

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 02 REC'D

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, James Louis Parnell

Name of the Holding Company Director and Official

Chairman of the Board, President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

James Louis Parnell
Signature of Holding Company Director and Official

2-20-18

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☒ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3846263
C.I. _____

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

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

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Alfa Mutual Insurance Company

Legal Title of Holding Company

2108 East South Boulevard

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

Montgomery

AL

36116

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Sidney B. Belcher

Assistant General Counsel

Name

Title

334-613-4434

Area Code / Phone Number / Extension

334-612-5120

Area Code / FAX Number

sbelcher@alfains.com

E-mail Address

www.alfains.com

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

☐

2. a letter justifying this request has been provided separately ...

☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

56

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 02 REC'D

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, James Louis Parnell

Name of the Holding Company Director and Official

Chairman of the Board, President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

James L. Parnell
Signature of Holding Company Director and Official
2-20-18

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☒ is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

3516263

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

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

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Alfa Mutual Fire Insurance Company

Legal Title of Holding Company

2108 East South Boulevard

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

Montgomery

AL

36116

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Sidney B. Belcher

Assistant General Counsel

Name

Title

334-613-4434

Area Code / Phone Number / Extension

334-612-5120

Area Code / FAX Number

sbelcher@alfains.com

E-mail Address

www.alfains.com

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

☐

2. a letter justifying this request has been provided separately ...

☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

FORM FR Y-6

ALFA MUTUAL INSURANCE COMPANY

RSSD: 3846263

ALFA MUTUAL FIRE INSURANCE COMPANY

RSSD: 3846311

MONTGOMERY, ALABAMA

FISCAL YEAR ENDING DECEMBER 31, 2017

Report Item

1: Alfa Mutual Insurance Company and Alfa Mutual Fire Insurance Company are not registered with the SEC, and do not prepare an annual report.

2a*: ORGANIZATION CHART

1. Alfa Mutual Insurance Company (Alfa Mutual)

2108 East South Boulevard

Montgomery, AL 36116

OWNERSHIP: Not Applicable – Alfa Mutual is a mutual insurer with no shareholders/owners

Alfa Mutual owns 28% of the outstanding common stock of MidCountry Financial Corporation

Organized in Alabama

2. Alfa Mutual Fire Insurance Company (Alfa Mutual Fire)

2108 East South Boulevard

Montgomery, AL 36116

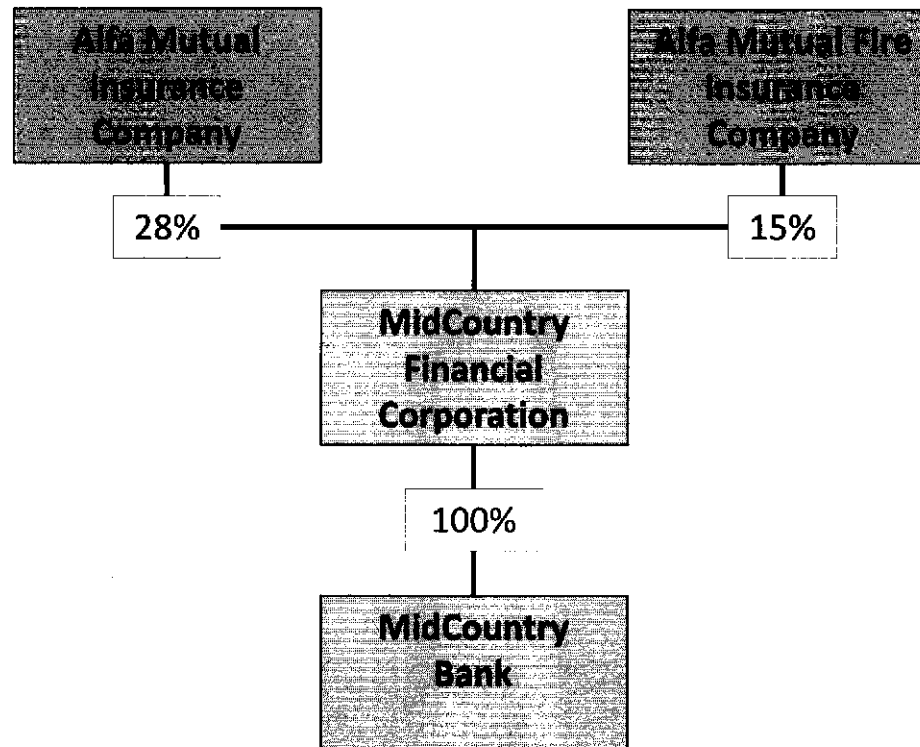
OWNERSHIP: Not Applicable – Alfa Mutual Fire is a mutual insurer with no shareholders/owners

