

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

Northside Capital Management, LLC

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This brochure provides information about the qualifications and business practices of Northside Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 541-387-2080 or at info@northsidecap.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 Northside Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Northside Capital Management, LLC is a registered investment advisor with the SEC. Registration does not imply a certain level of skill or training.

Item 2 Material Changes

Not Applicable

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Item 4 Advisory Business

Northside Capital Management, LLC (“Northside”) provides investment advice and management of financial assets for high net worth individuals, trusts, family offices, foundations and taxable institutions, commencing business on January 12, 1996, and currently registered as a Delaware LLC. The owners of Northside are Jeffrey Charles Slocum and Donald James DeWolfe.

Northside offers clients a total portfolio structuring service that begins with a thorough understanding of each client's return objectives, income needs, tax considerations, risk tolerance, projected special spending plans, closely held business interests, and other pertinent factors. Northside will work with each client to develop a structural plan for the investments summarized in a formal Statement of Investment Objectives and Policies (“SIOP”). Northside provides comprehensive services related to investment management, such as cash management, document management, and investment reporting. Northside also coordinates with other client service providers to address accounting and estate related issues which may impact portfolio construction.

The SIOP is intended to provide the road map for executing the investment strategy. The SIOP covers such things as: 1) outlining responsibilities of Northside and other service providers; 2) establishing formal yet flexible investment guidelines, incorporating prudent risk parameters, appropriate asset guidelines, and realistic return goals; 3) providing a framework for regular constructive communication between the client and Northside; 4) creating standards of investment performance which are historically achievable and by which Northside agrees to be measured over a reasonable period; and 5) identifying the asset categories and investment strategies which may be used in portfolio construction.

Northside is an independent firm with the potential to openly access investment opportunities globally. In the course of providing investment management services, Northside constructs portfolios which are customized for each client, and provides each client with the same reporting tools and management services that are used by large institutional investors. The goal of the portfolio construction process is to use Modern Portfolio Theory, forward thinking common sense, and computer modeling when applicable, to create an "efficient" portfolio, i.e., one that maximizes the expected return for any given level of risk. Asset allocation across the broad asset classes and investment strategies is a critical component of the investment structuring service as Northside seeks to limit downside risk through portfolio diversification.

Northside pays particular attention to tax efficiency and minimizing the investment and transaction costs associated with managing customized portfolios. Northside has broad and sophisticated qualitative research expertise in the full range of traditional investments: equities and fixed income, alternative investments such as private equity, (venture capital, mid and late-stage, and buyout) and hedge funds, (hedged directional equity, distressed and event driven, global macro, fixed income arbitrage, and convertible arbitrage), real assets, (real estate and commodities), and managed futures. Equity investments may include diversified exposures to US and non-US stocks, spread across the market capitalization spectrum. Fixed income, including municipal bond investments in tax sensitive portfolios when appropriate, will be used to contribute to return objectives, which can include income and principal stability. Northside will use both active and passive management approaches for major asset classes.

After the asset allocation construction and implementation of portfolios, Northside provides regular ongoing monitoring of investment performance. Quarterly performance reports which include commentary on the investment environment, comparisons of returns with appropriate benchmarks, and a full attribution of performance are produced and provided on a timely basis. Northside will provide clients with customized reports upon request. The principals of Northside meet regularly with clients and are available for individual consultations on asset allocation, portfolio construction, and performance issues. Northside will also consistently meet and communicate with clients to ensure that the investment portfolio remains consistent with the intent of the SIOP.

Item 4 Advisory Business Continued

This total package of services is provided on a discretionary basis, however, actions are routinely discussed with and cleared by the client. Certain clients may opt to have non-discretionary investment advice from Northside. Clients would receive the same structural planning and asset allocation advice as above.

At December 31, 2011, Northside had a total of \$2,298,444,294 assets under management. Of this total, \$242,985,408 of assets is managed on a non-discretionary basis.

