

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND

STATISTICS & ANALYSIS
DEPARTMENT

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, 2013

Month / Day / Year

I, G. Scott McComb

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

Name of the Holding Company Director and Official
Chair/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.

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:

Linda E. Miller

Vice President

Name

Title

614-337-4600-149

Area Code / Phone Number / Extension

614-337-4604

Area Code / FAX Number

millerl@heartlandbank.com

E-mail Address

www.heartlandbank.com

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

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 1399073
C.I. _____

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

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

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

☒ No

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Heartland BancCorp
Gahanna, Ohio

as of December 31, 2013

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
- (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%

REPORT ITEM #2a: ORGANIZATION CHART (continued)

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

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 5, 2014

REPORT ITEM #3: SECURITIES HOLDERS

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

REPORT ITEM #3: SECURITIES HOLDERS (continued)

- (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</u>	
		<u>OWNED</u>	<u>%</u>
G. Scott McComb Blacklick, Ohio USA	USA	146,790.156 (Options: 14,500 - 0.94%)	9.47%
George A. Bavelis Columbus, Ohio USA	USA	233,868.000 (Options: -0-)	15.08%
CEDE & CO New York, New York USA (This is a depository trust company for other brokers; no other information is available)	USA	676,008.000	43.62%
Peoples Bancorp Marietta, Ohio USA	USA	114,102.000	7.36%
Technical Rubber Company, Inc. Johnstown, Ohio USA	USA	109,069.000	7.08%
Camilla L. McComb New Albany, Ohio USA	USA	91,870.944	5.93%

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.

G. Scott McComb, TR UA 12/20/2007
Tiney M. McComb Revocable Trust
Blacklick, OH USA USA 226,898.097% 14.66%
(Options: 14,500 - 0.94%)

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: 233,868.000 - 15.08%
(Options: -0-)

*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%
Managing Partner	OMEGA Properties	30.0%
Managing Partner	Panoramic Properties, LLC	26.7%
Partner	PHOENIX Properties	33.3%
Partner	Riverfront Apartments Co.	45.0%
Partner	Short North Development Co.	33.0%
Partner	SIGMA Properties	30.0%
Partner	Skyline Properties	35.0%
Partner	Univest Company, LLC	5.0%
Partner	Wellington Properties	30.0%
Partner	Xenia Company	16.22%
Partner	Zeta Properties, LLC	26.7%

REPORT ITEM #4: INSIDERS (continued)

NAME: Arthur G. H. Bing, MD
ADDRESS: Columbus, Ohio USA
OCCUPATION: Plastic and Reconstructive Surgery
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/Owner: Arthur G. H. Bing, MD, Inc. (100.0%)
 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/BPP Ltd, (30.0%)

OF SHARES OWNED OF
 HOLDING CO. and %

Common Shares: 52,561.209 - 3.39%
 (Options: 5,200 - 0.34%)

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: 921.504 - 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: 3,054.068 - 0.20%
 (Options: 1,650 - 0.11%)

REPORT ITEM #4: INSIDERS (continued)

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 (33.0%)

OF SHARES OWNED OF
 HOLDING CO. and %

Common Shares: 1,064.115 - 0.07%
 (Options: 5,200 - 0.34%)

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: 12,612.261 - 0.81%
 (Options: 5,200 - 0.34%)

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: DEM Partners, LLC (33.3%)
 Member: Insurmart, L.L.C. (100.0%)
 Member: Sleeping Giant, LLC, Loveland, CO (50.0%)

OF SHARES OWNED OF
 HOLDING CO. and %

Common Shares: 1,334.269 - 0.09%
 (Options: 4,200 - 0.27%)

REPORT ITEM #4: INSIDERS (continued)

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: 42,373,948 - 2.88%
(Options: 3,200 - 0.21%)

