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FEDERAL RESERVE BANK

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, **G. Scott McComb**

Name of the Holding Company Director and Official

Chairman/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.

G. Scott McComb

Signature of Holding Company Director and Official

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.

1399073

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 BancCorp

Legal Title of Holding Company

850 North Hamilton Road

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

Gahanna

OH

43230

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jennifer L. Eckert

VP, Corporate Secretary

Name

Title

614-416-2383

Area Code / Phone Number / Extension

614-337-4604

Area Code / FAX Number

eckertj@heartlandbank.com

E-mail Address

www.heartlandbank.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

Results: A list of branches for your depository institution: **HEARTLAND BANK (ID_RSSD: 853112)**.
This depository institution is held by **HEARTLAND BANCCORP (1399073)** of **GAHANNA, OH**.
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:

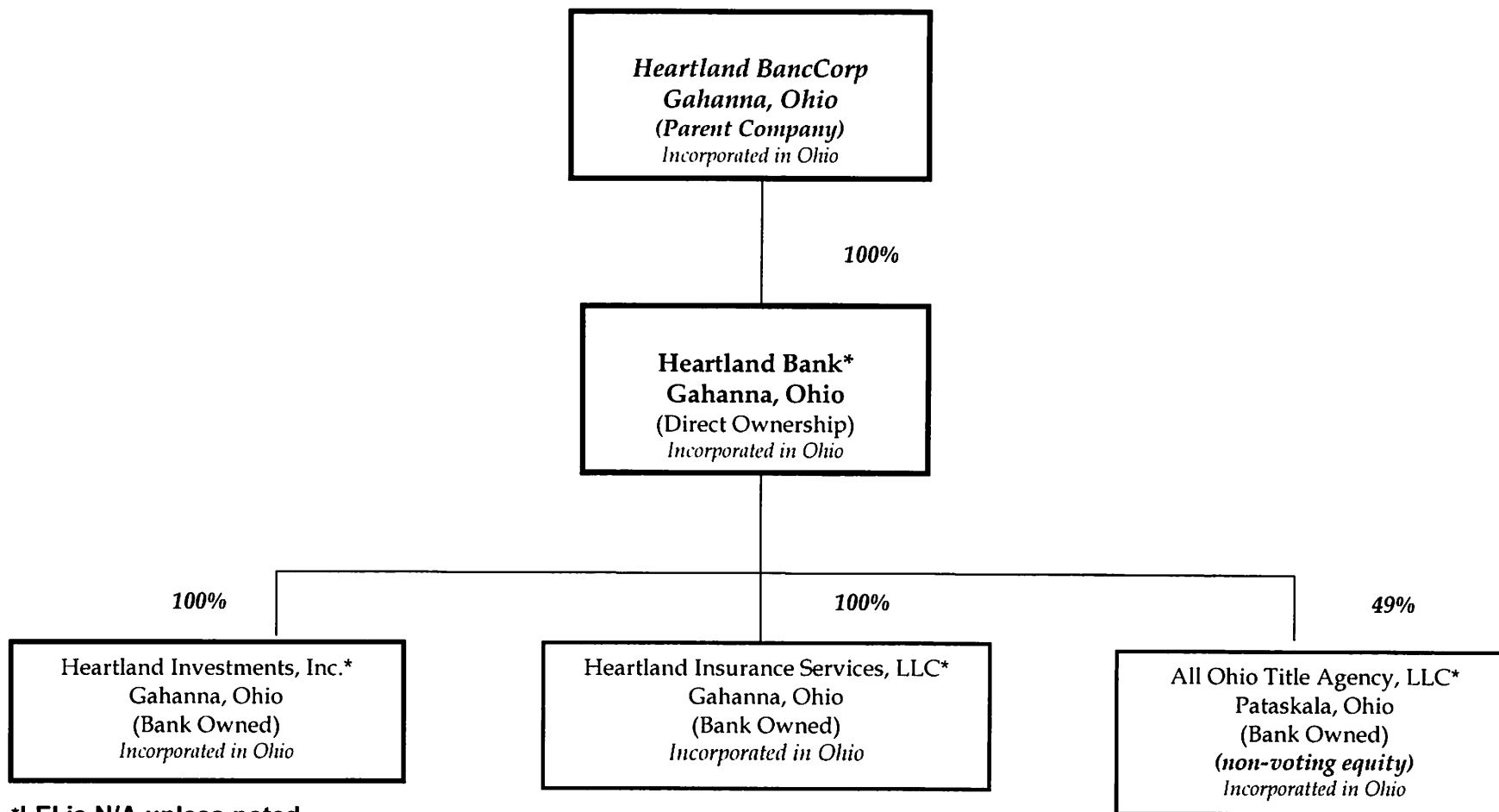
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* 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)	853112	HEARTLAND BANK	850 NORTH HAMILTON ROAD	GAHANNA	OH	43230	FRANKLIN	UNITED STATES	6066	0	HEARTLAND BANK	853112	
CHANGE	2/3/2014	Full Service	3403291	CAPITOL SQUARE BRANCH	101 SOUTH HIGH STREET	COLUMBUS	OH	43215	FRANKLIN	UNITED STATES	446222	11	HEARTLAND BANK	853112	
OK		Full Service	2448923	NORTH WILSON ROAD	130 NORTH WILSON ROAD	COLUMBUS	OH	43204	FRANKLIN	UNITED STATES	220151	4	HEARTLAND BANK	853112	
OK		Full Service	3403303	STYGLER BRANCH	67 NORTH STYGLER ROAD	COLUMBUS	OH	43230	FRANKLIN	UNITED STATES	446223	12	HEARTLAND BANK	853112	
OK		Full Service	4763282	WORTHINGTON CHRISTIAN VILLAGE OFFICE	165 HIGHLUFFS BOULEVARD	COLUMBUS	OH	43235	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	2614045	CROTON BRANCH	12 NORTH MAIN STREET	CROTON	OH	43013	LICKING	UNITED STATES	220153	7	HEARTLAND BANK	853112	
OK		Full Service	2448932	FRANTZ ROAD BRANCH	6500 FRANTZ ROAD	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	220152	5	HEARTLAND BANK	853112	
OK		Full Service	3394698	HEARTLAND BANK BRANCH	6000 RIVERSIDE DRIVE	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	445565	10	HEARTLAND BANK	853112	
OK		Full Service	1393615	GROVE CITY OFFICE	2365 OLD STRINGTOWN ROAD	GROVE CITY	OH	43123	FRANKLIN	UNITED STATES	220150	2	HEARTLAND BANK	853112	
OK		Full Service	539612	JOHNSTOWN BRANCH	730 WEST COSHOCTON STREET	JOHNSTOWN	OH	43031	LICKING	UNITED STATES	220149	1	HEARTLAND BANK	853112	
OK		Full Service	228626	NEWARK BRANCH	44 WEST LOCUST STREET	NEWARK	OH	43055	LICKING	UNITED STATES	258699	6	HEARTLAND BANK	853112	
OK		Full Service	3361869	REYNOLDSBURG BRANCH	6887 EAST MAIN STREET	REYNOLDSBURG	OH	43068	FRANKLIN	UNITED STATES	220154	8	HEARTLAND BANK	853112	
ADD	1/20/2015	Full Service		HEARTLAND BANK PICKERINGTON OFFICE	421 HILL ROAD N	PICKERINGTON	OH	43147	FAIRFIELD	UNITED STATES			HEARTLAND BANK	853112	
OK		Full Service	3082780	WESTERVILLE BRANCH	450 SOUTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	362752	9	HEARTLAND BANK	853112	

