

FIRM BROCHURE (PART 2A OF FORM ADV)

HARPSWELL CAPITAL ADVISORS, LLC
41 CAMPUS DRIVE, SUITE 203
NEW GLOUCESTER, MAINE 04260
(207) 926-1346
www.harpswelladvisors.com
info@harpswelladvisors.com

November 2013

This brochure provides information about the qualifications and business practices of Harpswell Capital Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at: (207) 926-1346, or by email at: info@harpswelladvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC or a state securities authority does not imply a certain level of skill or training.

Additional information about Harpswell Capital Advisors, LLC, also is available on the SEC's website at www.adviserinfo.sec.gov

ITEM 2: MATERIAL CHANGES

Material Changes since the Last Update

This is the initial Form ADV Part 2A for Harpswell Capital Advisors, LLC, and accordingly there is nothing to disclose in this section.

ITEM 3: TABLE OF CONTENTS

ITEM 2: MATERIAL CHANGES	2
<i>Material Changes since the Last Update</i>	2
ITEM 3: TABLE OF CONTENTS	3
ITEM 4: ADVISORY BUSINESS	5
<i>Firm Description</i>	5
<i>Principal Owner</i>	5
<i>Types of Advisory Services</i>	5
<i>Tailored Relationships</i>	6
<i>Assets Under Discretionary and Non-Discretionary Management</i>	6
ITEM 5: FEES AND COMPENSATION	6
<i>Description</i>	6
<i>Fee Billing</i>	6
<i>Other Fees or Expenses</i>	6
<i>Participation or Interest in Client Transaction</i>	6
ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	6
ITEM 7: TYPES OF CLIENTS	6
ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	7
<i>Methods of Analysis and Investment Strategies</i>	7
<i>Risks of Loss</i>	7
ITEM 9: DISCIPLINARY INFORMATION	9
ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	9
<i>Broker-Dealer Registration</i>	9
<i>Futures, Commodity Pool Operator, Commodity Trading Advisor</i>	9
<i>Related Person Arrangements</i>	9
<i>Arrangements With Other Investment Advisers</i>	9
ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	9
<i>Code of Ethics</i>	9
ITEM 12: BROKERAGE PRACTICES	13
<i>Selecting Brokerage Firms</i>	13
ITEM 13: REVIEW OF ACCOUNTS	14
<i>Periodic Reviews</i>	14
<i>Review Triggers</i>	15
<i>Regular Reports</i>	15

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION	15
ITEM 15: CUSTODY.....	15
ITEM 16: INVESTMENT DISCRETION	15
ITEM 17: VOTING CLIENT SECURITIES	15
<i>Proxy Votes</i>	15
ITEM 18: FINANCIAL INFORMATION.....	16
ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS	16

ITEM 4: ADVISORY BUSINESS

Firm Description

1. Harpswell Capital Advisors, LLC (“Harpswell Advisors”), a Delaware limited liability company formed in August 2013. Harpswell Advisors was created as a vehicle for foundations, endowments, institutions, and families to invest utilizing an endowment style investment strategy. Harpswell Advisors invests directly in both equity and fixed income securities and derivatives as well as some private fund investments, which may include private equity and hedge funds. Furthermore, we allocate assets to outside managers when the economics and strategies are appropriate and serve our clients in a capacity that helps them meet their investment goals.
2. Harpswell Capital Advisors, LLC was created with guiding principles that we feel significantly differentiate it from competitors. In addition to embracing a competitive performance focused approach to investing, Harpswell Advisors makes every effort to reaffirm its commitment of being fully aligned with its investors. Finally, Harpswell was created with the intention of maintaining an active role in the Maine communities and expects to remain a significant contributor to Maine’s philanthropic and nonprofit institutions.
3. John P. Moore (Jack) founded Harpswell Capital Advisors, LLC with a team that share his passion for offering world class investment services in Maine with superior terms and set an example of what it means to be fully aligned with your investors.
4. Jack resides in Yarmouth with his wife, Alison, and three boys and is active in youth sports programs. Jack serves on the Board of Directors for the United States Olympic Biathlon foundation, the Portland Museum of Art and is the Chair of the board for the Good Will-Hinckley School in Hinckley Maine. Jack also serves on several investment committees including the University of Maine System and the Portland Museum of Art.