Alfa Mutual Fire owns 15% of the outstanding common stock of MidCountry Financial Corporation

Organized in Alabama

*Alfa Mutual Insurance Company and Alfa Mutual Fire Insurance Company do not have a LEI to report. Additionally, no companies under Alfa Mutual Insurance Company or Alfa Mutual Fire Insurance Company have an LEI to report.

Form FR Y-6
Alfa Mutual Insurance Company
Alfa Mutual Fire Insurance Company
Fiscal Year Ending December 31, 2017



FORM FR Y-6

ALFA MUTUAL INSURANCE COMPANY

RSSD: 3846263

ALFA MUTUAL FIRE INSURANCE COMPANY

RSSD: 3846311

MONTGOMERY, ALABAMA

FISCAL YEAR ENDING DECEMBER 31, 2017

2b: Domestic Branch Listing

Not Applicable To Alfa Mutual and Alfa Mutual Fire – See MidCountry Financial Corporation.

3: Securities Holders

Not applicable - Alfa Mutual and Alfa Mutual Fire are Alabama domestic mutual insurance companies and have no securities holders.

Form FR Y-6
Alfa Mutual Insurance Company
Alfa Mutual Fire Insurance Company
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
James L. Parnell Stanton, AL USA	N/A	Chairman of the Board, President and CEO, Director	N/A	Corporate Secretary and Business Manager See (4)(c)	None	None	Parnell, Inc.
Rex Vaughn Huntsville, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Vaughn Farms
George Jeffcoat Gordon, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner	None	None	None
Dean Wysner Woodland, AL USA	Farmer	Director	N/A	Farmer/ Owner	None	None	None
Jake Harper Camden, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Harper Farms
Stephen L. Dunn Evergreen, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner	None	None	None
Brian Glenn Hillsboro, AL USA	Farmer	Director	N/A	Farmer/ Owner See (4)(c)	None	None	Glenn Acres Farm
Donald Hodge New Market, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner	None	None	None

Phillip Thompson Crossville, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner	None	None	None
Ricky Cornutt Boaz, AL USA	Farmer	Director	N/A	Farmer/ Owner See (4)(c)	None	None	Cornutt Farms, LLC
Joe Anders Northport, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Anders Enterprises Inc.
Dell Hill Alpine, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Selwood Farm
Joe Lambrecht Wetumpka, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Oakview Farms, LLC
Meador Jones Gallion, AL USA	Farmer	Director	N/A	Farmer/ Owner	None	None	None
Gary Henry Hope Hull, AL USA	Farmer	Director	N/A	Farmer/ Owner See (4)(c)	None	None	HCC Farms
Steve Stroud Goshen, AL USA	Farmer	Director	N/A	Farmer/ Owner	None	None	None
Sammy Gibbs Atmore, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Gibbs Farms
Fred Helms Samson, AL USA	Farmer	Director	N/A	Farmer/ Owner	None	None	None
Stephen G. Rutledge Montgomery, AL USA	N/A	EVP, Operations	N/A	N/A	None	None	None
Al Dees Montgomery, AL USA	N/A	EVP, Marketing	N/A	N/A	None	None	None

MidCountry Financial Corp. RSSD: 3839902

Report Item 1: Annual report to Shareholders

NA – MCFC does not prepare an annual report for its shareholders.

The information on this page is supplied directly by MidCountry Financial Corp., is prepared in conformance with the instructions issued by the Federal Reserve System, and is true and correct to the best of MidCountry's knowledge and belief. To the extent information regarding individuals is included on this page or in a particular section, MidCountry Financial Corp. certifies that it has the authority to provide this information to the Federal Reserve and authority, on behalf of each individual, to consent or object to public release of information regarding that individual.

MidCountry Financial Corp. RSSD: 3839902

Report Item 2a: Organization Chart

The information on in this section is supplied directly by MidCountry Financial Corp., is prepared in conformance with the instructions issued by the Federal Reserve System, and is true and correct to the best of MidCountry's knowledge and belief. To the extent information regarding individuals is included on this page or in a particular section, MidCountry Financial Corp. certifies that it has the authority to provide this information to the Federal Reserve and authority, on behalf of each individual, to consent or object to public release of information regarding that individual.

