

**FORM ADV**

**Uniform Application for Investment Adviser Registration**

**Part II - Page 1**

Name of Investment Adviser: <b>Horizon Advisors, LLC</b>				
Address: (Number and Street) <b>5851 San Felipe, Suite 700</b>	(City) <b>Houston</b>	(State) <b>TX</b>	(Zip Code) <b>77057</b>	Area Code: Telephone Number: <b>( 713) 748-7000</b>

**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: <b>Horizon Advisors, LLC</b>	SEC File Number: <b>801-61731</b>	Date: <b>08/15/09</b>
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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 . . . . .   | 90% |
| <input checked="" type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services . . . . .   | 5%  |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above . . . . .                                     | 5%  |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription . . . . .   | %   |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above . . . . .   | %   |
| <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="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .   | %   |
| <input type="checkbox"/> (8) Provides a timing service . . . . .   | %   |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above . . . . .   | %   |

(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                       |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> |

- C. Applicant offers investment advisory services for: (check all that apply)
- |  |  |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management      | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges                               | <input type="checkbox"/> (5) Commissions       |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input 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 checked="" 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 type="checkbox"/> C. Investment companies                        | <input type="checkbox"/> G. Other (describe on Schedule F)   |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans |  |

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

Applicant: <b>Horizon Advisors, LLC</b>	SEC File Number: <b>801- 61731</b>	Date: <b>08/15/09</b>
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**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

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

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

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

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

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

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input 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 checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            | (7) <input 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 checked="" type="checkbox"/> (7) accounting firm
<input type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input checked="" 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.

**Both Mr. Maddox, President of the Firm, and Owen Murray, Director of Investment Research and Portfolio Design, review all accounts at least monthly. Additional reviews are conducted as conditions warrant. Factors triggering additional reviews may include but are not limited to:**

- change in market conditions,
- change in mutual fund managers,
- change in client's financial condition or objective,
- major news items or rapid price movement,
- style drift.

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

**Horizon Advisors, LLC provides each client of its investment management service the following reports on at least a quarterly basis: a statement of portfolio holdings; net contributions detail; a statement of performance for the most recent quarter, trailing 12 months, trailing 36 months, and since inception. Additional periodic reports are provided as requested.**

**In addition, the custodians of client assets provide monthly reports showing portfolio holdings priced as of month end and a list of all transactions that occurred in the account during the reporting period.**

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

- B. Does applicant or a related person suggest brokers to clients? ..... Yes  No

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:

- |   |                                     |                          |
|---|-------------------------------------|--------------------------|
| 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? ..... | Yes                                 | No                       |
|   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes                                 | No                       |
|   | <input checked="" type="checkbox"/> | <input 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
- |  |                          |                                     |
|--|--------------------------|-------------------------------------|
| Has applicant provided a Schedule G balance sheet? ..... | Yes                      | No                                  |
|  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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

