

ADV PT. II – Firm Brochure

Harbor Financial Group, Inc.

FINRA CRD No. 105032

1909 26th Street, Suite 1A, Boulder CO 80302

303-939-8788

www.harborfinancialgroup.com

March 31, 2011

This Brochure provides information about the qualifications and business practices of Harbor Financial Group, Inc. [“Advisor”]. If you have any questions about the contents of this Brochure, please contact us at www.harborfinancialgroup.com or 303-939-8788. 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.

Harbor Financial Group, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Harbor Financial Group, Inc. is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” under the Investment Advisers Act of 1940 (“Advisers Act”) which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 31, 2011 is a new document prepared according to the new requirements.

Currently, our Brochure may be requested by contacting our office.

Additional information about Harbor Financial Group, Inc. is also available via the SEC’s website www.adviserinfo.sec.gov. The SEC’s website also provides information about any persons affiliated with Harbor who are registered, or are required to be registered, as investment adviser representatives of Harbor Financial Group, Inc.

Item 3 – Table of Contents

Item 1 – Cover Page 1

Item 2 – Material Changes 1

Item 3 – Table of Contents 2

Item 4 – Advisory Business 3

Item 5 – Fees and Compensation 4

Item 6 – Performance-Based Fees and Side-By-Side Management 7

Item 7 – Types of Clients 7

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss 7

Item 9 – Disciplinary Information 8

Item 10 – Other Financial Industry Activities and Affiliations 8

Item 11 – Code of Ethics 8

Item 12 – Brokerage Practices 9

Item 13 – Review of Accounts 9

Item 14 – Client Referrals and Other Compensation 10

Item 15 – Custody 10

Item 16 – Investment Discretion 10

Item 17 – Voting Client Securities 10

Item 18 – Financial Information 10

Item 4 – Advisory Business

About the firm

Harbor Financial Group, Inc. (“Harbor”) is a U.S. Securities and Exchange (“SEC”) registered investment adviser. We are an independent advisory firm, offering investment advisory and financial planning services primarily to high net worth individuals and business owners. Elyse D. Foster, CFP® is the principal owner of Harbor, which began operations in 1988. Harbor’s current Assets Under Management (“AUM”) as of March 24, 2011 was \$99,230,000 and was composed 87% of discretionary assets.

Harbor’s Advisory Services

Harbor intends to engage in the business of providing investment supervisory services based on the specific individual financial and personal needs of its clients. Harbor and the client shall agree upon the terms in writing and sign an Investment Advisory Agreement before services are performed. During the initial consultation with a new client, Harbor will determine the specifics of such client’s financial condition, including income, obligations, assets, investments and insurance; and the specifics of such client’s personal situation, including his/her family obligations and his/her investment objectives. Harbor will then utilize this information and various computer software programs to prepare a current and projected financial status report for such client. If contracted for, the report will show the client’s cash flow at appropriate intervals, rate of return on investments, and tax consequences. This initial report will then be discussed and analyzed with the client. During these consultations, Harbor will render investment advice to the client. This advice will be in the areas of utilizing the client’s excess cash flow to conserve current assets and to accumulate additional assets to meet the client’s goals and objectives. Also, Harbor will advise the client with respect to the various types of financial products and investments which are available to the client. These products and investments will be provided through Schwab Institutional® Enterprise (Schwab), a division of Charles Schwab and Company, Inc., and Triad Advisors, Inc. (Triad), members FINRA, SIPC. Appropriate disclosure of compensation payable to Schwab will be made in written documents provided by the Harbor to the client.

On an annual basis at the option of the client, this report will be updated based upon new financial information provided by the client and upon information developed by Harbor as a result of monitoring the client’s investments. After the preparation of each annual report for a client, Harbor will again consult with and render advice to the client as described above.

Harbor also intends to provide investment advice with respect to other types of investment programs which involve the flow through of tax consequences directly to the investor and/or cash distributions directly to the investor without double taxation. Examples are real estate, natural gas and hedge fund investments. Harbor will also provide advice with regard to tangible investments such as coins.

The investment strategies, which will be generally recommended by Harbor, will involve (1) long-term investments for the purpose of conserving existing assets and (2) obtaining maximum cash return on investments without engaging in unreasonable speculation.

