

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:  
**Harbinger Asset Management, LLC**

SEC File Number:  
801-69393

Date:  
02/27/2009

(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: <b>Harbinger Asset Management, LLC</b>		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	

Item 1D	<p><b>Advisory Services and Fees</b></p> <p>Harbinger Asset Management, LLC ("HAM") provides Clients with a variety of fee-based services to include: Investment Management, Consultations and Financial Planning.</p> <p>Prior to engagement for services, HAM generally offers a no-obligation initial interview to determine if the investment advisory services provided by HAM are appropriate and of interest to the consumer.</p> <p>The Client may terminate any HAM contract for managed or supervised accounts with the delivery of 5 days written notice to HAM at its regular place of business. Fees shall be assessed up to, and including, the last day of the Agreement. Whenever a Client's account has been paid in advance, unearned fees shall be returned to the Client within 30 days of the termination of the Agreement.</p> <p>HAM hereby discloses that Clients may receive similar services from other sources at a lower fee. It should also be noted that Clients may not be charged an unreasonable fee. Whether a particular fee is deemed excessive depends on whether the fee is reasonable in relation to the services provided. This determination involves examining the facts and circumstances surrounding the particular Adviser/Client relationship.</p> <p><b>Investment Management Services</b> for individual investors involve the initial start-up, review and update, implementation and ongoing management of Client's portfolios. Investment Management Services are initiated with an executed Client Agreement.</p> <p>The first step of HAM's services then includes an intensive interview and data gathering to determine the Client's present situation, individual needs, goals, time horizons and risk tolerance. Based upon information provided by the Client, HAM will prepare an investment plan and recommendations for investments, which will generally focus on long-range goals (i.e. retirement planning or college funding) or other segments of an investment plan that may be needed. Investments may include short-term instruments (i.e. T-Bills), stocks, bonds, no-load mutual funds(funds with no front-end or deferred sales charges and whose total charges against net assets for sales related expenses/services do not exceed .25%); load-waived funds (front-end commissions will not be charges); and front-load fee offset (advisory fees will be offset against commissions earned) for mutual funds purchased prior to engaging HAM's services. Clients' portfolios may also consist of other investment vehicles and may consist of variable life and/or fixed/indexed/variable annuity sub-accounts, which HAM's Representatives may have already sold to their Clients on a full commission basis, in their capacity as Registered Representatives of Triad Advisors, Inc.</p>
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Item 1D (Continued)	<p>Once a portfolio has been designed and implemented, the underlying assets of Clients' portfolios are reviewed internally on a weekly basis. Individual portfolios will be reviewed internally on a quarterly basis or as may otherwise be determined. If needed, HAM may also rebalance portfolios, based upon the stated needs and objectives. However, each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. HAM encourages Clients to stay in contact with HAM but will recommend Client reviews occur at least annually.</p> <p>HAM encourages Clients to contact HAM at least semi-annually to review investment and ongoing needs. However, Clients are strongly encouraged to contact HAM promptly if there has been any change in current financial status information to determine if there needs to be a change in investment objectives. Clients may call the office at any time during normal business hours to discuss directly with an Advisory Representative of HAM, the Client's account, financial situation or investment needs. Clients will receive monthly transaction statements from the custodian or brokerage firm. Additionally, HAM may prepare portfolio reports of various types, if requested.</p> <p>The Client will have a direct and beneficial interest in his/her securities, rather than in undivided interest in a pool of securities. Clients have the ability to leave standing instructions (limited discretionary authority) with HAM to refrain from investing in particular industries, invest in limited amounts of securities, and to re-balance their portfolios. Limited discretion is only available with the Client's written authorization.</p> <p>HAM and its Advisory Representatives will qualify Clients for investments in certain third-party advisory services that afford HAM the direction to manage the third-party services' initial or subsequent investment recommendations. In order to assist Clients in the selections of third-party advisory services, Advisory Representatives will typically gather information from the Client about the Client's financial situation, investment objectives, and gather reasonable restrictions the Client wants to impose on the management of the accounts(s).</p> <p>The annual management fee for the investment advisory services of HAM in an account is negotiable in certain circumstances and at the discretion of HAM. The annualized investment advisory services fee and fixed administrative fee is a percentage of assets in the Account and will be described in detail in the Account Services Agreement and should be reviewed in detail by the Clients. The annualized investment management fee is a percentage of assets in the Account and will be charged on a sliding scale according to the following schedule:</p>
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Item 1D (Continued)	Portfolio Size	Annual %
	First \$499,999	2.00
	\$500,000 to \$749,999	1.75
	\$750,000 to \$999,999	1.50
	\$1,000,000 to \$3,000,000	1.25
	\$3,000,000+	Negotiable
	The Account fee will be paid quarterly and in advance pursuant to the Account Client Services Agreement with the Client. The fee will be payable when the Account is established, pro-rated for the first partial quarter, if any. Thereafter, fees will be payable on the first day of each calendar quarter based on the asset value of the Account as of the last business day of the prior quarter. Additional deposits to the Account are subject to the same procedures.	
	WRAP FEE PROGRAMS	
	In addition to the aforementioned investment advisory products and services, HAM also offers its Clients the <i>Triad Advisors Odyssey Account</i> and the <i>Triad Advisors Pinnacle Account</i> .	
	<u>Odyssey Account</u>	

