

March 20, 2015

## NorthRock Partners Advisory Services Program

Sponsored By

### **NORTHROCK PARTNERS, LLC**

650 Third Avenue South, Suite 1500  
Minneapolis, MN 55402

(612) 367-8800

This brochure provides information about the qualifications and business practices of NorthRock Partners, LLC (hereinafter "NorthRock" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority. Additional information about NorthRock is available on the SEC's Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). NorthRock is an SEC registered investment adviser. Registration does not imply any level of skill or training.

## Item 2. Material Changes

We have noted no material changes to our business since our annual filing last year, dated March 24, 2014.

NorthRock will provide ongoing disclosure information about material changes or new information as necessary, and while it is available on our website we are happy to provide a current brochure at any time to our clients or prospective clients. A printed brochure may be requested by contacting Ward Armstrong at [ward@northrockpartners.com](mailto:ward@northrockpartners.com) or (612) 367-8800.

Additional information about NorthRock is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with NorthRock who are required to be registered as investment adviser representatives of NorthRock.

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## Item 4. Services, Fees and Compensation

The NorthRock Partners Advisory Services Program (the “Program”) is an investment advisory program sponsored by NorthRock, a registered investment adviser, formed in 2013 and principally owned by Robert Nelson, James Lund and Ward Armstrong. NorthRock is a full service wealth management firm offering a comprehensive suite of financial planning, consulting and investment portfolio management services. As of December 31, 2014, NorthRock had over \$1 billion in assets under advisement, with \$977,232,000 in assets under management.

While this brochure generally describes the business of NorthRock, certain sections also discuss the activities of its officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other persons who provide investment advice on NorthRock’s behalf and are subject to the Firm’s supervision or control.

### Description of the Program

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The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a fee not based upon transactions in their accounts.

Prior to receiving services through the Program, clients are required to enter into a written agreement with NorthRock setting forth the relevant terms and conditions of the advisory relationship (the “Agreement”). Clients must also open a new securities brokerage account and complete a new account agreement with a qualified custodian – e.g., Charles Schwab & Co., Inc. (“Schwab”) or another custodian NorthRock approves under the Program (collectively “Financial Institutions”).

At the onset of the Program, NorthRock advisors work with clients to understand their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, NorthRock assists its clients in developing an appropriate strategy for managing their assets and financial affairs. NorthRock manages clients’ investment portfolios on a discretionary or non-discretionary basis by allocating assets among the various investment products available under the Program, as described further in Item 6 (below).

Under the Program, NorthRock also offers clients a variety of financial planning and consulting services, which are customized to accommodate the needs of each individual client and may address a broad range of matters, including, but not limited to:

- Cash Flow & Budgeting
- Bill Pay
- Tax Planning
- Tax Preparation
- Retirement Planning
- Executive Compensation
- Mortgages
- Lending
- Credit Analysis
- Protection Planning
- Financial Reporting
- Wealth Transfer
- Charitable Planning
- Estate Planning
- Trust Administration
- Business Planning
- Succession Planning
- Family Financial Planning
- Educational Funding
- Employee Benefits

In performing these services, NorthRock is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. For any financial planning or consulting services, NorthRock may recommend its own services, its Supervised Persons in their individual capacities as brokers or insurance agents, or the services of other professionals to implement its recommendations.

A potential conflict of interest exists if NorthRock recommends clients engage the Firm or its Supervised Persons for services to be rendered outside of the Program. Clients are under no obligation to act upon any such recommendations and clients retain absolute discretion over all such implementation decisions. Clients are advised that it remains their responsibility to promptly notify NorthRock if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising NorthRock's previous recommendations and/or services.

#### **Fees for Participation in the Program**

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Wealth management services are offered through the Program on a fee basis, meaning that clients pay a fee based upon either a percentage of assets under the Firm's advisement or, in the alternative, a fixed negotiated rate (the "Program Fee").