Item 5 Fees and Compensation

Schedule of Fees

Northside Capital Management, LLC's general schedule of fees is as follows:

First \$200 million of assets:	0.50% per annum
Assets Over \$200 million:	0.25% per annum

Northside has charged different rates in particular circumstances, depending on the services provided, including to employees and affiliates and family members of employees and affiliates. Some professional advisors may charge less for comparable investment services. Some professional advisors may charge more for comparable investment services. Fees are payable quarterly, in advance, and are based on the fair market value of the portfolio at the close of the last business day of the previous quarter. A prorated quarterly fee is due when a client enters into an advisory agreement with Northside. Each client signing an agreement will receive a copy of Form ADV Part 2A Firm Brochure and an applicable ADV Part 2B Advisor Supplement(s), and will have five business days to rescind the agreement unconditionally. Thereafter, the Northside agreement may be terminated by either party upon thirty (30) days prior written notice to the other party. Clients wishing to terminate the agreement during any quarter will receive a prorated refund of prepaid fees based on the number of days of service actually received during that quarter.

Clients should be aware that, although "no-load" and "index" mutual funds generally have lower expenses than other mutual funds, they do incur investment advisory fees and other expenses that are in addition to (and unrelated to) the fees payable to Northside described above. A no-load fund mutual fund is a fund in which shares are sold without a commission or sales charge. The reason for this is that the shares are distributed directly by the investment company, instead of going through a secondary party. This is the opposite of a load fund, which charges a commission at the time of the fund's purchase, at the time of its sale, or as a "level-load" for as long as the investor holds the fund. An index fund is a type of mutual fund with a portfolio constructed to match or track the components of a market index, such as the Standard & Poor's 500 Index (S&P 500). An index mutual fund is said to provide broad market exposure, low operating expenses and low portfolio turnover.

Northside does not, has not, and will not participate in any soft dollar arrangements. An investment adviser can enter into an arrangement with a broker-dealer whereby it receives free research in exchange for the placement of a specified amount of client trades. This is called a "soft dollar arrangement." Client commission dollars, instead of "hard" dollars, pay for research, which is used by the investment adviser for that client's account or other clients' accounts. The broker-dealer may provide research directly or obtain the research from third party vendors. Northside will receive no commissions or sales charge rebates of any kind. Northside receives no remuneration from any broker/dealer for business transacted with it. Northside receives no compensation from any custodian of assets. It is Northside's stated policy that its sole compensation shall be derived from management fees charged.

Item 6 Performance-Based Fees and Side-By-Side Management

Northside does not engage in performance based fee arrangements.

Item 7 Types of Clients

Northside provides investment advice and management of financial assets for high net worth individuals, trusts, family offices, foundations and taxable institutions.

Clients of Northside must be considered Qualified Purchasers under Section 3(c) (7) of the Investment Company Act of 1940. Northside may accept as a client, family members of existing Northside clients in certain situations as it determines in its sole discretion, if such clients are Accredited Investors as defined in Regulation D of the Securities Act of 1933. A qualified purchaser is a greater requirement than an accredited investor. Generally only super high net worth individuals and institutional investors will fit within the definition of qualified purchaser.

Qualified Purchaser Definition: A summary of the main requirements are listed below. In order for an individual or entity to qualify as a Qualified Purchaser, he or she must accomplish at least one of the following:

1. Any natural person (including any person who holds a joint, community property, or other similar shared ownership interest in an issuer that is excepted under section 3(c)(7) with that person's qualified purchaser spouse) who owns not less than \$ 5,000,000 in investments;
2. Any company that owns not less than \$ 5,000,000 in investments and that is owned directly or indirectly by or for 2 or more natural persons who are related as siblings or spouse (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations, or trusts established by or for the benefit of such persons;
3. Any trust that is not covered by clause (ii) and that was not formed for the specific purpose of acquiring the securities offered, as to which the trustee or other person authorized to make decisions with respect to the trust, and each settlor or other person who has contributed assets to the trust, is a person described in clause (i), (ii), or (iv); or
4. Any person, acting for its own account or the accounts of other qualified purchasers, who in the aggregate owns and invests on a discretionary basis, not less than \$ 25,000,000 in investments.

