

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(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 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Arnold E. Caddell

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 E. Caddell

Signature of Holding Company Director and Official

03/28/2017

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 _____
 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, 2016

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

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 Beil Street Burlington KY 41005

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James Shelton

CFO

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

www.heritagebank-ky.com

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

Is confidential treatment requested for any portion of this report submission?..... 0=No 1=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."

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

PO 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
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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
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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
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City	State	Zip Code
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Physical Location (if different from mailing address)

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

City	State	Zip Code
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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
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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
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Physical Location (if different from mailing address)

ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6
COMMONWEALTH HOLDINGS LLC
BURLINGTON, KY
FISCAL YEAR ENDING DECEMBER 31, 2016

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 **12/31/2016**. Data reflects information that was received and processed through **03/28/2017**.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12/31/2016	Full Service (Head Office)	1469677	HERITAGE BANK, INC.	456 COMMONWEALTH AVENUE	ERLANGER	KY	41018	KENTON	UNITED STATES	46353	0	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	4004154	ALEXANDRIA OFFICE BRANCH	7953 ALEXANDRIA PIKE	ALEXANDRIA	KY	41001	CAMPBELL	UNITED STATES	498646	15	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	3675548	BURLINGTON BRANCH	1818 FLORENCE PIKE	BURLINGTON	KY	41005	BOONE	UNITED STATES	289235	3	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	799014	BUTLER OFFICE	10499 US 27 NORTH	BUTLER	KY	41006	PENDLETON	UNITED STATES	181422	12	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	4559195	LATONIA OFFICE	3600 DECOURSEY AVENUE	COVINGTON	KY	41015	KENTON	UNITED STATES	Not Required	Not Required	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	3379613	CRESCENT SPRINGS BRANCH	612 BUTTERMILK PIKE	CRESCENT SPRINGS	KY	41017	KENTON	UNITED STATES	442639	8	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	4115498	DRY RIDGE OFFICE	48 BROADWAY	DRY RIDGE	KY	41035	GRANT	UNITED STATES	510617	10	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	3839733	FALMOUTH BRANCH	1057 RIDGEWAY AVENUE	FALMOUTH	KY	41040	PENDLETON	UNITED STATES	284922	18	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	2102878	FLORENCE BRANCH	7434 U.S. 42	FLORENCE	KY	41042	BOONE	UNITED STATES	289233	1	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	2500205	FORT WRIGHT BRANCH	1911 DIXIE HIGHWAY	FORT WRIGHT	KY	41011	KENTON	UNITED STATES	289236	4	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	2949251	HEBORN BRANCH	2101 MEDICAL ARTS DR.	HEBRON	KY	41048	BOONE	UNITED STATES	357588	5	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	2851710	INDEPENDENCE OFFICE	2040 DECLARATION DRIVE	INDEPENDENCE	KY	41051	KENTON	UNITED STATES	181423	13	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	3675575	COLD SPRING BRANCH	4929 ALEXANDRIA PIKE	NEWPORT	KY	41076	CAMPBELL	UNITED STATES	419716	6	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	4662385	NEWPORT OFFICE	647 MONMOUTH STREET	NEWPORT	KY	41071	CAMPBELL	UNITED STATES	Not Required	Not Required	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	2483504	UNION BRANCH	8751 U.S. 42	UNION	KY	41091	BOONE	UNITED STATES	289234	2	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	3716414	WALTON BRANCH	235 MARY GRUBBS HIGHWAY	WALTON	KY	41094	BOONE	UNITED STATES	469178	9	HERITAGE BANK, INC.	1469677	
OK	12/31/2016	Full Service	132219	WALTON SOUTH BRANCH	13447 DIXIE HIGHWAY	WALTON	KY	41094	KENTON	UNITED STATES	211	11	HERITAGE BANK, INC.	1469677	

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 41005

USA

of Common Shares- 127,446

% 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 41005

USA

of Common Shares – 127,721

% of Common Shares – 33%

CAC Properties LLC

Burlington, KY 41005

USA

of Common Shares – 20,655

% of Common Shares – 5%

Arnold Caddell and Beverly Caddell

Arnold Caddell – 15,980 Shares

Beverly Caddell – 2,163 Shares

Arnold and Beverly Caddell – 9,257

Burlington, Kentucky [REDACTED]

USA

of Common Shares – 27,400

% of Common Shares - 7%

Robert J. and Jeanette Lightner

Jeanette Lightner – 125 Shares

Robert J. Lightner – 73,725 Shares

Union, Kentucky [REDACTED]

USA

of Common Shares - 73,850

% of Common Shares – 19%

Report Item 3 (2) Shareholders currently owning greater than or equal to 5% outstanding shares of Heritage Bancorp, Inc. not listed in 3 (1).

