

# Disclosure Brochure

June 27, 2012

## **Aragorn Ltd.**

*a Registered Investment Adviser*

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This brochure provides information about the qualifications and business practices of Aragorn Ltd. (hereinafter "Aragorn" or the "firm"). If you have any questions about the contents of this brochure, please contact David C. Trott at (781) 848-9250. 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 Aragorn Ltd. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Aragorn Ltd. is a state registered investment adviser. Registration does not imply any level of skill or training.

## Item 2. Material Changes

This Item discusses only the material changes that have occurred since Aragorn's last annual update dated March 15, 2011. The firm has the following material change to disclose:

- Aragorn no longer has a *Supervised Person* (as defined below) that acts in the capacity as a registered representative of a broker-dealer. As such, the inherent conflicts of interest that existed under this dual registration arrangement are no longer imputed to the firm.

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## Item 4. Advisory Business

Aragorn has been in business as an independent registered investment adviser since April 1994. The firm offers clients a variety of financial planning, consulting and investment management services. Prior to engaging Aragorn to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Aragorn setting forth the terms and conditions under which Aragorn renders its services (collectively the “*Agreement*”).

Aragorn is owned by David C. Trott, David M. Sutcliffe and George P. Taylor. As of December 31, 2011, the firm had \$44,862,609 in assets under management, all of which are managed on a discretionary basis.

This Disclosure Brochure describes the business of Aragorn. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Aragorn’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Aragorn’s behalf and is subject to Aragorn’s supervision or control.

### Financial Planning and Consulting Services

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Aragorn may provide clients with a broad range of comprehensive financial planning and consulting services, addressing an assortment of investment and non-investment related matters.

In performing its services, Aragorn is not required to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Aragorn may recommend the services of itself and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Aragorn recommends its own services. The client is under no obligation to act upon any of the recommendations made by Aragorn under a financial planning or consulting engagement or to engage the services of any such recommended professional, including Aragorn itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Aragorn’s recommendations. Clients are advised that it remains their responsibility to promptly notify Aragorn if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Aragorn’s previous recommendations and/or services.

### Investment Management Services

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Aragorn generally manages clients’ investment portfolios on a discretionary basis.

Aragorn primarily allocates clients’ investment management assets among mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities and/or options, as well as the securities components of variable annuities and variable life insurance contracts in accordance with the investment

objectives of the client. Aragorn also provides advice about any type of legacy position or investment otherwise held in its clients' portfolios.

Aragorn also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client's primary custodian. In so doing, Aragorn either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

Aragorn tailors its advisory services to the individual needs of clients. Aragorn consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Aragorn ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Aragorn if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Aragorn's management services. Clients may impose reasonable restrictions or mandates on the management of their account if, in Aragorn's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

## Item 5. Fees and Compensation

Aragorn offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management. Additionally, certain of Aragorn's *Supervised Persons*, in their individual capacities, may offer insurance products under a commission arrangement.

### Financial Planning and Consulting Fees

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Aragorn charges a fixed fee and/or hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from \$2,500 to \$4,000 on a fixed fee basis and/or \$250 on an hourly basis. These fees are largely determined by the level and scope of the services and the professional engaged to render them. If the client engages Aragorn for additional investment advisory services, Aragorn may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging Aragorn to provide financial planning and/or consulting services, the client is required to enter into a written agreement with Aragorn setting forth the terms and conditions of the engagement. Generally, Aragorn requires one-half of the financial planning or consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

### Investment Management Fee

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Aragorn provides investment management services for an annual fee based upon a percentage of assets under management. Aragorn's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Aragorn does not, however, receive any portion of these commissions, fees, and costs.

Aragorn's annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Aragorn on the last day of the previous quarter. The annual fee varies between 0.40% and 2.00% of the assets being managed by Aragorn, depending upon the size of a client's portfolio and the type of services to be rendered.

