



Harbor Funds

October 20, 2014

VIA ELECTRONIC TRANSMISSION

**Office of Applications and Report Services
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549**

Re: Civil Action Documents Filed with Respect to Harbor Funds (File No. 811-04676)

Dear Sir or Madam:

Enclosed for electronic filing on behalf of Harbor Funds, pursuant to Section 33 of the Investment Company Act of 1940, as amended, is a copy of Harbor International Fund's response to motion for a finding of relatedness of the complaint filed by Terrence Zehrer against Harbor Capital Advisors, Inc. as the investment manager, and Harbor International Fund, as the nominal defendant (Case No. 1:14-cv-00789), and the complaint filed by Ruth Tumpowsky against Harbor Capital Advisors, Inc. as the investment manager, in the United States District Court for the Northern District of Illinois (Case No. 1:14-cv-07210).

If you have any questions regarding this filing, please contact me at 312-443-4420.

Sincerely,

/s/ Charles F. McCain

Charles F. McCain, Esq.
Chief Compliance Officer

Cc: David G. Van Hooser
Anmarie S. Kolinski
Erik D. Ojala, Esq.
Harbor Funds

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

TERRENCE ZEHRER, Derivatively on
Behalf of HARBOR INTERNATIONAL
FUND,

Plaintiff,

V.

HARBOR CAPITAL ADVISORS, INC.

Defendant,

-and-

HARBOR INTERNATIONAL FUND,

Nominal Defendant.

Case No. 14-cv-00789

Honorable Joan H. Lefkow

**NOMINAL DEFENDANT HARBOR INTERNATIONAL FUND'S
RESPONSE TO MOTION FOR A FINDING OF RELATEDNESS**

Nominal Defendant Harbor International Fund (the “Fund”) respectfully submits this Response to Plaintiff Ruth Tumpowsky’s Motion for a Finding of Relatedness (the “Motion”).

The Fund takes no position with respect to the Motion. However, regardless of whether the complaint in the *Tumpowsky* action¹ is deemed related to the *Zehrer* complaint, the Fund should be dismissed from this litigation. The Fund’s pending motion to dismiss in the present action fully sets forth the lack of legal basis for the Fund to be named as a “nominal defendant.” *See* Dkts. 48, 49, 63. Undoubtedly in recognition of these fundamental defects, the *Tumpowsky* complaint does not assert any claims against the Fund or name it as a “nominal defendant.”

¹ *Tumpowsky v. Harbor Capital Advisors, Inc.*, Civil Action No. 14-7210 (N.D. Ill.).

Thus, even if the *Tumpowsky* complaint is deemed related, the Court should grant the Fund's motion to dismiss the *Zehrer* complaint.

Dated: October 17, 2014

Respectfully submitted,

HARBOR INTERNATIONAL FUND

By: /s/ Joni S. Jacobsen

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Harbor International Fund*

CERTIFICATE OF SERVICE

I, Joni S. Jacobsen, hereby certify that on this 17 of October 2014, I caused a true and correct copy of the foregoing ***Response to Motion for a Finding of Relatedness*** and the documents referenced herein to be filed using the Court's CM/ECF system, which will cause electronic notification of this filing to be sent to the following counsel of record:

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/s/ Joni S. Jacobsen