**FR Y-6
Organization Chart**

**Reportable on FR Y-10
Pages 1 and 2 - Report Item #2**



***LEI is N/A unless noted**

as of December 31, 2015

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

**Heartland BancCorp
Gahanna, Ohio**

As of December 31, 2015

REPORT ITEM #1: Annual Report to Shareholders

to be sent under separate cover

REPORT ITEM #2a: ORGANIZATION CHART

(1) Top-tier BHC:

Heartland BancCorp
850 North Hamilton Road
Gahanna, Ohio 43230
United States

(2) Foreign banking organizations...

None

(3) BHCs, U.S. banks or foreign banking...

Heartland Bank
850 North Hamilton Road
Gahanna, Ohio 43230

Ownership: 100.0%

Controlling Interest: 100.0%

(4) Companies other than bank holding companies, U.S. banks or...

Heartland Investments, Inc.
Dba Heartland Investments Center
850 North Hamilton Road
Gahanna, Ohio 43230

Bank Ownership: 100.0%

Bank Controlling Interest: 100.0%

% of ownership by the holding company: 0%

Heartland Insurances Services, LLC
850 North Hamilton Road
Gahanna, Ohio 43230

Bank Ownership: 100.0%

Bank Controlling Interest: 100.0%

% of ownership by the holding company: 0%

All Ohio Title Agency, LLC

621 West Broad Street, Suite 1C
Pataskala, Ohio 43062

Bank Ownership: 49.0% (*non-voting equity*)

Bank Controlling Interest: 49.0%

% of ownership by the holding company: 0%

(5) Large banking and insurance company investments...:

None

(6) Any entity not mentioned above that is required...:

None

(7) Any company (even if it does not otherwise ...) that is...