Harbor provides asset management that includes an initial consultation and determination of the client’s investment objectives. Based on the consultation, the RIA manages the client’s account by purchasing and/or selling securities in the account. The advisor discusses with the client, at least once a year, whether the management of the account continues to reflect the investment objectives of the client. Clients may impose restrictions on investing in certain securities or types of securities. Harbor will take these restrictions into account when purchasing investments in client accounts.

Below is a description of the investment management and financial planning services offered by Harbor.

Investment Management Services

Harbor’s investment committee provides continuous and regular investment advisory services to clients in connection with establishing and monitoring of client investment objectives, risk tolerance, asset allocation goals and time horizon. In addition, the investment committee may provide the client with information and research about investment products and strategies, and review portfolio performance reports. The client has the opportunity to place reasonable restrictions or constraints on the way the account is managed. However, such restrictions may affect the composition and performance of the portfolio. For these reasons, performance of the portfolio may not be identical to the average client of Harbor.

Harbor offers investment supervisory services primarily through “Advisor Managed Fee Based Accounts” and “Third Party Managed Accounts”, which include private managed accounts. Trades are generally cleared through Charles Schwab and Company (“Schwab”), pursuant to our clearing agreement with Schwab.

The services that we provide under some or all of these investment options may be available from other providers for lesser fees. In addition, clients may buy securities (e.g., mutual funds, exchange-traded funds, etc.) outside of our investment programs without incurring fees through our program.

Financial Planning and Related Consulting Services

Harbor offers financial plans to clients encompassing, but not limited to, the following:

- Personal Financial Planning;
- Insurance Analysis and Planning
- Estate Planning;

- Capital Needs Analysis;
- Tax & Cash Flow;
- Retirement Planning;
- Investment Analysis and Planning;
- Education Planning; and
- Performance Reports

Financial planning information will be obtained through personal interviews with the client concerning current financial status, future goals and attitudes toward risk. Data gathered and related documents supplied by the client are carefully reviewed, and a written financial status report is issued. Once prepared the advisor will discuss and analyze this report with the client. The client is under no obligation to act on our recommendation.

Any reasonable expenses of travel by representatives Harbor outside of Denver, Colorado Metropolitan area at the client’s request will be billed to the client.

Item 5 – Fees and Compensation

Generally, fees for investment management of accounts are based on a percentage of the market value of assets under management including cash. The Management Fee compensates our staff for asset management services, investment advice and recommendations provided. Clients pay fees for two services: a combination of fees paid for the investment management of assets and a consultation fee for financial planning services as explained in the Financial Planning and Related Consulting Services in section Item 4 – Advisory Business.

Hourly, Retainer and Flat Fees

Harbor will charge fees in one of three ways at the option of the client. First, the applicant may charge fees at hourly rates. These rates will vary depending on what type of work is done. The hourly rates will be as follows:

Senior Planner	\$400
Planner	\$200
Financial Analyst	\$180
Paraplanner	\$120
Administrative	\$ 55

The client will be billed at the end of each month for the services performed.

Second, Harbor may charge fees on a retainer fee determined by the complexity of the financial plan itself, including, but not limited to, the amount of assets and method of ownership, and an estimated time necessary for meetings, analysis, creation of the plan document and coordination with other advisors.

The fee will be charged for preparation of the annual report and consultations between the applicant and client and must be paid one-half prior to the preparation of the annual report and the other half upon delivery of the annual report to the client. The annual report will be prepared and delivered, and such consultations will occur in all instances within six months of the payment of the first half of the fee. The fee for the financial planning report is fully refundable if the client terminates the investment advisory agreement within 5 business days after execution. The fee for the financial planning report is also fully refundable if the report is not prepared or if such consultations do not occur within six months after payment of such fee to the applicant. One-half of the fee is refundable if the client is not satisfied with the contents of the report. These fees are not negotiable.

The fee for subsequent annual updates of the report will be charged as per a combination of the actual time used and anticipated time necessary for the new plan preparation.

Third, Harbor may charge a flat fee based on estimates for the hours required to complete the annual report, analysis, consulting, and fees for assets under management. Payment of the fee is due in full prior to the commencement of the preparation of the report. The report is expected to be delivered within 6 months of the full payment. Should that not occur, assuming all requests for client information are met in a timely manner, all monies paid to the applicant for the annual report will be refunded. The fee is also fully refundable if the client terminates the investment advisory agreement within 5 business days after execution. If the client terminates this agreement after 5 business days but within 6 months of its execution, such fee is not refundable.

Additional hourly fees may be incurred for projects requested by the client that are outside the scope of the original agreement.

