 30, 1958	1,383,757,204.28
June 30, 1959	1,402,074,237.64
June 30, 1960	1,439,285,742.07

Annual Consolidated Statement of Assets
Kentucky State Banks and Thrifts*

YEAR	TOTAL ASSETS
June 30, 1961	1,416,812,042.56
June 30, 1962	1,539,385,203.23
June 30, 1963	1,682,807,021.85
June 30, 1964	1,798,326,242.98
June 30, 1965	1,932,620,428.05
June 30, 1966	2,157,183,512.81
June 30, 1967	2,490,156,359.19
June 30, 1968	2,703,101,033.03
June 30, 1969	3,067,136,736.70
June 30, 1970	3,259,015,862.86
June 30, 1971	3,793,329,845.00
June 30, 1972	4,277,132,990.00
June 30, 1973	4,973,878,479.44
June 30, 1974	5,696,240,528.60
June 30, 1975	6,300,190,296.19
June 30, 1976	6,550,032,000.00
June 30, 1977	7,431,081,000.00
June 30, 1978	8,371,752,000.00
June 30, 1979	9,507,372,000.00
June 30, 1980	10,700,084,000.00
June 30, 1981	11,968,250,000.00
June 30, 1982	12,878,728,000.00
June 30, 1983	13,724,157,000.00
June 30, 1984	15,171,523,000.00
June 30, 1985	16,448,822,000.00
June 30, 1986	17,869,731,000.00
June 30, 1987	19,709,513,000.00
June 30, 1988	20,984,582,000.00
December 31, 1988	22,103,771,000.00
December 31, 1989	23,570,033,000.00
December 31, 1990	25,058,852,000.00
December 31, 1991	24,145,642,000.00
December 31, 1992	23,932,903,000.00
December 31, 1993	24,825,281,000.00
December 31, 1994	26,860,360,000.00
December 31, 1995	26,765,509,000.00
December 31, 1996	28,414,146,000.00
December 31, 1997	24,975,052,000.00
December 31, 1998	**25,811,929,000.00**

***Prior to December 31, 1998, total assets represented Kentucky State Banks only.**

Consolidated Report of Condition
Kentucky State Banks and Thrifts
(000s Omitted)

		200 BANKS & 1 THRIFT DEC. 31, 1998	CHANGE	202 BANKS DEC. 31, 1997
ASSETS				
1a	Cash & bal due: Nonint bearing	907,172	5.56%	855,815
1b	Cash & bal due: Interest bearing	50,079	14.88%	43,592
2a	Held-to-maturity securities	1,354,009	-10.73%	1,516,704
2b	Available-for-sale securities	5,064,892	4.44%	4,845,620
3	Fed funds sold & secs purchased	836,296	16.39%	718,553
4a	T. loans, net of unearned income	16,889,451	3.24%	16,338,685
4b	Allowance for loan losses	223,261	0.42%	222,262
4d	Net loans	16,666,910	3.28%	16,116,423
5	Assets held in trading accounts	298	-99.42%	51,748
6	Premises and fixed assets	431,490	7.92%	399,386
7	Other real estate owned	31,835	3.67%	30,673
8	Investments in unconsolidated subs	11,660	63.81%	7,118
9	Customers' liability on acceptances	0	0.00%	0
10	Intangible assets	93,995	135.98%	39,831
11	Other assets	364,013	3.93%	349,589
12a	**Total Assets**	25,811,929	3.23%	24,975,052

Consolidated Report of Condition
Kentucky State Banks and Thrifts
(000s Omitted)

		200 BANKS & 1 THRIFT DEC. 31, 1998	CHANGE	202 BANKS DEC. 31, 1997
LIABILITIES				
13a	Total Deposits in Domestic Offices	20,204,848	5.20%	19,179,697
13a(1)	Non int Dep	2,950,187	9.30%	2,699,182
13a(2)	Int Bear Dep	17,254,661	4.53%	16,480,515
14	Fed funds purchased & secs sold	1,440,401	-8.69%	1,577,494
15a	Demand notes issued to U.S. Treasury	5,830	-74.38%	22,759
15b	Trading liabilities	2,159	0.00%	0
16a	Other borrowed money-under one year	194,017	-76.67%	830,810
16b	Other borrowed money-one to three years	176,182	-45.91%	325,706
16c	Other borrowed money-over three years	0	-100.00%	359,378
18	Bank's liability on acceptances	0	0.00%	0
19	Subordinated notes and debentures	300	-4.76%	315
20	Other liabilities	267,435	-6.85%	287,031
21	Total Liabilities	23,256,173	2.86%	22,583,190
23	Perpetual preferred stock	0	-100.00%	401
24	Common stock	170,944	0.97%	169,308
25	Surplus	1,125,081	7.98%	1,041,949
26a	Undivided profits & reserves, gross	1,225,435	6.48%	1,148,905
26b	Unrealized gains (losses) on avail.-for-sale sec.	34,294	9.57%	31,299
28a	Total Equity Capital	2,555,756	6.77%	2,391,862
29	**TOTAL LIABILITIES AND EQUITY CAPITAL**	25,811,929	3.23%	24,975,052

Consolidated Report of Income
Kentucky State Banks and Thrifts
(000s Omitted)

		200 BANKS & 1 THRIFT DEC. 31, 1998	CHANGE	202 BANKS DEC. 31, 1997
1g	Total Interest Income	1,921,464	14.16%	1,647,511
2f	Total Interest Expense	923,278	14.79%	785,547
3	Net Interest Income	998,186	13.58%	861,964
4a	Loan Loss Provision	63,982	-2.11%	65,303
5c	Total noninterest income	239,095	22.21%	185,899
6a	Realized gains(losses) on held-to-maturity	282	52.84%	133
6b	Realized gains(losses) on held-for-sale	5,973	55.20%	2,676
7a	Salaries and employee benefits	351,626	15.57%	296,880
7b	Fixed asset expense	94,190	13.96%	81,039
7c	Other non-interest expense	256,406	18.85%	207,400
7d	Total noninterest expense	701,388	16.55%	585,319
8	Income before tx&extra items	477,332	16.19%	400,050
9	Applicable income taxes	141,894	15.45%	119,959
10	Income before extra items	335,438	16.50%	280,091
11c	Extraordinary items	-643	100.00%	0
12	Net Income	334,795	16.34%	280,091

Selected Composite Operating Ratios
Kentucky State Banks and Thrifts
December 31, 1998

Cash & Due/Total Deposits		4.73%
Noninterest-Bearing Deposits/Total Deposits		14.62%
Interest-Bearing Deposits/Total Deposits		85.38%
Loan/Deposits		83.60%
Loans(Net)/Deposits		82.49%
Equity Capital/Total Deposits		12.66%
Total Capital/Total Deposits		12.66%
Loan Reserve/Loans		1.32%
Loans/Total Assets		65.43%
Loans(Net)/Total Assets		64.56%
Total Capital/Total Assets		9.90%
Total Capital & Reserves/Total Assets & Reserves		10.68%
Total Capital/Loans		15.14%
Securities/Total Assets		24.88%
Banking House & Fixtures/Total Equity Capital		16.88%
Return on Average Assets (R.O.A.)	(Net Op. Inc./Ave. Tot. Assets)	1.31%
Return on Equity (R.O.E.)	(Net Op. Inc./Tot. Eq. Cap.)	13.11%

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

BANK	CITY	TOTAL ASSETS
Bank of Clinton Co.,Inc.	Albany	34,056
Citizens Bank of Albany	Albany	77,802
Citizens Deposit Bank of Arlington, Inc.	Arlington	63,570
Bank of Ashland	Ashland	167,524
Heritage Bank of Ashland	Ashland	16,159
Kentucky Bank & Trust	Ashland	101,249
Auburn Banking Co.	Auburn	55,869
Farmers Bank & Trust Co.	Bardstown	169,292
Kentucky Home Bank, Inc.	Bardstown	20,247
NCF Bank & Trust Company	Bardstown	40,813
Wilson & Muir Bank & Trust Co.	Bardstown	144,269
Bardwell Deposit Bank	Bardwell	56,808
Bedford Loan & Deposit Bank	Bedford	45,150
Bank of Benton	Benton	193,937
Bank of Marshall Co.	Benton	158,689
Peoples Bank and Trust Co. of Madison County	Berea	142,532
Farmers State Bank	Booneville	34,271
Meade County Bank, Inc.	Brandenburg	76,618
Bank of Edmonson Co.	Brownsville	111,415
Brownsville Deposit Bank	Brownsville	45,019
Bank of Buffalo	Buffalo	34282
Bank of Cumberland	Burkesville	53672
Bank of Cadiz and Trust Co.	Cadiz	62,815
Trigg County Farmers Bank	Cadiz	96,819
Citizens Deposit Bank	Calhoun	42,216
Calvert Bank	Calvert City	52,578
United Citizens Bank & Trust Co.	Campbellsburg	73,713
Citizens Bank & Trust Co.	Campbellsville	86,083
Taylor County Bank	Campbellsville	90,405
Farmers and Traders Bank of Campton	Campton	32,109
Bank of Caneyville	Caneyville	29,348

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

BANK	CITY	TOTAL ASSETS
Pioneer Bank	Canmer	70,806
Deposit Bank of Carlisle	Carlisle	48,135
Kentucky-Farmers Bank of Catlettsburg	Catlettsburg	119,801
The Cecilian Bank	Cecilia	173,346
Peoples State Bank	Chaplin	23,644
Bank of Clarkson	Clarkson	83,326
Clinton Bank	Clinton	40,211
Breckinridge Bank	Cloverport	18,473
Bank of Columbia	Columbia	91,461
Fifth Third Bank, Northern Kentucky, Inc.	Covington	1,108,251
Peoples Bank of Northern Kentucky, Inc.	Crestview Hills	130,915
The Harrison Deposit Bank & Trust Co.	Cynthiana	48,719
Heritage Community Bank	Danville	30,221
Dixon Bank	Dixon	39,874
Bank of Ohio County, Inc.	Dundee	53,288
The Bank of Lyon Co.	Eddyville	47,772
Elkton Bank & Trust Company	Elkton	79,891
Farmers Deposit Bank	Eminence	136,660
Heritage Bank, Inc.	Erlanger	142,783
United Kentucky Bank of Pendleton County, Inc.	Falmouth	29,351
The Peoples Bank of Fleming Co.	Flemingsburg	118,337
The Bank of Kentucky, Inc.	Florence	280,559
Bankers' Bank of Kentucky, Inc.	Frankfort	27,791
Farmers Bank & Capital Trust Co.	Frankfort	428,569
Franklin Bank & Trust Co.	Franklin	128,982
South Central Bank of Bowling Green, Inc.	Franklin	126,908
Fredonia Valley Bank	Fredonia	39,114
Fulton Bank	Fulton	54,718
Georgetown Bank & Trust Co.	Georgetown	56,417
The Farmers Bank & Trust Co.	Georgetown	134,423
Bank of Germantown	Germantown	26,396

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

BANK	CITY	TOTAL ASSETS
Edmonton State Bank	Glasgow	126,699
Kentucky Banking Centers, Inc.	Glasgow	91,414
South Central Bank of Barren County, Inc.	Glasgow	146,303
United Community Bank	Glasgow	53,120
Citizens Bank of Grayson	Grayson	13,914
The Commercial Bank of Grayson	Grayson	132,900
Greensburg Deposit Bank & Trust Co.	Greensburg	72,302
Peoples Bank & Trust Co.	Greensburg	82,209
The First State Bank of Greenville	Greenville	241,067
The Farmers Bank	Hardinsburg	62,482
The Bank of Harlan	Harlan	78,761
State Bank & Trust Co.	Harrodsburg	93,625
Citizens Bank	Hartford	16,640
Commonwealth Community Bank, Inc.	Hartford	86,958
Hancock Bank and Trust Co.	Hawesville	86,492
Peoples Bank & Trust Co. of Hazard	Hazard	170,515
Dees Bank of Hazel	Hazel	28,886
Hebron Deposit Bank	Hebron	111,669
The Citizens Bank	Hickman	55,449
Bank of Hindman	Hindman	93,345
The Peoples State Bank	Hodgenville	34,990
First City Bank and Trust Co.	Hopkinsville	418,412
Pennyrile Citizens Bank & Trust Co.	Hopkinsville	68,531
Planters Bank, Inc.	Hopkinsville	82,080
United Southern Bank	Hopkinsville	94,693
Hyden Citizens Bank	Hyden	81,085
Inez Deposit Bank	Inez	79,931
First State Bank	Irvington	101,168
First Security Bank & Trust, McClean	Island	23,547
Citizens Bank & Trust Co. of Jackson	Jackson	91,454
Bank of Jamestown	Jamestown	81,317

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

BANK	CITY	TOTAL ASSETS
The Central Bank USA, Inc.	Jeffersontown	110,792
Peoples Bank of Kentucky, Inc.	Junction City	81,521
The Kevil Bank	Kevil	34,485
Bank of Oldham County	LaGrange	91,454
Peoples Bank	Lebanon	32,432
Citizens Bank & Trust Co. of Grayson Co.	Leitchfield	69,021
Leitchfield Deposit Bank & Trust Co.	Leitchfield	69,510
Lewisburg Banking Company	Lewisburg	48,962
Bank of the Bluegrass and Trust Co.	Lexington	78,240
Central Bank & Trust Co.	Lexington	768,996
First Security Bank of Lexington	Lexington	47,134
The Vine Street Trust Co.	Lexington	217,733
Traditional Bank of Lexington, Inc.	Lexington	49,301
The Casey County Bank, Inc.	Liberty	102,727
Peoples Security Bank	Louisa	37,175
Bank of Louisville	Louisville	1,495,070
First Bank, Inc.	Louisville	81,407
First Capital Bank of Kentucky	Louisville	132,941
Jefferson Banking Company	Louisville	95,513
Republic Bank & Trust Co.	Louisville	1,207,261
River City Bank, Inc.	Louisville	130,437
Stock Yards Bank & Trust Co.	Louisville	609,669
Fifth Third Bank, Kentucky, Inc.	Louisville	1,927,870
Louisville Community Development Bank, Inc.	Louisville	28,604
Bank of Lowes	Lowes	1,106
Farmers Bank & Trust Co.	Madisonville	200,017
First United Bank	Madisonville	56,821
Madisonville Building & Loan	Madisonville	29,589
West Kentucky Bank, Inc.	Madisonville	278,934
Bank of Magnolia	Magnolia	67,501
Farmers Bank & Trust Co., of Marion	Marion	83,940

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

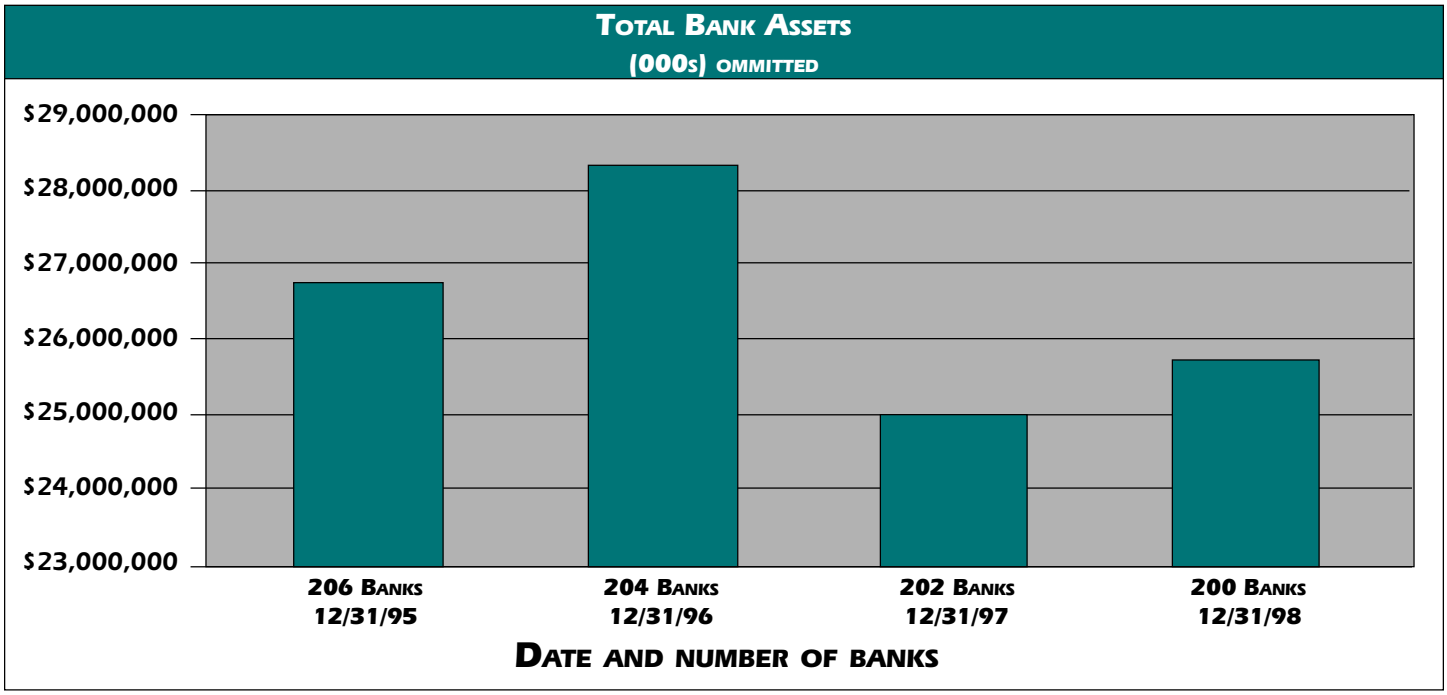
BANK	CITY	TOTAL ASSETS
The Peoples Bank	Marion	26,817
Exchange Bank	Mayfield	102,450
Graves County Bank, Inc.	Mayfield	82,967
Bank of Maysville	Maysville	109,390
Security Bank & Trust Co.	Maysville	43,708
Citizens Bank	McKee	89,773
Jackson County Bank	McKee	84,847
Farmers Deposit Bank	Middleburg	43,346
Commonwealth Bank & Trust Company	Middletown	229,248
Farmers Bank of Milton	Milton	73,426
The Monticello Banking Company	Monticello	155,699
Peoples Bank	Morehead	48,828
The Citizens Bank	Morehead	45,820
Green River Bank	Morgantown	47,331
Morgantown Bank & Trust Co., Inc.	Morgantown	96,460
Traditional Bank, Inc.	Mount Sterling	274,537
The Peoples Bank	Mount Washington	109,795
Hart County Bank and Trust Co.	Munfordville	28,404
Peoples Bank of Murray, Ky.	Murray	261,751
Citizens Bank	New Liberty	14,577
Citizens Bank of Campbell County	Newport	120,809
The Farmers Bank	Nicholasville	74,513
Beaver Dam Deposit Bank	Owensboro	55,607
First Security Bank of Owensboro, Inc.	Owensboro	47,321
Independence Bank of Kentucky	Owensboro	96,184
South Central Bank of Daviess County, Inc.	Owensboro	88,547
Peoples Bank & Trust Co.	Owenton	69,074
Owingsville Banking Company	Owingsville	39,142
Broadway Bank and Trust	Paducah	6,469
Citizens Bank & Trust Co. of Paducah	Paducah	618,706
The Paducah Bank & Trust Co.	Paducah	206,928

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

BANK	CITY	TOTAL ASSETS
Kentucky Bank	Paris	307,757
First State Bank of Pineville	Pineville	149,083
First Commonwealth Bank of Prestonsburg, Inc,	Prestonsburg	151,583
Farmers Bank and Trust Co., Princeton	Princeton	88,006
First Bank & Trust Co. of Princeton	Princeton	84,533
West Point Bank	Radcliff	37,826
Citizens Guaranty Bank	Richmond	84,167
Madison Bank	Richmond	57,185
First & Peoples Bank	Russell	183,715
Southern Deposit Bank	Russellville	75,267
The Sacramento Deposit Bank	Sacramento	41,970
The Salt Lick Deposit Bank	Salt Lick	43,936
The Bank Josephine	Salyersville	106,910
Sebree Deposit Bank	Sebree	15,947
Citizens Bank	Sharpsburg	38,296
Citizens Union Bank of Shelbyville	Shelbyville	271,347
Shelby County Trust Bank	Shelbyville	162,812
Bullitt County Bank	Shepherdsville	97,260
First Citizens Bank	Shepherdsville	129,475
The Peoples Bank of Bullitt Co.	Shepherdsville	147,029
Cumberland Security Bank, Inc.	Somerset	95,728
First & Farmers Bank of Somerset, Inc.	Somerset	269,054
The Bank of Mt. Vernon	Somerset	129,410
First & Peoples Bank	Springfield	53,676
Springfield State Bank	Springfield	132,255
Powell County Bank	Stanton	100,338
The Peoples Exchange Bank of Beattyville	Stanton	96,301
First Kentucky Bank	Sturgis	154,806
The Peoples Bank	Taylorsville	78,277
Bank of Livingston Co.	Tiline	37,540
Deposit Bank of Monroe Co.	Tompkinsville	85,211

Total Assets
Kentucky State Banks and Thrifts
December 31, 1998

BANK	CITY	TOTAL ASSETS
Peoples Bank of Tompkinsville	Tompkinsville	52,376
Citizens Deposit Bank & Trust	Vanceburg	119,518
First Community Bank of Lewis County	Vanceburg	31,123
United Bank & Trust Co.	Versailles	129,963
Farmers Bank of Vine Grove	Vine Grove	38,695
Community First Bank of Kentucky	Warsaw	85,723
First Farmers Bank & Trust Company	Warsaw	57,218
Bank of the Mountains, Inc.	West Liberty	38,676
Commercial Bank	West Liberty	94,933
The Bank of Whitesburg	Whitesburg	157,185
Bank of McCreary Co.	Whitley City	90,042
Citizens State Bank	Wickliffe	55,504
Eagle Bank, Inc.	Williamstown	109,836
Grant County Deposit Bank	Williamstown	73,706
Peoples Commercial Bank	Winchester	161,665
Total Assets in thousands		25,811,929



Trust Assets

Kentucky State Chartered Independent Trust Companies

(000 omitted)

