

HERITAGE COMMERCE CORP
Form SC 13D
April 23, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

HERITAGE COMMERCE CORP

(Name of Issuer)

COMMON STOCK (NO PAR VALUE)

(Title of Class of Securities)

426927109

(CUSIP Number)

Concerned Shareholders Committee of Heritage Commerce Corp

3353 De La Cruz Blvd.

Santa Clara, CA 95054

Attn: Tracey Infantino

(408) 980-1711

With copy to:

Gordon Bava, Esq.

Manatt, Phelps & Phillips, LLP

11355 West Olympic Blvd.

Los Angeles, CA 90064-1614

(310) 312-4000

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 19, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

(Page 1 of 29)

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CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Arthur C. Carmichael, Jr.
- IRS Identification No. Of Above Person (Entities Only)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
6. Citizenship or Place of Organization
United States of America
- | | | |
|---|-----|--|
| | 7. | Sole Voting Power
83,615 (0.73%) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
1,428 (0.01%) |
| | 9. | Sole Dispositive Power
83,615 (0.73%) |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
85,043
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.74%
14. Type of Reporting Person (See Instructions)
IN

(Page 2 of 29)

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CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James L. D Amico

IRS Identification No. Of Above Person (Entities Only)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
 6. Citizenship or Place of Organization
United States of America
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
106,700 (0.93%) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
106,700 (0.93%) |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
106,700
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.93%
 14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tracey Infantino

IRS Identification No. Of Above Person (Entities Only)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
 6. Citizenship or Place of Organization
United States of America
- | | | | |
|---|-----|--------------------------|----------------|
| | 7. | Sole Voting Power | 12,850 (0.11%) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 26,895 (0.24%) |
| | 9. | Sole Dispositive Power | 12,850 (0.11%) |
| | 10. | Shared Dispositive Power | 26,895 (0.24%) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
39,745
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.35%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Robert W. Peters
IRS Identification No. Of Above Person (Entities Only)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
 6. Citizenship or Place of Organization
United States of America
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
226,286 (1.97%) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
226,286 (1.97%) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
226,286
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
1.97%
 14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 William Del Biaggio III
 IRS Identification No. Of Above Person (Entities Only)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
 PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
 6. Citizenship or Place of Organization
 United States of America
- | | | | |
|---|-----|--------------------------|-----------------|
| | 7. | Sole Voting Power | 136,294 (1.19%) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 136,294 (1.19%) |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
 136,294
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
 1.19%
 14. Type of Reporting Person (See Instructions)
 IN

CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Gary L. Thornhill
 IRS Identification No. Of Above Person (Entities Only)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
 PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
 6. Citizenship or Place of Organization
 United States of America
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
4,286 (0.04%) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
2,852 (0.02%) |
| | 9. | Sole Dispositive Power
4,286 (0.04%) |
| | 10. | Shared Dispositive Power
2,852 (0.02%) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
 7,138
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
 0.06%
 14. Type of Reporting Person (See Instructions)
 IN

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CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ranson W. Webster
IRS Identification No. Of Above Person (Entities Only)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
 6. Citizenship or Place of Organization
United States of America
- | | | | |
|---|----|------------------------------|-----------------|
| | 7. | Sole Voting Power | |
| | | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 8. Shared Voting Power | |
| | | | 430,000 (3.74%) |
| | | 9. Sole Dispositive Power | |
| | | | 0 |
| | | 10. Shared Dispositive Power | |
| | | | 430,000 (3.74%) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
430,000 (3.74%)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
3.74%
 14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 426927109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
William D. Dallas
IRS Identification No. Of Above Person (Entities Only)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A
6. Citizenship or Place of Organization
United States of America
7. Sole Voting Power
40,000 (0.35%)
8. Shared Voting Power
0
9. Sole Dispositive Power
40,000 (0.35%)
10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
40,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.35%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(Page 9 of 29)

Item 1.

Security and Issuer

This statement on Schedule 13D relates to the common stock, no par value (the Common Stock), of Heritage Commerce Corp, California corporation (Heritage). The principal executive offices of Heritage are located at 150 Almaden Boulevard, San Jose, California 95113. Heritage's telephone number is (408) 947-6900.

Item 2.

