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Firm Brochure

(Part 2A of Form ADV)

This brochure provides information about the qualifications and business practices of Northline Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 888-407-5463 or adv@northlinewealth.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 Northline Wealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 150422.

Northline Wealth Management, LLC is a Registered Investment Adviser under the Investment Advisers Act of 1940. Registration does not imply a certain level of skill or training.

May 2, 2012

Material Changes

Listed below is a summary of new and/or updated information. Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

1. Other Financial Industry Activities and Affiliations Page 14 - Jeffrey E. Stuermer is no longer dually registered as an advisory representative of Northline Wealth Management, LLC and as a registered representative of Mutual Securities, Inc. He terminated his registration with Mutual Securities on 1/26/2012.

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Advisory Business

Firm Description

Northline Wealth Management, LLC is a state Registered Investment Adviser with its principal place of business located in Oregon. Northline Wealth Management, LLC was established in September 2009. The principal shareholders and managing members are Jeffrey E. Stuermer (50%) and John B. Kingery (50%).

Advisory Services

Northline Wealth Management, LLC provides investment advisory services as defined in the Investment Adviser's Act of 1940. This includes continuous advice to a client regarding the investment of client funds based on the individual needs of the client. We manage each portfolio with the intent to achieve consistent, superior returns while keeping the client's unique risk and performance expectations in mind.

During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Types of Investments

In managing portfolios, Northline Wealth Management, LLC determines appropriate investments, which may include:

- Equity securities (including exchange-listed, over-the-counter and foreign issues)
- Closed and open end mutual fund shares
- Exchange traded funds (ETFs)
- Warrants
- Options contracts on equity securities
- Corporate debt securities
- Commercial paper
- United States government and municipal securities
- Certificates of deposits
- Limited partnerships

Because some types of investments involve certain additional degrees of risk, they will only be implemented or recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

We also offer advisory management services to our clients through Separately Managed Account Programs. Our firm provides the client with an asset allocation strategy developed through personal discussions in which goals and objectives are established based on the client's particular circumstances. Unaffiliated registered investment advisers are then identified by portfolio management style and are selected to manage client assets. We monitor the performance of the selected registered investment adviser. If we determine that a particular selected registered investment adviser is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's investment goals, we will replace that adviser with an appropriate registered investment adviser.

Managed Assets

As of 3/28/2012, Northline Wealth Management, LLC managed approximately \$43,000,000 in assets.

Types of Clients

Description

Northline Wealth Management, LLC provides advisory services to individuals, families, trusts, estates, charitable organizations, as well as corporations or business entities. Client relationships vary in scope and length of service. Northline Wealth Management, LLC does not impose a minimum dollar value of assets or other conditions for opening or maintaining an account.

Fees and Compensation

Description

Northline Wealth Management, LLC annual fees for Investment Adviser Services are based upon a percentage of assets under management and generally range from 0.25% to 2.00%. Fees are billed quarterly, in advance, at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter. Fees are pro-rated for new and terminating accounts. Northline Wealth Management, LLC may also charge a \$100 annual account service fee separate from the advisory fee. All advisory and account service fees are detailed in the Client Investment Advisory Agreement. We do not charge prepayment of advisory fees for more than one quarter in advance.

Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors.

Other Fees and Expenses

In addition to our advisory and service fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers. These may include brokerage commissions, transaction fees, money movement fees and margin charges.

Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charges in a wrap fee arrangement.

All fees paid to Northline Wealth Management, LLC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee.

Performance-Based Fees

Northline Wealth Management, LLC may negotiate a performance-based fee in limited situations and for certain “Qualified Investors” (as defined in Oregon Administrative Rule (OAR) 441-205-0170). Performance fees are calculated based on a share of capital appreciation of the client’s account.

Furthermore, as we also have clients who do not pay performance-based fees, there could exist an incentive to favor accounts that do pay such fees because compensation we receive from these clients is directly tied to the performance of their accounts. Northline Wealth Management, LLC monitors this potential conflict in ongoing reviews of trade allocations and performance to ensure no account is being unfairly favored over another.

Client Termination

A client agreement may be canceled at any time by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client’s reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

Methods of Analysis, Investment Strategies and Risk of Loss

Method of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market, regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Quantitative Analysis. We use mathematical models in an attempt to obtain more accurate measurements of a company’s quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis. We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Mutual Fund and ETF Analysis. We review the fund manager's performance in comparison to a relative benchmark. We also review the experience and track record of the manager. The fund's net operating expense ratios are then reviewed to determine if the cost of the fund is reasonable relative to the performance, track record and industry peers.