Incorporation, Qualification and Regulation

Full Legal Name	Physical Address	Intercompany Ownership	Jurisdiction of Organization
MidCountry Financial Corp.	201 Second Street, Suite 950 Macon, GA 31201	See Common Shareholder List	Georgia
MidCountry Bank	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MCFC	United States
MidCountry Equipment Finance, Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Bank	Georgia
MCB Holdings I, LLC	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Bank	Minnesota
MidCountry Investments, Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Bank	Minnesota
MidCountry Insurance Services, Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Bank	Minnesota
MidCountry Insurance Agency Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Insurance Services, Inc.	Minnesota
Pioneer Financial Services, Inc.	4700 Belleview Avenue, Suite 300 Kansas City, MO 64112	100% owned by MCFC	Missouri
Pioneer Funding, Inc.	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Nevada
Pioneer Services Corp. (formerly PSLF, Inc.)	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Missouri
Pioneer Services Sales Finance, Inc.	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Nevada
Heights Finance Holding Co.	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by MCFC	Nevada
Heights Finance Corporation (IL)	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by Heights Finance Holding Co.	Illinois
Heights Finance Corporation (TN)	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by Heights Finance Corporation (IL)	Tennessee
Heights Reinsurance, Ltd.	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by Heights Finance Corporation (IL)	Turks & Caicos
Heights Finance Funding Co.	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by Heights Finance Holding Co.	Nevada
Macon Transportation, LLC	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Georgia
MidCountry Capital Trust I	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Delaware
MidCountry Capital Trust II	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Delaware
South Pointe/Blue Heron Capital Trust I	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Delaware
MidCountry Holding, LLC	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Georgia

MidCountry Financial Corp. RSSD: 3839902

Report Item 2b: Domestic Branch Listing

The information in this section is supplied directly by MidCountry Financial Corp., is prepared in conformance with the instructions issued by the Federal Reserve System, and is true and correct to the best of MidCountry's knowledge and belief. To the extent information regarding individuals is included on this page or in a particular section, MidCountry Financial Corp. certifies that it has the authority to provide this information to the Federal Reserve and authority, on behalf of each individual, to consent or object to public release of information regarding that individual.

#	Branch Service Type	Branch ID_RSSD*	Current Changes	Popular Name	Street Address	City	State	Zip Code	County	Country
1	Full Service	2299648		APPLE VALLEY OFFICE	14994 GLAZIER AVENUE	APPLE VALLEY	MN	55124	DAKOTA	UNITED STATES
2	Full Service (Main Office)	3971	2/15/2017	BLOOMINGTON	7825 WASHINGTON AVENUE	MINNEAPOLIS	MN	55439	HENNEPIN	UNITED STATES
3	Full Service	4167031		BUFFALO BRANCH	305 10TH AVENUE SOUTH	BUFFALO	MN	55313	WRIGHT	UNITED STATES
4	Full Service	2299684		GLENCOE OFFICE	1002 GREELEY AVENUE NORTH	GLENCOE	MN	55336	MCLEOD	UNITED STATES
5	Full Service	2299639		HASTINGS OFFICE	1320 SOUTH FRONTAGE ROAD	HASTINGS	MN	55033	DAKOTA	UNITED STATES
6	Full Service	4165608		HUTCHINSON DOWNTOWN BRANCH	201 MAIN ST SOUTH	HUTCHINSON	MN	55350	MCLEOD	UNITED STATES
7	Full Service	2299657		INVER GROVE HEIGHTS OFFICE	6605 CAHILL AVENUE EAST	INVER GROVE HEIGHTS	MN	55076	DAKOTA	UNITED STATES
8	Full Service	2299666		LITCHFIELD OFFICE	501 NORTH SIBLEY AVENUE	LITCHFIELD	MN	55355	MEEKER	UNITED STATES
9	Full Service	2607346		MINNETONKA OFFICE	14617 HIGHWAY 7	MINNETONKA	MN	55345	HENNEPIN	UNITED STATES
10	Full Service	3070394		SAINT CLOUD OFFICE	1113 WEST ST. GERMAIN STREET	SAINT CLOUD	MN	56301	STEARNS	UNITED STATES
11	Full Service	4165644		SHOREWOOD BRANCH	23800 HIGHWAY 7	SHOREWOOD	MN	55331	HENNEPIN	UNITED STATES
12	Full Service	2299705		WACONIA OFFICE	200 EAST FRONTAGE ROAD	WACONIA	MN	55387	CARVER	UNITED STATES
13	Full Service	2299714		WINTHROP OFFICE	122 EAST 2ND STREET	WINTHROP	MN	55396	SIBLEY	UNITED STATES
14	Full Service	4165617		LAS VEGAS BRANCH	3240 EAST TROPICANA AVENUE	LAS VEGAS	NV	89121	CLARK	UNITED STATES
15	Full Service	4968751		WHITE BEAR LAKE	1310 E HWY 96 SUITE 116	WHITE BEAR LAKE	MN	55110	RAMSEY	UNITED STATES
16	Electronic Banking			WWW.MIDCOUNTRYBANK.COM/NEWACCOUNT BRANCH	7825 WASHINGTON AVENUE	MINNEAPOLIS	MN	55439	HENNEPIN	UNITED STATES

