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)); 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 61A); 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.

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 Cadill
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.

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

Reporters' Name, Street, and Mailing Address
Commonwealth Holdings LLC
Legal Title of Holding Company
P O Box 357
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:
James Shelton
Chief Financial Officer
Name Title

859-334-4211
Area Code / Phone Number / Extension
859-588-9240
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0227), Washington, DC 20503.

12/2012
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>
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<tbody>
<tr>
<td>P O Box 357</td>
<td>Legal Title of Subsidiary Holding Company</td>
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<td>City</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<td>KY</td>
<td>City</td>
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<tr>
<td>41005</td>
<td>State</td>
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<tr>
<td>1818 Florence Pike, Burlington, KY 41005</td>
<td>Zip Code</td>
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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 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 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 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 USA
# of Shares – 20,000
% of Shares – 5%

CAC Properties LLC
Burlington, KY 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 USA
# of Shares- 23298
% of Shares- 6%

Robert J. and Jeanette Lightner
Jeanette Lightner – 125 Shares
Robert J. Lightner – 73,725 Shares
Union, Kentucky USA
# of Shares - 73,850
% of Shares – 19%
Report Item 4: Commonwealth Holdings, LLC

1. Arnold E. Caddell
   Burlington, Kentucky 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  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, LLC, 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  
   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  
   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  
   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  
   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  
   USA

2. Retired

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

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

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1. **Robert J. Lightner**  
   Union, Kentucky  
   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  
   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  
   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