

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 MAR 31 A 10:17  
STATISTICS & ANALYSIS  
DEPARTMENT

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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

I, Arnold Caddll

Name of the Holding Company Director and Official

Chairman

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.

*Arnold Caddll*  
3-28-14

Signature of Holding Company Director and Official

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 2332536  
C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Commonwealth Holdings LLC

Legal Title of Holding Company

P O Box 357

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

Burlington KY 41005

City 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:

James Shelton Chief Financial Officer

Name Title

859-334-4211

Area Code / Phone Number / Extension

859-586-9240

Area Code / FAX Number

j.shelton@heritagebank-ky.com

E-mail Address

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 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.

Heritage Bancorp Inc

Legal Title of Subsidiary Holding Company

P O Box 357

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

Burlington KY 41005  
City State Zip Code

1818 Florence Pike, Burlington, KY 41005

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6  
COMMONWEALTH HOLDINGS LLC  
BURLINGTON, KY  
FISCAL YEAR ENDING DECEMBER 31, 2013

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

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%

Report Item 2b:                      Domestic Branch Listing: emailed to  
[Structure@clev.feb.org](mailto:Structure@clev.feb.org) 3-28-2014

Report Item 3(1): Shareholders currently owning greater than or equal to 5% outstanding shares of Commonwealth Holdings, LLC.

Arnold E. Caddell Family Trust

Burlington, Kentucky [REDACTED]

USA

# of Shares- 127,446

% of 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 [REDACTED]

USA

# of Shares – 127,721

% of Shares – 33%

Herbert R. and Edna K. Booth

Herbert R. Booth – 250 Shares

Edna K. Booth – 19,750 Shares

Burlington, Kentucky [REDACTED]

USA

# of Shares – 20,000

% of Shares – 5%

CAC Properties LLC

Burlington, KY [REDACTED]

USA

# of Shares – 20,500

% of Shares – 5%

Arnold Caddell and Beverly Caddell

Arnold Caddell- 18,470 Shares

Beverly Caddell- 4.828 Shares

Burlington, Kentucky [REDACTED]

USA

# of Shares- 23298

% of Shares- 6%

Robert J. and Jeanette Lightner

Jeanette Lightner – 125 Shares

Robert J. Lightner – 73,725 Shares

Union, Kentucky [REDACTED]

USA

# of Shares - 73,850

% of Shares – 19%

**Report Item 4: Commonwealth Holdings, LLC**

1. Arnold E. Caddell  
Burlington, Kentucky [REDACTED]  
USA
2. Investor
3.
  - (a) Manager
  - (b) Chairman of the Board, Heritage Bancorp, Inc.
  - (c) Family Franchises, Inc., President, Director  
Management Group Five LLC, Manager  
Clermont Real Estate LLC, Manager  
Florence 518, LLC, Manager  
Burlington Pike Partners, LLC, Manager  
Brandell, LLC, Manager  
Hebron Land, LLC, Manager  
Boone Properties, LLC, Manager  
CAC Properties, Manager  
Caddell Realty, Manager
4.
  - (a) 2,540 shares – 2.00%
  - (b) 18,470 shares – 5%
  - (c) 100% of Family Franchises, Inc.  
60% of Florence 518, LLC  
51% of Management Group Five LLC  
50% of Clermont Real Estate LLC  
50% of Burlington Pike Partners, LLC  
50% of Brandell, LLC  
50% of Hebron Land, LLC  
50% of Boone Properties, LLC  
14% of CAC Properties LLC  
1% of Caddell Realty LLC