Principal Owner

John P. Moore is the sole principal owner of Harpswell Advisors.

Although there are no other principal owners at this time, Harpswell Advisors has granted to The Libra Foundation, a charitable foundation based in Maine, an option to acquire a significant economic interest in the business.

Types of Advisory Services

General investment supervisory services in equity and fixed income investments, with a value investing bias.

Tailored Relationships

The firm focuses on constructing an effective portfolio for each client that is tied to each endowment, institution or family's investment goals, risk tolerances, and specific investment requirements. Portfolio rebalancing is generally to be performed quarterly, but intra-quarter reallocations may also be made when allocation limits are hit or in response to market conditions and forecasts.

Assets Under Discretionary and Non-Discretionary Management

All assets are expected to be under discretionary management. As of the date of this brochure, Harpswell Advisors has no assets under management.

ITEM 5: FEES AND COMPENSATION

Description

Harpswell Advisors charges management fees at a rate of 0.40% per annum of assets under management.

Fee Billing

Quarterly in arrears.

Other Fees or Expenses

Harpswell does not charge any additional fees on top of its single charge on assets. Investors will incur some fees or commissions related to Harpswell Advisors' investments in outside managers, some transactions with outside brokers or Harpswell Advisors' custodian; none of these fees go to Harpswell. As your advocate and partner, Harpswell Advisors will strive to minimize these fees as much as prudently possible.

Participation or Interest in Client Transactions

Not applicable.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Harpswell Advisors does not charge any performance based fees.

ITEM 7: TYPES OF CLIENTS

Advisors clients are expected to consist primarily of foundations, endowments, pensions, institutions and families with investment goals and parameters that require considerable detail

and customization. We review each potential client on a basis of several factors to assess the quality of fit and looks to only partner with those families and institutions where there is the best fit. The firm expects to manage capacity and resources to insure service quality is maintained at the highest level.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategies

Harpowell Capital Advisors, LLC invests in US and international equities and bonds, as well as selecting outside managers and hard assets. We believe that the firm is well positioned to directly invest most of our clients' portfolio, however we recognize that there may be some outside managers that are better qualified to manage certain segments of the portfolio and accordingly may place a portion of the portfolio under the management of such outside managers. Harpswell Advisors has a value bias and analyzes its investment decisions from a long term risk and reward perspective as well as a shorter term tactical view. The firm starts with asset allocation from a top-down perspective and evaluates individual investments with respect to their fit for the portfolio as well as a bottoms-up assessment of the long term economics of the investment.

The firm focuses on constructing an effective portfolio for each client that is tied to each institution or family's investment goals, risk tolerances, and specific investment requirements. Portfolio rebalancing is generally performed quarterly, but intra-quarter reallocations may be made when allocation limits are hit or in response to changes in market conditions and forecasts.

Harpowell Advisors' investment strategy generally features a bias towards value investment but recognizes that other factors may drive outperformance under certain conditions. Harpswell Advisors makes all investments under a thesis for long term appreciation.

Harpowell Advisors embraces a strong performance oriented culture and focuses exclusively on longer-term valuation variables over shorter term trends. The firm also places great importance on corporate governance and quality of management and feels these factors are a key determinate of value creation. To this end, we assess a wide range of investments including those that may be considered to be contrarian and sometimes favor investments that are out of favor with the consensus view yet offer attractive longer-term return potential.

Harpowell Advisors relies heavily on a well-structured investment process devotes considerable resources to risk analysis and has regular contact with most of the companies and firms it invests in.

Risks of Loss

The firm's investment objectives present a business and financial risk that a potential investor must be willing and able to bear. Investment in Harpswell Advisors' strategies is inadvisable for unsophisticated investors, or investors who may not be able to hold their Interests for a period of at least 12 months and who cannot afford a complete loss of their investment.

Harpowell Advisors represents a new investment venture and involves a new investment strategies. Harpswell Advisors has no operating history. Past performance of any preceding ventures of Jack Moore or any other employees of Harpswell Advisors should not be taken as any indication of expected results of Harpswell Advisors' investment strategies.