MidCountry Financial Corp.

RSSD: 3839902

Report Item 3: Securities Holders

The information in this section is supplied directly by MidCountry Financial Corp., is prepared in conformance with the instructions issued by the Federal Reserve System, and is true and correct to the best of MidCountry's knowledge and belief. To the extent information regarding individuals is included on this page or in a particular section, MidCountry Financial Corp. certifies that it has the authority to provide this information to the Federal Reserve and authority, on behalf of each individual, to consent or object to public release of information regarding that individual.

MCFC Voting Ownership (as of December 31, 2017)

					Converted to Common				
Name		Address 1	Address 2	City State ZIP	Common Shares	Preferred Series A-1	Exercisable Options	Total Voting Shares	Percent Voting Ownership
Alfa	Alfa Mutual Insurance Company	P.O. Box 11000, 2108 East South Boulevard	Attn: Steve Rutledge	Montgomery, AL 36191	3,810,147	2,437,500	-	6,247,647	36.92%
Alfa	Alfa Mutual Fire Insurance Company	P.O. Box 11000, 2108 East South Boulevard	Attn: Steve Rutledge	Montgomery, AL 36191	2,061,615	1,312,500	-	3,364,115	21.29%
					5,861,762	3,750,000	-	9,611,762	52.71%
Clayton	BF3, LP	3340 Lake View Drive		Knoxville, TN 37919	100,000	-		100,000	
Clayton	James L. Clayton	3340 Lake View Drive		Knoxville, TN 37919	1,049,393	750,000	6,000	1,805,393	
					1,149,393	750,000	6,000	1,905,393	12.50%
Coliseum	Coliseum Capital Partners, LP	Attn: Adam Gray	Metro CenterOne Station Place, 7th FL South	Stamford, CT 06902	312,758	484,150	-	796,908	5.32%
Hatcher	SunTrust Bank Trustee, Georgia Pine Level Foundation, I	P.O. Box 4655	MC GA-ATL-0269	Atlanta, GA 30302	117,118	52,250	-	169,368	
Hatcher	Robert F. Hatcher	P.O. Box 5001		Macon, GA 31208	344,288	76,750	167,500	588,538	
Hatcher	Georgia W. Hatcher	P.O. Box 5001		Macon, GA 31208	15,000			15,000	
Hatcher	Robert F. Hatcher Trust UWO Josephine Stetson Hatcher	P.O. Box 5001		Macon, GA 31208	17,727	31,250	-	48,977	
Hatcher	SunTrust Bank Trustee Robert F. Hatcher IRA dated July	P.O. Box 4248		Macon, GA 31208	85,484	52,250	-	137,734	
Hatcher	H2 Company, LLC	c/o SunTrust Bank	P.O. Box 4655 ctv 208	Atlanta, GA 30302	25,000			25,000	
					604,617	212,500	167,500	984,617	6.62%
Sullivan	The William Donald Sullivan Revocable Trust "A"	2877 Paradise Road	# 3002	Las Vegas, NV 89109	29,412			29,412	
Sullivan	Wm. D. Sullivan Family Investment Group, LLC	8301 State Line Road	Suite 100	Kansas City, MO 64114	909	62,500	-	63,409	
Sullivan	SFMC Holding, LLC	2877 Paradise Road	# 3002	Las Vegas, NV 89109	882,353			882,353	
					912,674	62,500	-	975,174	6.70%
TOTAL Shares Outstanding					14,486,096	7,049,075	0	21,535,171	100.00%

MidCountry Financial Corp.

