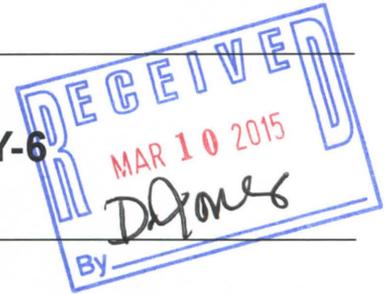


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

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.

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

December 31, 2014

Month / Day / Year

N/A

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

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

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)

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.

Person to whom questions about this report should be directed:

Angela L. Cooner SVP, General Counsel

Name Title

334-613-4508

Area Code / Phone Number / Extension

334-612-5120

Area Code / FAX Number

acooner@alfains.com

E-mail Address

www.alfains.com

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

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

Signature of Holding Company Director and Official

2/24/2015

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

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

For Federal Reserve Bank Use Only

RSSD ID 3846263

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, 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
2/24/2015
 Date of Signature

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

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

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
 Month / Day / Year
N/A
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
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:
Angela L. Cooner SVP, General Counsel
 Name Title
334-613-4508
 Area Code / Phone Number / Extension
334-612-5120
 Area Code / FAX Number
acooner@alfains.com
 E-mail Address
www.alfains.com
 Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

See Report Item 2a

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

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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, 2014

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

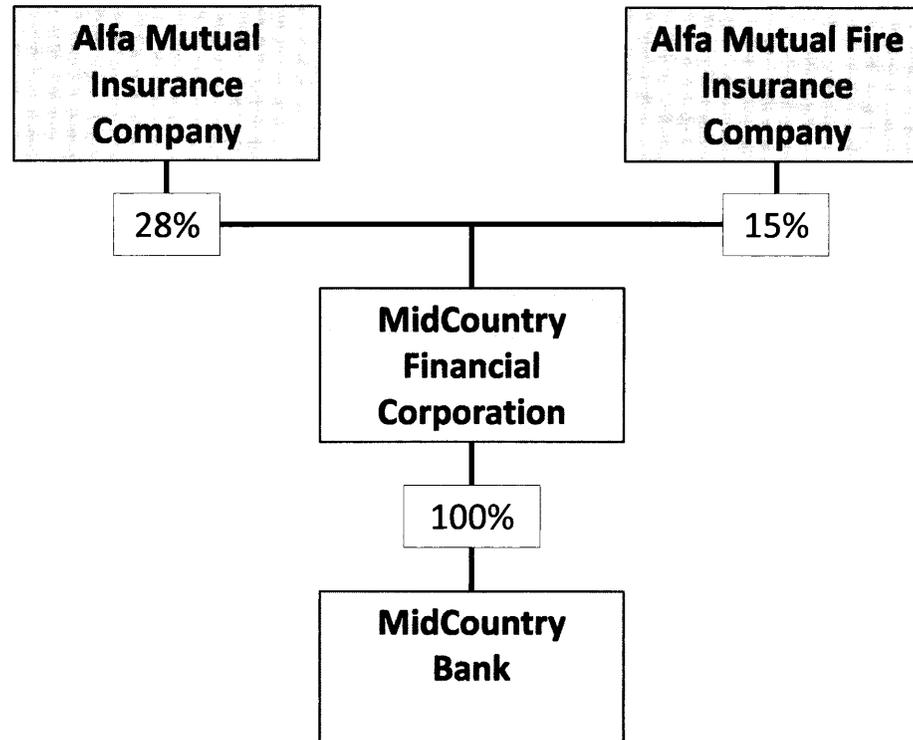
2. Alfa Mutual Fire Insurance Company (Alfa Mutual Fire)
2108 East South Boulevard
Montgomery, AL 36116

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

Form FR Y-6
Alfa Mutual Insurance Company
Alfa Mutual Fire Insurance Company
Fiscal Year Ending December 31, 2014



FORM FR Y-6

ALFA MUTUAL INSURANCE COMPANY **RSSD: 3846263**
ALFA MUTUAL FIRE INSURANCE COMPANY **RSSD: 3846311**
MONTGOMERY, ALABAMA
FISCAL YEAR ENDING DECEMBER 31, 2014

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, 2014

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
Paul Looney Athens, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Looney Farms, LLC

