

Northwest Asset Management

# TAMP SOLUTIONS

Wrap Fee Program Brochure  
Form ADV: Part 2 Appendix 1

This wrap fee program brochure provides information about the qualifications and business practices of Northwest Asset Management, an SEC registered investment advisory firm. Being registered is neither an endorsement nor an indication of expertise. If you have any questions about the contents of this brochure, please contact us at (206) 838-3680. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any states securities authority.

Additional information about NWAM, LLC dba Northwest Asset Management also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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**ITEM 1 – COVER PAGE**

MARCH 27, 2014

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## ITEM 2 – MATERIAL CHANGES

This brochure, dated March 27, 2014, has been prepared as part of our annual update amendment. This version is the initial version created for our TAMP Solutions Wrap Fee Program as provided to certain Registered Investment Advisors and their representatives. There are no material changes since the previous changed version dated July 31, 2012:

- Item 9: Updated to include the selection of sub-advisors or third party managers.

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## **ITEM 4 – SERVICES, FEES AND COMPENSATION**

### **4a: Services and Fees**

Northwest Asset Management is the sponsor and portfolio manager of the TAMP Solutions Wrap Fee Program (“Program”). This program is made available to select Registered Investment Advisors (RIA) firms as part of our sub-advisory and portfolio management services. TAMP Solutions offers execution services for one all-inclusive “wrapped” fee.

The Program is implemented through accounts held at one of our partner custodians as mutually agreed upon by your RIA or individual Investment Advisor Representative (IAR) and yourself. You work with your IAR on the investment strategies used to manage your account, including current financial situation, financial goals and attitudes toward risk, which will allow your IAR to advise appropriate asset allocations.

The Program consists of discretionary managed accounts that utilize portfolios designed to meet the wide variety of goals, risk exposure and time horizons. Our portfolios span the range of client needs, ranging from stability to aggressive growth.

The Program receives compensation paid from the overall advisory service fees paid to your RIA. These charges include the cost of executing securities transactions. There is no separate charge for brokerage commissions; however, clients normally will be charged any mark-ups or mark-downs with respect to fixed income securities and certain other .

The fees charged for the Program are paid out of your overall advisory fees charged by your RIA to us for sub-advisory, wrap and portfolio management services. In certain circumstances, fees may be negotiable.

Fees are paid quarterly in advance or arrears, as specified in the client contract between yourself and your RIA. In cases where we are paid in advance, when an agreement is terminated, we will refund any pre-paid, unearned fees based on the number of days remaining in the quarter after termination. Refunds will be made at the end of the current quarter in which the contract was terminated.

When an agreement is terminated, all assets may need to be transferred from the current custodian. You will be responsible for paying all fees including full quarterly custodial administrative fees, account closure fees, mutual fund fees and all trading costs due to the termination. Custodian may assess additional fees for transfer of illiquid investments. If there is insufficient cash in the account, the liquidation of some securities may be used to pay the fees. Prior to termination of an agreement, your RIA can provide a good faith estimate of costs.

### **4b: Relative Cost of Services**

A wrap fee programs allows clients to pay a specified fixed fee for the execution of transactions. Your fee is bundled with costs for executing transactions in your account(s). By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower total advisory fee is charged, but trade execution costs are passed directly through to you by the executing broker.

### **4c: Additional Fees**

The program’s fees does not include: (i) annual account fees or other administrative fees, such as wire fees, charged by custodians; (ii) underwriting or dealer concessions or related compensation in connection with securities acquired in underwritten offerings; (iii) certain odd-lot differentials, transfer taxes, transaction fees mandated by the Securities Act of 1934, postage and handling fees, and charges imposed by law with regard to transaction in the client’s account; and (iv) advisory fees and expenses of mutual funds (including money market funds), ETFs, closed-end investment companies or other managed investments, if any are held in client’s accounts. The quarterly fee does not cover certain cost associated with securities transactions in the over-the-counter market where we must approach a dealer or market maker to purchase or sell the security. Such cost includes a mark-up, mark-down or spread and odd lot differentials or transfer taxes imposed by law.