BANK	CITY	TOTAL ASSETS UNDER MANAGEMENT
Central Kentucky Trust Company	Danville	155,718
First Lexington Trust Company	Lexington	97,721
Hilliard Lyons Trust Company	Louisville	2,823,580
Kentucky Home Trust Company	Louisville	56,867
TOTAL ASSETS UNDER MANAGEMENT		3,133,886

Trust Assets
Kentucky State Bank Trust Departments

73 Trust Departments **(000 omitted)**

BANK	CITY	TOTAL ASSETS UNDER MANAGEMENT
Bank of Ashland	Ashland	128,630
Kentucky Bank & Trust	Ashland	88,222
Farmers Bank & Trust Co.	Bardstown	1,076
Wilson & Muir Bank & Trust Co.	Bardstown	9,051
Bank of Benton	Benton	2,853
Peoples Bank and Trust Co. of Madison County	Berea	21
Bank of Cadiz and Trust Co.	Cadiz	9,771
Trigg County Farmers Bank	Cadiz	8,284
Calvert Bank	Calvert City	10
Taylor County Bank	Campbellsville	3
Deposit Bank of Carlisle	Carlisle	653
Clinton Bank	Clinton	1,931
Fifth Third Bank, Northern Kentucky, Inc.	Covington	251,720
The Harrison Deposit Bank & Trust Co.	Cynthiana	4,015
Elkton Bank & Trust Company	Elkton	1,488
Farmers Deposit Bank	Eminence	5,839
The Peoples Bank of Fleming Co.	Flemingsburg	8,172
Farmers Bank & Capital Trust Co.	Frankfort	268,078
Franklin Bank & Trust Co.	Franklin	178
Fulton Bank	Fulton	4,453
Greensburg Deposit Bank & Trust Co.	Greensburg	85
Peoples Bank & Trust Co.	Greensburg	2,032
The First State Bank of Greenville	Greenville	987
The Bank of Harlan	Harlan	5,223
State Bank & Trust Co.	Harrodsburg	3,566
Hancock Bank & Trust Co.	Hawesville	3,560
Peoples Bank & Trust Co. of Hazard	Hazard	4,058
The Citizens Bank	Hickman	5,995
First City Bank and Trust Co.	Hopkinsville	298,750
Citizens Bk & Tr Co. of Jackson	Jackson	12,297
Citizens Bank & Trust Co. of Grayson Co.	Leithchfield	20
Leitchfield Deposit Bank & Trust Co.	Leithchfield	1,210
Bank of the Bluegrass and Trust Co.	Lexington	57,525
Central Bank & Trust Co.	Lexington	436,608
The Vine St. Trust Co.	Lexington	210,040
The Casey County Bank, Inc.	Liberty	9,463
Bank of Louisville	Louisville	1,027,417
Fifth Third Bank, Kentucky, Inc.	Louisville	965,409

Trust Assets
Kentucky State Bank Trust Departments
(000 omitted)

BANK	CITY	TOTAL ASSETS UNDER MANAGEMENT
Jefferson Banking Company	Louisville	3,889
Republic Bank & Trust Co.	Louisville	1,283
Stock Yards Bank & Trust Co.	Louisville	726,716
Farmers Bank & Trust Co.	Madisonville	4,885
West Kentucky Bank, Inc.	Madisonville	4,860
Farmers Bank & Trust Co., of Marion	Marion	1,212
Bank of Maysville	Maysville	15,183
Security Bank & Trust Co.	Maysville	1,703
Farmers Deposit Bank	Middleburg	4
Commonwealth Bank & Trust Company	Middletown	225,409
The Monticello Banking Company	Monticello	2,289
Morgantown Bank & Trust Co., Inc.	Morgantown	5,442
Traditional Bank, Inc.	Mount Sterling	23,236
Hart County Bank and Trust Co.	Munfordville	4,514
Peoples Bank of Murray, Ky.	Murray	5,239
Beaver Dam Deposit Bank	Owensboro	826
Peoples Bank & Trust Co.	Owenton	774
Citizens Bank & Trust Co. of Paducah	Paducah	232,962
The Paducah Bank & Trust Co.	Paducah	53,340
Kentucky Bank	Paris	98,870
Farmers Bank and Trust Co., Princeton	Princeton	11,477
First Bank & Trust Co. of Princeton	Princeton	4,222
First & Peoples Bank	Russell	64,269
Citizens Union Bank of Shelbyville	Shelbyville	779
Shelby County Trust Bank	Shelbyville	190,459
First Citizens Bank	Sheperdsville	153,128
Cumberland Security Bank, Inc.	Somerset	8,557
First & Farmers Bank of Somerset, Inc.	Somerset	44,802
First & Peoples Bank	Springfield	150
First Kentucky Bank	Sturgis	3,161
Citizens Deposit & Trust	Vanceburg	9,112
United Bank & Trust Co.	Versailles	178
Eagle Bank, Inc.	Williamstown	3,722
Grant County Deposit Bank	Williamstown	1,230
Peoples Commercial Bank	Winchester	3,271
TOTAL ASSETS UNDER MANAGEMENT		5,744,986

Loan Production Offices
December 31, 1998

BANK	LOCATION OF LPO
Inez Deposit Bank, Inez	Ashland
The Bank of Mt. Vernon, Somerset	Berea
Beaver Dam Deposit Bank, Owensboro	Bowling Green
Franklin Bank and Trust Company, Franklin	Bowling Green
The Monticello Banking Company, Monticello	Bowling Green
Pioneer Bank, Canmer	Canmer
United Citizens Bank, Campbelllsburg	Carrollton
Kentucky Bank, Paris	Cynthiana
Commonwealth Bank & Trust Company, Middletown	Elizabethtown
Stock Yards Bank & Trust Company, Louisville	Elizabethtown
The Tokai Bank, Ltd., Japan	Florence
Peoples Exchange Bank, Stanton	Georgetown
Inez Deposit Bank, Inez	Hazard
The Bank of Whitesburg, Whitesburg	Hazard
Central Bank & Trust Company, Lexington	Lexington
Central Bank USA, Inc., Jeffersontown	Lexington
Pioneer Bank, Canmer d/b/a Frontier Mortgage Banking	Lexington
Fifth Third Bank, Kentucky, Inc., Louisville	Lexington
Stock Yards Bank & Trust Company, Louisville	Lexington
Pioneer Bank, Canmer d/b/a Frontier Mortgage Banking Services, Inc.	Louisville
Peoples State Bank, Chaplin	Louisville
Commonwealth Bank & Trust Company, Middletown	Louisville
First Bank, Inc., Louisville	Louisville
Stock Yards Bank & Trust Company, Louisville	Louisville
Citizens Union Bank, Shelbyville	Louisville
Wilson & Muir Bank & Trust Company, Bardstown	Louisville
Bank of Benton, Benton	Mayfield
Bank of Benton, Benton	Paducah
Citizens Bank & Trust Company, Paducah	Paducah
Inez Deposit Bank, Inez	Pikeville
The Bank of Mt. Vernon, Somerset	Richmond
Citizens Guaranty Bank, Richmond	Winchester
Peoples Exchange Bank, Stanton	Winchester
Vine Street Trust Company, Lexington	Atlanta, Georgia
Central Bank USA, Inc., Jeffersontown	Indianapolis, Indiana
Vine Street Trust Company, Lexington	Wilmington,North Carolina
Fifth Third Bank, Kentucky, Inc., Louisville	Brentwood, Tennessee

New Bank Charters, Bank Conversions, Name Changes, Mergers, and Main Office Relocations

Bank Charters

4-6-98	Heritage Bank of Ashland, Ashland
4-15-98	Traditional Bank of Kentucky, Inc., Lexington
10-23-98	Broadway Bank & Trust, Paducah,

Bank Conversions

1-1-98	First National Bank of Lewis County, Vanceburg, Converted to First Community Bank, Lewis County, Vanceburg
1-1-98	Citizens National Bank, Grayson, Converted to Citizens Bank, Grayson,
7-31-98	Farmers Bank, Henderson converted to Farmers Bank, National Association

Name Change

1-1-98	Bank of Marrowbone, Marrowbone, changed its name to United Community Bank, Marrowbone
2-17-98	Kentucky Bank & Trust of Greenup County, Russell, changed its name to Kentucky Bank & Trust
2-25-98	Mid-America Bank of Louisville & Trust Company, Louisville, changed its name to Bank of Louisville
9-14-98	The Central Bank of North Pleasureville, Jeffersontown, changed its name to The Central Bank USA, Inc.
10-22-98	The Fifth Third Bank of Northern Kentucky, Inc., Covington, changed its name to Fifth Third Bank, Northern Kentucky, Inc.
10-22-98	The Fifth Third of Kentucky, Inc., Louisville, changed its name to Fifth Third Bank, Kentucky, Inc.

Mergers

12- 31-98	Citizens Bank of Kentucky, Madisonville merged into Pinnacle Bank, St. Joseph, Michigan
1-1-98	Independence Bank, Henderson merged into Independence Bank, Owensboro
1-1-98	Farmers Bank of Owingsville, Inc., Owingsville, Kentucky, merged with and into Anderson National Bank of Lawrenceburg, Lawrenceburg, Kentucky, with the new title of The Progressive Bank, National Association.
1-1-98	Simpson County Bank, Franklin merged into Union Planters Bank, N.A., Memphis, Tennessee
3-23-98	The Provident Bank of Kentucky, Alexandria, merged with and into The Provident Bank, Cincinnati, Ohio
12-10-98	Bank of Crittenden, Crittenden, merged into Community First Bank of Kentucky, Warsaw.

Main Office Relocations (Date Approved)

4-27-98	Central Bank of North Pleasureville, Pleasureville, to relocate to Jeffersontown
7-22-98	First Farmers Bank and Trust Company, Owenton, to relocate to Warsaw
12-4-98	The Bank Josephine, Prestonsburg, to relocate to Salyersville
12-29-98	South Central Bank of Bowling Green, Inc., Bowling Green, to relocate to Franklin

Sixty-Fifth Annual Credit Union Report

The Credit Union Branch supervises the activities of 50 Kentucky state-chartered credit unions, ranging in size from $33,000 to $378 million. The number of credit unions under supervision by this branch continues to decline, as consolidations remain prevalent in the industry.

Kentucky state-chartered credit unions enjoyed a strong year in 1998, reflecting a continuation from prior years. Aggregate assets grew at a strong rate of 9.3%, with December 31, 1998 totals exceeding $850 million.

Branch Manager Randy Duncan is a member of the National Credit Union Administration's Technology Development Group. This group's function is to assist in developing and testing new examination software to be used by federal and state examiners.

Annual Consolidated Statement of Assets
Kentucky State Chartered Credit Unions

YEAR	TOTAL ASSETS
June 30,1934	391,943
June 30,1935	725,535
June 30,1936	1,249,342
June 30,1937	1,660,520
June 30,1938	1,696,127
June 30,1939	2,057,015
June 30, 1941	3,146,257
June 30, 1942	3,251,825
June 30, 1943	2,982,267
June 30, 1944	3,088,248
June 30, 1945	3,505,257
June 30, 1946	4,144,653
June 30, 1947	4,995,675
June 30, 1948	6,083,221
June 30, 1949	7,107,044
June 30, 1950	8,334,194
June 30, 1951	8,179,622
June 30, 1952	10,516,625
June 30, 1953	12,623,784
June 30, 1954	14,781,357
June 30, 1955	16,702,656
June 30, 1956	19,107,017
June 30, 1957	21,437,514
June 30, 1958	23,623,385
June 30, 1959	26,447,334
June 30, 1960	27,979,449
June 30, 1961	29,357,256
June 30, 1962	31,739,280
June 30, 1963	34,501,791
June 30, 1964	39,301,082
June 30, 1965	43,391,089
June 30, 1966	46,430,845
June 30, 1967	50,065,518
June 30, 1968	53,669,699
June 30, 1969	58,409,409
June 30, 1970	64,297,546
June 30, 1971	71,728,169
June 30, 1972	81,246,995
June 30, 1973	91,221,819

Annual Consolidated Statement of Assets
Kentucky State Chartered Credit Unions

YEAR	TOTAL ASSETS
June 30, 1975	113,438,105
June 30, 1976	129,079,696
June 30, 1977	147,094,455
June 30, 1978	169,281,627
June 30, 1979	176,261,333
June 30, 1980	170,888,349
June 30, 1981	198,916,832
June 30, 1982	190,721,775
June 30, 1983	226,257,290
June 30, 1984	270,077,766
June 30, 1985	324,359,567
June 30, 1986	465,930,836
June 30, 1987	534,721,314
June 30, 1988	522,854,417
December 31, 1988	486,976,000
December 31, 1989	482,857,000
December 31, 1990	509,758,691
December 31, 1991	554,628,084
December 31, 1992	610,893,902
December 31, 1993	643,540,808
December 31, 1994	670,077,079
December 31, 1995	697,585,006
December 31, 1996	726,727,477
December 31, 1997	782,580,308
December 31, 1998	855,559,615

Consolidated Report of Condition
Kentucky State Credit Unions

	DEC. 1995	DEC. 1996	% CHG	DEC. 1997	% CHG	DEC. 1998	% CHG
ASSETS							
Unsecured Credit Card Loans	29,352,147	32,302,986	10.1	33,525,897	3.8	31,775,664	5.2-
All Other unsecured Loans	115,397,403	119,346,499	3.4	113,251,788	5.1-	104,203,147	8.0-
New Auto Loans	115,411,893	117,672,739	2.0	118,646,438	0.8	108,455,943	8.6-
Used Auto Loans	81,188,489	91,202,087	12.3	106,258,484	16.5	134,552,429	26.6
1st Mort. Real Estate Loans	65,350,787	69,516,252	6.4	91,049,423	31.0	101,742,036	11.7
Other Real Estate Loans	46,958,876	53,382,694	13.7	60,492,605	13.3	65,893,808	8.9
Other Member Loans	17,545,773	14,579,642	16.9-	15,840,078	8.6	14,989,198	5.4-
All Other Loans	231,285	745,923	222.5	438,856	41.2-	5,717	98.7-
TOTAL LOANS	471,436,657	498,748,824	5.8	539,503,569	8.2	561,617,942	4.1
ALLOWANCE FOR LOAN LOSSES	5,094,477	5,307,090	4.2	5,897,204	11.1	6,909,039	17.2
CASH	13,620,746	13,000,655	4.6-	16,391,577	26.1	18,656,343	13.8
INVESTMENTS:							
U.S. Govt. Obligations	10,343,560	23,959,733	131.6	23,821,741	0.6-	31,956,060	34.1
Federal Agency Sec.	94,900,288	80,323,784	15.4-	90,219,731	12.3	94,471,388	4.7
All Mutual Funds	891,844	1,169,546	31.1	1,711,655	46.4	5,366,444	213.5
Total MCSD And PIC In Corporate 1/	N/A	N/A		N/A		5,768,618	
Corp. Central (CD)	45,521,378	46,141,252	1.4	51,561,893	11.7	61,430,201	19.1
Banks and S&Ls (Cert. DEP)	40,744,722	40,912,669	0.4	35,612,440	13.0-	49,864,931	40.0
DEP IN & Loans to other CUs	299,010	399,011	33.4	796,012	99.5	795,000	0.1-
Share INS CAP Deposit	5,746,847	5,853,164	1.9	6,032,108	3.1	6,475,865	7.4
All Other Investments	901,963	169,961	81.2-	182,504	7.4	1,052,007	476.4
TOTAL INVESTMENTS	199,349,611	198,929,111	0.2-	209,938,087	5.5	257,180,514	22.5
Land and BLDG (NET of DEP)	10,929,681	12,980,480	18.8	12,981,287	0.0	14,428,236	11.1
Other Fixed Assets	2,570,035	3,215,363	25.1	3,555,826	10.6	4,223,847	18.8
Other Real Estate Owned	432,252	0	100.0-	95,258	N/A	410,358	330.8
Other Assets	4,340,501	5,160,134	18.9	6,011,908	16.5	5,951,414	1.0-
TOTAL ASSETS	697,585,006	726,727,477	4.2	782,580,308	7.7	855,559,615	9.3
TOTAL CU's	57	54	5.3-	52	3.7-	50	3.8-

Consolidated Report of Condition
Kentucky State Credit Unions

	DEC. 1995	DEC. 1996	% CHG	DEC. 1997	% CHG	DEC. 1998	% CHG
LIABILITIES:							
Promissory And Other Notes Pay	78,328	223,493	185.3	989,787	342.9	0	-100.0
DIV/INT Payable	2,358,626	2,366,981	0.4	2,442,055	3.2	2,376,588	-2.7
Acct. Payable & Liabilities	2,152,023	2,502,250	16.3	2,849,165	13.9	2,632,908	-7.6
TOTAL LIABILITIES	4,588,977	5,092,724	11.0	6,281,007	23.3	5,009,496	-20.2
SAVINGS/EQUITY:							
Share Drafts	36,132,112	37,653,058	4.2	43,681,334	16.0	52,365,106	19.9
Regular Shares	363,162,496	382,166,422	5.2	385,780,702	0.9	410,458,032	6.4
Money Market Shares	6,308,369	7,010,107	11.1	8,824,851	25.9	14,459,850	63.9
Share Certificates	117,619,811	116,815,233	-0.7	146,351,569	25.3	170,436,504	16.5
IRA/KEOGH Accounts	66,289,830	65,898,817	-0.6	69,161,102	5.0	70,336,519	1.7
All Other Shares	1,703,280	1,228,994	-27.8	1,896,369	54.3	2,989,483	57.6
Non-Member Deposits	0	0	0.0	497,000	N/A	499,000	0.4
TOTAL SAVINGS	591,215,898	610,772,634	3.3	656,192,930	7.4	721,544,495	10.0
Regular Reserves	27,875,025	29,838,548	7.0	32,543,752	9.1	34,543,133	6.1
Unrealized G/L A-F-S SEC Gains	528,654	182,063	-65.6	108,168	-40.6	323,624	199.2
Other Reserves	596,788	489,187	-18.0	443,528	-9.3	506,313	14.2
Undivided Earnings	72,779,664	80,352,321	10.4	87,010,923	8.3	93,632,554	7.6
Net Income							
EQUITY TOTAL	101,780,131	110,862,119	8.9	120,106,371	8.3	129,005,624	7.4
TOTAL SAVINGS/EQUITY	692,996,029	721,634,753	4.1	776,299,301	7.6	850,550,119	9.6
TOTAL LIAB/SAVINGS/EQUITY	697,585,006	726,727,477	4.2	782,580,308	7.7	855,559,615	9.3
NCUA INSURED SAVINGS:							
Uninsured Shares	5,486,227	7,966,269	45.2	9,184,068	15.3	11,228,708	22.3
Tot Uninsur Shrs & Depos	5,486,227	7,966,269	45.2	9,184,068	15.3	11,228,708	22.3
Insured Shrs & Deposits	585,729,671	602,806,365	2.9	647,008,862	7.3	710,315,787	9.8

Consolidated Report of Income
Kentucky State Credit Unions

	DEC. 1995	DEC. 1996	% CHG	DEC. 1997	% CHG	DEC. 1998	% CHG
INCOME:							
Interest on Loans	43,118,337	46,087,803	6.9	49,161,387	6.7	51,514,999	4.8
Less Interest Refund	41,061	138,326	236.9	45,625	-67.0	45,534	-0.2
Income from Investments	11,410,488	11,769,203	3.1	12,353,157	5.0	13,751,972	11.3
Fee Income	2,481,213	2,798,284	12.8	3,452,623	23.4	3,991,177	15.6
Other Operating Income	2,122,167	2,184,586	2.9	2,233,038	2.2	2,525,404	13.1
TOTAL GROSS INCOME	59,091,144	62,701,550	6.1	67,154,580	7.1	71,738,018	6.8
EXPENSES:							
EMP Comp & Benefits	9,876,367	11,049,750	11.9	12,207,100	10.5	13,506,981	10.6
Travel, Conference Expense	304,162	310,808	2.2	472,890	52.1	499,595	5.6
Office Occupancy	873,181	1,123,169	28.6	1,216,641	8.3	1,556,329	27.9
Office Operation Expense	4,771,601	5,140,984	7.7	5,670,421	10.3	6,082,042	7.3
Educational and Promotion	415,392	465,047	12.0	554,227	19.2	583,015	5.2
Loan Servicing Expense	836,663	993,980	18.8	1,050,295	5.7	1,047,772	-0.2
Professional, Outside Service	981,785	1,042,547	6.2	1,220,730	17.1	1,350,401	10.6
Provision for Loan Losses	2,549,138	3,410,438	33.8	4,173,117	22.4	4,713,384	12.9
Member Insurance	605,047	580,939	-4.0	547,514	-5.8	576,861	5.4
Operating Fees	177,663	184,126	3.6	182,444	-0.9	183,386	0.5
Misc Operating Expense	564,575	611,956	8.4	582,930	-4.7	649,585	11.4
TOTAL OPERATING EXPENSE	21,955,574	24,913,744	13.5	27,878,309	11.9	30,749,351	10.3
INCOME FROM OPERATIONS	37,135,570	37,787,806	1.8	39,276,271	3.9	40,988,667	4.4

Consolidated Report of Income
Kentucky State Credit Unions

	DEC. 1995	DEC. 1996	% CHG	DEC. 1997	% CHG	DEC. 1998	% CHG
NON-OPERATING GAINS OR LOSSES:							
Gain (Loss) on Investments	0	0	3,332	0	-100.0		
Gain (Loss) on Disp of Assets	-1,332	3,526	364.7	15,139	329.4	-23,963	-258.3
Other Non-Oper INC/EXP	1,289	-7,649	-693.4	-7,819	-2.2	2,375	130.4
INC (LOSS) BEFORE COST OF FUNDS	37,135,527	37,783,683	1.7	39,286,923	4.0	40,967,079	4.3
COST OF FUNDS:							
Interest on Borrowed Money	19,768	4,960	-74.9	19,855	300.3	6,589	-66.8
Dividends	27,245,054	28,084,627	3.1	29,823,452	6.2	32,206,434	8.0
Interest on Deposits	90,598	0	-100.0	117,061	N/A	51,439	-56.1
Net Income Before Transfers	9,780,107	9,694,096	-0.9	9,326,555	-3.8	8,702,617	-6.7
Required Trans to Stat Reserve	460,294	358,465	-22.1	329,915	-8.0	303,360	-8.0
Net Reserve Transfer	217,133	180,794	-16.7	116,249	-35.7	91,112	-21.6
Net Income (Loss) After Net Res Trns	9,562,974	9,513,302	-0.5	9,210,306	-3.2	8,611,505	-6.5
Additional Trans to Res	1,521,300	2,276,426	49.6	2,717,262	19.4	2,667,912	-1.8
Adj Net Income (Loss)	8,041,674	7,236,876	-10.0	6,493,044	-10.3	5,943,593	-8.5

