

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.

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.

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.

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

December 31, 2019

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I. G. Scott McComb

Name of the Holding Company Director and Official

Chairman and CEO

Title of the Holding Company Director and Official

Heartland BancCorp

Legal Title of Holding Company

430 North Hamilton Rd.

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

Whitehall

OH

43213

City

State

Zip Code

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:

Jennifer L. Eckert

SVP, Corporate Secretary

Name

Title

614/416-2383

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

Signature of Holding Company Director and Official

04/26/2020

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. _____

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."

Heartland BancCorp

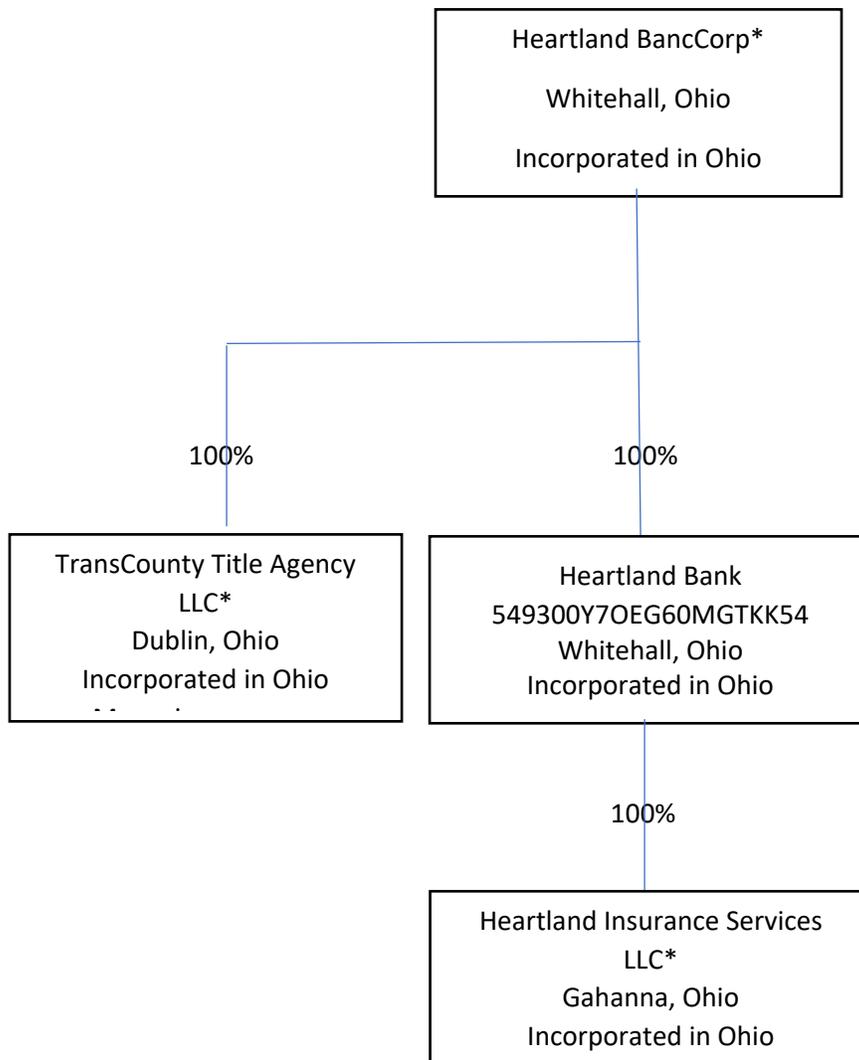
Whitehall, Ohio

Fiscal Year Ending December 31, 2019

Report Item

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. The annual report has not been prepared as of this report date and therefore will be sent at a later date under separate cover.

2a. Organizational Chart



*Unless noted, LEI data is N/A

2b. Domestic branch listing provided to the Federal Reserve Bank via email on February 13, 2020

Results: A list of branches for your depository institution **HEARTLAND BANK (ID_RSSD 853112)**.
 This depository institution is held by **HEARTLAND BANCORP (1399073)** of **WHITEHALL, OH**.
 The data are as of **12/31/2019**. Data reflects information that was received and processed through **01/07/2020**.