In addition to Privately Managed Accounts described above, Triad Advisors, Inc., as an registered investment adviser ("Triad" or "Triad Advisors") (the "Investment Manager") and Rochdale Investment Management (the "Sub-Manager") provide the Odyssey account. This is a wrap fee account, whereby the client selects a recommended asset allocation for its assets, although the client has the ability to place restrictions on the types and classes of securities which may be purchased for the account, subject to the approval of the manager. The Odyssey Account is designed primarily to assist Triad in providing investment management services such as risk profiling, target asset class allocation, customization and implementation of asset allocation, and management through periodic and/or event driven rebalancing. There is a \$25,000 minimum relationship size (cash or assets) for the Odyssey Account and fees are negotiable. The basic asset based fee schedule is described below.

Portfolio Size	Annual %
First \$249,999	2.50
\$250,000 to \$499,999	2.25
\$500,000 to \$749,999	2.00
\$750,000 to \$999,999	1.75
\$1,000,000 to \$3,000,000	1.50
\$3,000,000+	Negotiable

Fees include the Investment Manager fee of 0.15% and Sub-Manager fee of 0.20%. Clearing and trading fees are paid through the Investment Manager's portion of the fee.

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Item 1D (Continued)	<p>There are no transaction charges assessed to the client in the Odyssey Account. Please refer to the Wrap Brochure for more details of its service descriptions and fee structure.</p> <p><u>Pinnacle Account</u></p> <p>The Pinnacle Account is Wrap Account sponsored by Triad through its investment adviser and designed to allow the IAR the ability to manage mutual funds, stocks, bonds and insurance products (including variable annuity subaccounts). A Wrap Account offers clients a convenient single "wrap" fee that covers investment management, administrative and trading costs. The Pinnacle Account may be suitable for accounts greater than \$150,000 and prefer not to pay individual transaction charges. However, there is no minimum account size and fees are negotiable. The basic asset based fee schedule for the Pinnacle Account is as follows:</p> <table><thead><tr><th>Portfolio Size</th><th>Annual %</th></tr></thead><tbody><tr><td>First \$249,999</td><td>2.50</td></tr><tr><td>\$250,000 to \$499,999</td><td>2.25</td></tr><tr><td>\$500,000 to \$749,999</td><td>2.00</td></tr><tr><td>\$750,000 to \$999,999</td><td>1.75</td></tr><tr><td>\$1,000,000 to \$3,000,000</td><td>1.50</td></tr><tr><td>\$3,000,000+</td><td>Negotiable</td></tr></tbody></table> <p>There are no transaction charges assessed to the client in the Pinnacle Account. However, a minimum service fee may be charged and an early termination fee will be charged for accounts open less than one (1) year. For more detail on the Pinnacle Account please reference its Wrap Brochure.</p> <p>The Programs may be offered by HAM on a discretionary or non-discretionary basis. In a discretionary account, HAM's Advisory Representative may purchase or sell load waived, no-load mutual funds and other equity and debt securities for Accounts, without obtaining specific Client approval for each transaction. In a non-discretionary account, HAM's Advisory Representative will only purchase or sell securities which have been approved by Clients in advance.</p> <p>The Programs are offered as a "Wrap Accounts" which bundles Advisory, Administrative and Transaction Charges into one asset-based fee. Alternatively, the Transaction Charges can be unbundled from the Advisory and Administrative fees.</p> <p>Total Account Fees will range to a maximum of 2.50% in a Wrap Program. Asset-based fees will also range to a maximum of 2.50% in the Unbundled Program; however, Clients will pay separate transaction fee.</p>	Portfolio Size	Annual %	First \$249,999	2.50	\$250,000 to \$499,999	2.25	\$500,000 to \$749,999	2.00	\$750,000 to \$999,999	1.75	\$1,000,000 to \$3,000,000	1.50	\$3,000,000+	Negotiable
Portfolio Size	Annual %														
First \$249,999	2.50														
\$250,000 to \$499,999	2.25														
\$500,000 to \$749,999	2.00														
\$750,000 to \$999,999	1.75														
\$1,000,000 to \$3,000,000	1.50														
\$3,000,000+	Negotiable														

