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(Item 1)

This brochure provides information about the qualifications and business practices of Horizon Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at 713-748-7000 and/or lmaddox@Horizon-Advisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Horizon Wealth Advisors also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes (Item 2)

The last update to this brochure was in February 2020. Material changes since that filing are as follows:

Item 10 : Relationships with affiliated professionals & Item 14 : Client Referrals and Other Compensation:

Horizon pays referral fees to individuals associated with the affiliated entity, Maddox, Thomson & Associates, provided that these individuals are registered as solicitors for Horizon. The referral fee paid to a solicitor will vary according to the circumstances, but clients who are the subject of referral fee arrangements receive a written Solicitors Disclosure and Client Acknowledgement concerning the details of the arrangements which allow the solicitor to be paid up to 20% of the first full year's gross fees generated from accounts of clients initiated by Solicitor.

Referred clients do not pay higher fees to Horizon. Solicitors have a financial incentive to gather assets for the firm.

Item 17 : Voting Client Securities:

Horizon summarized and updated proxy voting policies, a full copy of which is available to clients at no charge.

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ADVISORY BUSINESS (ITEM 4)

Advisory Firm Description

Horizon Advisors, LLC *dba* Horizon Wealth Advisors (“Horizon” or the “Firm”) has been in business since March 1999. The principal owners are Lawrence E. Maddox, Joseph W. Thomson III and Owen M. Murray.

Types of Advisory Services

Horizon Wealth Advisors is an independent, fee-only financial advisor offering comprehensive wealth management advice coupled with discretionary investment advisory and management services.

Financial Planning Service

Horizon provides financial planning services to its clients 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
- Estate planning

Investment Advisory Service

Clients may also engage Horizon to act as an independent investment advisor on their behalf. After gaining a mutual understanding of the client’s personal financial goals and objectives, the client and Horizon agree to a written Investment Policy Statement (“IPS”). This IPS will articulate the asset allocation and investment approach that Horizon will implement on the client’s behalf. Horizon will then have discretion to implement and manage the client’s investments in accordance with the IPS. Investments generally include a diversified selection of mutual funds, ETFs (Exchange Traded Funds), stocks, bonds and other investment vehicles or use of outside managers. (See further discussion in the section titled “Fees and Compensation” regarding mutual funds, separately managed accounts and applicable fees associated with each.)

Once an investment portfolio is implemented, Horizon provides ongoing review and due diligence on the performance of the recommended investments and money managers. Horizon will monitor the performance of its clients’ portfolios and will hire and fire managers and buy and sell investments 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.

Tailored Advisory Services

Clients may instruct Horizon not to purchase or sell certain investments on their behalf or to limit such trades to specified amounts.

Separately Managed Accounts

For a few accounts, Horizon has engaged separate account managers (“SAMs”) on a direct basis, or through access to a custodian’s program (i.e., Charles Schwab Managed Accounts). These accounts, which consist of individual securities (as opposed to mutual funds) are managed by investment advisors who are not affiliated with Horizon. This service is no longer being offered to new Horizon clients.

Client Assets Under Management

As of December 31, 2019, Horizon had \$229,005,580.24 of discretionary assets and \$36,163,350.95 of non-discretionary assets under management for a total of \$265,168,931.19 in total assets under management.

FEES AND COMPENSATION (ITEM 5)

Financial Planning Service

The standard fee for completion of a planning engagement, \$3,500, is charged when the plan is complete or may be waived if the client opts to engage Horizon for its ongoing wealth management services.

Investment Advisory Service

Fees for Horizon’s investment advisory service 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. This initial fee is based upon the value of the account according to our portfolio management software on the day the account is implemented.

Annual asset-based fees for Horizon’s investment advisory service are based upon the total assets under management according to the following schedule:

- 1.25% of the first \$500,000 of assets under management
- 1.00% of the next \$500,000
- 0.75% of the next \$2,000,000
- 0.50% of assets over \$3,000,000
- 0.35% of assets over \$5,000,000

This fee is cumulative and in very limited circumstances is negotiable. Horizon calculates the management fee on the market value of the account, including cash balances, as

determined by our portfolio management software at the end of the last trading day of the previous calendar quarter. Horizon charges the investment management fee each quarter at one-fourth of the above annual rate. Clients can direct Horizon as to whether, and which, accounts should be aggregated as a “household” to attain the lowest overall fee rate; and whether, and which, account should be charged the management fee for another account. Each Client Agreement specifies a client’s individual payment terms. The preferred minimum annual fee is \$11,250 and is negotiable. At no time is a client required to pay \$1,200 or more six months or more in advance.