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	430 NORTH HAMILTON ROAD	WHITEHALL	OH	43213	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	5211593	GAHANNA BRANCH	850 NORTH HAMILTON ROAD	GAHANNA	OH	43230	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	5382309	UPPER ARLINGTON BRANCH	1800 WEST LANE AVENUE	UPPER ARLINGTON	OH	43221	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	

Form FR Y-6

Heartland BancCorp
Whitehall, Ohio
Fiscal Year Ending December 31, 2019
Report Items 3 and 4

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. (Note: Outstanding shares as of 12/31/2019 including DRIP common shares – 2,088,370)

<u>NAME and ADDRESS</u>	<u>COUNTRY OF CITIZENSHIP or INCORPORATION</u>	<u>SHARES OWNED %</u>	
G. Scott McComb* Blacklick, Ohio USA	USA	113,491.62 (Options: 11,250)	
Heartland Bank 401K Shares Voted by G. Scott McComb, Trustee Total Voting for G. Scott McComb (using calculation for including options)		<u>44,986.465</u> 169,728.085	8.08%
Camilla L. McComb* Ypsilanti, Michigan USA	USA	97,140.021	4.65%
Parker McComb Blacklick, Ohio USA	USA	4,317.825	.20%
Kailyn McComb Blacklick, Ohio USA	USA	2585	0.12%
Debra McComb* New Albany, Ohio USA	USA	605	.03%
Martha A. Adams* Grove City, Ohio USA	USA	150	.007%
Scott R. Adams* Columbus, Ohio USA	USA	105	.005%
*Total McComb family ownership/voting power is 274,630.931 (with options) 13.08% Without options considered = 263,380.931 or 12.61%			
George A. Bavelis** Columbus, Ohio USA	USA	207,955	9.96%
George A. & Gia A. Bavelis** Columbus, Ohio USA	USA	40,106	1.92%

Vasiliki Niki Bavelis** Columbus, Ohio USA	USA	3,966	.19%
Tina & Tasos Manokas** Columbus, Ohio USA	USA	2,825	.14%
Tina Bavelis Manokas** Columbus, Ohio USA	USA	2089.095	.10%

***Total Bavelis family ownership/voting power is 256,941.095 – 12.30%*

CEDE & CO New York, New York USA (This is a depository trust company for other brokers; no other information is available)	USA	1,098,873	52.62%
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Technical Rubber Company, Inc. Johnstown, Ohio USA	USA	109,069.000	5.22%
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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%
	n/a, TransCounty Title Agency LLC	0.00%
TITLE, INDIRECT:	n/a, Heartland Insurance Services, 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 – 11.88%

**(Additional family shares owned to total 12.30% –
see #3 above for details)

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

Managing Member	110 Commons, LLC	100.0%
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%
Director	Buckeye State Bank	15.0%
Managing Member	BZ Evans	45.0%
Sole Proprietor	Central State Realty	100.0%
Shareholder	Coin Op Vending Co.	16.7%
General Partner	Compumatics Company	25.0%
Managing Member	EOS Energy	55.0%
Managing Member	EOS Realty	55.0%
General Partner	EPIC Properties	35.0%
General Partner	Evelpis Properties	40.0%
Managing Member	GAB Evans	55.0%
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%
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	38.89%
General Partner	Xenia Company	16.22%

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

OF SHARES OWNED OF
 HOLDING CO. and % Common Shares: 925.333 - 0.04%
 (Options: 6,200 - 0.29%)

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%
 n/a, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: President: Inns Management Group, Newark, OH 100.00%
 *See Other below

OF SHARES OWNED OF
 HOLDING CO. and % Common Shares: 11606.18 - 0.56%
 (2,269 shares are in spouse's name
 only...4,879 shares in her name only and the
 rest is held jointly)
 (Options: -2,500- 0.12%)

*Other

Member	B&D Donaldson, LTD., Newark, OH	50.00%
Member	Rovert & Eimaj, Newark, OH	50.00%
Member	Inn at Chapel Grove Management Co., Heath, OH	10.40%
Member	Chapel Grove RE, Heath, OH	10.40%
Vice President	The Inn at Olentangy Village Management Co., Delaware, OH	16.70%
Vice President	Olentangy Village RE, Delaware, OH	16.70%
Vice President	The Inn at CoalRidge Management Co., Wadsworth, OH	11.00%
Vice President	CoalRidge RE, Wadsworth, OH	11.00%
Vice President	The Inn at Whitewood Village Management Co., N. Canton, OH	17.90%
Vice President	Whitewood Village RE, N. Canton, OH	17.90%
Vice President	The Inn at Northwood Management Co., Dover, OH	16.00%
Vice President	Northwood RE, Dover, OH	16.00%
Vice President	The Inn at Winchester Trail Management Co., Canal Winchester, OH	26.70%
Vice President	Winchester Trail RE, Canal Winchester, OH	26.70%
Vice President	The Inn at Bear Trail Management Co., Lewis Center, OH	21.80%
Vice President	Bear Trail RE, Lewis Center, OH	21.80%
Vice President	The Inn at Summit Trail Management Co., Reynoldsburg, OH	20.00%
Vice President	Summit Trail RE, Reynoldsburg, OH	20.00%
Vice President	The Inn at AppleRidge Management Co., Richfield, OH	20.00%
Vice President	AppleRidge RE, Richfield, OH	20.00%
Vice President	The Inn at Walnut Trail Management Co., Sunbury, OH	20.00%
Vice President	Walnut Trail RE, Sunbury, OH	20.00%
Vice President	Ashland Woods Management, Ashland, OH	20.00%