Applicant: <b>Horizon Advisors, LLC</b>	SEC File Number: 801- 61731	Date: <b>8/15/2009</b>
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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: <b>Horizon Advisors, LLC</b>	IRS Empl. Ident. No.: <b>76-0600368</b>
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Item of Form (identify)	Answer
<b>Item 1</b>	<p><b>Advisory Services and Fees</b></p> <p>Horizon Advisors, LLC (“Horizon Advisors,” “Horizon”) is an independent, fee-only financial advisor. Horizon offers three separate and distinct services to its clients. These services (which are more fully described below) are: <i>financial planning, investment advisory services, and custody and reporting.</i></p> <p><b><u>Financial Planning:</u></b> Horizon Advisors provides financial planning services to its clients on either a comprehensive or segmented basis, depending on each particular client’s needs. A planning engagement may address (for example) some or all of the following matters: investment advice and recommendations, evaluating survivorship needs, insurance requirements, planning for retirement, educational funding, and estate planning. The fee for completion of a comprehensive or segmented planning engagement depends on each client’s needs and the complexity of his or her circumstances. Generally, fees are based on the hourly professional billing rates of the individuals involved, with rates ranging from \$150 per hour to \$350 per hour. Estimated fees and payment arrangements (which may be charged on an hourly basis or as a fixed fee) for planning engagements will be discussed and agreed upon with clients in advance.</p> <p><b><u>Investment Advisory:</u></b> Clients may engage Horizon to act as an independent investment advisor on their behalf. The first step in this process is to determine the client’s personal financial goals and objectives. In most cases, the client and Horizon agree to a written Investment Policy Statement (“IPS”). Depending on the client’s needs and the size of the portfolio, Horizon will implement the IPS with a diversified selection of mutual funds, ETFs (Exchange Traded Funds), stocks, bonds, separately managed accounts, or other investment vehicles. (See further discussion below regarding mutual funds, separately managed accounts and applicable fees associated with each.)</p> <p>Once an investment portfolio is implemented, Horizon provides ongoing review and due diligence on the performance of the recommended money managers. Horizon will monitor the performance of its clients’ portfolios and will hire and fire managers as appropriate to ensure that the desired investment policy is being followed. Horizon will also periodically rebalance clients’ portfolios to maintain the appropriate asset allocation.</p> <p>Horizon provides each investment management client with quarterly reports showing the portfolio holdings, inflows and outflows, and performance for the current quarter to date, trailing twelve and thirty six months, and inception to date.</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: <b>Horizon Advisors, LLC</b>	SEC File Number: 801- 61731	Date: <b>8/15/2009</b>
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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: <b>Horizon Advisors, LLC</b>	IRS Empl. Ident. No.: <b>76-0600368</b>
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Item of Form (identify)	Answer
<b>Item 1 continued</b>	<p><i>Fees to Horizon:</i> Fees for Horizon’s investment advisory services are calculated either as a percentage of the assets under management (using the custodian’s valuation of the assets at prior quarter end) or as an agreed upon fixed fee amount. Unless agreed otherwise, Horizon deducts its fee directly from the client’s custodial account each quarter, in advance. If the inception of an investment agreement occurs during a quarter, all of the applicable fees will be prorated for the remaining days in the current quarter and will be charged at the inception of Horizon’s portfolio management.</p> <p>Annual asset based fees for Horizon’s investment advisory service are based upon the total assets under management according to the following schedule:</p> <ul style="list-style-type: none"> <li>1.25% of the first \$500,000 of assets under management</li> <li>1.00% of the next \$500,000</li> <li>0.75% of the next \$2,000,000</li> <li>0.50% of the next \$2,000,000</li> <li>0.35% of assets over \$5,000,000</li> </ul> <p>The preferred minimum annual fee is \$11,250 and is negotiable.</p> <p>Consultations regarding investments not resulting in investment management, investment advising or the development of a plan will be charged at hourly rates ranging from \$150 to \$350 per hour, depending upon the experience and expertise of the individual providing the service. Such charges will be agreed to before the consultation occurs.</p> <p><i>Implementation with Mutual Funds and additional fees:</i> When mutual funds are used to implement a portfolio, Horizon chooses from mutual funds available through Fidelity Institutional Wealth Services (“Fidelity”) and Charles Schwab &amp; Co., Inc. (“Schwab”). Horizon performs its own due diligence in the selection of these mutual funds.</p> <p>When Horizon recommends a mutual fund for a client’s account, three separate fees may be charged to the client, either directly or indirectly. The first fee is Horizon’s investment management fee as fully described above, wherein the fund is included in the asset base for the quarterly fee calculation. The second is the set of internal fees charged by the investment company for the fund’s investment management, marketing, administration and marketing assistance (12-b-1). These internal expenses are disclosed in each fund’s prospectus which is provided to each client by the custodian. (This set of fees also applies to any money market funds</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: <b>Horizon Advisors, LLC</b>	SEC File Number: 801- 61731	Date: <b>8/15/2009</b>