Not Applicable

Report Item 4: Commonwealth Holdings, LLC

Arnold E. Caddell
Burlington, Kentucky [REDACTED]
USA

1. Investor
2.
 - (a) Manager
 - (b) Vice 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
3.
 - (a) 2,540 Commonwealth Holdings, LLC. Common shares 2%
 - (b) 15,980 Heritage Bancorp, Inc. Common shares 4%
 - (c) 100% of Family Franchises, Inc.
100% 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.

Arnold E. Caddell
Burlington, Kentucky [REDACTED]
USA

1. Investor
2.
 - (a) Vice Chairman
 - (b) Vice Chairman, 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
3.
 - (a) 15,980 Heritage Bancorp, Inc. Common shares 4%
 - (b) N/A
 - (c) 2,540 Commonwealth Holdings, LLC. Common shares 2%
100% of Family Franchises, Inc.
100% 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

Gary C. Griesser
Burlington, Kentucky [REDACTED]
USA

1. Motivational Speaker
2. (a) Director
(b) N/A
(c) Griesser Music and Motivation, Owner
3. (a) 1%
(b) N/A
(c) 100% of Griesser Music and Motivation

H Lytle Thomas
Ft. Wright, Kentucky [REDACTED]
USA

1. N/A
2. (a) Director
(b) President, Heritage Bank Inc
(c) Lytle Properties LLC- Manager
Mabel Moloney Company LLC-Manager
DT BC Investments LLC, Member
3. (a) 1%
(b) N/A
(c) 66% Lytle Properties LLC- Manager
(d) 12% Mabel Moloney Company LLC-Manager
8% DT BC LLC, Member

Herbert R. Booth
Burlington, Kentucky [REDACTED]
USA

1. Retired
2. (a) Director
(b) N/A
(e) N/A
3. (a) 3%
(b) N/A
(a) N/A

Larry S. Burcham
Burlington, Kentucky [REDACTED]
USA

1. Real Estate Broker/Auctioneer/Appraiser
2. (a) Director
(b) N/A
(c) Clore & Burcham, Inc., President
3. (a) 1%
(b) N/A
(c) 100% Clore & Burcham, Inc., President

Verne Epperson
Florence, Kentucky [REDACTED]
USA

1. Retired
2. (a) Director
(b) N/A
(c) N/A
3. (a) 3%
(b) N/A
(c) N/A

Robert J. Lightner
Union, Kentucky [REDACTED]
USA

1. Insurance
2. (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
3. (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

Gary Wilmhoff
Florence, Kentucky [REDACTED]
USA

1. Retail
2. (a) Director
(b) N/A
Wilmhoff Development, Partner
3. (a) 1%
(b) N/A
50% Wilmhoff Development

Chris Caddell
Florence, KY [REDACTED]
USA

1. N/A
2. (a) Chairman of the Board
(b) Chairman of the Board, Heritage Bank, Inc.
(c) ACES Properties LLC, Manager
60 S Main LLC, Manager
CADMore LLC, Manager
DT BC LLC, Member
3. (a) 1%
(b) N/A
(c) 40% ACES Properties LLC
50% 60 S Main LLC
50% CADMore, LLC
8% DT BC LLC, Member

Dan Catalano

Florence, KY [REDACTED]

USA

1. N/A
2.
 - (a) Director
 - (b) N/A
 - (c) President and Director, Zotefoams, LLC.
Director, Zotefoams Midwest, LLC.
Executive Team, Zotefoams PLC.
3.
 - (a) N/A
 - (b) 0%
0%
0%
0%