Selected Composite Operating Ratios
Kentucky State Chartered Credit Unions

	DEC. 1996	DEC. 1997	DEC. 1998
Capital/Assets	16.0%	16.1%	15.9%
Net Capital/Assets	15.3%	15.3%	15.1%
Loans/Assets	68.6%	68.9%	65.6%
Loans/Shares	81.7%	82.2%	77.8%
Delinquent Loans/Total Loans	1.0%	1.1%	1.0%
Gross Income/Average Assets	8.8%	8.9%	8.8%
Cost of FundsAverage Assets	3.9%	4.0%	3.9%
Operating Expenses/Average Assets	3.0%	3.1%	3.2%
Net Income/Average Assets	1.4%	1.2%	1.1%

Credit Union Mergers and Liquidations

The Department of Financial Institutions approved the following mergers:

6-4-98 C. Lee Cook Credit Union, Louisville merged into Tarcana Credit Union

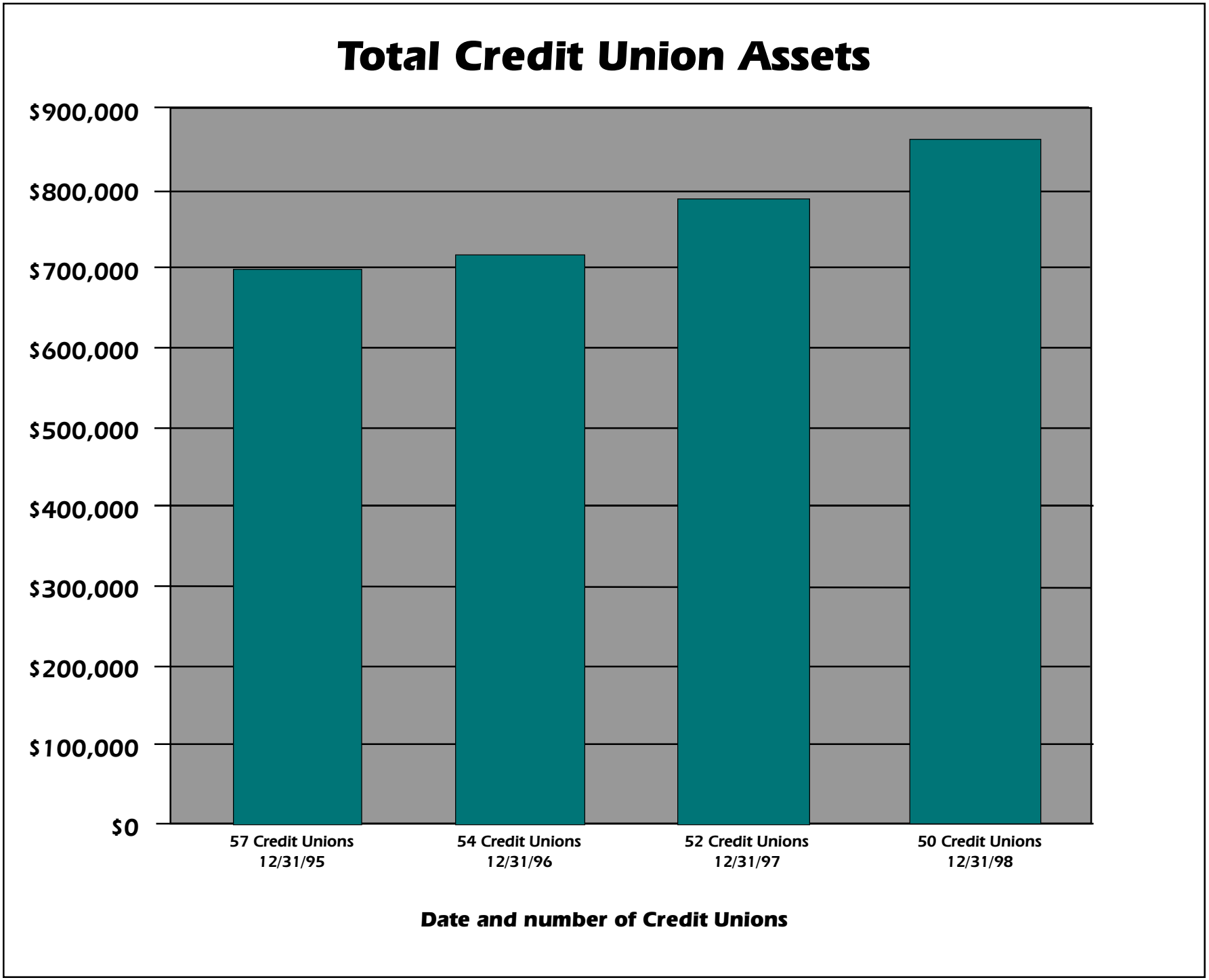
6-25-98 VAMC Credit Union, Lexington merged into GTKY Credit Union

Report of Condition
Kentucky State Credit Unions

NAME	CITY	TOTAL ASSETS
A.A.F. EMPLOYEES	LOUISVILLE	271,460
ALCAN EMPLOYEES	LOUISVILLE	2,452,726
ASHLAND INC EMPLOYEES	ASHLAND	91,939,289
B. C. B. S.	LOUISVILLE	3,715,414
BEREA	BEREA	1,233,832
BOURBON	LOUISVILLE	233,804
BROWN-FORMAN EMPLOYEES	LOUISVILLE	5,497,862
C&O UNITED	EDGEWOOD	7,483,392
COMMONWEALTH	FRANKFORT	377,602,597
COURIER JOURNAL AND TIMES	LOUISVILLE	6,477,463
COVINGTON CITY EMPLOYEES	COVINGTON	1,789,869
DIXIE CUP	LEXINGTON	740,057
ENRO SHIRT CO. EMPLOYEES	LOUISVILLE	952,865
FANCY FARM	FANCY FARM	7,671,697
FERRY MORSE (FULTON)	FULTON	271,248
FIRST COMMONWEALTH	LOUISVILLE	2,122,426
GTKY	LEXINGTON	36,778,159
JOCKEY INTERNATIONAL CU, INC. OF KY	CARLISLE	1,320,772
K.A.W.A.	LEXINGTON	406,400
KEMBA LOUISVILLE	LOUISVILLE	28,342,317
KENESCO	ASHLAND	2,410,050
KENTUCKY CONFERENCE	LEXINGTON	618,022
KENTUCKY EMPLOYEES	FRANKFORT	38,886,565
KITCO EMPLOYEES	LOUISVILLE	3,748,033
KNOTTSVILLE	PHILPOT	632,540
LETCHER COUNTY TEACHERS	WHITESBURG	895,178
LEXINGTON POSTAL	LEXINGTON	12,206,758
LOUISVILLE DISTRICT US ENGINEER EMP	LOUISVILLE	2,896,173
LOUISVILLE FEDERAL	LOUISVILLE	19,597,514
LOUISVILLE GAS AND ELECTRIC COMPANY	LOUISVILLE	15,072,907
LOUISVILLE NAVAL ORDNANCE	LOUISVILLE	18,902,787

Report of Condition
Kentucky State Credit Unions

NAME	CITY	TOTAL ASSETS
LOUISVILLE POLICE OFFICERS	LOUISVILLE	8,478,057
LOURDES EMPLOYEES	PADUCAH	1,036,446
MEMBERS CHOICE	ASHLAND	50,376,174
MEMBERS ONE CREDIT UNION, INC.	LOUISVILLE	3,850,190
METRO EMPLOYEES	LEXINGTON	4,656,027
MUHLENBERG COMMUNITY HOSPITAL	GREENVILLE	440,270
NEWPORT POSTAL	NEWPORT	492,334
PADUCAH CITY EMPLOYEES	PADUCAH	2,010,267
PROGRESS	LOUISVILLE	141,681
RURAL COOPERATIVES	LOUISVILLE	23,448,001
SERVICE ONE	BOWLING GREEN	45,788,171
ST. AUGUSTINE	COVINGTON	320,142
ST. HENRY PARISH	ERLANGER	1,302,260
ST. JOHN'S PARISH	COVINGTON	159,511
ST. MONICA	BARDSTOWN	33,022
TARCANA	LOUISVILLE	4,496,387
TEXAS GAS EMPLOYEES	OWENSBORO	6,595,686
TRANSIT	FT WRIGHT	915,862
WHITESVILLE COMMUNITY	WHITESVILLE	7,848,951


Total Credit Union Assets
$900,000
$800,000
$700,000
$600,000
$500,000
$400,000
$300,000
$200,000
$100,000
$0
57 Credit Unions 12/31/95
54 Credit Unions 12/31/96
52 Credit Unions 12/31/97
50 Credit Unions 12/31/98
Date and number of Credit Unions

Sixty-Fifth Consumer Loan Report

Annual Consolidated Statement of Assets
Kentucky Consumer Loan Companies

YEAR	TOTAL ASSETS
December 31, 1970	215,167,905
December 31, 1971	226,157,998
December 31, 1972	239,477,617
December 31, 1973	245,215,588
December 31, 1974	229,683,167
December 31, 1975	208,570,020
December 31, 1976	211,463,297
December 31, 1977	239,296,246
December 31, 1978	268,373,094
December 31, 1979	293,273,325
December 31, 1980	259,294,136
December 31, 1981	211,028,452
December 31, 1982	232,543,585
December 31, 1983	321,540,852
December 31, 1984	382,601,061
December 31, 1985	421,405,340
December 31, 1986	493,127,698
December 31, 1987	566,180,285
December 31, 1988	640,725,342
December 31, 1989	667,957,592
December 31, 1990	696,270,222
December 31, 1991	730,091,564
December 31, 1992	761,442,628
December 31, 1993	822,215,474
December 31, 1994	852,349,610
December 31, 1995	842,469,339
December 31, 1996	892,877,819
December 31,1997	690,503,783
December 31, 1998	**$675,952,908**

Consolidated Report of Condition
Kentucky Consumer Loan Companies

	372 CL Cos. Dec. 31, 1998	Change	375 CL Cos. Dec. 31, 1997
ASSETS			
Cash and Due from Depositor Institutions	84,717,004	-2.48%	86,875,427
Loans Receivable:			
Add-on Loans, Net of Unearned Interest	454,716,606	1.81%	446,614,915
Percent Per Month Basis Loans	84,521,869	-12.22%	96,283,923
Total Loans, Net of Unearned Interest	539,238,475	-0.67%	542,898,838
Less: Reserve for Bad Debts	24,936,022	3.53%	24,084,712
Total Loans Receivable, Net of Unearned Interest and Reserves	514,302,452	-0.87%	518,814,379
Premises and Fixed Assets (Net of Depreciation)	14,377,041	122.55%	6,459,998
Deferred Charges and Prepaid Expenses	4,301,090	79.09%	2,401,608
Other Assets Used in Consumer Loan Business	58,255,321	-23.30%	75,952,371
Total Assets Used in Consumer Loan Business	675,952,908	-2.11%	690,503,783
LIABILITIES & CAPITAL or NET WORTH			
Other Liabilities	449,991,772	-15.34%	531,515,279
Total Liabilities	449,991,772	-15.34%	531,515,279
CAPITAL and NET WORTH			
CORPORATIONS			
Subordinated Notes	-	-100.00%	2,500,000
Capital Stock	9,211,062	10.76%	8,316,494
Paid-in Surplus	116,761,866	157.76%	45,298,231
Earned Surplus	24,969,631	-32.53%	37,006,356
INDIVIDUALS AND PARTNERSHIPS			
Net Worth	76,633	-93.89%	1,255,071
Individual Licensed Offices Net Worth	74,921,944	15.96%	64,612,352
TOTAL LIABILITIES & CAPITAL or NET WORTH	675,952,908	-2.11%	690,503,783

Loans Made in 1998 Classified by Collateral
Kentucky Consumer Loan Companies

COLLATERAL	1998 AMOUNT	PERCENT TOTAL	1997 AMOUNT
Personal Items/Household Goods	171,682,036	-8.63%	187,902,158
Motor Vehicles	67,360,469	-20.29%	84,507,572
Motor Vehicles & Personal Items	149,069,493	0.66%	148,093,205
Real Estate	34,887,981	-19.28%	43,219,905
Unsecured Notes	101,228,766	6.34%	95,195,639
Endorsed and/or Co-Maker Notes	8,032,753	23.79%	6,488,844
Other Considerations	19,705,639	-9.00%	21,654,191
Total	551,967,137	-5.98%	587,061,514

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Able Loan Company			
	644B North Broadway	Lexington	1153
Action Loan Company			
	143 West Market Street	Louisville	1131
Albany Loan Company			
	195 Westview Shopping Center	Albany	1382
American General Finance of America, Inc.			
	4330 13th Street	Ashland	1396
	600 US 31 West Bypass	Bowling Green	33
	113 West Main Street	Campbellsville	764
	4333 Winston Avenue	Covington	1271
	975 Hustonville Road	Danville	47
	1705 North Dixie Highway	Elizabethtown	1097
	8176 Mall Road Center	Florence	1098
	193 Versailles Road	Frankfort	51
	601 A Happy Valley Road	Glasgow	43
	Town & Country Shopping Center	Hazard	58
	708 Second Street	Henderson	14
	Skyline Shopping Center	Hopinsville	591
	3705 Nicholasville Road	Lexington	636
	115 North Locust Hill Drive	Lexington	674
	565 East New Circle Road	Lexington	461
	1750 West Highway 192	London	1355
	Stony Brook Shopping Center	Louisville	110
	4109 Bardstown Road	Louisville	812
	2602 Preston Street	Louisville	326
	3230 A Crums Lane	Louisville	1101
	4124 Outer Loop	Louisville	726
	10110 Dixie Highway	Louisville	561
	755 East Center Street	Madisonville	48
	543 North Shawnee Road	Maysville	1281
	3333 B Frederica Street	Owensboro	2
	5101 Frederica Street	Owensboro	1174
	5153 Hinkleville Road	Paducah	147
	334 North Mayo Trail	Paintsville	1175
	1826 South Main Street	Paris	348
	99 Weddington Branch Road	Pikeville	1359
	118 West Market Street	Princeton	59
	843 B Eastern Bypass	Richmond	616
	3540 South Highway 27	Somerset	993
	1554 Bypass Road	Winchester	622
Associates Financial Services Company of Kentucky			
	2800 Scottsville Road	Bowling Green	1122
	26 Martha L. Collins Road	Cold Springs	1123
	8167 Mall Road	Florence	1309
	3101 Richmond Road	Lexington	268
	3069 Breckinridge Lane	Louisville	162

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Avco Financial Services			
	8414 US 42	Florence	1000
	2417 Nicholasville Road	Lexington	1009
	2014 South Hurstbourne Parkway	Louisville	1263
Banc One Financial Services			
	2365 Harrodsburg Road	Lexington	977
	10401 Linn Station Road	Louisville	966
Bardstown Financial Services, Inc.			
	108 Kentucky Home Square	Bardstown	1485
Beneficial Kentucky			
	1140 Winchester Avenue	Ashland	83
	Greenwood Courtyard	Bowling Green	1406
	700 Finn Hill Drive	Danville	1407
	2608 Ring Road	Elizabethtown	863
	7640 Mall Road	Florence	888
	1100 US 127 Building	Frankfort	1408
	100 Farmers Bank Drive	Georgetown	1416
	Gardenside Shoppes	Henderson	866
	201 Martha Layne Collins Blvd.	Highland Heights	1428
	2212 Nicholasville Road	Lexington	75
	8514 Preston Highway	Louisville	234
	320 Whittington Parkway	Louisville	1429
	123 Flemingsburg Road	Morehead	868
	3333 Frederica Street	Owensboro	869
	2850 Lone Oak Road	Paducah	1514
	640 University Shopping Center	Richmond	1409
	1056 South Highway 27	Somerset	870
Best Financial Services, Inc.			
	138 Campbellsville Bypass	Campbellsville	1494
Bluegrass Credit Corporation			
	908 East Main Street	Richmond	1496
Bluegrass Finance Co., Inc.			
	2512 B. Fort Campbell Blvd.	Hopkinsville	1559
Cagle Financial Services			
	210 East 4th Street	Beaver Dam	1086
Cardinal Financial Services, Inc.			
	103 North First Street	Harlan	1512

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Central Financial Services, Inc.			
	Space A-4 Westview Shopping Center	Albany	1482
	Parkway Plaza Highway 25E	Barbourville	957
	1944 Highway #11 South	Beattyville	1278
	Trademart Shopping Center	Corbin	1095
	Highway 15 Jackson Village Center	Jackson	1398
	US Highway 23	Louisa	1399
	#56 Kentucky Route 122	Martin	1489
	Cumberland Crossing Shopping Center	Monticello	1155
	West Gate Center	Mt. Vernon	1353
	Town & Country Center	Pikeville	1148
	465-B East Mountain Parkway	Salyersville	1502
	Highway 150 Bypass Lincoln Plaza	Stanford	1500
	294 Main Street	Whitesburg	1340
City Finance d/b/a Public Finance			
	806 13th Street	Ashland	1032
	205 Kentucky Home Square	Bardstown	1033
	202 Nancy Cox Drive	Campbellsville	1034
	4434 Dixie Highway	Erlanger	1134
	1267 Highway 127 South	Frankfort	1036
	120 First Street	Henderson	1039
	153 Patchen Drive	Lexington	1041
	4452 Dixie Highway	Louisville	1044
	2220 Hikes Lane	Louisville	1043
	7204 Dixie Highway	Louisville	1045
	7910 Preston Highway	Louisville	1042
	760 Broadway	Paducah	1046
Clinton Loan Company			
	100 North Washington Street	Albany	344
Commercial Credit Corporation			
	822 13th Street	Ashland	920
	217 Kentucky Home Square	Bardstown	1117
	1945 Scottsville Road	Bowling Green	906
	185 Towne Drive	Elizabethtown	907
	8077-A Mall Road	Florence	1506
	7118 Turfway Road	Florence	948
	Highway 421 South	Harlan	922
	404 Memorial Drive	Hazard	923
	2606 Zion Road	Henderson	1287
	3650 Boston Road	Lexington	949
	1051 East Newtown Pike	Lexington	1110
	2573 Richmond Road	Lexington	1507
	1750 Highway 192 West	London	1563
	1812 South Hurstbourne Parkway	Louisville	952
	10343 Dixie Highway	Louisville	1145
	4245 Outer Loop	Louisville	1016
	810 East Center Street	Madisonville	915
	1115 Tamarack Road	Owensboro	1092
	3551 Park Place Road	Paducah	916
	81 Weddington Branch Road	Pikeville	1510
	1112 South Highway 27	Somerset	1147

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Commonwealth Finance of Shelbyville, Inc.			
	2229 Alpine Drive	Shelbyville	1444
Commonwealth Loan Company, Inc.			
	130 South Carol Malone Boulevard	Grayson	1285
Community Credit Company of Kentucky			
	2056 South Hurstbourne Parkway	Louisville	1517
Consumer Lending Corporation			
	256 Court Street	West Liberty	986
Consumers Finance Company			
	5005 Preston Highway	Louisville	785
County Finance, Inc.			
	201 Court Street	Vanceburg	1397
Cumberland Financial Services, Inc.			
	153 Patchen Drive	Lexington	1520
Custom Loan Company, Inc.			
	711 ½ East Main Street	Grayson	1560
Danville Financial Services, Inc.			
	475 West Main Street	Danville	1547
Dennis H. Stewart d/b/a Community Finance			
	117-A West Ohio Street	Morgantown	1488
Eagle Financial Services, Inc.			
	225 Main Street	Florence	1565
Equity One, Inc.			
	399 Campbellsville Bypass	Campbellsville	1459
	7832 Connector Road	Florence	1554
	3132 Richmond Road	Lexington	1417
	1742 West Highway 192	London	1491
	6760 Bardstown Road	Louisville	1553
	624 2nd Street	Paintsville	1431
	65 Weddington Branch Road	Pikeville	1527
	25 Eury Lane	Somerset	1402
Farmers Bancshares Finance Corporation d/b/a Breckinridge Loan			
	105 US Highway 60 East	Hardinsburg	1434
Fayette Finance Company			
	366 Waller Avenue	Lexington	686

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Fidelity Credit Corporation			
	1600 Carter Avenue	Ashland	1481
	P. O. Box 1708	Barbourville	1363
	Boone Square Shopping Center	Berea	1291
	Houchens Shopping Center	Burkesville	1379
	Oak Tree Plaza, Highway 62	Central City	1160
	Danville Shopping Center	Danville	1341
	Garrard Shopping Center	Garrard	1384
	2520 Fort Campbell Boulevard	Hopkinsville	936
	1309 Elizabethtown Road	Leitchfield	1267
	Martin Mall Thornberry Road	Madisonville	947
	417 South 6th Street	Mayfield	910
	1138 US 68	Maysville	1420
	1500 North Main Street	Monticello	1423
	897 Flemingsburg Road	Morehead	1480
	745 Carlton Drive	Owensboro	944
	450 Park Avenue	Paducah	850
	276 South Mayo Trail	Paintsville	1492
	Highland Plaza Shopping Center	Prestonsburg	1490
	1029 West Main Street	Princeton	931
	Northridge Center	Russell Springs	1296
	Bethel Shopping Center	Russellville	987
	3786 South Highway 27	Somerset	1297
	South Fork Plaza	Whitley City	1316
	965 US Highway W S	Williamsburg	1385
Fidelity Financial Services			
	90 Alexandria Pike, Suite 18	Fort Thomas	1078
	1660 Bryan Station Road	Lexington	1015
	12599 Shelbyville Road	Louisville	1109
	2247 Hikes Lane	Louisville	1027
Finance & Mortgage Acceptance Corporation			
	1226 Skyline Drive	Hopkinsville	1529
First Community Credit Corporation			
	123 Frontier Boulevard, Suite 1	Stanford	1474
First Financial Credit, Inc.			
	1115 Jamestown Street	Columbia	1352
	801 Master Street	Corbin	1289
	1610 Cumberland Falls Highway	Corbin	1322
	P. O. Box 1061	London	1365
	First Financial Center	London	1461
	221 Lothbury Avenue	Middlesboro	1433
	675 Monticello Street	Somerset	1495
	First Financial Plaza	Whitley City	1374

