

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, Lynn B. Fuller

Name of the Holding Company Director and Official

Chief Executive Officer

Title of the Holding Company Director and Official

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

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

Signature of Holding Company Director and Official

3/17/2016

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 1206546
C.I. _____

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

December 31, 2015

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

Heartland Financial USA, Inc.

Legal Title of Holding Company

1398 Central Avenue

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

Dubuque IA 52001
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kimberly K. O'Brien SVP of Finance

Name Title

563-589-1995

Area Code / Phone Number / Extension

563-589-1951

Area Code / FAX Number

kobrien@htlf.com

E-mail Address

www.htlf.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

HEARTLAND FINANCIAL & SUBSIDIARIES

Organizational Chart

December 31, 2015

(100% owned unless indicated)

Entities located in Iowa are Incorporated in Iowa, unless otherwise noted

Entities located in Illinois are Incorporated in Illinois

Entities located in Wisconsin are Incorporated in Wisconsin, unless otherwise noted

Entities located in New Mexico are Incorporated in New Mexico, unless otherwise noted

Entities located in Arizona are Incorporated in Arizona

Entities located in Montana are Incorporated in Montana

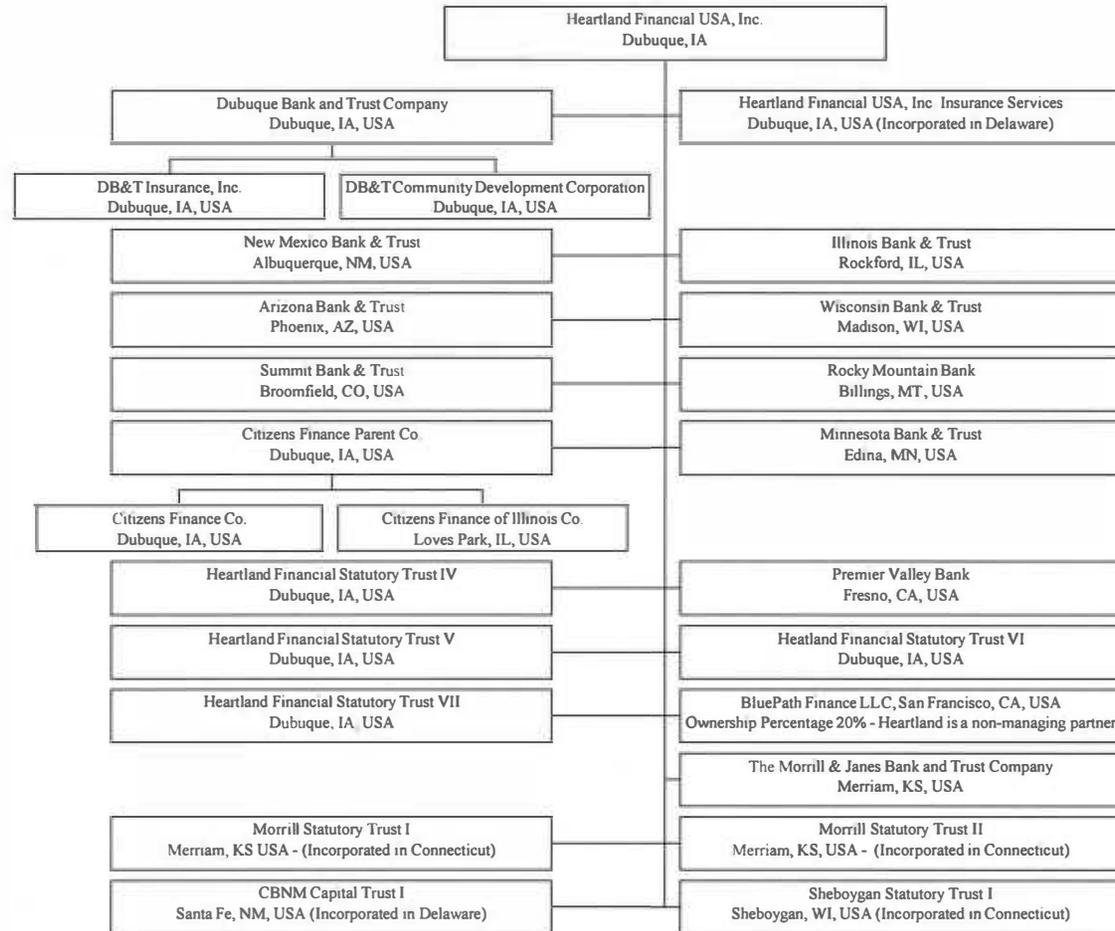
Entities located in Colorado are Incorporated in Colorado