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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: <b>Horizon Advisors, LLC</b>	IRS Empl. Ident. No.: <b>76-0600368</b>
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Item of Form (identify)	Answer
<b>Item 1 continued</b>	<p>purchased in the client’s account.) The third fee may be a transaction fee which is assessed by the custodian for its service of providing access to a universe of mutual fund families through one account. To avoid such fees a client would be required to open a separate account with each individual mutual fund company instead of using the custodian recommended by Horizon, which would also negatively affect Horizon’s ability to deliver its services efficiently.</p> <p><i>Implementation with Separately Managed Accounts (Wrap Accounts) and additional fees:</i> For certain larger accounts, Horizon may engage separate account managers (“SAMs”) on a direct basis, or through access to a custodian’s program [i.e., Charles Schwab Managed Accounts, Fidelity Separate Account Network, or Envestnet Asset Management (“Envestnet”)], collectively (the “Platform”).</p> <p>When a client uses a SAM, fees are charged to the account in addition to Horizon’s advisory fee (Horizon’s fee for this type of service is described above). These fees are manager fees and program fees paid to the Platform for its due diligence and administrative support. These fees are separately disclosed to clients who choose to utilize these services and vary depending on:</p> <ol style="list-style-type: none"> <li>1) the manager used and its investment style;</li> <li>2) the size of the client’s investment with a particular manager; and</li> <li>3) the size of the client’s overall portfolio.</li> </ol> <p>The managers used in this fashion are institutional money managers, are registered with the SEC and provide additional disclosure to Horizon’s clients.</p> <p>Fees for these accounts are usually charged in advance and are based on the market value of each account's holdings (as valued by the custodian) at the end of the period (either monthly or quarterly). These fees are deducted from the client’s account by the Platform, which then retains its fee and remits the appropriate portion of the fee to the SAM and the custodian.</p> <p><b><u>Custody and Reporting Service:</u></b> Horizon Advisors also provides a custody and reporting service to clients with especially complex portfolios and holdings. Horizon maintains detailed records of client portfolios, including tax lots and investment performance. Fees for custody and reporting are charged quarterly in advance, and are calculated as a percent of assets being consolidated. Consolidated custodian fees are charged at the rate of 0.25% annually, and may vary, depending upon the size and complexity of the portfolios. Assets are valued as of market close on the last business day of the preceding quarter as determined by the custodian or by a pricing reporting entity.</p> <p>All meetings, communications, delivery charges and reports for each service are</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: <b>Horizon Advisors, LLC</b>	SEC File Number: 801- 61731	Date: <b>8/15/2009</b>
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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: <b>Horizon Advisors, LLC</b>	IRS Empl. Ident. No.: <b>76-0600368</b>
Item of Form (identify)	Answer
<b>Item 1 continued</b>	<p>included in the hourly or quarterly fees.</p> <p>All financial planning, investment advisory and custody and reporting fees are negotiable, depending on the complexities and specific circumstances of each client's situation. Therefore, different clients may pay different amounts for similar services from the Firm.</p> <p>Every client has five business days after signing the Client Agreement (the "Agreement") to rescind the Agreement, and will not be assessed any fees or penalties for terminating the relationship. Either party may terminate the Agreement at any time with written notification. Termination will be effective immediately, with any unearned prepaid fees returned on a prorated basis. Unearned financial planning fees will be returned at the rate of \$250 per hour.</p>
<b>Item 3</b>	<p><b>Other investment vehicles</b></p> <p>Horizon advises some clients to use private partnerships including but not limited to pooled investment vehicles. Horizon charges a fee for the service, which may be included in Horizon's management fee or may be charged as a separate fee.</p>
<b>Item 5</b>	<p><b>Education and Business Standards</b></p> <p>Messrs. Maddox, Thomson, Murray, and Bragg currently provide investment advice to clients. In the event additional individuals provide investment advice to clients, they will be required to have a Bachelor's degree and to have passed the Series 65. Other advanced degrees and certifications are encouraged. Non-advisory staff members bring appropriate skills and experiences.</p>
<b>Item 6</b>	<p><b>Education and Business Background</b></p> <p><i>Lawrence E. Maddox, CPA, CFP®</i>, Born 1953  President and Chief Compliance Officer, Horizon Advisors, since March, 1999  President and Shareholder, Maddox, Thomson &amp; Associates, P.C., since June, 1985  MBA, University of Texas Graduate School of Business, Austin, Texas  BA, Economics, University of Texas, Austin, Texas  Series 65</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: <b>Horizon Advisors, LLC</b>	SEC File Number: 801- 61731	Date: <b>8/15/2009</b>
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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: <b>Horizon Advisors, LLC</b>	IRS Empl. Ident. No.: <b>76-0600368</b>
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Item of Form (identify)	Answer
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**Item 6  
continued**

