

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) 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 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 chair of the board must sign the report. If the holding company is an Employee Stock Ownership Plan/Employee Stock Ownership Trust (ESOP/ESOT) formed as a corporation or is 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 (FDHC C490)

Chairman & CEO

Title of the Holding Company Director and Official (FDHC C491)

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.*

H. David Wallace

Signature of Holding Company Director and Official (FDHC H321)

03/28/2025

Date of Signature (FDHC J196)

#### For Federal Reserve Bank Use Only

RSSD ID 2332536

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):

12/31/2024

Month / Day / Year (FDHC 9999)

Reporter's Name, Street, and Mailing Address

COMMONWEALTH HOLDINGS, L.L.C.

Legal Title of Holding Company (FDHC 9017)

1818 FLORENCE PIKE

(Mailing Address of the Holding Company) Street / P.O. Box (FDHC 9110)

BURLINGTON

City (FDHC F206)

KY

State (FDHC F207)

41005-9502

Zip Code (FDHC F208)

Physical Location (if different from mailing address) Street / P.O. Box (FDHC 9028)

City (FDHC 9130)

State (FDHC 9200)

Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

CRAIG LIECHTY

CFO

Name (FDHC 8901)

Title (FDHC C496)

(859)334-4211 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(859)586-9240

Area Code / FAX Number (FDHC 9116)

C.LIECHTY@OURHERITAGE.BANK

E-mail Address (FDHC 4086)

WWW.HERITAGEBANK-KY.COM

Address (URL) for the Holding Company's web page (FDHC 4087)

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

0=No	FDHC
1=Yes	C447 <u>0</u>

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 (FDHC KY38) ..... ☐
2. a letter justifying this request has been provided separately (FDHC KY38) ..... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**Report Item 1: Annual Report to Shareholders**

For holding companies not registered with the U.S. Securities and Exchange Commission (SEC), **indicate the status of Annual Report to Shareholders:**

- ☒ is included with the FR Y-6 report (FDHC PV65)
- ☐ will be sent under separate cover (FDHC PV65)
- ☐ is not prepared (FDHC PV65)

## 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.

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**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? (Reporters must verify their item 2a, organization chart and 2b, domestic branch listing in Structure Central).

- ☒ Yes ☐ No (FDHC PV66)

Complete the remaining checklist for Report Items 2a, 2b, 3, and 4. See section A of the General Instructions for additional information.

**Report Item 2a: Organization Chart**

- ☐ Yes ☒ No (FDHC PV67)

If checked Yes, the Reporter must report any changes to their organization chart as specified in Report Item 2a instructions.

**Report Item 2b: Domestic Branch Listing**

- ☐ Yes ☒ No (FDHC PV68)

If checked Yes, the Reporter must report any changes to their domestic branch listing as specified in Report Item 2b instructions.

**Report Item 3: Securities Holders**

- ☐ Yes ☒ No (FDHC PV69)

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

**Report Item 4: Insiders**

- ☒ Yes ☐ No (FDHC PV70)

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

Legal Name of Holding  
Company:

Commonwealth  
Holdings, LLC

FDHCPV98

Item 4(1)(a) Name	Item 4(1)(b) City	Item 4(1)(c) State	Item 4(1)(d) Country	Item 4(2) Principal Occupation if other than with holding company	Item 4(3)(a) Title or Position with the Holding Company	Item 4(3)(b) Percentage of each class of voting securities owned, controlled, or held with power to vote in the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW00	FDHCPW01	FDHCPW02	FDHCPW03	FDHCPW04	FDHCPW05
H. David Wallace	Verona	Kentucky	USA	N/A	CEO & Chairman of the Board	34%
Gary C. Griesser	Burlington	Kentucky	USA	Retired	Director	1%
W Lee Scheben	Union	Kentucky	USA	N/A	President & Director	N/A
Larry S. Burcham	Burlington	Kentucky	USA	Real Estate Broker/Auctioneer/Appraiser	Director	1%
Robert J. Lightner	Union	Kentucky	USA	Insurance	Director	21%
Gary Wilmhoff	Florence	Kentucky	USA	Retail	Director	1%
Dan Catalano	Florence	Kentucky	USA	Manufacturing	Director	N/A
Charolette Vermillion	Florence	Kentucky	USA	Retired	Director	N/A
Eleni Caddell	Florence	Kentucky	USA	Retired	Director	34%
Steven Caddell	Burlington	Kentucky	USA	N/A	VP Commercial Lender & Director	N/A
Beverly Caddell	Burlington	Kentucky	USA	Retired	N/A	7%
Chad Caddell	Burlington	Kentucky	USA	School Administrator	N/A	34%
Craig Liechty	Union	Kentucky	USA	N/A	Chief Financial Officer	N/A
Kevin Mooney	Warsaw	Kentucky	USA	N/A	Chief Operating Officer	N/A
David Heidrich	Villa Hills	Kentucky	USA	Real Estate	Director	N/A

