

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.

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.*

Signature of Holding Company Director and Official

**03/30/2017**

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. \_\_\_\_\_

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

**December 31, 2016**

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 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**

**SVP Heartland Bank**

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

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

0=No

1=Yes

0

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."

**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 **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

**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**

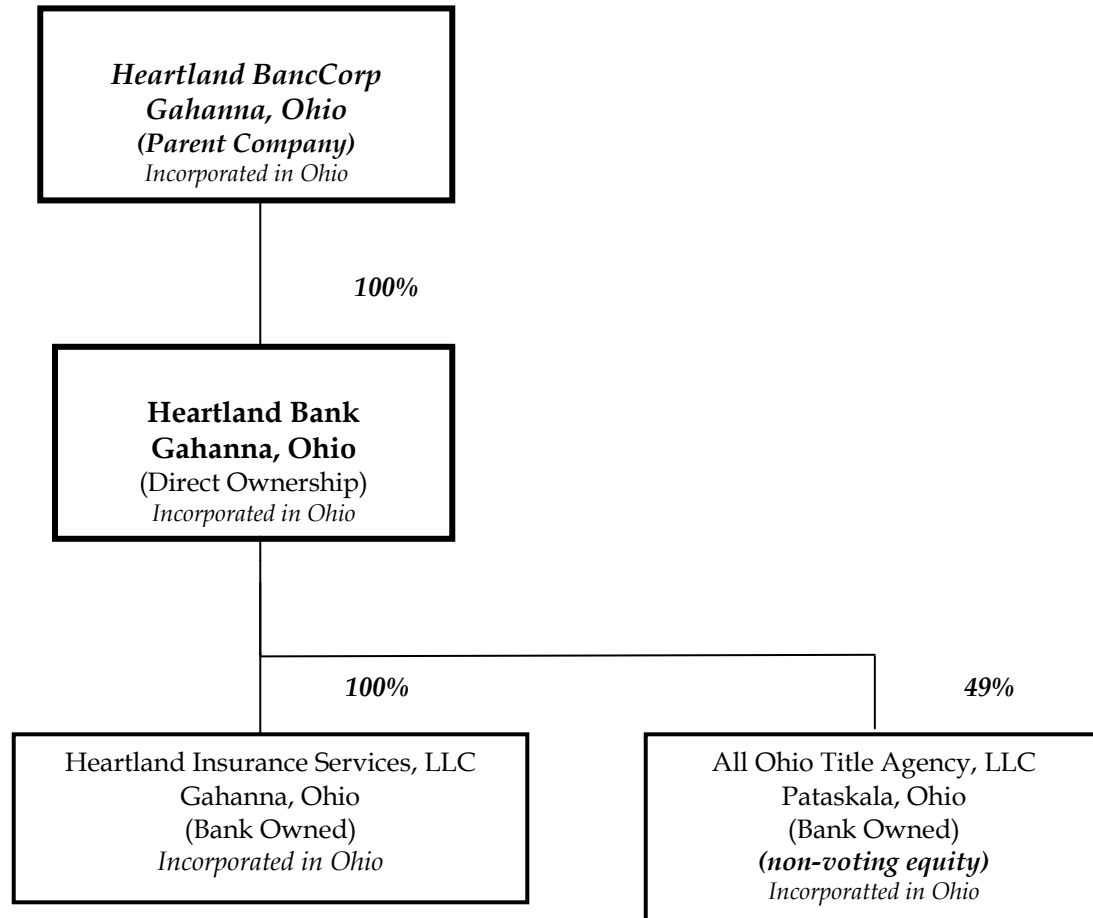
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* 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
		Full Service (Head Office)	853112		HEARTLAND BANK	850 NORTH HAMILTON ROAD	GAHANNA	OH	43230	FRANKLIN	UNITED STATES	6066	0	HEARTLAND BANK		853112	OK
		Full Service	3403291		CAPITOL SQUARE BRANCH	101 SOUTH HIGH STREET	COLUMBUS	OH	43215	FRANKLIN	UNITED STATES	446222	11	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	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 VILLIAGE 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	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	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	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	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	220154	8	HEARTLAND BANK		853112	OK
		Full Service	3082780		WESTERVILLE BRANCH	450 SOUTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	362752	9	HEARTLAND BANK		853112	OK

