



Willow Partner Advisors, LLC

Form ADV Part 2A – Disclosure Brochure

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This brochure provides information about the qualifications and business practices of Willow Partner Advisors, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at: 413-519-3519, or by email at: compliance@trustwillow.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 Willow Partner Advisors, LLC (CRD# 333917) is available on the SEC's website at www.adviserinfo.sec.gov.

December 19, 2024

Willow Partner Advisors, LLC
www.trustwillow.com
compliance@trustwillow.com

Item 2 – Material Changes

Willow believes that communication and transparency are the foundation of its relationship with individuals (each referred to as a “Client”) and will continually strive to provide its Clients with complete and accurate information at all times. Willow encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us.

Material Changes

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Future Changes

From time to time, Willow may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations or routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to Clients annually and if a material change occurs in the business practices of Willow.

This Firm Brochure being delivered is the complete brochure for the Firm. You may view the current Disclosure Brochure on-line at the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov or visit our website www.trustwillow.com.

Item 3 – Table of Contents

ITEM 2 – MATERIAL CHANGES	2
ITEM 3 – TABLE OF CONTENTS	3
ITEM 4 – ADVISORY BUSINESS	4
ITEM 5 – FEES AND COMPENSATION	5
ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	6
ITEM 7 – TYPES OF CLIENTS	6
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	6
ITEM 9 – DISCIPLINARY INFORMATION	7
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	8
ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	8
ITEM 12 – BROKERAGE PRACTICES	8
ITEM 13 – REVIEW OF ACCOUNTS	8
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION	8
ITEM 15 – CUSTODY	9
ITEM 16 – INVESTMENT DISCRETION	9
ITEM 17 – VOTING CLIENT SECURITIES	9
ITEM 18 – FINANCIAL INFORMATION	9

Item 4 – Advisory Business

Firm Description

Willow Partner Advisors, LLC (“Willow”) is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”) conducting business as an “Internet-only” adviser pursuant to Section 203A-2(e) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

Willow is organized as a limited liability company under the laws of the State of Delaware. Willow was founded in 2020 and is owned by Willow Network, Inc. and is operated by Laurence G. Roosevelt (Founder and Chief Executive Officer) and Jason A. Aronson (Founder, Chief Compliance Officer and Chief Product Officer).

Advisory Services Offered

Willow’s primary advisory business is to provide digital investment advisory services or investment advice to individuals (each referred to as a “Client”) that is generated by an operational interactive, online platform at www.trustwillow.com (“Platform”). Clients are required to complete an online questionnaire located on the Platform to submit personal information. Based on the information submitted, the interactive platform utilizes an algorithm or rule-based modeling to make investment recommendations of a selection of third-party Registered Investment Advisers and Investment Advisor Representatives (collectively “Advisor”), or chartered as fiduciaries with a regulatory body in the United States that have elected to participate on our advisory Platform and provide investment advisory services to our Clients.

Willow also offers investment educational content and periodic communication via the Platform. Clients will also receive an annual questionnaire to obtain additional personal information to identify any profile changes. The Clients would also have the options to interact on the Platform via interactive text or pop-up boxes.

Willow does not review the ongoing performance of any Advisor for the advisory accounts managed by the Advisors. Willow does not participate in the management of any Client’s account by an Advisor or provide advice regarding specific investments. The Advisors are responsible for determining and implementing specific investment strategies for the Clients.

It is the responsibility of the Clients, and the Advisors they engage, to determine what types of investments are suitable. Any tax, estate planning, accounting, legal or other advice or services other than as described in this document are beyond the scope of the Service, and Willow makes no representation regarding the Advisors’ ability to perform any of those other services.

Except for certain clerical functions performed by Willow (such as verification of a Client, scheduling appointments, and appointment follow-up communications), Willow provides investment resources solely through its Platform. Willow does not meet with Clients at its offices.

Willow does not manage any assets. As of December 19, 2024, Willow managed \$0 on behalf of any clients.

Selection of Advisors

The mission of Willow is to recommend a selection of Advisors to Clients to assist the Client with their investment and financial needs.

Clients visiting www.trustwillow.com and other electronic sites utilized by Willow will be offered access to the Willow Interactive platform, whereby the Client can seek to evaluate, correspond with and/or select an Advisor from Willow’s recommendations through the Platform to seek to establish an advisory relationship.