Horizon does not purchase securities on margin as a practice. There are times when a client will choose to use margin as a form of inexpensive alternative borrowing for various non-investment purposes. Also, an account may enter margin if the account “overdrafts” as a result of a cash distribution. Horizon charges on the investment values in client accounts the Firm actively manages and does not adjust the investment values for margin balances.

Because Horizon has a long history of serving its clients and prides itself on meeting clients’ needs individually, earlier clients have different fee schedules or different fee structures. Some earlier clients are not on a “tiered” schedule, and pay the same percentage on all assets, regardless of the size of their account. Some earlier fee schedules had different breakpoints for tiers. Some clients hold assets not included in the fee calculation. Some clients pay a flat fee. This means some clients pay more than other clients with the same amount or same type of assets under our management. Horizon does not differentiate the service provided to clients based on their fee structure or amount.

The account balances Horizon uses to calculate each account’s fees may vary from the account balance shown on the custodian’s quarter-end statement because pending (or unsettled) transactions are not included in the custodian’s end of month account balance. Horizon reports transactions as of their trade date, including pending (or unsettled) transactions.

Consultations regarding investments not resulting in investment management or investment advising 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 and are charged in arrears.

Other Fees: Client accounts pay directly for fees assessed by the custodian, such as transaction, wire, exchange, or custodial fees.

Implementation with Mutual Funds: When Horizon recommends an open-end mutual fund for a client’s account, three separate fees are typically charged to the client, either directly or indirectly. The first fee is Horizon’s investment management fee, as the mutual fund is included in the asset base for the quarterly fee calculation. This fee is always charged to clients who pay Horizon an investment management fee. The second is the set of internal fees charged by the investment company for the mutual fund’s investment management, marketing, administration and marketing assistance. These internal expenses are disclosed in each fund’s prospectus that is provided to each client by the custodian and are always charged. (This set of fees also applies to any money

market fund or ETF purchased in the client's account.) The third fee is a transaction fee that 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. Not all mutual fund trades enacted by Horizon incur this transaction fee. When recommending mutual funds for client portfolios, Horizon ordinarily recommends a combination of no-load and institutional funds. The combination of funds depends on the structure of the client account and is designed to keep the combination of transaction fees and internal mutual fund fees at the best and lowest possible amounts. Horizon receives no sales charges on any securities or shareholding fees from mutual fund companies or custodians.

Implementation with Separate Account Managers ("SAMs"): When Horizon recommends a Separate Account Manager (which happens rarely); four sets of fees may be charged to the client, either directly or indirectly. First, Horizon charges its investment management fee, as shown above. Second, each Platform deducts all appropriate fees from each client account. The Platform retains its fee (second) and distributes the appropriate amount to the SAM (third) and to the custodian (e.g., Fidelity, fourth), if applicable. The fourth fee is charged only when the custodian assesses a separate fee, which usually occurs.

All meetings, communications, delivery charges and reports for each service that Horizon provides are included in the hourly or quarterly fees.

Termination

Either party may terminate the relationship with Horizon at any time. Termination will be effective immediately, with any unearned prepaid fees returned on a prorated basis. Prepaid fees will be repaid for the number of days left in the quarter after termination.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT (ITEM 6)

Horizon does not receive performance-based fees, so this section does not apply to Horizon.

TYPES OF CLIENTS (ITEM 7)

Horizon's clients include successful professionals who are accumulating their wealth and retirees who are interested in maintaining their current lifestyles and preserving their wealth.

Horizon provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Pension and profit sharing plans
- Trusts, estates, charitable organizations
- Other business entities

Horizon 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.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS (ITEM 8)

Horizon uses the following sources of information in its analysis:

- Financial newspapers and magazines
- Research materials prepared by others
- Corporate rating services
- Annual reports, prospectuses, filings with the Securities and Exchange Commission
- Company press releases

The investment strategies used by Horizon to implement investment advice include the following:

- Long-term purchases (securities held at least a year)
- Short-term purchases (securities sold within a year)
- Margin transactions are not part of Horizon's investment strategy but may be used for client liquidity needs as agreed.

When mutual funds are used to implement a portfolio, Horizon chooses from mutual funds available through Fidelity Institutional Wealth Services ("Fidelity") and Charles Schwab & Co., Inc. ("Schwab"), so is limited to the funds these firms offer. Horizon performs its own due diligence in the selection of these mutual funds that includes an analysis of transaction fees, redemption fees and internal expenses. Horizon makes every effort to select funds and fund classes with the lowest cost to a client given assumptions of holding periods.

The Firm does not guarantee the future performance of the account or any specific level of performance, the performance of any investment decision or strategy that the Firm may use, or the performance of the Firm's overall management of the account. The client is reminded that investment decisions made for the account by the Firm are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable.