Accredited Investor Definition: In order for an individual to qualify as an accredited investor, he or she must accomplish at least one of the following:

1. Earn an individual income of more than \$200,000 per year, or a joint income of \$300,000, in each of the last two years and expect to reasonably maintain the same level of income.
2. Have a net worth exceeding \$1 million, either individually or jointly with his or her spouse.
3. Be a general partner, executive officer, director or a related combination thereof for the issuer of a security being offered.

These investors are considered to be fully functional without all the restrictions of the SEC.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Northside uses portfolio management that is based on the principles of Modern Portfolio Theory and other academic and industry research. Northside will consistently assess the macroeconomic environment, as well as fundamental and technical factors, which can influence price and direction of the broader capital markets and related securities. Each Northside client portfolio is customized based on each client's unique investment objectives, risk tolerance, return objectives, investment time horizon, income requirements and other factors. Client assets are allocated among various asset classes and investment strategies, and Northside will use fundamental research to select investments. Investments are made in separate account structures with outside specialist investment advisers, limited partnerships, no-load mutual funds, Exchange Traded Funds (ETFs), stocks and bonds.

The choice of all vehicles purchased for client accounts will be the responsibility of Northside and will be based on careful due diligence that takes into consideration overall expenses, investment objectives and adherence to those objectives. Northside considers many available investment strategies, and will employ several methods to analyze investments for potential inclusion in client portfolios. Investment manager due diligence is comprised of both qualitative and quantitative factors, and is conducted both in person at the managers place of business as well as by frequent conference calls. Northside considers several factors which include, but are not limited to the evaluation of: the integrity of the general partner or manager, the diversification of the investment portfolio, the investment vehicle's correlation to a particular market and other components of a client's asset structure or investment holdings, a manager's experience and ability, the investment structure, industry experience, reference checks, research process and capabilities, investment process, portfolio analytics, compensation structure, fees, operational issues, compliance, custody arrangements and evaluation of service providers.

Northside endeavors to build investment portfolios for its clients that are highly diversified by investment strategy and asset class. This process attempts to manage the risk of loss associated with investing, provides downside protection over a long time frame, and is less reliant on upward trending price movement to achieve return objectives. However, every investment strategy carries the risk of loss and will be subject to varying degrees of price volatility. Equity related investments may lose value due to several factors including, but not limited to: the failure of growth rates of the broader economy to meet expectations, the failure of specific corporations to realize expected growth, revenue, and earnings targets, the impact of material corporate events on the value of a company's shares, such as a change in control, bankruptcy, or acquisition, a shift in corporate and consumer preferences and behavior, product obsolescence, competitive pressure, changes to supply and demand, regulatory changes, legal matters, management changes, changes to cost structure, product commoditization and broader market disruption from unforeseen events.

Northside will invest in fixed income related strategies with a risk management approach that ascertains credit and interest rate risk; both of which will impact price stability. Fixed income investments are subject to the risk of loss caused by several factors including but not limited to: broadly increasing interest rates, an increase in inflationary expectations, a substantial increase in the supply of fixed income securities, a decline in the credit worthiness of an issuing entity, downgrades by the major rating agencies of specific issuers, substantial capital outflows or redemptions from fixed income mutual funds and substantial and sustained changes to fiscal and monetary policies.

Alternative strategies are often comprised of investments in fixed income and equity and related securities, which would carry the same risks for fixed income and equities as described above. In addition, particular alternative investment structures carry increased liquidity risk given the structure of the investments. Some alternative strategies employ leverage, which can cause losses to be more severe. The current lack of secondary markets for limited partnership interests will result in further liquidity risk, which means an investor may not be able to sell their interest in a fund when they want to.

Generally, Northside's clients grant it the authority to select which, and how many, securities to buy or sell after consultation, and subject to specified investment objectives and guidelines. Arrangements with clients will exist where Northside will recommend investments and the client has final authority.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss Continued

Northside may offer advice on a wide array of alternative investments to clients. These alternative investments include hedge funds that may offer varying investment strategies. Northside will choose hedge funds where the management of each fund can be monitored closely, with the expectation that performance will be consistent, without huge swings in volatility. If the management style or team should change once Northside has employed a particular fund, or other considerations cause Northside to change its opinion of the fund, steps will be taken to redeem investments held in such a fund, consistent with liquidity provisions of that fund, as stipulated in the fund's offering documents.