Entities located in Minnesota are Incorporated in Minnesota

Entities located in California are Incorporated in California

Entities located in Kansas are Incorporated in Kansas, unless otherwise noted

(All entities do not have a LEI)



Results: A list of branches for your holding company: HEARTLAND FINANCIAL USA, INC. (1206546) of DUBUQUE, IA. 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) | 3187612 | ARIZONA BANK & TRUST | 2036 EAST CAMELBACK ROAD | PHOENIX | AZ | 85016 | MARICOPA | UNITED STATES | 418590 | 0 | ARIZONA BANK & TRUST | 3187612 | |
| OK | | Full Service | 3521074 | CHANDLER BRANCH | 1000 NORTH 54TH STREET | CHANDLER | AZ | 85226 | MARICOPA | UNITED STATES | 493082 | 7 | ARIZONA BANK & TRUST | 3187612 | |
| OK | | Full Service | 3621590 | CHANDLER VILLAGE BRANCH | 3471 WEST FRYE ROAD | CHANDLER | AZ | 85226 | MARICOPA | UNITED STATES | 454910 | 5 | ARIZONA BANK & TRUST | 3187612 | |
| OK | | Full Service | 3720215 | GILBERT BRANCH | 4117 SOUTH GILBERT ROAD | GILBERT | AZ | 85297 | MARICOPA | UNITED STATES | 475487 | 6 | ARIZONA BANK & TRUST | 3187612 | |
| OK | | Full Service | 4500423 | GOLD CANYON BRANCH | 6641 SOUTH KINGS RANCH ROAD | GOLD CANYON | AZ | 85118 | PINAL | UNITED STATES | Not Required | Not Required | ARIZONA BANK & TRU T | 3187612 | |
| OK | | Full Service | 3720233 | MESA BRANCH | 1331 WEST SOUTHERN AVENUE | MESA | AZ | 85202 | MARICOPA | UNITED STATES | 433526 | 2 | ARIZONA BANK & TRUS | 3187612 | |
| OK | | Full Service | 4509545 | SCOTTSDALE AIRPARK OFFICE | 7555 EAST REDFIELD AVENUE | SCOTTSDALE | AZ | 85260 | MARICOPA | UNITED STATES | 536557 | 8 | ARIZONA BANK & TRUST | 3187612 | |
| OK | | Full Service | 2131168 | TEMPE BRANCH | 980 EAST BASELINE ROAD | TEMPE | AZ | 85283 | MARICOPA | UNITED STATES | Not Required | Not Required | ARIZONA BANK & TRUST | 3187612 | |
| OK | | Full Service (Head Office) | 642549 | DUBUQUE BANK AND TRUST COMPANY | 1398 CENTRAL AVENUE | DUBUQUE | IA | 52001 | DUBUQUE | UNITED STATES | 9574 | 0 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 3518289 | CARTHAGE BRANCH | 618 MAIN STREET | CARTHAGE | IL | 62321 | HANCOCK | UNITED STATES | 44346 | 18 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 4155010 | EAST DUBUQUE BRANCH | 261 SINSINAWA AVENUE | EAST DUBUQUE | IL | 61025 | JO DAVIESS | UNITED STATES | 359051 | 21 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 3521010 | ASBURY ROAD BRANCH | 2196 HOLIDAY DRIVE | DUBUQUE | IA | 52002 | DUBUQUE | UNITED STATES | 422921 | 16 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 2088888 | GRANDVIEW BRANCH | 500 NORTH GRANDVIEW AVENUE | DUBUQUE | IA | 52001 | DUBUQUE | UNITED STATES | 233665 | 3 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 2042161 | KENNEDYMALL BRANCH | 555 JOHN F KENNEDY ROAD | DUBUQUE | IA | 52002 | DUBUQUE | UNITED STATES | 233370 | 13 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 2090519 | KEY WEST BRANCH | 2690 ROCKDALE ROAD | DUBUQUE | IA | 52003 | DUBUQUE | UNITED STATES | 233667 | 5 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Unlimited Service | 2088879 | MOTOR BANK OFFICE | 50 LORAS BOULEVARD | DUBUQUE | IA | 52001 | DUBUQUE | UNITED STATES | 233663 | 1 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 2042152 | EPWORTH BRANCH | 102 WEST MAIN STREET | EPWORTH | IA | 52045 | DUBUQUE | UNITED STATES | 218623 | 11 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 683140 | FARLEY BRANCH | 309 FIRST STREET SOUTHEAST | FARLEY | IA | 52046 | DUBUQUE | UNITED STATES | 7247 | 14 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 2153049 | HOLY CROSS BRANCH | 947 MAIN STREET | HOLY CROSS | IA | 52053 | DUBUQUE | UNITED STATES | 224392 | 15 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 3519697 | BOULEVARD BRANCH | 115 BOULEVARD ROAD | KEOKUK | IA | 52632 | LEE | UNITED STATES | 281320 | 19 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service | 481878 | KEOKUK BRANCH | 320 CONCERT STREET | KEOKUK | IA | 52632 | LEE | UNITED STATES | 43486 | 17 | DUBUQUE BANK AND TRUST COMPANY | 642549 | |