RSSD: 3839902

Report Item 4: Insiders

The information in this section is supplied directly by MidCountry Financial Corp., is prepared in conformance with the instructions issued by the Federal Reserve System, and is true and correct to the best of MidCountry's knowledge and belief. To the extent information regarding individuals is included on this page or in a particular section, MidCountry Financial Corp. certifies that it has the authority to provide this information to the Federal Reserve and authority, on behalf of each individual, to consent or object to public release of information regarding that individual.

Form FR Y-6
MidCountry Financial Corp.
Fiscal Year Ending December 31, 2017

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company*	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Richard W. Carpenter Concord, GA, USA	Retired	Lead Independent Director	N/A	* Director (Columbia Property Trust, Inc.)	2.49%	None	N/A
C. Lee Ellis Montgomery, AL, USA	Retired	Director	N/A	N/A	0.06%	None	N/A
Robert F. Hatcher Macon, GA, USA	N/A	Chairman of the Board and Vice President of Strategic and Capital Planning	* Chairman of the Board (MidCountry Bank) * Chairman of the Board (Pioneer Financial Services, Inc.)	* President/Director (Georgia Pine Level Foundation) * Owner (Robert F. Hatcher LLC) * Trustee (Robert F. Hatcher Trust U/W Josephine S. Hatcher) * Director and Chairman (H2 Capital, Inc.) * Managing Member (H2 Transportation LLC) * Limited Partner (Hunters Run Apartments, LLC) * Owner/Member (H2 Company) * General Partner (Hatcher Investments) * Limited Partner (NanoMist)	6.62%	None	* Robert F. Hatcher LLC (90%) * H2 Capital, Inc. (51%) * H2 Transportation LLC (82%) * H2 Company (50%)
Robert F. Hatcher, Jr. Macon, GA, USA	President and CEO, Nanomist	Director	N/A	* General Partner (Hatcher Investments, Ltd) * Trustee (Robert F. Hatcher, Jr. Family Trust) * Trustee (Robert Felton Hatcher, III Trust dtd 12-01-97) * Trustee (Jane Kauffman Hatcher Trust dtd 03-01-99) * President and CEO (H2 Capital, Inc.) * Managing Member (Hunter's Run Apartments, LLC) * Trustee (Robert F. Hatcher Life Insurance Trust) * Chairman of the Board of Managers (NanoMist Systems, LLC) * Chairman of Sole Member (NanoMist BioTechnologies, LLC) * General Partner of Sole Member (Big Water Point, LLC) * Sole Member (H2 Consulting, LLC) * Sole Member (H2 Construction, LLC) * General Partner (H3K, LLP) * Member (H2 Transportation, LLC)	0.74%	None	* Hatcher Investments, Ltd (30.48%) * H2 Capital, Inc. (49%) * H2 Consulting, LLC (100%) * H2 Construction, LLC (100%)
John D. Hemmings Montgomery, AL, USA	Senior Vice President, Investments, Alfa Mutual Insurance Co.	Director	N/A	* Senior Vice President, Investments (Alfa Mutual Insurance Co.)	0.00%	None	N/A
Sherry A. Kellett Clyde, NC, USA	Retired	Director	N/A	* Director (Highwoods Properties, Inc.) * Director, President and Treasurer (Harry D. Kellett, Inc.) * Member (Horsefork LLC)	0.13%	None	* Harry D. Kellett, Inc. (25%) * Horsefork LLC (50%)
James R. Lientz Atlanta, GA, USA	Partner, Safe Harbor Consulting	Director	N/A	* Partner (Safe Harbor Consulting) * Director (Invesco Mortgage Capital, Inc.) * Director (Georgia Banking Company) * Director (Diversified Trust Company) * Director (Brand Group Holdings, Inc.)	0.04%	None	N/A
Michael W. Rowell Montgomery, AL, USA	Senior Vice President and Chief Information Officer, Alfa Mutual Insurance Co.	Director	N/A	* Senior Vice President and Chief Information Officer (Alfa Mutual Insurance Co.) * President (Enterprise Technologies LLC)	0.00%	None	* Enterprise Technologies LLC (50%)
Stephen G. Rutledge Montgomery, AL, USA	Executive Vice President, Operations, Alfa Mutual Insurance Co.	Director	N/A	* Executive Vice President, Operations * Alfa Mutual Insurance Co.)	52.71%**	None	N/A

