

FORM ADV**Part II - Page 1****Uniform Application for Investment Adviser Registration**

Name of Investment Adviser: Harbor Capital Partners, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	7659 S. 700 W.	Midvale	UT	84047	801	208-3701

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Applicant: Harbor Capital Partners, LLC	SEC File Number: 801- 143282	Date: 01/01/2010
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1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|--|------------------------------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | <input type="text" value="100"/> % |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | <input type="text"/> % |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | <input type="text"/> % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | <input type="text"/> % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | <input type="text"/> % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <input type="text"/> % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | <input type="text"/> % |
| <input type="checkbox"/> (8) Provides a timing service | <input type="text"/> % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | <input type="text"/> % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term? ☐ Yes ☒ No

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients — Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

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3. **Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|--|---|
| <p>A. Equity securities</p> <p><input type="checkbox"/> (1) exchange-listed securities</p> <p><input type="checkbox"/> (2) securities traded over-the-counter</p> <p><input type="checkbox"/> (3) foreign issuers</p> <p><input type="checkbox"/> B. Warrants</p> <p><input type="checkbox"/> C. Corporate debt securities (other than commercial paper)</p> <p><input type="checkbox"/> D. Commercial paper</p> <p><input type="checkbox"/> E. Certificates of deposit</p> <p><input type="checkbox"/> F. Municipal securities</p> <p>G. Investment company securities:</p> <p><input type="checkbox"/> (1) variable life insurance</p> <p><input type="checkbox"/> (2) variable annuities</p> <p><input type="checkbox"/> (3) mutual fund shares</p> | <p><input type="checkbox"/> H. United States government securities</p> <p>I. Options contracts on:</p> <p><input type="checkbox"/> (1) securities</p> <p><input type="checkbox"/> (2) commodities</p> <p>J. Futures contracts on:</p> <p><input type="checkbox"/> (1) tangibles</p> <p><input type="checkbox"/> (2) intangibles</p> <p>K. Interests in partnerships investing in:</p> <p><input type="checkbox"/> (1) real estate</p> <p><input type="checkbox"/> (2) oil and gas interests</p> <p><input type="checkbox"/> (3) other (explain on Schedule F)</p> <p><input checked="" type="checkbox"/> L. Other (explain on Schedule F)</p> |
|--|---|

4. **Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|--|---|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No
☒ ☐
 (If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes No
☒ ☐
 (If yes, describe on Schedule F the partnerships and what they invest in.)

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account? ☒ Yes ☐ No

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

With respect to the accounts of the limited partners of HRAF, individual clients may review their accounts via the HCP website located at www.harborcp.com. Their clients may, via a secure login accessed portal, view information regarding their account, the asset value and the accrued returns.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | Yes | No |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

	Yes	No
B. Does applicant or a related person suggest brokers to clients?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | Yes | No |
|---|--------------------------|-------------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

	Yes	No
Has applicant provided a Schedule G balance sheet?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:
Harbor Capital Partners, LLC