### **4d: Referrals and Compensation**

The client has a direct agreement with their RIA as to the total fees paid for advisory services. Those fees could be more or less as a result of the RIAs participation in the Program. The amount of compensation the client’s RIA receives may be more or less than what the RIA would receive if the client participated in another wrap fee program, or if the client paid separately for investment advice, brokerage and other services.

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## ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

The Program caters primarily to affluent individuals and their retirement accounts, family offices and family investment vehicles who seek an approach to capital appreciation by investing in established stocks, exchange traded funds, mutual funds and fixed income. It is also suitable for institutional investors such as pension and profit sharing plans, trust, estates and/or charitable organizations and corporations.

There is no account size minimum.

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## ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

### **6a: Selection of Managers**

The Program does not use outside portfolio managers. We use our in-house professionals to manage our TAMP Solutions Program.

### **6b: Related Persons**

As we provide our own portfolio managers, we do use related persons to act as portfolio managers.

### **6c: Additional Information**

#### ***Types of Advisory Services***

We offer a wide range of advisory, portfolio and consulting services. This brochure is specific to the services we provide to select RIAs that participate on our platform.

#### Client Tailored Relationships and Restrictions

As a fiduciary, we always acts solely in the client's best interests. Each client's portfolio is customized based on the client's investment objectives. You should speak to your IAR regarding requests or suggestions on the investments made in your portfolio. Restrictions on trading that, in either the IAR or Programs expert opinion, are not in the your best interest cannot be honored.

#### ***Performance Based Fees and Side-by-Side Management***

There are no fees on the performance of funds or securities in your account.

#### ***Methods of Analysis, Investment Strategies and Risk of Loss***

##### Strategies and Analysis

The Program uses multiple strategies in order to best meet the diverse needs of our clients. We use multiple sources of information in performing our research, including sources such as reports and articles in financial media, financial magazines, research prepared by others, industry publications, corporate rating services, prospectuses, company press releases and annual reports and filings with the SEC. We generally use fundamental analysis to evaluate securities and market conditions. Fundamental analysis does not attempt to anticipate market movements. Using this method of analysis presents a potential risk as prices of securities can move up or down due to company-specific circumstances as well as in line with the overall market regardless of the economic factors considered in evaluation.

We believe it is important that each client know that our strategy is tailored to best meet their goals and needs. Each client presents a unique profile, and we may employ one or more strategies or methods to meet their goals.

##### Modern Portfolio Theory

We generally adhere to the principles of Modern Portfolio Theory, which advocates investing across different asset classes to increase diversity and reduce risk. Based on our research and the research of others, we can build portfolios that collect assets among similar risk and growth profiles, like cash equivalents (money market funds); high-quality, short-term bonds; large and small company stocks; and growth (higher-priced) and value (lower-priced) stocks in the U.S. and foreign developed markets. In certain circumstances, large, small, growth, and value stocks in select emerging markets and/or shares of real estate investment trusts (REITs) and commodity indexes will be included in diversified portfolios.

##### Asset Allocations

Working with your IAR, they will recommend a general strategy that will allocate your assets into different portfolios. This mix of portfolios is based on an assessment of your long-term financial objectives, risk exposure and current financial

needs and plans. Your IAR will also review your account on a regular basis and may rebalance your assets as financial markets rise and fall and the specific assets of different parts of your portfolio change. Additionally, we will review and rebalance your account as needed, but no less than annually. This creates the opportunity to selectively rebalance your portfolio in order to bring asset class percentages back to your policy targets. Asset classes that have risen beyond predetermined limits are sold by an amount that brings the allocation back in line with policy targets, and those that have fallen in value are purchased in the same way. This is a method of buying low and selling high that is not based on trying to predict the direction of markets or asset returns. This rebalancing has the effect of enhancing portfolio returns while maintaining the agreed-upon risk.

#### Specific Investments

While we generally select ETFs, mutual funds or similar securities, we may at times select individual securities for client portfolios. In these cases, we examine each securities management, financial condition, and market position and ensure that any purchases of individual securities work towards the type of portfolio's goals, investment horizons and exposure to risk.

#### Investment Strategy and Risks of Loss

As recent global and domestic economic events have indicated, performance of any asset or asset class is not guaranteed, and can indeed be unpredictable. As a result, there is a risk of loss of the assets we manage as a result of both allocation and the status of the markets when we rebalance.