None

Additional companies reportable on the FR Y-6:

None

Companies not reportable on the FR Y-6 Organization Chart:

(1) - (10) *None*

REPORT ITEM #2b: DOMESTIC BRANCH LISTING

Submitted via e-mail - March 16, 2016

REPORT ITEM #3: SECURITIES HOLDERS

(NOTE: The BancCorp has common shares only. The options shown have no voting power until exercised.)

(1) List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company as of the fiscal year end of the bank holding company.

<u>NAME and ADDRESS</u>	<u>COUNTRY OF CITIZENSHIP or INCORPORATION</u>	<u>SHARES OWNED %</u>	
G. Scott McComb* Blacklick, Ohio USA	USA	159,435.565 (Options: 8,000 - 0.51%)	10.19%
Camilla L. McComb* Ypsilanti, Michigan USA	USA	94,329.950	6.03%
Debra McComb* New Albany, Ohio USA	USA	605	.004%

**Total McComb family ownership/voting power is 262,370.515 16.77%*

George A. Bavelis** Columbus, Ohio USA	USA	207,955	13.29%
George A. & Gia A. Bavelis** Columbus, Ohio USA	USA	42,059	2.69%
Vasiliki Niki Bavelis** Columbus, Ohio USA	USA	3,996	.25%
Tina & Tasos Monokas** Columbus, Ohio USA	USA	2,825	.18%
Tina Bavelis Monokas** Columbus, Ohio USA	USA	1,912	.12%
<i>**Total Bavelis family ownership/voting power is 258,747 16.53%</i>			
CEDE & CO New York, New York USA	USA	635,802	40.64%
(This is a depository trust company for other brokers; no other information is available)			
Peoples Bancorp Marietta, Ohio USA	USA	114,102.000	7.29%
Technical Rubber Company, Inc. Johnstown, Ohio USA	USA	109,069.000	6.97%

In addition, list each person or entity that held options, warrants or other securities or rights that can be converted ...

None

- (2) List any securities holder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed.

None

In addition, list each person or entity that held options, warrants or other securities or rights that could have been converted ...

None

For trusts that meet the definition of a company contained in Regulation Y...

None

REPORT ITEM #4: INSIDERS

NAME:	George A. Bavelis**	
ADDRESS:	Columbus, Ohio USA	
OCCUPATION:	Investor	
TITLE, HOLDING CO.:	n/a	
TITLE, DIRECT:	n/a, Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments, Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	President: PELLA Company	(25.0%)

*See Other below

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 250,014.000 - 15.98%

**(Additional family shares owned to total 16.53% – see #3

above for details)

*Other

(Location: Columbus, OH, unless otherwise noted)

General Partner	ABY Properties	33.3%
General Partner	ALFA Properties	10.0%
General Partner	APEX Company	30.0%
Managing Member	ARGO Properties, LLC	25.0%
General Partner	Bacon Enterprises	33.3%
Sole Proprietor	Bavelis Financial Services	100.0%
Managing Partner	Bavelis Family, LLC	5.0%
Managing Partner	Bmaq, Boca Raton, FLA	2.5%
Sole Proprietor	Central State Realty	100.0%
President	Coin OP Vending Co., Inc.	16.7%
General Partner	Compumatics Company	25.0%
General Partner	EPIC Properties	35.0%
General Partner	Evelpis Properties	40.0%
Managing Member	Floho, LLC	1.7%
Managing Member	Flovest, LLC, Boca Raton, FLA	0.8%
Partner	Genesis Properties	52.5%
Managing Member	GMAQ, LLC, Boca Raton, FLA	50.0%
Partner	GRAMCO Properties	40.0%
Managing Partner	Magna National Financial, LLC	33.3%
Managing Partner	Magna National Realty, LLC	33.3%
Managing Partner	Magna National Ventures, LLC	26.7%
General Partner	OMEGA Properties	30.0%
Managing Partner	Panoramic Properties, LLC	26.7%
President	Pella Company, Inc.	25.0%
General Partner	PHOENIX Properties	33.3%
General Partner	Riverfront Apartments Co.	45.0%
General Partner	Short North Development Co.	33.0%
General Partner	SIGMA Properties	30.0%
General Partner	Skyline Properties	35.0%
General Partner	Univest Company, LLC	5.0%
General Partner	Wellington Properties	30.0%
General Partner	Xenia Company	16.22%
Managing Partner	Zeta Properties, LLC	26.7%