Identity and Background

- (a) The names of the reporting person are Arthur C. Carmichael, Jr., James L. D'Amico, Tracey Infantino, Robert W. Peters, William Del Biaggio III, Gary L. Thornhill, Ranson W. Webster and William D. Dallas.
- (b) The business address for all of the reporting persons is c/o Concerned Shareholders Committee of Heritage Commerce Corp, 3353 De La Cruz Blvd. Santa Clara, CA 95054.
- (c) Mr. Carmichael's principal occupation is Managing Director of Valley Global Insurance Brokers. The principal business address for Valley Global Insurance Brokers is 84 South First Street, San Jose, California 95113.
- Mr. D'Amico's principal occupation is President and Chief Executive Officer of D'Amico Tire Service Company, Inc./DBA San Jose Commercial Properties. The principal business address for D'Amico Tire Service Company, Inc./DBA San Jose Commercial Properties is P.O. Box 969, San Jose, California 95108.
- Ms. Infantino's principal occupation is General Manager of Environmental Systems, Inc. The principal business address for Environmental Systems, Inc. is 3353 De La Cruz Blvd, Santa Clara, California 95054
- Mr. Peters is currently retired.
- Mr. Del Biaggio III's principal occupation is President and Chief Executive Officer of Sand Hill Capital. The principal business address for Sand Hill Capital is 3000 Sand Hill Road, Building 1, Suite 240, Menlo Park, CA 94025
- Mr. Thornhill's principal occupation is Senior Managing Director of The Private Consulting Group, Inc. He is Chairman and President of Thornhill Financial Group, Chairman and President of Thornhill Assurance Services and Executive Vice President of New First Financial Resources. The principal business address for The Private Consulting Group, Inc. is 2880 Lakeside Drive, Suite 112, Santa Clara, California 95054.
- Mr. Webster's principal occupation is Managing Member of Evergreen Capital, LLC. He is Chairman of Hcell Technology, Inc. and Chairman of Heetronix, Inc. The principal business address for Evergreen Capital, LLC is 75 Caliente Street, Reno, Nevada 89509.
- Mr. Dallas' principal occupation is Chairman and Chief Executive Officer of Ownit Mortgage Solutions. The principal business address for Ownit Mortgage Solutions is 21800 Burbank Boulevard, Suite #200, Woodland Hills, CA 91367.

- (d) During the last five years, none of the reporting person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the reporting persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.
- (f) Each reporting person is a citizen of the United States of America.

Item 3.

Source and Amount of Funds or Other Consideration

Purchases by the Reporting Persons were made with personal funds.

Item 4.

Purpose of Transaction

On April 7, 2004, Heritage filed a proxy statement with the Securities and Exchange Commission in connection with its 2004 Annual Meeting of Shareholders to be held on May 27, 2004 (the 2004 Meeting). At the 2004 Meeting, Heritage is proposing, among other things, to elect four directors to serve as Class III directors, with each of their terms expiring at the 2007 Annual Meeting of Shareholders. The directors nominated by the board of directors of Heritage are Frank G. Bisceglia, Anneke Dury, Louis Lon O. Normandin and Humphrey P. Polanen.

In a letter to the board of directors of Heritage, dated April 19, 2004, the Reporting Persons stated (i) their belief that the current board of directors of Heritage has been ineffective in its corporate governance approach and is not sufficiently committed to maximizing shareholder value and (ii) their intention to present an alternative slate of nominees for the election of Class III directors at the 2004 Meeting. In addition, the Reporting Persons are proposing to increase the size of the board of directors of Heritage by one director (to 13 directors), and, conditioned on the approval of such proposal, elect William D. Dallas to the board of directors as an additional Class III director.

As a result, the Reporting Persons may be deemed to hold shares of Heritage Common Stock with a purpose or effect of changing or influencing control of Heritage and may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Exchange Act and Rule 13d-5(b)(1) of the Exchange Act. Each Reporting Person disclaims beneficial ownership of all shares of Common Stock, other than those reported herein as being owned by it.

Item 5.

Interest in Securities of the Issuer

According to Heritage's Proxy Statement for its 2004 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on April 7, 2004, there were 11,495,008 shares of common stock issued and outstanding as of April 1, 2004. Except as provided in the preceding sentence, the information contained in this Item 5 is as of April 5, 2004.

Arthur C. Carmichael, Jr.

