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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)), section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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 the chairman of the board of directors of the holding company. In the event that the participating company does not have an individual who is a senior official or a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, H. David Wallace
Name of the Company Director and Officer
Chairman & CEO
Title of the Company Director and Officer
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 Officer
03/28/2023
Date of Signature

For Federal Reserve Bank Use Only

RSSD ID
C.I. ______________

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2022

Commonwealth Holdings, LLC
Legal Title of Holding Company

PO Box 357
(Mailing Address of the Holding Company) Street / P.O. Box
Burlington KY 41005
City State Zip Code

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

Person to whom questions about this report should be directed:
Craig Liechty
CFO
Name Title
859-334-4221
Area Code / Phone Number / Extension
859-586-9240
Area Code / FAX Number
cliechty@ourheritage.bank
E-mail Address
N/A (www.ourheritage.bank) Subsidiary Only
Address (URL) for the Holding Company's web page

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

12/2022

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.
Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

☑ Yes ☐ No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

☐ Yes ☑ No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

☐ Yes ☑ No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

☐ Yes ☑ No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

☑ Yes ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Report Item 1: Annual Report to Shareholders

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 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>Heritage Bancorp, Inc.</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PO Box 357</strong></td>
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<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td><strong>Burlington</strong></td>
<td><strong>City</strong></td>
</tr>
<tr>
<td><strong>KY</strong></td>
<td><strong>State</strong></td>
</tr>
<tr>
<td>41005</td>
<td><strong>Zip Code</strong></td>
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Physical Location (if different from mailing address)

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<tr>
<th><strong>1818 Florence Pike Burlington KY 41005</strong></th>
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Zip Code

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Physical Location (if different from mailing address)

12/2012
ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6
COMMONWEALTH HOLDINGS, LLC
BURLINGTON, KY
FISCAL YEAR ENDING DECEMBER 31, 2022

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 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
         Wallace Family Trust, Trustee
         Arnold E Caddell Family Trust, Co-Trustee
         Arnold E Caddell Revocable Trust, Trustee

4. (a) 98%
     (b) Heritage Bancorp, Inc. 34%
     (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
         AEC Properties, LLC, Member
         CAC Properties, LLC Member
         Christopher B Caddell Trust, Trustee
Arnold E Caddell Family Trust, Co-Trustee

4. (a) 98%
   (b) Heritage Bancorp, Inc. 34%
   (c) 40% of ACES Properties, LLC
       100% of Christopher B Caddell Trust

1. Chad Caddell
   Burlington, Kentucky
   USA

2. School Administrator

3. (a) N/A
   (b) N/A
   (c) Arnold E Caddell Family Trust, Co-Trustee

4. (a) 98%
   (b) Heritage Bancorp, Inc. 34%
   (c) N/A

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
       Wallace Family Trust, Trustee
       Arnold E Caddell Family Trust, Co-Trustee
       Arnold E Caddell Revocable Trust, Trustee

4. (a) 34%
   (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) Griesser Music and Motivation, LLC, Member

4.  (a) 1%  
    (b) N/A  
    (c) 100% of Griesser Music and Motivation, LLC

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  
        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 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.
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., Founder, Chairman & Chief Executive Officer

   Potter’s Ranch, Founder & Chairman  
   R.J.L. Properties, Owner  
   RJL Foundation, Founder & Chairman  
   LFL Partnership, General Partner  
   H & L Enterprises, Owner & Co-Founder  
   UPA & LC, Chairman & Chief Executive Officer

4. (a) 21%
   (b) N/A
   (c) 100% C.M.I.  
   100% Potter’s Ranch  
   100% R.J.L. Properties  
   100% RJL Foundation  
   100% LFL Partnership  
   75% H & L Enterprises  
   100% UPA & LC
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 CEO, TechSolve

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  
      AEC Properties, LLC, Member  
      CAC Properties, LLC, Member  
      Christopher B Caddell Trust, Trustee  
      Arnold E Caddell Family Trust, Co-Trustee

4. (a) 34%  
   (b) N/A  
   (c) 40% of ACES Properties, LLC  
      100% of Christopher B Caddell Trust

1. **Steven Caddell**  
   Burlington, KY  
   USA

2. N/A

3. (a) VP Commercial Lender & Director  
   (b) VP Commercial Lender & Director Heritage Bank, Inc.  
   (c) ACES Properties, LLC, Member  
      AEC Properties, LLC, Member  
      Caddell Realty, LLC, Member

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

1. **Beverly Caddell**  
   Burlington, Kentucky  
   USA

2. Retired

3. (a) N/A  
   (b) N/A  
   (c) Caddell Holding Trust, Trustee

4. (a) 7%
1. **Chad Caddell**  
   Burlington, Kentucky  
   USA

2. **School Administrator**

3. (a) N/A  
   (b) N/A  
   (c) Arnold E Caddell Family Trust, Co-Trustee

4. (a) 34%  
   (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