To the extent that any portion of the portfolio is placed under the management of third party portfolio managers, Harpswell Advisors may have only limited information about the daily investing activities of such managers. While we will strive to be diligent in our selection process, Harpswell Advisors and its clients must rely on the skill and diligence of such third parties in their performance of their duties.

In addition to the above, clients and prospective clients should note that all investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Clients face the following major investment risks:

- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to general market events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger broad pricing changes.
- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Political Risk: Overseas investments, especially in emerging markets, are exposed to the risk of political instability, capital controls, punitive taxes and expropriation.
- Reinvestment Risk: Future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not. Certain highly illiquid assets (such as private real estate, private equity, venture capital and hedge funds subject to long term "lock ups" and/or "gates" on withdrawals) and will be appropriate only for clients who have no need for present liquidity with respect to the investment.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

The above noted risks are not intended to be a complete explanation of all the risks involved in Harpswell Advisors' investment strategies. In addition to this brochure, current and prospective clients should carefully read the terms of any agreements to be entered into with Harpswell Advisors in their entirety. Such materials may contain a more thorough discussion of the risks involved in any such investment or investment program. In addition, current and prospective clients should consult with their own professional advisors before deciding whether to invest with Harpswell Advisors.

ITEM 9: DISCIPLINARY INFORMATION

Nothing to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Broker-Dealer Registration

Not applicable.

Futures, Commodity Pool Operator, Commodity Trading Advisor

Not applicable.

Related Person Arrangements

Not applicable.

Arrangements With Other Investment Advisers

Not applicable.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

Harpswell Advisors has adopted a Code of Ethics (the "Code") in accordance with Rule 204A-1 of the Investment Advisers Act of 1940. A copy of the Code is available to clients upon request without charge. The purpose of the Code is to set forth certain key guidelines that have been adopted by Harpswell Advisors as office policy. It provides guidance for all personnel and specifies the responsibilities of all of Harpswell Advisors' employees to act in accordance with their fiduciary duty to clients and to comply with applicable federal and state laws and regulations. The standards are premised on the concepts of integrity, honesty and trust, and in

full compliance with all applicable federal and state laws and regulations concerning the securities industry. The following is a summary of certain provisions of the Code.

Confidential Information

As an investment advisor, Harpswell Advisors has a fiduciary duty to its clients not to divulge or misuse information obtained in connection with its services as an advisor. All information, whether of a personal or business nature, that an employee obtains about a client's affairs in the course of employment with Harpswell Advisors should be treated as confidential and used only to provide services to or otherwise to the benefit of the client. Harpswell Advisors' services to the client, such as advisory services, should ordinarily be treated as confidential. Employees must not discuss or disclose confidential information about clients to anyone outside of the firm. Employees should not confide client information to their relatives, friends or strangers. The Code provides that any misuse of confidential information about a client may cause both the client and Harpswell Advisors substantial injury; therefore, there are serious consequences for employees who fail to comply with the Code. In addition to client information, information about non-clients that may be included in client information also should be held in confidence.

The Code provides steps that employees can take to assure that confidential information is not disclosed to persons outside the office, including: avoiding inadvertent or accidental disclosure by engaging in careless conversation in public environments; safeguarding papers and documents by marking file folders and locking file cabinets when appropriate; and employing additional safeguards such as establishing barriers to the exchange of information in especially sensitive situations and exercising care when transmitting confidential information by email or through the internet.

Material Inside Information

All Harpswell Advisors employees and all persons who receive nonpublic material inside information from employees concerning an issuer of securities (whether such issuer is a client or not or public or private) are subject to these rules. The Code provides that if any employee gives nonpublic material inside information concerning an issuer to a person outside Harpswell Advisors who then trades in securities of that issuer, the employee and that person may both have civil and criminal liability. To avoid confusion, inside information generally is information about an issuer's business or operations (past, present or prospective) that becomes known to an employee and which is not otherwise available to the public. If a person knows information about an issuer which the person believes would influence an investor in any investment decision concerning that issuer's securities and which has not been disclosed to the public, the person should not buy or sell that issuer's securities. The Code sets forth a list of certain kinds of information that are particularly likely to be considered "material inside information." In addition, the Code explicitly forbids the disclosure of material inside information to another person ("tipping") who subsequently uses that information for his or her profit.