- (a) Number of shares beneficially owned: 85,043 (0.74%% of the Common Stock).
- (b) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 83,615
 - (ii) Shared power to vote or direct the vote: 1,428
 - (iii) Sole power to dispose or to direct the disposition of: 83,615
 - (iv) Shared power to dispose or to direct the disposition of: 0

Of the shares beneficially owned by Arthur Carmichael as of April 5, 2004:

he had sole voting and dispositive authority over (i) 66,169 shares which he personally owned, (ii) 14,850 shares that may be acquired upon the exercise of currently exercisable stock options owned by Mr. Carmichael and (iii) 2,596 shares held by Mr. Carmichael for the benefit of his children

he shared voting authority with Margaret Frasse over 714 shares held for the benefit of Margaret Frasse in care of Arthur C. Carmichael, Jr. (see Schedule I for information relating to Margaret Frasse)

he shared voting authority with Ann Frasse Stowe over 714 shares held for the benefit of Ann Frasse Stowe in care of Arthur C. Carmichael, Jr. (see Schedule II for information relating to Ann Frasse Stowe)

- (c) On February 20, 2004, Mr. Carmichael exercised options for 2,292 shares of Common Stock at an exercise price of \$3.50 per share. Except for the transaction described in the preceding sentence, Arthur C. Carmichael, Jr. has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by Arthur C. Carmichael, Jr.
- (e) Not applicable

James L. D Amico

- (a) Number of shares beneficially owned: 106,700 (0.93% of the Common Stock).
- (b) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 106,7000
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 106,700
 - (iv) Shared power to dispose or to direct the disposition of: 0

Of the shares beneficially owned by James L. D Amico as of April 5, 2004:

- (c) he had sole voting and dispositive authority over (i) 8,000 shares which he personally owned in a Roth IRA and (ii) 98,700 shares held by the D Amico Tire Service Company, Inc. Profit Sharing Plan, of which Mr. D Amico was the sole trustee
James D Amico has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by James L. D Amico.
- (e) Not applicable

Tracey Infantino

- (a) Number of shares beneficially owned: 39,745 (0.35% of the Common Stock).
- (b) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 12,850
 - (ii) Shared power to vote or direct the vote: 26,895
 - (iii) Sole power to dispose or to direct the disposition of: 12,850
 - (iv) Shared power to dispose or to direct the disposition of: 26,895

Of the shares beneficially owned by Tracey Infantino as of April 5, 2004:

she had sole voting and dispositive authority over 12,850 shares that may be acquired upon the exercise of currently exercisable stock options owned by Ms. Infantino

she shared voting and dispositive authority with her husband, Eugene Infantino, over 25,469 shares owned as joint tenants (see Schedule III for information relating to Eugene Infantino)

she shared voting and dispositive authority, as a trustee, over 25,469 shares held by the Environmental Systems, Inc. Profit Sharing Plan (see Schedule IV for information relating to the other trustees of the Environmental Systems, Inc. Profit Sharing Plan with whom Ms. Infantino shares voting and dispositive authority)

- (c) The date of exercise, the number of shares received and the exercise price for all options exercised by Ms. Infantino during the past 60 days is set forth on Exhibit B and incorporated herein by reference. The trading date, number of shares sold and the price per share for all shares sold by Ms. Infantino during the past 60 days is set forth on Exhibit B. All sales were effected in broker transactions. Other than as set forth on Exhibit B, Ms. Infantino has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by Tracey Infantino.
- (e) Not applicable

Robert W. Peters

- (a) Number of shares beneficially owned: 226,286 (1.97% of the Common Stock).
- (b) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 226,286
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 226,286

Of the shares beneficially owned by Robert W. Peters as of April 5, 2004:

he shared voting and dispositive authority, as a trustee, over 226,286 shares held by the Robert W. & Carolyn H. Peters 1992 (revocable) Trust UTA 1/10/92 (see Schedule V for information relating to the other trustee of the Trust with whom Mr. Peters shares voting and dispositive authority)

- (c) Robert W. Peters has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by Robert W. Peters.