Aragorn, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

## **Fees Charged by Financial Institutions**

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As further discussed in response to Item 12 (below), Aragorn generally recommends that clients utilize the brokerage and clearing services of Fidelity Institutional Wealth Services ("*Fidelity*") for investment management accounts.

Aragorn may only implement its investment management recommendations after the client has arranged for and furnished Aragorn with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Fidelity*, any other broker-dealer recommended by Aragorn, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Aragorn's fee.

## **Fee Debit**

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Aragorn's *Agreement* and the separate agreement with any *Financial Institutions* may authorize Aragorn to debit the client's account for the amount of Aragorn's fee and to directly remit that management fee to Aragorn. Any *Financial Institutions* recommended by Aragorn have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Aragorn. In addition, Aragorn also sends a duplicate quarterly invoice to clients, which describes the amounts deducted for payment of the firm's management fee, as required under applicable state securities laws. Alternatively, clients may elect to have Aragorn send an invoice for payment.

## **Fees for Management During Partial Quarters of Service**

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For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Aragorn and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Aragorn's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Aragorn's right to terminate an account. Additions may be in cash or securities provided that Aragorn reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to Aragorn, subject to the usual and customary securities

settlement procedures. However, Aragorn designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Aragorn may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

In the event assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets is not adjusted or prorated based on the number of days remaining in the quarter.



## **Item 6. Performance-Based Fees and Side-by-Side Management**

Aragorn does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

### Item 7. Types of Clients

Aragorn generally provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

#### **No Account Minimums**

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The firm does not impose a minimum portfolio value or minimum annual fee for new and/or existing investment management engagements.

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

### Methods of Analysis

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Aragorn analyzes investment allocations and portfolio risk by assessing risk and upside potential in relation to total portfolio holdings and/or account composition. In an effort to determine the appropriate asset weightings for a given portfolio, the firm utilizes a variety of indicators derived from a range of analytical metrics. The firm employs a number of different methodologies, including technical and cyclical analyses, as well as fundamental analysis.

Fundamental analysis involves an examination of the fundamental financial condition and competitive position of a company. Aragorn generally analyzes the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the assessment of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts or mathematical based calculations to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Aragorn will be able to accurately predict such a reoccurrence.

Cyclical analysis is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company that Aragorn is recommending. The risks with cyclical analysis are similar to those of technical analysis.

### Investment Strategies

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Consistent with the client's risk tolerance, Aragorn allocates corresponding portions of the client's overall portfolio across seven broadly defined asset classes. These asset classes are:

- U.S. Equities;
- Foreign Equities (e.g., non-U.S. "developed" or "emerging" markets);
- Real Estate (e.g., real estate investment trusts, mutual funds, ETFs);
- Commodities (e.g., non-leveraged index funds and natural resource equity securities);
- U.S. Bonds (e.g., high credit quality government issuers and corporate issuers);

- Foreign Bonds (e.g., high quality foreign issuers); and
- High Yield Bonds (e.g., lower quality issues and/or emerging market bonds).

The firm seeks to determine the mix of such assets that offers the best potential for returns relative to risk potential. The mix generally varies, depending upon Aragorn's analysis of current market conditions and underlying financial and/or credit data. The firm attempts to structure portfolios to reflect these asset classes by purchasing and selling securities that are reasonably diversified – typically, non-leveraged ETFs and mutual funds. Aragorn analyzes relative strength and momentum patterns in an effort to over- or under-weight each asset class. In this respect, the firm seeks to achieve higher returns with added downside protection as asset classes become more or less desirable throughout shifting business and credit cycles. While rare, Aragorn may allocate up to 100% of a portfolio to any one asset class.

### Risks of Loss

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#### *Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### *Market Risks*

The profitability of a significant portion of Aragorn's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Aragorn will be able to predict those price movements accurately.

### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

### **Item 9. Disciplinary Information**

Aragorn is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Aragorn does not have any required disclosures to this Item.