Waymon Buttram Crossville, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner	None	None	None
Don Allison Arley, AL USA	Farmer	Director	N/A	Farmer/ Owner See (4)(c)	None	None	Greenfield Farms
Joe Roberts Fayette, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Roberts Farm
Dell Hill Alpine, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Selwood Farm
Richard Edgar Deatsville, AL USA	Farmer	Director, County President	N/A	Farmer/ Owner See (4)(c)	None	None	Edgar Farms
Dan Robertson Uniontown, 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
Carl Sanders Brundidge, 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
S. Steve Dunn 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 in 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

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
MidCountry Investments, Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Bank	Minnesota
Pioneer Financial Services, Inc.	4700 Belleview Avenue, Suite 300 Kansas City, MO 64112	100% owned by MCFC	Missouri
Pioneer Services Sales Finance, Inc.	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Nevada
Pioneer Military Insurance Company	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Nevada
Pioneer Funding, Inc.	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Nevada
PSLF, Inc.	3240 East Tropicana Avenue Las Vegas, NV 89121	100% owned by Pioneer Financial Services, Inc.	Missouri
Heights Finance Holding Co.	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by MCFC	Nevada
Heights Finance Corporation	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by Heights Finance Holding Co.	Illinois
Heights Finance Funding Co.	7707 North Knoxville Ave Suite 201 Peoria, IL 616142014	100% owned by Heights Finance Holding Co.	Nevada
Heights Finance Corporation	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
MidCountry Holding, LLC	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Georgia
Insurance Planners Agency of Hutchinson, Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Insurance Services, Inc.	Minnesota
Macon Transportation, LLC	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Georgia
CB Realty Holdings, LLC	201 Second Street, Suite 950 Macon, GA 31201	100% owned by MCFC	Illinois
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 Insurance Services, Inc.	Olympic Place 7825 Washington Avenue South, Suite 120 Bloomington, MN 55439	100% owned by MidCountry Bank	Minnesota

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*	Popular Name	Street Address	City	State	Zip Code	County	Country
1	Full Service (Head Office)	3971	MIDCOUNTRY BANK	2611 BLUE HERON DRIVE	MARION	IL	62959	WILLIAMSON	UNITED STATES
2	Full Service	4472548	BENTON BRANCH	605 WEST MAIN STREET	BENTON	IL	62812	FRANKLIN	UNITED STATES
3	Full Service	3258222	CARBONDALE BRANCH	925 WEST MAIN STREET	CARBONDALE	IL	62901	JACKSON	UNITED STATES
4	Full Service	362249	JOHNSTON CITY FACILITY	101 WEST BROADWAY BOULEVARD	JOHNSTON CITY	IL	62951	WILLIAMSON	UNITED STATES
5	Full Service	3042869	MARION BRANCH	1702 WEST BOULEVARD	MARION	IL	62959	WILLIAMSON	UNITED STATES
6	Full Service	417943	METROPOLIS OFFICE	522 MARKET STREET	METROPOLIS	IL	62960	MASSAC	UNITED STATES
7	Full Service	386843	MOUNDS BRANCH	100 SOUTH OAK STREET	MOUNDS	IL	62964	PULASKI	UNITED STATES
8	Full Service	2718925	MOUNT VERNON BRANCH	2929 WEST BROADWAY	MOUNT VERNON	IL	62864	JEFFERSON	UNITED STATES
9	Full Service	2299648	APPLE VALLEY OFFICE	14994 GLAZIER AVENUE	APPLE VALLEY	MN	55124	DAKOTA	UNITED STATES
10	Full Service	4167031	BUFFALO BRANCH	305 10TH AVENUE SOUTH	BUFFALO	MN	55313	WRIGHT	UNITED STATES
11	Full Service	2299684	GLENCOE OFFICE	1002 GREELEY AVENUE NORTH	GLENCOE	MN	55336	MCLEOD	UNITED STATES
12	Full Service	2299639	HASTINGS OFFICE	1320 SOUTH FRONTAGE ROAD	HASTINGS	MN	55033	DAKOTA	UNITED STATES
13	Full Service	4165608	HUTCHINSON DOWNTOWN BRANCH	201 MAIN ST SOUTH	HUTCHINSON	MN	55350	MCLEOD	UNITED STATES
14	Limited	2299723	SOUTH OFFICE	905 HIGHWAY 15 SOUTH	HUTCHINSON	MN	55350	MCLEOD	UNITED STATES
15	Full Service	2299657	INVER GROVE HEIGHTS OFFICE	6605 CAHILL AVENUE EAST	INVER GROVE HEIGHTS	MN	55076	DAKOTA	UNITED STATES
16	Full Service	2299666	LITCHFIELD OFFICE	501 NORTH SIBLEY AVENUE	LITCHFIELD	MN	55355	MEEKER	UNITED STATES
17	Full Service	2607346	MINNETONKA OFFICE	14617 HIGHWAY 7	MINNETONKA	MN	55345	HENNEPIN	UNITED STATES
18	Full Service	3070394	SAINT CLOUD OFFICE	1113 WEST ST. GERMAIN STREET	SAINT CLOUD	MN	56301	STEARNS	UNITED STATES
19	Full Service	4165644	SHOREWOOD BRANCH	23800 HIGHWAY 7	SHOREWOOD	MN	55331	HENNEPIN	UNITED STATES
20	Full Service	2299705	WACONIA OFFICE	200 EAST FRONTAGE ROAD	WACONIA	MN	55387	CARVER	UNITED STATES
22	Full Service	2299714	WINTHROP OFFICE	122 EAST 2ND STREET	WINTHROP	MN	55396	SIBLEY	UNITED STATES
23	Full Service	4165617	LAS VEGAS BRANCH	3240 EAST TROPICANA AVENUE	LAS VEGAS	NV	89121	CLARK	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, 2014)