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Item 1D (Continued)	<p><b>NON-WRAP FEE-BASED ASSET MANAGEMENT</b></p> <p>In addition to Triad Advisors wrap account programs, HAM also offers its Clients the non-wrap fee-based asset management through the following Triad Advisors programs:</p> <p><u>Summit Account</u></p> <p>The Summit Account is designed to permit Triad through its investment adviser to manage mutual funds, insurance products (including variable annuity sub-accounts), stocks, options and bonds pursuant to investment objectives chosen by the client. In addition, investors can buy or sell a variety of mutual funds without transaction charges. In order to offer clients flexibility and one consolidated brokerage statement, stock and bond trading is available for discounted transaction charges. No commissions may be earned by HAM or its IARs for purchases or sales in Summit Accounts. The Summit Account may be suitable for accounts greater than \$50,000 that invest primarily in mutual funds. However, there is no minimum account size</p> <p>and fees are negotiable. The basic asset based fee schedule for the Summit Account is as follows:</p> <table><tr><td>Portfolio Size</td><td>Annual %</td></tr><tr><td>First \$499,999</td><td>2.00</td></tr><tr><td>\$500,000 to \$749,999</td><td>1.75</td></tr><tr><td>\$750,000 to \$999,999</td><td>1.50</td></tr><tr><td>\$1,000,000 to \$3,000,000</td><td>1.25</td></tr><tr><td>\$3,000,000+</td><td>Negotiable</td></tr></table> <p>In addition to the advisory fee, accounts may be assessed transaction charges. These transaction charges may be higher or lower than transaction charges or commissions the client may pay at other broker-dealers. The current Summit transaction schedule is detailed in the Summit Advisory Agreement. In addition, a minimum service fee may be charged and an early termination fee may, as described previously, will be charged for accounts open less than one (1) year.</p> <p><u>Crown Account</u></p> <p>The Crown Account is designed to allow Triad through its investment adviser the ability to manage mutual funds, stocks, bonds, options and insurance products (including variable annuity sub-accounts) and allow the client to pay individual transaction charges. No commissions may be earned by HAM or its IARs for purchases or sales in Crown Accounts. There is no minimum account size and fees are negotiable. The basic asset based fee schedule for the Crown Account is as follows:</p>	Portfolio Size	Annual %	First \$499,999	2.00	\$500,000 to \$749,999	1.75	\$750,000 to \$999,999	1.50	\$1,000,000 to \$3,000,000	1.25	\$3,000,000+	Negotiable
Portfolio Size	Annual %												
First \$499,999	2.00												
\$500,000 to \$749,999	1.75												
\$750,000 to \$999,999	1.50												
\$1,000,000 to \$3,000,000	1.25												
\$3,000,000+	Negotiable												