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

Partner	Hanover Shopping and Business Center	20.00%
Member	Fairfield Village Management Co., Ltd, Lancaster, OH	15.00%
Member	Fairfield Village Real Estate, Ltd., Lancaster, OH	5.00%
Member	Inns Holdings, Ltd.	100.00%
Member	Chapel Grove Management Co., Ltd., Heath, OH	26.05%
Member	SharonBrooke Inn Management	19.10%
Member	SharonBrooke Inn, Limited	28.83%
Member	Renaissance Village Management, Middletown, OH	19.00%
Member	Renaissance Village Limited, Middletown, OH	23.33%
Member	The Inn at University Village Management, Massillon, OH	15.00%
Member	The Inn at University Village Limited, Massillon, OH	21.50%
Member	Inn at Olentangy Trail Real Estate, Delaware, OH	15.00%
Member	Inn at Olentangy Trail Management, Delaware, OH	15.00%
Member	Inn at CoalRidge Management Co., Ltd., Wadsworth, OH	21.00%
Member	Inn at CoalRidge Real Estate, Ltd., Wadsworth, OH	21.00%
Member	Inn at Whitewood Village Real Estate, North Canton, OH	19.00%
Member	Inn at Whitewood Village Management, North Canton, OH	19.00%
President	Newark Hospitality, LLC	100.00%
President	Newark Management Partners	100.00%
Member	Inn at Northwood Village Management, Dover, OH	20.00%
Member	Inn at Northwood Village Real Estate, Dover, OH	20.00%

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%)

REPORT ITEM #4: INSIDERS (continued)

McComb, G. Scott -

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: 146,790.156 - 9.47%
(Options: 14,500 - 0.94%)

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 - 0.01%)

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 (49.00%)

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 620.000 - 0.04%
(Options: 1,400 - 0.01%)

NAME: Richard A. Vincent
 ADDRESS: Columbus, OH USA
 OCCUPATION: Foundation/Philanthropy
 TITLE, HOLDING CO.: Director

REPORT ITEM #4: INSIDERS (continued)

Vincent, Richard A. -

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%)

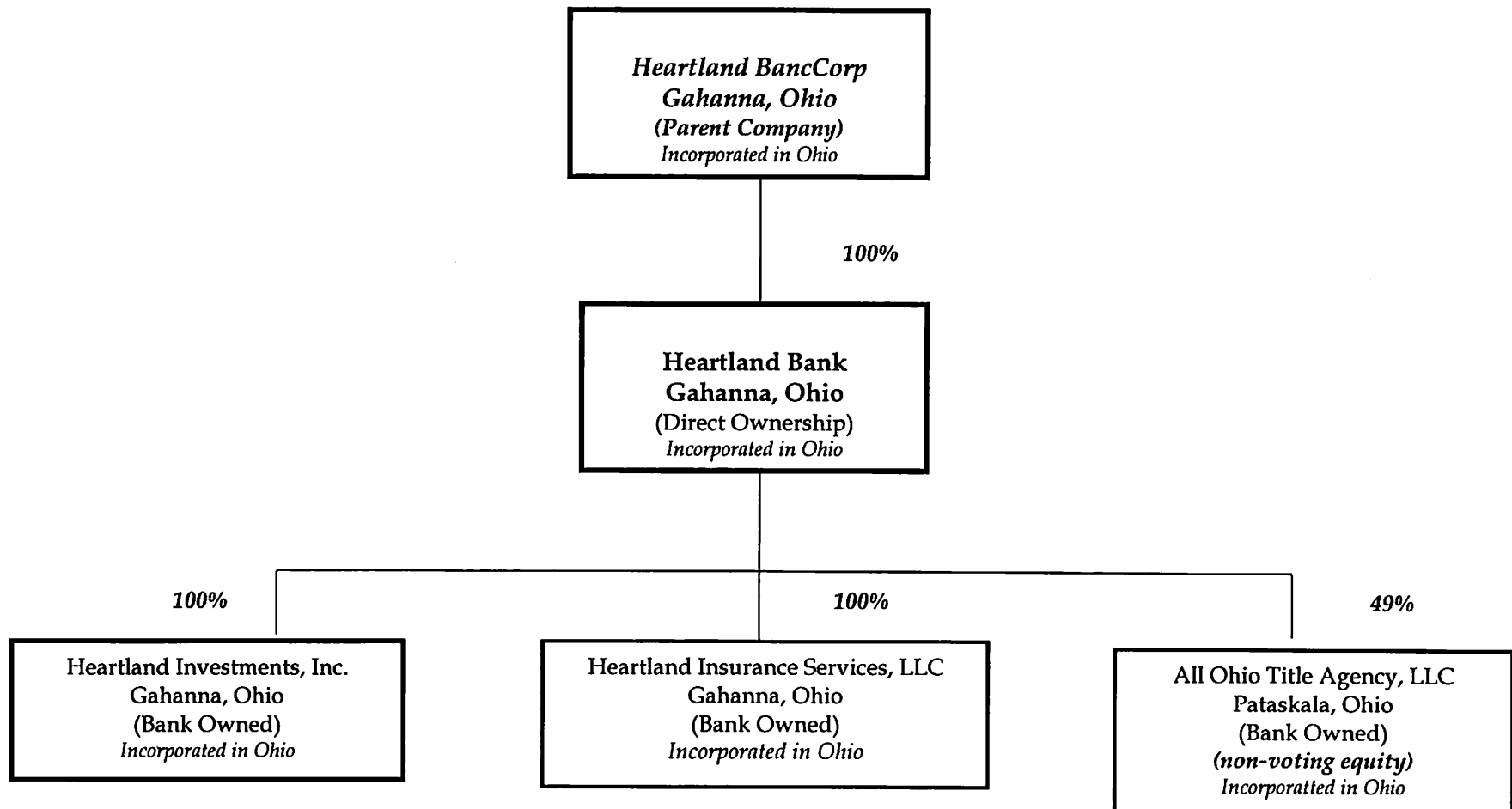
OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 500.000 - 0.03%
(Options: 1,200 - 0.01%)