| OK | | Full Service (Head Office) | 2339900 | ILLINOIS BANK & TRUST | 6855 EAST RIVERSIDE BOULEVARD | ROCKFORD | IL | 61114 | WINNEBAGO | UNITED STATES | 56213 | 0 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 3951297 | ELIZABETH BRANCH | 151 NORTH MAIN | ELIZABETH | IL | 61028 | JO DAVIESS | UNITED STATES | Not Required | Not Required | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 552732 | 971 GEAR STREET BRANCH | 971 GEAR STREET | GALENA | IL | 61036 | JO DAVIESS | UNITED STATES | Not Required | Not Required | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 3494552 | GALENA BRANCH | 400 SOUTH MAIN STREET | GALENA | IL | 61036 | JO DAVIESS | UNITED STATES | Not Required | Not Required | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 3525652 | RT 173 BANKING CENTER BRANCH | 1515 WEST LANE ROAD | MACHESNEY PARK | IL | 61115 | WINNEBAGO | UNITED STATES | 442959 | 3 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 3711884 | ROCK FALLS BRANCH | 1609 1ST AVENUE | ROCK FALLS | IL | 61071 | WHITESIDE | UNITED STATES | 470132 | 6 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 2849548 | HARRISON BANKING CENTER | 2625 STOWMARKET AVENUE | ROCKFORD | IL | 61109 | WINNEBAGO | UNITED STATES | 290369 | 1 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 3525661 | STATE STREET BRANCH | 4048 EAST STATE STREET | ROCKFORD | IL | 61108 | WINNEBAGO | UNITED STATES | 290364 | 2 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 3642081 | SEATON BRANCH | 301 MAPLE STREET | SEATON | IL | 61476 | MERCER | UNITED STATES | 447912 | 5 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 230740 | 2403 NORTH LOCUST STREET BRANCH | 2403 NORTH LOCUST STREET | STERLING | IL | 61081 | WHITESIDE | UNITED STATES | 7484 | 4 | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service | 2103165 | STOCKTON BRANCH | 11655 US 20 EAST | STOCKTON | IL | 61085 | JO DAVIESS | UNITED STATES | Not Required | Not Required | ILLINOIS BANK & TRUST | 2339900 | |
| OK | | Full Service (Head Office) | 3686928 | MINNESOTA BANK & TRUST | 7701 FRANCE AVENUE SOUTH, SUITE 110 | EDINA | MN | 55435 | HENNEPIN | UNITED STATES | 469351 | 0 | MINNESOTA BANK & TRUST | 3686928 | |
| OK | | Full Service (Head Office) | 680354 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 6740 ANTIQOH ROAD | MERRIAM | KS | 66204 | JOHNSON | UNITED STATES | 781 | 0 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 2841449 | ATCHISON BRANCH | 734 COMMERCIAL | ATCHISON | KS | 66002 | ATCHISON | UNITED STATES | 282947 | 14 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 2292452 | HIAWATHA BRANCH | 7TH AND DELAWARE | HIAWATHA | KS | 66434 | BROWN | UNITED STATES | 259117 | 4 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 74458 | LENE A BRANCH | 10101 WOODLAND ROAD | LENEKA | KS | 66220 | JOHNSON | UNITED STATES | 11150 | 12 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 2395401 | LAKEVIEW VILLAGE BRANCH | 1705 ROOSEVELT STREET | SABETHA | KS | 66534 | NEMAHA | UNITED STATES | 223094 | 7 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 391650 | SABETHA MAIN BRANCH | 21 MAIN STREET | SABETHA | KS | 66534 | NEMAHA | UNITED STATES | 6996 | 6 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 3550793 | LEES SUMMIT FULL SERVICE BANKING OFFICE | 701 NORTHEAST LAKEWOOD BOULEVARD | LEES SUMMIT | MO | 64064 | JACKSON | UNITED STATES | 425119 | 10 | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 4512369 | NORTH KANSAS CITY BRANCH | 2301 BURLINGTON STREET, SUITE 100 | NORTH KANSAS CITY | MO | 64116 | CLAY | UNITED STATES | Not Required | Not Required | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service | 4903453 | DALLAS OFFICE | 14755 PRESTON ROAD | DALLAS | TX | 75254 | DALLAS | UNITED STATES | Not Required | Not Required | MORRILL AND JAMES BANK AND TRUST COMPANY, THE | 680354 | |
| OK | | Full Service (Head Office) | 2649122 | NEW MEXICO BANK & TRUST | 320 GOLD STREET SW | ALBUQUERQUE | NM | 87102 | BERNALILLO | UNITED STATES | 61410 | 0 | NEW MEXICO BANK & TRUST | 2649122 | |