Clients are required to provide their state of residence and net worth. In addition, Clients are recommended to provide their financial goals, budgets, and relevant recent personal life experiences. Experiences may include the loss of a job, beginning of a divorce, or loss of a spouse. Clients are recommended to select an Advisor based on shared personal connections and life journeys such as divorce, widowhood, caring for a loved one, professions, etc., in addition to the Client’s financial situation. The terms of the relationship between a Client and an Advisor are separate from any agreements between Willow and those parties.

In consideration for its advisory services, Willow will receive a flat rate annual fee, paid by an Advisor. Please see

Item 5 below. There are separate Advisory Agreements with Advisors and Willow that define the details of the relationship and the revenue-sharing arrangement.

The Client, prior to entering into an agreement with a third-party Advisor, will be provided an electronic copy of Willow's Form ADV 2A, and Disclosure Brochure, for the Advisor.

Limited Access to Willow

Willow serves as an "Internet-Only" investment advisor pursuant to Section 203A-2(e) of the Advisers Act. Under this registration, Willow provides investment advice solely through its Platform, which recommends a selection of Advisors to Clients based on the completed questionnaire submitted by Clients. Willow is available to Clients for telephone conversations or communications through other means such as email. Willow does not meet with Clients at its offices. All support and inquiries are delivered through telephone conversations, Willow's website, or email. Specifically, Willow assists Clients with technical issues or collect feedback in connection with the use of the Platform, including by assisting clients with explanations of how the algorithm generating the investment advice was developed or operates. Willow will make an email introduction between the Client and selected Advisors. The Client can directly engage the Advisor for advisory services, which may include the ability to meet the Advisor in person.

Client Account Management

Prior to engaging Willow to provide services, each Client must register via www.trustwillow.com and agree to the Willow Terms of Use and related requirements. Third-party Advisors are required to register and undergo a due diligence process and is required to enter into an Advisory Agreement before access to the Willow platform is provided.

Wrap Fee Programs

Willow does not offer a Wrap Fee Program.

Assets Under Management

Willow does not manage Client assets and therefore has no disclosures for this Item. As of December 19, 2024, Willow managed \$0 on behalf of any clients.

Item 5 – Fees and Compensation

Willow is compensated through advisory arrangements with other Advisors. Willow does not charge a fee directly to Clients to utilize or access its Platform at www.trustwillow.com. Willow is compensated for its advisory services through a flat rate fee on an annual basis by the Advisors selected through the Platform at www.trustwillow.com. Willow also is compensated regardless if a Client engages an Advisor that has contracted with Willow and utilizes the Platform.

Fee Billing

Clients

Willow does not charge any fees to Clients for the Service.

Advisors

Fees are billed to Advisors pursuant to the terms and conditions agreed to between Willow and the Advisor. In consideration of the Service, Willow will receive fees on a subscription basis as part of our Advisor Platform based on Willow's Terms and Services agreement between Willow and the Advisor. The amount of the fees is determined between each Advisor and Willow. The subscription based fees are flat fees, paid by the Advisors. The amount of the fee is not dependent upon the amount of Clients matched or those who choose to engage with the Advisor. The fees a Client pays an Advisor will not be increased as a result of this arrangement. All of the fee arrangements are mutually agreed upon between Willow and the Advisors. In general, the Advisors are not affiliated with Willow.

However, certain Advisors to whom Willow have arrangements with are affiliated with minority investors in Willow's parent company. Advisors that are affiliated with minority investors in Willow's parent company participate in the Willow Advisor program on the same terms as other Advisors.

Advisors may pay Willow different levels of fees based upon, among other factors, the fee arrangement with each Advisor. Advisors in geographical area, specialties, or various life experiences may limit matches on the platform,

which will impact the number of potential matches that an Advisor receives. This creates a potential conflict of interest for Willow as Willow could have an incentive to recommend a selection of Advisors that pay higher levels of fees and/or be infrequently matched. Willow has taken steps to mitigate this conflict of interest, including by implementing policies that prevent Willow employees from having access to the Advisors' fee schedules and designing its proprietary rules-based modeling to avoid favoring Advisors that pay higher levels of fees. In addition, Clients receive a disclosure statement that describes the relationship between Willow and Advisors and the fact that compensation is paid to Willow.