While all current research, academia and data allow us to understand and map asset classes and their risk and return, there is a risk that they, or our analysis, are wrong and will lead to losses. Additionally, correlations among asset classes may be judged incorrectly, which also may incur risk of loss as diversification may not be properly balanced. Additionally, minor or severe market conditions may significantly drive gains or losses in one asset class over another, causing unexpected losses. There is a risk that rebalancing at any moment in time will not match current market directions, leading to risk of loss.

All investments include a risk of loss. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that may be out of our control. We use our best efforts as fiduciary to manage your assets. However, we cannot guarantee any level of performance or that you will not experience financial loss.

We will use our best judgment and act as fiduciary in rendering services to you. We cannot warrant or guarantee any particular level of account performance, or that the account will be profitable over time. Not every investment decision or recommendation made by us will be profitable. You assume all market risk involved in the investment of account assets under the agreement and understand that investment decisions made for any accounts are subject to various market, currency, economic, political and business risks. Except as may otherwise be provided by law, we will not be liable to you for (a) any loss that you may suffer by reason of any investment decision made or other action taken or omitted in good faith by us with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; (b) any loss arising from our adherence to your instructions; or (c) any act or failure to act by a custodian of your account. Nothing in this document shall relieve us from any responsibility or liability we may have under state or federal statutes.

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

We do not vote proxy for any of our clients or accounts. Each client is responsible for receiving and voting proxies for any and all securities maintained in their account. However, do not hesitate to contact your registered investment advisor if you need any help or clarification regarding proxies.

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### **ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

As we both the sponsor of the program and the portfolio manager, all information provided to us will be available to the portfolio manager.

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### **ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS**

You should speak directly with your IAR or RIA office with any questions about the contents of your accounts.

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## ITEM 9 – ADDITIONAL INFORMATION

### 9.a: Disciplinary information

We do not have any legal, financial or other “disciplinary” items to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating our Firm and its associated persons.

### 9.b: Broker Dealers, Registered Representatives and other Relationships

#### ***Broker Dealers and Registered Representatives***

Some of our employees are registered representatives of Purshe Kaplan Sterling Investments (PKS), a FINRA broker-dealer firm. Employees who are registered representatives are paid fees/commissions based on sales of securities. When acting in the capacity of a registered representative, the portfolio manager and/or associated persons may place clients in investment products sold through this broker/dealer and may receive the usual and customary commissions or fees on the products that the client purchases. Receiving commissions on products may cause a conflict of interest.

#### ***Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor***

Some of the principals and associated persons of the firm may be a Futures commission merchant, commodity pool operator, or commodity trading advisor. When acting in the capacity of any of those, they receive only compensation provided as part of their advisory work and receive no additional fees or commissions.

#### ***Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests***

Our primary business is that of a registered investment advisor and provider of portfolio management services. Some of the principals and associated persons of the firm may be licensed as insurance agents and consultants. When acting in the capacity of an insurance agent, they may receive the usual and customary commissions or fees associated with the insurance products that the client purchases.

Northwest Asset Management may execute transactions with broker-dealers that pay a portion of 12b-1 fees to our principals or advisors. This interest may conflict with your interest of obtaining the lowest commission rate available. Therefore, we must determine in good faith, based on the “best execution” policy stated below that such commissions are reasonable in relation to the value of the services provided by such executing broker-dealers.

#### ***Selection of Other Advisors and How this Advisor is Compensated for those Selections***

Northwest Asset Management may select outside money managers or sub-advisors. We are not compensated for that selection. A portion of the fees you pay us are used to compensate the third party or money manager. The fees paid and parties involved are clearly set forth in the agreements between Northwest Asset Management, our client and the third party money manager or sub-advisor.

### 9c: Code of Ethics, Participation or Interest in Client Transactions

#### ***Code of Ethics Description***

We have adopted a Code of Ethics to which all employees are bound to adhere. The key component of our Code of Ethics states that we and our employees shall always:

- Act with integrity, competence, dignity, and ethically when dealing with the public, clients, prospects, employers, and employees.
- Exercise its authority and responsibility for the benefit and interest of its clients first and to refrain from having outside interests that conflict with the interests of its clients. We must avoid any circumstances that might adversely affect or appear to affect its duty of complete loyalty to its clients.
- Refrain from disclosing any nonpublic personal information about a client to any nonaffiliated third party unless the client expressly gives permission to us to do so. All client information will otherwise be treated as confidential.
- Maintain the physical security of nonpublic information, including information stored on computers.