| | | | | | | | | | | | | | | |
|--------|------------|----------------------------|---------|--|---|-----------------|----|-------|-------------|---------------|--------------|--------------|--------------------------|----------|
| OK | | Full Service | 3835137 | 4TH AND CANDILARIA OFFICE | 3701 4TH STREET NORTHWEST | ALBUQUERQUE | NM | 87101 | BERNALILLO | UNITED STATES | 481502 | 16 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3186633 | 6201 RIVERSIDE PLAZA LANE BRANCH | 6201 RIVERSIDE PLAZA LANE | ALBUQUERQUE | NM | 87120 | BERNALILLO | UNITED STATES | 362598 | 8 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3186615 | 7021 JEFFERSON STREET NORTHEAST BRANCH | 7021 JEFFERSON STREET NORTHEAST | ALBUQUERQUE | NM | 87109 | BERNALILLO | UNITED STATES | 290794 | 6 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3635270 | 9500 MONTGOMERY BOULEVARD NE BRANCH | 9500 MONTGOMERY BOULEVARD NE 4904 AIA MEGA A BOULEVARD NORTHEAST, BLDG B | ALBUQUERQUE | NM | 87111 | BERNALILLO | UNITED STATES | 445230 | 12 | NEW MEXICO BANK & TRUST | 26491221 |
| Close | 11/6/2015 | Full Service | 3671625 | ALBUQUERQUE BRANCH | ALBUQUERQUE | ALBUQUERQUE | NM | 87213 | BERNALILLO | UNITED STATES | Not Required | Not Required | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3186624 | NORTHEAST BRANCH | 3002 LOUISIANA BOULEVARD NORTHEAST | ALBUQUERQUE | NM | 87210 | BERNALILLO | UNITED STATES | 290793 | 5 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 786359 | 709 PILE STREET BRANCH | 709 PILE STREET | CLOVIS | NM | 88101 | CURRY | UNITED STATES | 1497 | 1 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 641056 | ROSS STREET BRANCH | 2009 ROSS STREET | CLOVIS | NM | 88101 | CURRY | UNITED STATES | 192200 | 4 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 2794992 | ESPAÑOLA BRANCH | 411 CARRILANE | ESPAÑOLA | NM | 87532 | RIO ARRIBA | UNITED STATES | Not Required | Not Required | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 208253 | LOS ALAMOS BRANCH | 1475 CENTRAL AVENUE | LOS ALAMOS | NM | 87544 | LOS ALAMOS | UNITED STATES | 254678 | 2 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3635298 | LOS LUNAS BRANCH | 1810 MAIN STREET NW | LOS LUNAS | NM | 87031 | VALENCIA | UNITED STATES | 446832 | 13 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3186651 | PORTALES BRANCH | 1612 E SPRUCE STREET | PORTALES | NM | 88130 | ROOSEVELT | UNITED STATES | 365663 | 9 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3186642 | 4001 SOUTHERN BOULEVARD SOUTHEAST BRANCH | 4001 SOUTHERN BOULEVARD SOUTHEAST | RIO RANCHO | NM | 87124 | SANDOVAL | UNITED STATES | 357307 | 7 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3635289 | 7830 ENCHANTED HILLS BOULEVARD NE BRANCH | 7830 ENCHANTED HILLS DRIVE NE | RIO RANCHO | NM | 87144 | SANDOVAL | UNITED STATES | 450437 | 14 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3635300 | 1549 PASEO DE PERALTA BRANCH | 1549 PASEO DE PERALTA | SANTA FE | NM | 87501 | SANTA FE | UNITED STATES | 462801 | 15 | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 3196294 | 1592 SAINT MICHAELS DRIVE BRANCH | 1592 SAINT MICHAELS DRIVE | SANTA FE | NM | 87505 | SANTA FE | UNITED STATES | 419346 | 13 | NEW MEXICO BANK & TRUST | 26491221 |
