

**Form ADV, Part II, Schedule H
Investment Adviser Wrap Program Brochure**

**Separate Account Strategies
Asset Allocation Portfolios
Designated Fiduciary Program**

THIS BROCHURE PROVIDES CLIENTS WITH INFORMATION ABOUT NORTHLAND SECURITIES, INC., AND SHOULD BE CONSIDERED ALONG WITH ADV PARTS I AND II BEFORE BECOMING A CLIENT OF NORTHLAND ASSET MANAGEMENT. THE BROCHURE DESCRIBES NORTHLAND'S SEPARATE ACCOUNT STRATEGIES, CERTAIN ASSET ALLOCATION PROGRAMS MANAGED BY LOCKWOOD CAPITAL MANAGEMENT, AND THE USE OF DESIGNATED FIDUCIARIES.

**THIS INFORMATION HAS NOT BEEN APPROVED OR VERIFIED BY ANY
GOVERNMENTAL AUTHORITY.**

**NORTHLAND SECURITIES, INC. DOES ITS INVESTMENT ADVISORY BUSINESS AS
NORTHLAND ASSET MANAGEMENT.**



**Northland Securities, Inc.
45 S. 7th Street, Suite 2000
Minneapolis, MN 55402
Member FINRA/SIPC**

TABLE OF CONTENTS

About Northland Securities	Page 3
Overview of Account Procedures	Page 3
Separate Account Strategies	Page 3
Asset Allocation Portfolios	
Lockwood Investment Strategies (LIS)	Page 4
Lockwood Asset Allocation Portfolios (LAAP)	Page 4
Advisor <i>Flex</i> Portfolios (AFP)	Page 5
Designated Fiduciary Program	Page 5
Mutual Fund Wrap Fee Program	Page 5
Wrap Program Fees	Page 6
Termination	Page 7
Education and Business Standards	Page 7
Custody	Page 8
Proxy Voting	Page 8
Conditions for Managing Accounts	Page 9
Review of Accounts	Page 9
Regular Reports	Page 9
Other Business Activities	Page 9
Financial Industry Activities	Page 9
Firm Buying or Selling Securities That It Owns to Clients	Page 9
Acting as Broker or Agent on Client Transactions for Compensation	Page 10
Acting as Broker or Agent on Client Transactions with a Third Party	Page 10
Recommending Clients Buy or Sell Products with Financial Interest	Page 10
Buying or Selling Securities for Itself That it Recommends to Clients	Page 10
Ethical Standards	Page 10
Discretion in Selecting a Broker Dealer for Client	Page 10
Applicant Discretion in Broker Dealer Commissions Paid	Page 10
Applicant Suggesting or Recommending a Broker Dealer	Page 11
Investment or Brokerage Discretion	Page 11
Best Execution Policies	Page 11
Privacy Policy	Page 11
Anti-Money Laundering Policy	Page 12
Business Continuity Plan	Page 12

ABOUT NORTHLAND

Northland Securities, Inc., doing business as Northland Asset Management ("NORTHLAND") provides discretionary and non-discretionary investment advisory services ("IAS") that typically involve individualized financial goal analysis, asset allocation, formulation of an investment strategy, assistance with implementation of the investment strategy, and ongoing review of performance measures for the strategy adopted. Reviews generally consist of comparisons between a client's portfolio and relevant benchmarks, an analysis of the portfolio's estimated annual income and current yield and an analysis of the client's realized and unrealized gains and losses.

NORTHLAND provides investment advice to individuals, banks, thrift institutions, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, other investment advisers, broker-dealers and other business entities.

The purpose of this Schedule H Brochure is to describe the wrap fee programs, sponsored by NORTHLAND. Three types of wrap fee programs are offered:

- Separate Account Strategies
- Asset Allocation Portfolios
- Independent Fiduciary Program

Throughout this Schedule H Brochure, "we," "us" or "our" refers to NORTHLAND and "you" or "your" refers to the client or prospective client. Additional details regarding NORTHLAND may be obtained by consulting NORTHLAND's form ADV Part II available on-line at www.northlandsecurities.com or by calling (612) 851-5992.

OVERVIEW OF INVESTMENT PROCEDURES

We will custom tailor an investment portfolio specifically designed for you based on the style of management you select. The process begins when you fill out a confidential, in-depth "Client Profile." The Client Profile will help you to clarify your financial objectives and goals, establish your tolerance for risk, and identify your most comfortable style of management. The Client Profile is used by our firm as the primary reference for managing your portfolio. You may also indicate any special instructions or limits that you wish us to follow in managing your assets.

Based on our analysis of your Client Profile, we will propose an investment strategy. If certain portfolio products are selected, the proposal will specify your initial asset allocation for your portfolio. The specific selections within the mutual funds, variable annuities, exchange traded funds, and/or other securities will represent asset classes suited to your individual risk tolerance, goals, and management style. The specific percentages allocated to each asset class may vary due to the nature of asset performance and/or the investment management service selected.

Through our monitoring of relative strength and asset class risk factors, we may change your portfolio asset mix in order to help you meet your objectives. It is our intent to maintain a risk exposure commensurate with your objectives by using the various investment choices available under the investment management service selected by you.

