

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, G. Scott McComb

Name of the Holding Company Director and Official

President, Chairman and 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 7-13-18

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. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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

December 31, 2017

Month / Day / Year

N/A

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 Rd.

(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 Eckert

Corporate Secretary

Name

Title

614/337/4600

Area Code / Phone Number / Extension

614/337/4604

Area Code / FAX Number

Jennifer.Eckert@heartland.bank

E-mail Address

ir.heartland.bank

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

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Heartland BancCorp
Gahanna, Ohio

As of December 31, 2017

REPORT ITEM #1: Annual Report to Shareholders
to be sent via email with branch report

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

Bank Ownership: 100.0%
Bank Controlling Interest: 100.0% - managing member
% 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% - non managing member
% 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 own) 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 26, 2018

REPORT ITEM #3: SECURITIES HOLDERS

(NOTE: Heartland 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>	<u>%</u>
G. Scott McComb* Blacklick, Ohio USA	USA	113,786.006 (Options: 4,500)	
Heartland Bank 401K Shares Voted by G. Scott McComb, Trustee		<u>40,508.043</u>	
Total Voting for G. Scott McComb (using calculation for including options)		158,794.049	9.83%
Camilla L. McComb* Ypsilanti, Michigan USA	USA	96,215.552	5.97%
Parker McComb Blacklick, Ohio USA	USA	4610.825	0.29%
Kailyn McComb Blacklick, Ohio USA	USA	4710.713	0.29%
Debra McComb* New Albany, Ohio USA	USA	605	.04%
Martha A. Adams* Grove City, Ohio USA	USA	150	.01%

As of December 31, 2017

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Heartland BancCorp

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Scott R. Adams*	USA	105	.01%
Columbus, Ohio USA			

**Total McComb family ownership/voting power is 265,191.139 16.42%
(using calculation to add options to total outstanding)*

George A. Bavelis**	USA	207,955	12.91%
Columbus, Ohio USA			
George A. & Gia A. Bavelis**	USA	40,108	2.49%
Columbus, Ohio USA			
Vasiliki Niki Bavelis**	USA	1,860	.12%
Columbus, Ohio USA			
Tina & Tasos Manokas**	USA	2,825	.18%
Columbus, Ohio USA			
Tina Bavelis Manokas**	USA	1,996.632	.12%
Columbus, Ohio USA			

***Total Bavelis family ownership/voting power is 254,744.632 – 15.82%*

CEDE & CO	USA	805,022.000	49.98%
New York, New York USA			
(This is a depository trust company for other brokers; no other information is available)			
Peoples Bancorp	USA	81,702.000	5.07%
Marietta, Ohio USA			
Technical Rubber Company, Inc.	USA	109,069.000	6.77%
Johnstown, Ohio USA			

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 ...