Name	Address 1	Address 2	City State ZIP	Converted to Common			Total Voting Shares	Percent Voting Ownership
				Common Shares	Preferred Series A-1	Exercisable Options		
Aifa	Aifa Mutual Insurance Company		Montgomery	3,732,862	2,437,500	-	6,170,362	37.95%
Aifa	Aifa Mutual Fire Insurance Company		Montgomery	2,010,001	1,312,500	-	3,322,501	21.95%
				<u>5,742,863</u>	<u>3,750,000</u>	<u>-</u>	<u>9,492,863</u>	<u>54.03%</u>
Clayton	BF3, LP		Knoxville, TN	100,000	-	-	100,000	
Clayton	James L. Clayton		Knoxville, TN	966,127	750,000	6,000	1,722,127	
				<u>1,066,127</u>	<u>750,000</u>	<u>6,000</u>	<u>1,822,127</u>	<u>12.50%</u>
Coliseum	Coliseum Capital Partners, LP		Stamford, CT	312,758	484,150	-	796,908	5.57%
Hatcher	SunTrust Bank Trustee, Georgia Pine Level Foundation, Inc.		Atlanta, GA	109,556	52,250	-	161,806	
Hatcher	Robert F. Hatcher		Macon, GA	309,142	76,750	167,500	553,392	
Hatcher	Georgia W. Hatcher		Macon, GA	15,000	-	-	15,000	
Hatcher	Robert F. Hatcher Trust UWO Josephine Stetson Hatcher		Macon, GA	17,727	31,250	-	48,977	
Hatcher	SunTrust Bank Trustee Robert F. Hatcher IRA dated July 2,		Macon, GA	69,632	52,250	-	121,882	
Hatcher	H2 Company, LLC		Atlanta, GA	25,000	-	-	25,000	
				<u>546,057</u>	<u>212,500</u>	<u>167,500</u>	<u>926,057</u>	<u>6.52%</u>
Sullivan	The William Donald Sullivan Revocable Trust "A"		Las Vegas, NV LLC	29,412	-	-	29,412	
Sullivan	Wm. D. Sullivan Family Investment Group, LLC		Kansas City, MO LLC	909	62,500	-	63,409	
Sullivan	SFMC Holding, LLC		Las Vegas, NV LLC	882,353	-	-	882,353	
				<u>912,674</u>	<u>62,500</u>	<u>-</u>	<u>975,174</u>	<u>7.02%</u>
TOTAL Shares Outstanding				13,821,070	7,049,075	6,576	20,876,721	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.