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
FIRSTPLUS Consumer Finance of Kentucky I			
	125 Hillcrest Street, Suite A	Franklin	1536
	1321 Second Street Brickyard Plaza	Henderson	1534
	3036 Fort Campbell Boulevard	Hopkinsville	1532
	291 North Hubbards Lane	Louisville	1538
	230-B Madison Square Drive	Madisonville	1531
	820 Paris Road	Mayfield	1530
	2500 Frederica Street	Owensboro	1535
	189 East Lincoln Trail Boulevard, Suite 28	Radcliff	1537
	305 Hopkinsville Road	Russellville	1533
	8406 Preston Highway	Louisville	1562
Firstplus Financial, Inc.			
	6440-B Dutchman's Parkway	Louisville	1519
Globe Finance Company			
	800 Park Street	Bowling Green	1094
Green Tree Financial Servicing Corporation			
	2525 Harrodsburg Road	Lexington	1133
	4965 US Highway 42	Louisville	1501
	2690 Olivet Church Road	Paducah	1393
GreenPoint Credit Corp.			
	1945 Scottsville Road, Suite 200	Bowling Green	1550
	771 Corporate Drive, Suite 905	Lexington	1551
Heartland Credit Corporation			
	611 West Poplar Street	Elizabethtown	1418
Heights Finance Corporation			
	1304 A Chestnut Street	Murray	1524
	1927 Irvine Cobb	Paducah	1484
Heritage Financial Services, Inc.			
	2425 Scottsville Road	Bowling Green	1140
Holland Income Tax, Inc. d/b/a Holland Finance			
	2920 Brownsboro Road	Louisville	1498
Household Finance Corporation			
	1945 Scottsville Road	Bowling Green	1511
	313 Frederica Street	Owensboro	1513
	171 B West Lowry Lane	Lexington	897
	Festival Shopping Center	Louisville	610
	12123 Shelbyville Road	Middletown	1486
Instant Auto Credit, Inc.			
	5502 Fern Valley Road	Louisville	1432
JB Finance Company			
	25 East Pike Street	Cynthiana	1105

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Jefferson Financial Services, Inc.			
	9427 Westport Road	Louisville	1526
Jefferson Street, LTD			
	1224 Jefferson Street	Paducah	1548
John R. Williams d/b/a Crittenden County Finance			
	107 Belleville Street	Marion	1549
Kentucky Finance Co., Inc.			
	711 12th Street	Ashland	1178
	Union Plaza	Barbourville	1179
	116 North 3rd Street	Bardstown	1180
	117 B Clay Drive	Berea	1181
	Greenwood Square Shopping Center	Bowling Green	1182
	120 Keen Street	Burkesville	1183
	1320 East Broadway	Campbellsville	1184
	Columbia Shopping Center	Columbia	1186
	1220 Masters Street	Corbin	1187
	1006 East Main Street	Cumberland	1188
	Route 7, Box 30	Cynthiana	1189
	1579 Hustonville Road	Danville	1190
	1815 North Dixie	Elizabethtown	1192
	#4 Governor's Square Center	Elizabethtown	1191
	RPG Center, Route 11 Bypass	Flemingsburg	1193
	Eastwood Shopping Center	Frankfort	1194
	913 South Main Street	Franklin	1195
	751 Slone Drive	Georgetown	1196
	305 Happy Valley Road	Glasgow	1197
	Village Center	Harlan	1198
	New Market Building	Harlan	1199
	128 South Main Street	Harrodsburg	1200
	Hazard Village Shopping Center	Hazard	1202
	Sloan Maytag Building	Hindman	1204
	2781 Fort Campbell Boulevard	Hopkinsville	1206
	119 Water Street	Horse Cave	1207
	Highway 421 South	Hyden	1515
	990 Richmond Road	Irvine	1208
	North Jackson Plaza	Jackson	1209
	317 South 1st Street	LaGrange	1210
	104 Stanford Street	Lancaster	1211
	Store #1, Stonegate Mall	Leitchfield	1212
	149 Eastland Shopping Center	Lexington	1215
	415 Southland Drive	Lexington	1214
	3154 Richmond Road	Lexington	1217
	Campellsville Road	Liberty	1219
	London Shopping Center	London	1220
	New Louisa Plaza	Louisa	1221
	614 West Broadway	Louisville	1222
	6206 Preston Highway	Louisville	1223
	100 Madison Square Shopping Center	Madisonville	1224

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
	Manchester Square Shopping Center	Manchester	1226
	Highway 45 North Paducah Road	Mayfield	1300
	Bluegrass Shopping Center	Maysville	1230
	Maysville Marketsquare Shopping Center	Maysville	1229
	22 Village Square Shopping Center	Middlesboro	1231
	Town and Country Plaza	Monticello	1232
	312 Pinecrest Drive	Morehead	1233
	225 West Main Street	Morganfield	1475
	Maysville Road	Mt. Sterling	1234
	Olympic Plaza	Murray	1235
	931 North Main	Nicholasville	1236
	636 Southtown Boulevard	Owensboro	1237
	1030 East 18th Street	Owensboro	1301
	5164 Hinkleville Road	Paducah	1331
	Mayo Plaza	Paintsville	1239
	2220 Paris Village Shopping Center	Paris	1240
	126 South Mayo Trail	Pikeville	1241
	104 Kentucky Avenue	Pineville	1243
	Prestonsburg Village Shopping Center	Prestonsburg	1244
	6 East Court Street	Prestonsburg	1478
	407 Highway 62 W	Princeton	1245
	Southern Hills Plaza	Richmond	1246
	Logan Place Shopping Center	Russellville	1248
	1158 Old Gallatin Road	Scottsville	1249
	30 Mack Walter Road	Shelbyville	1250
	445 Highway 44 East	Shepherdsville	1251
	645 South Highway 27	Somerset	1252
	162 Appalachian Plaza	South Williamson	1339
	567 Washington Street	Stanton	1487
	141 North Main Street	Versailles	1254
	Big South Fork Shopping Center	Whitley City	1255
	402 Sycamore Street	Williamsburg	1256
	1115 Pioneer Drive	Winchester	1257
Kentucky River Finance Company, Inc.			
	151 East Main Street	Hazard	1118
Latonia Finance Company			
	3826 Winston Avenue	Covington	1135
London Financial Services, Inc.			
	1501 South Main Street, Suite 1	London	1556
Meade County Financial Services, Inc.			
	2075-1 By-Pass Road	Brandenburg	1528
Mercury Finance Company			
	571 New Circle Road	Lexington	1266
	4653 Dixie Highway	Louisville	1125
Micro Lending Corporation			
	1222 Versailles Road	Lexington	1552

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Morehead Financial, Inc.			
	419 Flemingsburg Road	Morehead	1497
NationsCredit Financial Services Corporation			
	115 North Locust Hill Drive	Lexington	1405
	107 North Hurstbourne Parkway	Louisville	1284
Norwest Financial Kentucky			
	200 Mall Road	Ashland	960
	2425 Scottsville Road	Bowling Green	961
	1505 East Broadway	Campbellsville	1446
	6015 Crestwood Station	Crestwood	1448
	328 West Main Street	Danville	1447
	790 North Dixie Avenue	Elizabethtown	1452
	7557 Mall Road	Florence	851
	348 N L R Wells Boulevard	Glasgow	1449
	171 M West Lowry Lane	Lexington	963
	1102 South Main Street	London	1456
	4919D Dixie Highway	Louisville	229
	6834 Bardstown Road	Louisville	35
	1927 South Hurstbourne Parkway	Louisville	1168
	4647 Outer Loop	Louisville	1270
	247 Indian Mound Road	Mt. Sterling	1458
	1079 North Main Street	Nicholasville	1453
	4764 Frederica Street	Owensboro	1020
	224 East Main Street	Richmond	1445
	182 Midland Blvd.	Shelbyville	1454
Omega Financial Services, Inc.			
	6427 Bardstown Road	Louisville	1463
Owensboro Financial Services, Inc.			
	5101 Frederica Street	Owensboro	1493
Park City Finance Company			
	East Dickinson Street	Park City	1063
Parkway Loan Company			
	Main Street	Stanton	598
Peoples Loan Company			
	109 Campbellsville Street	Columbia	317
	143 South Main Street	Monticello	294
	10 South Highway 27	Somerset	227

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
Peoples Security Finance			
	964 Chambers Boulevard	Bardstown	1292
	1411 US Highway 31	Bowling Green	1002
	37 Commerce Street	Cadiz	1472
	US 62 and 431	Central City	755
	Danville Square Shopping Center	Danville	1465
	Century Plaza Shopping Center	Frankfort	1467
	727 North Main Street	Franklin	854
	117 Columbia Avenue	Glasgow	1001
	1658 2nd Street	Henderson	756
	1223 Skyline Drive	Hopkinsville	757
	130 Lebanon Trade Center	Lebanon	1386
	223 London Shopping Center	London	1468
	190 Madison Square Drive	Madisonville	758
	1567 US Highway 68	Maysville	1068
	704 North 12th Street	Murray	1469
	3211 Frederica Street	Owensboro	759
	3017 Irvin Cobb Drive	Paducah	760
	Princeton Plaza	Princeton	1280
	1128 West 9th Street	Russellville	1138
	219 Boone Station Road	Shelbyville	1466
	Pisgah Valley Square	Somerset	1026
Personal Finance Company			
	2480 US Highway 41 North	Henderson	1392
Pioneer Credit Company			
	842 US 31Bypass	Bowling Green	855
	118 South Main Street	Dry Ridge	1543
	1555 New Circle Road	Lexington	1539
	820 South Main Street	London	1541
	1105 Indian Mound Drive	Mt. Sterling	1545
	103 Bruce Professional Park	Mt. Sterling	1483
	175 Weddington Branch Road	Pikeville	1544
	Glyn View Plaza	Prestonsburg	1542
	2150 Lexington Road	Richmond	1540
	200 East 4th Street	Tompkinsville	862
Providence Finance Company			
	2111 Westerfield Drive	Providence	1307
Pulaski Financial Services, Inc.			
	2070 South Highway 27, Suite B	Somerset	1555
Quality Credit, Inc.			
	834 Paris Road	Mayfield	1521
Quality Financial Corporation			
	1397 North Main Street	Beaver Dam	1411
Reliable Finance Company			
	1007 South Virginia Street	Hopkinsville	1332

Kentucky Consumer Loan Companies

NAME	ADDRESS	CITY	TOTAL ASSETS
S & M Distributors d/b/a Worldwide Consumer Credit			
	1066 East New Circle Road	Lexington	1312
Salyersville Loan Company			
	975 East Maple Street	Salyersville	580
Sandy Valley Financial Services, Inc.			
	441 North Mayo Trail	Paintsville	1557
Shelter Financial Services			
	2433 Regency Road	Lexington	955
Southeast Financial Services, Inc.			
	Cumberland Gap Parkway	Barbourville	1525
Star Banc Finance, Inc.			
	12240 Shelbyville Road	Middletown	1473
TCF Consumer Financial Services, Inc.			
	1018 New Circle Road	Lexington	1395
	1864 South Hurstbourne Parkway	Louisville	1357
The Money Store Kentucky			
	9300 Shelbyville Road	Louisville	956
The New Manchester Finance Company			
	309 Bridge Street	Manchester	1025
The Oaks Credit Corporation, Inc.			
	790 North Dixie	Elizabethtown	1471
United Companies Lending Corporation d/b/a UC Lending			
	1260 Campbell Lane	Bowling Green	1430
	2525 Harrodsburg Road	Lexington	1081
	1789-B North Main Street, Suite 2	London	1561
	6040 Dutchmans Lane	Louisville	1080
	222 Kentucky Avenue	Paducah	1441
Vantage Finance, Inc.			
	408 Kentucky Avenue	Fulton	1546

Fourteenth Annual Securities Report

Report of the Division of Securities

An Overview of 1998 Initiatives

The Division of Securities has undertaken a variety of challenging projects and initiatives in the last year. This overview briefly describes the major projects undertaken by the Division in 1998 and supplements the various branch reports and charts that follow.

I. Modernization of Blue Sky Law

In the 1998 Legislative Session, the Legislature passed important changes to the Kentucky Securities Act (KRS 292) in the form of House Bill 112. Rep. Charles Geveden (Wickliffe-D) sponsored the Bill in the House and Senator Dan Seum (Louisville-D), Chairman of the Senate Banking and Insurance Committee, in the Senate. Representative Jim Bruce (Hopkinsville), Chairman of the House Banking and Insurance Committee, also played a key role in the Bill's successful passage.

House Bill 112's changes to the Securities Act became effective July 15, 1998. Corresponding and comprehensive changes to the Securities Regulations (808 KAR 10) were promulgated on June 25, 1998. The revised statute and regulations, as well as explanatory materials describing how they have changed, can be reviewed at the Department's website at www.dfi.state.ky.us/security/BlueSky.htm.

II. Response To Federal Mandates

On October 11, 1996, Congress enacted the National Securities Markets Improvement Act of 1996 ("NSMIA"), which radically transformed the relationship between state and federal securities regulators and put extra burdens on states to police certain types of securities fraud. NSMIA also required states to eliminate regulatory burdens on certain filers, such as mutual funds and large public offerings, or else lose the authority to impose filing fees on those filers. The Department has complied with all the NSMIA mandates as part of the modernization of the Blue Sky Law described above.

III. Response To Increased Investment Fraud Activity

The Division has observed several disturbing trends in the securities investigations it continues to open. One trend has been an enormous increase in the volume of securities investigations the Division performs. The rate of investigations tripled in 1997 and increased by an additional 30% in 1998. Of the 56 investigations the Division completed in 1998, commitments to pay over $5.3 million in either fines or restitution to Kentucky victims were obtained.

Another disturbing trend the Division has observed has been the increase in the number of fraud cases that involve registered representatives and their firms. While the majority of cases the Division investigates continue to involve unregistered persons or unregistered securities, an increasing number of the investigations involve registered professionals or the brokerage firms employing them or both. The percentage of investigations the Division opened that specifically involve registered representatives or firms doubled in 1997 over the 1996 number; this rate continued in 1998.

One last trend the Division has observed is the growing volume of securities law violations – and harm to the investing public – emanating from the small one- and two-person offices that are scattered throughout the state. As a relatively small state in terms of population, and a state that is predominantly rural or mountainous, the proliferation of such small offices is not surprising. Indeed, the Division supports the presence of these firms, when they are responsibly managing their agents, given that many of Kentucky's citizens might not otherwise have access to investment services but for the existence of such branch offices. Based on the Division's investigative and examining experience, however, some of these firms – particularly those headquartered out-of-state – demonstrate a marked nonchalance toward their supervisory responsibilities. This cavalier attitude has led to the commission of frauds by agents of several of these firms, which have harmed Kentuckians.

Many of the changes made to the Blue Sky Law were absolutely crucial to the public protection in light of this increased fraud activity. Among these changes were grants to the Department of new authority to 1) impose civil fines on violators, 2) impose costs of investigations on violators, 3) regulate fraud with respect to variable annuities sales, 4) regulate fraud in internet transactions, and 5) facilitate its new routine examination program (see IV. Examination Program, below). Changes were also made to enhance the legal procedures used by the Department to administratively proceed against violators.

These changes, and others, have enhanced the Department's public protection capabilities and will help combat this explosion in fraud. For example, in several cases the Division investigated in the last year, based on the strength of its findings of law violations, the Department was able to require that the lost money of investors be repaid. In one case alone, the amount repaid to investors was close to $1,500,000 and represented the full recovery of lost principal by over 40 Kentucky investors. Given that experts estimate that the rate of recovery by victims of lost monies in securities fraud cases, nationwide, is less than 1%, the Department's success in this regard is notable.

Report of the Division of Securities

An Overview of 1998 Initiatives

IV. Examination Program

As part of the initiative to reform the Blue Sky Law, the Division performed a thoughtful self-examination of where its regulatory focus should be as we enter the next millenium. Among the many issues discussed by the staff was the best way to respond to the skyrocketting fraud and harm to the investing public of our state. In light of the increased responsibility placed on states to regulate investment advisers (see "II. Response to Federal Mandates" above), the Division decided to implement a program to routinely examine the offices of securities professionals that work in our state. Changes were made to the Blue Sky Law to enhance this regulatory initiative.

The Division's objective is to examine once annually every state-registered investment adviser and at least once every three to four years, every broker-dealer branch office. Non-branch offices of broker-dealers will also be examined, though at an unspecified rate. Since the commencement of this new examination program, the Division has performed in excess of (including 1997 and 1998) 200 examinations of securities firms located throughout the state. This number includes examination of all state registered investment advisers for Calendar 1998. Many of these examinations revealed moderate to severe deficiencies in the compliance of firms with Kentucky law. In a couple of instances, investigations resulted from the examiner's findings.

V. Facilitation of Small Business Capital Formation

The changes to the Blue Sky Law significantly eased restrictions imposed on small businesses seeking to raise capital. The changes include 1) modernization of the small business offering exemption, 2) modernization of the Uniform Limited Offering Exemption, 3) permitting business to 'test the waters' before incurring the expense of registration, 4) easing financial reporting requirements, and 5) providing a safe harbor for limited liability companies.

Marion Lewis, Director
January 1999

Report of the Corporations Finance Branch

The Corporations Finance Branch registers or exempts from registration securities issuances. This Branch also processes notice filings made by issuers of federal "covered securities".

	Effective YTD	Pending
Registrations		
By Coordination	55	17
By Qualification	1	6
By Notification	8	0
Notice Filings*		
Investment Companies – New	612	71
Investment Companies – Renewals	3147	0
Unit Investment Trusts	553	64
Reg. D, Rule 506 Offerings	341	0
Exemptions		
Claims of Exemption Requested	185	0
Total	**4902**	**185**

Report of the Licensing Branch

The Licensing Branch handles the registration of, or determination to deny registration to, broker-dealers, their agents, investment advisers, and investment adviser representatives. Recent federal and state law changes have increased the responsibilities of Licensing Staff, particularly in the area of investment adviser regulation.

A. Broker-Dealer Regulation

The chart below describes licensing activity of brokerage firms and their agents in the last year. A listing of the Kentucky-headquartered brokerage firms follows this report at Annex A.

	Broker-Dealer	Agent
Applications		
Received – New	218	20,010
Received–Non-Automatic Transfers*	0	1,783
Withdrawn	113	1
Purged	0	1,108
Abandoned	0	0
Registrations		
Granted	202	23,990
Terminated	0	16,572
Conditional	4	1
Transfers of Agents (Automatic)		
CRD	N/A	4,229
MASS	N/A	1,584
Total Registered As of 12/31/98	1,451	53,559

*These applications are distinguished from the automatic transfers described elsewhere in the chart because these agents have disciplinary histories, which triggers an expanded review of the transfer application by Division staff. In these cases, staff treat the application the same as a 'new' application (that is they may, grant, deny, or conditionally register the applicant).

Report of the Division of Securities

An Overview of 1998 Initiatives

B. Investment Adviser Regulation

As a result of federal law changes, states are now solely responsible for regulating certain investment advisers. Under the new regime of investment adviser regulation, states register firms with less than $25,000,000 in assets under management as well as monitor the activity of larger, federally-registered firms through 'notice filings' required of these federal firms. A listing of the Kentucky-headquartered investment advisory firms follows this report at Annex B.

	New Filings		Total Number Regulated As of 12/31/98
	Rec'd	Effective	
Kentucky Filers			
Investment Advisers	20	20	117*
Representatives	0	14	[918]**
Federal Filers			
Investment Advisers	52	47	321
Representatives	44	44	[918]**

*Not all Kentucky filers are actually domiciled in Kentucky; the list at Annex B is of those firms that are domiciled in Kentucky.
**This number represents the total number of registered representatives we regulate (whether with a state or federally registered firm). At this time, our database will not provide the breakdown of this number between state and federal firms though we anticipate that it will in the future.

Report of the Compliance Branch

Recent federal and state law changes have significantly increased the Department's responsibilities to protect the public from securities fraud, particularly in the area of investment adviser regulation. Effective January 1, 1998, the Division of Securities' newly created Compliance Branch began officially performing on-site examinations of regulated entities including but not limited to broker-dealers, their agents, investment advisers, and their representatives.

To maintain a consistent quality to the examinations overall, the examiners assign a cumulative internal rating to each examination they perform. This rating, which is entirely confidential (and not provided even to the examined entity), can range from "1", with "1" representing the most favorable rating, to "4" with "4" representing the least favorable rating. The ratings assigned by examiners to examinations they have performed will provide general historical guideposts for judging the performance of firms over time. The ratings will also help the examiners determine which entities may need to be put on an accelerated exam cycle.

	Exam for 1998	Exam Ratings				Other Regulatory Action Taken*
		1	2	3	4	
Broker Dealer						
Main Office	5	0	2	3	0	1
Branch Office**	125	11	67	47	0	3
Non-Branch Office***	5	1	0	4	0	0
Investment Adviser						
Main Office	46	4	28	13	1	0
Satellite Office	0	0	0	0	0	0
Total	**181**	**16**	**97**	**67**	**1**	**4**

*Ordinarily, the examination will conclude with a deficiency letter describing corrective measures that must be taken and that the Department must be advised of the successful implementation of such corrective measures. In a few instances, however, other action may be required of the Department to insure compliance with the Securities laws, such as, for example, where a firm's non-compliance necessitates investigative and/or legal action.

**This category refers to NASD-designated OSJ branch offices as distinguished from other 'satellite' or 'detached' offices that may be under OSJ supervision.

***This refers to all other offices examined such as 'satellite' or 'detached' offices that may be under OSJ supervision of a branch office.

Report of the Securities Enforcement Branch

The Enforcement Branch investigates potential securities fraud or other illegal conduct. The rate of investigations performed by the Division roughly tripled in 1997 and increased an additional 30% in 1998. The Division anticipates that this high rate of investigations will continue indefinitely.

Many of the matters investigated by the Enforcement Branch ultimately require some form of legal action and so the Investigators in the Enforcement Branch also work closely with the Department's Office of General Counsel. Additional information about the legal actions taken respecting securities enforcement work may be found at the Office of General Counsel section of this Report.

