

Item 1 Cover Page

HERITAGE FINANCIAL NETWORK, INC.
97 Lowell Road
Concord, MA 01742

April 27, 2012

This brochure provides information about the qualifications and business practices of Heritage Financial Network, Inc. If you have any questions about the contents of this brochure, please contact us at 978-371-2954. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Heritage Financial Network, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

April 27, 2012 - Due to the provisions of the Dodd-Frank Act, Heritage Financial Network, Inc. is transitioning from SEC registration to state registration as a registered investment advisor with the Commonwealth of Massachusetts, and is amending certain sections of this brochure to reflect the transition, including the addition of Item 19, which is required for state registered advisors.

The material changes discussed above are only those changes that have been made to this brochure since the firm's last annual update of the brochure. The date of the last annual update of the brochure was March 22, 2012.

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Item 4 Advisory Business

Heritage Financial Network, Inc. is a registered investment advisor firm currently registered with the SEC, but has a transition application pending for registration with the Commonwealth of Massachusetts. Heritage Financial Network, Inc. has been in business since 1994.

The principal owner of Heritage Financial Network, Inc. is Charles R. Lawson, President and Chief Compliance Officer.

Advisory Services

Heritage Financial Network, Inc.'s ("Heritage" or "Advisor") principal service is providing fee-based investment advisory services and financial planning services. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client's objectives. The Advisor's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The Advisor may use any of the following: exchange listed securities, over-the-counter securities, foreign securities, warrants, corporate debt securities, CDs, variable life insurance, variable annuities, municipal securities, mutual funds, United States government securities, interests in real estate and oil and gas interests, and options in securities to accomplish this objective. The Advisor measures and selects mutual funds by using various criteria, such as the fund manager's tenure, and/or overall career performance. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.

Heritage will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. Heritage generally will not accept or maintain custody of a client's funds or securities.

Selection of Other Advisors

Heritage may periodically recommend and refer clients to unaffiliated money managers or investment advisors. Through this arrangement, the client will then enter into an advisory agreement with the third party money manager authorizing them to assist and advise the client in establishing investment objectives and develop an investment strategy to meet those objectives by identifying appropriate investments and monitoring such investments. In consideration for such, the third party money manager will receive an investment advisory fee, billed quarterly in arrears; based on the account asset value at the close of the previous quarter, or for new accounts, at the time the account is established. Heritage will receive a portion of the investment advisory fee charged by the third party money manager and may assist the client in completing their client questionnaire and account opening paperwork. Heritage will also assist in the development of the initial policy recommendations and managing the ongoing client relationship.

The client, prior to entering into an agreement with a third party money manager selected by Heritage, will be provided with that manager's Brochure. In addition, Heritage and its client will agree in writing that the client's account will be managed by that selected third party money manager on a discretionary basis.

Financial Planning

In addition to investment supervisory services, Heritage may provide Financial Planning Services to some of its clients. The Advisor's Financial Planning services may include recommendations for portfolio customization based on their client's investment objectives, goals and financial situation. Financial Planning Services may also include recommendations relating to investment strategies as well as tailored investment advice.

Heritage will tailor its advisory services to its client's individual needs based on meetings and conversations with the client. If clients wish to impose certain restrictions on investing in certain securities or types of securities, the Advisor will address those restrictions with the client to have a clear understanding of the client's requirements.

Heritage does not provide portfolio management services to wrap fee programs.

Heritage manages client assets and as of December 31, 2011 has the following assets under management:

Discretionary assets:	\$38,000,000
Non discretionary assets:	\$17,000,000

Item 5 Fees and Compensation

Asset Management Fees

Pursuant to an Investment Advisory contract signed by each client, the client will pay Heritage a quarterly Investment Advisory fee, in arrears, and prorated to the end of the quarter upon inception of the account.