Vice President Ashland Woods RE, Ashland, OH 20.00%

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%
n/a, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: Sole Member: Jay B. Eggspuehler, Esq., LLC 100.00%
*see other below

OF SHARES OWNED OF HOLDING CO. and % Common Shares: 4802 - 0.23%
(Options: 2,500 - 0.12%)

*Other:
Sole Member 8540 Rausch, 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 NLSO, LLC 100.00%
Sole Member 3665 Buttonwood, LLC 100.00%
Sole Member ELP Property Management, LLC 100.00%
Sole Member 6678 WGL, LLC 100.00%
Sole Member Stillwater LLC 100.00%
Member Buckeye Classics, LLC 50.00%
Member 5252 WGPS LLC 50.00%
Member 5224 WgPN LLC 50.00%
Co-Trustee and beneficiary Jack J. Eggspuehler Trust 33.33%

NAME: Jodi L. Garrison
ADDRESS: Grove City, OH USA
OCCUPATION: CPA
TITLE, HOLDING CO.: Secretary, Director
TITLE, DIRECT: Director: Heartland Bank 0.00%
n/a, TransCounty Title Agency, LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, 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: 2,348.39 - 0.11%
(Options: 6,200 - 0.30%)

NAME: Cheryl L. Krueger
ADDRESS: New Albany, Ohio USA
OCCUPATION: Consultant
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank 0.00%

	n/a, TransCounty Title Agency LLC	0.00%
TITLE, INDIRECT:	n/a, Heartland Insurance Services, LLC	0.00%
TITLE, OTHER:	President/CEO: C. Kruegers Finest Baked Goods	48.00%

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 2,520 - 0.12%
(Options: 2,500 - 0.12%)

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%
	Board Member, TransCounty Title Agency LLC	0.00%
TITLE, INDIRECT:	n/a, Heartland Insurance Services, LLC	0.00%
TITLE, OTHER:	n/a	

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 158,478.085 - 7.59%
(Options: 11,250 - 0.54%)

**(Additional family shares owned to total 263,380.931 - 12.61%,
w/o options; 1274,630.931 - 13.08% with options – see #3 above
for details)*

NAME: Robert C. Overs

ADDRESS: Dublin, OH USA

OCCUPATION: CEO Creative Living

TITLE, HOLDING CO.: Director

TITLE, DIRECT:	Director: Heartland Bank	0.00%
	n/a, TransCounty Title Agency LLC	0.00%
TITLE, INDIRECT:	n/a, Heartland Insurance Services, LLC	0.00%
TITLE, OTHER:	n/a	

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 1,375.000 - 0.07%
(Options: 5,400 - 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%
	n/a, TransCounty Title Agency LLC	0.00%
TITLE, INDIRECT:	n/a, Heartland Insurance Services, LLC	0.00%
TITLE, OTHER:	President: Paine Holdings, Gahanna, OH	100.00%
	*see other	

OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 4603.27 - 0.22%
(Options: 4,000 - 0.19%)

*Other

Member	Bailey Park, LLC, Pickerington, OH	25.00%
Member	SB43 LLC, Pickerington, OH	25.00%
Owned by Paine Holdings	Accurate Express	100.00%
Owned by Paine Holdings	Accurate Transportation	100.00%
Owned by Paine Holdings	Paine Leasing, Inc.	100.00%

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 Insurance Services, LLC	0.00%
TITLE, OTHER:	President: Arshot Investment Corp, Inc.	33.3%

*see Other below

OF SHARES OWNED OF
HOLDING COMPANY and %

Common Shares: 3,000 – 0.14%
(Options: 4,000 – 0.19%)

*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	88.0%
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	JSS 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%
President	Spring Street Media LLC	33.3%
Vice President	State Street Investment, Inc.	33.3%

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%
 Board Member, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC (0.00%)
TITLE, OTHER: n/a

OF SHARES OWNED OF
 HOLDING CO. and % Common Shares: 4,455.55 - 0.21%
 (Options: 14,450 – .68%)

NAME: Brian T. Mauntel
ADDRESS: Johnstown, OH USA
OCCUPATION: Banker
TITLE, HOLDING CO.: n/a
TITLE, DIRECT: President and Chief Operations Officer: Heartland Bank 0.00%
 Board Member, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC (0.00%)
TITLE, OTHER: n/a

OF SHARES OWNED OF
 HOLDING CO. and % Common Shares: 3,415 - 0.16%
 (Options: 11,090 – .53%)