To help us provide accurate and timely management of your invested assets, we may ask that you establish a custodial account with a designated custodian, including Pershing, LLC, with whom Northland Securities, Inc. has a fully-disclosed clearing relationship.

However, assets may be held at a number of qualified custodians selected by you. Your custodian maintains the underlying records for the assets held in your account. We will not serve as the custodian for your managed assets. You will be solely responsible for paying all the fees and charges of the custodian as stated in your agreement with the custodian.

Securities or monies may be added to or withdrawn from your managed assets at any time; however, in order for NORTHLAND to maintain accurate information regarding your account you must provide us with written notice of any such additions or withdrawals. We are not responsible for accurate reporting if you fail to provide us accurate information. We strive to maintain your account data as accurately as possible; however, we rely on accurate reporting provided to us by your custodian through electronic or other means. We are not responsible for inaccurate data provided by your custodian. You must promptly submit to us in writing any changes to the Client Profile, or any changes to any information you have provided to us regarding the management of your assets. Maintaining proper records and documentation regarding your account is important to us.

SEPARATE ACCOUNT STRATEGIES

The Separate Account Strategy is a program pursuant to which investment advice and costs of trade executions are provided to clients for an all-inclusive wrap fee. The Separate Account wrap fee program is generally available on select platforms, referred to as Outside Managers or Third Party Investment Advisers, as indicated in NORTHLAND's current marketing materials. The list of Managers approved by NORTHLAND's Management Committee is available upon request.

Northland Asset Management has access to a variety of outside Managers through the Lockwood Managed Account Command program. Northland Asset Management performs due diligence on the Managers and Northland's registered representatives make

recommendations to each client, based on an individual suitability analysis. Northland Asset Management (and its clients in non-discretionary accounts) have sole responsibility for the selection of outside Managers for each client. The Separate Account Strategy wrap fee program is typically only offered for accounts larger than \$250,000. Based on Manager policies, clients may have the option to restrict investment in their accounts, to avoid certain companies and/or industries.

Separate Account Management may also be performed by qualified professionals at NORTHLAND, who are approved by the Management Committee. In addition to the Separate Account Management fee for this service, clients are charged a \$15 transaction fee, as specified in the Client Agreement. In this program, clients may invest in a variety of securities, such as stocks and bonds, exchange traded funds (ETFs), and/or mutual funds with a Northland Investment Adviser Representative (IAR) acting as the asset allocation overlay manager. The overall portfolios may utilize an adaptive risk allocation strategy, which uses risk budgeting, as well as fundamental, statistical and relative strength analysis, to determine the proper allocation of the portfolio among the various investment vehicles

ASSET ALLOCATION PORTFOLIOS (THREE PROGRAMS - DESCRIBED BELOW)

LOCKWOOD INVESTMENT STRATEGIES (LIS)

LIS is a discretionary, multi-discipline managed account product housed in a single portfolio with five core models. The five core models span the risk/return spectrum from current income model to growth model within the context of a diversified portfolio.

Model I:	Current Income
Model II:	Growth & Income
Model III:	Conservative Growth
Model IV:	Moderate Growth
Model V:	Growth

A client may also choose from four additional models which include exposure to non-traditional asset classes. Investments are generally a mix of globally diversified equity securities and assets with exposure to a mix of bonds and equity market neutral investments

Model II:	Growth & Income
Model III:	Conservative Growth
Model IV:	Moderate Growth
Model V:	Growth

Lockwood Capital Management, as portfolio Manager, determines asset allocation and selects both Sub-Advisers and specific investment vehicles for each investment style based on its proprietary modeling strategies, as well as its macroeconomic outlook and investment discipline. The asset classes represented within the investment portfolios are comprised of: Fixed Income, US Large-Cap Equity, US Small-Cap and Mid-Cap Equity, Non-US Equity. LIS accounts may include individual securities, as well as mutual funds and exchange traded funds (ETF's) in a single brokerage account. For accounts using the LIS strategies, fees begin at 1.75% for accounts up to \$500,000. Breakpoints are available for larger size accounts, with additional information available upon request. Minimum investment size is \$250,000. Investors receive monthly custodial statements and access to online account viewing. Performance reports are distributed by Northland Asset Management, with performance shown at the Strategy level, not by underlying investment vehicle. Prior to investing in LIS, clients receive a Lockwood Capital Management brochure, that contains important disclosures for the product. Breakdown of fee structure is the following:

Household Size	LIS Program (bp)	Consultant Fee	Total Fee
First \$500,000	75	100	175
Next \$500,000	55	100	165
Next \$4,000,000	40	85	125
Next \$5,000,000	35	70	100
Over \$10,000,000	30	55	85

LOCKWOOD ASSET ALLOCATION PORTFOLIOS (LAAP)

LAAP is a discretionary, multi-discipline managed account product housed in a single portfolio. Lockwood Capital Management, serving as the Portfolio Manager, determines asset allocation strategy and selects investment vehicles for each investment style component of the portfolios, based upon proprietary modeling strategies, macroeconomic outlook and investment research discipline. The five LAAP models are:

Model I:	Current Income
Model II:	Growth & Income
Model III:	Conservative Growth
Model IV:	Moderate Growth
Model V:	Growth

The LAAP Portfolios may consist of open and closed-end mutual funds, exchange-traded funds and other types of securities, as determined by the Portfolio Manager. For accounts using LAAP Asset Allocation Portfolios, fees begin at 1.40% for accounts up to \$500,000. Breakpoints are available for larger size accounts, with additional information available upon request. Minimum investment size is \$50,000. Clients receive monthly custodial statements, access to online account viewing, and a performance report

shown at the Strategy level, not by underlying investment vehicle. The performance report is distributed by Northland Asset Management. Prior to investing in LAAP, clients receive a Lockwood Capital Management brochure, that contains important disclosures for the product.