- (e) Not applicable
William Del Biaggio III
- (a) Number of shares beneficially owned: 136,294 (1.19% of the Common Stock).
(b) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: 136,294
(ii) Shared power to vote or direct the vote: 0
(iii) Sole power to dispose or to direct the disposition of: 136,294
(iv) Shared power to dispose or to direct the disposition of: 0

Of the shares beneficially owned by William Del Biaggio III as of April 5, 2004:

he had sole voting and dispositive authority over (i) 5,429 shares which he personally owned in an IRA and (ii) 130,865 held by BDB Management, LCC, of which Mr. Del Biaggio III was the managing member

- (c) The trading date, number of shares purchased, and the price per share for all shares purchased during the past 60 days by Mr. Del Biaggio III is set forth in Exhibit B and incorporated herein by reference. All trades were effected in broker transactions. Other than as set forth on Exhibit B, Mr. Del Biaggio III has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by William Del Biaggio III.

- (e) Not applicable
Gary L. Thornhill
- (a) Number of shares beneficially owned: 7,138 (0.06% of the Common Stock).
(b) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: 4,286
(ii) Shared power to vote or direct the vote: 2,852
(iii) Sole power to dispose or to direct the disposition of: 4,286
(iv) Shared power to dispose or to direct the disposition of: 2,852

Of the shares beneficially owned by Gary Thornhill as of April 5, 2004:

as general partner of the Gama Family Limited Partnership, he had sole voting and dispositive authority over 4,286 shares held by the Gama Family Limited Partnership

he shared voting and dispositive authority with his wife, Mary L. Thornbill (see Schedule VI for information relating to Mary L. Thornbill), over 2,852 shares they held as custodians for their children

(c) Gary L. Thornhill has not engaged in any transactions in the Common Stock during the past 60 days.

(d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by Gary L. Thornhill.

(e) Not applicable

Ranson W. Webster

(a) Number of shares beneficially owned: 430,000 (3.74% of the Common Stock).

(b) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 430,000

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 430,000

Of the shares beneficially owned by Ranson W. Webster as of April 5, 2004:

he shared voting and dispositive authority with his wife, Norma Webster, over 430,000 shares owned as joint tenants (see Schedule VII for information relating to Norma Webster)

(c) Mr. Webster has not engaged in any transactions in the Common Stock during the past 60 days.

(d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by Ranson W. Webster.

(e) Not applicable

William D. Dallas

(a) Number of shares beneficially owned: 40,000 (0.35% of the Common Stock).

- (b) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote: 40,000
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 40,000
 - (iv) Shared power to dispose or to direct the disposition of: 0

Of the shares beneficially owned by William D. Dallas as of April 5, 2004:

he had sole voting and dispositive authority over 40,000 shares which he personally owned

- (c) Mr. Dallas has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the Common Stock beneficially owned by William D. Dallas.
- (e) Not applicable

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as described above, to each reporting person's knowledge, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of Heritage, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7.

Material to Be Filed as Exhibits

- Exhibit A Joint Filing Statement
- Exhibit B Schedule of Transactions for Tracey Infantino in the Shares of Heritage
- Exhibit C Schedule of Transactions for BDB Management, LLC (William Del Biaggio III) in the Shares of Heritage

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: April 23, 2004

/s/ Arthur C. Carmichael, Jr.
Arthur C. Carmichael, Jr.

/s/ James L. D Amico
James L. D Amico

/s/ Tracey Infantino
Tracey Infantino

/s/ Robert W. Peters
Robert W. Peters

/s/ William Del Biaggio III
William Del Biaggio III

/s/ Gary L. Thornhill
Gary L. Thornhill

/s/ Ranson W. Webster
Ranson W. Webster

/s/ William D. Dallas
William D. Dallas

(Page 18 of 29)

EXHIBIT INDEX

Exhibit A	Joint Filing Statement
Exhibit B	Schedule of Transactions for Tracey Infantino in the Shares of Heritage
Exhibit C	Schedule of Transactions for BDB Management, LLC (William Del Biaggio III) in the Shares of Heritage

(Page 19 of 29)

Exhibit A

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13D is filed on behalf of each of us.

