

HERITAGE FINANCIAL PARTNERS LP

Form 3

December 13, 2005

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

OMB APPROVAL

OMB
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2005Estimated 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 *Â HERITAGE FUND
ADVISORS LLC

(Last) (First) (Middle)

3353 PEACHTREE
ROAD,Â SUITE 1040

(Street)

ATLANTA,Â GAÂ 30326

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
05/24/20053. 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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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

Reporting Owners

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

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.