ANNUAL USE OF CAPITAL SURVEY - 2009

NAME OF INSTITUTION
(Include Holding Company Where Applicable)

Commonwealth Bancshares, Inc.

Person to be contacted regarding this report:	Michael Dugle
UST Sequence Number:	911
CPP Funds Received:	20,400,000
CPP Funds Repaid to Date:	0
Date Funded (first funding):	May 22, 2009
Date Repaid[1]:	N/A

RSSD: (For Bank Holding Companies)	1118948
Holding Company Docket Number: (For Thrift Holding Companies)	
FDIC Certificate Number: (For Depository Institutions)	10146 & 34863
City:	Louisville
State:	Kentucky

[1]If repayment was incremental, please enter the most recent repayment date.

American taxpayers are quite interested in knowing how banks have used the money that Treasury has invested under the Capital Purchase Program (CPP). To answer that question, Treasury is seeking responses that describe generally how the CPP investment has affected the operation of your business. We understand that once received, the cash associated with TARP funding is indistinguishable from other cash sources, unless the funds were segregated, and therefore it may not be feasible to identify precisely how the CPP investment was deployed or how many CPP dollars were allocated to each use. Nevertheless, we ask you to provide as much information as you can about how you have used the capital Treasury has provided, and how your uses of that capital have changed over time. Treasury will be pairing this survey with a summary of certain balance sheet and other financial data from your institution's regulatory filings, so to the extent you find it helpful to do so, please feel free to refer to your institution's quarterly call reports to illustrate your answers. This is your opportunity to speak to the taxpayers in your own words, which will be posted on our website.

What specific ways did your institution utilize CPP capital? Check all that apply and elaborate as appropriate, especially if the uses have shifted over time. Your responses should reflect actions taken over the past year (or for the portion of the year in which CPP funds were outstanding).

☒	Increase lending or reduce lending less than otherwise would have occurred.	Although, sizeable balance sheet loan growth is not reflected, the CPP funds have allowed the subsidiary banks to continue to be a vital lender in their respective markets while working through non performing assets.
☐	To the extent the funds supported increased lending, please describe the major type of loans, if possible (residential mortgage loans, commercial mortgage loans, small business loans, etc.).	
☒	Increase securities purchased (ABS, MBS, etc.).	While management repositions the composition of the loan portfolio; both subsidiary banks have increased their investment portfolios in order to optimize the use of the CPP funds until the loan pipeline begins to show signs of growth.

☐	Make other investments	
☒	Increase reserves for non-performing assets	The subsidiary CPP funds have also provided significant support to the capital ratios of the banks while management focuses on this period of increased non-performing assets, charge-offs, and focus on loan loss reserves (reference increase charge-offs notation).
☒	Reduce borrowings	The parent holding company used a portion of the proceeds to paydown a borrowing.
☒	Increase charge-offs	NPAs 12/08: 4,500,000 12/09: 12,000,000 LLR to Loans 12/08: 0.86% 12/09: 1.04% C/Os 12/08: 500,000 12/09: 3,000,000 LL Provisions 12/08: 2,500,000 12/09: 4,000,000
☐	Purchase another financial institution or purchase assets from another financial institution	
☐	Held as non-leveraged increase to total capital	

What actions were you able to avoid because of the capital infusion of CPP funds?

The CPP funds have contributed to the maintenance of the banks' capital ratios at a "Well Capitalized" status during this industry period of capital deterioration and thus continuing to provide management with a stable capital foundation in order to manage non performing assets and future balance sheet strategies.

What actions were you able to take that you may not have taken without the capital infusion of CPP funds?

A slightly quicker and more aggressive approach in the workout of non-performing assets off of the balance sheet.

Please describe any other actions that you were able to undertake with the capital infusion of CPP funds.

According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 1505-0222. The time required to complete this information collection is estimated to average 80 hours per response.