SEC File Number:
801- 143282

Date:
01/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Harbor Capital Partners, LLC		52-2201395
Item of Form (identify)	Answer	
1.D.	<p>Advisory Services and Fees</p> <p>Harbor Capital Partner, LLC ("HCP") is the general partner and investment manager for Harbor Real Asset Fund, LP, a Delaware limited partnership ("HRAF") and the investment manager Harbor Offshore Real Asset Fund, Ltd., a Cayman limited company ("HORAF" and together with HRAF, the "Funds"). HCP performed investment supervisory and administration services for the Funds under its management, including research, underwriting and investment direction for the Funds. The Funds are each in the process of liquidation and wind up. HCP is assisting in this liquidation process. No advisory services are being performed by HCP.</p> <p>Fees and Expenses:</p> <p>In consideration for its services, HRAF and HORAF paid HCP an annual incentive fee at the end of each calendar month equal to one hundred percent (100%) of the each Funds' net income above a cumulative hurdle annual rate of return equal to sixteen percent (16%) of HRAF's gross income from realizations on each of its investments in asset backed debt instruments (or liquidated collateral) and fourteen percent (14%) per annum of HORAF's gross income from realizations on investments in participation interests. No annual management fees are payable by the Funds to HCP.</p> <p>As the assets of HRAF and HORAF are not generating income in excess of the hurdle rates, HCP is currently not receiving any compensation and will not receive any fees or other compensation going forward. HRAF and HORAF are responsible for all legal and accounting fees relating to the assets held by those entities.</p> <p>Each Fund is required pay or reimburse HCP for all expenses relating to the organization of the Funds as well as certain other expenses connected to the ongoing management and operation of the Funds. HCP shall be responsible for its own general operating and overhead expenses associated with its providing of investment management services to the Funds.</p>	
2. Types of Clients	HCP's clients include HRAF and HORAF. Investors into those funds include individuals, entities, retirement accounts and investment companies.	
3. Types of Investments	Traditionally, HCP directed investment into self underwritten asset secured debt instruments on behalf of HRAF and on behalf of HORAF, HCP directed investment into participation interests in the HRAF instruments. Due to liquidity issues, HCP has ceased making any investments on behalf of HRAF or HORAF.	
4. Methods of Analysis A. Applicants Security Analysis.	HCP's security analysis methods for the investments made at its direction consisted of advanced research into subject asset markets; determination of debt to value based upon appraisals and third party and in house verification; determination of financial strength and creditworthiness and experience of borrower; subject market conditions; analysis of product; analysis and verification of take out strategies; analysis of value upon foreclosure and other analysis based upon subject specific criteria. Currently no analysis method is employed because no investments are being made.	
B. Applicants main source of information.	HCP research historically consisted of information provided by prospective borrowers, public records, publicly available market research, credit reports, professional appraisals, etc.	
C. Investment Strategies used to implement any investment advice given.	HCP employed an investment strategy focused on safety and growth and implements this in its analysis of prospective investments, focusing primarily on low loan-to-value, low-risk, short-term asset backed debt. Current strategy is to liquidate the assets held by the Funds in a timely and prudent manner.	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**SCHEDULE F of
FORM ADV
Continuation Sheet (2) for Form ADV Part II**

Applicant: Harbor Capital Partners, LLC	SEC File Number: 801- 143282	Date: 01/01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Harbor Capital Partners, LLC	IRS Empl. Ident. No.: 52-2201395
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Item of Form (identify)	Answer
5. Education and Business Standards.	For its Managing Directors and members of its investment advisory committee, HCP requires a college degree and a minimum of five years of business experience in related fields.
6. Education and Business Background.	<p>Phillip H. Holmes, born in October 1967, attended the University of Utah and studied Business Administration. Mr. Holmes was formerly a co-founder of Lake Creek Financial, LLC, a company providing bridge loans, construction loans, and floor financing to the manufactured housing industry and financing for single family homes and multi-unit condominium communities. Prior to starting Lake Creek Financial, Mr. Holmes was Vice President of Coaching and an owner of TrueNorth, Inc.</p> <p>Ryan A. Relyea, born in September 1974 attended Brigham Young University (UT) and Boise State University (ID) where he received a BA in Finance with an emphasis in portfolio allocation theory in 2000. From 1997 until 2003, Mr. Relyea served as Investment Principal at Relyea & Company Investment Management, an independent registered investment advisory firm. He performed functions in all areas of portfolio allocation and on-going management of both equity and mortgage-backed investments for institutions and high net worth individuals. In 1998, Mr. Relyea founded Insured Equities, LLP, a private hedge fund with a core allocation to U.S. equities and derivatives. He was the Portfolio Manager of Insured Equities until its eventual asset transfer to HRAF.</p>
8.D.	As stated above, HCP is the general partner and investment manager for HRAF and HORAF.
10. Conditions for Managing Accounts.	HRAF and HORAF ceased taking new investments in 2008.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**SCHEDULE F of
FORM ADV
Continuation Sheet (2) for Form ADV Part II**

Applicant:
Harbor Capital Partners, LLC

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Date:
01/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Harbor Capital Partners, LLC

IRS Empl. Ident. No.:

