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, 818, 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.

Arnold E. Caddell
Name of the Holding Company Director and Officer
Chairman
Title of the Holding Company Director and Officer

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report data 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 251, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Officer
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

R.S.S. ID

C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016
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
City
State
Zip Code

2221 Bell Street Burlington KY 41005
Physical Location (It 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? (check only one):

☐ 0=No
1=Yes

In accordance with the General Instructions for this report,
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.**

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
<tr>
<td>Heritage Bancorp, Inc.</td>
<td></td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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</tr>
<tr>
<td>Burlington, KY 41005</td>
<td></td>
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<tr>
<td>1818 Florence Pike, Burlington, KY 41005</td>
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**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, 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. (2131356) of BURLINGTON, KY.

The data are as of 12/31/2016. Data reflects information that was received and processed through 3/28/2017.

### 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 UNNUM, 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 | Zip Code | State | File Code | County | Country | FDIC UNNUM | Office Number | Head Office | Head Office ID_RSSD | Comments
---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---
OK | 12/31/2016 | Full Service (Head Office) | HERITAGE BANK, INC. | 1469677 | 456 COMMONWEALTH AVENUE | ELBANGER | KY | 40118 | KENTON | UNITED STATES | 46330 | HERITAGE BANK, INC. | 1469677 |
NK | 12/31/2016 | Full Service | ALEXANDRIA OFFICE BRANCH | 400711 | 7953 ALEXANDRIA PKWY | ALEXANDRIA | KY | 40001 | CAMPBELL | UNITED STATES | 498040 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | BURLINGTON BRANCH | 3677549 | 5128 FLORENCE PKWY | BURLINGTON | KY | 41002 | BOONE | UNITED STATES | 289231 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | BUTLER OFFICE | 799018 | 10499 US 27 NORTH | BUTLER | KY | 41006 | PENDLETON | UNITED STATES | 181422 | HERITAGE BANK, INC. | 1469677 |
NK | 12/31/2016 | Full Service | COVINGTON OFFICE | 490519 | 9800 DECOUSSAY AVENUE | COVINGTON | KY | 41011 | KENTON | UNITED STATES | 442659 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | CRESCENT SPRINGS BRANCH | 337966 | 111 BUTTERWOLFE PKWY | CRESCENT SPRINGS | KY | 40917 | KENTON | UNITED STATES | 442659 | HERITAGE BANK, INC. | 1469677 |
NK | 12/31/2016 | Full Service | DRY RIDGE OFFICE | 411454 | 46 BROADWAY | DRY RIDGE | KY | 41035 | GRANT | UNITED STATES | 520671 | HERITAGE BANK, INC. | 1469677 |
NK | 12/31/2016 | Full Service | FAIRGROUNDS BRANCH | 385973 | 2087 RIDGWAY AVENUE | PALMOUTH | KY | 40140 | PENDLETON | UNITED STATES | 289231 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | FLORENCE BRANCH | 215027 | 7404 U S 42 | FLORENCE | KY | 41042 | BOONE | UNITED STATES | 289231 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | FORT WRIGHT BRANCH | 250020 | 3911 DIXIE HIGHWAY | FORT WRIGHT | KY | 41011 | KENTON | UNITED STATES | 289231 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | HABERBRAN BRANCH | 294925 | 2105 MEDICAL ARTS DR | HABERBRAN | KY | 41048 | BOONE | UNITED STATES | 357388 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | INDEPENDENCE OFFICE | 285127 | 3060 DECLARATION DRIVE | INDEPENDENCE | KY | 41051 | KENTON | UNITED STATES | 181422 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | KENTON OFFICE | 3677517 | 4929 ALEXANDRIA PKWY | KENTON | KY | 41017 | CAMPBELL | UNITED STATES | 419710 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | NEWPORT BRANCH | 466238 | 1047 MONMOUTH STREET | NEWPORT | KY | 41071 | CAMPBELL | UNITED STATES | 419710 | HERITAGE BANK, INC. | 1469677 |
NK | 12/31/2016 | Full Service | UNION BRANCH | 248134 | 751 U S 42 | UNION | KY | 41091 | BOONE | UNITED STATES | 289231 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | WALTON BRANCH | 371641 | 235 MARY GRUBBS HIGHWAY | WALTON | KY | 41049 | BOONE | UNITED STATES | 469178 | HERITAGE BANK, INC. | 1469677 |
OK | 12/31/2016 | Full Service | WALTON SOUTH BRANCH | 132259 | 3447 DIXIE HIGHWAY | WALTON | KY | 41049 | KENTON | UNITED STATES | 211 | 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
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
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 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 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, LLC, Manager
   Caddell Realty, LLC, 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, 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, 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 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 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 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 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  
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  
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 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%
       0%