Northside will selectively recommend limited partnership structures, including hedge funds, when investment opportunities or investment management teams exist that are otherwise unavailable as publically traded securities. This may be the case when inefficiencies in the debt and equity capital markets exist as the result of fundamental or technical change. Strategies across private partnerships and hedge funds differ, and generally Northside may invest in a range of strategies that span a variety of asset classes, emphasizing the potential outcome of positive absolute returns despite the market direction of the traditional asset classes of equities and bonds, with low correlation to the investment performance of these traditional asset classes.

Use of Separate Account Managers

Northside may recommend the use of one or more Separate Account Managers ("SAM") in order to execute a portion of a client's agreed upon investment strategy. Each SAM will charge its own advisory fee that is in addition to Northside's asset based management fee.

Alternative Investment Strategies – Use of Partnerships

Northside has used partnerships in the form of Limited Liability Corporations (LLC's) as pooled vehicles for Northside clients to participate in Alternative Investment Strategies (AIS) pursuant to each client's agreed upon investment strategy. These vehicles have allowed Northside clients to achieve much broader diversification, and the ability to invest in AIS where the minimum investment amount is larger than appropriate for each individual client. Northside clients would "pool" their funds within the partnership and the partnership would then meet the said minimum investment requirement for the AIS. Northside charges no fees for the creation and management of these partnerships to their clients. The only fees Northside clients incur, other than the fees directly charged by partnership's investment entities, are the pro rata share of legal, administrative, and accounting charges incurred by the partnership. Northside is the Managing Member of these partnerships. Northside currently has three such partnerships that are actively investing, and working to realize investments, but are closed to new investors:

Partnership	AIS	Status
Graceland Partners, LLC	Private Equity	fully funded
Blue Hawaii Partners, LLC	Private Equity	fully funded
TCB Partners, LLC	Private Equity	fully funded

Item 9 Disciplinary Information

Neither Northside nor any employees are subject to any legal or disciplinary proceedings.

Jeffrey C. Slocum is a Managing Member of Northside and is the owner of Jeffrey Slocum & Associates, Inc. (Slocum). Jeffrey Slocum & Associates, Inc. has provided investment consulting services for institutional funds since 1986. Among the Asset Planning Services that Slocum provides its institutional clients are the Development of Investment Objectives and Policies, Asset Allocation Studies, Pension Asset/Liability and Endowment Asset/Spending Formulae Computer Modeling, Investment Performance Evaluation, Selection of Investment Management, Custody/Trustee, and Plan Record-keeping Service Providers, and Plan Participant Education and Communication. With a staff of more than seventy five people, Slocum has over 110 clients whose combined assets total over \$87 billion.

Donald James DeWolfe is a Strategic Advisor to and a member of the Board of Directors of Jeffrey Slocum & Associates. In this role, Mr. DeWolfe provides strategic advice on investments and corporate strategy to the Principals at Slocum.

Northside and Slocum regularly discuss investments and opinions about the capital markets, which may affect the design of Northside client portfolios. However, Northside and Slocum are distinct and separate entities and operate independently.

Compliance Policies

Northside is a registered investment adviser and has investment management responsibility for various high-net worth clients. Northside requires full compliance with all laws and regulations governing the provision of advisory services to clients, including Rule 206(4)-7 under the Investment Advisers Act of 1940, which requires an SEC registered investment adviser to maintain written policies and procedures designed to prevent violations of such laws and regulations. It is also the policy of Northside to conduct its business in a manner that meets the highest standards of commercial honor and just and equitable principles of trade. Inherent in all client relationships is the fundamental responsibility to deal fairly with clients.

Code of Ethics Policy

Northside has adopted the CFA Institute Code of Ethics and Standards of Professional Conduct. Members of the CFA Institute shall:

- Act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, employers, employees and fellow members.
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on members and their profession.
- Strive to maintain and improve their competence of others in the profession.
- Use reasonable care and exercise independent professional judgment.