	1998	1997
Referrals To Outside Agency/Entity	3	7
Referrals From Outside Agency/Entity	19	21
Investigations Opened	58	43
Investigations Closed	56	18
Investigations Pending at Year End	48	n/a

Annex A - Kentucky Headquartered Broker Dealer Companies

NAME	ADDRESS	CITY
AFSG Securities Corporation	400 West Market Street	Louisville
Alexander Investment Services	1941 Bishop Lane, Suite 600	Louisville
Allgeier Investor Services	3220 Cross Bill Road	Louisville
ARM Securities Corporation	515 W. Market Street, 8th Floor	Louisville
Churchill Financial, LLC	1406 Browns Lane, Suite 200	Louisville
Commonwealth Investment Services, Inc.	2353 Alexandria Drive, Suite 140	Lexington
Dupree & Company, Inc.	125 South Mill Street	Lexington
Edward D. Jones & Co., L.P.	2226 Holiday Manor Center	Louisville
Eitel & Company Real Estate	3914 Elmwood Avenue	Louisville
Equity/Wyse Investments, Inc.	315 Strathmore	Lexington
First Kentucky Securities Corporation	State National Bank Building	Frankfort
Investment Bank Services, Inc.	6200 Dutchman's Lane	Louisville
J.J.B. Hilliard, W.L. Lyons, Inc.	Hilliard Lyons Center	Louisville
Lexington Investment Company, Inc.	360 East Vine Street, Suite 301	Lexington
Moneywatch Securities, Inc.	2692 Richmond Road	Lexington
Nancy Barron & Associates, Inc.	150 Grand Boulevard	Lexington
NTS Securities, Inc.	10172 Linn Station Road	Louisville
Ridgemont Securities, Inc.	632 Adams Street, Suite 210	Bowling Green
Rise, Inc.	173 Sears Avenue, Suite 278	Louisville
Sachs, Company	1346 South Third Street	Louisville

Annex B - Kentucky Headquartered Registered Investment Advisor Firms

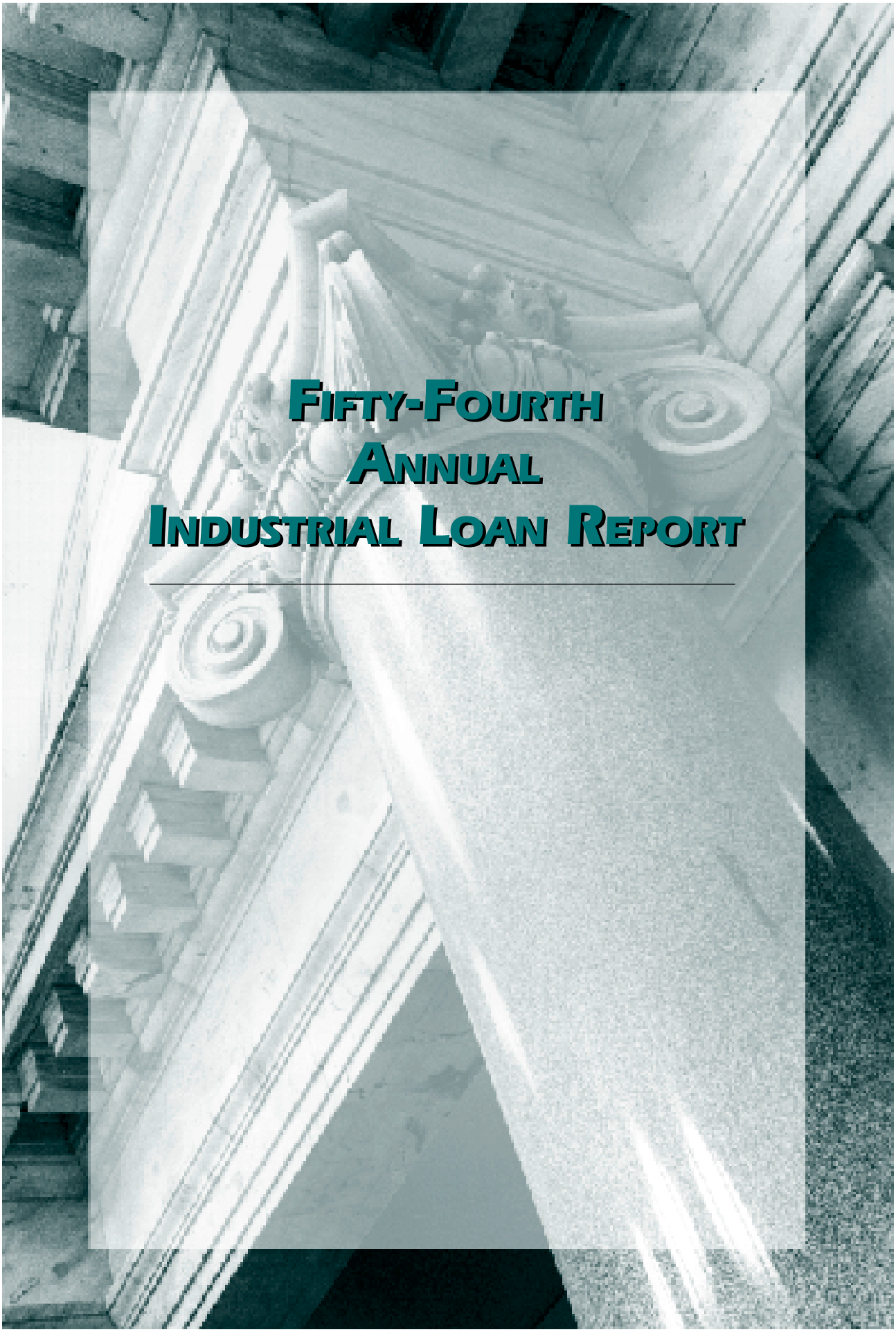
NAME	ADDRESS	CITY
Nelson Investment Advisory Services	470n Brentmoor Drive	Bowling Green
Albert L. Earley, Jr.	943 Mill Brook Road, Suite 100	Louisville
Alleghan Investment Management, Inc.	1020 Lane Allen Road	Lexington
Asset Planning & Protection Inc.	205 Meadowview Drive	Pikeville
Beck Financial Corporation	1885 Dixie Highway	Ft. Wright
Ben C. Kaufmann	352 S. Broadway	Lexington
Bridges Capital Management, Inc.	414 Baxter Avenue, Suite 105	Louisville
Bryon N. Milby, CPA	315 Robinson Avenue	Campbellsville
Buckley Financial Advisory, Ltd., L.L.C.	2525 Harrodsburg Rd., Suite 115	Lexington
C. Philip Clark & Associates, Inc.	2206 Frederica Street	Owensboro
Capital Advisory Group, Inc.	131 Prosperous Place Suite 17	Lexington
Capital Applied Technologies	7203 Deer Ridge Road	Prospect
Capital Asset Management Corporation	9400 Williamsburg Place, Suite 340	Louisville
Catherine Lear Chatfield	2365 Harrodsburg Road, Suite 300A	Lexington
Charles Will Investments, Inc.	1095 Starks Building	Louisville
Cole Management	912 Main Street	Shelbyville
William W. Cox, Jr.	131 Nahm Street, Suite 3	Paducah
D. Scott Neal, Inc.	508 East Main Street	Lexington
Walker Financial Services, Inc.	511 East 10th Street	Bowling Green
Dennis Terry Officer	4686 Ironbridge Drive	Lexington
Equity Advisors of Kentucky, Inc.	505 South Third Street, Suite 400	Louisville
Equity Resources, Inc.	6009 Brownsboro Park Boulevard, Suite F	Louisville
Family Wealth Counseling, Inc.	462 South Fourth Street, Suite 1900	Louisville
Financial Architects, Inc.	505 S. Third Street, Suite 300	Louisville
Financial Care, Inc.	4514 Wolf Spring Drive	Louisville
Financial Planning Associates	211 Grandview Drive, Suite 227	Fort Mitchell
Financial Resources, Inc.	3042 Breckinridge Lane, Suite B	Louisville
Financial Services Advisory, Inc.	1700 UPS Drive, Suite 101	Louisville
Frontier Endeavors, LLC	3910 Lemons Mill Pike	Lexington
Gerald Lee Minnis	9403 Mill Brook Road, Suite 100	Louisville
Hancock & Born Financial Counseling, Inc.	1101 Ruffini Street	Danville

Annex B - Kentucky Headquartered Registered Investment Advisor Firms

NAME	ADDRESS	CITY
Harold D. Lanham, PSC	PO Box 307	Harrodsburg
Highland Financial Management, Inc.	2500 Bardstown Road, Suite 7	Louisville
Horizon Financial Services, Inc.	218 North Fifth Street	Paducah
Independent Investing	4350 Brownsboro Road #10	Louisville
Investment Research Advisory Corp.	173 Sears Avenue, Suite 278	Louisville
Investment Strategies Inc.	2100 Gardiner Lane, Suite 212	Louisville
JDT, Inc.	1025 Dove Run Road Suite 203	Lexington
Jerome G. Zimmerer	4400 Breckinridge Lane, Suite 114	Louisville
John Patrick Anderson	131 Prosperous Place, Suite 17	Lexington
Lanham Investment Services, Inc.	113 East Poplar Street	Harrodsburg
Lewis Investment Advisors, Inc.	9828 Linn Station Road	Louisville
Lexington Brokerage & Co.	2692 Richmond Road, Suite 203	Lexington
Lloyd E. Painter	112 Mile Street	Greenville
Lytle & Associates	1404 D Brown's Lane	Louisville
Messer Associates	116 East Main Street	Danville
Michael Gerald Buck	5719 West Highway 22	Crestwood
Millson/Walker Financial Group, Ltd.	2734 Chancellor Drive, Suite 105	Crestview Hills
Mohr Financial Services, Inc.	1881 Dixie Highway Suite 100	Fort Wright
Money Matters, Inc.	120 Normal Avenue, Suite190	Morehead
Moneywise, Inc.	2417 Regency Road, Suite A	Lexington
Nina M. Wyatt & Associates, LLC	526 Frederica Street	Owensboro
Pierce Financial Planning, Inc.	2353 Alexandria Drive, Suite 120	Lexington
Pillar Financial Advisors, LLC	3245 Ellis Way	Louisville
Professional Bank Services	6200 Dutchman's Lane, Suite 305	Louisville
Regional Investment Advisors, Inc.	2100 High Ridge Road	Louisville
Resource Advisors, Inc.	1941 Bishop Lane, Suite 206	Louisville
Resource Design, Inc.	178 Barnwood Drive, Suite 112	Edgewood
Richard Calvin Rasey	6006 D Brownsboro Park Boulevard	Louisville
RiverCities Asset Management, LLC	2900 Veach Road Suite 2	Owensboro
Riverfront Capital Management, Inc.	P. O. Box 2660	Covington
Robert M. Walker & Associates, Inc.	12700 Shelbyville Road Barkely Bluilding Suite 301	Louisville

Annex B - Kentucky Headquartered Registered Investment Advisor Firms

NAME	ADDRESS	CITY
Ron Beaton's Money Matters	3531 Savory Circle	Paducah
Russell Capital Management, Inc.	333 West Vine Street Suite 206	Lexington
Scanlon & Associates	639 Philadelphia Street	Covington
Scearce Services	1089 Chinoe	Lexington
Sheard & Davey Advisors, Inc.	1076 Deer Crossing Way	Lexington
Smith & Smith Ltd. Retirement Planning	Kaden Tower 6th Floor 6100 Dutchmans Lane	Louisville
Stivers Consulting, Inc.	190 Market Street	Lexington
The Capital Return, Inc.	6817 Steep Run Road	Louisville
Thompson Investment Advisors, Inc.	940 Cherokee Road	Louisville
U.S. Financial Network, Inc.	1442 South First Street	Louisville
Wealth Investment Network, Inc	157 Barnwood Drive Suite 101	Edgewood
William E. Sawyer	7400 New LaGrange Road, Suite 304	Louisville
William Herbert Alley/DBA Alley Financial Group	2365 Harrodsburg Road, Suite 300	Lexington



Fifty-Fourth Annual Industrial Loan Report

Annual Consolidated Statement of Assets
Kentucky Industrial Loan Companies

YEAR	TOTAL ASSETS
June 29, 1946	432,786
June 30, 1947	843,587
June 30, 1948	1,207,448
June 30, 1949	998,520
June 30, 1950	725,995
June 30, 1951	1,002,486
June 30, 1952	1,260,935
June 30, 1953	1,197,125
June 30, 1954	1,145,154
June 30, 1955	1,337,078
June 30, 1956	3,351,255
June 29, 1957	6,674,101
June 30, 1958	7,624,233
June 30, 1959	12,027,595
June 30, 1960	25,016,928
June 30, 1961	29,533,306
June 30, 1962	38,986,576
June 29, 1963	47,926,026
June 30, 1964	62,498,295
June 30, 1965	74,443,666
June 30, 1966	83,269,104
June 30, 1967	92,253,814
June 30, 1968	106,979,831
June 30, 1969	118,607,417
June 30, 1970	128,303,693
June 30, 1971	130,666,763
June 30, 1972	144,585,041
June 30, 1973	182,173,895
June 30, 1974	212,063,191
June 30, 1975	203,572,673
June 30, 1976	208,046,246
June 30, 1977	224,959,496
June 30, 1978	238,484,239
June 30, 1979	268,877,377
June 30, 1980	254,058,175
June 30, 1981	255,953,218
June 30, 1982	165,942,225
June 30, 1983	69,058,748
June 30, 1984	45,051,556
June 30, 1985	61,357,110
June 30, 1986	47,118,841
June 30, 1987	19,930,854
June 30, 1988	3,579,048
December 31, 1988	33,707,258
December 31, 1989	66,185,013
December 31, 1990	60,216,163
December 31, 1991	93,265,336
December 31, 1992	70,626,327

Annual Consolidated Statement of Assets
Kentucky Industrial Loan Companies

YEAR	TOTAL ASSETS
December 31, 1993	36,242,155
December 31, 1994	17,161,759
December 31, 1995	13,559,113
December 31, 1996	13,841,777
December 31, 1997	13,346,139
December 31, 1998	**8,854,581**

Consolidated Report of Condition
Kentucky Industrial Loan Companies

	47 COS. Dec. 31, 1998	% CHANGE	55 Cos. Dec. 31,1997
ASSETS			
Cash on hand	555,392	0.00%	555,392
Cash in Depository Institutions	33,919	14.12%	29,723
Investments	0	0.00%	0
Industrial Loans	3,850,663	-27.44%	5,306,633
Cond. Sales Contracts	0	0.00%	0
Other Loans	4,459,074	-33.23%	6,678,187
Total Loans	8,309,737	-30.66%	11,984,820
Less: Unearned Interest	163,397	N/A	0
Reserve for Loan Loss	174,475	93.56%	90,140
Loans, Net of Unearned Interest and Reserves	7,971,865	-32.98%	11,894,680
Premises and Fixed Assets	4,112	10.78%	3,712
Other Assets	289,293	-66.46%	862,632
TOTAL ASSETS	8,854,581	-33.65%	13,346,139
LIABILITIES			
Certificates of Investment	0	N/A	0
Other Borrowed Money	2,270,907	-0.0072%	2,447,753
Other Liabilities	4,486,639	-18.93%	5,534,545
Total Liabilities	6,757,546	-15.34%	7,982,298
EQUITY CAPITAL			
Capital Stock	821,800	-50.37%	1,655,769
Surplus & Undivided Profits	1,241,955	-57.18%	2,900,284
Current Earnings	33,280	-95.88%	807,788
Total Equity Capital	2,097,035	-60.88%	5,363,841
TOTAL LIABILITIES & EQUITY CAPITAL	8,854,581	-33.65%	13,346,139

Kentucky Industrial Loan Companies

NAME	ADDRESS	CITY	CERTIFICATE NUMBER
American General Finance of America, Inc			
	4330 13th Street	Ashland	652
	600 US 31 West Bypass	Bowling Green	601
	113 West Main Street	Campbellsville	603
	4333 Winston Avenue	Covington	639
	975 Hustonville Road	Danville	604
	1705 North Dixie Highway	Elizabethtown	605
	8176 Mall Road Center	Florence	607
	193 Versailles Road	Frankfort	608
	601 A Happy Valley Road	Glasgow	609
	Town & Country Shopping Center	Hazard	591
	708 Second Street	Henderson	610
	Skyline Shopping Center	Hopkinsville	611
	3705 Nicholasville Road	Lexington	592
	115 North Locust Hill Drive	Lexington	612
	565 East New Circle Road	Lexington	613
	1501 I South Main Street	London	647
	Stony Brook Shopping Center	Louisville	614
	4109 Bardstown Road	Louisville	615
	2602 Preston Street	Louisville	161
	3230 A Crums Lane	Louisville	616
	4124 Outer Loop	Louisville	617
	10110 Dixie Highway	Louisville	618
	755 East Center Street	Madisonville	619
	543 North Shawnee Road	Maysville	644
	3333 B Frederica Street	Owensboro	593
	5101 Frederica Street	Owensboro	632
	5153 Hinkleville Road	Paducah	621
	334 North Mayo Trail	Paintsville	633
	613 Main Street	Paris	622
	99 Weddington Branch Road	Pikeville	649
	118 West Market Street	Princeton	623
	843 B Eastern Bypass	Richmond	625
	3540 South Highway 27	Somerset	626
	740 Bypass Road	Winchester	627
Avco Financial Services			
	8414 US 42	Florence	595
	2417 Nicholasville Road	Lexington	596
	2014 South Hurstbourne Parkway	Louisville	638
The CIT Group Consumer Finance, Inc.			
	9300 Shelbyville Road	Louisville	650

Kentucky Industrial Loan Companies

NAME	ADDRESS	CITY	CERTIFICATE NUMBER
Household Finance Corporation			
	1945 Scottsville Road	Bowling Green	656
	7640 Mall Road	Florence	645
	313 Frederica Street	Owensboro	655
	171 B West Lowry Lane	Lexington	629
	4605 Outer Loop Road	Louisville	631
	12123 Shelbyville Road	Middletown	654
	2850 Lone Oak Road	Paducah	657
NationsCredit Financial Services Corporation			
	115 North Locust Hill Drive	Lexington	653
	107 North Hurstbourne Parkway	Louisville	646

Twelfth Annual Mortgage Loan Company & Loan Broker Report

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
1st Citi Mortgage Banc Corp. d/b/a 1st Bluegrass Mortgage			
	400 Techne Center Drive, Suite 405	Milford, OH 45150	714
AAA Financial Corporation			
	9601 Wests Sample Road	Coral Springs, FL 33065	607
Aames Capital Corp.			
	350 South Grand Avenue 43rd Floor	Los Angeles, CA 90071	565
Aames Funding Corporation			
	350 South Grand Avenue 43rd Floor	Los Angeles, CA 90071	589
Advanta Finance Corp.			
	10790 Rancho Bernardo Drive	San Diego, CA 92127	693
	9200 Shelbyville Road, Suite 605	Louisville, KY 40222	703
Aggressive Mortgage Corporation			
	21800 West Ten Mile Road, Suite 209	Southfield, MI 48075	605
Alliance Mortgage Company			
	4500 Salisbury Road P.O. Box 40766	Jacksonville, FL 32232	205
	6200 Dutchmans Lane, Suite 102	Louisville, KY 40205	585
Alternative Funding Corporation			
	#1 11th Avenue, Suite B-1	Shalimar, FL 32579	735
American Lending Group Inc.			
	880 Corporate Drive Suite 300	Lexington, KY 40503	643
American Liberty Capital Corp. d/b/a American Liberty Funding			
	19000 MacArthur Boulevard, 4th Floor	Irvine, CA 92612	718
American Mortgage Corporation			
	9520 Lackland Road	Overland, MO 63114	627
American National Home Mortgage, Inc.			
	611 Commerce Street, Suite 2709	Nashville, TN 37203	633
Americash			
	6112 Knott Avenue	Buena Park, CA 90621	752
Appalachian Mortgage Co., Inc			
	458 Village Lane	Hazard, KY 41701	611
Atlas Capital Funding, Inc. d/b/a Atlas Financial Services; Odyssey Financial Services			
	11785 Beltsville Drive, Suite 250	Beltsville, MD 20705	656
Barrett, Roby, Mucci, Inc. d/b/a The Langan Corporation & Langan-Insurance, Benefits, and Mortgages			
	1650 UPS Drive	Louisville, KY 40223	527

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Beneficial Indiana Inc. d/b/a Beneficial Mortgage Loan Co.			
	1455 Cedar Street	Clarksville, IN 47130	550
Brokers Commitment Corporation			
	11440 Isaac Newton Square North, #110	Reston, VA 20190	578
Buckeye Mortgage Company, Inc. d/b/a Bluegrass Home Mortgage Corporation			
	3046 Breckenridge Lane, Suite 204	Louisville, KY 40220	652
	8790 Governor's Hill, Suite 301	Cincinnati, OH 45249	651
Capital Plus Corporation			
	21515 Ridgetop Circle, Suite 140	Sterling, VA 20166	747
Cash Back Mortgage Corp.			
	700 Wachovia Center	Gainsville, GA 30501	560
Centex Credit Corporation d/b/a Centex Home Equity Corporation			
	108 Daventry Lane, Suite 103	Louisville, KY 40299	690
	2728 North Harwood	Dallas, TX 75201	617
Central Financial Services, Inc. d/b/a Central Mortgage Co.			
	234 Court Square	Barbourville, KY 40906	660
	440 University Drive, Suite1	Prestonsburg, KY 41653	614
Central Money Mortgage Co. (IMC)			
	8840 Stanford Boulevard, Suite 2200	Columbia, MD 21045	749
Chapel Mortgage Corp. d/b/a Fellowship Mortgage Corp.			
	315 Main Street	Rancocas, NJ O8073	596
CIB Financial, Inc. d/b/a KBC Funding			
	1000 North Ashley Drive, Suite 1040	Tampa, FL 33602	678
Coastal Federal Mortgage Company			
	300 Craig Road	Manalapan, NJ O7726	657
Companion Mortgage Corp.			
	4435 Main Street	Kansas City, MO 64111	616
Companion Servicing Company, LLC			
	1669 Phoenix Parkway, Suite 100	Atlanta, GA 30349	654
Consolidated Mortgage and Financial Services Corporation			
	1100 Crescent Green, Suite 129	Cary, NC 27511	548
ContiWest Corporation			
	3811 West Charleston Boulevard Suite 104	Las Vegas, NV 89102	662
CountryPlace Mortgage, Ltd.			
	5025 Arapalho Road, Suite 330	Dallas, TX 75248	577