Investment Advisory fees range from 1.00% per annum for equity portfolios to 0.60% for fixed income portfolios. Other factors affecting the fee include the type and complexity of the investment management strategy employed as well as the size of the account or overall client relationship. These fees may be negotiated by Heritage at its sole discretion. The Custodian will automatically deduct investment Advisory fees from the client account on a quarterly basis. The client will give written authorization permitting the Advisor to be paid directly from their account held by the custodian. The custodian will send a quarterly statement to the client.

Hourly Fee

Some clients will contract to have investment advisory advice and/or financial planning advice provided based on an hourly fee rather than based on the assets under management. The Advisors hourly fee will be billed at a rate of \$150 per hour, but may be negotiated in advance. Hourly fee-based clients are billed on a monthly basis upon completion of work performed.

All fees paid to Heritage for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders and the product sponsor in the case of variable insurance products. These fees and expenses are described in each fund's or variable product's prospectus. These fees will generally include a management fee and other fund expenses.

Heritage at no time will accept or maintain custody of a client's funds or securities except for authorized fee deduction. Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Advisor's fee is separate and distinct from the custodian and execution fees.

Neither Heritage nor its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6 Performance-Based Fees and Side-by-Side Management

Heritage does not charge performance-based fees.

Item 7 Types of Clients

The Advisor will offer its services to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities.

The Advisor's cumulative minimum account requirement for opening and maintaining an account is \$50,000. However, based on facts and circumstances The Advisor may, at its sole discretion, accept accounts with a lower value.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

The Advisor may utilize fundamental, technical or cyclical analysis techniques in formulating investment advice or managing assets for clients.

Fundamental analysis of businesses involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives; to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall.

Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class or an individual company's profits. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. Between the peak and trough of a business or other economic cycle, investments may fall in value to reflect the uncertainty surrounding future returns as compared with the recent past.

The investment strategies the Advisor will implement may include long-term purchases of securities held at least for one year; short-term purchases for securities sold within a year; trading of securities sold within 30 days, short sales, margin transactions, option writing, including covered options, uncovered options or spreading strategies, other.

Clients need to be aware that investing in securities involves risk of loss that clients need to be prepared to bear.

The methods of analysis and investment strategies followed by the Advisor are utilized across all of the Advisors clients, as applicable. One method of analysis or investment strategy is not more significant than the other as the Advisor is considering the client's portfolio, risk tolerance, time horizon and individual goals. However, the client should be aware that with any trading that occurs in the client account, the client will incur transaction and administrative costs.

The Advisor does not primarily recommend a particular type of security.

Item 9 Disciplinary Information

Neither Heritage nor its management persons have had any legal or disciplinary events, currently or in the past.

Item 10 Other Financial Industry Activities and Affiliations

Neither Heritage nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Heritage nor any of its management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Heritage does not currently have any relationships or arrangements that are material to its advisory business or clients with either a broker-dealer, municipal securities dealer, or government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund" and offshore fund, futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, insurance company or agency, pension consultant, or sponsor of syndicator of limited partnerships.

Charles R. Lawson has arrangements with Barrett Associates, Inc., a registered investment advisory firm for the purposes of soliciting client accounts for that firm. Mr. Lawson receives referral fees from Barrett Associates for any referrals that become clients of Barrett. A conflict of interest will exist if clients of Heritage are referred to Barrett and Mr. Lawson receives a referral fee in addition to the fees charged by Heritage. The referral fee and other information concerning the relationship between Mr. Lawson and Barrett Associates will be disclosed to the client prior to the client entering into any agreement with Barrett. Mr. Lawson will also provide copies of the Brochure of any adviser with whom they are affiliated for the purposes of offering advisory services to the client.

James D. Lawson is an employee of Ropes & Gray Law Firm and from time to time may use and recommend Ropes & Gray law services. A conflict of interest exists because of the receipt of additional employment compensation by James D. Lawson. If a client utilizes Mr. Lawson's law firm arrangement, all the employment arrangement will be disclosed prior to the client utilizing these services.