NAME: Arthur G. H. Bing, MD
ADDRESS: Columbus, Ohio USA
OCCUPATION: Plastic and Reconstructive Surgery (Retired)
TITLE, HOLDING CO.: Director
TITLE, DIRECT: n/a, Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments, Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
TITLE, OTHER: President/Owner, Colonial Investments of Ohio, Ltd. (100.0%)
President/Owner, A. B. JAYA Holdings, LLC (100.0%)
President/Owner, ABJAYA, LLC, W. Palm Beach, FLA (100.0%)
General Partner, OPP Limited (30.0%)
General Partner, FPP Limited/GPP Ltd. (30.0%)

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 53,038.897 - 3.39%
(Options: 4,200 - 0.27%)

NAME: William A. Dodson, Jr.
ADDRESS: Columbus, OH USA
OCCUPATION: Community Relations Director
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments, Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
TITLE, OTHER: n/a

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 923.186 - 0.06%
(Options: 2,200 - 0.14%)

NAME: Jay B. Eggspuehler
ADDRESS: Dublin, OH USA
OCCUPATION: Attorney-at-Law
TITLE, HOLDING CO.: Vice Chair, Director
TITLE, DIRECT: Vice Chair, Director: Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments, Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
TITLE, OTHER: Sole Member: Jay B. Eggspuehler, Esq., LLC (100.00%)
Sole Member: Litigation Consultants, LLC (100.00%)
Member: Mason Pint Club, Columbus, OH (75.00%)
Member: Impact Mason, LLC, Columbus, OH (15.00%)

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 3,413.522 - 0.22%
(Options: 1,450 - 0.09%)

NAME: Jodi L. Garrison
ADDRESS: Grove City, OH USA
OCCUPATION: CPA
TITLE, HOLDING CO.: Secretary, Director
TITLE, DIRECT: Director: Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments, Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)

TITLE, OTHER:	Partner: Hirth, Norris & Garrison, LLP	(50.0%)
	Partner: JG & TH Realty, LLC	(50.0%)

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 1,222.833 - 0.08%
(Options: 4,200 - 0.27%)

NAME:	John R. Haines	
ADDRESS:	Johnstown, OH USA	
OCCUPATION:	Insurance (Retired)	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments, Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	n/a	

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 13,488.185 - 0.86%
(Options: 4,200 - 0.27%)

NAME:	David C. Kotary	
ADDRESS:	Westerville, Ohio USA	
OCCUPATION:	Insurance	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments, Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	Member: Insursmart, L.L.C.	(100.0%)
	Member: Sleeping Giant, LLC, Loveland, CO	(50.0%)

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 2,507.079 - 0.16%
(Options: 2,200 - 0.14%)

NAME:	Gerald K. McClain	
ADDRESS:	Newark, Ohio USA	
OCCUPATION:	Builder and Developer	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments, Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	President: The Jerry McClain Co., Inc.	(100.0%)
	President: McClain Development, Inc.	(100.0%)

*see Other below

OF SHARES OWNED OF
HOLDING COMPANY and %Common Shares: 39,229 - 2.51%
(Options: 2,200 - 0.14%)

*Other (Location: Newark, OH, unless otherwise noted)

Member	Inns Holdings, Ltd.	100.00%
Member	Chapel Grove Management Co., Ltd., Heath, OH	26.04%
Member	Chapel Grove Real Estate, Ltd	26.04%
Member	SharonBrooke Inn Management	19.10%
Member	SharonBrooke Inn, Limited	28.83%
Member	The Inn at University Village Management, Massillon, OH	15.00%
Member	The Inn at University Village Limited	21.50%
Member	Inn at Olentangy Trail Real Estate	16.66%
Member	Inn at Olentangy Trail Management, Delaware, OH	16.66%
Member	Inn at CoalRidge Management Co., Ltd., Wadsworth, OH	21.00%
Member	Inn at CoalRidge Real Estate, Ltd.	21.00%
Member	Inn at Whitewood Village Real Estate	5.26%
Member	Inn at Whitewood Village Management, North Canton, OH	5.26%
President	Newark Hospitality, LLC	100.00%
Member	Inn at Northwood Village Management	21.33%
Member	Inn at Northwood Village Real Estate, Dover, OH	21.33%
Member	Inn at Winchester Trail R/E	5.29%
Member	Inn at Winchester Trail Management, Canal Winchester, OH	5.29%
Member	Inn at Bear Trail Real Estate	5.45%
Member	Inn at Bear Trail Management, Lewis Center, OH	5.45%