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Credit-Based Asset Servicing and Securitization, LLc			335
	Madison Avenue, 26th Floor	New York, NY 10017	761
Crestpointe Financial Corporation			
	999 Northwest Grand 3 Grand Park Building	Oklahoma City, OK 73118	635
Creve Coeur Mortgage Associates, Inc.			
	795 Office Parkway, Suite 240	Creve Coeur, MO 63141	645
Decision One Mortgage Co., LLC			
	6060 J.A. Jones Drive	Charlotte, NC 28209	595
Deere Credit, Inc.			
	1415 28th Street	West Des Moines, IA 50266	745
Deutsche Financial Capital, LLC			
	7800 McCloud Road	Greensboro, NC 27409	606
Direct Financial Services, Inc.			
	8101 E. Washington Street	Indianapolis, IN 46219	708
Douglas-Michaels Servicing Co., L.P. d/b/a BiSaver Center			
	6564 Loisdale Court, Suite 500	Springfield, VA 22150	594
Dylan Mortgage Incorporated			
	3208 Oleander Drive	Wilmington, NC 28403	754
Eagle Capital Mortgage, Ltd. d/b/a Pace Funding Company			
	8131 LBJ Freeway, Suite 420	Dallas, TX 75251	503
EQ Financial Acceptance Corp.			
	117 North Jefferson Street	Chicago, IL 60661	671
EQ Financial, Inc.			
	2 East 22nd Street, Suite 115	Lombard, IL 60148	751
Equity Mortgage Co. (IMC), Inc.			
	7920 McDonough Road, Suite 204	Owings Mills, MD 21117	680
Fairbank Mortgage Corporation			
	84 Progress Lane	Waterbury, CT 06705	638
Fidelity First Lending, Inc.			
	11000 Broken Land Parkway, 3rd Floor	Columbia, MD 21044	696
Fidelity Funding Mortgage Coporation			
	12770 Merit Drive, Suite 600	Dallas, TX 75251	634
Fidelity Mortgage Decisions Corporation			
	300 Tri-State International, Suite 200	Lincolnshire, IL 60069	566

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Fidelity Mortgage Funding, Inc. d/b/a US Direct -and- Tri-Star Financial Services			
	7 East Skippack Pike	Ambler, PA 19002	664
Fidelity Mortgage of Kentucky, Inc.			
	250 Grandview Drive, Suite 380	Fort Mitchell, KY 41017	684
	2560 Richmond Road, Suite 202	Lexington, KY 40509	683
	303 North Hurstbourne Lane, Suite 120	Louisville, KY 40222	682
	601 Washington Street	Newport, KY 41071	731
Fidelity Mortgage, Inc. d/b/a Fidelity Mortgage of Ohio, Inc.			
	8044 Montgomery Road, Suite 244	Cincinnati, OH 45236	661
Financial Solutions, Inc. d/b/a Infinity Lending			
	333 East Washington Boulevard	Fort Wayne, IN 46802	691
	180 Prosperous Place Suite 100	Lexington, KY 40509	730
First Residential Mortgage Network, Inc.			
	1945 Scottsville Road, Suite 105	Bowling Green, KY 42104	753
	950 Breckinridge Lane, Suite 150	Louisville, KY 40207	619
FSC Corporation			
	7240 McKnight Road	Pittsburgh, PA 15237	554
General Electric Capital Corporation			
	4680 Hallmark Parkway	San Bernadino, CA 92407	511
Goldline Group, Inc.			
	1504-A Montgomery Highway	Birmingham, AL 35216	702
Gulfstream Financial Services of NC, Inc.			
	1717 Dixie Highway, Suite 170	Fort Wright, KY 41011	593
	2525 Harrodsburg Road, Suite 118	Lexington, KY 40504	592
	1941 Bishop Lane, Suite 108	Louisville, KY 40218	591
	4801 East Indenpendence Bloulevard, Suite 710	Charlotte, NC 28212	590
H & R Block Mortgage Company, LLC			
	4435 Main Street, Suite 500	Kansas City, MO 64111	630
Heartland Home Finance, Inc.			
	333 Pierce Road, Suite 160	Itasca, IL 60143	739
	1717 Dixie Highway, Suite 150	Fort Wright, KY 41011	734
Hennessey Financial Group, Inc.d/b/a Mortgage One Group USA			
	375 Thomas More Parkway, Suite 104	Florence, KY 41017	711
Home Equity USA, Inc. d/b/a (fka Fleet Finance, Inc.			
	6 Executive Park Drive, Suite 300	Atlanta, GA 30329	574
Home Gold d/b/a Emergent Mortgage Corp.			
	3901 Pelham Road	Greenville, SC 29615	597

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
HomeAmerican Credit, Inc. d/b/a Upland Mortgage			
	111 Presidental Boulevard, Suite 215	Bala Cynwyd, PA 19004	725
Homefirst National, Inc. d/b/a Homefirst Mortgage			
	13397 Lakefront Drive	Earth City, MO 63045	724
Homes and Mortgages, Inc.			
	1650 UPS Drive	Louisville, KY 40223	506
HomeSense Financial Corp. of Jackson			
	113 Reed Avenue	Lexington, SC 29072	677
IMARK Lending Corporation			
	1866 Campus Place	Louisville, KY 40299	715
Intuit Lender Services, Inc.			
	2535 Garcia Avenue	Mountain View, CA 94043	717
Investaid Corporation d/b/a Direct Mortgage Group & Atlas Residential Mortgage & EquiTREE Financial Services			
	Telegraph Road, Suite 117	Birmingham, MI 48025	516
Investors Mortgage Company, LP			
	1000 - 124th Avenue NE	Bellevue, WA 98005	681
J.G.W. - SN, LP			
	533 Misty Hollow Road	Bryn Mawr, PA 19010	738
JAM Consultants, Inc.			
	108 North Harrison Street	Alexandria, IN 46001	509
K & B Equity Group, Inc. d/b/a Magellan Mortgage Group			
	10 Fairway Drive, #300	Deerfield Beach, FL 33441	737
Key Home Credit, Inc.			
	1035 Frederica Street	Owensboro, KY 42301	740
Kruger Financial Group d/b/a Kruger Mortgage Corporation			
	4040 Dutchmans Lane	Louisville, KY 40207	561
LAP Financial Services, Inc.			
	4102 Cadillac Court, P.O. Box 39449	Louisville, KY 40233-9449	549
Lenders M.D., Inc.			
	1522 Dixie Highway, Suites 100	Park Hills, KY 41011	599
	209 South Main Street, Suite 2	Amherst, OH 44001	598
Lexington Mortgage Company Inc.			
	501 Darby Creek Road, Suite 17	Lexington, KY 40509	512
	1941 Bishop Lane, Suite 1003	Louisville, KY 40218	513

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Litchfield Financial Corporation			
	430 Main Street	Williamstown, MA 1267	695
Magellan Home Loans, LTD			
	25 Rosemere Street	Rye, NY 10580	720
Marshall Redder Home Mortgage Corp.			
	3960 30th Street SW	Grandville, MI 49418	726
MCA Mortgage Corporation			
	2378 Grandview Drive	Fort Mitchell, KY 41017	539
	2549 Richmond Road, Suite 302	Lexington, KY 40509	723
	24700 Northwestern Highway	Southfield, MI 48075	515
Mercantile Mortgage Co.			
	2525 Harrodsburg Road, Suite 225	Lexington, KY 40504	669
	9300 Shelbyville Road, Suite 613	Louisville, KY 40222	600
	8101 North High Street, Suite 380	Columbus, OH 43235-1440	543
Mercury Mortgage Co., Inc.			
	5525 East 51st Street, Suite 101	Tulsa, OK 74101-0131	569
Metrofed Financial, Inc.			
	32 East Mall Plaza	Carnegie, PA 15106	687
MG Investments d/b/a PMC Mortgage Company			
	4502 East Morgan Avenue	Evansville, IN 47715	562
	521 Madison Avenue, 2nd Floor	Covington, KY 41011	742
	6608 Bardstown Road, Suite D	Louisville, KY 40291	636
	1346 Indian Mound Drive	Mount Sterling, KY 40353	743
Michigan Fidelity Acceptance Corp. d/b/a Franklin Mortgage Funding, Inc.			
	125800 Northwestern Highway, Suite 875	Southfield, MI 48075	744
MidNation Funding Corporation			
	307 North MacArthur	Oklahoma City, OK 73127-6640	85
Money Centre, Inc. (The)			
	10504 Park Road	Charlotte, NC 28247-0375	685
Mortgage Acceptance Corporation			
	2424 Vista Way, Suite 300	Oceanside, CA 92054	712
	1625 Big Beaver Road, Suite C	Troy, MI 48326	670
Mortgage Concepts, Inc. d/.b/a Collateral One Mortgage Corporation			
	3175 Custer Drive, Suite 303	Lexington, KY 40517	586
	7410 New LaGrange Road, Suite 300	Louisville, KY 40222	582
	4350 Brownsboro, Suite 220	Louisville, KY 40207	665
Mortgage Funders, Inc.			
	2100 Gardiner Lane, Suite 218	Louisville, KY 40205	526

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Mortgage Lenders Association, Inc.			
	1900 Exchange Building 400	Atlanta, GA 30339	555
Mortgage Lenders Network USA, Inc. d/b/a FamilyCredit Connection			
	213 Court Street, Suite 1100	Middletown, CT 06705	624
Mortgage Store, LLC (The) d/b/a Revere Capital Mortgage, LLC			
	357 Riverside Drive, Suite 99	Franklin, TN 37064	629
MortgagExpress Financial Services, Inc.			
	112 19th Street	Pittsburgh, PA 15222	721
Mr. Money, Inc.			
	4100 Cadillac Court	Louisville, KY 40213	615
National Finance Corporation d/b/a NFC of Kentucky Inc.			
	21 Corporate Drive	Clifton Park, NY 12605	631
Nationwide Lending Corporation			
	2091 Business Center Drive, #230	Irvine, CA 92612	741
NCS Mortgage Services, LLC			
	5335 Triangle Parkway, Suite 400	Norcross, GA 30092	602
New State Mortgage, LLC d/b/a New State Mortgage Company			
	8401 Virginia Street	Merrillville, IN 46410	746
NF Investments, Inc.			
	1669 Phoenix Parkway, Suite 150	Atlanta, GA 30349	679
NuMax Mortgage Corporation			
	20010 Century Boulevard 4th Floor	Germantown, MD 20874	609
Parkway Mortgage, Inc.			
	1700 Galloping Hill Road	Kenilworth, NJ 07033	649
Peoples Mortgage, Inc.			
	417 Knox Street	Barbourville, KY 40906	710
	501 Darby Creek Road, Suite 55	Lexington, KY 40509	713
	4165 Westport Road, Suite 302	Louisville, KY 40207	709
Pinnacle Bancorp, Inc.			
	1101 Perimeter Drive, Suite 825	Schaumburg, IL 60173	706
PinnFund USA, Inc.			
	2051 Palomar Airport, Suite 100	Carlsbad, CA 92009	572
Prime Financial Network, Inc.			
	2220 Avenida de la Playa	La Jolla, CA 92037	733

Kentucky Mortgage Loan Companies

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Primerica Financial Services Home Mtg.s Inc.			
	3100 Breckinridge Boulevard	Duluth, GA 30199-0001	201
	541 Buttermilk Pike, Suite 101	Covington, KY 41017	732
Priority One Mortgage Corporation			
	2600 South Thompson	Springdale, AR 72764	707
Real Estate Mortgage Acceptance Co.			
	3575 Cahuenga Boulevard, West Suite. 455	Los Angeles, CA 90068	625
Reliance Mortgage and Realty Company			
	660 Georgia Avenue	Chattanooga, TN 37402	686
Residential Money Centers, Inc.			
	20 Craig Road	Montvale, NJ 7645	580
Resource One Consumer Discount Company, Inc. d/b/a Resource One Mortgage			
	101 North 7th Street	Louisville, KY 40202	750
	2300 East Lincoln Highway, Suite 609	Langhorne, PA 19047	697
Sebring Capital Corporation			
	16610 Dallas Parkway, Suite 2400	Dallas, TX 75248	675
Southeast Mortgage Services, Inc.			
	455 South 4th Avenue, Suite 620	Louisville, KY 40202	588
	9405 Millbrook Road, Suite 103	Louisville, KY 40223	674
	7098 Distribution Drive, Suite E	Louisville, KY 40258	719
	982 North Bardstown Road	Mount Washington, KY 40047	748
SouthPoint Financial Services, Inc.			
	1000 Cobb Place Boulevard, Suite 500 A	Kessesaw, GA 30144	722
Stone Castle Financial, Inc. d/b/a Stone Castle Home Loans			
	4312 Woodman Avenue	Sherman Oaks, CA 91423	694
Tandem National Mortgage, Inc.			
	6955 Union Park Center, #100	Midvale, UT 84047	666
Texas Financial Corporation			
	8310 Capital of TX Highway North #490	Dallas, TX 78731	716
Wholesale Mortgage Inc.			
	10850 West Park Place, Suite 420	Milwaukee, WI 53224	653
WMA Mortgage Services, Inc.			
	11315 Johns Creek Parkway	Duluth, GA 30097	621
Woodland Capital Corp.			
	730 2nd Avenue South	Minneapolis, MN 55402	736