A risk of mutual fund and/or ETF analysis is that past performance does not guarantee future results. A manager, who has been successful, may not be able to replicate that success in the future. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holdings less suitable for the client's portfolio.

Third-Party Money Manager Analysis. We examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. A risk of investing with a third-party manager, who has been successful in the past, is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

We may use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizon:

Asset Allocation. Given suitability of client's investment goals and risk tolerance, we attempt to identify an appropriate ratio of equities, fixed income, alternative investments and cash. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, alternative investments and cash will change over time due to stock and market movements and, if not rebalanced, will no longer be appropriate for the client's goals.

Diversification. Spreading the client's account assets across multiple holdings reduces the risk of any single investment impacting client returns. Mutual Funds and Exchange Traded Funds typically carry high levels of diversification.

Concentration. Investing a higher portion of client's account assets in a single holding increases the risk of any single investment impacting client returns.

Cash Balances. The Adviser may hold all or a portion of the assets in money market instruments depending on the client's objectives as well as other conditions that may make it advantageous to do so on a temporary or permanent basis.

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when we believe the securities to be undervalued and/or we

want exposure to a particular asset class over time. Current tax laws favor assets held over one year in taxable accounts.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. Clients that have taxable accounts may incur higher taxes when using this type of strategy.

Short sales. We may engage in short selling based on our expectation that the security will go down in price. We borrow shares of a security for your portfolio from someone who owns the stock on a promise to replace the shares in the future. Those borrowed shares are then sold. In the future, we buy the same stock, thus realizing a gain or loss, and return the shares to the original owner. Unless the purpose of the short sale is to hedge existing long positions, short sales are only recommended for clients with a higher tolerance for risk.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right or the obligation to buy or sell an asset (such as a share of a stock) at a specific price on or before a certain date. An option is also a derivative, because it derives its value from an underlying asset.

Risk of Loss

All investment programs have certain risks that advisory clients should be prepared to bear. Securities investments are not guaranteed and clients may lose money. Our investment approach keeps the risk of loss in mind. We will review client's risk profiles and time horizons before implementing any investment strategy to ensure it meets their investment objectives.

Brokerage Practices

Selecting Brokerage Firms

Northline Wealth Management, LLC will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's financial stability, reputation, ability to provide professional services, competitive commission rates and execution prices, research, trading platform, and other services. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected. Northline Wealth Management, LLC may also benefit from other services provided by the custodian, such as continuing education and practice management advice. The benefits are standard in a relationship with these custodians and are not in return for client recommendations or transactions.

Block Trading

Northline Wealth Management, LLC will block trades when possible and advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts and allows us to execute equity trades in a timelier, more equitable manner with an average share price. Participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price.

Soft Dollars

Northline Wealth Management, LLC may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to Northline Wealth Management, LLC. These services known as "soft dollar" benefits are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and done at our discretion). Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated. Northline Wealth Management, LLC makes a good faith effort to determine the percentage of such products or services, which may be considered as investment research. Our firm pays the portion of the costs attributable to non-research usage of such products or services to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When Northline Wealth Management, LLC uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that Northline Wealth Management, LLC does not have to produce such products internally or compensate third parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

Within our last fiscal year, Northline Wealth Management, LLC has not obtained any soft dollar benefits.

Directed Brokerage

Upon written request, clients are permitted to direct brokerage to a specific broker-dealer. Clients who request a specific broker-dealer may be paying higher brokerage commissions because the Adviser may not be able to negotiate lower commissions or aggregate orders to reduce transaction costs.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our firm has adopted a Code of Ethics, which sets forth high ethical standards of business conduct that we require of our employees. The purpose of the Code is to preclude activities that may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. As a fiduciary, our Adviser's duties are to ensure a reasonable basis for investment advice based on client suitability, best execution for client transactions and protecting the confidentiality of client information.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with making decisions in the best interest of advisory clients. Northline Wealth Management, LLC and individuals associated with our firm are prohibited from engaging in principal transactions or agency cross transactions with clients. Our employees may at times buy, sell or have an interest in securities that are also held by clients. Employees may not trade their own securities ahead of

client trades the same day. We may aggregate our employee trades with client transactions when possible and compliant with our duty to seek best execution for our clients (see Block Trading - Page 9).

Northline Wealth Management, LLC's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information.

A copy of our Code of Ethics is available to our advisory clients and prospective clients by calling us at 888-407-5463.