The asset-based Program Fee generally varies between 50 and 125 basis points (0.50% – 1.25%), depending upon the amount of assets being managed under the Program and the type of investment management services to be rendered. For assets custodied at Schwab and managed directly by the Firm, NorthRock may charge an additional 25 to 50 basis points (0.25% – 0.50%) to cover securities brokerage charges, transaction fees and other servicing costs which are absorbed by the Firm. NorthRock does not impose this additional fee with respect to assets under its management or advisement that are held away from Schwab; however, clients may incur separate custodial expenses and trading costs imposed by other unaffiliated Financial Institutions.

The Program Fee is generally charged quarterly, in advance, and calculated using the market value of the assets being managed by NorthRock on the last day of the previous billing cycle. Substitute billing arrangements may be also be negotiated on an individual basis. If assets are deposited into or withdrawn

from an account after the inception of a billing period, the fee payable with respect to such assets is not prorated to account for the interim change in portfolio value. For the initial term of the Program, the fee is calculated on a pro rata basis. In the event the client relationship is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding balance is refunded or charged to the client, as appropriate.

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**Fee Comparison**

As referenced above, a portion of the fees paid to NorthRock is used to cover the securities brokerage commissions, transactional costs and alternative investment fees attributable to the management of its clients' portfolios. Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. The Program Fees may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

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**Fee Discretion**

NorthRock, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and pro bono activities.

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**Fee Debit**

Clients generally authorize the Firm to debit client accounts for the amount of the Program Fee and to directly remit that fee to NorthRock and/or the Independent Managers (as defined below). Any Financial Institutions recommended by NorthRock, including Schwab, have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount of Program Fees paid directly to NorthRock.

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**Account Additions and Withdrawals**

Clients may make additions to and withdrawals from their account at any time, subject to NorthRock's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to NorthRock, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. NorthRock may consult with its clients about the options and implications of transferring securities. Clients are advised

that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charge) and/or tax ramifications.

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**Other Charges**

Clients may incur certain third-party charges that are separate from and in addition to the Program Fee. These additional charges may include, but are not limited to, custody fees, alternative investment related fees, charges imposed directly by independent investment managers (“Independent Managers”) engaged to provide services through the Program, expenses of a mutual fund or exchange-traded fund (“ETF”) in the account as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

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**Compensation for Recommending the Program**

NorthRock has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients’ participation.

## **Item 5. Account Requirements and Types of Clients**

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**Minimum Fees**

As a condition for participation in the Program, NorthRock generally imposes a minimum Program Fee of \$2,000 per year. NorthRock, in its sole discretion, may waive its minimum annual fee based upon certain criteria defined by the Firm. Additionally, certain Independent Managers may impose more restrictive account requirements and varying billing practices from NorthRock. In such instances, the Firm may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

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**Types of Clients**

Services through the Program are offered to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

## **Item 6. Portfolio Manager Selection and Evaluation**

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**Investment Portfolio Management**

NorthRock manages client investment portfolios on a discretionary or non-discretionary basis by primarily allocating assets among various mutual funds, ETFs, individual debt and equity securities, listed options,

real estate investment trusts (“REITs”), master limited partnerships (“MLPs”), business development companies, managed futures, and Independent Managers. Where appropriate, the Firm may also recommend and advise upon certain privately placed securities, which may include debt, equity and/or pooled investment vehicles (e.g., hedge funds, private equity funds, funds of funds, etc.).

NorthRock may also provide advice with regard to various types of legacy holdings, as well as certain investment products that are not maintained at the client’s primary custodian, such as variable annuity contracts and assets held through employer sponsored retirement plans, qualified tuition plans (i.e., 529 plans) and executive compensation plans (deferred compensation, employee stock options, etc.). In the latter situation, NorthRock may direct or recommend the allocation of client assets among the investment options available within the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

NorthRock tailors its advisory services to accommodate the needs of its individual clients and, on a continuous basis, seeks to ensure that its clients’ portfolios are managed in a manner consistent with their specific investment profiles. NorthRock consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify the Firm if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if the Firm determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