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
1st Citi Mortgage Corporation			
	71 Cavalier Boulevard, Suite 225	Florence, KY 41042	845-B
A. Mortgage Source, Inc.			
	1939 Goldsmith Lane, Suite 143	Louisville, KY 40218	745-B
A.D.M. Mortgage Services, Inc.			
	1460 Newton Pike, Suite E	Lexington, KY 40511	747-B
AA Preferred Mortgage Inc.			
	2113 Greenbriar Place	Union, KY 41091	712-B
Aaron Mortgage Company, Inc.			
	109 Sylvan Drive	Bardstown, KY 40004	904-B
	203 Burkesville Street, Suite 3-B	Columbia, KY 42728	785-B
	821 Louisville Road	Frankfort, KY 40601	786-B
	9900 Shelbyville Road, Suite 4-A	Louisville, KY 40223	551-B
	3715 Bardstown Road, Suite 115	Louisville, KY 40218	695-B
	6801 Dixie Highway, Suite 121	Louisville, KY 40258	769-B
	4869 Brownsboro Center	Louisville, KY 40207	839-B
	310 North Evergreen Road, Suite 102	Louisville, KY 40243	894-B
	519 Main Street	Shelbyville, KY 40065	723-B
Accent Co., Inc. d/b/a Accent Mortgage Company			
	211 West Main Street	Richmond, KY 40475	527-B
Advantage Credit Corp.			
	828 Lane Allen Road, Suite F3	Lexington, KY 40504	550-B
Advantage Mortgage & Financial, Inc.			
	928 Roundtop Road	Elizabethtown, KY 42701	681-B
Aladdin Mortgage, Inc.			
	11800 Shelbyville Road	Louisville, KY 40243	836-B
	6308-B Bardstown Road	Louisville, KY 40299	887-B
Alternative One Mortgage Group, Inc			
	4400 Breckenridge Lane, Suite 309	Louisville, KY 40218	757-B
American Charter Mortgage Corporation d/b/a American Home Mortgage Company			
	614 Deerfield East(R)	Versailles, KY 40383	711-B
American Heritage Mortgage Company			
	808 Elm Street, Suite 100	Cincinnati, OH 45202	877-B
American Liberty Financial, Inc. d/b/a River City Mortgage			
	4590 Highway 62	Calvert City, KY 42029	872-B
	950 North Mulberry Street, Suite 210 B	Elizabethtown, KY 42701	772-B
	7103 Turfway Road, Suite 106	Florence, KY 41042	814-B
	632 B Versailles Road	Frankfort, KY 40601	771-B
	2950 Breckenridge Lane, Suite 10A	Louisville, KY 40220	671-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
American Mortgage Company, Inc.			
	7321 New LaGrange Road #225	Louisville, KY 40222	74-B
American Mortgage Network			
	2573 Richmond Road Suite 380	Lexington, KY 40509	547-B
Ameristates Mortgage and Financial Services, Inc.			
	2417 Over Drive	Lexington, KY 40511	703-B
Amsouth Mortgage Corporation			
	1050 Chinoe Road, Suite 106	Lexington, KY 40502	675-B
Apex Mortgage Corporation			
	1945 Scottsville Road, Suite 107	Bowling Green, KY 42104	853-B
	216 S. Buckman, POB 6676	Shepherdsville, KY 40165	542-B
Apple Mortgage Company			
	201 West Vine Street	Lexington, KY 40507	705-B
Approval One Mortgage, Inc. d/b/a/ Ameritrust Mortgage			
	105 Daventry Lane, Suite 206	Louisville, KY 40223	733-B
Approved Mortgage Services, Inc.			
	402 Coomer Street	Somerset, KY 42503	778-B
Assurance Mortgage, Inc.			
	3111 Fern Valley Road, Suite 210	Louisville, KY 40213	734-B
B.C.C. Corporation d/b/a Advantage Mortgage			
	2800 Scottsville Road, Suite 4	Bowling Green, KY 42104	714-B
	9806 Taylorsville Road	Louisville, KY 40299	668-B
	426 Salem Drive, Suite 102	Owensboro, KY 42301	846-B
Bailey, James P.			
	806 13th Street	Ashland, KY 41101	797-B
Bancmark Mortgage, Inc. d/b/a Gateway Mortgage Co.			
	115 South Hubbards Lane, Suite 201	Louisville, KY 40207	540-B
Banister, Harvey L. , Jr. d/b/a Integra Financial Services			
	5314 Brookswood Road(R)	Crestwood, KY 40014	696-B
Belac, Inc. d/b/a Belac Mortgage, LTD			
	73 Cavalier Boulevard, Suite 226	Florence, KY 41042	831-B
Beranek, John Fred d/b/a Madison Mortgage			
	905 Medley Drive	Richmond, KY 40475	815-B
Bestway Mortgage Company, Inc.			
	4601 Shenandoah Drive	Louisville, KY 40241	849-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Big Sandy Mortgage Co., Inc.			
	291 C North Lake Drive, Suite 103	Prestonsburg, KY 41653	861-B
Black Diamond Mortgage, Inc.			
	1910 Harrodsburg Road, Suite 203	Lexington, KY 40505	794-B
	802 North Main Street	London, KY 40741	864-B
Blue Chip Mortgage Company, LTD.			
	303 Hurstbourne Parkway Suite 100	Louisville, KY 40222	718-B
Bluegrass Mortgage Services, Inc.			
	7300 Turfway Road, Suite 170	Florence, KY 41042	624-B
Bluegrass Mortgage, Inc.			
	230 Lexington Green Circle, Suite 115	Lexington, KY 40503	529-B
Bryant, Jimmy C. d/b/a Quality Mortgage Company			
	206 North Main Street	Franklin, KY 42134	783-B
Bugg, Danny G. d/b/a Mortgage Placement Services			
	854 Beaumont Avenue	Harrodsburg, KY 40330	730-B
Burnett, Charles B. d/b/a CBIM/Money Tree			
	171 East New Circle Road, Suite 103	Lexington, KY 40505	777-B
Burton & Evans, Inc.		d/b/a Crest Mortgage Company	
	12800 Hutton Drive	Walton, KY 41094	560-B
Caldwell Financial Services, Inc.			
	16 Highwood Drive(R)	Louisville, KY 40206	674-B
Capital Lending, Inc.			
	7410 U.S. 42, Suite 229	Florence, KY 41042	838-B
CCM Investments, Inc. d/b/a Priority Mortgage			
	116 Dennis Drive	Lexington, KY 40503	727-B
Century Mortgage Company			
	71 Cavalier Boulevard	Florence, KY 41042	852-B
	1082 Wellington Place	Lexington, KY 40513	825-B
	1939 Goldsmith Lane, Suite 226	Louisville, KY 40218	552-B
Cherry Hill Homes, Inc.			
	1300 North Main Street	Williamstown, KY 41097	837-B
Churchill Mortgage Corporation			
	761 Old Hickory Boulevard, Suite 301	Brentwood, TN 37027	871-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
CKS Mortgage, Inc.			
	41 East Main Street	Mount Sterling, KY 40353	775-B
Clark & Associates Mortgage, Inc.			
	1930 Bishop Lane, Suite 1012	Louisville, KY 40218	670-B
Collins Mortgage Services Incorporated d/b/a S&H Financial Services Corporation			
	Farm Credit Building 125 First Street	Henderson, KY 42420	726-B
Commonwealth Funding Mortgage Corporation			
	1841 Plantside Drive	Louisville, KY 40299	766-B
Commonwealth Mortgage Group, Inc.			
	71 Cavalier Boulevard, Suite 210	Florence, KY 41042	536-B
Commonwealth Mortgage of Bowling Green, Inc.			
	1203 Broadway Avenue	Bowling Green, KY 42104	584-B
Community Financial Services of Kentucky, Inc.			
	649 North Limestone Street	Lexington, KY 40505	517-B
Community Mortgage, Inc.			
	1659 Snow Goose Circle(R)	Lexington, KY 40511	697-B
Concord Mortgage Company, Inc.			
	4801 Sherburn Lane, Suite 214	Louisville, KY 40207	865-B
Consolidated Mortgage, Inc.			
	1717 Dixie Highway, Suite 100	Fort Wright, KY 41011	559-B
	2401 Regency Road, Suite 202	Lexington, KY 40503	501-B
Crandell, Banks d/b/a Empire Mortgage			
	1039 College Street, Suite 304	Bowling Green, KY 42101	678-B
Creative Financing, Inc. d/b/a Kentuckiana Mortgage Company			
	102 Daventry Lane, Suite 103	Louisville, KY 40223	689-B
Cripe, Brian A.			
	12318 Warner Drive	Goshen, KY 40026	770-B
Crystal Mortgage Company, Inc.			
	1212 Bath Avenue, Suite 2	Ashland, KY 41101	804-B
	525 West 5th Street, Suite 215	Covington, KY 41011	724-B
	3166 Custer Drive, #100	Lexington, KY 40517	623-
	4229 Bardstown Road, Suite 223	Louisville, KY 40218	607-B
	1512 Crums Lane, Suite 336	Louisville, KY 40218	782-B
Data Base Medical, Inc.			
	715 U.S. Highway 31 West	Bowling Green, KY 42101	868-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Deaton, James A. d/b/a Millennium Mortgage	162 Kentucky Drive	Newport, KY 41071	817-B
Dennis M. Barnes Enterprises, Inc. d/b/a Mansion Hill Mortgage	6435 Taylor Mill Road	Independence, KY 41051	883-B
Dependable Mortgage Company	102 East Cedar Street	Franklin, KY 42134	806-B
DeWitt Mortgage Group, Inc.	4703 Theater Drive	Evansville, IN 47715	884-B
	3211 Frederica Street	Owensboro, KY 42301	885-B
Discount Equity Services, Inc.	4350 Brownsboro Road	Louisville, KY 40218	720-B
Echotech Communications, Inc. d/b/a Five Star Mortgage Co.	4006 Dutchman's Lane	Louisville, KY 40207	857-B
Edwards, Richard D. & Associates Mtg., Co.	201 West Fourth Street	Owensboro, KY 42303	656-B
Elite Mortgage Group, Inc.	104 East Seventh Street, Suite 101	Covington, KY 41011	672-B
Elite Mortgage, Inc.	11480 Nebo Road	Nebo, KY 42441	639-B
Fadel & Fadel, a partnership d/b/a Southeastern Mortgage	13512 Saddlecreek Drive	Louisville, KY 40245	816-B
Federal Financial, Inc d/b/a American Financial	3161 Custer Drive	Lexington, KY 40517	710-B
Financial Funding Services	3920 C DuPont Square South	Louisville, KY 40207	515-B
First Accord Financial, Inc.	124 West 6th Street	Covington, KY 41011	822-B
First American Mortgage Company	218 South Porter Drive	Richmond, KY 40475	882-B
First Choice Mortgage Corporation	8311 U.S. Highway 42	Florence, KY 41042	648-B
First Colonial Mortgage Company, Inc.	7529 Sussex Drive, Suite 200	Florence, KY 41042	694-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
First Fidelity Mortgage Company			
	191 Fairview Church Road	Russell Springs, KY 42642	869-B
First Financial Mortgage Corp, Inc.			
	181 North Mill Street, Suite 5	Lexington, KY 40507	686-B
First Republic Mortgage Corporation, Inc. d/b/a First Security Mortgage Corp.			
	303 North Hurstbourne Lane, Suite 105	Louisville, KY 40222	855-B
First United Mortgage Corporation			
	1711 Destiny Lane, Suite 107A	Bowling Green, KY 42104	750-B
Flynn, Mike d/b/a Mike Flynn & Associates			
	1839 East Oak Street	New Albany, IN 47150	842-B
Fountain Square Enterprises, LLC d/b/a Cornerstone Mortgage Brokers			
	316 East Main Street	Bowling Green, KY 42101	844-B
Gary, Douglas Dale d/b/a Mortgage Discounters			
	380 Armes Lively Road	Leitchfield, KY 42754	708-B
GECKO Enterprises, Inc. d/b/a Mortgage Planners			
	335 A Frankfort Road	Shelbyville, KY 40065	848-B
	1623 Shady Lane	Louisville, KY 40205	876-B
Global Mortgage Solutions, Inc.			
	636 Northland Boulevard, Suite 100	Cincinnati, OH 45240	856-B
Green & Associates Mortgage Corp.			
	2950 Breckinridge Lane, Suite 11A	Louisville, KY 40220	177-B
Halpern, David			
	1516 Woodluck Avenue	Louisville, KY 40205	808-B
Hearn, F. Reid d/b/a Real Estate Placement Services			
	303 North 12th Street	Murray, KY 42071	765-B
Home Lenders, Inc.			
	1978 Douglass Boulevard	Louisville, KY 40205	755-B
Home Mortgage Company			
	4801 Sherburn Lane, Suite LL1	Louisville, KY 40207	513-B
Home Owners Mortgage, Inc.			
	E 310 Jacob Street	Louisville, KY 40203	802-B
HomeShark, Inc.			
	118 King Street, Suite 226	San Francisco, CA 94107	866-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Homestead Mortgage Services, Inc.	680 Northland Boulevard, Suite 101	Cincinnati, OH 45240	878-B
Honabach Chris, Jeff King, James King d/b/a Central Lending	413 West Main Street	Danville, KY 40422	748-B
Houck, Barrett Allbritten d/b/a Global Mortgage Link	1300 Johnson Boulevard	Murray, KY 42071	683-B
Housing Financial Group, LTD	970 Dudley Pike	Edgewood, KY 41017	764-B
Indiana Mortgage Funding, Inc. d/b/a Kentucky Mortgage Funding	7321 Shadeland Station, Suite 260	Indianapolis, IN 46256	864-B
Interstate Financial Services, Inc.	883 Highway 41 South	Henderson, KY 42420	673-B
Inverness Capital Investments Corp.	149 North Main Street	Versailles, KY 40383	767-B
JLJ Financial Inc. d/b/a The Mortgage Center	768 Kingston Drive	Englewood, KY 41017	693-B
Jaggers, John C. d/b/a Jaggers Mortgage Agency	618 Marion Road	Princeton, KY 42445	843-B
Johnson, Steve	230 Second Street, Suite 417	Henderson, KY 42420	758-B
Kentucky Fidelity Mortgage Company	2220 Grandview Drive, Suite 204	Fort Mitchell, KY 41017	706-B
Keystone Mortgage Group, Inc.	108 Cumberland	Albany, KY 42602	799-B
Kimberly Mortgage, Inc.	508 Orchard Drive(R)	Nicholasville, KY 40356	666-B
	104 Creekwood Drive(R)	Wilmore, KY 40390	737-B
Kyle Investments, Inc. d/b/a KL Mortgage	Farm Credit Building 125 First Street	Henderson, KY 42420	514-B
	213 East Arch Street	Madisonville, KY 42431	728-B
Lambuth Group, Inc. (The d/b/a Lambuth Financial)	3220 Nicholasville Road, Suite 140	Lexington, KY 40503	157-B
Lincoln Mortgage Corporation	3025 Highway 150	Stanford, KY 40484	637-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Logan, Lavelle, Fugett, LLC d/b/a American Colonial Mortgage	1904 Embassy Square Boulevard	Louisville, KY 40299	504-B
Main Street Home Mortgage Corporation	300 East Rooselvelt Road, Suite 100	Wheaton, IL 60187	646-B
Mazurka, Steven J.	2025 Regency Road	Lexington, KY 40503	873-B
McGill, Doris Marie	7401 Michael Drive	Louisville, KY 40228	807-B
McIntyre, Daniel J.	1904 Embassy Square Boulevard	Louisville, KY 40299	789-B
Meridian Mortgage Corporation	426 East Main Avenue	Bowling Green, KY 42101	627-B
Midsouth Mortgage Services, Inc.	1562 State Route 348 East(R)	Symsonia, KY 42086	768-B
Midwest Financial & Mortgage Services, Inc.	1671 Park Road	Fort Wright, KY 41011	617-B
Midwest Mortgage Group, Inc.	1911 Elmhurst Way	Bowling Green, KY 42104	847-B
Millennium Mortgage, Inc. (The)	2701 Grassland Drive	Louisville, KY 40299	810-B
Miller Mortgage & Loan, Inc.	1002 Tyburn(R)	Frankfort, KY 40601	793-B
Miller Mortgage Corporation	1084 New Circle Road	Lexington, KY 40505	874-B
Mobil Financial Associates Corp.	2659 Highway 90 West	Bronston, KY 42518	572-B
Mobil Investments, Inc.	116 TradePark Drive, Suite 3	Somerset, KY 42503	859-B
Moline, Steven C. d/b/a Access Mortgage	216 East Reynolds Road, Suite C	Lexington, KY 40517	688-B
Mortgage America, Inc.	220 North West Fourth Street	Indiana, IN 47708	731-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Mortgage Connection of Evansville, Inc. (The) d/b/a The Money Connection			
	2265 Harrodsburg Road, Suite 200	Lexington, KY 40504	833-B
	3520 New Hartford Road, Suite 102	Owensboro, KY 42303	523-B
Mortgage Group, Inc. (The)			
	6549 Middleton Road	Auburn, KY 42203	788-B
Mortgage Haus, Inc. (The)			
	6 Oblique Street	Florence, KY 41042	679-B
Mortgage House of America, LLC			
	7265 Kenwood Road, Suite 105	Cincinnati, OH 45236	875-B
Mortgage Money Exchange of Kentucky, Inc.(The)			
	108 Daventry Lane	Louisville, KY 40223	684-B
Mortgage One Services, Inc.			
	105 Elizabeth Avenue	Morehead, KY 40351	858-B
	215 Evans Drive	Mt. Sterling, KY 40353	867-B
Mortgage Place, LLC (The)			
	908 West Fifth Street, Suite 111	London, KY 40741	760-B
Mortgage Professionals of Kentucky, Inc.			
	1081 Dove Run Road, Suite 204	Lexington, KY 40502	687-B
Mortgage Source, Inc. (The)			
	4358 Ferguson Drive, Suite 230	Cincinnati, OH 45245	754-B
Mortgage Specialists, Inc.			
	3167 Custer Drive, Suite 300	Lexington, KY 40517	600-B
Mortgages Unlimited, Inc.			
	1941 Bishop Lane, Suite 625	Louisville, KY 40218	626-B
Mullins, Alan R. d/b/a Alco Mortgage			
	4636 Hickory Creek Road(R)	Lexington, KY 40515	780-B
Mullins, Joseph Craig			
	91 Shields Lane(R)	London, KY 40741	716-B
Nationwide Mortgage, LLC d/b/a Nationwide Mortgage of Tennessee, LLC			
	316 Walton Ferry	Hendersonville, TN 37075	854-B
Nelson, Marilyn d/b/a First Star Financial Services			
	10216 Highways 431 North	Central City, KY 42230	790-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
North American Lending Corporation			
	1000 Cherrywood Place, Suite 300	LaGrange, KY 40031	638-B
	3046 Breckenridge Lane, Suite 202	Louisville, KY 40220	879-B
	905 Coldwater Road	Murray, KY 42071	862-B
	677 Knox Boulevard, Suite 1B	Radcliff, KY 40160	901-B
Oaktree Mortgage, Inc.			
	100 Springdale Drive	Nicholasville, KY 40356	762-B
Old Kentucky Mortgage Company			
	103 East Beaver, Suite E	Corydon, IN 47112	736-B
Old Pioneer Mortgage Co. of KY			
	541 Buttermilk Pike, Suite 311	Crescent Springs, KY 41017	830-B
Oxford Mortgage Corp. d/b/a Oxford Financial Services			
	3830 Taylorsville Road, Suite 1	Louisville, KY 40220	792-B
Paradigm Mortgage Group, Inc.			
	3101 Clays Mill Road, Suite 212	Lexington, KY 40503	763-B
Patriot Mortgage Company, Inc.			
	2100 Gardiner Lane, Suite 100 C	Louisville, KY 40205	781-B
Peoples Advocate Mortgage			
	Washington Square Suite 12, 1002 Lexington Road	Georgetown, KY 40324	774-B
PEP, Inc. d/b/a Assured Mortgage			
	12700 Shelbyville Road, Suite 201	Louisville, KY 40243	829-B
Performance Mortgage Services, LLC			
	120 Spring Street	Jeffersonville, IN 47130	870-B
Pinnacle Mortgage, LLC			
	501 Darby Creek Road #36	Lexington, KY 40509	636-B
Porter, Robert E. d/b/a Community First Mortgage			
	416 Stonehedge Place	Lexington, KY 40517	828-B
	236 Main Street	Paintsville, KY 41240	827-B
Preferred Credit, Inc.			
	4504 Kenil Court	Lexington, KY 40515	533-B
Preferred Equity Mortgage Midwest Corp.			
	1608 Highview Circle	Frankfort, KY 40601	798-B
Preferred Financial & Mortgage, Inc. d/b/a PFM Mtg. Funding/Preferred Mtg. Co.			
	7613 East Manslick Road	Louisville, KY 40228	538-B

Kentucky Mortgage Loan Brokers

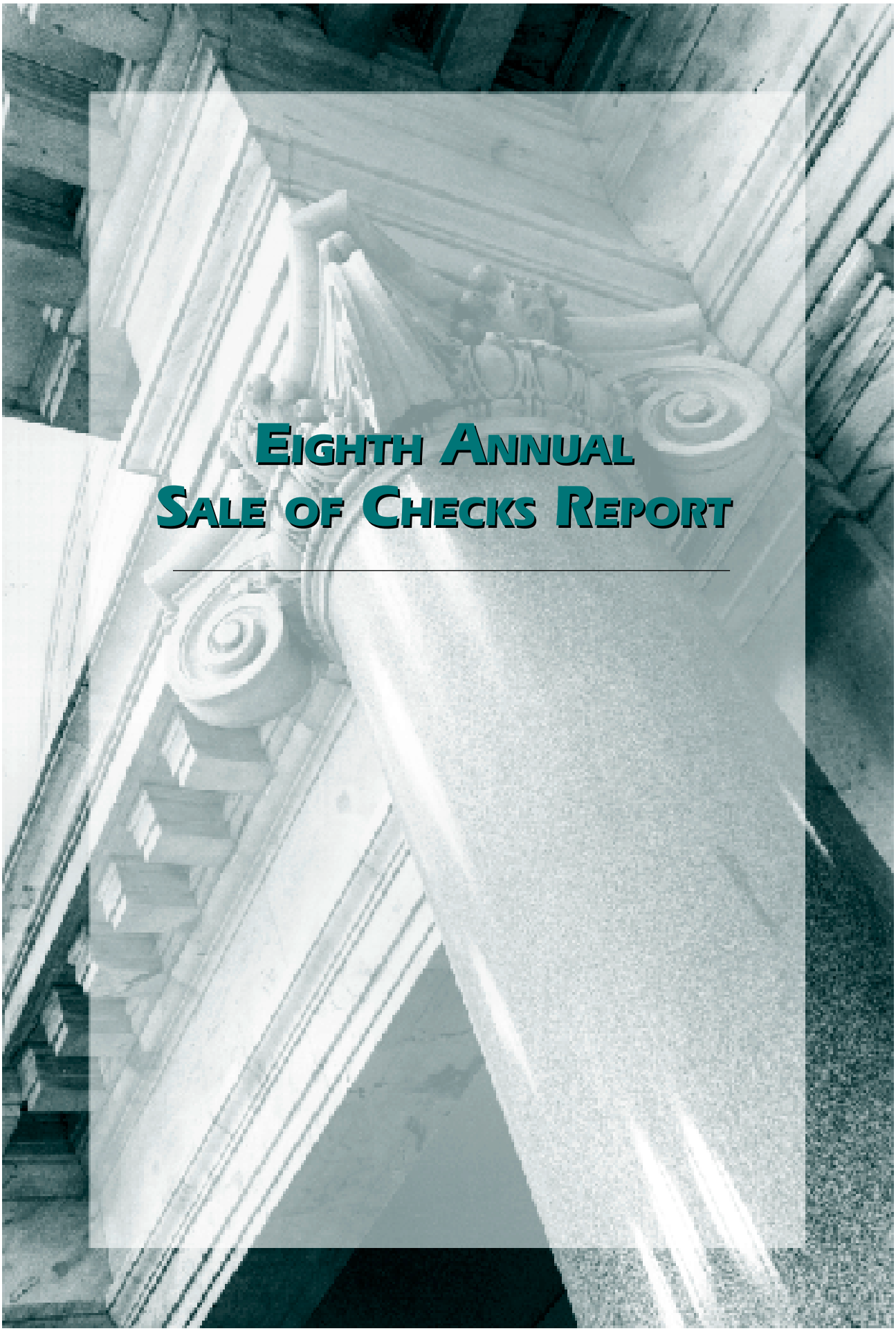
NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Premier Mortgage Corporation			
	10325 Linn Station Road	Louisville, KY 40223	555-B
Premier Mortgage Group, Inc.			
	101 Prosperous Place, Suite 200	Lexington, KY 40509	860-B
Price, Sylvester Hassle d/b/a S H Price Mortgage Broker			
	7307 Shelbyville	Simpsonville, KY 40067	835-B
Prime Mortgage Incorporated			
	551B Westport Road Suite 2	Elizabethtown, KY 42701	658-B
	7321 New LaGrange Road #215	Louisville, KY 40222	738-B
Progressive Mortgage Group, Inc.			
	101 North Seventh Street, Normandy Building	Louisville, KY 40202	756-B
Quantum Mortgage, Inc.			
	42 Woodlawn Avenue	Ft. Mitchell, KY 41017	840-B
Quick, Richard C.			
	2523 Marguerite Drive	Louisville, KY 40216	818-B
Ratliff, J. Kevin d/b/a JKR Mortgage Services			
	12601 Townepark Way	Louisville, KY 40243	803-B
Reese, Judith A. d/b/a The Mortgage Institute			
	12 Orphanage Road, Upper Level	Ft. Mitchell, KY 41017	645-B
Regency First Mortgage, Inc.			
	10507 Timberwood Circle, Suite 214	Louisville, KY 40223	812-B
Regency Mortgage Corporation			
	2050 Regency Road, Suite D	Lexington, KY 40503	740-B
RMB of Kentucky, Inc. d/b/a Abacus Mortgage Co.			
	4475 La Grange Road	Shelbyville, KY 40065	717-B
SBS Corporation of Kentucky (The) d/b/a Citizens First Financial Services			
	1313 Lyndon Lane, Suite 101	Louisville, KY 40222	773-B
Security Mortgage & Financial Services, Inc.			
	3040 Breckinridge Lane	Louisville, KY 40220	659-B
Sentry Mortgage, Inc.			
	1450 Chelsa Drive	Madisonville, KY 42431	801-B
Sexton, Timothy d/b/a CIG			
	4 & 12 Mile Road, Box 132	California, KY 40223	544-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Shiemer, Michael Lynn d/b/a KY Mortgage			
	2801 Ring Road, Suite A	Elizabethtown, KY 42701	880-B
Star Financial Corporation			
	806 13th Street, Suite A	Ashland, KY 41101-2638	582-B
Statewide Mortgage & Associates, Inc.			
	8215 Sealston Drive	Louisville, KY 40228	682-B
Sunlight Financial, Inc.			
	3003 Decoursey Avenue	Covington, KY 41015	776-B
	4 East Southern Avenue	Covington, KY 41015	813-B
SunMortgage Corporation			
	2211 Meadow Drive	Louisville, KY 40218	805-B
Superior Mortgage Services, Inc.			
	71 Cavalier Boulevard, #308	Florence, KY 41042	732-B
Surber Financial Services d/b/a $ave Financial Group			
	108 West Carmel Drive	Carmel, IN 46032	841-B
Swan, Jeffrey & Mike Coty a partnership d/b/a Ensign Mortgage			
	402 Leyton Avenue(R)	Louisville, KY 40222	784-B
Tanglewood Financial Corporation d/b/a American Discount Mortgage			
	125 Chenoweth Lane, Suite 305	Louisville, KY 40207	834-B
Thoroughbred Mortgage Inc. d/b/a (fka) Mortgage Solutions, Inc.			
	1300 Russell Cave Road	Lexington, KY 40505	704-B
Time Mortgage /Financial Services Corporation			
	1941 Bishop Lane, Suite 405	Louisville, KY 40218	580-B
Traditional Mortgage Company, LLC			
	2024 Planters Court	Lexington, KY 40514	809-B
Triple Crown, Inc. d/b/a The mortgage Connection of Central Kentucky			
	100 South Broadway	Georgetown, KY 40324	824-B
	1124 Red Stone Drive	Lexington, KY 40509	796-B
	207 1/2 London Shopping Center	London, KY 40741	753-B
	1431 South Main Street	Paris, KY 40361	752-B
Tri-State Mortgage & Insurance Agency, Inc.			
	4004 East Morgan Avenue, Suite 207	Evansville, IN 47715	888-B
	131-B 1st Street	Henderson, KY 42420	664-B
	920 Frederica Street Suite 406	Owensboro, KY 42301	719-B
United Mortgage Company			
	2220 Greene Way, Suite 1 L3	Louisville, KY 40220	77-B

Kentucky Mortgage Loan Brokers

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE NUMBER
Universal Financial Consultants, Inc.	332 West Broadway, Suite 1222	Louisville, KY 40202	252-B
Villa Homes, Inc. d/b/a Villa Mortgage	8347 Dixie Highway	Florence, KY 41042	811-B
Webb, Brady d/b/a American Mortgage Solutions	117 Cheyenne Road	Shelbyville, KY 40065	823-B
Weir, Ashley Clark d/b/a Clark Mortgage Company	140 Barren River Boulevard	Georgetown, KY 40324	850-B
White Horse Systems, Inc. d/b/a Capitol First Mortgage	161 Northland Boulevard, Suite B	Cincinnati, OH 45246	851-B
Wilkinson, Richard T.	2143 Winston Avenue	Louisville, KY 40205	745-B
Wixco Financial Services, Inc.	4801 Sherburn Lane, Suite 207-B	Louisville, KY 40207	820-B



