Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law, Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, G. Scott McComb
Name of the Holding Company Director and Official
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.

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 251, 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

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)
None

Reporter's Name, Street, and Mailing Address
Heartland BancCorp
Legal Title of Holding Company
850 North Hamilton Road
Mail 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
Name Vice President
Title
614-337-4600-163
Area Code / Phone Number / Extension
614-337-4604
Area Code / FAX Number
eckertj@heartlandbank.com
E-mail Address
www.HeartlandBank.com
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
☐ No

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
R USSD ID 1399073
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 3.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Heartland BancCorp
Gahanna, Ohio

As of December 31, 2014

REPORT ITEM #1: Annual Report to Shareholders

to be sent under separate cover

REPORT ITEM #2a: ORGANIZATION CHART

(1) Top-tier BHC:

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

(2) Foreign banking organizations...

None

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

Heartland Bank
850 North Hamilton Road
Gahanna, Ohio 43230

Ownership: 100.0%
Controlling Interest: 100.0%

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

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

Bank Ownership: 100.0%
Bank Controlling Interest: 100.0%
% of ownership by the holding company: 0%

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

Bank Ownership: 100.0%
Bank Controlling Interest: 100.0%
% of ownership by the holding company: 0%
All Ohio Title Agency, LLC  
621 West Broad Street, Suite 1C  
Pataskala, Ohio  43062

Bank Ownership: 49.0%  **(non-voting equity)**  
Bank Controlling Interest: 49.0%  
% of ownership by the holding company: 0%

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

None

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

None

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

None

*Additional companies reportable on the FR Y-6:*

None

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

(1) - (10) None

**REPORT ITEM #2b:**  DOMESTIC BRANCH LISTING

Submitted via e-mail - March 20, 2015

**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.

<table>
<thead>
<tr>
<th>NAME and ADDRESS</th>
<th>COUNTRY OF CITIZENSHIP or INCORPORATION</th>
<th>SHARES OWNED %</th>
</tr>
</thead>
<tbody>
<tr>
<td>G. Scott McComb</td>
<td>USA</td>
<td>152,468,332 9.81%</td>
</tr>
<tr>
<td>Blacklick, Ohio</td>
<td>USA</td>
<td>(Options: 14,500 - 0.93%)</td>
</tr>
<tr>
<td>George A. Bavelis</td>
<td>USA</td>
<td>233,868,000 15.04%</td>
</tr>
<tr>
<td>Columbus, Ohio</td>
<td>USA</td>
<td>(Options: -0- )</td>
</tr>
</tbody>
</table>
CEDE & CO  
New York, New York  USA  USA  612,797,000  39.42%  
(This is a depository trust company for other brokers; no other information is available)

Peoples Bancorp  
Marietta, Ohio  USA  USA  114,102,000  7.34%

Technical Rubber Company, Inc.  
Johnstown, Ohio  USA  USA  109,069,000  7.02%

Camilla L. McComb  
New Albany, Ohio  USA  USA  91,870,944  6.00%

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: 233,868,000 - 15.04%  
(Options: -0-)

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

General Partner  
ABY Properties  33.3%
General Partner  
ALFA Properties  10.0%
General Partner  
AELX 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   Evelopis Properties   40.0%
Managing Member   Flohio, LLC   1.7%
Managing Member   Flovest, LLC, Boca Raton, FLA   0.8%
Partner          Genesis Properties   52.5%
Managing Member   GMAQ, LLC, Boca Raton, FLA   50.0%
Partner          GRAMCO Properties   40.0%
Managing Partner   Magna National Financial, LLC   33.3%
Managing Partner   Magna National Realty, LLC   33.3%
Managing Partner   Magna National Ventures, LLC   26.7%
General Partner   OMEGA Properties   30.0%
Managing Partner   Panoramic Properties, LLC   26.7%
General Partner   PHOENIX Properties   33.3%
General Partner   Riverfront Apartments Co.   45.0%
General Partner   Short North Development Co.   33.0%
General Partner   SIGMA Properties   30.0%
General Partner   Skyline Properties   35.0%
General Partner   Univest Company, LLC   5.0%
General Partner   Wellington Properties   30.0%
General Partner   Xenia Company   16.22%
Managing Partner   Zeta Properties, LLC   26.7%

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

# OF SHARES OWNED OF
HOLDING CO. and %  Common Shares:  53,038,897 - 3.41%
                    (Options:  5,200 - 0.33%)

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
As of December 31, 2014

Heartland BancCorp

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# OF SHARES OWNED OF HOLDING CO. and %

Common Shares: 922,293 - 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: 3,323.28 - 0.21%  
(Options: 1,450 - 0.09%)

NAME: Jodi L. Garrison
ADDRESS: Grove City, OH USA
OCCUPATION: CPA
TITLE, HOLDING CO.: Secretary, Director
TITLE, DIRECT: Director: Heartland Bank  (0.00%)
TITLE, INDIRECT: n/a, Heartland Investments, Inc.  (0.00%)
                  n/a, Heartland Insurance Services, LLC  (0.00%)
                  n/a, All Ohio Title Agency, LLC  (0.00%)
TITLE, OTHER: Partner: Hirth, Norris & Garrison, LLP  (50.00%)

# OF SHARES OWNED OF HOLDING CO. and %

Common Shares: 1,199,629 - 0.08%  
(Options: 5,200 - 0.33%)

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

# OF SHARES OWNED OF HOLDING CO. and %

Common Shares: 13,023,279 - 0.84%  
(Options: 5,200 - 0.33%)

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

OF SHARES OWNED OF HOLDING CO. and %

Common Shares: 2,410,578 - 0.16%
(Options: 3,200 - 0.21%)

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: 45,263,031 - 2.91%
(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 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 5.00%
Member Inn at Whitewood Village Management, North Canton, OH 5.00%
President Newark Hospitality, LLC 100.00%
Member Inn at Northwood Village Management, Dover, OH 5.00%
Member Inn at Northwood Village Real Estate, Dover, OH 5.00%
Member Inn at Winchester Trail R/E 5.00%
Member Inn at Winchester Trail Management 5.00%

NAME: G. Scott McComb
ADDRESS: Gahanna, OH USA
OCCUPATION: Banker
<table>
<thead>
<tr>
<th>NAME:</th>
<th>Robert C. Overs</th>
<th>Common Shares: 152,468,332 - 9.81%</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADDRESS:</td>
<td>Dublin, OH USA</td>
<td>(Options: 14,500 - 0.93%)</td>
</tr>
<tr>
<td>OCCUPATION:</td>
<td>Tire repair/wheel service products</td>
<td></td>
</tr>
<tr>
<td>TITLE, HOLDING CO.:</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>TITLE, DIRECT:</td>
<td>Director: Heartland Bank</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, INDIRECT:</td>
<td>n/a, Heartland Investments Inc.</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, Heartland Insurance Services, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, All Ohio Title Agency, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, OTHER:</td>
<td>Executive Vice President/Chief Operating Officer: Technical Rubber Company, Inc., dba Tech International</td>
<td>(0.00%)</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>NAME:</th>
<th>Gary D. Paine</th>
<th>Common Shares: 125,000 - 0.01%</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADDRESS:</td>
<td>New Albany, OH USA</td>
<td>(Options: 1,400 - 0.09%)</td>
</tr>
<tr>
<td>OCCUPATION:</td>
<td>Freight/Transportation Services</td>
<td></td>
</tr>
<tr>
<td>TITLE, HOLDING CO.:</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>TITLE, DIRECT:</td>
<td>Director: Heartland Bank</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, INDIRECT:</td>
<td>n/a, Heartland Investments Inc.</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, Heartland Insurance Services, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, All Ohio Title Agency, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, OTHER:</td>
<td>President: GD Paine, Inc., Gahanna, OH</td>
<td>(100.00%)</td>
</tr>
<tr>
<td></td>
<td>Member: SB43 Properties, LLC, Gahanna, OH</td>
<td>(49.00%)</td>
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</table>

<table>
<thead>
<tr>
<th>NAME:</th>
<th>Richard A. Vincent</th>
<th>Common Shares: 720,000 - 0.05%</th>
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</thead>
<tbody>
<tr>
<td>ADDRESS:</td>
<td>Columbus, OH USA</td>
<td>(Options: 1,400 - 0.09%)</td>
</tr>
<tr>
<td>OCCUPATION:</td>
<td>Foundation/Philanthropy</td>
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</tr>
<tr>
<td>TITLE, HOLDING CO.:</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>TITLE, DIRECT:</td>
<td>Director: Heartland Bank</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, INDIRECT:</td>
<td>n/a, Heartland Investments Inc.</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, Heartland Insurance Services, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, All Ohio Title Agency, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, OTHER:</td>
<td>President/Chief Executive Officer: Osteopathic Heritage Foundation</td>
<td>(0.00%)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>NAME:</th>
<th>Richard A. Vincent</th>
<th>Common Shares: 1,825,000 - 0.12%</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADDRESS:</td>
<td>Columbus, OH USA</td>
<td>(Options: 1,200 - 0.07%)</td>
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<tr>
<td>OCCUPATION:</td>
<td>Foundation/Philanthropy</td>
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<tr>
<td>TITLE, HOLDING CO.:</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>TITLE, DIRECT:</td>
<td>Director: Heartland Bank</td>
<td>(0.00%)</td>
</tr>
<tr>
<td>TITLE, INDIRECT:</td>
<td>n/a, Heartland Investments Inc.</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, Heartland Insurance Services, LLC</td>
<td>(0.00%)</td>
</tr>
<tr>
<td></td>
<td>n/a, All Ohio Title Agency, LLC</td>
<td>(0.00%)</td>
</tr>
</tbody>
</table>
As of December 31, 2014
Heartland Bancorp

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

*see Other below

# OF SHARES OWNED OF HOLDING COMPANY and %

<table>
<thead>
<tr>
<th>Position</th>
<th>Company Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vice President</td>
<td>ACIP, Inc. 33.3%</td>
</tr>
<tr>
<td>Vice President</td>
<td>Alum Creek Annex LLC 33.3%</td>
</tr>
<tr>
<td>President</td>
<td>Alum Venture Corp, Inc. 33.3%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>Arshot Operating Group LLC 33.0%</td>
</tr>
<tr>
<td>President</td>
<td>Bank Street Ventures LLC 33.3%</td>
</tr>
<tr>
<td>President</td>
<td>Black Dog Island LLC 25.0%</td>
</tr>
<tr>
<td>President</td>
<td>Buckeye Lake Fun LLC 25.0%</td>
</tr>
<tr>
<td>President</td>
<td>Buckeye Ocean Ventures, Inc. 33.3%</td>
</tr>
<tr>
<td>Secretary/Treasurer</td>
<td>City Investment, Inc. 33.3%</td>
</tr>
<tr>
<td>President</td>
<td>Compass Point H, LLC 25.0%</td>
</tr>
<tr>
<td>President</td>
<td>Deerbrook GP, Inc 50.0%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>Deerbrook Associates LP 49.5%</td>
</tr>
<tr>
<td>President</td>
<td>Front Lion, Inc. 33.3%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>Geffen Enterprises LLC 33.3%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>GefCity Investments 33.0%</td>
</tr>
<tr>
<td>President</td>
<td>Hudson Street, Inc. 33.3%</td>
</tr>
<tr>
<td>Vice President</td>
<td>King Holding Corp, Inc. 33.3%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>Lion Academy Development Corp, Inc. 33.3%</td>
</tr>
<tr>
<td>Secretary/Treasurer</td>
<td>Lion Construction Services LLC 25.0%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>Lion Entertainment LLC 25.0%</td>
</tr>
<tr>
<td>President</td>
<td>Lion Island LLC 25.0%</td>
</tr>
<tr>
<td>Secretary/Treasurer</td>
<td>Lion Management Services LLC 25.0%</td>
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<tr>
<td>Vice President</td>
<td>Lion Phase I, Inc. 33.3%</td>
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<tr>
<td>Vice President</td>
<td>Lion TSA, Inc. 33.3%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>Mediamax TV, LTD 33.3%</td>
</tr>
<tr>
<td>Managing Member</td>
<td>MMXTV LTD (ViVideo) 33.3%</td>
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<td>President</td>
<td>Mound Street Ventures LLC 33.3%</td>
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<td>Vice President</td>
<td>The Oarhouse Corp, Inc. 33.3%</td>
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<td>Vice President</td>
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<td>Red Hen Investment, LLC 33.3%</td>
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<tr>
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<td>Schottenstein Land Development, Inc. 33.3%</td>
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<tr>
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Common Shares: 1,500 – 0.10%
(Options: -0-)
As of December 31, 2014

Heartland Bancorp

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%)
n/a, Heartland Investments Inc. (0.00%)
n/a, Heartland Insurance Services, LLC (0.00%)
n/a, All Ohio Title Agency, LLC (0.00%)
n/a

TITLE, OTHER:

# OF SHARES OWNED OF
HOLDING CO. and %

Common Shares: 549,000 - 0.04%
(Options: 18,000 - 1.16%)
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-20 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](https://y10online.federalreserve.gov).

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<th>Branch Name</th>
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<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
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<th>Office Number*</th>
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