52-2201395

Item of Form (identify)	Answer
5. Education and Business Standards.	For its Managing Directors and members of its investment advisory committee, HCP requires a college degree and a minimum of five years of business experience in related fields.
6. Education and Business Background.	<p>Phillip H. Holmes, born in October 1967, attended the University of Utah and studied Business Administration. Mr. Holmes was formerly a co-founder of Lake Creek Financial, LLC, a company providing bridge loans, construction loans, and floor financing to the manufactured housing industry and financing for single family homes and multi-unit condominium communities. Prior to starting Lake Creek Financial, Mr. Holmes was Vice President of Coaching and an owner of TrueNorth, Inc.</p> <p>Ryan A. Relyea, born in September 1974 attended Brigham Young University (UT) and Boise State University (ID) where he received a BA in Finance with an emphasis in portfolio allocation theory in 2000. From 1997 until 2003, Mr. Relyea served as Investment Principal at Relyea & Company Investment Management, an independent registered investment advisory firm. He performed functions in all areas of portfolio allocation and on-going management of both equity and mortgage-backed investments for institutions and high net worth individuals. In 1998, Mr. Relyea founded Insured Equities, LLP, a private hedge fund with a core allocation to U.S. equities and derivatives. He was the Portfolio Manager of Insured Equities until its eventual asset transfer to HRAF.</p>
8.D.	As stated above, HCP is the general partner and investment manager for HRAF and HORAF.
10. Conditions for Managing Accounts.	HRAF and HORAF ceased taking new investments in 2008.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**SCHEDULE F of
FORM ADV**

Continuation Sheet (3) for Form ADV Part II

Applicant:

Harbor Capital Partners, LLC

SEC File Number:

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Date:

01/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Harbor Capital Partners, LLC

IRS Empl. Ident. No.:

52-2201395

Item of Form (identify)	Answer

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule G of
Form ADV
Balance Sheet**

Applicant:

Harbor Capital Partners, LLC

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Date:

01/01/2010

(Answers in Response to Form ADV Part II Item 14.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRSEmpl Ident No :
Harbor Capital Partners, LLC	52-2201395

Instructions

1. The balance sheet must be:
 - A. Prepared in accordance with generally accepted accounting principles
 - B. Audited by an independent public accountant
 - C. Accompanied by a note stating the principles used to prepare it, the basis of included securities, and any other explanations required for clarity.
2. Securities included at cost should show their market or fair value parenthetically.
3. Qualifications and any accompanying independent accountant's report must conform to Article 2 of Regulation S-X (17 CFR 210.2-01 et. seq.).
4. Sole proprietor investment advisers:
 - A. Must show investment advisory business assets and liabilities separate from other business and personal assets and liabilities
 - B. May aggregate other business and personal assets and liabilities unless there is an asset deficiency in the total financial position.

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(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure:

1. **Applicability of Schedule.** This Schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program ("sponsors"). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
2. **Use of Schedule.** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of the jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right hand corner of the cover page the sponsor's registration number (801-).
3. **General Contents of Brochure.** Unlike Parts I and II of this form, this Schedule is not organized in "check-the-box" format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosures that must be made in the brochure to satisfy the sponsor's duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
4. **Multiple Sponsors.** If two or more persons fall within the definition of "sponsor" in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
5. **Omission of Inapplicable Information.** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor's wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure prepared must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
6. **Updating.** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a "sticker," *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
7. **Contents of Brochure.** Include in the brochure prepared in response to this Schedule:
 - (a) on the cover page, the sponsor's name, address, telephone number, and the following legend in bold type or some other prominent fashion:

This brochure provides clients with information about [name of sponsor] and the [name of program or programs] that should be considered before becoming a client of the [name of program or programs]. This information has not been approved or verified by any governmental authority.
 - (b) a table of contents reflecting the subject headings in the sponsor's brochure;
 - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program ("portfolio managers"), and the services provided under each program (including the types of portfolio management services);

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- (d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (e.g., the cost of the services if provided separately and the trading activity in the client's account);
- (e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;
- (f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs or spreads paid to market makers from whom securities were obtained by the wrap fee broker);
- (g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;
- (h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,
 (2) if performance information is reviewed to determine its accuracy, the name of the party who reviews the information and a brief description of the nature of the review,
 (3) a reference to any standards (i.e., industry standards or standards used solely by the sponsor) under which performance information may be calculated;
- (i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager;
- (j) any restrictions on the ability of clients to contact and consult with portfolio managers;
- (k) in narrative text, the information required by Items 7 and 8 of Part II of this form and, as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;
- (l) if any practice or relationship disclosed in response to Item 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and
- (m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

8. Organization and Cross References. Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called for by the form is obscured.

Set forth below the page(s) of the brochure on which the various disclosures required by Item 7 are provided.

Page(s)			Page(s)			Page(s)		
Item			Item			Item		
7(a)	cover		7(f)			7(j)		
#7(b)			#7(g)			#7(k)		
#7(c)			#7(h)			#7(l)		
#7(d)			#7(i)			#7(m)		
#7(e)								