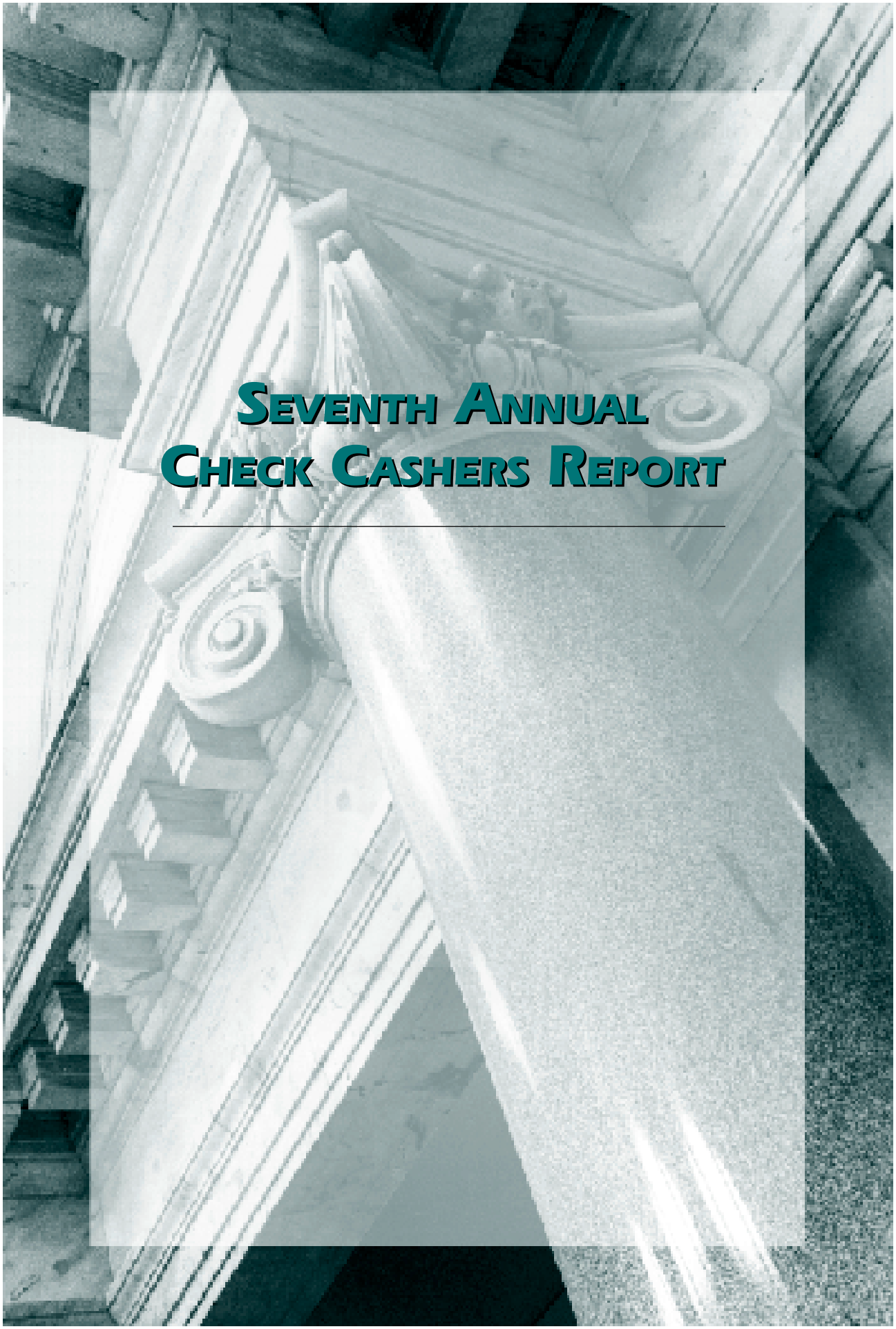
Eighth Annual Sale of Checks Report

Kentucky Sale of Checks Licensees
December 31, 1998

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE
American Express			
	World Financial Center	New York, New York 10285	1
Citicorp Services, Inc. and Citicorp Services, Inc. d/b/a Worldlink Payment Servies			
	8430 West Bryn Mawr - 11th Floor	Chicago, Illinois 60631	7
Comdata Network, Inc.			
	5301 Maryland Way	Brentwood, Tennessee 37027	18
Diemer's D & F Super Market			
	1232 Adams Street	Bowling Green, Kentucky 42101	25
FFP Operating Partners, L.P.			
	2801 Glenda Avenue	Fort Worth, Texas 76117-4391	37
Francheque S.A.			
	8 rue Bellini, B.P. 102-16	75763 Paris Cedex 16, France	30
GSC Enterprise d/b/a Fidelity Express			
	128 Jefferson Street	Sulfer Springs, Texas 75482	24
Global Express Money Orders, Inc.			
	8819 Monard Drive	Silver Spring, Maryland 20910	35
Hauck Handy Store			
	1000 Goss Avenue	Louisville, Kentucky 40217	33
Integrated Payment System, Inc.			
	6200 South Quebec Street	Englewood, Colorado 80111	34
Interpayment Services, Ltd.			
	54 Lombard Street	London, England EC3P 9EX	26
Mid-America Money Order Company			
	500 West Broadway, P. O. Box 1057	Louisville, Kentucky 40202	22
North American Money Order Co., Inc.			
	8601 Dunwoody Place, Suite 504	Atlanta, Georgia 30338	40
Orlandi Valuta			
	560 South Spring Street	Los Angeles, California 90013	42
Piggly Wiggly Mid-South, Inc.			
	120 Industrial Drive	Sikeston, Missouri 63801	19
Societe Francaise du Chequede Voyage			
	L'European 2 rue Joseph Monier	Rueil-Malmaison, France 92858	28
	c/o American Express Company, 200 Vesey Street	New York, New York 10285-5000	

Kentucky Sale of Checks Licensees
December 31, 1998

NAME	ADDRESS	CITY, STATE, ZIP	LICENSE
Taylor's Market, Inc.	1403 West 2nd Street	Owensboro, Kentucky 42303	36
Thomas Cook Australia PTY Limited	c/o Travel Money Services, 3 Independence Way	Princeton, New Jersey 08540	32
Thomas Cook Currency Services, Inc.	One Penn Plaza, Suite 1714	New York, New York 10119	39
Thomas Cook, Inc.	c/o Travel Money Services, 3 Independence Way	Princeton, New Jersey 08540	23
Thomas Cook Travelers Cheques LTD	c/o Travel Money Services, 3 Independence Way	Princeton, New Jersey 08540	31
Travelers Express Company	1550 Utica Avenue South	Minneapolis, Minnesota 55416	2
Travellers Cheque Associates Limited	154 Edward Street	Brighton, Sussex BN2 2LH England	16
Western Union Financial Services	One Mack Centre Drive	Paramus, New Jersey 07652	21
Wyndall's Enterprises, Inc.	3621 Leitchfield Road, P. O. Box 1999	Owensboro, Kentucky 42303	38



Seventh Annual Check Cashers Report

Kentucky Check Cashers Licensees

December 31, 1998

NAME	ADDRESS	CITY	LICENSE NUMBER
Check 'n Go, Inc. d/b/a Check 'n Go & Express Check Advance			
	224 Fifteenth Street	Ashland	165-1
	330 U.S. 31West By-Pass Suite 201	Bowling Green	165-2
	401 Scott Boulevard	Covington	165-4
	2508 Hazelwood Drive	Crescent Springs	165-3
	790 North Dixie Highway Suite 300	Elizabethtown	165-5
	7277 Turfway Road Suite B	Florence	165-6
	325 Ann Street	Frankfort	165-7
	1238 Paris Pike, Suite 6	Georgetown	165-8
	2202 U.S. 41 North Unit B	Henderson	165-9
	2897 Alexandria Pike	Highland Heights	165-10
	393 Waller Avenue Imperial Plaza	Lexington	165-11
	3071 Richmond Road	Lexington	165-12
	337 York Street	Newport	165-14
	513 Frederica Street	Owensboro	165-13
	81 West Highway 80 Suite E	Somerset	165-15
	Route 23 South Shore Plaza Space #5	South Shore	165-16
Check Quest, Inc.			
	3000 Winchester Avenue	Ashland	176-1
	421 Broadway Street	Paintsville	176-2
Check Xpress, Inc.			
	2707 South Seventh Street Road	Louisville	118
Check-4- Check, Inc.			
	408 Courthouse Square-Public Square (located in Kens Sales and Service)	Burkesville	164-3
	203 West Broadway (located in T.J.'s Consignment)	Campbellsville	164-2
	902 Russell Road	Columbia	164-4
	215 South Highway 127	Russell Springs	164-1
Checks-4-Cash, Inc.			
	5215 North Mayo Trail	Pikeville	198-2
	929 North Lake Drive, Suite 102	Prestonsburg	198-1
	East Mountain Parkway	Salyersville	198-3
City Check Advance, Inc.			
	725 East Broadway	Louisville	143
CMM of Kentucky, LLC d/b/a Cash Mart			
	706-A North Green Street	Henderson	166-4
	5618 Preston Highway	Louisville	166-1
	4640-A Dixie Highway	Louisville	166-2
	2206 Hikes Lane	Louisville	166-3
Community Check and Title			
	415 South Main Street	Corbin	186
D. P. One Inc., d/b/a Quick Draw Check Advance			
	205 South Main	Corbin	128

Kentucky Check Cashers Licensees

December 31, 1998

Duane G. Watkins d/b/a Iroquois-Check Casher			
	5330-G South Third Street Road		
	(Iroquois Manor Shopping Center)	Louisville	108
	3333 Bardstown Road, Suite 9	Louisville	108-1
E Z Cash, Inc.			
	826 South Dixie Highway	Muldrauch	148-2
	16488 Fort Campbell Boulevard	Oak Grove	148-3
	1960 North Dixie Boulevard, Suite 101	Radcliff	148-1
Easy Cash II, Inc.			
	9808 Taylorsville Road	Louisville	120
Easy Cash IV, Inc.			
	5238 Bardstown Road	Louisville	119
Easy Cash Pawn, Inc.			
	13000 Dixie Highway	Louisville	121
Easy Cash&Title, Inc.			
	1101 A Master Street	Corbin	192-1
Easy Money of Kentucky, Inc.			
	520-B 31-W Bypass	Bowling Green	185-1
	409 Scott Street	Covington	185-2
	22 Commonwealth, 2nd Floor	Erlanger	185-3
	1100 US 127 South, Suite A-3	Frankfort	185-11
	16428 Fort Campbell Boulevard	Fort Campbell	185-4
	146 South Carol Malone Boulevard	Grayson	185-12
	3101 Richmond Road, Suite 314	Lexington	185-5
	1700 Alexandria Drive, Suite 1	Lexington	185-6
	1489 South Fourth Street	Louisville	185-14
	4444 Cane Run Road	Louisville	185-15
	608 Baxter Avenue, Unit #1	Louisville	185-7
	2909 Preston Highway	Louisville	185-8
	334 East Main Street	Morehead	185-16
	15238 Fort Campbell Boulevard	Oak Grove	185-9
	100 Knox Boulevard	Radcliff	185-10
	1450 North Dixie Boulevard	Radcliff	185-17
	1629 North Dixie Boulevard	Radcliff	185-18
	3610 South Highway 27, Suite #2	Somerset	185-21
	1210 West Lexington Avenue, Unit#2	Winchester	185-20
Executive Enterprises, Inc., d/b/a Checks, Etc.			
	1099 Fairview Plaza, US 31 W-Bypass	Bowling Green	110-1
	Highway 185 Sugar Maple Square Shopping Center Suite 3	Bowling Green	110-2
Express Check, LTD			
	813-B Louisville Road	Frankfort	168

Kentucky Check Cashers Licensees

December 31, 1998

NAME	ADDRESS	CITY	LICENSE NUMBER
Fast Cash, LLC			
	15136 Fort Campbell Boulevard	Oak Grove	152
Financial Trust, Inc. d/b/a Quick Cash			
	402 Greenup Street	Covington	161-2
	4804 Taylor Mill Road	Covington	161-3
	167 Lloyd Avenue	Florence	161-1
First American Cash Advance of KY, LLC d/b/a First American Cash Advance			
	415 Diedrich Boulevard	Ashland	178-10
	124 Prince Royal Drive	Berea	178-9
	1019 Cumberland Falls Highway, Suite 15	Corbin	178-2
	639 Beaumont Plaza	Harrodsburg	178-4
	2480 US 41 North, Suite N	Henderson	178-11
	1011 Paris Road, Suite 333	Mayfield	178-6
	506 North 12th Street	Murray	178-8
	202 Edgewood Drive	Nicholasville	178-3
	2845 West Parrish Avenue, Suite J	Owensboro	178-5
	3240 Lone Oak Road, Suite A	Paducah	178-7
	1340 South Highway 27, Suite E	Somerset	178-1
Florence Burchett d/b/a King Cash			
	448 Main Street	West Liberty	157-2
HLT Check Exchange, LLP			
	1468 Cumberland Gap Parkway	Corbin	105-5
	2366 South US Highway 421	Harlan	105-4
	77 Ky. Highway 15-South	Jackson	105-6
	556 West Highway 192 Suite 103	London	105-2
	8 Court Street	Mt. Sterling	105-7
	103 Weddington Branch Road	Pikeville	105-1
	407 Highway 119 North	Whitesburg	105-3
Holt & Company (1) d/b/a Cash Depot			
	2703-A Fort Campbell Boulevard	Hopkinsville	162
Independent Check Cashing, Inc d/b/a Cash A Check			
	1320 East Broadway, Suite D	Campbellsville	149-3
	268 Jane Trail, Building 9	Danville	149-5
	127 South Main Street	Lawrenceburg	149-1
	120 Marion Street	Leitchfield	149-2
	401 North 12th Street, Village Square Shopping Center	Middlesboro	149-4
Instant Payday, LLP			
	1000 Lexington Road, Suite 4	Danville	172
J & E Enterprises, Inc. d/b/a Check Casher			
	624 North 3rd Street, Suite 102	Bardstown	155-1

Kentucky Check Cashers Licensees

December 31, 1998

NAME	ADDRESS	CITY	LICENSE NUMBER
James B Zoeller, d/b/a Mr. Payday of Kentucky			
	1617 Bardstown Road	Louisville	107-1
	10120 Taylorsville Road	Louisville	107-2
	10213 Dixie Highway	Louisville	107-3
	4904 1/2 Poplar Level Road	Louisville	107-4
	2600 West Broadway, Suite 102	Louisville	107-5
James C. Dotson d/b/a Cash in Hand			
	150 Town & Country Shopping Center	Pikeville	151-2
	1806 Central Avenue	South Williamson	151-1
Jeffrey Burchfield d/b/a Hollywood Cash Advance			
	1100 East Fifth Street	Owensboro	193-1
Jeffrey Theo Rich d/b/a Fast Cash One			
	77 South Highway 27	Somerset	122
Kentucky Cash Company, Inc.			
	1106 Lovers Lane	Bowling Green	173
Kentucky Check Advance, LLC			
	102 Rose Hill	Versailles	130
Kentucky Check Cashing Service, LLC			
	8201 US Highway 42	Florence	169-1
	2944 Yorkshire Boulevard	Louisville	169-2
Kwik Cash, LLC			
	1417 State Route 45 North	Mayfield	150-1
	1304-C Chestnut Street	Murray	150-2
	407 Highway 62 West	Princeton	150-3
KY Catalog Sales, Inc. d/b/a Advance Til Payday			
	516 US 31West Bypass	Bowling Green	123-10
	1515 Ring Road, Suite 4	Elizabethtown	123-8
	6617-A Preston Highway	Louisville	123-6
	8270 Dixie Highway	Louisville	123-7
	8304 Preston Highway	Louisville	123-9
	15976 Fort Campbell Boulevard	Oak Grove	123-3
	1679 B North Wilson Road	Radcliff	123-1
	651 Knox Road	Radcliff	123-2
	734 Knox Boulevard	Radcliff	123-4
	12414 Dixie Highway	Valley Station	123-5

Kentucky Check Cashers Licensees

December 31, 1998

NAME	ADDRESS	CITY	LICENSE NUMBER
McKenzie Check Advance of Kentucky, Inc. d/b/a National Cash Advance d/b/a United Cash Advance			
	1755 Scottsville Road, Suite 4A	Bowling Green	103-2
	4319 Winston Avenue	Covington	103-5
	1560 Hustonville Road, Suite 357	Danville	103-13
	1705 North Dixie Avenue	Elizabethtown	103-9
	7108 Turfway Road	Florence	103-16
	502 Eastwood Shopping Center	Frankfort	103-19
	90 Alexandria Pike	Fort Thomas	103-7
	100 Mary Lynn Drive #24	Georgetown	103-11
	1321 2nd Street, Unit J	Henderson	103-3
	3038 Fort Campbell Boulevard, Space N	Hopkinsville	103-1
	352 Southland Drive	Lexington	103-12
	1301 Winchester Road, Suite 77	Lexington	103-14
	4412 Outer Loop Highway	Louisville	103-15
	8180 Dixie Highway	Louisville	103-6
	3600 Frederica Street, Suite G	Owensboro	103-8
	3216 Irwin Cobb Drive, Suite B	Paducah	103-18
	878 Eastern By-Pass	Richmond	103-17
	1113A Pioneer Drive	Winchester	103-10
Melissa Gaunce Campbell d/b/a Minutes Before Cash			
	312 North Main Street	Cynthiana	175
Money Now-Kentucky, Inc.			
	1000 Cherrywood Place, Suite 400	Lagrange	146-3
	4140 Taylor Boulevard	Louisville	146-1
	2206 Hikes Lane	Louisville	146-2
Money Shop, Inc.			
	2312 13th Street	Ashland	191-1
Mr. Check Casher, Inc.			
	16358 Fort Campbell Boulevard	Oak Grove	163
Mr. Chek, Inc.			
	Highway 15	Campton	153-4
	108 Court Street	Irvine	153-1
	908 East Main Street, Suite 3	Richmond	153-3
	209 North Main Street #1	Stanton	153-2
Mr. Postman, Inc.			
	120 North Ninth Street	Mayfield	106
MSC of Danville, Inc. d/b/a Main Street Cash			
	120 East Main Street, Suite 2	Danville	174
Nancy J. Sanders d/b/a Nancy's Helping Hand			
	401 West Broadway	Mayfield	129
National Check Exchange, LLC			
	510 East New Circle Road	Lexington	183

Kentucky Check Cashers Licensees

December 31, 1998

NAME	ADDRESS	CITY	LICENSE NUMBER
P & P Corporation			
	1611 Madison Avenue	Covington	142
Payday Advance, Inc			
	7230 Preston Highway	Louisville	194-1
	4316 Cane Run Road	Louisville	194-2
Pulaski Financial Haven, Inc., d/b/a Check Swap			
	303 Happy Valley Road	Glasgow	167-5
	103 Michigan Avenue	Monticello	167-2
	125 South Winter Street	Russellville	167-4
	3765 South U. S. 27	Somerset	167-1
	376 Main Street	Whitley City	167-3
Purchase Area Check Advance, Inc.			
	606 Broadway	Paducah	154
Rapid Cash, Inc dba City Check Advance West			
	1111 West Braodway	Louisville	113
Richard L. and Beverly J. Carter d/b/a Carter's Check Cashing			
	1311 Meade Street, Cabin C	Flatwoods	134-3
	523 East Main Street	Grayson	134-1
	Unit #5 Southland Plaza	Louisa	134-2
Robert J. Arnold dba C R Services Best Check Cashing			
	423 Southland Drive	Lexington	189
Ronald B. Hub d/b/a Chek-A-Head			
	156 Court Street	Stanton	126
S & A Enterprises d/b/a Cash Advance			
	111 Clay Drive	Berea	180
S & H Eqy Stop Food Shoppe, Inc. d/b/a Ezy Stop Food Shoppe			
	245 Violet Road	Crittenden	182
Shwab Financial Services, Inc.			
	5003 Preston Highway	Louisville	197-1
Sir Rental Co., Inc. d/b/a Highland Jewelry & Loan			
	1125 Bardstown Road	Louisville	116
Speedy Cash Check Advance, Inc.			
	257 West Russell Street	Elkhorn City	133-8
	756 Highway 2034 P.O. Box 250	Ermine	133-1
	254 Village Lane	Hazard	133-3
	220 Highway 15 South Suite 12, Jetts Shopping Center	Jackson	133-6
	501 Jefferson Avenue	Paintsville	133-4
	3921 North Mayo Trail	Pikeville	133-2
	487 North Lake Drive, Suite 102	Prestonsburg	133-5
	729A Parkway Drive	Salyersville	133-7
T. Herd Loans, LLC			
	3821 Louisa Road	Catlettsburg	195-1

Kentucky Check Cashers Licensees

December 31, 1998

NAME	ADDRESS	CITY	LICENSE NUMBER
The Check Exchange, Inc.			
	464 1/2 West Main Street	Danville	132-6
	8181 Mall Road	Florence	132-9
	1134 Old U.S. 127 South Suite C	Frankfort	132-7
	Indian Acres Shopping Center	Georgetown	132-8
	3927 Winston Ave.	Latonia	132-10
	644 North Broadway	Lexington	132-1
	2417 Nicholasville Road	Lexington	132-2
	3128 Richmond Road	Lexington	132-3
	1805 Monmouth Street	Newport	132-11
	1020 North Main Street #3	Nicholasville	132-4
	622 Eastern By Pass	Richmond	132-5
The Money Place LLC			
	513-A South 12th Street	Murray	109-3
	926 Broadway	Paducah	109-2
	1102 Paris Road Unit 16	Mayfield	109-1
The UnBANC, Inc. (TRADITIONAL)			
	15936 Fort Campbell Boulevard, a branch of Radcliff	Oak Grove	131-2
	204 Redmar Plaza	Radcliff	131-1
Title Loans, Inc. d/b/a Tom's Discount Tobacco			
	12484 US 60	Ashland	158
Tobacco Country, Inc. d/b/a Quick Money			
	1417 Highland Avenue	Carrollton	147-3
	7960 Highway 42	Florence	147-1
Uncle Milties Pawn Shop, Inc.			
	3775 Southern Parkway	Louisville	179
V & J Pawn Shop, Inc. d/b/a V & J Check Advance			
	113 South Main Street	Harlan	184
Venture Services, Inc. d/b/a CHECK ADVANCE			
	726 Greenup Avenue	Ashland	115-10
	113 East Bridge Street	Cynthiana	115-5
	115 South Main Cross	Flemingsburg	115-9
	7724 US Highway 42, Suite A-2	Florence	115-6
	293A Buttermilk Pike	Fort Mitchell	115-8
	820 Lane Allen Drive	Lexington	115-1
	5306 Bardstown Road	Louisville	115-7
	152 East Second Street	Maysville	115-4
	264 Trademore Shopping Center	Morehead	115-2
	241 Indian Mound Trail	Mount Sterling	115-3
	1400 Gloria Terrell, Suite D	Wilder	115-11
White Oak Enterprises, Inc. d/b/a Hazard Check Exchange			
	Suite 7, 151 East Main Street	Hazard	104

DEPARTMENT OF FINANCIAL INSTITUTIONS

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Suite 200
Frankfort, Kentucky 40601

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DEPARTMENT OF FINANCIAL INSTITUTIONS 1998 ANNUAL REPORT