Other Fees and Expense

Clients

Clients may incur certain fees or charges imposed by third parties, other than Willow, in connection with their investments. Willow does not share any of these fees, except as noted above. Client pays fees to the Advisor based on the services the Advisor provides to the Client and the terms and conditions of any investment management and advisory agreements between the Client and the Advisor.

Advisors

Advance Payment of Fees and Termination

Advisors may terminate their relationship based on the terms of their agreement[s] with Willow.

Clients may cancel their Willow profile at any time. The agreement[s] between the Client and any third party are governed by the terms of those agreements.

Compensation for Sales of Securities

Willow does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the fees noted above.

Compensation

Willow has designed compensation programs for certain Willow employees to include, in addition to base salaries, incentive compensation for successfully adding eligible Advisors on the Willow Platform.

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

Willow does not charge performance-based fees. Willow does not manage any assets, proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund).

Item 7 – Types of Clients

Willow provides investment advisory services to individuals, high net worth individuals, pensions, profit-sharing plans, trusts, estates, corporations, and business entities. There is no fee or minimum level of wealth to use the website at www.trustwillow.com.

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

Willow does not manage Client assets and therefore has no disclosures to make with respect to this Item.

Willow has developed a questionnaire and utilizes an algorithm or proprietary rules-based modeling to recommend a selection of Advisors to Clients. Once the Client's questionnaire responses have been gathered, the algorithm matches the responses against Willow's database of Advisors based on a limited set of criteria, including the location of the Advisor relative to the Client, the willingness of an Advisor to manage the Client's stated level of assets, whether the Client is comfortable working with an Advisor on a remote basis. There will be occasions when the universe of potential Advisor matches is limited because of available Advisors on the Platform, and certain Advisors may be included as matches more often because of location and various other matched criteria. The data gathered from the Clients as part of the matching process is provided to the Advisor to assist them in understanding the Client and their needs, financial goals, and potential requirements for working with an Advisor.

Willow screens Advisors to determine their admission to its Platform. In determining who to admit to the Platform, Willow conducts due diligence reviews of all Advisor applicants. In these due diligence reviews, Willow verifies the

identity of all Advisors on the platform with email verification and documentary evidence of their identity. Additionally, Willow verifies that each Advisor is registered as a fiduciary, or chartered as such, with a regulatory body in the United States. Further, Willow considers all Advisor applicants regulatory history and conducts a qualitative red-flag assessment. **Willow does not review or consider an Advisor's investment strategies, investment performance or any other aspect of an Advisor's investment advice in the due diligence process.** To be accepted onto Willow's platform, Advisors must meet Willow's initial due diligence criteria. Advisors that are accepted onto Willow's platform are also required to enter into Willow's Terms and Conditions agreement. Advisors must complete this process prior to being included as a recommendation for any Client.

After the initial onboarding review, Willow conducts regular reviews of the regulatory history and registration status of the Advisors on the platform. Willow may modify or waive criteria for Advisors on a case-by-case basis. Additionally, Willow may, without notice, change the eligibility criteria for Advisors participating on the Willow platform. Notwithstanding the eligibility criteria described above, Willow retains discretion with respect to which Advisors may access the Willow platform.

Clients visiting www.trustwillow.com will be offered access to the interactive platform, whereby based on the Client's input, the Client will receive recommendations of Advisors. The Client is contacted via the platform to verify their interest in being connected to a matched Advisor.

During the verification process and upon Client request, our Customer Success Team may assist Client with technical issues or collect feedback in connection with the use of our platform, including assisting Clients with explanations of how the algorithm generating the investment advice was developed or operates. In some instances, based upon additional Client driven criteria provided during the verification of a Client, the Client may be eligible to receive new recommendations of other Advisors based upon prior form inputs, updated form inputs, or upon providing additional Client driven preferences. Upon verification, the algorithm will recommend Advisors to the Client.

Prior to engaging Willow for services, each Client must complete the online questionnaire and agree to the terms of use. Information that each Client provides to Willow about their location, net worth, and other nonpublic information is matched with potential Advisors on the Platform. At the time the recommendations of Advisors are presented to a Client, Willow provides an electronic link to each Advisor's disclosure brochure. Clients are encouraged to read the disclosure brochures for the matched Advisors.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor they select to be their advisor, if applicable. Clients should obtain risk disclosures from any advisor in which they conduct business and fully understand the risks of investing.