NAME:	G. Scott McComb*	
ADDRESS:	Gahanna, OH USA	
OCCUPATION:	Banker	
TITLE, HOLDING CO.:	Chair, Director, President, CEO	
TITLE, DIRECT:	Chair, Director, President, CEO: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	n/a	

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 159,435.565-10.19%
(Options: 8,000 - 0.51%)

*(Additional family shares owned to total 16.77% – see #3 above for details)

NAME:	Robert C. Overs	
ADDRESS:	Dublin, OH USA	
OCCUPATION:	Tire repair/wheel service products	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	Executive Vice President/Chief Operating Officer: Technical Rubber Company, Inc., dba Tech International	(0.00%)

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 125.000 - 0.01%
(Options: 1,400 - 0.09%)

NAME:	Gary D. Paine	
ADDRESS:	New Albany, OH USA	
OCCUPATION:	Freight/Transportation Services	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	President: GD Paine, Inc., Gahanna, OH	(100.00%)
	Member: SB43 Properties, LLC, Gahanna, OH	(100.00%)
	President: Paine Holdings	(100.00%)
	President: Paine Leasing	(100.00%)

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 3120.000 - 0.19%
(Options: 0 - 0.00%)

NAME:	William J. Schottenstein	
ADDRESS:	Columbus, Ohio USA	
OCCUPATION:	Real Estate Developer	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Investments, Inc.	(0.00%)
	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	President: Arshot Investment Corp, Inc.	(33.0%)

*see Other below

OF SHARES OWNED OF
HOLDING COMPANY and %

Common Shares: 1,500 – 0.10%
(Options: -0-)

*Other (Location: Columbus, OH, unless otherwise noted)

Vice President	ACIP, Inc.	33.3%
Vice President	Alum Creek Annex LLC	33.3%
President	Alum Venture Corp, Inc.	33.3%
Managing Member	Arshot Operating Group LLC	33.0%
President	Bank Street Ventures LLC	33.3%
President	Black Dog Island LLC	25.0%
President	Buckeye Lake Fun LLC	25.0%
President	Buckeye Ocean Ventures, Inc.	33.3%
Secretary/Treasurer	City Investment, Inc.	33.3%
President	Compass Point H, LLC	25.0%
President	Deerbrook GP, Inc	50.0%
Managing Member	Deerbrook Associates LP	49.5%
President	Front Lion, Inc.	33.3%
Managing Member	Geffen Enterprises LLC	33.3%
Managing Member	GefCity Investments	33.0%
President	Hudson Street, Inc.	33.3%
Vice President	King Holding Corp, Inc.	33.3%
Managing Member	Lion Academy Development Corp, Inc.	33.3%
Secretary/Treasurer	Lion Construction Services LLC	25.0%
Managing Member	Lion Entertainment LLC	25.0%
President	Lion Island LLC	25.0%

Secretary/Treasurer	Lion Mangement Services LLC	25.0%
Vice President	Lion Phase I, Inc.	33.3%
Vice President	Lion TSA, Inc.	33.3%
Managing Member	Mediamax TV, LTD	33.3%
Managing Member	MMXTV LTD (ViVideo)	33.3%
President	Mound Street Ventures LLC	33.3%
Vice President	The Oarhouse Corp, Inc.	33.3%
Vice President	Orange Land Corp, Inc.	18.3%
Managing Member	Red Hen Investment, LLC	33.3%
Secretary/Treasurer	Schottenstein Land Development, Inc.	33.3%
Vice President	State Street Investment, Inc.	33.3%
Secretary/Treasurer	Urban Design LLC	25.0%

NAME: George R. Smith
ADDRESS: Dublin, OH USA
OCCUPATION: Banker/CPA
TITLE, HOLDING CO.: Executive Vice President and Chief Financial Officer
TITLE, DIRECT: Executive Vice President and Chief Financial Officer: Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
TITLE, OTHER: n/a

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 4049.000 - 0.26%
(Options: 11,000 - .70%)

NAME: Richard A. Vincent
ADDRESS: Columbus, OH USA
OCCUPATION: Foundation/Philanthropy
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
TITLE, OTHER: President/Chief Executive Officer:
Osteopathic Heritage Foundation (0.00%)

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 1,825.000 - 0.12%
(Options: 1,200 - 0.08%)

NAME: Carrie L. Almendinger
ADDRESS: Johnstown, OH USA
OCCUPATION: Banker
TITLE, HOLDING CO.: Executive Vice President and Chief Financial Officer
TITLE, DIRECT: Executive Vice President and Chief Financial Officer: Heartland Bank (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
TITLE, OTHER: n/a

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 1,519.310 - 0.10%
(Options: 5,700 - .36%)