

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, Archie Overby

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

Waupaca Bancorporation, Inc.

Legal Title of Holding Company

P. O. Box 269

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

Waupaca WI 54981

City State Zip Code

111 Jefferson Street, Waupaca, WI 54981

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:

Eric Sorenson CFO

Name Title

715-258-5511

Area Code / Phone Number / Extension

715-258-8401

Area Code / FAX Number

esorenson@fnbwaupaca.com

E-mail Address

www.fnbwaupaca.com

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

Archie Overby

Signature of Holding Company Director and Official

March 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.

1204104

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

WAUPACA BANCORPORATION, INC.

FR Y-6

DECEMBER 31, 2015

REPORT ITEM #2a - ORGANIZATIONAL CHART

Legal Entity Identifier (LEI) – None

WAUPACA BANCORPORATION, INC.
(BANK HOLDING CO.)
Waupaca, WI
Incorporated in Wisconsin

Legal Entity Identifier (LEI) – None

FIRST NATIONAL BANK
Waupaca, WI
Incorporated in Wisconsin

100.00%
ownership

WBCY6A

Results: A list of branches for your holding company: **WAUPACA BANCORPORATION, INC. (1204104) of WAUPACA, WI.**
 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	3/21/2016	Full Service (Head Office)	466642	FIRST NATIONAL BANK	111 JEFFERSON STREET	WAUPACA	WI	54981	WAUPACA	UNITED STATES	9519	0	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	3507023	CHILDRESS BRANCH	501 COMMERCE STREET	CHILDRESS	TX	79201	CHILDRESS	UNITED STATES	42088	7	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	2159612	CHETEK BRANCH	621 SECOND STREET	CHETEK	WI	54728	BARRON	UNITED STATES	274326	2	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	461245	CLINTONVILLE BRANCH	135 SOUTH MAIN STREET	CLINTONVILLE	WI	54929	WAUPACA	UNITED STATES	8250	8	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	2100771	IOIA BRANCH	148 NORTH MAIN	IOIA	WI	54945	WAUPACA	UNITED STATES	8795	1	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	2343505	MARION BRANCH	223 EAST PERRY AVENUE	MARION	WI	54950	WAUPACA	UNITED STATES	228813	9	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	2147347	SEYMOUR BRANCH	689 WOODLAND PLAZA	SEYMOUR	WI	54165	OUTAGAMIE	UNITED STATES	274845	10	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	2888770	SHIOCTON BRANCH	N5579 STATE HIGHWAY 76	SHIOCTON	WI	54170	OUTAGAMIE	UNITED STATES	358261	11	FIRST NATIONAL BANK	466642	
OK	3/21/2016	Full Service	3106097	WEYAUWEGA BRANCH	101 EAST MAIN STREET	WEYAUWEGA	WI	54983	WAUPACA	UNITED STATES	233301	3	FIRST NATIONAL BANK	466642	