(LAAP Program Continued)

Household Size	LAAP Program (bp)	Consultant Fee	Total Fee
First \$500,000	40	100	140
Next \$500,000	35	100	135
Next \$4,000,000	30	85	115
Next \$5,000,000	25	70	95
Over \$10,000,000	20	55	75

LOCKWOOD ADVISORFLEX PORTFOLIOS (AFP)

Lockwood AdvisorFlex Portfolios provide clients with a series of objectives-based strategies, managed by Lockwood Advisors, Inc., that provide access to professionally managed solutions, address the unique challenges presented at each phase of the investor lifecycle, from wealth accumulation, to the transition into retirement, and ultimately the management and distribution of income. There are three objectives-based strategies, which include the Appreciation Strategy, the Preservation Strategy, and the Income Strategy. The Northland Asset Management registered advisor representative will choose from 16 underlying portfolios across the three Strategies, or will customize the client portfolio by selecting from a variety of investments, including mutual funds, exchange-traded funds, and exchange-traded notes (ETN's) in multiple asset classes. Portfolios may hold from ten to fifteen securities, depending on the client's risk profile. Account fees begin at 1.37% for accounts up to \$500,000. Breakpoints are available for larger size accounts, with additional information available upon request. Minimum investment size is \$100,000. Prior to investing funds through Lockwood AdvisorFlex, clients will receive the Lockwood Advisors, Inc. ADV Part II, Schedule H, and additional disclosures. Clients receive monthly custodial statements and a performance report distributed by Northland Asset Management.

Household Size	AFP Program (bp)	Consultant Fee	Total Fee
First \$500,000	37	100	137
Next \$500,000	33	100	133
Next \$4,000,000	24	85	109
Next \$5,000,000	24	70	99
Over \$10,000,000	24	55	79

DESIGNATED FIDUCIARY PROGRAM

For certain clients, an outside Designated Fiduciary firm may be used. The Designated Fiduciary performs all investment advisory services including custody of assets; determination of suitable investments as related to goals, time horizon and risk parameters; performance reporting; and any other activities that are the customary responsibilities of an investment advisory firm. Accounts that are managed by a Designated Fiduciary are not held in custody at Pershing LLC.

The Designated Fiduciary may generally charge up to 1.50% of assets. In addition, the client pays an advisory fee to NORTHLAND that is typically 1% of assets, but may vary depending on the size of the account and needs of the account. Additional information about the Designated Fiduciary program is available upon request.

MUTUAL FUND WRAP FEE PROGRAM DISCLOSURES

NORTHLAND offers customized mutual fund portfolios to clients through the Pershing LLC Fundvest program. On either a discretionary or non-discretionary basis, as specified by the client, NORTHLAND selects mutual funds to meet the investment needs of clients. The program is available for families of funds as designated by Pershing LLC, and may change from time to time. Specific funds within a fund family may be excluded at the discretion of the participating fund. A list of Fundvest mutual funds is available upon client request.

For clients who pay a fee based on assets in the account, NORTHLAND will execute orders for share of the designated funds free of transaction charges, provided that certain minimum purchase criteria are met.

Minimum Purchase Requirements:

Initial Trades for Non-Retirement Accounts \$2,500

Subsequent Trades for Non-Retirement Accounts	\$ 500
Regular Trades for Retirement Accounts	\$ 500

Short Term Redemption Fees:

All redemptions held less than six calendar months:	\$50 charged to client
All systematic withdrawals held less than six months:	\$ 5 charged to client

Wrap fee clients who maintain a minimum of \$25,000 in program-eligible mutual fund assets will be exempt from the annual Pershing maintenance fee. The assets must be in the IRA on both the invoice date and the charge date for the account to qualify for the fee waiver.

WRAP PROGRAM FEES

For our investment management services, we charge an advisory fee based on a percentage of the market value of all your assets under management in your portfolio on the last trading day of each advisory fee period. Your advisory fees will be charged and billed in advance, either monthly, quarterly or annually, as specified in your investment advisory agreement. Generally, accounts are billed quarterly in advance, except where monthly fees are required by outside Managers. You will also be billed for additional monies added to your account during the advisory fee period; however, no adjustments will be made to your bill for monies withdrawn. In any partial advisory fee cycle, the advisory fee will be pro-rated based on the number of days the assets are under management during the particular advisory fee period.

The advisory fees paid to us represent fees for management of your account and are separate from any other fees and expenses charged by other parties; therefore, the advisory fees shown in this Schedule H Brochure represent only the fees paid to us and do not reflect operating expenses and other costs charged by mutual funds or variable annuities and it is important you understand that these expenses and costs are ultimately borne by you, as the shareholder.