In alignment with federal law, the Code prohibits any employee from using material inside information, whether obtained in the course of working at Harpswell Advisors or otherwise, for his or her private gain, for Harpswell Advisors' gain or for the client's gain. No trades should be executed for any employee, client or Harpswell Advisors, if Harpswell Advisors or the person executing the trade has material inside information about the issuer. Even in cases where the

information is in the public domain, case law requires that a person waits for a reasonable period of time after the publication prior to disclosure. Therefore, employees should not trade in the affected securities without first consulting with the Chief Compliance Officer.

In order to simplify and streamline the rules around Harpswell Advisors employees and insider trading, all Harpswell Advisors employees are prohibited from tradings for their own account in securities that are part of Harpswell Advisors' core holdings without preclearance with the firm's Chief Compliance Officer (other than personal accounts under the management of Harpswell Advisors which are investing in parallel with client accounts). To facilitate this restriction, a list of core holdings of the firm is maintained and provided to all employees (including any updates as may be needed from time to time).

All personnel receiving material, nonpublic information have the same duty not to disclose or use that information in connection with transactions of client securities. Employees also may not purchase or sell any securities with respect to which they have inside information for Harpswell Advisors' or for a client's account or cause clients to trade on such information until after such information becomes public. The foregoing prohibition applies whether or not the material inside information is the basis for the trade. Whenever employees come into possession of what they believe may be material nonpublic information about an issuer or come across information about an issuer in the public domain, employees should contact the Chief Compliance Officer as Harpswell Advisors as a whole may have an obligation not to trade in the securities of the issuer. The Chief Compliance Officer will inform appropriate personnel about issuers about which Harpswell Advisors has inside information so as to prevent any trading in securities of such issuers.

Fiduciary Duty and Conflicts of Interest

Harpswell Advisors and its employees have a fiduciary duty to act for the clients' benefit and to treat the clients fairly. Harpswell and its employees have a duty to take action on their clients' behalf before taking action in the interest of any employee or of Harpswell Advisors. The Code highlights many of the common conflicts of interest that may arise between Harpswell Advisors' employees and its clients. The manner in which an employee discharges his or her fiduciary duty and addresses a conflict of interest depends on the circumstances. Sometimes general disclosure of common conflicts of interest may suffice. Other times explicit consent of the clients to the particular transaction giving rise to a conflict of interest may be required. In other circumstances, an employee may be prohibited from engaging in the transaction regardless of whether the client consents. The client's consent will not in all cases insulate the employee against a claim of breach of the employee's fiduciary duty. Full disclosure of all material facts must be given if consent is to be effective. The duty to disclose and obtain a client's consent to a conflict of interest must always be undertaken in a manner consistent with the employee's duty to deal fairly with the client. Therefore, even when taking action with a client's consent, each employee must always seek to assure that the action taken is fair to the client.

The Code provides several common examples of conflicts of interest, including arrangements with selection and commissions of broker-dealers, gifts, and serving as a director or member of an investment committee of any public company, or of any organization where such duties might require involvement in investment decisions.

Scalping or Front-Running

As a general rule, any employee (or family member residing in that employee's household or other entity over which the employee has control) who knows of a pending "buy" recommendation or who is aware of a pending "sell" recommendation may not engage in the practice of purchasing or selling stock before Harpswell Advisors makes buy or sell recommendation to non-discretionary clients or takes action on the recommendation for its clients. Harpswell Advisors has taken steps to restrict access to material nonpublic information about its investment decisions, recommendations, client securities holdings and transactions, on a need to know basis.

Unfair Treatment of Certain Clients Vis-à-vis Others

An employee who handles one or more clients may be faced with situations in which it is possible to give preference to certain clients over others. Employees must be careful not to give preference to one client over another even if the preferential treatment would benefit Harpswell Advisors or the employee. The fiduciary duty of an employee to a client must govern the employee's actions in each situation and the extent of the fiduciary duty of an employee to a client is determined by the specific relationship between the parties and the reasonable inferences to be drawn from the relationship. In the absence of express or implied agreements between the parties, usage and custom should be used to determine how an employee should discharge his or her duty. Each situation should be examined closely to determine whether the client has consented to the employee's actions favoring another client and whether the resulting relationship with the client, with was not favored, is fair and consistent with the securities laws.