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	\$750,000 to \$999,999	1.50
	\$1,000,000 to \$3,000,000	1.25
	\$3,000,000+	Negotiable
	<p>In addition to the advisory fee, accounts are assessed transaction charges. These transaction charges may be higher or lower than transaction charges or commissions the client may pay at other broker-dealers. All transactions are subject to postage and handling fees. The current Crown transaction schedule is detailed in the Crown Advisory Agreement. In addition, a minimum service fee may be charged.</p>	
	<p><u>Apex Account</u></p> <p>The Apex Account is designed to permit Triad through its investment adviser to manage mutual funds, stocks, bonds, options and insurance products (including variable annuity sub-accounts) pursuant to investment objectives chosen by the client and allow the client to pay individual transaction charges on a simplified schedule. No commissions may be earned by HAM or its IARs for purchases or sales in Apex Accounts. There is no minimum account size and fees are negotiable. The basic asset based fee schedule for the Apex Account is as follows:</p>	
	Portfolio Size	Annual %
	First \$499,999	2.00
\$500,000 to \$749,999	1.75	
\$750,000 to \$999,999	1.50	
\$1,000,000 to \$3,000,000	1.25	
\$3,000,000+	Negotiable	
<p>In addition to the advisory fee, accounts are assessed transaction charges. These transaction charges may be higher or lower than transaction charges or commissions the client may pay at other brokerdealers. All transactions are subject to postage and handling fees. The current Apex transaction schedule is detailed in the Apex Advisory Agreement. In addition, a minimum service fee may be charged.</p>		
<p>The complete schedule of Program fees is set forth in the Program Brochure created by the programs and provided by HAM to its clients prior to or concurrent with their engagement in the Program.</p>		
<p>The Client may terminate HAM's Investment Management Services without penalty (full refund or no fees due) within 5 business days of signature if HAM's Form ADV Part II is delivered at the time of engagement. Otherwise, Investment Management Services may be immediately terminated upon receipt of written notice by either party. If the termination occurs prior to the end of a calendar quarter, a pro-rata refund of unearned fees will be made to the Client.</p>		

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Item 1D (Continued)	<p><b><i>Portfolio Management Services Under Third Party Advisory Services</i></b></p> <p>Advisor may refer clients to other Third Party Asset Managers, where one of the third party money manager investment advisory representatives will design an investment portfolio and provide ongoing corresponding investment management services on a fee-only basis for a percentage of assets, not to annually exceed 3.0% of asset under management.</p> <p>The third party money managers' annual investment advisory fee shall be pro-rated and paid quarterly, in advance or arrears. The percentage (%) portion of the fee shall be based upon the market value of the assets on the last day of the previous quarter. These third party money managers may in their sole discretion, charge a lesser annual advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, type of services required, account composition, negotiations with client, etc).</p> <p>Advisor shall generally recommend that investment management accounts be maintained at the third party money manager's place of business or another unaffiliated service provider. Factors which Advisor considers in recommending a third party money manager (or any other investment adviser or other broker-dealer/custodian) to clients include their respective financial strength, reputation, execution, pricing, reporting, research, and service. Prior to Advisor referring clients to third party money managers for investment management services, the client will be required to sign a Solicitation Disclosure Statement setting forth the percentage of the client's overall advisory fee to be paid to Advisor, that they understand Advisor is being paid a fee to refer the client to third party money managers and whether the client's fee will be increased as a result of the solicitation fee paid to Advisor.</p> <p><b>FINANCIAL PLANNING</b></p> <p>HAM provides <b>Financial Planning</b> advice to individuals on various issues relating to the following: Portfolio analysis, pre-retirement planning, employee benefits, college funding, business planning, investment strategies, estate plans, trusts, tax status, Client defined issues, and insurance using long-term strategies so that continuous monitoring is not required. HAM, through its Advisory Representatives will typically provide a variety of financial planning services, principally advisory in nature, to individuals or families regarding the management of their financial resources, based upon an analysis of Client needs, goals and objectives. Generally, such planning services will involve preparing a financial program for a Client based upon the Client's financial circumstances and stated objectives.</p> <p>The plan or program developed for a Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that may include obtaining insurance,</p>
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Item 1D (Continued)	<p>revising existing coverages, establishing an individual retirement account, an increase or decrease of funds held in reserves or an investment of funds in securities. Services may also include the preparation of a cash flow analysis and/or recommendations relating to certain long-term objectives (i.e., mortgage, college funding, retirement, etc.)</p> <p>The nature of services to be provided will be agreed upon at the time of engagement and outlined in the Client Agreement. Fees for Financial Planning are determined prior to engagement and based upon the complexity of services. The hourly fee is negotiable and is generally \$150. The fixed fees range from \$500 to \$5000. Fees for all plans will be due and payable upon delivery of the plan. If Client circumstances or objectives change such that a new investment plan is required, there may be an additional charge. The Financial Planning services terminate upon delivery of the plan.</p> <p>Clients may terminate the Financial Planning Agreement within 5 business days of signature. After 5 days, the Client will be invoiced for any portion of time incurred by HAM on the development of the Plan prior to termination at an hourly rate of \$150.</p>
Item 2G	Applicant also generally provides investment advice to State or Municipal Government entities.
Item 6	<p><b><u>Christopher Thomas Tolmacs</u></b> CRD# 4648724</p> <p><b>Year of Birth:</b> 1968</p> <p><b>Education:</b> Gobles High School, Gobles, Michigan, Graduated 1986</p> <p><b>FINRA Exams:</b> Series 7 -July 2003, Series 66 -August 2003, Series 24 -October 2004</p> <p><b>Professional Designations:</b> Life Underwriter Training Council (insurance)</p> <p><b>Business Background For Preceding 5 Years:</b></p> <ul style="list-style-type: none"><li>• Harbinger Asset Management, LLC, Portage, Michigan, 10/03-Present, Managing Member &amp; Chief Compliance Officer</li><li>• Harbinger Financial Group, Inc., Portage, Michigan, 01/00-Present, President/CEO/Registered Principal</li><li>• Bankers Life &amp; Casualty Co. Portage Michigan and South Bend, Indiana, 05/93-01/00, Branch Manager/Advisor Development</li></ul>