NORTHLAND's fees for Wrap Program Account Management will be agreed upon in advance with the client and generally will be charged quarterly in advance based on a percentage of assets under management. NORTHLAND's basic asset based fee schedule for IAS is as follows:

Northland Asset Management Fee for Investment Management, Suitability Analysis and Asset Allocation, Custodial Fees and Reporting:

Maximum charges will be 2.00% per annum, billed quarterly, based on assets on the last day of the prior quarter.

Northland Asset Management Fee:	2.00% per annum (maximum)
Estimated Outside Manager Fees:	.50% per annum
Transaction Fees:	.24% per annum (or \$15 per transaction for designated accounts)
TOTAL FEES	2.74% PER ANNUM

Client may have more than one account with NORTHLAND. For accounts that do not use a third party manager, the Outside Manager Fee will not be charged. Based on written agreement, accounts that are managed internally by Northland Asset Management, may be charged a \$15 fee per transaction to cover trading costs. Based on the size of the account and the investment strategy, these fees may be modified. Any change in fees will be agreed to in writing by Client and Northland.

Based on the size of the account and the investment strategy, these fees may be modified. Any change in fees will be agreed to in writing by Client and Northland.

Fees charged by NORTHLAND may be negotiated and agreed to based upon factors such as the overall complexity of the client's financial affairs, the types of investments, and the number of investing entities. Fees paid to NORTHLAND do not include fees and expenses charged by independent third party Managers, mutual funds, exchange traded funds, and/or other index-based investments selected by clients, nor any fees due to brokers or to custodians of those assets including those that are related to NORTHLAND. These fees and expenses may include investment advisory fees, sales loads, 12b-1 fees, custodial fees, commissions, and management and performance fees. Either party may terminate the investment advisory agreement by written notice and will be effective upon receipt. Any fees that may have been prepaid by the client shall be refunded on a pro-rata basis based upon the number of calendar days remaining after the termination date in the period as to which fees may have been prepaid.

In addition, mutual funds or variable annuities may charge contingent deferred sales charges (CDSC) on withdrawals. We are not responsible for any CDSC charges incurred through the management of your portfolio. A complete description of all fees and expenses of the securities in which you are invested are contained in the relevant prospectuses. We advise you to carefully review your custody agreement with your custodian as there may also be custodial fees and other service fees charged to you by your custodian. You may request that related accounts be combined in order to meet fee break points and reduce the advisory fee charged. We reserve the right to waive the advisory fee for certain accounts such as employee accounts and personal accounts of solicitors who refer business to us. The standard fee schedules and minimum account sizes indicated for the investment management services identified below are negotiable and as a result clients with similar assets may have differing fee schedules. Clients who negotiate a flat fee schedule may or may not pay a higher fee than those who pay under a tiered schedule, depending on asset levels. The same or similar investment advisory services may be available from other investment advisers for a lower fee. The advisory fee (which includes transaction costs) may be more or less costly than paying for the services separately, depending upon the investment advisory fees charged, the number of transactions for the account, the level of brokerage and other fees that would be payable if the client obtained the services available under the program individually.

We may enter into marketing arrangements with broker-dealer firms pursuant to which representatives of their firms (Solicitors) offer our services to the public. A portion of the advisory fee collected by NORTHLAND is shared with the Solicitors for introducing and servicing advisory accounts. Compensation received by the Solicitors may or may not be more than what the Solicitor would receive from NORTHLAND if the client paid separately for investment advice, brokerage and other services; therefore, the Solicitor may have a financial incentive to recommend the wrap fee program over other programs and services.

Your investments in the Separate Account Strategy may also be subject to other fees and charges imposed by other third parties, such as: in the case of mutual fund investments, mutual fund investment management fees, 12b-1 distribution fees, administrative servicing fees, and contingent deferred sales charges upon redemption of previously purchased mutual funds; in the case of purchases made in connection with an individual retirement account or other qualified plan, various IRA and qualified retirement plan fees; and, in the case of all investments, clearing, custody and other transaction charges and service fees. Other parties may receive a portion of these third-party fees.

TERMINATION

We may terminate our investment advisory agreement with you at any time by providing you with written notice. Likewise, you may terminate the advisory agreement at any time by providing us with written notice. If the investment advisory agreement is terminated within (5) five business days from the date of inception, all fees paid in advance will be refunded to you promptly. Should the investment advisory agreement be terminated at any other time, you will receive a pro-rata refund of any prepaid fees. If you are billed in arrears for our services, any outstanding amounts owed to us for the period of time your assets were under our management shall become immediately due and payable upon termination. As of the effective date of termination of our investment management services, we will have no obligation or authority to recommend or take any action with regard to your previously managed assets. You will bear the sole responsibility to work with your custodian for proper liquidation and/or management of your assets upon termination.

EDUCATION AND BUSINESS STANDARDS

Investment advice may only be rendered by qualified investment advisory professionals who have been approved by NORTHLAND. Generally, a college degree and/or equivalent business experience is required for investment advisory professionals, other than those performing clerical or ministerial services. Investment Advisor Representatives are also required to successfully complete any qualifying licensing exams that may be required by state or federal regulators.