	<u>Name</u>	<u># of Shares</u>	<u>% of Ownership</u>
	Louise Abhold	0.3125	0.0025%
	Susan Algiers	4.25	0.0346%
	Catherine Ames	0.25	0.0020%
	Carla Anderson	30.00	0.2445%
	Rosalind Anderson	0.50	0.0041%
	Victor & Christine Anthony Rev Trust	115.00	0.9372%
	Judy Baier	2.00	0.0163%
	Arlin Barden	13.00	0.1059%
	Thomas Bloomer	4.00	0.0326%
	Mary Borchardt	0.75	0.0061%
	Carl Irrev Trust FBO David Carl	31.00	0.2526%
	Carl Irrev Trust FBO Mary Mann	32.00	0.2608%
	Carl Irrev Trust FBO Randal Carl	32.00	0.2608%
	Scott Chesbrough	20.50	0.1671%
	Paula Clappes	2.25	0.0183%
	Tom D Claussen	0.50	0.0041%
CA	Susan M. Cox	0.40	0.0033%
CA	Patti A. Cyr	0.40	0.0033%
MI	Thomas Davis	0.75	0.0061%
MI	William Davis	1.00	0.0081%
AR	Mary Devine	0.25	0.0020%
	Donna Draeger	0.25	0.0020%
	Donna or Robert Draeger	0.25	0.0020%
	Wanda Draeger	0.25	0.0020%
MN	Elaine Drivas	1.00	0.0081%
MN	Evan Drivas	1.00	0.0081%
	George Drivas	1.00	0.0081%
	George P. Drivas	3.25	0.0265%
	Dyreby Family Rev Trust	50.00	0.4075%
	James R. Dyreby, Jr.	5.25	0.0428%
	Natalie H. Dyreby Rev Trust	6.25	0.0509%
	Charlotte or Gale Ewald Trust	0.25	0.0020%
	Ralph Fabricius	0.50	0.0041%
	Marshall Faulks	1.25	0.0102%
IL	Kristin Hamilton Flannery	44.00	0.3586%
TX	Jerry & Connie Foote	3.50	0.0285%
MN	Susan Freeman	1.00	0.0081%
	Phillip Goli	0.50	0.0041%
	Allen Grenlie	0.3125	0.0025%
MN	John Gurholt	3.50	0.0285%
CO	Verne Gurholt	2.25	0.0183%
CA	Anthony R. Hamilton	53.00	0.4319%
CA	Nancy Hamilton	188.25	1.5342%
CA	Nancy or Anthony Hamilton as Trustees	5.00	0.0407%
CA	Nancy Hamilton POD A&K Hamilton	8.00	0.0652%
CA	Nancy Hamilton POD A Hamilton	9.00	0.0733%
CA	Nancy Hamilton POD K Hamilton	10.00	0.0815%
	Sheila Handahl	0.75	0.0061%
MD	Joanne Handler	0.286	0.0023%

	Name	# of Shares	% of Ownership
OH	Stefanie Hansen	0.0625	0.0005%
	William A. Hansen	2.00	0.0163%
	James Hayes	4.00	0.0326%
	Thomas Hayes	0.25	0.0020%
TX	Carie Heckler	4.50	0.0367%
TX	Carie & Alan Heckler	146.00	1.1899%
TX	Finley Heckler	1.75	0.0143%
TX	Madeline Heckler	1.75	0.0143%
MN	Jane Heinks	0.25	0.0020%
	Joyce Herzfeldt	0.75	0.0061%
TX	F. C. & Sheri Hilburn, Jr.	1.50	0.0122%
	Ann or Anthony Iwanski Trust	2.00	0.0163%
	Patricia Jakowski	1.00	0.0081%
	Cathy Jo Jansen POD	1.125	0.0092%
	Maryann Jenner	0.57	0.0046%
	Thomas Jenner	0.286	0.0023%
	James Jensen	0.286	0.0023%
HI	Lee Jensen	0.286	0.0023%
	Mark Jensen	0.286	0.0023%
	Michael Jensen	0.25	0.0020%
NM	Caitlin Johnson	7.00	0.0570%
	Caitlin Johnson POD	12.50	0.1019%
	Caitlin Johnson/WUTMA	30.75	0.2506%
	David Gray Johnson/WUTMA	14.25	0.1161%
	Erika Johnson	38.75	0.3158%
	Erika Johnson POD	12.50	0.1019%
	James Johnson	98.00	0.7987%
	Lynette Johnson Rev Living Trust	80.50	0.6561%
WA	Paul Johnson	4.25	0.0346%
	Stephen or Jacqueline Johnson	1.00	0.0081%
	Stephen Michael Johnson/WUTMA	14.25	0.1161%
CANADA	Susan Johnson	231.75	1.8887%
	Verla Jones	5.00	0.0407%
NY	Mary Lynne Jungers & Thomas Kalchthaler	3.00	0.0244%
	Sandra S. Kams	1.125	0.0092%
	Sherry Kielblock	0.25	0.0020%
	James Kirk	0.50	0.0041%
	Linda Kirk	3.00	0.0244%
	Michael Kirk	3.00	0.0244%
	Marcia Koehl	166.125	1.3539%
	Winifred Krieg	0.25	0.0020%
Betty Larson	2.75	0.0224%	
MI	Judy Lockhart	0.75	0.0061%
	Dale & Roberta Louison	16.00	0.1304%
	Barbara Lucht	0.3125	0.0025%
IL	Andrew & Efstathia Maniates	1.0625	0.0087%
IL	Evan & Yvonne Maniates	1.0625	0.0087%
MI	George & Margaret Maniates	1.0625	0.0087%
	Leo McSherry	20.00	0.1630%

