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**FORM ADV PART 2A.
BROCHURE**

This brochure provides information about the qualifications and business practices of Eagle Financial Strategies. If you have any questions about the contents of this brochure, please contact us at 207-989-5522. 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 Eagle Financial Strategies is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Eagle Financial Strategies is 138825.

Eagle Financial Strategies is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Table of Contents

<i>Advisory Business</i>	<i>1</i>
<i>Fees and Compensation.....</i>	<i>2</i>
<i>Performance-Based Fees and Side-By-Side Management.....</i>	<i>6</i>
<i>Types of Clients</i>	<i>7</i>
<i>Methods of Analysis, Investment Strategies and Risk of Loss</i>	<i>8</i>
<i>Disciplinary Information</i>	<i>9</i>
<i>Other Financial Industry Activities and Affiliations</i>	<i>10</i>
<i>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</i>	<i>11</i>
<i>Brokerage Practices</i>	<i>13</i>
<i>Review of Accounts</i>	<i>14</i>
<i>Client Referrals and Other Compensation.....</i>	<i>15</i>
<i>Custody</i>	<i>16</i>
<i>Investment Discretion</i>	<i>17</i>
<i>Voting Client Securities</i>	<i>18</i>
<i>Financial Information</i>	<i>19</i>
<i>Requirements for State-Registered Advisers</i>	<i>20</i>
<i>Additional Information</i>	<i>21</i>

Advisory Business

Form ADV Part 2A, Item 4

Eagle Financial Strategies' registration was granted by the U.S. Securities and Exchange Commission on April 13, 2010. Park Otto Johnson (CRD Number 1993266) is President of the firm. Park Otto Johnson owns one hundred (100%) percent of the equity of the firm. Steven Duval Harrison (CRD Number 2321734) is Chief Compliance Officer of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions on their accounts. The firm does not participate in wrap programs. As of December 31, 2011, the firm managed assets on a discretionary basis in the amount of \$56,959,169, representing 513 accounts.

Adviser shall derive approximately seventy (70%) percent of its total advisory billings from the provision of investment supervisory services in the discretionary management area. Specifically, Adviser will provide portfolio management services to clients.

Also, Adviser will provide fee based financial planning services. Approximately five (5%) percent of Adviser's advisory billing will be attributable to the provision of advice about securities related matters and approximately twenty-five (25%) percent will be attributable to non-securities related matters. Adviser's president and/or investment adviser representative will meet with the financial planning client for the purpose of eliciting all pertinent financial data. Then, upon an analysis of such data, a written financial plan will be developed.

Also, Advisor will provide fee based consulting services for pensions, profit sharing accounts, 401(k), 403(b) and 457 accounts. Less than one (1%) percent of our billings are attributed to these services and shall consist of portfolio design and implantation based on the clients objectives and discussions with the client.

To accomplish completion of the Financial Plan, the investment advisor will perform the following activities: collect and organize data; collect and review documents in connection with the client's financial planning situation, study and analyze the client's data and existing documents, recommend and provide methods for prompt and effective implementation of the client's objectives, and discussions with the client in the foregoing areas.

From time to time recommendations may be made for planning solutions that involve commissioned products, such as life insurance, disability insurance and long-term care insurance.

Neither Mr. Johnson nor Mr. Harrison can execute commissioned securities transactions on behalf of Pennsylvania clients.

Fees and Compensation

Form ADV Part 2A, Item 5

Adviser will not base fees on capital gains or capital appreciation of assets. Adviser will bill for asset management services quarterly in advance. If client chooses to be billed direct, the client has 30 days to pay the bill in full. If the bill is 30 days past due, the Adviser retains the right to debit fee directly from the client's investment account. Adviser may debit fees directly from the client's account. The investment adviser shall use the services of a qualified custodian (as that term is defined by securities laws) for the purpose of management of assets.

The client shall enjoy a five day penalty free right of rescission.

The asset management fees will be as follows:

EAGLE MANAGED INVESTMENT ACCOUNT PROGRAM

For the services we provide as part of the Eagle Managed Investment Account Program, we charge an Asset Management Fee based on the beginning value of your account. This program includes the development of an investment policy statement, portfolio design, ongoing review of accounts and investment policy statement, monthly statements, etc. The beginning value shall be set at the beginning of each quarter. You will be billed quarterly based on the value of your account at the beginning of each quarter. This fee is based on an annual percent with $\frac{1}{4}$ charged quarterly and billed in advance.