Dealing with Clients as Agent and Principal

In accordance with Section 206(3) of the Advisers Act, employees who are involved in situations where Harpswell Advisors is buying or selling securities from a client or acting as a broker-dealer for a non-client in a transaction with an advisory client, must disclose to the client in writing the capacity in which Harpswell Advisors acts, its profits (if it acts as principal) and its commissions (if it acts as agent for another) and obtain the client's consent. Employees must consult with the Chief Compliance Officer prior to entering such relationships. It is not expected that any such transactions will be approved.

Personal Trading

The Code establishes that all employees, partners, officers or directors of Harpswell Advisors are considered to be "Access Persons" as defined under the Advisers Act. Harpswell Advisors maintains a list a core holdings with respect to which Employees will be restricted in their personal investments (except and to the extent being invested by Harpswell Advisors on such Employee's behalf in parallel to client investments). Employees must obtain preclearance in writing from the Chief Compliance Officer before buying, selling, or pledging any security listed on such core holdings list for any account in which the employee has or is deemed by the Code to have a beneficial interest ("Covered Accounts"). In addition, Employees must obtain preclearance before any investment by their Covered Accounts in any private placement of securities (including investing in any private fund) and in any initial public offering of securities

by an issuer. Transactions effected without preclearance are subject, in the Chief Compliance Officer's discretion, to being reversed or, if the employee made profits on the transaction, to disgorgement of such profits. The Chief Compliance Officer's trades shall be approved by the President.

Other policies on personal trading include: setting limits on short-term trading where no employee may engage in the purchase and sale, or sale and purchase, for a Covered Account of the same (or equivalent) securities within any period of 60 calendar days; as well as providing that no Covered Account may buy, own, or trade in any options or futures contracts on any securities or securities indices. In the case of limiting trades of options, futures and other similar derivative securities, and short term trading, the Chief Compliance Officer may grant exceptions in particular circumstances in which she determines that no potential exists for the appearance of impropriety and that this prohibition would result in unreasonable hardship for the employee or other beneficial owners of a Covered Account.

The Code imposes strict employee reporting standards. Under the Code, each employee must submit an initial holdings report no later than 10 days following later of the date of the Code or the date of initial employment with Harpswell Advisors, disclosing to the Chief Compliance Officer the identities, amounts, and locations of all securities owned in all Covered Accounts. In addition, each employee must disclose similar information within thirty (30) days after the end of each calendar year while employed by Harpswell Advisors, starting in Q1 2014. Such reports must be current as of a date not more than 45 days prior to the employee joining Harpswell Advisors (for an initial report) or the date the report is submitted (for the annual report). In addition to self-reporting, each employee must instruct each broker, bank, or other financial institution in which the employee has a Covered Account to provide Harpswell Advisors with duplicates of all monthly or other periodic statements. Each employee also must report to the Chief Compliance Officer within 30 days after the end of each calendar quarter all securities transactions in all of the employee's Covered Accounts during the preceding quarter.

ITEM 12: BROKERAGE PRACTICES

Selecting Brokerage Firms

Harpswell Advisors assumes general supervision over placement of securities orders for the client portfolios it manages. Harpswell Advisors has the authority to determine the broker-dealer to be used in any securities transaction and the commission rate to be paid. While the primary criterion for all transactions in portfolio securities is the execution of orders at the most favorable net price, numerous additional factors may be considered when arranging for the purchase and sale of clients' portfolio securities. These include restrictions imposed by the federal securities laws and the allocation of brokerage in return for certain services and materials described below.

Harpowell Advisors will determine the abilities of a broker-dealer to obtain best execution of a particular transaction by considering relevant factors, including, but not limited to: (i) execution capabilities required by the transaction; (ii) ability and willingness of the broker-dealer to facilitate the account's portfolio transaction promptly and at reasonable expense; (iii) client's importance given to speed, efficiency or confidentiality; (iv) broker-dealer's apparent familiarity with sources buying and selling the securities; and (v) strength of the broker-dealer's research, quotation and consulting services and its ability to supplement Harpswell Advisors' management capabilities. The Best Execution and Soft Dollars Policy provides that Harpswell Advisors may use broker-provided research services which assist us in carrying out our investment decision making responsibilities.