Name	City and State	Principal Occupation if Other than MCFC	Title and Position with MCFC	Title and Position with Subsidiaries	Title and Position with Other Businesses	Percentage of Securities in MCFC**	Percentage of Securities in Subsidiaries	Other Companies if 25% or more of voting securities are held
Richard C. Carpenter	Concord, GA	Retired	Chairman of the Board	Director, MidCountry Bank	n/a	2.57%	n/a	n/a
James L. Clayton	Knoxville, TN	Banking Executive	Director	Director, MidCountry Bank	Chairman of the Board, Clayton Bancorp.	13.31%	n/a	Clayton Bancorp. (100%)
C. Lee Ellis	Montgomery, AL	Retired	Director	Director, MidCountry Bank	n/a	0.01%	n/a	n/a
Robert F. Hatcher	Macon, GA	n/a	Director, President and CEO	Chairman of the Board, MidCountry Bank; Chairman of the Board Pioneer Financial Services, Inc.; Director, Heights Finance Holding Co.	n/a	6.83%	n/a	Robert F. Hatcher LLC (90%); H2 Capital (51%); H2 Transportation LLC (72%); H2 RE II LLC (66%); H2 Company (50%)
Robert F. Hatcher, Jr.	Macon, GA	Entrepreneur	Director	Director, MidCountry Bank	Chairman Board of Managers, Nanomist President, CEO, Director, H2 Capital, Inc.	0.81%	n/a	See Attachment
Carol A. Jackson	Atlanta, GA	Retired	Director	Director, MidCountry Bank	n/a	0.35%	n/a	n/a
Sherry A. Kellett	Clyde, NC	Retired	Director	Director, MidCountry Bank	n/a	0.16%	n/a	Harry D. Kellett, Inc. (25%); Horse Fork LLC (50%)
James R. Lientz	Atlanta, GA	Consultant	Director	Director, MidCountry Bank	Partner, Safe Harbor Consulting	0.03%	n/a	n/a
Stephen G. Rutledge	Montgomery, AL	Insurance Executive	Director	Director, MidCountry Bank	COO, Alfa Mutual Insurance Co.	56.46%	n/a	n/a
William D. Underwood	Macon, GA	College Administrator	Director	Director, MidCountry Bank	President and CEO, Mercer University	2.77%	n/a	n/a
Timothy W. Williams	Knoxville, TN	Finance Executive	Director	Director, MidCountry Bank	President and CEO, 21st Mortgage Corporation	0.62%	n/a	Evergreen Services, LLC (51%); FAST, LLC (50%); TJR, LLC; CRW, LLC

Name	City and State	Principal Occupation if Other than MCFC	Title and Position with MCFC	Title and Position with Subsidiaries	Title and Position with Other Businesses	Percentage of Securities in MCFC**	Percentage of Securities in Subsidiaries	Other Companies if 25% or more of voting securities are held
Stanley L. Butler	Peoria, IL	n/a	n/a	Chief Operating Officer, Heights Finance Corporation	n/a	0.10%	n/a	n/a
Darren Cantlay	Atlanta, GA	n/a	Chief Financial Officer		n/a	0.00%	n/a	n/a
Alison N. LaBruyere	Atlanta, GA	n/a	Executive Vice President and General Counsel, MCFC	Director, Heights Finance Holding Co.; Executive Vice President and General Counsel, MidCountry Bank	n/a	0.04%	n/a	n/a
Sandra E. Laughlin	Atlanta, GA	n/a	Senior Vice President and Chief Risk Officer, MCFC		n/a	0.00%	n/a	n/a
Steven W. Meads	Bloomington, MN	n/a	n/a	President and CEO, MidCountry Bank	n/a	0.27%	n/a	n/a
Timothy L. Stanley	Greenville, SC	n/a	Chief Operating Officer	CEO and Director, Pioneer Financial Services, Inc.; President and CEO, Heights Finance Corporation	n/a	1.25%	n/a	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.