**Joseph W. Thomson, III, CPA, CFP®**, Born 1952  
 Vice President, Horizon Advisors, since March, 1999  
 Vice President and Shareholder, Maddox, Thomson & Associates, P.C. since June, 1985  
 JD, University of Mississippi, Oxford, Mississippi  
 BBA, Accounting, University of Mississippi, Oxford, Mississippi  
 Series 65

**Owen M. Murray, CFA**, Born 1975  
 Director of Investment Research and Portfolio Design, Horizon Advisors, since February, 2005  
 Assistant Portfolio Manager and Equity and Fixed Income Trader, Roxbury Capital Management, Santa Monica, California, 2000-2005  
 Tax Sensitive Portfolio Analyst and Equity Trader, Beutel Goodman Capital Management, Houston Texas, 1998-2000  
 BS, Business Administration, University of Southern California, Los Angeles, CA  
 Series 65

**Henry S. Bragg, CPA, CFP®**, Born 1977  
 Investment Advisor, Horizon Advisors, since May, 2006  
 Business School Student, Rice University, Houston, Texas, 2004-2006  
 Senior Associate, Investigative and Dispute Services, Ernst & Young, Houston, Texas, 2001-2004  
 Staff Auditor, Assurance and Advisory Business Services, Ernst & Young, Houston, Texas, 1999-2001  
 MBA, Rice University, Houston, Texas  
 MS, Accounting, University of Virginia, Charlottesville, Virginia  
 BS, Finance, Arizona State University, Tempe, Arizona  
 Series 65

**Item 7**

**Other Business Activities**

Messrs. Maddox and Thomson of Horizon Advisors are also officers of Maddox, Thomson & Associates, P.C., a certified public accounting firm. Maddox, Thomson and Horizon personnel share office space and some clients. Members of each firm work closely together to provide comprehensive financial and accounting solutions for their mutual clients. Mr. Maddox and Mr. Thomson are officers of both firms. Mr. Maddox spends the majority of his time on matters

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

Applicant: <b>Horizon Advisors, LLC</b>	SEC File Number: 801- 61731	Date: <b>8/15/2009</b>
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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: <b>Horizon Advisors, LLC</b>	IRS Empl. Ident. No.: <b>76-0600368</b>
Item of Form (identify)	Answer
	pertaining to Horizon, while Mr. Thomson concentrates his time on matters pertaining to Maddox Thomson & Associates, PC.
<b>Item 8</b>	<p><b>Other Financial Industry Activities or Affiliations</b></p> <p><b>Relationships with Affiliated Professionals</b> Maddox, Thomson &amp; Associates, P.C. is a related certified public accounting firm, having the same shareholders as Horizon. This firm shares many clients with Horizon and provides tax advice and preparation services. Members of each firm work closely together to provide comprehensive financial and accounting solutions for their mutual clients.</p> <p><b>Relationships with Consultants and Separate Account Managers</b> Horizon may arrange with Platforms (described previously in Item 1) to access SAMs. The Platform may provide Horizon with information useful in conducting its own due diligence. In addition, the Platform deducts all appropriate fees from each client account. The Platform retains its fee and distributes the appropriate amount remaining to the SAM and the custodian (e.g., Fidelity). Each party's portion of the fee is fully disclosed in the investment proposal provided to each client.</p> <p>Horizon may also enter into direct relationships with other SAMs to provide appropriate investment advice and execution to Horizon's clients. In the event that another advisor is responsible for the implementation of some portion of a client's Investment Policy, the arrangement and any fees associated with the arrangement will be fully discussed with the client and are appropriately disclosed in the client agreement.</p>
<b>Item 9</b>	<p><b>Participation or Interest in Client Transactions</b></p> <p>Horizon Advisors' personnel may own securities that Horizon recommends to clients or has purchased for clients' accounts. Horizon's policy allows Horizon's personnel to trade in their own accounts simultaneously with or after clients. At no time may any individual affiliated with Horizon trade in a manner which may be in conflict with clients.</p> <p>To avoid conflicts of interest, Horizon has established the following policies:</p>