Fee-Based Advisor Managed Accounts

Harbor offers various investment models to meet our clients’ investment needs and preferences based on our consultations with our clients.

Assets managed by Harbor or firms recommended by Harbor may be charged a fee for the management of these assets. Customarily, the fee is debited from the account quarterly. However, Harbor offers the option for a client to pay the fees with funds directly outside of their assets under management accounts. In either situation, the fee is calculated using a tiered method, as detailed below.

The tiered fee-based accounts are suitable for clients of any account size. The fee account schedule is as follows:

Maximum Annual Fees – Tiered Structure	
<u>Portfolio Fee Tiers</u>	<u>Fee for assets in this tier</u>
\$ 0 – 250,000	1.25%
\$ 50,000 – 500,000	1.00%
\$ 500,000 – 1,000,000	0.67%
\$ 1,000,000 – 2,500,000	0.64%
\$ 2,500,000 – 5,000,000	0.45%
\$ 5,000,000 – 10,000,000	0.33%
\$ 10,000,000 and up	negotiable

Examples:

\$500,000 portfolio – Effective fee of 1.125%
 \$1,000,000 portfolio – Effective fee of 0.8975%
 \$2,500,000 portfolio – Effective fee of 0.743%

Clients who request that their assets be invested in fixed income securities, such as individual bonds, bond funds, certificates of deposits or cash, will be charged a fee of 0.35%.

Although the fees listed above are standard fees, they may in some circumstances be negotiable according to a variety of factors, such as size and type of account, complexity, etc. Harbor has elected to charge a minimum fee of \$5,000 per year for our services. This minimum fee is based on a sliding scale of assets under management fee (see below) and financial planning fees (see above). As an example, the \$5,000 fee might be split between a \$3,500 fee for assets under management and a \$1,500 planning fee.

The account fee is payable quarterly in advance. Harbor and the client will agree upon the actual annual fee, which will be stated in the Advisory Agreement. The first full quarter is charged during the first month of the quarter based on the average daily balance of the Account during the prior partial quarter. Going forward, all quarterly fees will be charged in advance during the first month of the quarter and will be based on the average daily balance of the prior quarter.

If a Fee Account is opened in the first or second month of a quarter, it will be charged two fees during its first billing cycle, which will occur during the first full month after the Fee Account is established. The first fee is prorated for the number of days the account was open in its initial month. The second fee will reflect charges for the remaining month(s) in the current quarter. The fees will be based on the average daily balance of the account during the first partial month. If an account is opened in the third month of a quarter, it will be charged for its first partial month during the following first full month. The fee will be based on the average daily balance of the account during its first partial month. Additional deposits of funds and/or securities will be subjected to the same billing procedures.

The client may also incur certain charges imposed by third parties in connection with investments made through the Fee Account. These charges, including, but not limited to, mutual fund 12b-1 distribution fees (trail commissions), certain deferred sales charges on previously purchased mutual funds. These fees will be disclosed in the fund's prospectuses provided to the client by third parties. It is not Harbor's policy to invest in funds that incur these types of fees; however in certain circumstances, they may apply.

The advisory fee represents compensation to the financial advisor for asset management, investment advice and services provided. Schwab does not share in this fee. TRIAD will be paid a percentage of the RIA's fee. In addition to the advisory fee, the accounts are assessed a transaction charge by Schwab to help defray the costs associated with trade execution. These transaction charges may be higher or lower than transaction charges or commissions the client may pay at other institutions. The financial advisor does not receive a portion of these charges. The transaction schedule is stated below.

Fee Account Transaction Charges (paid by client)

Equities (Stocks)

Electronic equity trades for qualifying client households over \$1 million in assets: \$8.95 flat ticket

Electronic equity trades for client households \$0 to \$1 million in assets: \$8.95 flat fee if client is enrolled in eDelivery (eConfirm and eStatement); \$19.95 for the first 1,000 shares, plus \$0.015 per share thereafter if not enrolled in eDelivery.