### Item 10. Other Financial Industry Activities and Affiliations

Aragorn is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

#### Receipt of Insurance Commission

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Certain of Aragorn's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. While Aragorn does not sell such insurance products to its investment advisory clients, Aragorn does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients.

A conflict of interest exists to the extent that Aragorn recommends the purchase of insurance products where Aragorn's *Supervised Persons* receive insurance commissions or other additional compensation.

#### Related Attorney

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One of Aragorn's Principals, David C. Trott, is a licensed practicing attorney. In this capacity, Mr. Trott serves as the President of David C. Trott, P.C., a legal firm providing tax, business and estate planning services. No portion of any financial plan or other services rendered by Aragorn to its clients should be interpreted as legal advice. Rather, clients should defer to the advice of their own attorney.

In the event an advisory client seeks engage to Mr. Trott to provide legal services, Mr. Trott, in his individual capacity, may do so pursuant to a separate written agreement, entirely independent of Aragorn. Aragorn receives no portion of any fee paid to Mr. Trott for legal services rendered.

A conflict of interest exists to the extent that Aragorn recommends the legal services of Mr. Trott and Mr. Trott receives additional compensation by virtue of his status as an attorney.

### Item 11. Code of Ethics

Aragorn and persons associated with Aragorn ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Aragorn's policies and procedures.

Aragorn has adopted a code of ethics ("*Code of Ethics*") made up of its personal securities transaction and insider trading policies and procedures. When Aragorn is purchasing or considering for purchase any security on behalf of a client, no *Covered Person* (as defined below) may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Aragorn is selling or considering the sale of any security on behalf of a client, no *Covered Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Unless specifically defined in Aragorn's procedures (summarized above), neither Aragorn nor any of Aragorn's Associated Persons may effect for himself or herself, for an Associated Person's immediate family (i.e., spouse, minor children, and adults living in the same household as the Associated Person), or for trusts for which the Associated Person serves as a trustee or in which the Associated Person has a beneficial interest (collectively "*Covered Persons*"), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Aragorn's clients.

The foregoing policies and procedures are not applicable to (a) transactions effected in any account over which neither Aragorn nor any of its *Supervised Persons* (as defined in this Form ADV) has any direct or indirect influence or control; and (b) transactions in securities that are: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies.

This policy has been established recognizing that some securities being considered for purchase and sale on behalf of Aragorn's clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. Aragorn will maintain records of these trades, including the reasons for any exceptions.

In accordance with Section 204A of the Advisers Act, Aragorn also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by Aragorn or any of its *Supervised Persons*.

Clients and prospective clients may contact Aragorn to request a copy of its *Code of Ethics*.



## Item 12. Brokerage Practices

As discussed above, in Item 5, Aragorn generally recommends that clients utilize the brokerage and clearing services of *Fidelity*.

Factors which Aragorn considers in recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Fidelity* enables Aragorn to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Fidelity* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Aragorn's clients comply with Aragorn's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Aragorn determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Aragorn seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Aragorn periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct Aragorn in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Aragorn will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Aragorn (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Aragorn may decline a client's request to direct brokerage if, in Aragorn's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless Aragorn decides to purchase or sell the same securities for several clients at approximately the same time. Aragorn may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Aragorn's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Aragorn's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Aragorn determines to aggregate client orders for the purchase or sale of securities, including

securities in which Aragorn's *Supervised Persons* may invest, Aragorn generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Aragorn does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Aragorn determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Aragorn may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Aragorn in its investment decision-making process. Such research generally will be used to service all of Aragorn's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Aragorn does not have to produce or pay for the products or services.