<u>Assets under Management:</u>	<u>Fee:</u>
\$ 0 - \$249,999	1.50%
\$ 250,000 - \$499,999	1.25%
\$ 500,000 - \$999,999	1.15%
\$1,000,000 - \$3,000,000	1.00%
\$3,000,000 +	.75%

The minimum asset management fee charged will be negotiated based on individual circumstances but will not be less than \$100. Client may discontinue advisory services at any time by providing a written notice signed by the client. All fees will cease 10 days after the date of the written notice. All unearned fees will be returned to the client on a pro rata bases. Any and all unearned or unapplied fees shall be refunded by the advisor to the client at once.

All Asset Management Fees shall be negotiable.

There will not be any separate financial planning fee. The financial planning service will be covered as part of the asset management fees described above.

SCHEDULE OF SERVICES AND FEES:

Services Schedule:

A complete Financial Plan shall consist of but not be limited to: an analysis of Income and Expenses; Cash Flow; Accumulation Objectives (such as emergency funds, education, second home, career changes); Liability Protection and Exposure; Survivor Needs related to Disability and Premature Death; Retirement Goals; Objectives and current investments earmarked for this goal; Estate Asset Distribution and Long Term Care issues should they apply at this time (a client's needs may require all, some or additional topics). The complete Financial Plan shall include but is not limited to the items agreed to by the investment advisor for the module plans described below.

To accomplish completion of the Financial Plan, the investment advisor will perform the following activities: collect and organize data; collect and review documents in connection with the client's financial planning situation, study and analyze the client's data and existing documents, recommend and provide methods for prompt and effective implementation of the client's objectives, and discussions with the client in the foregoing areas.

Fee Schedule:

Annual Earned Income Plus

INVESTABLE NET WORTH:

FEE:

Up to \$ 75,000	\$ 1,000.00
\$ 75,001 - \$150,000	\$ 1,500.00
\$150,001 - \$250,000	\$ 2,200.00
\$250,001 - \$400,000	\$ 2,800.00
\$400,001 +	\$ 3,600.00

Twenty-five percent (25%) of the fee shall be payable at the fact-finding session, fifty percent (50%) of the fee will be payable periodically during the planning process with the remaining twenty-five percent (25%) payable at the time of the completion of the plan. No fee is ever prepaid more than six months in advance. All prepaid fees which are unearned or unapplied shall be refunded by the applicant to the client at once. The above fee provides up to two years of reviews, updates and modifications to your plan.

An alternative fee approach will be an hourly fee ranging from \$75.00 per hour to \$150.00 per hour. This fee shall be payable upon billing for the hours worked. The actual hourly fee agreed upon by the applicant and the client shall be directly dependent upon the facts and circumstances of the individual case and the anticipated complexity of the individual case.

Schedule of Services and Fees

Module:

Fee:

401(k) / TSA / SIMPLE IRA's Allocations -- \$225

Assess client's risk/reward tolerance and provide a short model printout.

Full Employee Benefit Review -- \$275

Analyze and summarize work related benefits, provide hypothetical retirement projections based on short computations, compute recommended level of funding, and provide 401(k) / TSA module above.

Survivor Needs Planning -- \$300

Assess survivor needs and analyze life insurance needs.

College Planning Module -- \$200

Provide assessment of expected college costs, family contributions, percentage of projected contribution to meet goals, assess any opportunities to maximize financial aid and provide guidance in non-financial arenas to improve college tuition needs.

Cash Flow Analysis -- \$250

A thorough review of all income sources, tax liabilities and expenses with expected results of better cash flow management - the springboard to financial planning.

Portfolio Design-- \$300

A service in which the adviser designs a portfolio for the advisory client

All Fees Shall Be Negotiable

Performance-Based Fees and Side-By-Side Management

None.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

None.

Types of Clients

Form ADV Part 2A, Item 7

Individuals, pension plans, profit sharing plans, corporations and other business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Methods of analysis will be fundamental analysis and technical analysis.

Investment strategies will be long term purchases (securities held at least a year) and short term purchases (securities sold within a year).

Disciplinary Information

Form ADV Part 2A, Item 9

None.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

Park O. Johnson III, President and Steven D. Harrison, Investment Adviser Representatives of Adviser both sell insurance and investment company products. Approximately 15% of the total professional effort shall be attributable to the sales function with the balance attributable to the advisory function. The adviser is a "Producer Business Entity Resident" under Title 024AMRSA, Chapter 16.

The client may choose any insurance broker, brokerage firm or broker/dealer for the implementation of the suggestions and recommendations made by the investment adviser. Associated persons in their capacity as registered representatives of Purshe Kaplan or as insurance agents may receive commissions.