A complete copy of the CFA Institute Code of Ethics and Standards of Professional Conduct is available upon request.

From time to time Northside may recommend investment securities, mutual funds or other securities that it or its advisory personnel have purchased or intend to purchase for its or their own accounts. It is Northside's policy not to permit associated persons (or certain of their relatives) to benefit from any price movement that may be caused by clients' transactions. From time to time, trading by Northside and its associated persons (and certain of their relatives) in particular securities may be restricted in recognition of impending investment decisions on behalf of clients. If transaction orders for a client and Northside and Northside's associated persons cannot all be executed at the same time and price, then Northside and Northside's associated persons' orders will be treated in whichever of the following ways will have the most advantageous result for clients: (i) Northside and/or its associated persons' orders will be the last orders filled; or (ii) Northside and/or its associated persons' orders will be made at the highest prices, in the case of a purchase, or lowest prices, in the case of a sale. Northside's members, officers and employees are required to report all personal securities transactions to Northside quarterly. All Northside members and staff log all personal brokerage trades into a single company trade blotter, which is reviewed no less than quarterly by a Managing Member and the firm's Chief Compliance Officer.

Northside and its associated persons may purchase or sell specific securities for their own accounts based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.

Northside's clients generally rely on Northside to determine the broker or dealer through which their transactions will be executed (although some clients may direct Northside to use a particular broker or dealer for all or a portion of the transactions in those client's accounts) and Northside generally makes those determinations on a transaction-by-transaction basis. Northside may cause transactions to be effected by brokers on an agency basis for a commission or, alternatively, directly with market makers acting as principals on a net basis with no brokerage commissions. Northside may also cause securities to be bought from underwriters in public offerings at prices that include compensation to the underwriters.

Where Northside buys or sells the same security for two or more clients, Northside may place concurrent orders with a single broker, to be executed together as a single 'block' order to facilitate orderly and efficient execution. Whenever Northside does so, each account on whose behalf an order was placed will receive the average price and will bear a proportionate share of all transaction costs, based on the size of that account's order. In selecting brokers and dealers, Northside's primary objective is to obtain the best combination of price and execution. In evaluating whether a broker or dealer will be able to provide best execution, net prices (after brokerage commissions, if any, and other transaction costs) are a principal factor, but the selection also takes account of other factors, including: the execution, clearance and settlement capabilities of the broker or dealer generally and in connection with securities of the type involved; the broker's or dealer's ability and willingness to commit its capital to facilitate transactions (by participating for its own account); the broker's or dealer's reliability, integrity, and financial stability; the size of the particular transaction and its complexity in terms of execution and settlement; the importance of speed or confidentiality in the particular transaction; and the market for the security.

Prime Broker

In most circumstances, where a client has not previously made custodial arrangements, Northside will suggest that the client use a particular broker-dealer to act as custodian for the funds and securities to be managed by Northside. In those cases, Northside generally only recommends one broker-dealer, and the broker-dealer is capable of acting as a prime broker. Under prime brokerage arrangements, Northside may, on a transaction-by-transaction basis, either use the prime broker/custodian or select other broker-dealers, who execute transactions for settlement into the client's prime brokerage account. The prime broker expects some level of portfolio brokerage business to compensate it for its custodial and record keeping services, but there is no explicit charge.

Northside places great emphasis on minimizing transaction and custodial costs for clients. Northside's primary custodian is Charles Schwab, a qualified custodian, which offers a full suite of client and advisor services and utilities. When a client directs brokerage, Northside may be unable to achieve most favorable execution of client transactions and that directing brokerage may cost clients more money.

Item 13

Review of Accounts

Managing Members and staff of the Northside generally review accounts on a daily, weekly, monthly, quarterly and periodic basis to ensure that asset allocation remains consistent with the clients SIOP, and that actual asset allocation percentages are consistent with investment policy guidelines. Such reviewers include Donald James DeWolfe and Jeffrey C. Slocum - Managing Members, Morris Cheston - Partner, John Phillips - Chief Compliance Officer, Trish Gooch - Director of Client Services, Steve Carroll - Chief Administration Officer, and Stephani Hendricks - Executive Assistant.