| Close | 11/6/2015 | Full Service | 440259 | SANTA FE BRANCH | 549 SOUTH GUADALUPE STREET | SANTA FE | NM | 87501 | SANTA FE | UNITED STATES | Not Required | Not Required | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service | 501954 | TERRA AMARILLA BRANCH | HWY 64/84 BLDG 173-45 | TERRA AMARILLA | NM | 87575 | RIO ARRIBA | UNITED STATES | Not Required | Not Required | NEW MEXICO BANK & TRUST | 26491221 |
| OK | | Full Service (Head Office) | 3028902 | PREMIER VALLEY BANK | 255 EAST RIVER PARK CIRCLE DRIVE | FRESNO | CA | 93720 | FRESNO | UNITED STATES | 357535 | 0 | PREMIER VALLEY BANK | 3028902 |
| OK | | Full Service | 283362 | GROVELAND BRANCH | 118580 MAIN STREET | GROVELAND | CA | 95321 | TUOLUMNE | UNITED STATES | 254678 | 2 | PREMIER VALLEY BANK | 3028902 |
| OK | | Full Service | 3519080 | MARIPOSA BRANCH | 5371 STATE HIGHWAY 49 NORTH | MARIPOSA | CA | 95338 | MARIPOSA | UNITED STATES | 15680 | 1 | PREMIER VALLEY BANK | 3028902 |
| OK | | Full Service | 1857210 | DAKHURST BRANCH | 40061 HIGHWAY 49 | DAKHURST | CA | 93644 | MADERA | UNITED STATES | 254681 | 3 | PREMIER VALLEY BANK | 3028902 |
| Change | 11/30/2015 | Full Service (Head Office) | 663058 | ROCKY MOUNTAIN BANK | 7615 KING AVENUE WEST | BILLINGS | MT | 59102 | YELLOWSTONE | UNITED STATES | 13983 | 0 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 2635013 | BIGFORK OFFICE | 8165 MONTANA HIGHWAY 35 | BIGFORK | MT | 59911 | FLATHEAD | UNITED STATES | 250705 | 7 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 3634200 | BILLINGS - 38TH STREET BRANCH | 1410 38TH STREET WEST | BILLINGS | MT | 59102 | YELLOWSTONE | UNITED STATES | 466735 | 10 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 4499170 | BILLINGS DOWNTOWN | 2929 3RD AVENUE NORTH | BILLINGS | MT | 59101 | YELLOWSTONE | UNITED STATES | Not Required | Not Required | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 3074888 | BOZEMAN BRANCH | 2901 W. MAIN | BOZEMAN | MT | 59718 | GALLATIN | UNITED STATES | 364031 | 8 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 3588107 | KALISPELL BRANCH | 2405 U.S. 93 NORTH | KALISPELL | MT | 59901 | FLATHEAD | UNITED STATES | 445475 | 9 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 621254 | PLAINS OFFICE | 108 EAST RAILROAD | PLAINS | MT | 59859 | SANDERS | UNITED STATES | 1456 | 3 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 653956 | PLENTYWOOD BRANCH | 115 E. 1ST AVE. | PLENTYWOOD | MT | 59254 | SHERIDAN | UNITED STATES | 7063 | 6 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 474151 | STEVENSVILLE BRANCH | 220 MAIN ST. | STEVENSVILLE | MT | 59870 | RAVALLI | UNITED STATES | 784 | 2 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service | 445151 | WHITEHALL BRANCH | 101 E. LEGION | WHITEHALL | MT | 59759 | JEFFERSON | UNITED STATES | 281 | 1 | ROCKY MOUNTAIN BANK | 663058 |
| OK | | Full Service (Head Office) | 3465226 | SUMMIT BANK & TRUST | 2002 EAST COALTON ROAD | BROOMFIELD | CO | 80027 | BROOMFIELD | UNITED STATES | 452215 | 0 | SUMMIT BANK & TRUST | 3465226 |