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Item 6 (Continued)	<p><b><u>Emil Daniel Ross CRD# 1278703</u></b></p> <p><b>Year of Birth:</b> 1958</p> <p><b>Education:</b> Michigan State University, East Lansing, Michigan, Bachelor of Science Degree in Engineering, 1980</p> <p><b>FINRA Exams:</b> Series 7 August 2003, Series 63 August 2003, Series 65 December 2006</p> <p><b>Business Background For Preceding 5 Years:</b></p> <ul style="list-style-type: none"><li>• Harbinger Asset Management, LLC, Portage, Michigan, 04/08-Present, Investment Adviser Representative</li><li>• Harbinger Financial Group, Inc., Portage, Michigan, 04/05 to Present, Registered Representative</li><li>• Edward Jones, St Louis, Missouri, 06/03 to 03/05, Registered Representative</li><li>• DTE Peer Welding Systems, Benton Harbor, MI, 05/95 to 06/03, Engineer</li></ul>
Item 7A & 7B	Messrs. Tolmacs and Ross, and are a registered representatives for various insurance companies for the sale of insurance products. They may sell insurance products to clients of Adviser, which accounts for about twenty-five percent (25%) of their time.
Item 9E and Miscellaneous	<p>HAM or its Advisory Representatives may buy or sell securities identical to those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to the Client.</p> <p>It is the expressed policy of HAM that its Advisory Representatives may not purchase or sell any individual stock or bond prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such Advisory Representative from benefiting from transactions placed on behalf of advisory accounts. As these situations represent a conflict of interest, HAM has established the following restrictions in order to ensure its fiduciary responsibilities: 1) A Director, Officer or Advisory Representative shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her affiliation with HAM unless the information is also available to the investing public on reasonable inquiry; 2) No person shall prefer his or her</p>

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Item 9E and  
Miscellaneous  
(Continued)

own interest to that of the advisory Client; 3) All Clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process; 4) HAM emphasizes the unrestricted right of the Client to decline to implement any advice rendered, except in situations where a Third Party Advisory Service is granted discretionary authority in the Client's account; 5) HAM required that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices; and 6) Any individual not in observance of the above may be subject to termination.

Transactions in securities undertaken by Advisory Representatives are not likely to have an impact on the prices of the securities of which HAM Clients may be invested. HAM has established policies relating to the prohibition of insider trading activities.

***CODE OF ETHICS***

Registrant may buy or sell securities identical to those recommended to its customers for its personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to clients.

It is the expressed policy of Registrant that it may not purchase or sell any individual stock or bond prior to a transaction(s) being implemented for an advisory account, and therefore, preventing it from benefiting as a result of transactions placed on behalf of advisory accounts.