DISCIPLINARY INFORMATION (ITEM 9)

Neither Horizon nor any of its personnel has any material disciplinary or legal events or sanctions to disclose.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS (ITEM 10)

Relationships with Affiliated Professionals

Mr. Maddox and Mr. Thomson of Horizon Wealth Advisors are also officers of Maddox Thomson & Associates, P.C., ("Maddox Thomson") a related certified public accounting

firm which provides tax advice and preparation services. Maddox Thomson and Horizon personnel share office space and work closely together to provide comprehensive financial and accounting solutions for their mutual clients. Mr. Maddox spends the majority of his time on matters pertaining to Horizon, while Mr. Thomson concentrates his time on matters pertaining to Maddox Thomson & Associates, P.C.

Horizon pays referral fees to individuals associated with the affiliated entity, Maddox, Thomson & Associates, provided that these individuals are registered as solicitors for Horizon. The referral fee paid to a solicitor will vary according to the circumstances, but clients who are the subject of referral fee arrangements receive a written Solicitors Disclosure and Client Acknowledgement concerning the details of the arrangements which allow the solicitor to be paid up to 20% of the first full year's gross fees generated from accounts of clients initiated by Solicitor.

Referred clients do not pay higher fees to Horizon. Solicitors have a financial incentive to gather assets for the firm.

Relationships with Separate Account Managers

Horizon occasionally arranges with Platforms (described previously in the Advisory Business section) to access SAMs. Each Platform provides Horizon with information useful in conducting its due diligence of the underlying managers recommended by the Platform.

Horizon has also entered 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 will be appropriately disclosed in the Agreement.

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

Code of Ethics

Horizon has adopted a Code of Ethics that describes the general standards of conduct that the Firm expects of all Firm personnel (collectively referred to as "employees") and focuses on three specific areas where employee conduct has the potential to adversely affect the client: misuse of confidential information, personal securities trading and outside business activities. Failure to uphold the Code of Ethics may result in disciplinary sanctions, including termination with the Firm. Any client or prospective client may request a copy of the Firm's Code of Ethics that will be provided at no cost.

The following basic principles guide all aspects of the Firm's business and represent the minimum requirements to which the Firm expects employees to adhere:

- Horizon acts as a fiduciary, therefore, clients' interests come before employees' personal interests and before the Firm's interests.

- The Firm must fully disclose all material facts about conflicts of which it is aware between the Firm and its employees' interests on the one hand and clients' interests on the other.
- Employees must operate on the Firm's behalf and on their own behalf consistently with the Firm's disclosures and manage the impact of conflicts.
- The Firm and its employees must not take inappropriate advantage of their positions of trust with or responsibility to clients.
- The Firm and its employees must always comply with all applicable securities laws.

Real Fiduciary™ Advisor Affirmation Program

Horizon has voluntarily subscribed to the "Real Fiduciary™ Practices" published by the Institute for the Fiduciary Standard. Real Fiduciary™ Practices offer a simple code of conduct and outline a commitment to clients of subscribing financial advisors. The practices seek to clearly articulate what a client can expect to receive from a subscribing financial advisor. These Real Fiduciary™ Practices do not replace our regulatory compliance obligations or duties to clients under relevant laws, rules, or regulations. The Institute for the Fiduciary Standard's role is limited to publishing the practices as well as maintaining a corresponding register of subscribing financial advisors. You can verify our affirmation of Real Fiduciary™ Practices on our website or at the Institute for the Fiduciary Standard website at www.thefiduciaryinstitute.org. The practices can be found at <https://thefiduciaryinstitute.org/wp-content/uploads/2019/03/Real-Fiduciary-Practices-2019-02-22.pdf>

Misuse of Nonpublic Information

The Code of Ethics contains a policy against the use of nonpublic information in conducting business for the Firm. Employees may not convey nonpublic information nor depend upon it in placing personal or client securities trades.

Personal Securities Trading

Horizon 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.

To mitigate conflicts of interest, Horizon has established the following policies:

- An officer, director or employee of Horizon 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 shall prefer his or her own interest to that of any client.
- Employees must receive pre-approval from the Chief Compliance Officer to trade equities or to participate in an initial public offering or private placement.
- Employees may trade ETFs without pre-approval. Such trades are normally placed in the last trading hour of the day. They will usually succeed client trades.

- Each employee must submit records of his or her personal securities trades quarterly and submit holdings of reportable securities annually to the Chief Compliance Officer for review to ensure that the employee complies with Horizon's policies.
- Infractions of Horizon's trading policies may be grounds for disciplinary action, including termination.
- Employees will not accept gifts from vendors, broker-dealers or others in a business capacity exceeding \$200 in value.