| OK | | Full Service | 3724071 | ERIE BRANCH | 189 SOUTH BRIGGS STREET | ERIE | CO | 80516 | WELD | UNITED STATES | 468932 | 2 | SUMMIT BANK & TRUST | 3465226 |
| OK | | Full Service | 3650910 | LARKRIDGE BRANCH | 16501 WASHINGTON STREET | THORNTON | CO | 80023 | ADAMS | UNITED STATES | 463046 | 1 | SUMMIT BANK & TRUST | 3465226 |
| OK | | Full Service (Head Office) | 463342 | WISCONSIN BANK AND TRUST | 119 JUNCTION ROAD | IMADISON | WI | 53717 | DANE | UNITED STATES | 8229 | 0 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3512746 | CHILTON BRANCH | 1265 EAST CHESTNUT STREET | CHILTON | WI | 53014 | CALUMET | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3664793 | COTTAGE GROVE BRANCH | 580 NORTH MAIN STREET | COTTAGE GROVE | WI | 53527 | DANE | UNITED STATES | 468169 | 10 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 2947604 | DE PERE BRANCH | 1510 MID VALLEY DRIVE | DE PERE | WI | 54115 | BROWN | UNITED STATES | 228756 | 4 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3512755 | ELKHART LAKE BRANCH | 274 OSTHOFF AVENUE | ELKHART LAKE | WI | 53020 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3183481 | FITCHBURG BRANCH | 6180 VERONA ROAD | FITCHBURG | WI | 53719 | DANE | UNITED STATES | 418502 | 6 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3434969 | GREENFIELD BRANCH | 4131 WEST LOOMIS ROAD | GREENFIELD | WI | 53221 | MILWAUKEE | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 2430535 | LANCASTER BRANCH | 305 SOUTH MADISON STREET | LANCASTER | WI | 53813 | GRANT | UNITED STATES | 207554 | 12 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 2715111 | 5310 CENTURY AVENUE OFFICE | 5310 CENTURY AVENUE | MIDDLETON | WI | 53562 | DANE | UNITED STATES | 228754 | 1 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3250020 | GLENDALE BRANCH | 5380 NORTH PORT WASHINGTON ROAD | MILWAUKEE | WI | 53217 | MILWAUKEE | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3518234 | MONROE BRANCH | 1717 10TH STREET | MONROE | WI | 53566 | GREEN | UNITED STATES | 7834 | 3 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 319542 | PLATTEVILLE BRANCH | 10 KEYSTONE PARKWAY | PLATTEVILLE | WI | 53818 | GRANT | UNITED STATES | 3583 | 11 | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 2188993 | PLYMOUTH BRANCH | 2511 EASTERN AVENUE | PLYMOUTH | WI | 53073 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 1393624 | 604 NORTH 8TH STREET BRANCH | 604 NORTH 8TH STREET | SHEBOYGAN | WI | 53081 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 3512731 | SHEBOYGAN NORTH BRANCH | 4210 STATE HIGHWAY 42 | SHEBOYGAN | WI | 53083 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 2845353 | SHEBOYGAN WEST BRANCH | 655 SOUTH HAYLOR DRIVE | SHEBOYGAN | WI | 53081 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 2731933 | SOUTH SHEBOYGAN BRANCH | 3220 SOUTH BUSINESS DRIVE | SHEBOYGAN | WI | 53081 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |
| OK | | Full Service | 338216 | SHEBOYGAN FALLS BRANCH | 1160 FOND DU LAC AVENUE | SHEBOYGAN FALLS | WI | 53085 | SHEBOYGAN | UNITED STATES | Not Required | Not Required | WISCONSIN BANK AND TRUST | 463342 |