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: 549.000 - 0.04%
(Options: 18,000 - 1.16%)

**FR Y-6
Organization Chart**

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



as of December 31, 2013

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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
OK		Full Service (Head Office)	853112	HEARTLAND BANK	850 NORTH HAMILTON ROAD	GAHANNA	OH	43230	FRANKLIN
OK		Full Service	3403291	65 EAST STATE STREET BRANCH	65 EAST STATE STREET	COLUMBUS	OH	43215	FRANKLIN
OK		Full Service	2448923	NORTH WILSON ROAD	130 NORTH WILSON ROAD	COLUMBUS	OH	43204	FRANKLIN
OK		Full Service	3403303	STYGLER BRANCH	67 NORTH STYGLER ROAD	COLUMBUS	OH	43230	FRANKLIN
OK		Full Service	2614045	CROTON BRANCH	12 NORTH MAIN STREET	CROTON	OH	43013	LICKING
OK		Full Service	2448932	FRANTZ ROAD BRANCH	6500 FRANTZ ROAD	DUBLIN	OH	43017	FRANKLIN
OK		Full Service	3394698	HEARTLAND BANK BRANCH	6000 RIVERSIDE DRIVE	DUBLIN	OH	43017	FRANKLIN
OK		Full Service	1393615	GROVE CITY OFFICE	2365 OLD STRINGTOWN ROAD	GROVE CITY	OH	43123	FRANKLIN
OK		Full Service	539612	JOHNSTOWN BRANCH	730 WEST COSHOCTON STREET	JOHNSTOWN	OH	43031	LICKING
OK		Full Service	228626	NEWARK BRANCH	44 WEST LOCUST STREET	NEWARK	OH	43055	LICKING
OK		Full Service	3361869	REYNOLDSBURG BRANCH	6887 EAST MAIN STREET	REYNOLDSBURG	OH	43068	FRANKLIN
OK		Full Service	3082780	WESTERVILLE BRANCH	450 SOUTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN