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. §§ 3108(a) and 3108(a)); sections 11(e)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 224(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Title I of the Financial Services Reform and Consumer Protection Act of 2009 (15 U.S.C. §§ 5361, 5365, 5412, 1850aa(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 an official of the holding company. This individual should be a senior officer of the holding company. In the event that the top-tier holding company does not have an individual who is a senior officer 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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I. H. David Wallace
Name of the Holding Company Director and Official
Chairman & 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
03/29/2021
Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
- [X] 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.

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, 2020
Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address

Commonwealth Holdings, L.L.C.
Legal Title of Holding Company
PO Box 357
(Mailing Address of the Holding Company) Street / P.O. Box
Burlington KY 41005

Ctg State Zip Code

2221 Beil Street Burlington, KY 41005
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Craig Liechty
CFO
Title
859-334-4211
Area Code / Phone Number / Extension
859-586-9240
Area Code / FAX Number
c.liechty@ourheritage.bank
E-mail Address

N/A (www.heritagebank-ky.com) Subsidiary only
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? [ ] Yes [ ] No
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.

12/20/2019
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
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Heritage Bancorp, Inc.
PO Box 357
1818 Florence Pike Burlington, KY 41005
ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6
COMMONWEALTH HOLDINGS LLC
BURLINGTON, KY
FISCAL YEAR ENDING DECEMBER 31, 2020

Report Item 1:

Annual reports – not prepared in normal course of business for Commonwealth Holdings, LLC
Annual Reports – Heritage Bancorp, Inc.- financial statements enclosed

Report Item 2a: Organizational Chart
(LEI Code Not Applicable Unless Noted)

Commonwealth Holdings, LLC
Burlington, Kentucky
Incorporated in Kentucky

Heritage Bancorp, Inc.
Burlington, Kentucky
Incorporated in Kentucky
33% Owned

Heritage Bank, Inc.
Erlanger, Kentucky
Incorporated in Kentucky
Wholly-Owned 100%

Heritage Investcorp, Inc.
Burlington, Kentucky
Incorporated in Kentucky
Wholly-Owned 100%

Report Item 2b: Domestic Branch Listing: emailed to Structure.CLEV@clev.feb.org
Results: A list of branches for your depository institution: HERITAGE BANK, INC. (ID_RSSD: 1469677).
This depository institution is held by COMMONWEALTH HOLDINGS, L.L.C. (2332536) of BURLINGTON, KY.
The data are as of 12/31/2020. Data reflects information that was received and processed through 01/05/2021.

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.

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<th>County</th>
<th>Country</th>
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</table>
Report Item 3(1): Shareholders currently owning greater than or equal to 5% outstanding member units of Commonwealth Holdings, LLC.

Arnold E. Caddell Family Trust
Burlington, Kentucky, USA
USA
# of Common Shares - 980 units
% of Common Shares – 98%

Report Item 3 (1) Shareholders currently owning greater than or equal to 5% outstanding shares of Heritage Bancorp, Inc.

Commonwealth Holdings, LLC
Burlington, Kentucky, USA
USA
# of Common Shares – 127,721
% of Common Shares – 33%

CAC Properties LLC
Burlington, KY, USA
USA
# of Common Shares – 20,655
% of Common Shares – 5%

Caddell Holding Trust
Burlington, Kentucky, USA
USA
# of Common Shares – 27,400
% of Common Shares - 7%

Robert J. and Jeanette Lightner
Jeanette Lightner – 125 Shares
Robert J. Lightner – 73,760 Shares
Union, Kentucky, USA
USA
# of Common Shares - 73,885
% of Common Shares – 19%

Report Item 3 (2) Shareholders currently owning greater than or equal to 5% outstanding shares of Commonwealth Holdings, L.C.C. not listed in 3 (1).
N/A.

Report Item 3 (2) Shareholders currently owning greater than or equal to 5% outstanding shares of Heritage Bancorp, Inc. not listed in 3 (1).
N/A.
Report Item 4: Commonwealth Holdings, LLC

1. **H. David Wallace**  
   Verona, Kentucky  
   USA

2. N/A

3.  
   (a) CEO & Chairman of the Board  
   (b) CEO & Chairman, Heritage Bancorp, Inc.  
   CEO & Chairman, Heritage Bank, Inc.  
   (c) SDW Properties, LLC, Member

4.  
   (a) N/A  
   (b) N/A  
   (c) 100% of SDW Properties, LLC

1. **Eleni Caddell**  
   Florence, Kentucky  
   USA

2. Retired

3.  
   (a) Member & Manager  
   (b) Director, Heritage Bancorp, Inc.  
   Director, Heritage Bank, Inc.  
   (c) ACES Properties, LLC, Member & Manager

4.  
   (a) 98%  
   (b) Heritage Bancorp, Inc. 33%  
   (c) 40% of ACES Properties, LLC
Report Item 4: Heritage Bancorp, Inc.