In summary, Mr. Johnson is a registered representative of Purshe Kaplan Sterling Investments and sells investment company products. All clients are always advised that they shall have total freedom to effect securities transactions with any broker/dealer of their choice. A potential conflict of interest exists for any products purchased or sold through Purshe Kaplan Sterling Investments because Mr. may not receive a commission for the sale of these products. PKS is not involved in the investment advisory aspects of the business, such as financial planning, investment selection, due diligence, etc.

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

Form ADV Part 2A, Item 11

Firm has adopted a written Code of Ethics in compliance with SEC Rule 204A-1. The Code sets forth standards of conduct and requires compliance with federal securities laws. Our code also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

It is further noted that Adviser is in and shall continue to be in total compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Adviser has adopted a firm wide policy statement outlining insider trading compliance by Adviser and its associated persons and other employees. This statement has been distributed to all associated persons and other employees of Adviser and has been signed and dated by each such person. A copy of such firm wide policy is left with such person and the original is maintained in a master file. Further, Adviser has adopted a written supervisory procedures statement highlighting the steps which shall be taken to implement the firm wide policy. These materials are also distributed to all associated persons and other employees of Adviser, are signed, dated and filed with the insider trading compliance materials.

There are provisions adopted for:

- 1) restricting access to files,
- 2) providing continuing education,
- 3) restricting and/or monitoring trading on those securities of which Adviser's employees
may have non-public information
- 4) requiring all of the Adviser's employees to conduct their trading through a specified
broker or reporting all transactions promptly to the Adviser, and
- 5) Monitoring the securities trading of the firm and its employees and associated persons.

Adviser or individuals associated with Adviser may buy or sell securities identical to those recommended to customers for their personal account. It is the expressed policy of Adviser that no person employed by Adviser may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

Adviser or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations may represent a conflict of interest, Adviser has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A director, officer or employee of Adviser shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment unless this information is also available to the investing public on reasonable inquiry.
- 2) Adviser maintains a list of all securities holdings for itself, and anyone associated with this advisory practice. These holdings are reviewed on a regular basis by Park O. Johnson III, President.
- 3) Adviser requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
- 4) Any individual not in observance of the above may be subject to termination.

Brokerage Practices

Form ADV Part 2A, Item 12

- . Associated persons of Adviser are registered representatives of Purshe Kaplan Sterling Investments. In the event that a client freely chooses to implement the advice through such registered representatives, the broker/dealer would be Purshe Kaplan Sterling Investments.

The following statement is also made by Adviser:

- 1) Associated persons of Adviser are also associated with various brokerage life insurance firms.
- 2) Clients are under no obligation to have Adviser or its associated person implement any suggestions made in a written financial plan.
- 3) If asked to implement the suggestions of the financial plan, Adviser intends to implement such financial planning, in whole or in part through products offered by companies the Adviser is associated with.
- 4) To the extent associated persons of Adviser does implement, he will be acting as an agent for the broker/dealer and/or the insurance company.
- 5) Although associated persons of Adviser are registered representatives of Purshe Kaplan Sterling Investments, these advisory services provided herein are basically beyond the scope of employment with the broker/dealer and these services are independent from such employment with the broker/dealer.
- 6) If insurance or securities products are sold, commissions would be received by the associated persons of the Adviser.
- 7) Clients shall have total freedom to execute securities and/or insurance transactions with any company of their choice. However, a client is required to use Purshe Kaplan Sterling if Park Johnson executes commissioned securities transactions on the client's behalf and noncommissioned transactions on the client's behalf through Fidelity Investments.
- 8) It is likely that associated persons of Adviser, if asked to implement, will recommend or use only the financial products offered by the broker/dealer insurance firms.

Review of Accounts

Form ADV Part 2A, Item 13

With respect to portfolio management activities, applicant will provide the client with reviews upon request but at a minimum of annually. All reviews will be conducted by Mr. Johnson and/or Mr. Harrison.

With respect to fee-based financial planning activities, an annual review will be encouraged. This review will be billed to the client based on the complexity and the extent of the review as requested by the client with consideration of the changes the client wishes to make to their previous information. However, the fee for a complete financial plan includes up to two years of reviews, updates and modifications to the plan.

The custodian will provide monthly statements. The applicant will provide detailed reports as requested by the client and at all review sessions.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

Mr. Johnson is a registered representative of Purshe Kaplan Sterling Investments and sells investment company products. All clients are always advised that they shall have total freedom to effect securities transactions with any broker/dealer of their choice. A potential conflict of interest exists for any products purchased or sold through Purshe Kaplan Sterling Investments because Mr. Johnson may receive a commission for the sale of these products. PKS is not involved in the investment advisory aspects of the business, such as financial planning, investment selection, due diligence, etc.

Custody

Form ADV Part 2A, Item 15

None.