Legal Name of Holding  
Company:  
FDHCPV98

Commonwealth Holdings, LLC

Item 4(1)(a)	Item 4(4)(a)	Item 4(4)(b)	Item 4(4)(c)
Name	Title or Position with direct and indirect subsidiaries	Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in	Percentage of each class of voting securities owned, controlled, or held with power to vote in subsidiaries of the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW06	FDHCPW07	FDHCPW08
H. David Wallace	Co-Trustee	Heritage Bancorp, Inc.	34%
Eleni Caddell	Co-Trustee	Heritage Bancorp, Inc.	34%
Chad Caddell	Co-Trustee	Heritage Bancorp, Inc.	34%

Legal Name of  
Holding Company:

Commonwealth Holdings, LLC

FDHCPV98

Item 4(1)(a) Name  FDHCPV99	Item 4(5)(a) Title or Position with any other company in which the person is a director, trustee, partner, or executive officer.  FDHCPW09	Item 4(5)(b) Name of any other company in which the person is a director, trustee, partner, or executive officer, or owns, controls, or holds with power to vote 25% or more or its outstanding voting securities or proportionate in a partnership.  FDHCPW10	Item 4(5)(c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities), or proportionate interest held in a partnership, if 25% or more  FDHCPW11
H. David Wallace	Member	SDW Properties, LLC	100%
Eleni Caddell	Member & Manager	ACES Properties, LLC	40%
Eleni Caddell	Trustee	Christopher B Caddell Trust	100%
W Lee Scheben	Manager	Grandview Rd, LLC	25%
W Lee Scheben	Manager	Marshall Rd, LLC	25%
W Lee Scheben	Member	Mills Rd, LLC	25%
W Lee Scheben	Member	Pond Creek, LLC	25%
W Lee Scheben	Member	Scheben Group, LLC	28%
W Lee Scheben	Member	Scheben Group 2, LLC	28%
W Lee Scheben	Member	Scheben Group 3, LLC	28%
W Lee Scheben	Member	Scheben Group 4, LLC	28%
W Lee Scheben	Member	Scheben Group 5, LLC	28%
Larry S. Burcham	President	Clore & Burchman, Inc.	100%
Robert J. Lightner	Founder, Chairman & Chief Executive Officer	C.M.I	100%
Robert J. Lightner	Founder & Chairman	Potter's Ranch	100%
Robert J. Lightner	Owner	R.J.L. Properties	100%
Robert J. Lightner	Founder & Chairman	RJL Foundation	100%
Robert J. Lightner	General Partner	LFL Partnership	100%
Robert J. Lightner	Owner & Co-Founder	H & L Enterprises	75%
Robert J. Lightner	Chairman & Chief Executive Officer	UPA & LC	100%
Gary Wilmhoff	Partner	Wilmhoff Development	50%

Beverly Caddell	Trustee	Caddell Holding Trust	100%
Craig Liechty	Member	The Liechty Family Agency, LLC	100%
Craig Liechty	Member	Alliance Heating and Cooling, LLC	33%
David Heidrich	Manager	Level 4, LLC	25%
David Heidrich	Manager	Walton Industrial LLC	49%
David Heidrich	Manager	Zalla Associates I, LLC	50%
David Heidrich	Manager	Mesh Development Group, LLC	100%
David Heidrich	Manager	Laidlaw Development, LLC	50%
David Heidrich	Manager	Harrison Medical Properties, LLC	25%
David Heidrich	Manager	Chamber Office Park Developers, LLC	30%
David Heidrich	Manager	Chandler Drive Properties, LLC	25%
David Heidrich	Manager	Cold Spring Properties, LLC	26%
David Heidrich	Manager	Alexandria Land Company LLC	27%
David Heidrich	Manager	Old US 42 Development, LLC	25%
David Heidrich	Member	Pleasant Creek, LLC	100%
David Heidrich	Manager	Butler Medical, LLC	50%
David Heidrich	Manager	Burlington Medical, LLC	49%
David Heidrich	Manager	Crittenden Medical, LLC	50%
David Heidrich	Member	Williamstown Liquor, LLC	100%
David Heidrich	Manager	Chamber Office Park Developers II, LLC	30%
David Heidrich	Manager	400 West Third, LLC	50%
David Heidrich	Manager	Ireland Development, LLC	50%
David Heidrich	Member	Montgomery Drive Properities, LLC	25%
David Heidrich	Manager	3636 Madison, LLC	37%
David Heidrich	Manager	Heidrich Investments, LLC	100%
David Heidrich	Manager	Richwood Medical LLC	50%
David Heidrich	President	William Zalla Construction Co.	50%
David Heidrich	Manager	Medical Village MOB, LLC	50%
David Heidrich	Trustee	WFT Irr Trust	100%
David Heidrich	Trustee	Gary Wolnitzek Irr Trust	100%
David Heidrich	Trustee	Anela Chandler Revocable Trust	100%
David Heidrich	Trustee	Shelly Zalla Recovable Trust	100%
David Heidrich	Trustee	Gregory Zalla Revocable Trust	100%
David Heidrich	Trustee	Wm R & Carol J Zalla Irr Trust	100%