Heartland Financial USA, Inc.
 Dubuque, Iowa
 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 |
| None | NONE | NONE | 1) Lynn B. Fuller Dubuque, IA | USA | Shares Held: 1,041,976 Common Stock Percentage of Voting: 4.6% <i>Options: 10,000 Shares Common Stock- 0.04% voting</i> Restricted Stock Units: Performance: 11,387 0.05% Voting Time: 24,475 0.10% Voting |

Form FR Y-6
Heartland Financial USA, Inc.
Fiscal Year Ending December 31, 2015
Public Volume

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

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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) |
|---|--|--|---|--|--|---|---|
| Mark C. Falb Dubuque, IA | Chairman & CEO | Director, Vice Chairman | Director, Chairman – DB&T Director – DB&T Insurance, Inc. Director – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. Director – DB&T Community Development Corp | Chairman & CEO Westmark Enterprises, Inc. and Kendall/Hunt Publishing Co. | < 1% | None | See Attached List |
| Lynn B. Fuller Dubuque, IA | None | Director, Chairman President & CEO | Director, Vice Chairman – DB&T Director – Wisconsin Bank & Trust Director – New Mexico Bank & Trust Director – Arizona Bank & Trust Director – Rocky Mountain Bank Director – Summit Bank & Trust Director – Minnesota Bank & Trust Director – Morrill & Janes Bank and Trust Director – Premier Valley Bank Pres. & Director – DB&T Ins., Inc. | NA | Shares Held: 1,041,976 Common Stock Percentage of Voting: 4.6% <i>Options: 10,000 Shares Common stock 0.04% voting</i> | Lynn B. Fuller Dubuque, IA | See Attached List |

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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) |
|---|--|--|---|--|--|---|---|
| Lynn B. Fuller (continued) | | | Chairman of Board – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. Pres. & Director – DB&T Comm. Development Corp | | Restricted Stock Units: Performance: 11,387 0.05% Voting Time: 24,475 0.10% Voting | Lynn B. Fuller (continued) | |
| John K. Schmidt Dubuque, IA | CFO | Director | Director, Vice Chairman – DB&T Director – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. | SVP, CFO – A.Y. McDonald Industries | <1% | None | See Attached List |
| James F. Conlan Chicago, IL | Attorney | Director | Director – DB&T Director – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. Director – DB&T Insurance, Inc. Director – DB&T Community Development Corp | Partner – Sidley & Austin | <1% | None | See Attached List |
| Thomas L. Flynn Dubuque, IA | | Director | Director – DB&T Director – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. Director – DB&T Insurance, Inc. Director – DB&T Community Development Corp | Past President & CEO - Flynn Ready Mix Concrete | <1% | None | See Attached List |

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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) |
|---|--|--|---|--|--|---|---|
| John W. Cox Jr. Galena, IL | Attorney | Director | Director – Illinois Bank & Trust | Attorney at Law, Galena, IL | <1% | None | See Attached List |
| Duane E. White Minneapolis, MN | President | Director | Director – Minnesota Bank & Trust | Partner, Aveus; Director of Fair Isaac Corporation | <1% | None | See Attached List |
| Kurt M. Saylor Sabetha, KS | President | Director | Chairman, President & CEO – Morrill & Jancs Bank and Trust | President, Saylor Insurance, Inc. | 3.4% | None | See Attached List |
| Kenneth J. Erickson Dubuque, IA | NA | EVP & Chief Credit Officer | EVP Lending – DB&T Director & Vice Chairman – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. | NA | <1% | None | None |
| Douglas J. Horstmann Dubuque, IA | NA | EVP, Lending | President & CEO – DB&T Exec. VP - DB&T Community Development Corp. Advisory Board Member – First Community Bank Director – Illinois Bank & Trust | NA | <1% | None | See Attached List |
| Brian Fox Dubuque, IA | NA | EVP, Operations | EVP – Operations | NA | <1% | None | See Attached List |