Randy G. Nitzsche - DOB 9/1/1963

President & Chief Executive Officer

Randy Nitzsche is a founder of Northland Securities, Inc. and Chief Executive Officer of Northland Capital Holdings and its wholly owned subsidiary, Northland Securities, Inc. Mr. Nitzsche has over 20 years of experience in the securities business with a diverse background in sales, banking, clearing, and management. Mr. Nitzsche has been instrumental in Northland's growth and success over the last five years. Prior to founding Northland he was Chief Executive Officer of a national online brokerage firm.

Mr. Nitzsche is a graduate of Arizona State University with a major in Finance. His securities licenses include the Series 7, 24, 55, 63 and 87 and is involved in numerous professional organizations including the Security Industry Association.

Mark Beese - DOB 10/15/1959

Executive Vice President, Member of the Board of Directors

For over twenty years, Mark worked with a team of investment professionals pursuing fixed income transactions throughout the country. During recent years, his business has focused on providing capital to healthcare and commercial ventures through numerous tax exempt bond issues and taxable loan participations. Prior to joining Northland in 2002 his professional experience included positions at Miller, Johnson & Kuehn from 1989 until 2002 and Cronin & Co. from 1983 to 1989.

Mr. Beese has a BA in Economics from Northwestern University 1981, and a MBA from the University of Minnesota 1983. His securities licenses include the Series 7, 63, 52 and 53.

Timothy Duffy - DOB 9/11/1960

Chief Financial Officer

Timothy Duffy has an extensive background in financial management including 10 years in private equity and mezzanine financing, and 13 years in accounting and taxation. He is experienced in deal structuring, financial analysis, cash flow forecasting and administration. Mr. Duffy's professional work history includes 2 years in the tax department at Peat Marwick; 13 years in various roles at Opus Corporation (general contractor) including taxation, general accounting and private equity and performance reporting in accordance with AIMR standards; 3 years at Northstar Capital (provider of mezzanine financing) conducting due diligence on middle market companies, analyzing financial statements and assisting companies with financial difficulties; approximately 4 years with Northland Securities with responsibility for overall financial operations and reporting including FOCUS report filings.

Mr. Duffy has a Bachelor of Arts in Accounting from the College of St. Thomas and a Masters in Business Taxation from the University of Minnesota. He holds the Series 27 – Financial Principal license and is a Chartered Financial Analyst and Certified Public Accountant (inactive status).

John R. Larson - DOB 1/24/47

Senior Vice President and Secretary of the Board of Directors

John Larson has served as Senior Vice President and Secretary of Northland Securities, Inc. since its inception in 2002. His primary responsibilities include reviewing and structuring private placement equity offering for early stage development companies, and assisting publicly traded companies with public and private financings. Mr. Larson has practiced law for over 30 years, and serves "Of Counsel" with the law firm of Messerli & Kramer, with a business practice emphasizing organization, securities, regulatory, and finance. Mr. Larson is also Managing Director of Clique Capital, LLC, a venture group investing in early stage and midsize companies. In addition, he is Senior Vice President and Secretary for Armada Media Corporation, a company acquiring, owning and operating radio stations in small and midsize markets. Mr. Larson is a former Commissioner of Securities for the State of Minnesota, and has served on numerous regulatory and business committees and organizations. Mr. Larson graduated from Minnesota State University in 1970 and William Mitchell College of Law in 1974.

Steven J. Mattson - DOB 1/13/1950

Executive Vice President and Member of the Board of Directors

Steven Mattson began his securities career in 1972 with Juran and Moody, Inc., a small regional broker-dealer. His main focus was to work as a financial advisor to Minnesota cities on the issuance of tax-exempt debt. In 1996, Juran and Moody was acquired by Miller, Johnson & Kuehn, another Minnesota based broker-dealer. Steven's current focus is now on municipal bond origination. Steven was a co-founder of Northland Securities.

He is a graduate of St. Cloud State University with a major in Finance and a minor in Economics. His securities licenses include Series 7, 63, 53, 24 and 27.

Thomas J Bartzén DOB 08/15/56

Chairman of the Board of Directors

Thomas Bartzén began his career in the securities industry 1984 as a registered representative with Miller, Johnson & Kuehn where he later became the head municipal bond trader in 1994 and headed the Fixed Income Department beginning in 2002. He is a co-founder of Northland and in addition to his duties as Chairman, he is the head of the Credit Committee, the Fixed Income Department and the Fixed Income Trading Desk.

Mr. Bartzén holds a Graduate degree/ MBA from the University of St Thomas 1983 and an Undergraduate degree from the University of Minnesota. His securities licenses include the Series 7, 63, 24 and 53.

Janie S. Pedersen DOB 5/14/61

Chief Compliance Officer

Janie Pedersen began her investment career at RBC Dain Rauscher, and its predecessor organizations, in 1981. The early stages of her career focused on fixed income operations, and evolved to supervisory positions of increasing responsibility. She was Senior Manager for Compliance at RBC Dain Rauscher prior to joining NORTHLAND as Chief Compliance Officer in 2008.

Ms. Pedersen holds a Bachelor of Arts Degree of the University of Minnesota. She also holds the Series 7, 53, 63 and 24 licenses.