### **Selection and Analysis of Independent Managers**

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NorthRock evaluates various information about the Independent Managers in which it selects to manage client assets under the Program. The Firm generally reviews a variety of different resources, which may include the Independent Managers’ public disclosure documents, materials supplied by the Independent Managers themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers’ investment strategies, past performance and risk results in relation to its clients’ individual portfolio allocations and risk exposures. NorthRock also takes into consideration each Independent Manager’s management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

NorthRock generally monitors the performance of those accounts being managed by Independent Managers by reviewing the account statements produced by the Financial Institutions, as well as other performance information furnished by the Independent Managers and/or other third-party providers. The Firm does not verify the accuracy of any such performance information and does not ensure its compliance with presentation standards. Clients are advised that any performance information they receive from the Independent Managers may not be calculated on a uniform and consistent basis.



Clients should compare all supplemental materials with the account statements they receive from their respective financial institutions.

The terms and conditions under which the client engages an Independent Manager are set forth in a separate written agreement between NorthRock or the client and the designated Independent Manager. In addition to this brochure, the client also receives the written disclosure brochure of the designated Independent Managers engaged to manage their assets.

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**Side-By-Side Management**

NorthRock does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets); therefore side-by-side management is not applicable.

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**Investment Strategies**

The Firm takes a holistic, global approach to portfolio management and each client has an investment strategy tailored to their particular needs and risk tolerance. NorthRock's investment discipline is rooted in broad asset allocation across multiple asset classes, diversification in an effort to reduce portfolio risk and rebalancing to maintain target allocations.

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**Risks of Loss***General Risk of Loss*

Investing in securities involves the risk of loss and clients should be prepared to bear potential losses.

*Market Risks*

The performance of a significant portion of NorthRock's recommendations may depend to a great extent on the future course of price movements of stocks, bonds and other asset classes. There is no assurance that NorthRock will be able to predict the markets and security price movements.

*Mutual Funds and Exchange-Traded Funds (ETFs)*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees,

redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

#### *Options*

Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

#### *Use of Independent Managers*

NorthRock may recommend the use of Independent Managers. In these situations, NorthRock continues to perform ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, NorthRock does not, nor does it have the ability to, supervise Independent Managers on a day-to-day basis.

#### *Use of Private Collective Investment Vehicles*

NorthRock recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are

numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

#### *Real Estate Investment Trusts (REITs)*

NorthRock may recommend an investment in, or allocate assets among, various REITs, the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

#### *Use of Margin*

While the use of margin borrowing can substantially improve returns, it may also increase overall portfolio risk and expense. Margin transactions are generally affected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have extremely adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

#### **Voting of Client Securities**

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NorthRock does not accept the authority to vote clients' securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact their Financial Advisor at NorthRock with questions about such solicitations.

## **Item 7. Client Information Provided to Portfolio Managers**

Clients participating in the Program generally grant NorthRock the authority to discuss certain non-public information with the Independent Managers engaged to manage their accounts. Depending upon the specific arrangement, the Firm may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. NorthRock may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the Independent Managers'

investment decisions remain aligned with its clients' best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of its clients' portfolios.

## **Item 8. Client Contact with Portfolio Managers**

There are no restrictions on clients' ability to correspond with NorthRock's portfolio managers. Clients can generally contact any Independent Managers managing their assets through NorthRock by providing the Firm with written request and identification of the questions or issues to be discussed with the Independent Managers. After receiving the client's written request, NorthRock, at its sole discretion, may contact the Independent Managers for the client or arrange for the Independent Managers and the client to communicate directly.

## **Item 9. Additional Information**

### **Disciplinary Information**

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NorthRock has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

### **Other Financial Industry Activities and Affiliations**

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#### *Registered Representatives of a Broker-Dealer*

Certain of the Firm's employees, in their individual capacities, are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS") and may provide clients with securities brokerage services under a separate commission-based arrangement. A conflict of interest exists to the extent that NorthRock recommends the purchase of a security and the Firm and its employee receive a portion of the commissions paid to PKS. The client is not obligated to purchase securities through NorthRock or its employees and may elect to direct a purchase through another broker dealer. The Firm has procedures in place to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned. For accounts covered by ERISA (and such others that NorthRock, in its sole discretion, deems appropriate), the Firm provides investment advisory services on a fee offset basis. In this scenario, NorthRock may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's employees in their capacities as registered representatives of PKS.