Fixed Income (bonds)

Fee schedule for fixed income investments purchased through Schwab:

	Broker Assisted Trades	Electronic Trades
New Issues, including Certificates of Deposit	No Mark-Up	No Mark-Up
Treasury Auctions	\$25 per trade	\$0 per trade
Secondary Treasury – Bills, Notes, Bonds and TIPS	\$25 per trade	\$0 per trade
Agencies	\$0.24 per bond (\$10 min, \$275 max)	\$0.20 per bond (\$10 min, \$250 max)
Corporate Bonds in which Schwab acts as principal	\$1.20 per bond (\$10 min, \$275 max)	\$1.00 per bond (\$10 min, \$250 max)
Corporate Bonds in which Schwab acts as agent	\$1.20 per bond (\$10 min, \$275 max)	\$1.00 per bond (\$10 min, \$250 max)
Municipal Bonds	\$1.20 per bond (\$10 min, \$275 max)	\$1.00 per bond (\$10 min, \$250 max)
Other – Secondary traded CDs, zero coupon Treasury Bonds, STRIPS and Mortgage Backed Securities	\$1.20 per bond (\$10 min, \$275 max)	\$1.00 per bond (\$10 min, \$250 max)

Generally speaking, Commissions are based on Schwab’s standard fee and commission schedule and are disclosed on the trade confirmation. Schwab reserves the right to act as principal on any Bond transaction. In secondary market principal transactions the price will include a mark up in the case of purchases and a mark down in the case of sales and also may include a profit or loss to Schwab. Schwab will not act as both principal and agent simultaneously in the same transaction.

When new issue Bonds in the System are purchased, Schwab receives a placement fee or selling concession for providing distribution and operational services, which ranges from less than 0.01% to 2% of the par value, or face value, of the bond, depending on the product. The percentage rate of the selling concession may differ not only between different new issue offerings, but also between different series and bond maturities within a single offering.

On mutual fund transactions, the maximum fee is a flat \$30 per ticket. Short term redemption fees also incur an extra fee of \$49.95. Harbor’s agreement with Schwab allows us to purchase mutual funds without loads. However, all mutual funds deduct asset management fees which are included in the pricing of the mutual fund. These fees vary by fund.

R144A stock: No custody fee to hold. If the client looks to sell back to issuer, Schwab delivers shares only. A reorganization fee may apply if converted from 144A to common stock.

Prime Broker/Tradeaway: \$25.00

Wires: \$25.00

Options: \$9.95 + \$1.40 for 1st contract; \$1.40 for every contract thereafter

TOA Out Fees: \$50 per account for full transfer

Clients with separately managed accounts through Envestnet Asset Management® pay a platform fee which provides access to various investment programs, a management fee payable to the Envestnet manager and Harbor’s fee, which is calculated on the client’s total assets under management with Harbor. Similar fees may also apply to investments in hedge funds or other fee-based investment vehicles. The total fee is disclosed in writing prior to investment.

Available Products

Equities

Listed/OTC
Preferred
ADRs
Foreign stocks
Closed-end funds
REITS
Options

Fixed-Income

Corporate Bonds
Governments
Mortgage-backed
Unit Trusts
Certificates of Deposit
Municipal Bonds
Money Markets

Mutual Funds

Load
No-load
Load-Waived
Money Market

Insurance

Products

Annuities
Life Insurance
Long-Term
Care Insurance

Alternative assets (Hedge Funds, LP, LLC, Private Placement, etc):

Set up fees	Purchase Fees	Annual Maintenance Fee
\$50	Initial: \$250.00	\$100.00
Waived for State of Israel Bonds and Church Funds	For Schwab-facilitated initial purchase, and additional buys or capital calls into asset purchased at Schwab	Waived for State of Israel Bonds and Church Funds

The registered representative, Elyse D. Foster, doing business as Harbor, is generally paid commissions for direct placement investments such as non-traded real estate investment trusts or an oil and gas drilling partnerships. Commissions are also paid to Harbor for insurance products. Commission percentages payable Harbor varies by carrier, sponsor and product. Harbor will detail all commissions and fees associated with these products as stated in their respective prospectus to the client before making any recommendation.

Harbor and its investment committee will make every attempt to obtain the best execution possible. The account fee represents compensation to Harbor for asset management and investment advice provided. The transaction charges represent the brokerage component of compensation paid by the client for the Fee Account and may be higher or lower than commissions otherwise payable in the absence of the account fee.

Advisory fees can be discounted from the maximum fees. The amount of the discount is based on numerous criteria. The fees are payable quarterly in advance and automatically deducted from the account pursuant to the advisory agreement. Advisory fees will be taken first from free credit balances or from the liquidation of the client's shares of any money market funds or balances. The first advisory fee is due upon execution of the Account Investment Advisory Agreement. Fees are based on the average daily balance in the account as determined by Harbor. The advisory fee does not cover charges that may be imposed by third parties such as contingent deferred sales charges on mutual funds, SEC fees, custodial fees, debit balances or postage/handling fees. If such assets are insufficient to satisfy payment of such fees, a portion of the account assets will be liquidated to cover the fees. Such liquidation may affect the relative balance of the account.

