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. § 3109(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.

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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report.

I, Arnold 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.

Signature of Holding Company Director and Official
03/31/2016

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 253253V
C.I.

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ 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
Cty 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
N/A (www.heritagebank-ky.com for subsidiary bank)
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:

☑ No The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

12/2015
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>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td><strong>Burlington, KY 41005</strong></td>
<td>City State Zip Code</td>
</tr>
<tr>
<td><strong>1818 Florence Pike</strong></td>
<td>Physical Location (if different from mailing address)</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th></th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td></td>
</tr>
<tr>
<td>City State Zip Code</td>
<td></td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td></td>
</tr>
</tbody>
</table>
ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6
COMMONWEALTH HOLDINGS LLC
BURLINGTON, KY
FISCAL YEAR ENDING DECEMBER 31, 2015

Report Item 1:

Annual reports – not prepared in normal course of business for
Commonwealth Holdings, LLC
Annual Reports – He ritage 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
### 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-10D reporting requirements, you must also submit FR Y-10D Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, and Add.

The FR Y-10D report may be submitted in a hardcopy format or via the FR Y-10D Online application - https://fsbonline.federalreserve.gov.

*FDIC UNNUM* Office Number, and ID_BSSID columns are for reference only. Verification of these values is not required.

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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_BSSID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office_ID_BSSID*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service</td>
<td>2014-04-01</td>
<td>HEAD OFFICE</td>
<td>123456789</td>
<td>HERITAGE BANK, INC.</td>
<td>606 COMMONWEALTH AVENUE</td>
<td>ELKIN</td>
<td>NC</td>
<td>20140</td>
<td>HIGH POINT</td>
<td>UNITED STATES</td>
<td>3456789</td>
<td>0</td>
<td>0</td>
<td>HERITAGE BANK, INC.</td>
</tr>
<tr>
<td>Full Service</td>
<td>2014-04-01</td>
<td>FULL SERVICE</td>
<td>123456789</td>
<td>FALMOUTH OFFICE</td>
<td>215 W INCREDIBLE STREET</td>
<td>FAIRFIELD</td>
<td>KY</td>
<td>20140</td>
<td>FALMOUTH</td>
<td>UNITED STATES</td>
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<td>0</td>
<td>HERITAGE BANK, INC.</td>
</tr>
<tr>
<td>Full Service</td>
<td>2014-04-01</td>
<td>FULL SERVICE</td>
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<td>FLORENCE BRANCH</td>
<td>305 EDEN WAY</td>
<td>FLORENCE</td>
<td>KY</td>
<td>20140</td>
<td>FLORENCE</td>
<td>UNITED STATES</td>
<td>3456789</td>
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<td>HERITAGE BANK, INC.</td>
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<tr>
<td>Full Service</td>
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<td>FORK WRIGHT BRANCH</td>
<td>305 EDEN WAY</td>
<td>FLORENCE</td>
<td>KY</td>
<td>20140</td>
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<td>UNITED STATES</td>
<td>3456789</td>
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<td>HERITAGE BANK, INC.</td>
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<td>INDEPENDENCE OFFICE</td>
<td>210 MEDICAL ARTS DR</td>
<td>HEBRON</td>
<td>KY</td>
<td>20140</td>
<td>HEBRON</td>
<td>UNITED STATES</td>
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<td>HERITAGE BANK, INC.</td>
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<tr>
<td>Full Service</td>
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<td>OLD SPRINGS BRANCH</td>
<td>400 OLD SPRINGS ROAD</td>
<td>FAIRFIELD</td>
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<td>HERITAGE BANK, INC.</td>
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<tr>
<td>Full Service</td>
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<td>FULL SERVICE</td>
<td>123456789</td>
<td>NEWPORT OFFICE</td>
<td>687 MONMOUTH STREET</td>
<td>NEWPORT</td>
<td>KY</td>
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<td>NEWPORT</td>
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<td>Full Service</td>
<td>2014-04-01</td>
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<td>UNION BRANCH</td>
<td>8755 U S 42</td>
<td>UNION</td>
<td>KY</td>
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<td>HERITAGE BANK, INC.</td>
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<tr>
<td>Full Service</td>
<td>2014-04-01</td>
<td>FULL SERVICE</td>
<td>123456789</td>
<td>WALTON BRANCH</td>
<td>300 OLD SPRINGS ROAD</td>
<td>WALTON</td>
<td>KY</td>
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<td>HERITAGE BANK, INC.</td>
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<tr>
<td>Full Service</td>
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<td>WALTON SOUTH BRANCH</td>
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<td>WALTON</td>
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<td>0</td>
<td>0</td>
<td>HERITAGE BANK, INC.</td>
</tr>
</tbody>
</table>
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 - 20,500
% of Common Shares - 5%

Arnold Caddell and Beverly Caddell
Arnold Caddell - 18,470 Shares
Beverly Caddell - 4,828 Shares
Arnold and Beverly Caddell - 9,257
Burlington, Kentucky 41005
USA
# of Common Shares - 32,555
% of Common Shares - 8%

Robert J. and Jeanette Lightner
Jeanette Lightner - 125 Shares
Robert J. Lightner - 73,725 Shares
Union, Kentucky 41005
USA
# of Common Shares - 73,850
% of Common Shares - 19%
Report Item 3(2): Shareholders owning greater than or equal to 5% outstanding shares of Heritage Bancorp, Inc., during the fiscal year not included in item 3(1).

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%
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, LLC, Manager
       Caddell Realty, Manager

4. (a) 2,540 Commonwealth Holdings, LLC. Common shares 2%
       (b) 18,470 Heritage Bancorp, Inc. Common 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, Manager
       Caddell Realty, Manager

4. (a) 18,470 Heritage Bancorp, Inc. Common shares 5%
   (b) N/A
   (c) 2,540 Commonwealth Holdings, LLC. Common shares 2%
       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

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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) 3%  
   (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  

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/Chairman  
   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 – 2 5% Florence Hardware  
       50% Wilmhoff Development  
       50% WD Development  

1. Chris Caddell  
   Florence, KY  
   USA  

2. N/A  

3. (a) Director  
   (b) Vice Chairman  
   (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