#### *Licensed Insurance Agents*

Certain of NorthRock's employees, in their individual capacities, are licensed insurance agents through the NorthRock insurance agency and may affect the purchase of certain insurance products on a fully-disclosed commission basis. A conflict of interest exists to the extent that the Firm recommends the

purchase of insurance products where the Firm and its employees receive insurance commissions or other additional compensation. The client is not obligated to purchase insurance through NorthRock or its employee agents and may elect to direct a purchase through another insurance agent and agency. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

#### *Certified Public Accountants*

Certain of NorthRock's employees, in their individual capacities, are certified public accountants and may provide tax planning and preparation. There are no separate fees for this service.

#### *Bill Pay Services*

NorthRock provides bill pay services. These services are contracted for in a separate agreement with clients that request bill pay, and all fees are imbedded within the client's overall advisory wrap fee.

### **Code of Ethics**

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NorthRock and its associated persons are permitted to buy or sell securities that it also recommends to clients consistent with the Firm's policies and procedures.

NorthRock has adopted a Code of Ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (the "Code of Ethics"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of its associated persons. The Code of Ethics also requires that NorthRock's personnel report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Subject to satisfying this policy and applicable laws, officers, directors and employees of NorthRock may trade for their own accounts in securities which are recommended to and/or purchased for NorthRock's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of NorthRock will not interfere with:

- Making decisions in the best interest of advisory clients, and
- Implementing such decisions, while at the same time allowing employees to invest for their own accounts.

Under NorthRock's Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of NorthRock's clients. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually

monitored under the Code of Ethics to reasonably prevent conflicts of interest between NorthRock and its clients.

Clients and prospective clients may contact NorthRock to request a copy of its Code of Ethics by contacting Ward Armstrong at [ward@northrockpartners.com](mailto:ward@northrockpartners.com) or (612) 367-8800.

### **Account Reviews**

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NorthRock monitors its clients' investment portfolios on an ongoing basis, and generally conducts regular account reviews at least quarterly. Such reviews are conducted by the client's Financial Advisor. Program investments are reviewed quarterly by the Investment Committee, which includes the Firm's Principals and Chief Investment Officer. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with NorthRock and to keep the Firm informed of any changes thereto. NorthRock staff contact ongoing investment advisory clients at least annually to review previous services and recommendations, and to discuss the impact resulting from any changes in their financial situation and/or investment objectives.

### **Account Statements and General Reports**

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Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions holding their accounts. Clients in the Program also receive periodic reports from NorthRock that may include relevant account and/or market-related information, such as an inventory of account holdings and/or portfolio performance gross of NorthRock's program advisory fees. Clients should compare any supplemental NorthRock reports they receive with the summary account statements they receive from Financial Institutions.

### **Custody**

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Custody is a term used to describe the role of the entity that safeguards and reports on investment assets held in client accounts. These services are typically provided by brokerage firms or banks. The role of a qualified custodian, like Schwab Advisor Services, is highly specialized, independently protecting each client's assets in a role that complements the advisory services of NorthRock. Clients should receive at least quarterly statements directly from the custodian that holds and maintains their investment assets. NorthRock urges clients to carefully review these statements and compare them to the reports provided by NorthRock.

There are instances where NorthRock is deemed to have custody even though the assets are held with a qualified custodian. Specifically, NorthRock has custody when we have been granted additional authority or password access on a specific client account which allows us to direct a qualified custodian to withdraw assets, trade, change an account address or issue funds. In these scenarios, we have an additional regulatory obligation to contract with an approved public accounting firm to conduct an external annual surprise exam of these activities.