James D. Lawson is also a licensed Real Estate Broker. As such, he will receive separate, yet typical compensation in the form of commissions relating to the purchase or sale of real estate. Similar to the employment situation noted above, if a client uses Mr. Lawson for real estate services and he receives separate compensation in addition to the advisory fees paid to Heritage, a conflict of interest is created. Clients are not obligated to use Mr. Lawson for real estate services. If client does use Mr. Lawson for real estate services, all of the fees associated with the real estate services will be disclosed to the client in advance.

Heritage recommends and selects other investment advisors for clients. For more specific detail see the response to 4 above.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Heritage is currently registered with the SEC, and is transitioning to state registration with the Commonwealth of Massachusetts and has adopted a Code of Ethics pursuant to SEC rule 204A-1 that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of Heritage deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of Heritage are conducted in a manner that avoids any conflict of interest between such persons and clients of the adviser or its affiliates. Heritage collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve conflicts of interest. Heritage will provide a copy of the Code of Ethics to any client or prospective client upon request.

Heritage and/or its investment advisory representatives may from time to time purchase or sell products that they may recommend to clients. Heritage and/or its investment advisory representatives have a fiduciary duty to put the interests of their clients ahead of their own. Heritage requires that its investment advisory representatives follow its basic policies and ethical standards as set forth in its Code of Ethics.

Item 12 Brokerage Practices

If requested by the client, Heritage may suggest brokers or dealers to be used based on execution and custodial services offered, cost, quality of service and industry reputation. Heritage will consider factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Advisor and client in making its suggestion.

Heritage may receive proprietary research services or other products as a result of recommending a particular broker which may result in the client paying higher commissions than those obtainable through other brokers. If Heritage does receive such products or services, it will follow procedures which ensure compliance with Section 28(e) of the Securities Exchange Act of 1934 or applicable state securities rules.

The firm seeks to obtain the most favorable net results for clients' price, execution quality, services and commissions. Although the firm seeks competitive commission rates, it may pay commissions on behalf of clients which may be higher than those available from other brokers in order to receive other services. The firm may enter into such transactions so long as it determines in good faith that the amount of commission paid was reasonable in relation to the value of the brokerage and research services provided by the broker. The services that may be considered in this determination of reasonableness may include (1) advice, either directly or through publications or writing, as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) analysis and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; or (3) effecting securities transactions and performing functions incidental thereto. Such research furnished by broker-dealers may be used to service any or all of Heritage's clients and may be used in connection with accounts other than those that pay commissions to the broker-dealers providing the research. In particular, third-party research provided by broker-dealers may be used to benefit all of the firm's clients. This creates a conflict of interest in that the firm has an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on the clients' interest in receiving most favorable execution.

Trading commissions may be used as soft dollars provided that:

- The service is primarily for the benefit of Heritage's clients
- The commission rates are competitive with rates charged by comparable broker-dealers; and
- Heritage does not guarantee a minimum amount of commissions to any broker-dealer.

Heritage does not receive client referrals from any broker-dealer or third party as a result of the firm selecting or recommending that broker-dealer to clients.

Heritage recommends that all clients use a particular broker-dealer for execution and/or custodial services. The broker-dealer is recommended based on criteria such as, but not limited to, reasonableness of commissions charged to the client, tools and services made available to the client and the Advisor, and convenience of access to the account trading and reporting. The

client will provide authority to Heritage to direct all transactions through that broker-dealer in the investment advisory agreement.

As an investment advisory firm, Heritage has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. Heritage's primary objectives when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. Heritage may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker.

Heritage will allow clients to direct brokerage at the firm's sole discretion. Clients should be aware that if they direct Heritage to a particular broker-dealer for execution Heritage may be unable to achieve most favorable execution of client transactions. Directing brokerage may cost clients more money than if Heritage were to execute transactions at the broker-dealer where it has an established relationship. The client may pay higher brokerage commissions because Heritage may not be able to aggregate orders to reduce transaction costs or the client may receive less favorable prices.