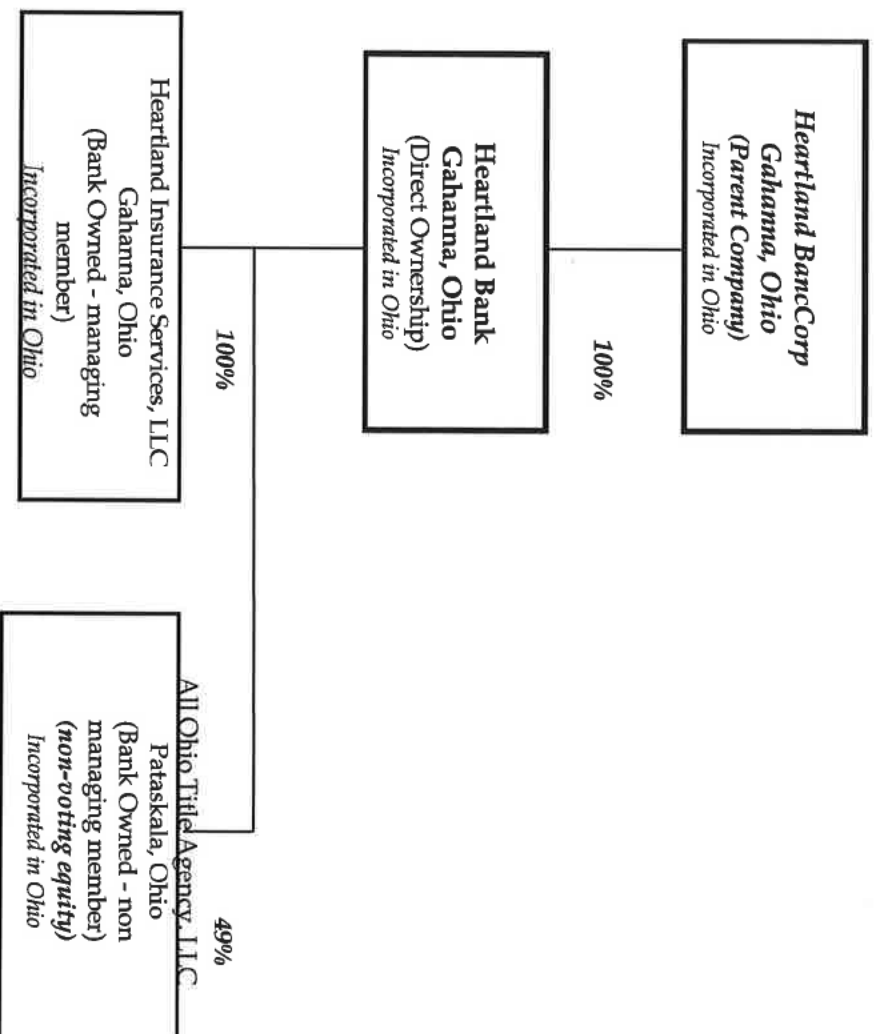
None

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

None

FR Y-6
Organization Chart

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



*LEI is N/A unless noted

as of December 31, 2017

Results: A list of branches for your depository institution **HEARTLAND BANK (ID_RSSD 853112)**.
This depository institution is held by **HEARTLAND BANCORP (1399073)** of **GAHANNA, OH**.
The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	3403291	CAPITOL SQUARE BRANCH	101 SOUTH HIGH STREET	COLUMBUS	OH	43215	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	5164402	CLINTONVILLE BRANCH	4476 NORTH HIGH STREET	COLUMBUS	OH	43214	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	5081536	FRIENDSHIP VILLAGE OF COLUMBUS OFFICE	5800 FOREST HILLS BOULEVARD	COLUMBUS	OH	43231	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	2448923	NORTH WILSON ROAD	130 NORTH WILSON ROAD	COLUMBUS	OH	43204	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	3403303	STYGLER BRANCH	67 NORTH STYGLER ROAD	COLUMBUS	OH	43230	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	4763282	WORTHINGTON CHRISTIAN VILLAGE OFFICE	165 HIGHBLUFFS 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	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	2448932	FRANTZ ROAD BRANCH	6500 FRANTZ ROAD	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	3394698	HEARTLAND BANK BRANCH	6000 RIVERSIDE DRIVE	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	1393615	GROVE CITY OFFICE	2365 OLD STRINGTOWN ROAD	GROVE CITY	OH	43123	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	5007639	HEARTLAND BANK HILLIARD OFFICE	3971 MAIN STREET	HILLIARD	OH	43026	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	539612	JOHNSTOWN BRANCH	730 WEST COSHOCTON STREET	JOHNSTOWN	OH	43031	LICKING	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	228626	NEWARK BRANCH	44 WEST LOCUST STREET	NEWARK	OH	43055	LICKING	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	4807971	HEARTLAND BANK PICKERINGTON OFFICE	421 HILL ROAD N	PICKERINGTON	OH	43147	FAIRFIELD	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	3361869	REYNOLDSBURG BRANCH	6887 EAST MAIN STREET	REYNOLDSBURG	OH	43068	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	
OK		Full Service	3082780	WESTERVILLE BRANCH	450 SOUTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	Not Required	Not Required	HEARTLAND BANK	853112	

REPORT ITEM #4: INSIDERS

NAME:	George A. Doyle**	
ADDRESS:	Columbus, Ohio USA	
OCCUPATION:	Investor	
TITLE, HOLDING CO.:	n/a	
TITLE, DIRECT:	n/a, Heartland Bank	(0.00%)
TITLE, INDIRECT:	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: 248,063.000 – 15.67%

**(Additional family shares owned to total 15.82% – see #3

above for details)