	Name	# of Shares	% of Ownership
	Phyllis McSherry	5.00	0.0407%
	Betty Moore 2005 Term Trust	0.00	0.0000%
	Betty Moore Rev Trust	144.00	1.1736%
CA	Carl R. Moore, Jr.	0.40	0.0033%
	Herbert J. Moore Family Trust	132.00	1.0758%
NC	Kathleen Sheehan-Moore	26.00	0.2119%
CA	Mark A. Moore	0.40	0.0033%
	Seth Moore	1.00	0.0081%
	Walter Moore	139.125	1.1339%
	Thor J Nelson	1.25	0.0102%
	Timothy J. Neuville	100.00	0.8150%
CA	Cynthia E. Nixon	0.40	0.0033%
MN	Brian Olsen	10.00	0.0815%
	Holly Olsen	10.00	0.0815%
NY	Casey & Kathryn Overby	98.50	0.8028%
NC	Clint & Deanna Overby	53.50	0.4360%
NY	Emma Overby	1.75	0.0143%
NC	Laura J Overby	4.75	0.0387%
	Margaret Overby	1.00	0.0081%
NC	Olivia M Overby	4.75	0.0387%
NC	Sarah E Overby	5.00	0.0407%
	David Pennebecker, Sr.	0.50	0.0041%
	Todd Petersen	5.00	0.0407%
	Richard & Dawn Phillipsen	20.00	0.1630%
	Cheryl Prell	0.25	0.0020%
	Marilyn Purchatzke	2.25	0.0183%
FL	Georgianne Rasmussen	0.25	0.0020%
FL	Georgianne & Mark Rasmussen	20.00	0.1630%
	Delbert Reierson	0.50	0.0041%
	Paul Reierson	0.50	0.0041%
	Donna Rickel	0.25	0.0020%
OH	Benjamin Sasse	4.00	0.0326%
	Geraldine Schneekloth POD	3.75	0.0306%
OR	Mary Schulstad	0.50	0.0041%
	David Shambeau	1.00	0.0081%
	Kristine Shambeau	8.50	0.0693%
	Michael Shambeau	1.00	0.0081%
	Sarah Shambeau	1.00	0.0081%
	Thomas J. Shambeau	1.00	0.0081%
AZ	Thomas S. Shambeau	1.00	0.0081%
	Lonnie & Janis Sherman	60.00	0.4890%
	Donna Skowen	1.25	0.0102%
MN	Christian Smith	0.0625	0.0005%
	Christina Smith	1.25	0.0102%
MN	Erik Smith	0.0625	0.0005%
MN	Hannah Smith	0.0625	0.0005%
	Heather Smith	171.00	1.3936%

