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Up to 8,280,000 Shares
(Subject to Increase to up to 9,522,000 Shares)



**(Proposed Holding Company for
HeritageBank of the South)**

COMMON STOCK
par value \$0.01 per share

PROSPECTUS

KEEFE, BRUYETTE & WOODS

STERNE AGEE

The date of this prospectus is October 12, 2010.

These securities are not deposits or savings accounts and are not federally insured or guaranteed.

Until November 16, 2010, all dealers effecting transactions in the registered securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.