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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

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, 2015

Month / Day / Year

N/A

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

I, Rex K. Entsminger

Name of the Holding Company Director and Official

President & Director

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Alpine Bancorporation, Inc.

Legal Title of Holding Company

600 South State Street

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

Belvidere

IL

61008

City

State

Zip Code

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.

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Rex Entsminger

President & Director

Name

Title

815-231-1760

Area Code / Phone Number / Extension

815-231-1690

Area Code / FAX Number

rex.entsminger@bankalpine.com

E-mail Address

www.bankalpine.com

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

Signature of Holding Company Director and Official

02/29/2016

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.

1130098

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."

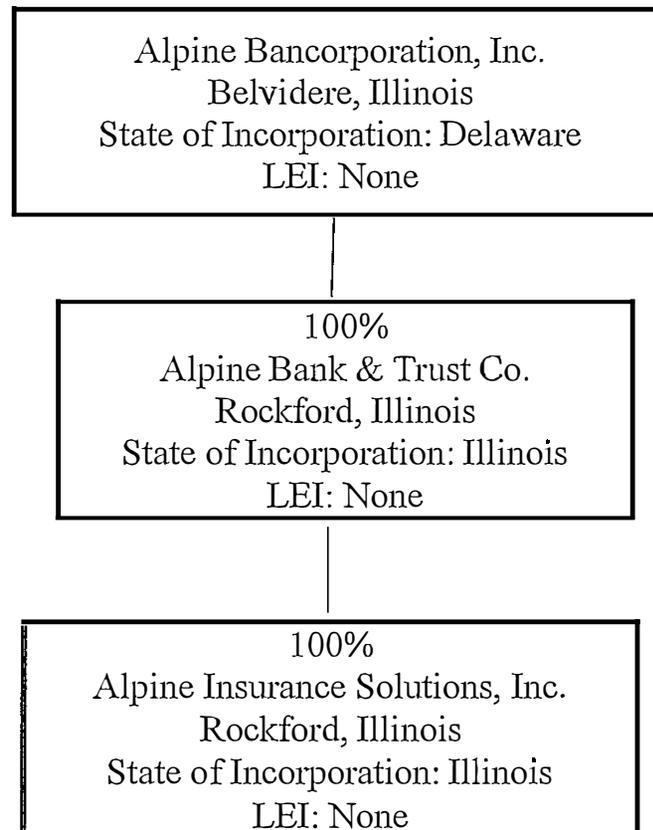
No

Report Item 2(a):

FORM FR-Y6

ALPINE BANCORPORATION, INC.
Belvidere, IL
Fiscal Year Ending December 31, 2015

ORGANIZATION CHART



Result: A list of branches for your holding company: **ALPINE BANCORPORATION, INC. (1130098) of BELVIDERE, IL.**
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

Reconciliation and Verification Steps

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

Actions

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

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

Submission Procedure

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

Note:

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

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

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|--------------------------------------|---------------------------|----------------|-------|----------|-----------|---------------|--------------|----------------|-------------------------|----------------------|----------|
| OK | | Full Service (Head Office) | 813947 | ALPINE BANK & TRUST CO. | 1700 NORTH ALPINE ROAD | ROCKFORD | IL | 61107 | WINNEBAGO | UNITED STATES | 12434 | 0 | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Limited Service | 3657487 | 1500 EAST AVENUE OFFICE | 1500 EAST AVENUE | BELVIDERE | IL | 61008 | BOONE | UNITED STATES | 466586 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 3609105 | 1988 GATEWAY CENTER DRIVE OFFICE | 1988 GATEWAY CENTER DRIVE | BELVIDERE | IL | 61008 | BOONE | UNITED STATES | 453178 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 374934 | BELVIDERE OFFICE | 600 SOUTH STATE STREET | BELVIDERE | IL | 61008 | BOONE | UNITED STATES | 578 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Limited Service | 3693524 | BLUE THUNDER BRANCH | 9393 BELOIT ROAD | BELVIDERE | IL | 61008 | BOONE | UNITED STATES | 470530 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Limited Service | 2087505 | LOGAN AVENUE OFFICE | 311 LOGAN AVENUE | BELVIDERE | IL | 61008 | BOONE | UNITED STATES | 186596 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 2084880 | NORTH STATE STREET DRIVE-UP FACILITY | 1425 NORTH STATE STREET | BELVIDERE | IL | 61008 | BOONE | UNITED STATES | 186597 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 825230 | 306 WEST MAIN STREET OFFICE | 306 WEST MAIN STREET | KIRKLAND | IL | 60146 | DEKALB | UNITED STATES | 11197 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 3528934 | LOVES PARK BRANCH | 1810 HARLEM ROAD | LOVES PARK | IL | 61111 | WINNEBAGO | UNITED STATES | 245652 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 2354565 | MACHESNEY BRANCH | 613 HARLEM ROAD | MACHESNEY PARK | IL | 61115 | WINNEBAGO | UNITED STATES | 253006 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 3512401 | CHARLES STREET LOGLI BRANCH | 2642 CHARLES STREET | ROCKFORD | IL | 61108 | WINNEBAGO | UNITED STATES | 357856 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 520030 | CHERRY VALLEY OFFICE | 1972 PAWLISCH DRIVE | ROCKFORD | IL | 61112 | WINNEBAGO | UNITED STATES | 14889 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 3528925 | EAST STATE LOGLI | 6410 EAST STATE STREET | ROCKFORD | IL | 61108 | WINNEBAGO | UNITED STATES | 357855 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Limited Service | 2315379 | MILL ROAD BRANCH | 233 NORTH MILL ROAD | ROCKFORD | IL | 61107 | WINNEBAGO | UNITED STATES | 245651 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 2080743 | ROCKFORD FACILITY | 6838 EAST STATE STREET | ROCKFORD | IL | 61108 | WINNEBAGO | UNITED STATES | 253005 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 2098300 | SPRING CREEK FACILITY | 2218 NORTH MULFORD ROAD | ROCKFORD | IL | 61107 | WINNEBAGO | UNITED STATES | 245650 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Limited Service | 3918889 | WESLEY WILLOWS BRANCH | 4142 JOHNS FARM ROAD | ROCKFORD | IL | 61101 | WINNEBAGO | UNITED STATES | 493057 | | ALPINE BANK & TRUST CO. | 813947 | |
| OK | | Full Service | 3691267 | ROSCOE BRANCH | 5023 ROCKROSE COURT | ROSCOE | IL | 61073 | WINNEBAGO | UNITED STATES | 470114 | | ALPINE BANK & TRUST CO. | 813947 | |