	Name	# of Shares	% of Ownership
	Darlene Stabe	1.375	0.0112%
	Shirley Stange	2.50	0.0204%
	Mary Ann Steinberg POD	7.00	0.0570%
	Abigail Stevens	2.50	0.0204%
	Alexandra Stevens	2.50	0.0204%
	Elijah Stevens	2.50	0.0204%
	Rebecca Douglas-Stevens	0.50	0.0041%
	Thoe Family Irrev Trust	10.00	0.0815%
	Richard M. Thoe	2.75	0.0224%
	Scott G. Thoe	10.00	0.0815%
	Timm Living Trust	14.00	0.1141%
	Sue Townsend	200.00	1.6300%
	Jeanne Trombla	2.00	0.0163%
TX	Gladys Vanderpool	3.50	0.0285%
IL	Duane Ware	2.50	0.0204%
PA	Jamie Welnick	10.00	0.0815%
FL	Graham Werner	1.50	0.0122%
	Rodger E. Whipple	34.875	0.2842%
	Merry M. Whipple	34.00	0.2771%
	Judith Wildermuth	0.25	0.0020%
	Williams Rev Trust	41.75	0.3403%
	Melissa S. Woolsey	1.00	0.0081%
	Lynne or Keith Zauner	1.00	0.0081%
	Virginia or Ronald Zemple	0.25	0.0020%
		12,270.125	

WAUPACA BANCORPORATION, INC.
FR Y-6
DECEMBER 31, 2015
REPORT ITEM # 4 - LIST OF DIRECTORS & EXECUTIVE OFFICERS

<u>NAME</u>	<u>HOLDING COMPANY TITLE AND OCCUPATION</u>	<u>BANK TITLE</u>	<u>RELATED INTERESTS</u>
Richard G. Johnson	Director / Treasurer	Director	Health & Fitness Headquarters of Waup, LLC
Archie G. Overby	Director & President /CEO	Director & President / CEO	None
Donald H. Sorenson	Director, Exec.Vice President	Director & Executive Vice President	Waupaca Country Club
Jeffrey Petersen	Director / Real Estate Broker	Director	J Mark Investments, Ltd. Petersen and Associates, Inc. Pyramid Land Co., Inc. S&J Development, Co. Schommer – Petersen Partnership Petersen Agency, Inc. C. K. Petersen Trust
Roman Jungers	Director	Director	None
Thomas Shambeau	Director	Director	S&S Ventures
Gary Thoe	Director	Director	None
Steve Johnson	Director	Director & Director of Compliance	None
James T. Olsen	Director	Director & Senior Vice President	None
Sylvia C. Thoe	Director	Director	None
Robert J. Wagner	Director	Director	None

WAUPACA BANCORPORATION, INC.
FR. Y-6
DECEMBER 31, 2015
REPORT ITEM # 4 - LIST OF DIRECTORS & EXECUTIVE OFFICERS

<u>NAME</u>	<u>HOLDING COMPANY TITLE AND OCCUPATION</u>	<u>BANK TITLE</u>	<u>RELATED INTERESTS</u>
Eric Sorenson	Vice President	Chief Financial Officer	None
Lynn Braun	Vice President	Chief Operating Office/Cashier	None
Carla Addy	N/A	Executive VP-Lending	None
Peter Smaby	N/A	1 st VP-Special Assets	None

The address for all of the above:

Waupaca Bancorporation, Inc.
111 Jefferson Street
P.O. Box 269
Waupaca, WI 54981

WBCY6C

WAUPACA BANCORPORATION, INC.

FR Y-6

DECEMBER 31, 2015

REPORT ITEM # 4 – INSIDERS WITH PERCENT HOLDINGS IN BHC

<u>NAME</u>	<u>HOLDING COMPANY TITLE AND OCCUPATION</u>	<u>BANK TITLE</u>	<u># OF SHARES & % OF OWNERSHIP</u>
Archie G. Overby	Director & President / CEO	Director & President / CEO	2,190.75 / 17.8543%
Donald H. Sorenson	Director & Executive Vice President	Director & Executive Vice President	1,576.00 / 12.8442%

The address for all of the above:

Waupaca Bancorporation, Inc.
111 Jefferson Street
P.O. Box 269
Waupaca, WI 54981