DATE: April 23, 2004

/s/ Arthur C. Carmichael, Jr
Arthur C. Carmichael, Jr

/s/ James L. D Amico
James L. D Amico

/s/ Tracey Infantino
Tracey Infantino

/s/ Robert W. Peters
Robert W. Peters

/s/ William Del Biaggio III
 William Del Biaggio III

/s/ Gary L. Thornhill
 Gary L. Thornhill

/s/ Ranson W. Webster
 Ranson W. Webster

/s/ William D. Dallas
 William D. Dallas

(Page 20 of 29)

Exhibit B

Schedule of Transactions for Tracey Infantino in the Shares of Heritage

Option Exercises

Date of Exercise	Number of Shares Received	Exercise Price
2/20/2004	2,292	\$ 3.50
3/24/2004	2,000	\$ 5.25

Sales of Heritage Common Stock

Date of Transaction	Number of Shares Sold	Price Per Share	Total Amount
2/20/2004	2,292	\$ 12.80	\$ 29,337.60
3/24/2004	2,000	\$ 12.35	\$ 24,700.00
Total	4,292	\$	54,037.60

(Page 21 of 29)

Exhibit C

Schedule of Transactions for BDB Management, LLC (William Del Biaggio III) in the Shares of Heritage

Purchases of Heritage Common Stock

Date of Transaction	Number of Shares Purchased	Price Per Share	Total Amount
1/28/2004	5,000 \$	12.92 \$	64,607.95
2/17/2004	10,000 \$	13.05 \$	130,547.95
2/19/2004	7,500 \$	13.04 \$	97,785.45
2/20/2003	10,000 \$	13.03 \$	130,297.95
2/23/2004	800 \$	12.85 \$	10,287.95
2/25/2004	3,000 \$	13.05 \$	39,165.90
2/26/2004	7,000 \$	13.01 \$	91,099.90
3/01/2004	865 \$	12.89 \$	11,257.80
3/23/2004	10,000 \$	12.63 \$	126,332.95
3/24/2004	5,000 \$	12.64 \$	63,207.95
3/26/2004	5,000 \$	12.93 \$	64,657.95
Total	64,165	\$	829,249.70

(Page 22 of 29)

Schedule I

Identity and Background Information for Margaret Frasse

Ms. Frasse's principal occupation is a real estate broker for Windermere Realty. The principal business address for Windermere Realty is 314 West McGraw Street, Seattle, Washington 98119.

During the last five years, Ms. Frasse has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Ms. Frasse has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

Mrs. Frasse is a citizen of the United States of America.

(Page 23 of 29)

Schedule II

Identity and Background Information for Ann Frasse Stowe

Mrs. Stowe is retired.

During the last five years, Mrs. Stowe has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mrs. Stowe has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

Mrs. Stowe is a citizen of the United States of America.

(Page 24 of 29)

Schedule III

Identity and Background Information for Eugene Enfantino

Mr. Enfantino is Chief Financial Officer of Environmental Systems, Inc. The principal business address for Environmental Systems, Inc. is 3353 De La Cruz Blvd, Santa Clara, California 95054

During the last five years, Mr. Enfantino has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mr. Enfantino has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

Mr. Enfantino is a citizen of the United States of America.

(Page 25 of 29)

Schedule IV

Trustees of the Environmental Systems, Inc. Profit Sharing Plan

Trustee	Principal Occupation or Employment	Name and Address of Employer
Tracey Infantino	See Item 2	See item 2
Eugene Infantino	See Schedule III	See Schedule III
Vincent Infantino	President, Environmental Systems, Inc.	3353 De La Cruz Blvd, Santa Clara, California 95054

During the last five years, none of the persons named in this Schedule has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the persons named in this Schedule has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

The persons referred to in this Schedule are all citizens of the United States of America.

Schedule V

Trustees of the Robert W. & Carolyn H. Peters 1992 (revocable) Trust UTA 1/10/92

Trustee	Principal Occupation or Employment	Name and Address of Employer
Robert W. Peters	See Item 2	See Item 2
Carolyn H. Peters	Retired	N/A

During the last five years, none of the persons named in this Schedule has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the persons named in this Schedule has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

The persons referred to in this Schedule are all citizens of the United States of America.

Schedule VI

Identity and Background Information for Mary L. Thornbill

Mrs. Thornbill is a homemaker.

During the last five years, Mrs. Thornbill has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Thornbill has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

Mrs. Thornbill is a citizen of the United States of America.

(Page 28 of 29)

Schedule VII

Identity and Background Information for Norma Webster

Mrs. Webster is retired.

During the last five years, Mrs. Webster has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mrs. Webster has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, Federal or state securities laws was issued or a finding of any violations with respect to such laws was made.

Mrs. Webster is a citizen of the United States of America.

(Page 29 of 29)