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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) |
|---|--|--|--|--|--|---|---|
| Bryan R. McKeag Dubuque, IA | NA | EVP, CFO | Director & Treasurer – Heartland Community Development, Inc. Treasurer – Citizens Finance Parent Co., Citizens Finance Co., and Citizens Finance of Illinois Co. | NA | <1% | None | None |
| Mike Coyle | NA | EVP, Senior General Counsel, Corporate Secretary | EVP - Legal | NA | <1% | None | None |
| Mark Murtha | NA | EVP, Human Resources & Organizational Development | EVP – Human Resources | NA | <1% | None | None |
| Rod Sloan | NA | EVP, Chief Risk Officer | EVP – Risk | NA | <1% | None | None |
| Frank E. Walter | NA | EVP, Commercial Sales | EVP – Commercial Sales | NA | <1% | None | None |
| Kelly Johnson | NA | EVP, Private Client Services | EVP – Dubuque Bank & Trust VP, Treasurer – DB&T Insurance, Inc. | NA | <1% | None | None |
| Bruce K. Lee | NA | President | Director – Rocky Mountain Bank | NA | <1% | None | None |
| John Berg | NA | EVP, Marketing and Sales | NA | NA | <1% | None | None |

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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) |
|---|--|--|---|--|--|---|---|
| Bruce Rehnke | NA | EVP, Wealth Management Group | EVP – Dubuque Bank & Trust | NA | <1% | None | None |
| Rick O. Terry | NA | EVP, Private Wealth Management Director | EVP – Dubuque Bank & Trust | CEO – Terry Family Vineyard, Terry Family Wines | <1% | None | See Attached List |

Form FR Y-6
Heartland Financial USA, Inc.
Fiscal Year Ending December 31, 2015

| (1) Names & Addresses (City, State, Country) | (4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|---|--|
| Mark C. Falb Dubuque, IA, USA | See attached detail |
| Lynn B. Fuller Dubuque, IA | Fuller Family Farms - 50% LBF Heartland Partnership LLLP – 90% |
| John K. Schmidt Dubuque, IA, USA | Floorshow – 28% American Flooring Outlet – 28% Palle Corp – 50% |
| James F. Conlan Chicago, IL, USA | B & C, LLC – 100% B&C, LLC owns Iowa farm land Conlan Land Development LLC – 100% Conlan Land Development, LLC owns residential development land in Fountain Hills, AZ Bimini Technologies, LLC. I own 30% of the equity in Bimini and Bimini owns 100% of Kerastem, LLC and 100% of Puregraft, LLC. Bimini Technologies, LLC and its subsidiaries are biomedical device and technology companies. |
| Thomas L. Flynn Epworth, IA, USA | Flynn Ready Mix, Inc. – 25% |
| John W. Cox Jr. Galena, IL, USA | McJoyce, Inc. – 50% |
| Duane E. White Minneapolis, MN, USA | Polihua Holdings, LLC (50%) Lanai Coffee, LLC (50%) Aveus, LLC (49%) |
| Kurt M. Saylor Sabetha, KS, USA | Saylor Insurance, Inc. - 50% ownership Sabetha, KS |
| Douglas J. Horstmann Dubuque, IA, USA | Horstmann Family Farm L.L.C. – 50% ownership |
| Rick O. Terry Dubuque, IA, USA | Terry Family Vineyard Holdings LLC – 100% Terry Family Wines, LLC – 100% |
| | |

Mark C. Falb Company Ownership 25% or More
2015

| Company Name and Address | Ownership |
|--|---------------------------------|
| Kendall Hunt Publishing Company 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Tr & CBF Tr II 41.6765% |
| Westmark Enterprises, Inc. 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 100% |
| Falb Family Charitable Foundation 4050 Westmark Drive Dubuque, IA 52002 | Controlled 100% |
| MCF Investments, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 100% |
| Westmark Dev. Co. of North Carolina 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 54.55% |
| NexTec, Inc. 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 50% |
| Westmark Land Company 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 25% |
| Westmark Construction Company, Inc. 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 42.19% |
| Westmark Land Company of Florida 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 50% |

| | |
|---|-------------------------|
| Palm Island Plantation, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 50.16253% |
| Palm Island Plantation Realty, Inc. 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 50% |
| Signature Kitchens of Vero Beach, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 46.364% |
| Westmark Land Company of Montana, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 50% |
| Westmark of Wisconsin, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 100% |
| Signature Interiors of Cardinal Drive, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 25.5% |
| Bypass Publishing, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 51% |
| Sapphire Valley Rental Co, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 30% |
| Sapphire Valley Real Estate Co, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 30% |
| Westmark Construction Co NC, LLC 4050 Westmark Drive Dubuque, IA 52002 | MCF Rev Trust 50% |