The advisory agreement may be terminated by either party at any time by written notice. The client may terminate the advisory agreement without penalty within (5) business days from the date of signing. If the agreement is terminated after 5 business days of its signing, the client will be entitled to a pro rata refund of any prepaid quarterly fee based upon the number of days remaining in the quarter after termination date. Termination of the agreement does not affect liabilities of obligations incurred or arising from transactions initiated under the agreement before such termination.

Harbor provides applicable disclosure brochure(s) or Form ADV Part II to clients and prospective clients more than 48 hours prior to entering into an advisory contract. In the event the disclosure brochure is not delivered until entry into the contract, the client may terminate the contract with no penalty within five business days after entering the contract.

Upon termination, Schwab will deliver securities and funds held in the account as instructed by the client, unless the client requests that the account be liquidated. Upon termination, it is the client's responsibility to monitor his/her assets and neither Schwab nor the RIA has any further obligation to act or advise with respect to those assets. Once the advisory agreement has been terminated, transactions are processed at prevailing brokerage rates.

Harbor is a registered securities representative of TRIAD Advisors, Inc., a broker dealer and member of the FINRA. TRIAD is a diversified financial services company engaged in the sale of specialized investment products. Harbor may recommend products offered by TRIAD and receive normal commissions if the client purchases these products through Harbor. Thus a conflict of interest exists between the interests of Harbor and those of advisory clients. Thus the client is under no obligation to purchase products applicant recommends or to purchase products through TRIAD.

As a registered representative of TRIAD, Elyse D. Foster, doing business as Harbor will be compensated on the normal commission schedules. It is anticipated Harbor will suggest that clients execute certain types of transactions through TRIAD.

Item 6 – Performance-Based Fees and Side-By-Side Management

Our firm does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciate of assets of a client).

Item 7 – Types of Clients

Our firm provides portfolio management services mostly to individuals (other than high net worth) and high net worth individuals. However, we also provide advisory services for trusts, corporate pension and profit-sharing plans. Harbor generally does not impose any requirements for opening or maintaining an account, such as minimum account size. However, certain third-party programs and/or portfolio managers may have minimum account size requirements, as set forth in the applicable disclosure brochure.

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

Harbor's philosophy regarding the investment process is one of value orientation, emphasizing our dedication to capital preservation and appreciation. We believe that a thoroughly researched portfolio of diversified investments, keeping the long-term ownership of these holdings in mind, produces the best fit with our clients. Expanding on this, true diversification goes beyond the typical blended equity and fixed income portfolio. We have therefore successfully utilized alternative investments as a component of our portfolios since the firm's inception and we have always recognized the global nature of the economy with significant international holdings. We also believe that investments should be chosen and managed economically for the greatest ultimate benefit. We take our fiduciary responsibility seriously. If a decision is best for a client, then it is best for Harbor and not vice versa.

Our investment strategy boils down to a core and satellite structure for our portfolios. Inside this structure, we winnow the broad investment universe down to a recommended group for each relevant asset class/sector based on our screening process. This group serves as the foundation for the actual construction of our different model portfolios (see 2.J.i), which in turn function as the templates for our client portfolios. Naturally, there are subtle adjustments for each client portfolio based on specific needs and constraints. The portfolio is dynamic as we continually monitor the market environment and make adjustments as appropriate.

Investor Profile Questionnaire

Harbor consults with the client to obtain investment objective information and other pertinent data on an Investor Profile Worksheet or new account form to enable the client to determine the most appropriate investment guidelines, risk tolerance and other factors that we will use to assist in selecting a suitable investment portfolio.

Investment Selection and Portfolio Management

Harbor diversifies and manages the client's portfolio. Investments and allocations are determined based upon the clients pre-defined investment objectives, risk tolerance, time horizon, financial information, and other various suitability factors that are determined. The investment adviser representative will manage the client's accounts on an individualized basis. Further restrictions and guidelines imposed by clients may affect the composition and performance of a client's portfolio. For these reasons, performance of the portfolio will not be identical with the average client of the investment adviser representative.