### **Software and Support Provided by Financial Institutions**

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Aragorn may receive from *Fidelity*, without cost to Aragorn, computer software and related systems support, which allow Aragorn to better monitor client accounts maintained at *Fidelity*. Aragorn may receive the software and related support without cost because Aragorn renders investment management services to clients that maintain assets at *Fidelity*. The software and support is not provided in connection with securities transactions of clients (i.e. not "soft dollars"). The software and related systems support may benefit Aragorn, but not its clients directly. In fulfilling its duties to its clients, Aragorn endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Aragorn's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Aragorn's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, Aragorn may receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services Group: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Institutional Wealth Services Group participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

## Item 13. Review of Accounts

### Account Reviews

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For those clients to whom Aragorn provides investment management services, Aragorn monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom Aragorn provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one or more of Aragorn's Principals, David C. Trott, David M. Sutcliffe and/or George P. Taylor. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Aragorn and to keep Aragorn informed of any changes thereto. Aragorn contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

### General Reports

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Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts.

### Financial Planning and Consulting Reports

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Those clients to whom Aragorn provides financial planning and/or consulting services will receive reports from Aragorn summarizing its analysis and conclusions as requested by the client or as otherwise agreed to in writing by Aragorn.

### Item 14. Client Referrals and Other Compensation

#### **Economic Benefits**

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Aragorn is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. Aragorn may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12 (above).

#### **Client Referrals**

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In addition, Aragorn is required to disclose any direct or indirect compensation that it provides for client referrals. Aragorn does not compensate for client referrals.

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### Item 15. Custody

Aragorn is deemed to have custody over a client's assets when it is authorized to directly debit a client's account for payment of the firm's quarterly management fee. In accordance with applicable custody rules, the *Financial Institutions* recommended by Aragorn have agreed to send statements to clients, not less than quarterly, indicating all amounts paid to Aragorn. As stated in Item 5, the firm also sends to clients a duplicate fee invoice, detailing the amounts deducted for payment of the quarterly management fee, where required under applicable state securities laws.

Aragorn may also send periodic reports to clients, as discussed in Item 13. Clients are advised to carefully review the statements and confirmations sent directly by the *Financial Institutions* and to compare them with any reports received from Aragorn

### Item 16. Investment Discretion

Aragorn may be given the authority to exercise discretion on behalf of clients. Aragorn is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Aragorn is given this authority through a power-of-attorney included in the agreement between Aragorn and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Aragorn takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Financial Institutions* to be utilized.

### Item 17. Voting Client Securities

Aragorn is required to disclose if it accepts authority to vote client securities. Aragorn does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.



### **Item 18. Financial Information**

Aragorn does not require or solicit the prepayment of more than \$500 in fees six months or more in advance. In addition, Aragorn is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Aragorn has no disclosures pursuant to this Item.

## Item 19. Requirements for State Registered Investment Advisors

### Principal Executive Officers and Management Persons

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Below is the formal education and business background of Aragorn's principal executive officers and management persons:

#### **DAVID M. SUTCLIFFE**

Born 1947

#### **Post-Secondary Education**

University of Massachusetts | B.A., English | 1973

#### **Recent Business Background**

Aragorn Ltd. | Investment Officer | December 2005 – Present

#### **GEORGE P. TAYLOR**

Born 1943

#### **Post-Secondary Education**

Suffolk University | M.B.A., Business | 1977

Northeastern University | B.S., Accounting | 1965

#### **Recent Business Background**

Aragorn Ltd. | Investment Counselor | June 2006 – Present

#### **DAVID C. TROTT**

Born 1946

#### **Post-Secondary Education**

Boston University School of Law | L.L.M., Taxation | 1981

Harvard Law School | J.D. | 1970

Harvard College | B.A., Economics | 1967

#### **Recent Business Background**

Aragorn Ltd. | President | December 2005 – Present

## **Performance Based Fees**

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Neither the firm nor its management persons provide any services for performance based fees, as stated in Item 6.

## **Civil and Administrative Proceedings**

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Neither the firm nor its management persons have been subject to an award or otherwise found liable in an action involving a violation of any investment related statute.

## **Relationships with Issuers**

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Neither the firm nor its management persons have a relationship with any issuer of securities.

## **Aragorn Ltd.**

*a Registered Investment Adviser*

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