### **Client Referrals**

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NorthRock does not currently compensate any third parties for client referrals. In the event the Firm elects to do so and a client is introduced to NorthRock by a solicitor, NorthRock may pay that solicitor a referral fee in accordance with applicable laws, rules and regulations. Unless otherwise disclosed, all referral fees will be paid solely from the Firm's Program Fee and will not result in any additional charges to the Firm's clients. In this situation, clients will be advised of the solicitation relationship with NorthRock and will be provided with this brochure prior to or at the time the Agreement is executed. Additionally, any third-party solicitors who are not supervised by the Firm will also provide clients with a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement.

### **Receipt of Economic Benefit**

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NorthRock has arrangements in place whereby the Firm receives an economic benefit from a third-party for providing investment advice to clients participating in the Program. Specifically, Schwab may provide the Firm with computer software and related systems support, which allow the Firm to better monitor client accounts maintained at Schwab. NorthRock may receive the software and related support without cost because the Firm renders investment management services to clients that maintain assets at Schwab. The software and related systems support may benefit NorthRock, but not its clients directly. In fulfilling its duties to its clients, the Firm endeavors at all times to put the interests of its clients first. Clients should be aware however that NorthRock's receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence NorthRock's choice of one custodian over another that does not furnish similar software, systems support, or services. In addition, NorthRock may also receive economic benefit from product sponsors in the form of assistance in hosting employee meetings and events. Clients should be aware that NorthRock's receipt of economic benefits may influence the Firm and its employees to recommend a particular security or insurance product over another that does not offer the Firm similar benefits.

### **Financial Information**

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NorthRock is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm's owners and managers have not been the subject of commercial or individual bankruptcy petitions at any time during the past ten years.

## PRIVACY POLICY

FACTS	WHAT DOES NORTHROCK PARTNERS, LLC DO WITH YOUR FINANCIAL INFORMATION?		
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.		
What?	The types of personal information we collect and share depends on the product or service you have with us. This information can include: <ul style="list-style-type: none"><li>▪ Social Security number and income</li><li>▪ Account balances and assets</li><li>▪ Transaction history</li><li>▪ Account access information</li></ul>		
How?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons NorthRock Partners, LLC chooses to share; and whether you can limit this sharing.		
Reasons we can share your personal information		Does NorthRock Partners, LLC share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus		Yes	No
For our NorthRock strategic partners – to offer additional products and services		Yes	No
For our affiliates' everyday business purposes – information about your transactions and experiences		No	Not Applicable
For our nonaffiliates' everyday business purposes – information about your creditworthiness		No	Not Applicable
For our affiliates to market to you		No	Not Applicable
For nonaffiliates to market to you		No	Not Applicable
Questions?	Call (612) 367-8800		
Who we are			
Who is providing this notice?		NorthRock Partners, LLC	
What we do			
How does NorthRock Partners, LLC protect my personal information?		To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards, secured files and building safeguards.	
How does NorthRock Partners, LLC collect my personal information?		We collect your personal information, for example, when you: <ul style="list-style-type: none"><li>▪ Open an account</li><li>▪ Deposit money</li><li>▪ Seek advice about your investments</li><li>▪ Enter into an investment advisory contract</li></ul>	



	<ul style="list-style-type: none"><li>▪ Tell us about your investment or retirement portfolio or earnings</li></ul> We also collect your personal information from other outside financial institutions or custodians that may work with you.
<b>Definitions</b>	
<b>Affiliates</b>	Companies related by common ownership and control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"><li>▪ We have no affiliates.</li></ul>
<b>Nonaffiliates</b>	Companies not related by common ownership and control. They can be financial or nonfinancial companies. <ul style="list-style-type: none"><li>▪ We do not share with nonaffiliates so that they can market to you.</li></ul>
<b>Strategic Partners</b>	A formal agreement between nonaffiliated strategic partners that offer additional products or services <ul style="list-style-type: none"><li>▪ We share information.</li></ul>



## **NORTHROCK PARTNERS, LLC**

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