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.

Outside Business Activities

Employees are required to report any outside business activities generating revenue. These activities must be approved by Horizon's Chief Compliance Officer to ensure no conflict exists between these activities and interests of Horizon clients.

BROKERAGE PRACTICES (ITEM 12)

Selecting Custodians

The Firm participates in the Schwab Institutional (SI) services program offered to independent investment advisors by Charles Schwab & Company, Inc. ("Schwab"), a FINRA-registered broker-dealer. The Firm also has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides the Firm with "institutional platform services." Horizon prefers that clients in need of brokerage and custodial services use either Schwab or Fidelity as they provide a number of resources and services that are helpful both to Horizon and to its clients. These include:

- Discounted commission structure
- Arrangements with multiple mutual fund families
- Financial stability
- Provision of account information online to all clients
- Client service to the Firm and its clients
- Ease of reporting to the Firm and its clients

As part of these programs, the Firm receives benefits that it would not receive if it did not offer investment advice.

Research and Other Soft-Dollar Benefits

Horizon and its clients also receive other benefits from Schwab and Fidelity (the “custodians”). The custodians provide access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors at no charge so long as sufficient amounts of the advisor’s clients’ assets are maintained in accounts at each custodian. These services are not contingent upon the Firm committing to any specific amount of business (for example, trading commissions). Brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

The custodians do not charge separately for custody services but are compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades (i.e., transactions fees are charged for certain no-load mutual funds; commissions are sometimes charged for individual equity transactions and debt securities are marked up) that are executed through Schwab or Fidelity or that settle into Schwab or Fidelity accounts. These custodians provide access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

The custodians also make available to the Firm other products and services that benefit the Firm but may not directly benefit its clients’ accounts. Many of these products and services may be used to service all or some substantial number of the Firm’s accounts.

Schwab’s and Fidelity’s products and services that assist the Firm in managing and administering clients’ accounts include software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide research, pricing and other market data
- Facilitate payment of the Firm’s fees from its clients’ accounts
- Assist with back-office functions, recordkeeping and client reporting

Schwab and Fidelity also offer other services intended to help the Firm manage and further develop its business enterprise. These services include:

- Compliance, legal and business consulting
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers

The custodians also offer other services intended to help the Firm manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third-party research,

publications, roundtables and webinars, practice management resources, access to consultants and other third-party service providers who provide a wide array of business-related services and technology with whom the Firm may contract directly.

In evaluating whether to require that clients custody their assets at Schwab or Fidelity, the Firm takes into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by Schwab or Fidelity, which create a potential conflict of interest.

The Firm is independently operated and owned and is not affiliated with Schwab or Fidelity.

Brokerage for Client Referrals

The Firm does not receive referrals from any broker-dealer.

Directed Brokerage

If the client has engaged Horizon to provide asset management services, Horizon and any subadvisors will select broker-dealers to execute transactions involving the account, *unless the client directs otherwise in writing*. If this is the case, the client is reminded that Horizon may be unable to attain best execution for that account and will be unable to aggregate that account with others when aggregating trades.

Order Aggregation

Trades placed in the same mutual fund throughout a trading day receive the same NAV at the end of the day. Block trades (or grouped trades) are allocated across accounts as appropriate. 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. Transaction fees at both Schwab and Fidelity are at the account level, so there is no transaction fee advantage to block trades.

Horizon's custodians manage trade errors differently. 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 or by Horizon.

REVIEW OF ACCOUNTS (ITEM 13)

Either Mr. Maddox, President of the Firm, or Owen Murray, Director of Investments, 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 managers
- Change in client's financial condition or objective
- Major news items or rapid price movement

- Style drift

Horizon provides each client of its investment advisory service the following reports on at least a quarterly basis: a statement of portfolio holdings, a statement of performance for the most recent quarter, trailing 12 months, trailing 36 months and since inception and a fee invoice. Clients are reminded to compare the statements from Horizon with the account statements from their custodian, and to contact both Horizon and the custodian if there are material discrepancies. Additional periodic reports are provided as requested.

CLIENT REFERRALS AND OTHER COMPENSATION (ITEM 14)

It is Horizon's practice to reward certain employees for referring clients to Horizon. Horizon employees receive a portion up to 20% of the fee for the initial year that the client pays to Horizon.