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	<ul style="list-style-type: none"> <li>• An officer, director, or employee of Horizon Advisors, LLC shall not buy or sell securities for a personal portfolio when the decision to purchase is substantially derived, in whole or in part, by reason of employment with Horizon, unless the information is also available to the investing public on reasonable inquiry. No person associated with Horizon Advisors, LLC shall prefer his or her own interest to that of any client.</li> <li>• Employees must receive pre-approval from the Chief Compliance Officer to trade equities or to participate in an initial public offering or private placement.</li> <li>• Employees may trade ETF's without pre-approval if such trades are included in block trades with clients or are placed in the last trading hour of the day, which will succeed client trades.</li> <li>• Each employee must submit records of his or her personal securities trades and holdings to the Chief Compliance Officer at least quarterly for review to ensure that the employee is in compliance with Horizon's policies.</li> <li>• Infractions of Horizon's trading policies may be grounds for disciplinary action, including termination.</li> <li>• Employees will not accept gifts from vendors, broker/dealers or others in a business capacity exceeding \$100 in value.</li> <li>• Clients may request to review a copy of Horizon's Code of Ethics, which contains the employee trading policy.</li> </ul> <p>Horizon votes proxies for its clients and reviews class action shareholder suits to determine if participation is warranted on behalf of its clients. Any client may request a copy of Horizon's proxy policy and to see or receive records showing how Horizon has voted on the client's behalf. (Proxies held in accounts managed by outside managers are voted by those managers. Horizon only votes proxies for securities it manages directly.)</p>
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<b>Item 10</b>	<p><b>Conditions for Managing Accounts</b></p> <p>Horizon Advisors prefers a client to have at least \$1 million in investment assets in order to act as investment manager. The preferred minimum annual fee is \$11,250. The minimum account size and fee are negotiable.</p>
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<b>Item 12</b>	<p><b>Investment or Brokerage Discretion</b></p> <p>Clients give Horizon limited power of attorney to effect trades in their accounts as well as the ability to collect Horizon's advisory /management fee from their</p>
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	<p>accounts.</p> <p>In recommending brokers, Horizon attends to its duty to obtain best execution, by considering the range and quality of the products the broker offers, the technical support the broker provides, the broker's execution capability, the commissions to be paid, the financial responsibility of the broker and the responsiveness of the broker to Horizon.</p> <p>Horizon may group trades in the same security across client accounts into a single, or "block" trade. These blocks may be executed in pieces at different prices, but all shares in the block are assigned the same average price per share. Blocks are allocated across accounts as appropriate, and Horizon employees may participate in blocks with clients. In the rare event that a block order is partially filled, the shares would be allocated on a pro rata basis, with employees receiving no shares until all client orders are filled.</p> <p>Trade errors are managed differently by Horizon's custodians. Schwab "forgives" errors of less than \$100. Fidelity does not. In all cases, in the event of a loss, the client is made whole, either by Schwab, Fidelity or by Horizon.</p> <p>Horizon Advisors suggests that its investment management clients select brokerage services offered by Fidelity or Schwab. Each custodian provides specific services to Horizon, allowing Horizon to operate effectively and efficiently in serving its clients, and offers discounted commissions to clients. Fidelity and Schwab commissions charged to Horizon clients are subject to negotiation, depending on the size of the account, frequency of trading, and other specific circumstances. Each custodian sends clients complete custodial statements on a monthly basis and also provides web access to customer accounts.</p>
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<b>Item 13</b>	<p><b>Additional Compensation</b></p> <p>The custodian(s) used by Horizon's clients provide Horizon with services that allow the firm to operate more efficiently, such as electronic availability of client account information and trade confirmations, and access to specialized customer service personnel. Horizon may receive access to certain custodians' proprietary account management and data transmission services to enable Horizon to trade clients' accounts electronically. The custodian(s) and Platforms(s) may also provide Horizon with due diligence material on money managers and access to electronic investment proposal systems. Because of the volume of assets that Horizon clients have directed to these firms, these custodians make certain</p>
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<b>Item 13 continued</b>	<p>products and services available to Horizon at reduced or waived fees. Horizon enjoys increased administrative ease, and hence, profitability because of these services provided by these custodians.</p> <p>Horizon employees, on occasion, attend business conferences and meetings conducted by the investment managers, custodians, and third-party partners used by Horizon. Employees attend these conferences solely for the purpose of knowledge enhancement and constructive learning. Firm personnel will not allow themselves to be put in a position where they “owe” vendors as a result of taking advantage of vendor hospitality. The Chief Compliance Officer will make the final determination as to what forms of entertainment and hospitality are considered excessive and are therefore unacceptable.</p> <p>Non-Owner Horizon employees are compensated for new clients that they develop and refer to the firm. The compensation is equal to 10% of the fees earned by Horizon for services provided for the year following the time of the referral. A similar referral fee may be earned in the event that an existing client referred by the employee makes a substantial addition to their portfolio. All such bonuses are paid at the discretion of the firm.</p>
<b>Item 14</b>	<p><b>Horizon’s Balance Sheet</b></p> <p>Question 14 asks if a balance sheet is included with this document if Horizon has custody of client’s assets. This question does not reflect the amendment to the custody rule that removed the requirement for the provision of an audited financial statement to clients. However, any account for which Horizon or its affiliate, Maddox Thomson, has custody, is audited by an outside and unrelated firm on an annual basis.</p>

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