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 5466(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 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.

Christopher B. Caddell
Name of the Holding Company Director and Official Chairman
Title of the Holding Company Director and Official

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017
Month / Day / Year
N/A

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:
Andrew G. Rees
Controller
Name Title
859/334-4201
Area Code / Phone Number / Extension
859/586-9240
Area Code / FAX Number
a.rees@heritagebank-ky.com
E-mail Address
www.heritagebank-ky.com
Address (URL) for the Holding Company's web page

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
RSSID ID
C.I. 

Signature of Holding Company Director and Official
10/02/2018
Date of Signature

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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 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.
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>
<th>Legal Title of Subsidiary Holding Company</th>
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</thead>
<tbody>
<tr>
<td>PO 357</td>
<td></td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>City</td>
</tr>
<tr>
<td>KY</td>
<td>State</td>
</tr>
<tr>
<td>41005</td>
<td>Zip Code</td>
</tr>
<tr>
<td>1818 Florence Pike Burlington, KY 41005</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

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12/2012
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

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.

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.

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_RSSID columns are not reference only. Verification of these values is not required.
ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6
COMMONWEALTH HOLDINGS LLC
BURLINGTON, KY
FISCAL YEAR ENDING DECEMBER 31, 2017

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
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%

Caddell Holding Trust  
Burlington, Kentucky 41005  
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 41091  
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, LLC, Manager
       Caddell Realty, LLC, Manager

3. (a) 2,540 Commonwealth Holdings, LLC. Common shares 2%
   (b) N/A - Heritage Bancorp, Inc.
   (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) N/A - Heritage Bancorp
   (b) N/A - Heritage Bank, Inc.
   (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
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  
   (a) 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%