*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, 2016*

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Heartland BancCorp  
Gahanna, Ohio

As of December 31, 2016

REPORT ITEM #1: Annual Report to Shareholders  
*Included with emailed 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%  
% 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 15, 2017*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>	<u>%</u>
G. Scott McComb* Blacklick, Ohio USA	USA	107,932.185 (Options: 5,400)	
Heartland Bank 401K Shares Voted by G. Scott McComb, Trustee Total Voting for G. Scott McComb (using calculation for including options)		<u>41,330.189</u> 154,662.374	9.74%
Camilla L. McComb* Ypsilanti, Michigan USA	USA	95,241.353	6.02%
Parker McComb Blacklick, Ohio USA	USA	4,544.825	0.29%
Kailyn McComb Blacklick, Ohio USA	USA	4,544.000	0.29%
Debra McComb* New Albany, Ohio USA	USA	605	.04%
Martha A. Adams* Grove City, Ohio USA	USA	150	.01%

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

*\*Total McComb family ownership/voting power is 259,852.55 16.36%  
(using calculation to add options to total outstanding)*

George A. Bavelis**	USA	207,955	13.13%
Columbus, Ohio USA			

George A. & Gia A. Bavelis**	USA	40,108	2.53%
Columbus, Ohio USA			

Vasiliki Niki Bavelis**	USA	3,966	.25%
Columbus, Ohio USA			

Tina & Tasos Monokas**	USA	1,553	.10%
Columbus, Ohio USA			

*\*\*Total Bavelis family ownership/voting power is 253,582 - 16.02%*

CEDE & CO	USA	783,037	49.46%
New York, New York USA			

(This is a depository trust company for other brokers; no other information is available)

Peoples Bancorp	USA	114,102.000	7.21%
Marietta, Ohio USA			

Technical Rubber Company, Inc.	USA	109,069.000	6.89%
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

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: 248,063.000 – 15.67%

\*\*(Additional family shares owned to total 16.02% – 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%
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	Wellington Properties	30.0%
Managing Partner	Zeta Properties, LLC	26.7%

**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: 923.682 - 0.06%  
(Options: 3,700 - 0.23%)

**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 Investments, Inc. (0.00%)  
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: 2,400.00 - 0.15%  
(Options: -0- 0.00%)

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

# OF SHARES OWNED OF  
HOLDING CO. and %

Common Shares: 10,897.611 - 0.69%  
(Options: 1,500 - 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: 2,235.727 - 0.14%  
(Options: 4,700 - 0.30%)

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

OF SHARES OWNED OF  
HOLDING CO. and %

Common Shares: 6,291.146 - 0.40%  
(Options: 0 - 0.00%)

<b>NAME:</b>	<b>Cheryl L. Krueger</b>	
ADDRESS:	New Albany, Ohio USA	
OCCUPATION:	Consultant	
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/CEO: Krueger & Co.	(100.0%)
	CEO: Life Support Development	(34.0%)

OF SHARES OWNED OF  
HOLDING CO. and %

Common Shares: 20 - 0.001%  
(Options: 0 - 0.00%)

<b>NAME:</b>	<b>G. Scott McComb*</b>	
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: 149,262.374 - 9.43%  
(Options: 5,400 - 0.34%)

\*(Additional family shares owned to total 16.36% – see #3 above for details)

<b>NAME:</b>	<b>Robert C. Overs</b>	
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:	n/a	

# OF SHARES OWNED OF  
HOLDING CO. and %

Common Shares: 125.000 - 0.01%  
(Options: 2,900 - 0.18%)

<b>NAME:</b>	<b>Gary D. Paine</b>	
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: 3,267.705 - 0.21%  
(Options: 1500 - 0.09%)

<b>NAME:</b>	<b>William J. Schottenstein</b>	
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 - 0.09%  
(Options: 15000 - 0.09%)

\*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%
Managing Member	Aspen Alps 115, LLC	100.0%
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	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 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: 12,500 - .79%)

**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: 2,700 - 0.17%)

**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: 1,564.228 - 0.10%  
(Options: 8,200 - .52%)