Linda R. Knutson – DOB 4/29/49

Senior Vice President - Director of Sales & Marketing
RIA Product Manager and RIA Designated Supervisory Principal

Linda Knutson is responsible for all retail product distribution of Northland Securities, Inc., as well as institutional fixed income product distribution. Ms. Knutson is Product Manager for Northland Securities' activities as a Registered Investment Advisor, doing business as Northland Capital Asset Management. She has twenty years of experience in the securities industry, including eight years as an institutional account representative, three years as a government bond trader, and nine years in product distribution management and sales supervision. Ms. Knutson is a graduate of the University of Wisconsin-Madison with a degree in English. In addition, she holds a MA in English from the University of Michigan, and a MBA from the University of Wisconsin-Eau Claire. Her securities licenses include Series 7, 63, 24, 53 and 66. She also holds a Minnesota insurance license.

CUSTODY

NORTHLAND does not and will not have custody of Client funds or securities. Client accounts are generally held at Pershing LLC. Alternate custodian arrangements must be approved in advance by the Supervisory Principal or their delegate.

PROXIES AND CORPORATE REORGANIZATION NOTICES

NORTHLAND does not vote proxies for clients, and does not provide advice to clients about how to vote proxies. Clients retain the authority to vote proxies, and will be required to ensure that proxy materials are sent directly to them, except as noted in the following paragraphs.

Clients who use an outside manager may delegate proxy voting authority to the manager. The proxy delegation must be evidenced in writing, and may be rescinded based on a written request from the client.

If Client is a tax-qualified retirement plan subject to ERISA, and an outside Manager is engaged, Manager will be responsible for voting proxies, however, each Client may opt to retain such proxy voting rights. With respect to Clients which are not governed by

ERISA, each Client may either retain the right to vote proxies or delegate such authority to each Manager. (At this time, Northland Asset Management does not handle ERISA accounts. If ERISA accounts are opened in the future, these procedures will apply.)

With respect to corporate reorganization notices, such notices are directed by Pershing to the affected Manager, unless the client specifically requests receipt of such notices.

CONDITIONS FOR MANAGING ACCOUNTS

The minimum investment required to open and maintain a separately managed account is generally \$250,000.00; however, NORTHLAND at its sole discretion may waive this requirement. Asset Allocation Portfolios, described herein, have a minimum account size of \$50,000.

Third party advisers to whom NORTHLAND refers Client assets may set account minimums. Such minimums will be clearly disclosed in the disclosure documents provided to the Client by the requisite third party adviser.

REVIEW OF ACCOUNTS

Client accounts are monitored on a continuous basis by a designated principal. A formal review is conducted by the Chief Compliance Officer as part of the inspection process.

Clients or their independent representatives are provided with a statement from the custodian holding the Client's funds/securities at least quarterly and may be provided with a monthly written report generated by NORTHLAND showing Client holdings. Additional reviews may be provided at the Client's request, material changes in the Client's financial condition or pursuant to the terms of the executed agreement for services.

Investment advice may only be rendered by qualified investment advisory professionals who have been approved by NORTHLAND. Generally, a college degree and/or business experience is required for investment advisory professionals, other than those performing clerical or ministerial services.

REGULAR REPORTS

Your custodian will provide you a statement (at least quarterly) identifying the amount of funds and of each security in your account at the end of the reporting period and setting forth all transactions in your account during the reporting period. NORTHLAND also makes various reports and quarterly performance evaluations accessible to its clients.

Trade Confirmations: Individual trade confirmations and reports of account activity may be provided by the custodian. NORTHLAND will generally communicate with its clients via letters, market up-dates and other NORTHLAND generated literature.

Under circumstances where the client has expressly consented, client correspondence and notifications may be sent via electronic means (such as e-mail). In addition, when an outside manager is selected, client may choose suppression of confirmations on the Client Agreement.

OTHER BUSINESS ACTIVITIES

The principal business of NORTHLAND is its activity as a broker dealer of investment securities. As a broker dealer, the firm is involved in the underwriting, trading, and sale of a variety of both debt and equity securities.

As a broker dealer, NORTHLAND accepts responsibility for providing best execution quality for its clients. NORTHLAND is entitled to receive the usual and customary commissions or principal mark-up or mark-down that would be received by an unaffiliated broker-dealer who offered the best price and execution involving similar securities and similar markets during the same period of time.

NORTHLAND discloses on customer confirms when the firm acts in a principal capacity. For equity private placements and for initial equity public offerings, written client approval will be required in advance of the transactions.

Clients of NORTHLAND may purchase fixed income securities from NORTHLAND as principal. NORTHLAND'S role as principal is disclosed on client confirmations. This form ADV II, with Schedules F and H, serves as notice to advisory clients of NORTHLAND'S principal activity. NORTHLAND'S role as a securities principal is also disclosed in the Client Agreement. Additional detailed information regarding principal disclosure is available upon request.

FINANCIAL INDUSTRY ACTIVITIES

The General Partner of Bondhawk II is Bondhawk Advisors, LLC, a Delaware limited liability company. The General Partner is managed by John M. Schumacher, an employee of Northland Securities, Inc., Thomas Bartzén, NORTHLAND'S Chairman of the Board, and other persons designated by Schumacher and Bartzén. NORTHLAND and other individuals will maintain minority non-voting equity interests in the General Partner. The General Partner and its respective principals participated in the structuring and organization of the Fund. Thus, the selection of the General Partner, as well as the setting of its compensation, were not the result of arm's-length negotiation. Additional information is available in the Confidential Private Placement Memorandum.

