

HERITAGE FINANCIAL PARTNERS LP
Form 3
December 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

HERITAGE FUND
ADVISORS LLC

(Last) (First) (Middle)

3353 PEACHTREE ROAD, SUITE 1040

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/24/2005

3. Issuer Name and Ticker or Trading Symbol

ASSURANCEAMERICA CORP [ASAM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of

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Series A Convertible Preferred Stock ⁽¹⁾	^ ⁽¹⁾	^ ⁽¹⁾	Common Stock	10,920,000	\$ 0	or Indirect ⁽¹⁾ (Instr. 5)	I	See Footnote ⁽¹⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERITAGE FUND ADVISORS LLC 3353 PEACHTREE ROAD SUITE 1040 ATLANTA, GA 30326	^	^ X	^	^
Heritage Assurance Partners L P 3353 PEACHTREE ROAD SUITE 1040 ATLANTA, GA 30326	^	^ X	^	^
HERITAGE FINANCIAL PARTNERS LP 3353 PEACHTREE ROAD SUITE 1040 ATLANTA, GA 30326	^	^ X	^	^

Signatures

See attached
Exhibit 99

12/12/2005

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares of Series A Convertible Preferred Stock are owned by Heritage Assurance Partners, L.P. ("HAP"), a Georgia limited partnership, (ii) Heritage Financial Partners, L.P. ("HFP"), a Georgia limited partnership, and (iii) Heritage Fund Advisors, LLC, a Georgia limited liability company registered as an investment advisor under the laws of the State of Georgia ("HFA"), the general partner of HAP and HFP. HAP, HFP and HFA are the Reporting Persons. Each share of Series A Convertible Preferred Stock is convertible into ten shares of common stock at the owners' option at any time, subject to adjustment in the event of stock splits, stock combinations and certain issuances of capital stock.

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Remarks:

The Reporting Persons disclaim beneficial ownership of all shares.

Exhibit List

Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.