Northside sends clients a formal written report that provide listings of assets managed at quarter end, realized and unrealized capital gains and losses, investment performance and investment management fees charged.

Northside has contracted and may contract in the future with certain persons who provide third party solicitation services for the referral of qualified clients to the firm. In all such instances such payments are fully disclosed and approved by the client. The terms of the solicitation agreement and the relationship between any third party solicitor and Northside are disclosed to any client referred to Northside by a solicitor in accordance with SEC Rule 206(4)-3 governing the use of and payments to third party solicitors by Investment Advisers. Copies of the Solicitor Statements and contracts are retained by Northside as part of its books and records and are available to regulators for review.

Northside Client Brokerage Accounts

Charles Schwab & Co., Inc. (“Schwab”) is the primary qualified custodian for Northside client assets. Schwab produces monthly brokerage account statements and directly mails, or makes available online, an original version sent directly to the account owner of each account. Clients may also call Schwab directly at 800-515-2157, if they have any issues or concerns with their brokerage accounts.

Each client receives directly from Northside a custom quarterly portfolio valuation and performance report. These portfolio reports show the value of the assets held in the brokerage accounts and alternative assets (ie. hedge funds), which are not directly held with the same custodian. Northside uses the Advent Axys portfolio management and reporting system as our primary client investment database. Brokerage accounts are updated and reconciled daily with the custodian values provided by the Advent Custodial Data (ACD) system, which is an interface securely linking brokerage account data to our Advent Axys database. Alternative investments are updated and reconciled on a monthly basis upon receipt of the capital balance statements, which are generated and delivered by each fund’s independent administrator. Each investor who has capital with an alternative investment is also sent a capital balance statement directly from each fund’s independent administrator. The Northside generated performance reports match position and market values perfectly with client brokerage statements and also alternative investment capital balance statements. Northside recommends clients carefully review all reports, and compare our generated reports with the capital balance statements each receives from the qualified custodian and fund administrators if applicable.

Northside Brokerage Accounts with Custody

Northside has custody over three private equity partnership brokerage cash accounts currently held at Schwab. These brokerage accounts are used as a conduit for the receipt of cash (from underlying partnership investments and limited partner capital calls) and the distribution of cash (to pay for operational expenses, and make limited partner distributions).

Rule 206(4)-2 under the Advisors Act requires an investment advisor, who is deemed to have custody or possession of any client assets, to have these assets verified by an actual examination, at least once during each calendar year by an independent public accountant, at a time chosen by the accountant without prior notice to the advisor; or have an annual audit performed on the partnership by an independent public accountant. To comply with these rules, TCB Partners, LLC is audited annually, and Graceland Partners, LLC and Blue Hawaii Partners, LLC is inspected annually by surprise examination from an independent CPA firm.

TCB Partners, LLC (annual 12/31/XX audit, performed by CPA firm).

Graceland Partners, LLC (annual surprise inspection, performed by CPA firm)

Blue Hawaii Partners, LLC (annual surprise inspection, performed by CPA firm)

Item 16

Investment Discretion

The role and degree of discretionary authority exercised by Northside is directly controlled by each client. This control stays with each client, who may make adjustments to this policy at any time.

During the brokerage account setup process with a qualified custodian, the client makes elections, on an account by account basis, giving Northside as advisor full, limited, or no access in managing the account.

Item 17 Voting Client Securities

Each Northside Investment Advisory Contract will contain a clause describing whether Northside or the client votes proxies related to securities owned by clients. If Northside votes the proxies, voting decisions will reflect what Northside considers to be in the best interest of the client/shareholder.

If a material conflict of interest exists between the interests of the Advisor, and those of the relevant Client with respect to any issue to be voted on, the Advisor will base its voting decision exclusively on the Adviser's judgment of what will best serve the financial interests of the Client that beneficially owns the securities that are the subject of the vote.

A complete copy of the Northside Proxy Voting Policy is available upon request.

Item 18

Financial Information

Northside has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.