NORTHLAND is involved in the ownership of Northland Directions Equity Fund LP and is related to Northland Directions Equity Group, LLC, Advisor to the Fund. The fund's investment strategy is a disciplined long/short equity holding and trading approach. More complete information is available upon request.

If investments such as those described above are recommended for NORTHLAND's advisory clients, the individual client must receive complete documentation in advance and sign the Subscription Agreement.

FIRM BUYING OR SELLING SECURITIES THAT IT OWNS TO CLIENTS

NORTHLAND is an active underwriter of municipal bonds and a trader of government and corporate securities. For clients with fixed income portfolios, there are occasions where bonds that are underwritten or owned by NORTHLAND will be sold to a client. NORTHLAND'S role as principal is disclosed on the client confirm. NORTHLAND'S potential role as principal is disclosed here in FORM ADV II and is also disclosed on the advisory Client Agreement. For fixed income trades, a designated principal reviews each trade. In addition, the Sales Manager reviews the daily blotter of client activity. On a regular basis, and no less frequently than quarterly, client activity in advisory accounts is reviewed by the Designated Supervisory Principal. If an advisory account invests in a private placement equity security or a limited partnership, suitability will be documented in advance by the Designated Supervisory Principal and the client will sign appropriate subscription agreements. NORTHLAND procedures for documenting suitability may include, but are not limited to, the following: signature or initials by a principal on the trade ticket, the daily blotter, a copy of the account form with the subscription materials, comments in the Pershing account electronic Notes, Client Confidential Questionnaire and active account review files. Each advisory client completes a Confidential Client Questionnaire, indicating the investment strategy and its suitability to the client objectives. The IAR discusses the Questionnaire with the Designated Supervisory Principal, and it is initialed by the Principal evidencing review. The Designated Supervisory Principal will review the account activity in relation to the Client Questionnaire on a regular basis, and no less frequently than quarterly. Any advisory client who purchases securities in which NORTHLAND has a principal or financial interest will receive a letter, no less than annually, informing the client of NORTHLAND'S potential conflict of interest and giving the client contact information for the Designated Supervisory Principal for more information. Additional supervisory procedures are detailed in the Northland Asset Management Compliance Manual and the Northland Securities, Inc. Written Supervisory Procedures.

ACTING AS BROKER OR AGENT ON CLIENT TRANSACTIONS FOR COMPENSATION

NORTHLAND is a broker dealer as well as a registered investment advisor, and is actively engaged in buying and selling securities for its own account as well as for clients. The firm has a responsibility to all of its clients and professional associates to operate in an ethical manner. In addition, NORTHLAND recognizes its fiduciary responsibilities to its advisory clients. As a broker dealer, NORTHLAND will provide the best execution available for all of its clients. The firm is entitled to receive the usual and customary commissions or principal mark-ups and mark-downs that would be received by an unaffiliated broker-dealer who offered the best price and execution involving similar securities and similar markets during the same period of time. For supervisory procedures, see Item 9.A. of this form.

ACTING AS BROKER OR AGENT ON CLIENT TRANSACTIONS WITH A THIRD PARTY FOR COMPENSATION

NORTHLAND may execute trades at the request of outside Managers, or at the request of Managers of limited partnerships, as described in Item 3.K.3. For related supervisory procedures, see Item 9.A. of this form.

RECOMMENDING CLIENTS BUY OR SELL PRODUCTS IN WHICH APPLICANT HAS A FINANCIAL INTEREST

NORTHLAND may recommend transactions in which it is a principal. NORTHLAND may occasionally recommend limited partnership investments.

BUYING OR SELLING SECURITIES FOR ITSELF THAT IT RECOMMENDS TO CLIENTS

NORTHLAND does not buy or sell securities for itself that it recommends to clients, other than its activities as a transaction principal.

ETHICAL STANDARDS

NORTHLAND has established standards of conduct for its advisory personnel, which address areas where conflicts of interest may arise from the personal trading of the advisory personnel. NORTHLAND has put in place the following restrictions in order to ensure its fiduciary responsibilities:

NORTHLAND emphasizes the unrestricted right of the Client to specify their investment objectives, guidelines, and/or conditions on the overall management for their portfolio;

Associated persons or their immediate family members shall not buy or sell securities for their personal portfolio(s) where their decision is derived in whole or in part, by reason of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry;

No associated person of NORTHLAND shall prefer his or her own interest to that of an advisory Client. Investment opportunities must be offered first to Clients before NORTHLAND or its associated persons may participate in such transactions;

NORTHLAND and its employees may not participate in private placements or initial public offerings (IPOs) without prior written approval from NORTHLAND's compliance officer;

NORTHLAND requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices;

Records will be maintained of all securities bought or sold by NORTHLAND, its associated persons, and related entities. A qualified representative of NORTHLAND will review these records on a regular basis.

Any individual not in observance of the above may be subject to termination. The full text of NORTHLAND's Code of Ethics is available to you upon request.