1. **H. David Wallace**
   Verona, Kentucky
   USA

2. N/A

3. (a) CEO & Chairman of the Board
    (b) CEO & Chairman, Heritage Bancorp, Inc.
    CEO & Chairman, Heritage Bank, Inc.
    (c) SDW Properties LLC, Member

4. (a) N/A
    (b) N/A
    (c) 100% of SDW Properties, LLC

1. **Gary C. Griesser**
   Burlington, Kentucky
   USA

2. Retired

3. (a) Director
    (b) Director, Heritage Bank, Inc.
    (c) N/A

4. (a) 1%
    (b) N/A
    (c) N/A

1. **W Lee Scheben**
   Union, Kentucky
   USA

2. N/A

3. (a) President & Director
    (b) President & Director, Heritage Bank Inc
    (c) Grandview Rd, LLC, Manager
    Marshall Rd, LLC, Manager
    Mills Rd, LLC, Member
    Nicholson Development, LLC, Member
    Pond Creek, LLC, Member
    Scheben Group, LLC, Member
    Scheben Group 2, LLC, Member
Scheben Group 3, LLC, Member
Scheben Group 4, LLC, Member
Scheben Group 5, LLC, Member

4.  (a)  N/A
    (b)  N/A
    (c)  25% of Grandview Rd, LLC, Manager
         25% of Marshall Rd, LLC, Manager
         25% of Mills Rd, LLC, Member
         25% of Nicholson Development, LLC, Member
         25% of Pond Creek, LLC, Member
         25% of Scheben Group, LLC, Member
         28% of Scheben Group 2, LLC, Member
         28% of Scheben Group 3, LLC, Member
         28% of Scheben Group 4, LLC, Member
         28% of Scheben Group 5, LLC, Member

1.  Larry S. Burcham
    Burlington, Kentucky
    USA

2.  Real Estate Broker/Auctioneer/Appraiser

3.  (a)  Director
    (b)  Director, Heritage Bank, Inc.
    (c)  Clore & Burcham, Inc., President

4.  (a)  1%
    (b)  N/A
    (c)  100% Clore & Burcham, Inc., President

1.  Verne Epperson
    Florence, Kentucky
    USA

2.  Retired

3.  (a)  Director
    (b)  Director, Heritage Bank, Inc.
    (c)  N/A

4.  (a)  3%
    (b)  N/A
    (c)  N/A
1. **Robert J. Lightner**  
Union, Kentucky  
USA

2. **Insurance**

3. (a) Director  
(b) Director, Heritage Bank, Inc.  
(c) C.M.I., President & Chief Executive Officer  
CMI P&C, Inc.  
Potter’s Ranch, Founder/Chairman  
R.J.L. Properties, Owner  
RJL Foundation, Founder & Chairman  
AWE, Owner & Co-Founder  
LFL Partnership, General Manager  
H & L Enterprises, Owner & Co-Founder

4. (a) 19%  
(b) N/A  
(c) 100% C.M.I.  
100% CMI P&C, Inc.  
100% Potter’s Ranch  
100% R.J.L. Properties  
100% RJL Foundation  
100% AWE  
75% H & L Enterprises

1. **Gary Wilmhoff**  
Florence, Kentucky  
USA

2. **Retail**

3. (a) Director  
(b) Director, Heritage Bank, Inc.  
(c) Wilmhoff Development, Partner

4. (a) 1%  
(b) N/A  
(c) 50% Wilmhoff Development
1. **Dan Catalano**  
Florence, KY  
USA

2. Manufacturing

3. (a) Director  
(b) Director, Heritage Bank, Inc.  
(c) President and Director, Zotefoams, Inc.  
   Director, Zotefoams Midwest, LLC.  
   Executive Team, Zotefoams PLC.

4. (a) N/A  
(b) N/A  
(c) N/A

1. **Charolette Vermillion**  
Florence, KY  
USA

2. Retired

3. (a) Vice Chairperson  
(b) Vice Chairperson, Heritage Bank, Inc.  
(c) N/A

4. (a) N/A  
(b) N/A  
(c) N/A

1. **Eleni Caddell**  
Florence, KY  
USA

2. Retired

3. (a) Director  
(b) Director Heritage Bank, Inc.  
(c) ACES Properties, LLC, Member & Manager

4. (a) 33%  
(b) N/A  
(c) 40% of ACES Properties, LLC
1. Steven Caddell  
   Burlington, KY  
   USA

2. N/A

3. (a) AVP Commercial Lender & Director  
    (b) AVP Commercial Lender & Director Heritage Bank, Inc.  
    (c) ACES Properties, LLC, Member

4. (a) N/A  
    (b) N/A  
    (c) N/A

1. Craig Liechty  
   Burlington, KY  
   USA

2. N/A

3. (a) Chief Financial Officer  
    (b) Chief Financial Officer, Heritage Bank, Inc.  
    (c) The Liechty Family Agency, LLC, Member

4. (a) N/A  
    (b) N/A  
    (c) 100% of The Liechty Family Agency, LLC

1. Kevin Mooney  
   Warsaw, KY  
   USA

2. N/A

3. (a) Chief Operating Officer  
    (b) Chief Operating Officer, Heritage Bank, Inc.  
    (c) N/A

4. (a) N/A  
    (b) N/A  
    (c) N/A