*Other

(Location: Columbus, OH, unless otherwise noted)

Managing Member	ABA, LLC	70.0%
General Partner	ABY Properties	33.3%
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%
Sole Proprietor	Central State Realty	100.0%
General Partner	Compumatics Company	25.0%
General Partner	EPIC Properties	35.0%
General Partner	Evelpis Properties	40.0%
General Partner	Genesis Properties	52.5%
Managing Member	GMAQ, LLC, Boca Raton, FLA	50.0%
General Partner	GRAMCO Properties	40.0%
Managing Partner	Magna National Financial, LLC	33.3%
Managing Partner	Magna National Realty, LLC	33.3%
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	Wellington Properties	30.0%

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 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: 924,212 - 0.06%
(Options: 4,950 - 0.31%)

NAME:

Beverly J. Donaldson

ADDRESS:

Newark, OH USA

OCCUPATION:

Director of Assisted Living/Nursing

TITLE, HOLDING CO.:

Director

TITLE, DIRECT:

Director: Heartland Bank (0.00%)

TITLE, INDIRECT:

n/a, Heartland Insurance Services, LLC (0.00%)

n/a, All Ohio Title Agency, LLC (0.00%)

TITLE, OTHER:

President: Inns Management Group (100.00%)

Member: B&D Donaldson, LTD. (50.00%)

Member: Rovert & Eimaj (50.00%)

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 7,000.00 - 0.43%
(2,200 shares are in spouse's name
only...4,800 shares or .30% in her name only)
(Options: -1,250- 0.08%)

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 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%)

Sole Member: 24 Darby, LLC (100.00%)

Sole Member: 37 Darby, LLC (100.00%)

Sole Member: 6707 WGPE, LLC (100.00%)

Sole Member: 1440 NASD, LLC (100.00%)

Sole Member: 3665 Buttonwood, LLC (100.00%)

Member: Mason Pint Club, Columbus, OH (75.00%)

Co-Trustee: Jack J. Eggspuehler Trust (33.33%)

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 8,595.887 - 0.53%
(Options: 1,250 - 0.08%)

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 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: 2,271.893 - 0.14%
(Options: 4,950 - 0.31%)

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 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: 6,431.967 - 0.40%
(Options: 1,250 - 0.08%)

NAME:	Cheryl L. Krueger	
ADDRESS:	New Albany, Ohio USA	
OCCUPATION:	Consultant	
TITLE, HOLDING CO.:	Director	
TITLE, DIRECT:	Director: Heartland Bank	(0.00%)
TITLE, INDIRECT:	n/a, Heartland Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	President/CEO: Krueger & Co.	(100.0%)
	CEO: Life Support Development	(31.65%)
	CEO: CKE Management	(36.09%)

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 20 - 0.001%
(Options: 1,250 - 0.08%)

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 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: 154,294.049 - 9.58%
(Options: 4,500 - 0.28%)

*(Additional family shares owned to total 16.42% – 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 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: 125.000 - 0.01%
(Options: 4,150 - 0.26%)

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 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%)

OF SHARES OWNED OF
HOLDING CO. and %Common Shares: 3,219,354 - 0.20%
(Options: 2,750 - 0.17%)

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 Insurance Services, LLC	(0.00%)
	n/a, All Ohio Title Agency, LLC	(0.00%)
TITLE, OTHER:	President: Arshot Investment Corp, Inc.	(33.3%)

*see Other below

OF SHARES OWNED OF
HOLDING COMPANY and %Common Shares: 1,500 - 0.09%
(Options: 2750 - 0.17%)

*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	33.3%
Managing Member	Aspen Alps 115, LLC	100.0%
President	Bank Street Ventures LLC	33.3%
President	Black Dog Island LLC	25.0%
Vice President	BOP, Inc.	33.3%
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	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	MMXTV LTD (ViVideo)	33.3%
President	Mound Street Ventures LLC	33.3%
Vice President	The Oarhouse Corp, Inc.	33.3%
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 - Retired
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank (0.00%)
TITLE, INDIRECT: 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: 3,558.000 - 0.22%
(Options: 10,250 - .64%)

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 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 - 0.11%
(Options: 3,950 - 0.25%)

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: 3,607.208 - 0.22%
(Options: 11,400 - .71%)