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ALPINE BANCORPORATION, INC.
Belvidere, IL
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

| Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as of</u> fiscal year ending 12-31-2015 | | | Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote <u>during</u> the fiscal year ending 12-31-2015 | | |
|--|---|--|---|---|---|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
| Hugh K. Funderburg Rockford, IL | USA | 1,372,500 Common Stock 16.19% | N/A | N/A | N/A |
| Alex D. Funderburg Rockford, IL | USA | 1,053,450 Common Stock 12.43% | | | |
| R. Robert Funderburg, Jr. Rockford, IL | USA | 1,108,200 Common Stock 13.08% | | | |
| R. Robert Funderburg 1992 GST Exemption Trust Rockford, IL | USA | 948,000 Common Stock 11.18% | | | |
| R. Robert Funderburg 5/11/90, TUA Rockford, IL | USA | 637,650 Common Stock 7.53% | | | |
| Alice Illes Funderburg Trust dtd 6/1/61 Rockford, IL | USA | 521,850 Common Stock 6.16% | | | |

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ALPINE BANCORPORATION, INC.
Belvidere, Illinois
Fiscal Year Ending December 31, 2015

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

| (1) | (2) | (3)(a) | (3)(b) | (3)(c) | (4)(a) | (4)(b) | (4)(c) |
|--|--|--|--|---|---|---|---|
| Names & Address (City, State, Country) | Principal Occupation if other than with Bank Holding Company | Title & Position with Bank Holding Company | Title & Position with Subsidiaries (include names of subsidiaries) | Title & Position with Other Businesses (include names of other businesses) | Percentage of Voting Securities in Bank Holding Company | Percentage of Voting Securities in Subsidiaries (include names of subsidiaries) | 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) |
| Larry H. Beckmann Rockford, IL, USA | Retired Manufacturing Executive | Director | Alpine Bank Director | N/A | 0.48% | None | N/A |
| R. Robert Funderburg, Jr. Rockford, IL, USA | As Shown | Chairman/Director | Alpine Bank Chairman/ Director | Funderburg Farms, Inc K-B Farms Inc President/Director DareCloud Development, Inc Alpine Office Center Partner | 13.08% | None | DareCloud Development, Inc 100% |
| James L. Gingrich Winnebago, IL, USA | Retired Manufacturing Executive | Director | Alpine Bank Director | N/A | 0.19% | None | N/A |
| James A. Grenlund Capron, IL, USA | Farmer | Director | None | N/A | 0.18% | None | N/A |
| Rex K. Entsminger Rockford, IL, USA | Bank Executive | President & Director | Alpine Bank EVP | N/A | 0.77% | None | N/A |
| Raymond M. Porter Rockford, IL, USA | Retired Manufacturing Executive | Director | Alpine Bank Director | N/A | 0.30% | None | N/A |
| Curtis R. Tobin II Belvidere, IL, USA | Attorney | Director | Alpine Bank Director | Tobin & Robin Partner | 0.29% | None | Tobin & Ramon 60% |
| Edith Watts Belvidere, IL, USA | Retired Bank Executive | Director | None | N/A | 0.03% | None | N/A |
| William C. Roop Rockford, IL, USA | Bank Executive | EVP/COO & Director | Alpine Bank President/Director | N/A | 0.76% | None | N/A |

Report Item 4: Insiders

(1)(a)(b)(c) and (2)(a)(b)(c)

| (1) | (2) | (3)(a) | (3)(b) | (3)(c) | (4)(a) | (4)(b) | (4)(c) |
|--|--|--|--|--|---|---|---|
| Names & Address (City, State, Country) | Principal Occupation if other than with Bank Holding Company | Title & Position with Bank Holding Company | Title & Position with Subsidiaries (include names of subsidiaries) | Title & Position with Other Businesses (include names of other businesses) | Percentage of Voting Securities in Bank Holding Company | Percentage of Voting Securities in Subsidiaries (include names of subsidiaries) | 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) |
| Frank J. Wehrstein Rockford, IL, USA | Real Estate Broker | Director | None | Dickerson & Nieman Realtors President | 0.42% | None | Dickerson & Nieman Realtors 50% |
| Jennifer Whiteman Rockton, IL, USA | Bank Executive | Corporate Secretary | Alpine Bank EVP/CCO | N/A | 0.04% | None | N/A |
| John A. Crone Rockford, IL, USA | Bank Executive | Director | Alpine Bank SVP- TO/ Director | N/A | 1.04% | None | N/A |
| Hugh K. Funderburg II Rockford, IL, USA | Investor | Greater than 10% Investor | None | N/A | 16.19% | None | N/A |
| Alex D. Funderburg Rockford, IL, USA | Investor | Greater than 10% Investor | None | N/A | 12.43% | None | N/A |
| R. Robert Funderburg 1992 GST Exemption Trust | Trust | Greater than 10% Investor | None | N/A | 11.18% | None | N/A |