This Code of Ethics is in place to guide the personal conduct of our team and embodies our fiduciary duties and responsibilities to you and sets forth our practice of supervising the personal securities transactions of employees with prior or concurrent access to client trade information. A copy of our Code of Ethics is available upon request from your IAR.

### ***Securities in Which We May Have a Financial Interest***

Our firm or our employees may buy or sell securities (other than mutual funds or ETFs) for their own accounts as well as its clients' accounts. Additionally, we may buy or sell specific securities that it does not buy or sell for its clients' accounts, as the strategies defined for the clients account may not warrant it.

We never buy or sell between our, our employee or our clients' accounts. We will not recommend securities or other investment products to our clients in which our firm, employee or any related person has an ownership or proprietary interest.

### ***Types of Personal Trading***

In the cases where we or our employees buy or sell the same securities for their accounts and client accounts, we will purchase or sell securities for client accounts (for which the investment is appropriate) before purchasing or selling securities for firm or employee accounts. We never makes short term trades in any security on the same day that buy or sell transactions are made for client accounts.

There are possible conflicts of interest, which our Code of Ethics addresses. These conflicts arise when we buy or sell the same securities as our clients and the securities are: front running (using the order's market effect to benefit ourselves); insider information (using information that gives us an unfair advantage); and bunching orders (which may gain a lower brokerage cost, acting as an incentive to include clients' accounts in orders).

### ***Personal Trading and Timing***

We always try to get the best price for the client. We will always trade client account before we trade firm or employee accounts. Our internal controls and processes are in place to prevent contemporaneous trading (submitting firm or employee orders at the same time as client order) except in the case of unaffiliated mutual funds.

## **9d: Review of Accounts**

### ***Periodic Reviews***

We are constantly reviewing the contents of our portfolios to ensure they contain the best matched and suitable securities and assets. Your IAR will work with you to determine the frequency and depth of reviews of your account. You should refer to your IARs ADV Part 2 A or advisory contract or talk to your IAR for additional information.

### ***Regular Reports***

You will receive reports as agreed upon with your IAR. Please refer to their ADV Part 2 A or advisory contract for details on reports. You will receive quarterly reports from your custodian.

## **9.e: Client Referrals and Other Compensation**

### ***Economic Benefits Provided by Third Parties for Advice Rendered to Clients***

You will work with your RIA to select which of our brokerage custodians will be used for account custody and transactions. We have selected our range of brokers based on who can effect transactions at the best price and execution, service requirements, fees and levels of service.

### **Fidelity Investments**

The Program may recommend Fidelity Investments. Some of the products and services made available by Fidelity Investments through the Program may benefit us or your RIA, but may not benefit your account. These products or services may assist in managing and administering accounts, including accounts not maintained at Fidelity Investments. Other services made available by Fidelity Investments are intended to help both us and the IAR manage and further develop client services. The benefits received by us or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to Fidelity Investments.

As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by the Program, your RIA or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the choice of Fidelity Investments for custody and brokerage services.

### **TD Ameritrade**

The Program participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment services which include custody of



securities, trade execution, clearance and settlement of transactions. The Program and your RIA receives some benefits from TD Ameritrade through its participation in the program.

We participate in TD Ameritrade's institutional customer program and may recommend TD Ameritrade to contracting advisors or clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we or your RIA gives to its you, although there are economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to your accounts); the ability to have advisory fees deducted directly from accounts; access to an electronic communications network for order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by our associated persons. Some of the products and services made available by TD Ameritrade through the program may benefit us you're your RIA but may not benefit your accounts. These products or services may assist us in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help both us and your IAR manage and further develop client services. The benefits received by us or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade.

As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

***Compensation to Non-Advisory Personnel for Client Referrals***

We do not compensate anyone for client referrals.

**9.f: Financial Information**

We do not solicit prepayment of more than \$1,200, six or more months in advance.

We have not been the subject of a bankruptcy petition in the last ten (10) years.