Please be aware that investing in securities involves risk of loss that the client should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that the client's financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Harbor uses a variety of investments for client portfolio allocations, each of which has a variety of risks. Please consult the relevant security prospectuses for more information on these specific risks. We are available for questions.

Our firm uses third party vendors that provide programs or software to assist in analyzing individual securities. We also use third party vendors that provide support services in portfolio design and strategy implementation in addition to tools and screening procedures developed internally at Harbor.

Performance Evaluation and Monitoring Services

Harbor monitors accounts based on information outlined in the client's profile questionnaire and IPS. Harbor furnishes quarterly performance reports to its clients on those accounts that are charged a fee. All of Harbor's reports inform the client as to how investments have performed during the selected period. The client will also receive monthly account statements from Charles Schwab.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the adviser or the integrity of his or her management. Neither Harbor's principal, Elyse D. Foster, nor any employees on the investment committee, has been subject in the past or currently to disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Our firm is a full service financial adviser registered with the SEC and the Financial Industry Regulatory Authority (FINRA). In this capacity, we are involved in the purchase and sale of various types of securities, including, but not limited to stocks, bonds, mutual funds and government securities.

Item 11 – Code of Ethics

Our firm has adopted a Code of Ethics for all supervised persons of the firm describing our high standard of business conduct, and fiduciary duty to our clients. All supervised persons at our firm must acknowledge the terms of the Code of Ethics and personal securities transactions and holdings annually, or as amended.

Our Code of Ethics rules are designed to ensure that our personnel:

- i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties;
- ii) at all times place the interests of our clients first;
- iii) disclose all actual or potential conflicts;
- iv) adhere to the highest standards of loyalty, candor and care in all matters relating to our clients;
- v) conduct all personal trading consistent with the rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and
- vi) not use any material non-public information in securities trading.

The Code of Ethics also establish policies regarding other matters such as outside employment, the giving or receiving of gifts and

safeguarding portfolio holdings information.

- i) Under the general prohibitions of these rules, our personnel may not:
- ii) effect securities transactions while in the possession of material, non-public information; ii) disclose such information to others;
- iii) participate in fraudulent conduct involving securities held or to be acquired by any client; and
- iv) engage in frequent trading activities that create or may create a conflict of interest, limit their ability to perform their job duties, or violate any provision of these rules.

Our personnel are required to conduct their personal investment activities in a manner that is not detrimental to our advisory clients. They are not permitted to transact in securities except under circumstances specified in the Code of Ethics. However, as described below, there may be circumstances where our investment committee may buy or sell on behalf of their clients, securities of issuers or other investments in which they own securities or otherwise have an interest. The policy requires all authorized investment personnel (which include portfolio managers, research analyst and traders) to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics. The Ethics Rules are available to clients and prospective clients from our firm upon request.

Harbor's investment committee personnel may buy or sell for their own accounts, securities that are also held by their clients. Conversely, they may buy and sell securities for client accounts which they themselves may own. Such transactions are permitted if in compliance with our policy on personal securities transactions. Reports of personal transactions in securities by our Investment Adviser Representatives are reviewed by our firm's Chief Compliance Officer quarterly or more frequently if required.

From time to time, Harbor's investment committee personnel may make an error in submitting a trade order on a client's behalf. When this occurs, the investment personnel may place a correcting trade with the broker-dealer which has custody of the client's account. If an investment gain results from the correcting trade, the gain will remain in the account unless the same error involved other client account(s) that should have received the gain, or it is not permissible for the client to retain the gain, or we confer with the client and he or she decides to forego the gain (e.g., due to tax reasons). If the gain does not remain in the client's account, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Harbor will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in the client's account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in the client's account, they may be netted.

Item 12 – Brokerage Practices

Harbor normally accepts limited trading authority from clients in order to implement its investment strategy. Types of securities as well as percentage size of transactions are specifically noted in the Investment Policy Statement (IPS).

Harbor recommends Schwab to clients who have or are utilizing our firm's advisory services. Our clients are free to implement advisory recommendations through any firm and are under no obligation to purchase or sell securities through Schwab. We do not warrant or represent that commissions for transactions implemented through our firm will be lower than commission available if the client were to use another brokerage firm. However, our belief is that the overall level of services and support provided to clients outweighs the potentially lower transaction cost available under other brokerage arrangements.