Investment Discretion

Form ADV Part 2A, Item 16

The adviser has the authority, without first obtaining specific client consent, the securities to be bought and sold, the amount of the securities to be bought and sold and the broker or dealer to be used.

Voting Client Securities

Form ADV Part 2A, Item 17

The investment adviser shall not vote proxy statements on behalf of any client.

Financial Information

Form ADV Part 2A, Item 18

Fees are never received more than six months in advance.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

The required information is contained in Form ADV, Part 2B.

Additional Information

The investment adviser will send compliance documents electronically. Such documents will include the adviser's Form ADV, Part 2A. and Part 2B. and its privacy policy. These documents will be sent to clients electronically unless a client requests otherwise.

**Park Otto Johnson III
Steven Duval Harrison**

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June 4, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Park O. Johnson III and Steven D. Harrison that supplements the Eagle Financial Strategies brochure. You should have received a copy of that brochure. Please contact Steven D. Harrison, Chief Compliance Officer if you did not receive Eagle Financial Strategies' brochure or if you have any questions about the contents of this supplement.

Additional information about Park O. Johnson III and Steven D. Harrison is available on the SEC's website at www.adviserinfo.sec.gov.

Table of Contents

<i>Educational Background and Business Experience.....</i>	<i>1</i>
<i>Disciplinary Information.....</i>	<i>3</i>
<i>Other Business Activities</i>	<i>4</i>
<i>Additional Compensation</i>	<i>5</i>
<i>Supervision</i>	<i>6</i>
<i>Requirements for State-Registered Advisers.....</i>	<i>7</i>

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Park O. Johnson, III - President

Year of Birth - 1950

Formal Education

* Luzerne County Community College, Wilkes-Barre, PA

1968-1970 - AA Degree

* Husson College, Bangor, ME

1979-1982 - BA Degree

* The American College

2006 - MSFS Degree

Business Background

* Alpha Capital Advisors, Inc. dba Eagle Financial Strategies Brewer, ME (IA Firm)

President 01/07 - Present

* Purshe Kaplan Sterling Investments, Albany, NY (Broker/Dealer)

Registered Representative 1/07 - Present

* Securian Financial Services, St. Paul, MN (Broker/Dealer)

Registered Representative 5/90 - 12/06

* MTM Financial Group, Orange, CT (Financial Services)

Associate 1/95 - Present

* Alpha Capital Advisors, Inc., Bangor, ME (Investment Advisory Firm)

President 10/96 - 12/01

Steven D. Harrison - Investment Advisor Representative

Year of Birth - 1967

Formal Education

- * University of Arizona, Tucson, AZ

1986-1988 - AS Degree

Business Background

- * Alpha Capital Advisors, Inc. dba Eagle Financial Strategies, Brewer ME (IA Firm)

Investment Advisor Representative 09/08 - Present

- * Purshe Kaplan Sterling Investments, Albany, NY (Broker/Dealer)

Registered Representative 09/08 – 12/2009

- * Black Bear Trust & Investment Services, Brewer, ME (Investment Services)

Financial Advisor/Owner 3/07-8/08

- * Cambridge Investment Research, Inc., ME/AZ (Broker/Dealer/IA Firm)

Registered Representative 3/07-8/08

- * Bank of America Investment Services, Inc., Bangor, ME (Investment Bank)

Financial Advisor 3/05-2/07

- * Bangor Securities, Bangor, ME (Investment Bank)

Financial Advisor 10/04-3/05

- * Quick & Reilly, Bangor, ME (Discount Brokerage Firm)

Financial Advisor 9/00-10/04

Disciplinary Information

Form ADV Part 2B, Item 3

None.

Other Business Activities

Form ADV Part 2B, Item 4

Mr. Johnson is a registered representative of Purshe Kaplan Sterling Investments and sell investment company products. All clients are always advised that they shall have total freedom to effect securities transactions with any broker/dealer of their choice. A potential conflict of interest exists for any products purchased or sold through Purshe Kaplan Sterling Investments because Mr. Johnson and/or Mr. Harrison may receive a commission for the sale of these products. PKS is not involved in the investment advisory aspects of the business, such as financial planning, investment selection, due diligence, etc.

Additional Compensation

Form ADV Part 2B, Item 5

See item 4, above.

Supervision

Form ADV Part 2B, Item 6

Mr. Johnson supervises Mr. Harrison.

Requirements for State-Registered Advisers

Form ADV Part 2B, Item 7

Neither the firm nor Mr. Johnson nor Mr. Harrison have ever been involved in any bankruptcy petition, any arbitration nor the subject of any civil, self-regulatory or administrative proceedings.