Horizon also pays referral fees to individuals associated with an affiliated entity, Maddox, Thomson & Associates, provided that these individuals are registered as solicitors for Horizon. The referral fee paid to a solicitor will vary according to the circumstances, but clients who are the subject of referral fee arrangements receive a written Solicitors Disclosure and Client Acknowledgement concerning the details of the arrangements which allow the solicitor to be paid up to 20% of the first full year's gross fees generated from accounts of clients initiated by Solicitor.

Referred clients do not pay higher fees to Horizon. Solicitors have a financial incentive to gather assets for the firm.

CUSTODY (ITEM 15)

Since its clients authorize Horizon to deduct its advisory/management fee, the SEC deems the Firm to have a form of custody. (Custody is defined as the Firm having any access to clients' cash or securities.)

Mr. Maddox and Mr. Thomson serve as trustee for several client accounts managed by Horizon. Mr. Maddox also serves as a trustee or director for private foundations whose accounts are managed by Horizon. Horizon and/or Maddox Thomson ("MTA") writes checks for a client who also has an account managed by Horizon. Because of these activities, Horizon and a related party have custody of funds and/or securities in each of these accounts. These accounts are examined on a surprise basis at least annually by an outside public accounting firm.

Additionally, several clients have established standing instructions with their custodian that allow clients to direct Horizon to send funds from their account to other accounts with verbal instructions from the client. Horizon has been determined to have a form of custody over these accounts since the amount and/or timing of these transfers are not pre-defined. However, these accounts do not require surprise examination by a public accounting firm.

With the exception of these accounts discussed above and the deduction of fees, the Firm has no custody of client securities or funds and requires the use of an outside “qualified” custodian that is a bona fide financial institution and sends statements directly to clients at least quarterly. This is the case for both Fidelity and Schwab.

INVESTMENT DISCRETION (ITEM 16)

The Firm has full trading authority over client accounts under a limited power of attorney as described in the Client Agreement. As a result, Horizon will determine both the investments, and how much of each, should be purchased or sold on each client’s behalf. Clients may place restrictions on the Firm’s discretion in writing.

VOTING CLIENT SECURITIES (ITEM 17)

Horizon votes proxies for its clients if participation is warranted. 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).

Unless the client has instructed Horizon not to vote proxies on his/her behalf, Horizon instructs the custodian to forward to Horizon copies of all proxies and shareholder communications relating to securities held in the client’s account (other than materials relating to legal proceedings).

When it is determined that voting a proxy is in the relevant clients’ best interests, Horizon generally votes with management recommendations. Exceptions will be evaluated and documented on a case-by-case basis in consultation with the Chief Compliance Officer.

Following is a summary of our proxy voting policy, a full copy of which is available to clients at no charge.

In the absence of specific voting guidelines from a client, we will vote proxies in a manner that we believe is in the best interest of the client, which may result in different voting results for proxies for the same issuer. We shall consider only those factors that relate to the client's investment or dictated by the client’s written instructions, including how its vote will economically impact and affect the value of the client's investment (keeping in mind that, after conducting an appropriate cost-benefit analysis, not voting at all on a presented proposal we believe to be in the best interest of the client). We believe that in general voting proxies in accordance with the following policies is in the best interests of our clients; however, we reserve the right to use our best judgment should certain situations require deviating from the policy.

Specific Voting Policies

Routine Items we expect to vote for:

- the election of directors (where no corporate governance issues are implicated);
- the selection of independent auditors;

- increases in or reclassification of common stock;
- management recommendations adding or amending indemnification provisions in charters and by-laws;
- proposals that, in our opinion, maintain or strengthen the shared interests of shareholders and management;
- proposals that, in our opinion, increase shareholder value in the long run;
- proposals that, in our opinion, will maintain or increase shareholder influence over the issuer's board of directors and management; and
- proposals that maintain or increase the rights of shareholders.

Non-Routine and Conflict of Interest Items we expect to vote:

- for management proposals for merger or reorganization if the transaction appears to offer fair value in our opinion;
- against shareholder resolutions that consider non-financial impacts of mergers; and
- against anti-greenmail provisions.

General Voting Policy

In voting items, we shall vote in a prudent and timely fashion and only after a careful evaluation of the issue(s) presented on the ballot.

In exercising its voting discretion, we shall avoid any direct or indirect conflict of interest raised by such voting decision. We expect to provide adequate disclosure to the client if any substantive aspect or foreseeable result of the subject matter to be voted upon raises an actual or potential conflict of interest. After informing the client of any potential conflict of interest, we expect to take other appropriate action as required under its proxy voting procedures. We keep certain records required by applicable law in connection with its proxy voting activities for clients and provides proxy-voting information to clients upon their written or oral request.

FINANCIAL INFORMATION (ITEM 18)

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients. Horizon is not required to provide financial information at this time.