Robert F. Hatcher, Jr. (Robbo)
MidCountry Reg O Questionnaire Response

as-of December, 2014

			RFHJr. Direct Ownership
2 Hatcher Investments, Ltd	Macon, GA 31201	General Partner, Limited Partner	30.48%
Robert F. Hatcher, Jr. Family Trust	Macon, GA 31201	Trustee	
Robert Felton Hatcher, III Trust dtd 12-01-97	Macon, GA 31201	Trustee	
Jane Kauffman Hatcher Trust dtd 03-01-99	Macon, GA 31201	Trustee	
H2 Capital, Inc.	Macon, GA 31201	President, CEO, Bd. Of Directors	49%
H2-RE1, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner	
Hunter's Run Apartments, LLC	Macon, GA 31201	Managing Member	
H2-RE2, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner	
Robert F. Hatcher Life Insurance Trust	Macon, GA 31201	Trustee	
NanoMist Systems, LLC	Macon, GA 31208	Chairman, Bd. Of Managers	
Big Water Point, LLC	Macon, GA 31201	G.P. of Sole Member	
H2 Consulting, LLC	Macon, GA 31201	Sole Member	100%
H2 Construction, LLC	Macon, GA 31201	Sole Member	100%
H3K, LLLP	Macon, GA 31201	General Partner	
H2 Transportation, LLC	Macon, GA 31201	Member	18%
3 H2 Capital, Inc.	Macon, GA 31201	President, CEO, Bd. Of Directors	
NanoMist Systems, LLC	Macon, GA 31208	Chairman, Bd. Of Managers	
4 H2 Transportation, LLC	Macon, GA 31201	Member	
Hatcher - Kauffman Investments, LLLP	Macon, GA 31201	General Partner	
Hatcher Investments, Ltd	Macon, GA 31201	General Partner, Limited Partner	
Robert F. Hatcher, Jr. Family Trust	Macon, GA 31201	Trustee	
Robert Felton Hatcher, III Trust dtd 12-01-97	Macon, GA 31201	Trustee	
Jane Kauffman Hatcher Trust dtd 03-01-99	Macon, GA 31201	Trustee	
H2 Capital, Inc.	Macon, GA 31201	President, CEO, Bd. Of Directors	
H2-RE1, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner	
Hunter's Run Apartments, LLC	Macon, GA 31201	Managing Member	
H2-RE2, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner	
Robert F. Hatcher Life Insurance Trust	Macon, GA 31201	Trustee	
NanoMist Systems, LLC	Macon, GA 31208	Chairman, Bd. Of Managers	
Big Water Point, LLC	Macon, GA 31201	G.P. of Sole Member	
H2 Consulting, LLC	Macon, GA 31201	Sole Member	
H2 Construction, LLC	Macon, GA 31201	Sole Member	
H3K, LLLP	Macon, GA 31201	General Partner	

Robert F. Hatcher, Jr. (Robbo)
MidCountry Reg O Questionnaire Response

as-of December, 2014

5 Hatcher Investments, Ltd	Macon, GA 31201	General Partner, Limited Partner
Robert F. Hatcher, Jr. Family Trust	Macon, GA 31201	Trustee
Robert Felton Hatcher, III Trust dtd 12-01-97	Macon, GA 31201	Trustee
Jane Kauffman Hatcher Trust dtd 03-01-99	Macon, GA 31201	Trustee
H2 Capital, Inc.	Macon, GA 31201	President, CEO, Bd. Of Directors
H2-RE1, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner
Hunter's Run Apartments, LLC	Macon, GA 31201	Managing Member
H2-RE2, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner
Robert F. Hatcher Life Insurance Trust	Macon, GA 31201	Trustee
NanoMist Systems, LLC	Macon, GA 31208	Chairman, Bd. Of Managers
Big Water Point, LLC	Macon, GA 31201	G.P. of Sole Member
H2 Consulting, LLC	Macon, GA 31201	Sole Member
H2 Contruction, LLC	Macon, GA 31201	Sole Member
H3K, LLLP	Macon, GA 31201	General Partner
6 Hatcher Investments, Ltd	Macon, GA 31201	General Partner, Limited Partner
Robert F. Hatcher, Jr. Family Trust	Macon, GA 31201	Trustee
Robert Felton Hatcher, III Trust dtd 12-01-97	Macon, GA 31201	Trustee
Jane Kauffman Hatcher Trust dtd 03-01-99	Macon, GA 31201	Trustee
H2-RE1, LLLP	Macon, GA 31201	General Partner, G.P. of Limited Partner
Hunter's Run Apartments, LLC	Macon, GA 31201	Managing Member
Robert F. Hatcher Life Insurance Trust	Macon, GA 31201	Trustee
Big Water Point, LLC	Macon, GA 31201	G.P. of Sole Member
H2 Consulting, LLC	Macon, GA 31201	Sole Member
H2 Contruction, LLC	Macon, GA 31201	Sole Member
H3K, LLLP	Macon, GA 31201	General Partner