As these situations represent a conflict of interest, Registrant has established the following restrictions in order to ensure its fiduciary responsibilities to clients are met:

- 1) Registrant shall not buy or sell securities for its personal portfolio(s) where its decision is substantially derived, in whole or in part, by its role as a Registrant or its affiliation with any financial services firm, unless the information is also available to the investing public on reasonable inquiry. In no case, shall Registrant prefer its own interest to that of its advisory clients. (1) (2)
- 2) Registrant emphasizes the unrestricted right of its clients to decline to implement any advice rendered, except in situations where a Third Party Advisory Service is granted discretionary authority in the client's account.
- 3) Registrant recognizes it must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

**Footnotes**

- (1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of Registrants' client's trade in sufficiently broad markets to permit transactions by clients to be completed without

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Item 9E and Miscellaneous (Continued)	<p>an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with Registrant's records in the manner set forth above.</p> <p>(2) Open-end mutual funds and/or the investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase of redemption. As such, transactions in mutual funds and/or variable insurance products by Registrant are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by Registrant's Investment policies and procedures.</p>
Item 12A(1), (2), &(3)	<p>In certain cases, HAM does have the authority to determine, without obtaining specific Client consent, securities to be bought or sold and the amount of securities to be bought or sold, the broker/dealer to be used, but not the commission rates to be paid. HAM has limited discretionary authority (limited power of attorney to execute trades) on client accounts. Written authorization for limited trading discretion is obtained from certain advisory accounts to purchase and sell securities. See response to 1D. for information regarding particular third-party advisory programs. However, HAM reasonably believes that the firms it utilizes have the necessary blend of execution services, commission and transaction costs, as well as overall professionalism which allow HAM to seek the best execution and competitive prices. However, Clients should be aware that best execution and lower commissions may not necessarily be achieved if recommend transactions are placed through HAM's Advisory Representatives, as independent insurance agents. HAM will not have the authority to withdraw funds or take custody of Client funds or securities.</p>
Item 12B	<p>Investment Advisory Accounts will generally be established with National Financial Services, LLC, ("NFS") a Fidelity Investments Company, an unaffiliated service provider. Factors which Mutual considers in utilizing NFS (or any other broker-dealer/custodian) to clients include its respective financial strength, reputation, execution, pricing, reporting, research, and service. Prior to Mutual providing investment management services, Client will be required to enter into a formal Investment Advisory Agreement with Mutual setting forth the terms and conditions under which Mutual shall manage Client's assets, and a separate custodial/clearing agreement with NFS.</p> <p>Mutual's Investment Advisory Agreement and the custodial/clearing agreement, may authorize the account custodian to debit the client account for the amount of Mutual's investment advisory fee and to directly remit that management fee to Mutual in accordance with required SEC procedures.</p>
Item 13A	<p>In return for effecting securities transactions through NFS or another designated broker-dealer or custodian, the Registrant may receive certain investment research products and/or services which assist the Registrant in its investment decision-</p>