Advisors, including Willow, face certain operational and technological risks. An externally caused information security incident, such as a cyber-attack, or an internally caused incident, such as a failure to control access to key systems, could materially interrupt business operations or cause unintended disclosure of sensitive information. Willow has adopted an information security program to address and respond to these areas of risk.

Item 9 – Disciplinary Information

Criminal or Civil Actions

Willow and its management do not have any criminal or civil actions to report.

Administrative Enforcement Proceedings

Willow and its management have not been involved in any reportable administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Willow and its management have not been involved in legal or disciplinary events related to past or present investment clients. Willow and its management have not been involved in any criminal or civil legal action, regulatory, or disciplinary events.

Willow encourages Clients to perform due diligence on any advisor or service provider that the Client engages. The regulatory backgrounds of Willow and Advisors are available on the Investment Adviser Public Disclosure website

at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD#.

Item 10 – Other Financial Industry Activities and Affiliations

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

A number of the Advisors that participate in Willow's platform are affiliates of Blackrock, Inc. ("Blackrock"). Blackrock is a minority investor in Willow's parent company (Willow Financial Network, Inc.) and has the right to appoint a member of Willow Financial Network Inc.'s Board of Directors. Blackrock has a voting Board member and a nonvoting observer who are allowed to attend meetings of Willow Financial Network Inc.'s Board. This creates a potential conflict of interest for Willow as Willow would have an incentive to recommend a selection of Advisors affiliated with Blackrock to Clients. Willow has taken steps to mitigate this conflict of interest by designing its algorithm or proprietary rules-based modeling to ensure that Willow does not favor any Advisor over another when recommending a selection of Advisors..

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics Description

Willow has adopted a Code of Ethics (the "Code") that defines the Advisor's fiduciary commitment to each Client. The Code defines acceptable behavior and provides ethical guidelines and mitigation of conflicts of interest regarding Willow's responsibility and duties to act in the best interest of its Clients for its employees, and Advisors.

Procedures have been adopted to ensure compliance with the provisions of the Code of Ethics, including annual affirmations of compliance for all employees and Advisors, pre-approval, or prohibition of certain personal securities transactions for access persons, and reviews of holdings and transactions for access persons.

Willow's Code of Ethics is predicated on the belief that Clients shall be treated with honesty and good faith, and that Client's best interests are put ahead of the interests of its employees, officers, directors, and Advisors; particularly where Willow's interests' conflict with those of its Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of Willow, its employees, or Advisors.

A copy of Willow's code of ethics is available on request by contacting Willow via the website at www.trustwillow.com or compliance@trustwillow.com.

Willow also recommends that Clients obtain and review the code of ethics of any Advisor the Client engages for products or services.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest
Willow does not make recommendations to Clients.

Item 12 – Brokerage Practices

Willow does not select or recommend broker-dealers or custodians. Willow recommends selected Advisors who may be affiliated with and/or may recommend these providers as a part of a Client's relationship with that Advisor. Willow encourages Clients to discuss brokerage practices with the Advisors they engage.

Item 13 – Review of Accounts

Not applicable; as Willow does not manage any assets, there are no accounts requiring reviews.

Item 14 – Client Referrals and Other Compensation

Compensation Received by Willow

Willow is compensated by Advisors as detailed in item 5.

Client Referrals from Solicitors

Willow does not engage paid solicitors for Client referrals.

Item 15 – Custody

Willow does not accept or maintain custody of any Client accounts. Therefore, Willow does not have custody of any client assets.

Item 16 – Investment Discretion

Willow does not manage Client assets and therefore, it does not exercise any investment decision and has no disclosures for this Item.

Item 17 – Voting Client Securities

Willow does not manage Client accounts or accept proxy-voting responsibility for any Client. Additionally, Willow does not provide advice regarding proxy solicitations or participate in class actions on behalf of Clients.

Willow encourages Clients to discuss proxy voting and class action policies and procedures with the Advisor they engage.

Item 18 – Financial Information

Willow does not charge Clients to use its online platform, nor does it charge Clients a fee of any kind.

Neither Willow, nor its management, has been subject to a bankruptcy or financial compromise; furthermore, Willow and its management are not aware of any adverse financial conditions that would reasonably impair its ability to meet all its obligations to Clients.