DISCRETION IN SELECTING A BROKER DEALER FOR CLIENT

NORTHLAND has discretion to choose a broker dealer for clients for trade execution. Generally, client accounts are held in custody at Pershing LLC, an affiliate of The Bank of New York Mellon Corporation. Generally, NORTHLAND acts as broker dealer for its client accounts held at Pershing. There may be situations requiring assets to be held at an alternate custodian and for trades to be executed through an alternate broker dealer. In any transaction, it is NORTHLAND'S responsibility to provide the best possible execution for the client, while earning normal and customary industry compensation.

APPLICANT DISCRETION IN BROKER DEALER COMMISSIONS PAID

As the usual broker dealer of record, NORTHLAND has discretion in the amount of commissions and fees that are charged to clients. Compensation for NORTHLAND as a broker dealer and compensations to third party broker dealers are restricted to normal and customary industry compensation.

APPLICANT SUGGESTING OR RECOMMENDING A BROKER DEALER

NORTHLAND is a broker dealer as well as a registered investment advisor. Generally, the firm will serve as broker dealer for advisory client accounts. In exceptional situations, where an outside broker dealer or prime broker is required, approval in advance is required from NORTHLAND'S CCO or Designated Supervisory Principal. NORTHLAND does not receive research or any other type of "soft dollar compensation" for recommending the use of a broker dealer.

INVESTMENT OR BROKERAGE DISCRETION

In order for us to actively manage your assets, we require that you provide us with discretionary trading authority. This will allow us to buy or sell securities, as well as specify the amount of securities to invest, without first obtaining your specific consent. This authority is limited to the transfer or exchange of your funds between securities and asset classes agreed to by you in accordance with the investment management service selected by you. For assets held by a designated custodian, our discretion extends to the transfer or exchange from one fund family to another so long as it is done at net asset value (NAV) and no commissions are generated. Under the Separate Account Strategy wrap fee program, NORTHLAND will cover the transaction costs associated with the management of your assets. In cases where we determine the broker or dealer to be used, we will seek to obtain the best execution possible under the circumstances. This discretionary authority in no way restricts you, from establishing special limitations on the types of investments we may recommend or make on your behalf. You may send us specific written instruction at any time regarding securities you may wish to purchase or sell and you may instruct us not to purchase specific securities or types of securities. If we are unable to accommodate your request for any reason, we will notify you immediately.

Upon termination of our investment management services, we will have no obligation or authority to recommend or take any action with regard to the previously managed assets. Some of our employees are licensed registered representatives of a broker-dealer. Those licensed individuals may recommend this broker/dealer to our advisory clients. However, clients are under no obligation to effect transactions through any recommended broker or dealer. Clients are responsible for selection of their custodian/broker-dealer.

Clients directing us to manage assets with a specific broker-dealer, including broker-dealers that have been pre-approved by us, have the sole responsibility for negotiating commission rates and other transaction costs with the broker-dealer. If a client selects a specific broker, we will not be required to effect any transaction through the specified broker if we reasonably believe that to do so may result in a breach of our fiduciary duties. You are advised that by instructing us to execute all transactions on behalf of your account through the specified broker, a disparity may exist between the commissions borne by your account and the commissions borne by our other clients that do not direct us to use a specified broker. You may also not necessarily obtain commission rates and execution as favorable as those that would be obtained if we were able to place transactions with other broker-dealers. You also may forego benefits that we may be able to obtain for our clients through negotiating volume discounts or block trades.

BEST EXECUTION

The majority of equity orders are executed on an agency basis through Pershing, the clearing firm. The clearing firm will be responsible for the best execution with regards to the orders. There is no additional charge passed on to the client when trades are executed by the clearing firm. Northland may also execute some equity and fixed income trades in a principal capacity. Principal trading will not be used with respect to trades in your NORTHLAND account, unless such trades are in compliance with all applicable regulatory requirements, including but not limited to prior notice to each client, as required by Section 206(3) of the Investment Advisers Act, as amended. NORTHLAND's Management Committee meets quarterly to review compliance with all applicable regulations.

PRIVACY POLICY

We recognize and respect the privacy of each of our customers and their expectations for confidentiality. The protection of customer information is of fundamental importance in our operation and we take seriously our responsibility to protect nonpublic personal information. We collect, retain and use information that assists us in providing the best service possible. This information comes from the following sources:

- Account applications and other required forms,
- Written, oral, electronic or telephonic communications and
- Account and transaction histories with us, our affiliates, or others

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted by law. We restrict access to nonpublic personal information about you to those employees, affiliates, and service providers who need to

know that information to provide our products or services to you. We require that these entities limit the use of the information provided to the purposes for which it was disclosed and as permitted by law. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

ANTI-MONEY LAUNDERING POLICY

It is NORTHLAND'S policy to accept only those clients whose source of wealth and funds can be reasonably established to be legitimate, to prevent persons from using NORTHLAND and the services it offers to engage in money laundering and other criminal activity and to maintain accurate, current and complete information about each client.

BUSINESS CONTINUITY PLAN

NORTHLAND has developed a Business Continuity Plan to provide procedures for response and recovery in the event of a significant business disruption. The purpose of the Plan is to identify responsible personnel in the event of a disaster; safeguard employees' lives and firm property; evaluate the situation and initiate appropriate action; recover and resume operations to allow continuation of business; provide customers with access to their funds and securities; and protect books and records. The Plan was developed considering the types of business conducted, systems critical to support business, and geographic dispersion of offices and personnel.