

Board of Governors of the Federal Reserve System



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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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 is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, Gregory C. Wilkes

Reporter's Name, Street, and Mailing Address

Heritage First Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director and CEO

P.O. Box 5184

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Rome GA 30162
City State Zip Code

205 East First Avenue

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Lucas Stewart CPA
Name Title

770-541-5438

Area Code / Phone Number / Extension

770-541-5493

Area Code / FAX Number

lstewart@mjcpc.com

E-mail Address

Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

Date of Signature

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

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

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C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

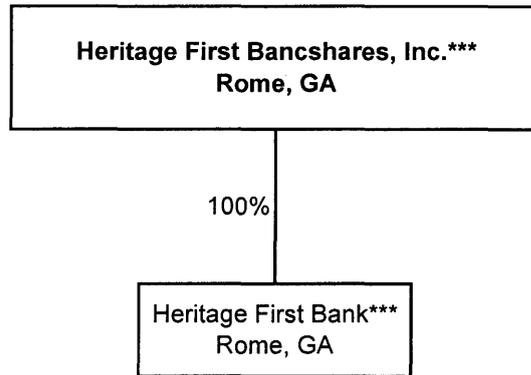
Revised (u)
5/20

Form FR Y-6

Heritage First Bancshares, Inc.
Rome, Georgia
Fiscal Year Ending December 31, 2012

Report Item

- 1: The bank holding company does not prepare an annual report for its shareholders.
- 2a: Organizational Chart



Note: All entities marked with an asterisk were incorporated in Georgia.

Report Item 2b: Domestic Branch Listing

Branch Service Type	Popular Name	Street Address	City	State	Zip Code	County	Country
Full Service (Main Office)	HERITAGE FIRST BANK	1700 TURNER MCCALL BLVD.	ROME	GA	30161	FLOYD	UNITED STATES
Full Service	ARMUCHEE BRANCH	2950 MARTHA BERRY BLVD NE	ROME	GA	30165	FLOYD	UNITED STATES
Full Service	SHORTER AVE BRANCH	2211 SHORTER AVENUE	ROME	GA	30165	FLOYD	UNITED STATES

The Shorter Avenue Branch relocated on June 11, 2012 from 522 Shorter Avenue to 2211 Shorter Avenue.

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Heritage First Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holding 5% or more with power to vote as of fiscal year ending 12-31-12

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Andrew Heaner Atlanta, GA	USA	750,000 - 17.38% Common Stock	None to Report		
Larry Martin Rome, GA	USA	358,075 - 8.30% Common Stock			
Kenneth Davis Rome, GA	USA	349,616 - 8.10% Common Stock			
Wayne Vick Rome, GA	USA	291,667 - 6.76% Common Stock			

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Heritage First Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Rebecca A. Agnew LaFayette, GA/USA	N/A	CFO	CFO Heritage First Bank - GA	N/A	0.00%	0.00%	Agnew Family Farms, LLC 50%
Helmut H. Cawthon Rome, GA / USA	N/A	Director	Director & Chairman Heritage First Bank - GA	N/A	4.25%	0.00%	Shoney's of Rome D/B/A The Country Sportman - 100%
Dr Kenneth F. Davis Rome, GA / USA	Medical	Chairman	N/A	President & CEO Harbin Clinic	8.10%	0.00%	Lavender Mountain Hardware - 80%
Ryan P. Ernest Rome, GA / USA	N/A	N/A	President & Director Heritage First Bank - GA	N/A	0.26%	0.00%	None
Andrew C. Heaner Atlanta, GA / USA	Insurance	Director	N/A	CEO/COO Allstar Financial Group	17.38%	0.00%	Allstar Financial Group - 100% Johnson & Bryan - 32% Hawkins & Rawlinson - 80% National Custom, Inc. - 100% National Escrow, Inc. - 100% Allstar Properties - 100% Atlantic Intermediaries, LLC - 100% Sterling Premium Finance - 100% ACH Entertainment - 100% Recreation Insurance Specialists - 100%
Clinton G. Hubbard Rome, GA / USA	Distributor	Director	N/A	Chief Administrative Officer IOMAX, USA, Inc.	2.66%	0.00%	North River Farm, LLC - 50% NRF Management, LLC - 100% Investira, LLC - 100%
Stephen C. Klasson Rome, GA / USA	Medical	Director	N/A	Physician Harbin Clinic	1.27%	0.00%	Heath Creek Farm, LLC - 100%
Kimberly G. Mauer Rome, GA / USA	Medical	Director	N/A	RN Redmond Medical Center	2.78%	0.00%	Cole, Gill & Cole - 38.5%

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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Laura H. Mumber Rome, GA / USA	N/A	Director	N/A	N/A	1.78%	0.00%	Lake Buffington, LLC - 45% Many Streams Ranch, LLC - 100%
David M. Parker Rome, GA / USA	Telecommunications	Director	N/A	President & CEO Parker Systems, LLC President & CEO Parker Fibernet, LLC	0.53%	0.00%	Parker Systems, LLC - 100% Parker Fibernet, LLC - 100% Parker Logistics, LLC - 100% Parker Response, LLC - 100% AVFN, LLC - 100% DKSL, Inc. - 100%
Wayne E. Vick Rome, GA / USA	Cargo Securement	Director	N/A	President Southern Bracing Systems, Inc.	6.76%	0.00%	Southern Bracing Systems, Inc. - 51% Honeycomb Products, Inc. - 50% Southern Strapping Systems, Inc. - 50%
Thad W. Watters Rome, GA / USA	N/A	Director	Director Heritage First Bank - GA	N/A	1.40%	0.00%	WTSD & Associates, LLC - 66% Watters, LP - 25% Earthprints, LLC - 100% Watters Development, LP - 25%
Gregory C. Wilkes Acworth, GA / USA	N/A	Director & CEO	Director & CEO Heritage First Bank - GA Director Heritage First Bank - AL	N/A	0.67%	0.00%	
Delos H. Yancy, Jr. Ponte Vedra, FL / USA	Insurance	Director	N/A	Chairman & CEO Sterling Investors Life Insurance	3.09%	0.00%	AIMC, LLC - 40% Kirri Oil - 100%