Heritage may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (e.g. for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of Heritage's investment advisory agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold in a trading day. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day. Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. Heritage may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

Item 13 Review of Accounts

Investment advisory client accounts are monitored on an ongoing basis, and at least monthly. Financial Plans, once prepared and delivered to the client are not reviewed again unless the client requests a financial plan be updated. Client accounts (and/or financial plans) are reviewed by Charles R. Lawson, President. The nature of the review is to determine if the client account is still in line with the client's stated objectives.

The client is encouraged to notify the Advisor and Investment Advisor Representative if changes occur in his/her personal financial situation that might materially affect his/her investment plan.

Heritage will provide clients with a quarterly evaluation of assets, as well as regular interim verbal or written communications, supplemented by periodic meetings which may also include the accountants or attorneys of the client.

In addition, the client will receive written statements no less than quarterly from the custodian. In addition, the client will receive other supporting reports from mutual funds, asset managers, trust companies or other custodians, insurance companies, broker-dealers and others who are involved with client accounts.

Item 14 Client Referrals and Other Compensation

Heritage is not compensated by anyone for providing investment advice or other advisory services except as previously disclosed in this Brochure.

Heritage does not directly or indirectly compensate any person who is not a supervised person for client referrals.

Item 15 Custody

Heritage does not have custody of client funds or securities, except for the withdrawal of advisory fees directly from client accounts (see Item 5 for further information). However, as noted in Item 13 above, clients will receive statements not less than quarterly from the qualified custodian, and we encourage you to review those statements carefully. Any discrepancies should be immediately brought to the firm's attention.

Item 16 Investment Discretion

Heritage generally has discretion over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client for each transaction. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by Heritage.

Discretionary authority will only be provided upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an Investment Advisory Agreement

containing all applicable limitations to such authority. All discretionary trades made by Heritage will be in accordance with each client's investment objectives and goals.

Item 17 Voting Client Securities

Heritage's general policy is to not vote proxies for clients or provide advice to clients on how to vote proxies. However, there may be some cases where Heritage will need to assist a client by voting proxies or providing advice on voting the proxies. In those cases, Heritage has adopted and implemented written Proxy Voting Policies and Procedures ("Proxy Voting Procedures") which are designed to reasonably ensure that Heritage votes proxies in the best interest of its clients where the adviser has voting authority.

The Proxy Voting Procedures describes how Heritage addresses voting authority, material conflicts of interest, voting decisions, notification to the client, and books and records requirements, and ensures that proxies are voting in the best interest of its clients.

Heritage acknowledges and agrees that it has a fiduciary obligation to its clients to ensure that any proxies for which it has voting authority are voted solely in the best interests and for the exclusive benefit of its clients. The Proxy Voting Procedures are intended to guide Heritage and its personnel in ensuring that proxies are voted in such manner without limiting Heritage or its personnel in specific situations to vote in a predetermined manner. These policies are designed to assist Heritage in identifying and resolving any conflicts of interest it may have in voting client proxies.

Item 18 Financial Information

Heritage does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, and is not required to file a balance sheet.

Heritage has discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If Heritage does become aware of any such financial condition, this brochure will be updated and clients will be notified.

Evergreen has never been subject to a bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

Charles R. Lawson, President and Chief Compliance Officer, born in 1957.

Education:

Boston University, B.A., Biology

Yale University, M.P.H., Statistical Methods

College of Financial Planning, CFP Personal Finance

Business Experience:

04/1986 to Present, Heritage Financial Network, Inc., President

02/1985 to 05/1987, The New England, Consultant

The Certified Financial Planner™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning

services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Heritage is not engaged in any other business other than giving investment advice.

Management of Heritage has not been found liable in any arbitration, civil or disciplinary actions or administrative proceedings.

There are no material relationships maintained by Heritage or its management persons with any issuers of securities.