**Report Item 4: Heritage Bancorp, Inc.**

1. Arnold E. Caddell  
Burlington, Kentucky [REDACTED]  
USA
2. Investor
3.
  - (a) Chairman of the Board
  - (b) Chairman of the Board, Heritage Bank, Inc.
  - (c) Commonwealth Holdings, LLC, Manager  
Family Franchises, Inc., President, Director  
Management Group Five LLC, Manager  
Clermont Real Estate LLC, Manager  
Florence 518 LLC, Manager  
Burlington Pike Partners, LLC, Manager  
Brandell, LLC, Manager  
Hebron Land, LLC, Manager  
Boone Properties, LLC, Manager  
CAC Properties, Manager  
Caddell Realty, Manager
4.
  - (a) 5%
  - (b) N/A
  - (c) 2,540 shares- 2.00% of Commonwealth Holdings LLC  
100% of Family Franchises, Inc.  
51% of Management Group Five LLC  
60% of Florence 518 LLC  
50% of Clermont Real Estate LLC  
50% of Burlington Pike Partners, LLC  
50% of Brandell, LLC  
50% of Hebron Land, LLC  
50% of Boone Properties LLC  
14% of CAC Properties LLC  
1% of Caddell Realty LLC

1. Gary C. Griesser  
Burlington, Kentucky [REDACTED]  
USA
2. Motivational Speaker
3. (a) Director  
(b) N/A  
(c) Griesser Music and Motivation, Owner
4. (a) 1%  
(b) N/A  
(c) 100% of Griesser Music and Motivation
  
1. H Lytle Thomas  
Ft. Wright, Kentucky [REDACTED]  
USA
2. N/A
3. (a) Director  
(b) President, Heritage Bank Inc  
(c) Lytle Properties LLC- Manager  
Mabel Moloney Company LLC-Manager
4. (a) 1%  
(b) N/A  
(c) 66% of Lytle Properties  
12% of Mabel Moloney Company LLC

1. Herbert R. Booth  
Burlington, Kentucky [REDACTED]  
USA

2. Retired

3. (a) Director  
(b) N/A  
(d) N/A

4. (a) 5%  
(b) N/A  
(a) N/A

1. Larry S. Burcham  
Burlington, Kentucky [REDACTED]  
USA

1. Real Estate Broker/Auctioneer/Appraiser

3. (a) Director  
(b) N/A  
(c) Clore & Burcham, Inc., President

4. (a) 1%  
(b) N/A  
(c) 1,000 shares- 100% of Clore & Burcham, Inc.



1. Verne Epperson  
Florence, Kentucky [REDACTED]  
USA

2. Retired

3. (a) Director  
(b) N/A  
(c) N/A

4. (a) 3%  
(b) N/A  
(c) N/A

1. Robert J. Lightner  
Union, Kentucky [REDACTED]  
USA

2. Insurance

3. (a) Director  
(b) N/A  
(c) C.M.I., President & Chief Executive Officer  
Potter's Ranch, Founder/Chariman  
M.B.A., President  
R.J.L. Properties, Owner  
PV Marine & Powersport, President  
AWE, Owner & Co-Founder  
LFL Partnership, General Manager  
H & L Enterprises, Owner & Co-Founder

4. (a) 19%  
(b) N/A  
(b) 100% C.M.I.  
100% Potter's Ranch  
100% M.B.A.  
100% R.J.L. Properties  
100% PV Marine & Powersport  
100% AWE  
1% LFL Partnership  
75% H & L Enterprises

1. Gary Wilmhoff  
Florence, Kentucky [REDACTED]  
USA
2. Retail
3. (a) Director  
(b) N/A  
(c) Florence Hardware, Partner  
Wilmhoff Development, Partner  
WD Development, Partner
4. (a) 1%  
(b) N/A  
(c) 400 Shares – 25% Florence Hardware  
50% Wilmhoff Development  
50% WD Development

1. Chris Caddell  
Florence, KY [REDACTED]  
USA
2. N/A
3. (a) Director  
(b) Assistant Vice President  
(d) ACES Properties LLC, Manager  
60 S Main LLC, Manager  
CADMore LLC, Manager
4. (a) 1%  
(b) N/A  
(c) 40% ACES Properties LLC  
50% 60 S Main LLC  
50% CADMore LLC