Harpowell Advisors intends to comply with Section 28(e) of the Securities Exchange Act of 1934 in connection with, and to the extent that it uses, soft dollars. In cases where Harpswell Advisors acquires a research product or service with soft dollars that also has non-research uses, Harpswell Advisors will make a reasonable allocation of the cost of the product or service according to its use. Non-research services will be paid for by Harpswell Advisors in hard dollars.

All research services received from broker-dealers to whom commissions are paid are used collectively. There is no direct relationship between commissions received by a broker-dealer from a particular client's transaction and the use of any or all of that broker-dealer's research material in relation to that client's account. Harpswell Advisors may pay a broker-dealer a brokerage commission in excess of that which another broker-dealer might have charged for the same transaction in recognition of research and brokerage related services provided by the broker-dealer. In addition, a client may instruct Harpswell Advisors to direct securities transactions to a particular brokerage firm. Directed brokerage may result in such client paying higher commissions than would be the case if Harpswell Advisors were able to select brokers freely. Directed brokerage in many cases limits Harpswell Advisors' ability to negotiate commissions for the client and its ability to aggregate orders and may result in an inability to obtain volume discounts or best execution for the client in some transactions.

On a semi-annual basis, the Chief Compliance Officer shall review the list of brokers with whom Harpswell Advisors does business, the commissions paid to such brokers and the soft dollar products and services provided by such brokers to Harpswell Advisors and assess whether Harpswell Advisors is achieving best execution and is complying with its brokerage policy. The Chief Compliance Officer shall provide a written report of such assessment to Harpswell Advisors' president, along with any recommendations for changes.

ITEM 13: REVIEW OF ACCOUNTS

Periodic Reviews

All client accounts are reviewed on a daily basis by John P. Moore, the President and Managing Director of the Company.

Review Triggers

No additional triggers to disclose.

Regular Reports

Clients will be provided (either directly by Harpswell Advisors or by a third party custodian of the client's portfolio) monthly statements containing the month end NAV of the client's account and the performance over the relevant period.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Not applicable.

ITEM 15: CUSTODY

Harpswell Advisors does not maintain custody of client funds or securities.

ITEM 16: INVESTMENT DISCRETION

Harpswell Advisors retains authority to determine, without obtaining specific client consent, the particular securities to be bought or sold; the amount of securities to be bought or sold; the broker dealer to be used; and the commission rates paid. For more information regarding broker dealer and commission rates, please see Item 12.

Harpswell Advisors assumes general supervision over placement of securities orders for the client portfolios it manages. While the primary criterion for all transactions in portfolio securities is the execution of orders at the most favorable net price, numerous additional factors may be considered when arranging for the purchase and sale of clients' portfolio securities. These include restrictions imposed by the federal securities laws.

ITEM 17: VOTING CLIENT SECURITIES

Proxy Votes

Harpswell Advisors adopted a written proxy voting policy and related procedures designed to assure that client securities are voted in the best interests of the client and address material conflicts of interest that may arise between the investment adviser and its clients. It is the responsibility of all employees who are involved in portfolio management and/or the voting of client proxies to familiarize themselves with and adhere to Harpswell Advisors' proxy voting policy.

Any proxies received by the Company in connection with the client accounts will be reviewed by the Chief Compliance Officer. Harpswell Advisors expects that it will respond to most proxy requests. However, in the event that the Chief Compliance Officer determines that a material conflict exists between the interests of Harpswell Advisors and that of the client, such client will be given the opportunity to vote the proxy directly.

Clients may contact the Chief Compliance Officer, Wendy Ralph, via email at wkr@harpswelladvisors.com information on how the firm voted such client's proxies, and to request a copy of these policies and procedures. If a client requests this information the Compliance Officer will prepare a written response to the client that lists, with respect to each voted proxy that the client has inquired about (1) the name of the issuer; (2) the proposal voted upon; and (3) how the firm voted the client's proxy.

ITEM 18: FINANCIAL INFORMATION

Harpswell Advisors does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance, and thus is not required to include a balance sheet for the most recent fiscal year.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.