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

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

Applicant:  
**Harbinger Asset Management, LLC**

SEC File Number:  
801-69393

Date:  
02/27/2009

(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: <b>Harbinger Asset Management, LLC</b>		IRS Empl. Ident. No.:
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Item 13A (Continued)	<p>making process for the client, all of which transactions shall be in compliance with Section 28(e) of the Securities Exchange Act of 1934.</p> <p>The brokerage commissions and/or transaction fees charged by NFS or any other designated broker-dealer or custodian are exclusive of, and in addition to, Registrant's investment management fee.</p> <p>Registrant does not receive any cash benefits, including commissions, from NFS or any other broker-dealer or custodian in connection with client accounts. Certain non-cash benefits may be received by Registrant from NFS or another broker-dealer or custodian which would not be available if Registrant did not maintain a relationship with NFS or any other broker-dealer or custodian. These non-cash benefits received by Registrant from NFS include:</p> <ul style="list-style-type: none"> <li>▪ NFS directly reimbursing clients for termination and/or transfer fees levied by firms during the process of bringing their accounts to NFS;</li> <li>▪ duplicate client account confirmations and statements;</li> <li>▪ registrant's access to a trading desk for institutional clients;</li> <li>▪ ability to have investment advisory fees automatically deducted from client accounts;</li> <li>▪ possible access to an electronic communications network for client order entry and account information;</li> <li>▪ compliance publications and continuing education seminars;</li> <li>▪ lower minimum initial investments required for mutual fund investments than is generally required;</li> <li>▪ access to certain institutional mutual funds by HAM's retail investors.</li> </ul> <p>Similar benefits are received from other broker-dealers or custodians.</p> <p><b>PRIVATE ASSET MANAGEMENT SOLICITATION PROGRAMS</b></p> <p>These privately managed accounts are offered through National Financial via Envestnet Asset Management, Inc. which offers three Programs:</p> <p>I. Mutual Fund Advisory Program, which is a mutual fund wrap program sub-managed by Strategic Advisers, Inc. (SAI), an SEC registered investment advisor, and a Fidelity Investments company or SIGMA. The program invests client's assets in mutual fund portfolios that include investor profiling, account monitoring, portfolio rebalancing, and performance reporting. The minimum account size is \$50,000.</p> <p>II. Separate Account Program, which offers access one of over 100 separate account managers representing more than 400 investment disciplines in each account. With a separately managed account the client directly owns the securities in the portfolio</p>
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Item 13A (Continued)	<p>and can participate in actively managing the account for tax efficiency. The minimum account size is \$100,000.</p> <p>III. Multi-Manager Account Program, which allows for the combination of two or more institutional or separate account managers into a single portfolio. This option provides the same benefits of the Separate Account Program but offers diversified asset classes and investments styles in a single account and has a minimum account size of \$250,000.</p> <table> <tr> <td>Portfolio Size</td> <td>Annual %</td> </tr> <tr> <td>First \$499,999</td> <td>2.00</td> </tr> <tr> <td>\$500,000 to \$749,999</td> <td>1.75</td> </tr> <tr> <td>\$750,000 to \$999,999</td> <td>1.50</td> </tr> <tr> <td>\$1,000,000 to \$3,000,000</td> <td>1.25</td> </tr> <tr> <td>\$3,000,000+</td> <td>Negotiable</td> </tr> </table>	Portfolio Size	Annual %	First \$499,999	2.00	\$500,000 to \$749,999	1.75	\$750,000 to \$999,999	1.50	\$1,000,000 to \$3,000,000	1.25	\$3,000,000+	Negotiable
Portfolio Size	Annual %												
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\$1,000,000 to \$3,000,000	1.25												
\$3,000,000+	Negotiable												
Miscellaneous	<p>Privacy of Consumer Information</p> <p>HAM, as a Registered Investment Advisory Firm, is covered under the definition of a “financial institution” under the Federal Gramm-Leach-Bliley Act. HAM is subject to the rules of privacy imposed under the Act. To maintain compliance, every broker, dealer, investment company, and registered investment Advisor is required to adopt policies and procedures reasonably designed to safeguard customer records and information.</p> <p>As an Investment Advisor, HAM maintains compliance under the ACT and with the SEC’s Regulation S-P (“Privacy Rule”).</p> <p>The types of information HAM may collect during the normal course of business may include:</p> <ul style="list-style-type: none"> <li>➤ Information provided from applications, forms and other information provided to us either verbally or in writing, and include but are not limited to your name, address, phone number, account information, social security number, employment, assets, income and debt;</li> <li>➤ Information about your transactions, accounts, trading activity and parties to transaction;</li> <li>➤ Information from other outside sources;</li> <li>➤ Any other information that is determined to be nonpublic personal information as defined by the Gramm-Leach-Bliley Act and by the Securities and Exchange Commission’s Privacy Act, “Regulation S-P”.</li> </ul> <p>The staff of HAM realizes that providing personal information is an act of trust and takes the issue of protecting privacy very seriously. HAM values its Clients’ trust</p>												

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Miscellaneous (Continued)	<p>and confidence. HAM will never sell the nonpublic personal information we obtain from Consumers or Clients. All information provided by Clients to HAM, (including HAM's Associated Persons), and information and advice furnished by HAM to Clients, shall be treated as confidential and shall not be disclosed to non-affiliated third-parties, except as permitted by Clients with written authorization, by application to facilitate the investment advisory services offered by HAM via an unaffiliated financial services provider, by Client's application to facilitate insurance services through an unaffiliated insurance company, or as required by any rule, regulation or law of any regulatory, self-regulatory or supervising organization to which HAM or its associated persons may be subject.</p> <p>HAM strives to only recommend financial service providers that share our privacy policies, but Clients are encouraged to request each specific firm's written policy for review.</p> <p>HAM maintains Client's records in a controlled environment and records are only available to authorized persons of HAM who have a need to access Client information in order to deliver advisory services or respond to Client requests. Clients are encouraged to discuss any questions regarding our privacy policies and procedures directly with HAM's Managing Member and Chief Compliance Officer, Chris Tolmacs.</p>
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