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company*	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Timothy L. Stanley Greenville, SC, USA	N/A	Director, President and CEO	<ul style="list-style-type: none"> * Chairman of the Board (Heights Finance Corporation, Illinois) * Chairman of the Board (Heights Finance Corporation, Tennessee) * Chairman of the Board (Heights Finance Funding Corp.) * Chairman of the Board (Heights Finance Holding Co.) * President (Macon Transportation LLC) * President and CEO (Pioneer Financial Services, Inc.) * President (Pioneer Funding, Inc.) * President (Pioneer Services Sales Finance, Inc.) 	N/A	1.53%	None	N/A
Kevin S. Wilder Knoxville, TN, USA	Assistant Vice President - Investment Manager, Clayton HC, Inc.	Director	N/A	* Assistant Vice President - Investment Manager (Clayton HC, Inc.)	0.00%	None	N/A
Timothy W. Williams Knoxville, TN, USA	President and CEO, 21st Mortgage Corporation	Director	N/A	<ul style="list-style-type: none"> * President and CEO (21st Mortgage Corporation) * Director (Clayton Bank and Trust) * Director (ChoiceData Consumer Services) * Director (Apex Bank) * Partner (Evergreen Services, LLC) * Partner (FAST, LLC) * Owner (TJR, LLC) * Owner (CRW) 	0.59%	None	<ul style="list-style-type: none"> * Evergreen Services, LLC (58%) * FAST, LLC (50%) * TJR, LLC (53%) * CRW (43%)
Stanley L. Butler Peoria, IL, USA	N/A	N/A	<ul style="list-style-type: none"> * President and CEO (Heights Finance Corporation, Illinois) * President and CEO (Heights Finance Corporation, Tennessee) * President and CEO (Heights Finance Funding Corp.) * President and CEO (Heights Finance Holding Co.) * President (Heights Reinsurance, Ltd.) 	N/A	0.15%	None	N/A
Roy D. Jones Greenville, SC, USA	N/A	Executive Vice President and Chief Financial Officer	N/A	N/A	0.00%	None	N/A
Alison N. LaBruyere Greenville, SC, USA	N/A	Executive Vice President, Secretary, and General Counsel	<ul style="list-style-type: none"> * Assistant Secretary (Heights Finance Corporation, Illinois) * Assistant Secretary (Heights Finance Corporation, Tennessee) * Assistant Secretary (Heights Finance Funding Corp.) * Assistant Secretary (Heights Finance Funding Co.) * Secretary (Heights Reinsurance, Ltd.) * Vice President and Secretary (Macon Transportation LLC) * Executive Vice President, Secretary and General Counsel (MidCountry Bank) * Secretary (MidCountry Equipment Finance, Inc.) * Secretary (MidCountry Insurance Agency, Inc.) * Secretary (MidCountry Insurance Services, Inc.) * Secretary (MidCountry Investments, Inc.) * Secretary (Pioneer Financial Services, Inc.) * Secretary (Pioneer Funding, Inc.) * Secretary (Pioneer Services Corp.) * Secretary (Pioneer Services Sales Finance, Inc.) 	N/A	0.08%	None	N/A
Sandra E. Laughlin Atlanta, GA, USA	N/A	Executive Vice President, Chief Risk Officer, and Corporate Compliance Officer	* Executive Vice President and Corporate Compliance Officer (MidCountry Bank)	N/A	0.02%	None	N/A
Steven W. Meads Bloomington, MN, USA	N/A	N/A	<ul style="list-style-type: none"> * President and CEO (MidCountry Bank) * President and CEO (MidCountry Equipment Finance, Inc.) * President (MidCountry Insurance Agency, Inc.) * President (MidCountry Insurance Services, Inc.) 	N/A	0.44%	None	N/A

*Includes options, warrant or other securities or rights that can be converted into or exercised for voting securities. Percentage contemplates that only the holder converts or exercises.

**Represents security interests held by Alfa Mutual Insurance Company and Alfa Mutual Fire Insurance Company