Review and Monitoring of Accounts

Periodic Reviews

Northline Wealth Management, LLC Advisers monitor client accounts as needed and determine the appropriate portfolio actions to be taken. These reviews are triggered based upon current economic and market conditions and other important changes to a client's profile or investment objectives. In addition, the Adviser will conduct annual reviews that cover asset allocation, the positions held in the client's account, performance and client investment objectives.

Reports

We rely on the client account's custodian to furnish statements that report transactions and holdings to advisory clients on a monthly basis. In addition, the Adviser provides reports on a quarterly basis, which may include current portfolio positions and balances, unrealized gain/loss detail, account performance compared to various benchmarks, and a statement of management fees charged.

Client Referrals and Other Compensation

Client Referrals

Northline Wealth Management, LLC may pay referral fees to independent solicitors for introduction to certain clients. These clients are provided with a separate disclosure document that details information about the solicitor and describes the fee arrangement. The advisor fees paid by clients referred by solicitors are not increased as a result of any referral.

Additional Compensation

Northline Wealth Management, LLC currently does not receive any additional compensation from someone who is not a client except as noted under Brokerage Practices (Page 9).

Custody

Northline Wealth Management, LLC does not have actual or constructive custody of advisory client funds or securities. Client funds and securities are held at a custodian that is independently owned and not affiliated with Northline Wealth Management, LLC.

We previously disclosed in the "Fees and Compensation" section (Page 6) of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. We also provide a quarterly billing statement that indicates the account value and total fee charged. Clients should contact us directly if they believe that there may be an error in their statement.

Investment and Brokerage Discretion

Generally, with respect to clients over which the Adviser has discretionary management, the Adviser will have authority to determine, without obtaining specific client consent, the securities to be bought or sold, amount of the securities to be bought or sold, broker or dealer to be used, and the commission rates to be paid. Clients give us discretionary authority when they sign our Investment Advisory Agreement. Before the Adviser assumes discretion authority, a client is asked to complete a Client Information and Risk Profile Questionnaire, signed Investment Advisory Agreement and receipt of a Northline Wealth Management, LLC Form ADV Part II Brochure.

Voting Client Securities

We vote proxies for all client accounts (except those managed by independent sub advisors); however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing. We will vote proxies in the best interests of our clients and retain all proxy voting books and records for the requisite period. This will include a copy of each proxy statement received, a record of each vote cast, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third party to cast a vote. Clients may obtain a copy of our complete proxy voting policies and procedures by writing or calling 888-407-5463. Clients may request, in writing, information on how proxy shares were voted.

Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$500.00 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement. Northline Wealth Management, LLC has not been the subject of a bankruptcy petition at any time during the past ten years and has no additional financial circumstances to report.

Education and Business Background

John B. Kingery

Year of Birth

1957

Education

Stanford University

B.A., Economics; 1979

M.S., Industrial Engineering Management; 1980

Professional Designations

Series, 24, 7, 63 and 65 licenses

Business Background

Northline Wealth Management, LLC; Principal and Managing Member; 2009 to Present

Gigapix Systems, LLC; Management Consultant; 2008 to 2009

@Once.com; CEO; 1999-2002

Tumalo Capital Management; Principal and Portfolio Manager; 1995-2007

Chinook Capital Corporation; Principal and Portfolio Manager; 1986-1995

Jeffrey E. Stuermer

Year of Birth

1970

Education

Southern Oregon University

B.A., Finance; 1994

B.A., Economics; 1994

Professional Designations

Series, 7, 63, 65 and Oregon insurance licenses

Business Background

Northline Wealth Management, LLC; Principal and Managing Member; 2009 to Present

Mutual Securities, Inc.; Registered Representative 2011 to 2012

UBS Financial Services, Inc.; Vice President/Portfolio Manager; 2001 to 2009

Salomon Smith Barney, Inc.; Vice President/Portfolio Manager; 1997 to 2001

Merrill Lynch, Pierce, Fenner & Smith, Inc.; Financial Adviser 1994 to 1997

Other Financial Industry Activities and Affiliations

Northline Wealth Management, LLC or its Advisers do not participate in any other financial industry business activities or affiliations. Jeffrey E. Stuermer is no longer dually registered as an advisory representative of Northline Wealth Management, LLC and as a registered representative of Mutual Securities, Inc., an unaffiliated FINRA member broker-dealer. He terminated his registration with Mutual Securities on 1/26/2012.

Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.