There may be several prices at which securities transactions are executed and the orders were entered as one order for all accounts. It is our practice to treat all subject accounts equally, averaging the execution prices of the related trades and applying the average price to each transaction and account. Allocations of batched trades also may be rounded up or rounded down to avoid odd lot or small holdings in any client account.

Our firm receives no products, research, or services (i.e. soft dollars) that it would consider a factor in utilizing a particular broker dealer. However, our firm does receive certain services and products, such as fundamental research reports, technical and portfolio analyses, pricing services, economic forecasting and general market information, historical database information and computer software that assist Harbor's investment management process, from our custodian, Schwab Institutional. We have selected Schwab Institutional for its ability to deliver quality execution and record keeping services. In choosing Schwab, we considered such factors as price, execution, capability, reliability, responsiveness, financial responsibility and the value of other products or services they provide. Of note, Schwab routes most orders through UBS Securities LLC. Schwab monitors the execution quality provided by UBS and we in turn monitor both Schwab and UBS on an annual basis. We handle orders with block trades whenever possible.

Item 13 – Review of Accounts

Client accounts are reviewed at least annually, or more frequently as agreed. Reviews of investment accounts look at portfolio consistency with regard to the client's risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. Any third party money managers we recommend for advisory services provide regular quarterly account reports to both the client and Harbor. Reviews also consist of covering account holdings, transactions, charges and performance as provided on such

statements and other account reports.

Clients who also receive financial planning advice are reviewed annually upon the renewal of their investment advisory contract. Reviews cover progress toward financial independence, anticipated distributions toward family legacy goals, anticipated distributions for social capital or charitable goals, as well as other goals communicated by the client. In either type of review, accounts will also be reviewed upon notice of changes in a client's circumstances.

Accounts are primarily reviewed by Harbor's investment committee when rebalancing the portfolios. In addition, our firm's compliance program includes the periodic review of a sample of customer accounts for consistency with a client's risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. Our compliance department consists of two employees who assist in these reviews.

Clients are provided with monthly or quarterly account statements from the qualified custodian, depending on the activity in the account. Reports include details of client holdings, asset allocation, and other transaction information. Comparisons to market indices and account performance may be used to evaluate account performance during Harbor's review of client accounts.

Information in these account review reports may be provided by clients or third parties. Harbor does not independently verify information provided by a custodian, client, or third party, nor does Harbor guarantee the accuracy or validity of such information. Harbor is not liable in connection with its use of any information provided by a client, a custodian or other third-party in the account review reports.

Item 14 – Client Referrals and Other Compensation

Harbor does not pay outside parties for client referrals.

Harbor associates may receive commissions earned for selling insurance products and alternative assets, such as limited partnerships and private equity investments. Any fee arrangements shall be fully disclosed to clients. Through our arrangement with Schwab, Harbor does not earn compensation in the form of front-end sales charges, redemption fees, or 12(b) 1 fees.

Item 15 – Custody

Clients will receive at least quarterly statements from Schwab and Triad's custodian, National Financial Services ("NFS") who hold and maintain our clients' investment assets. Most accounts opened with our firm will be custodied at Schwab. However, certain third party money managers may not clear through Schwab of NFS, but our policy is to not maintain custody of our clients' funds or securities. Harbor sends clients performance reports on their accounts. We strongly encourage our clients to compare the statements they receive from Schwab or Triad with those reports received from Harbor. The account statements received from Schwab and Triad are the official statement of the account. Any account information provided by Harbor is for informational purposes only.

Item 16– Investment Discretion

The client may furnish Harbor or a third party money manager with limited discretionary authority to buy and sell securities when it is necessary to implement their investment strategy. Clients grant this discretion in the applicable advisory agreement as well as on the account application.

Our discretionary authority is transparent. Types of securities, as well as percentage allocation are noted in the Investment Policy Statement (IPS). In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client's account. Additionally, during any month that there is activity in the Fee Account, the client receives a monthly account statement from Schwab showing account activity as well as positions held in the account at month end. Additionally, the client receives a confirmation of each transaction that occurs within the account.

Item 17– Voting Client Securities

As a matter of firm policy and practice, Harbor does not have any authority to and does not vote proxies on behalf of advisory clients. The client will retain the responsibility for receiving and voting proxies for any and all securities maintained in his or her portfolios.

Item 18 – Financial Information

Harbor's policy regarding prepayment of fees is as follows: No fee is collected more than 6 months in advance for assets under management or planning consultation. Our firm has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.