



NORTHWEST ADVISORS, INC.

SEC REGISTERED INVESTMENT ADVISOR

Northwest Advisors, Inc.
100 Liberty Street
Warren, Pennsylvania 16365

(877) 300-3454
www.northwest.com

Financial Planning Services

Form ADV Part 2A

Firm Brochure

March 26, 2018

This brochure provides clients and prospective clients with information about Northwest Advisors, Inc. and the qualifications, business practices, and nature of its services that should be carefully considered before becoming an advisory client. The contents of this brochure have not been approved or verified by the United States Securities and Exchange Commission (SEC) or any other state or federal governmental authority. While the firm and its associates may be notice filed and/or registered within a particular jurisdiction, it does not imply a certain level of skill or training on the part of the firm or its associated personnel.

Questions relative to the firm, its services, or this firm brochure may be made to the attention of our Chief Compliance Officer at (877) 300-3454. Additional information about the firm, other advisory firms, or associated investment advisor representatives is available on the internet at www.adviserinfo.sec.gov.

The investment advisory services offered and any investment vehicles employed are (i) not deposits or other obligations of, nor are they guaranteed by, Northwest Bank or its affiliates; (ii) are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other agency of the United States Government or by Northwest Bank or its affiliates; and (iii) are subject to investment risks, including the possible loss of value. Further description with respect to investment strategies and/or portfolio holdings and their potential risks may be found in Item 8 of this brochure.

Item 2 - Material Changes

Northwest Advisors, Inc. amended its previous version of Form ADV Part 2A firm brochure dated March 20, 2017 due to updates involving:

- reportable assets under management as of last fiscal year end (Item 4)
- additional disclosure about mutual fund fees (Item 5)
- changes to our industry affiliates (Items 5 and 10)

As with all firm documents, clients and prospective clients are encouraged to review this brochure in its entirety and are encouraged to ask questions at any time prior to or throughout the engagement.

The firm may at any time update this document and either send a copy of its updated brochure or provide a summary of material changes to its brochure and an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC's website at www.adviserinfo.sec.gov or may contact our firm at (877) 300-3454 to request a copy at any time.

Item 3 - Table of Contents

Item 1 - Cover Page.....	1
Item 2 - Material Changes.....	2
Item 3 - Table of Contents	3
Item 4 - Services, Fees and Compensation	4
Item 5 - Fees and Compensation	7
Item 6 - Performance-Based Fees and Side-By-Side Management	9
Item 7 - Types of Clients	9
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9 - Disciplinary Information	15
Item 10 - Other Financial Industry Activities and Affiliations	15
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	16
Item 12 - Brokerage Practices.....	17
Item 13 - Review of Accounts	18
Item 14 - Client Referrals and Other Compensation	19
Item 15 - Custody.....	20
Item 16 - Investment Discretion	20
Item 17 - Voting Client Securities	20
Item 18 - Financial Information	21

Important Note: Throughout this document, Northwest Advisors, Inc. may be referred to by the following terms: “the firm,” “we,” “us,” or “our.” The client or prospective client may be also referred to as “you,” “your,” etc., and refers to a client engagement involving a single *person* as well as two or more *persons*. The term “advisor” and “adviser” are used interchangeably where accuracy in identification is necessary (i.e., internet address, etc.).

Our firm maintains a business continuity plan that is integrated with the entirety of our organization to ensure we appropriately respond to events that pose a significant disruption to its operations. A statement concerning our current plan is available under separate cover upon request.

Item 4 - Services, Fees and Compensation

Description of Our Advisory Firm

Northwest Advisors, Inc. has been incorporated and domiciled in the Commonwealth of Pennsylvania since 2011. The firm is a subsidiary of Northwest Bank, a state-chartered savings institution, and is indirectly owned by publically-traded Northwest Bancshares, Inc., a federally-chartered savings and loan holding company headquartered in Warren, Pennsylvania.

Our advisory firm had been previously registered with the Commonwealth of Pennsylvania in 2011, and became registered with the SEC in 2013. Our firm and its associates may notice-file, register or meet certain exemptions in other jurisdictions in which we conduct investment advisory business.

Description of Advisory Services Offered

Introductory Interview

We begin the financial planning process through a complimentary interview provided by a qualified representative of our firm to determine the scope of services necessary for your engagement. During or prior to your first meeting we will provide you with our current firm brochure, separate privacy policy statement, as well as the brochure supplement with information about the investment advisor representative who will be assisting you. Should you wish to engage our firm, we must enter into a written agreement, thereafter discussion and analysis will be conducted to determine your current holdings, financial need, goals, etc. We may also request current copies of the following documents to assist in our review:

- Wills, codicils and trusts
- Insurance policies
- Mortgage information
- Tax returns
- Current financial specifics including W-2s or 1099s
- Information on current retirement plans and benefits provided by your employer
- Statements reflecting current investments in retirement and non-retirement accounts
- Employment or other business agreements you may have in place
- Completed risk profile questionnaires or other forms provided by our firm

It is important that any information or financial statements you provide are accurate. We may, but are not obligated to, verify the information you have provided which will then be used during our investment management process.

Financial Planning Engagements

Our financial planning services engagement may be as broad-based or narrowly focused as you desire. The incorporation of most or all of the listed components allows not only a thorough analysis but also a refined focus of your plans so that our firm is able to assist you in reaching your goals and objectives.

Cash Flow Analysis and Debt Management

A review of your income and expenses will be conducted to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used, or how to reduce expenses if they exceed your income.

Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. Recommendation may also be made with respect to appropriate cash reserves for emergencies and other financial goals, and a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

Risk Management

A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance ("self-insuring").

Employee Benefits

A review and analysis is made as to whether you, as an employee, are taking the maximum advantage possible in your employee benefits, offers advice on your employer-sponsored retirement plan or stock options, among other benefits that may be available to you.

Retirement Planning

Retirement planning services typically include projections of your likelihood of achieving your financial goals, with financial independence usually the primary objective. For situations where projections show less than the desired results, a recommendation may include showing you the impact on those projections by making changes in certain variables (i.e., working longer, saving more, spending less, taking more risk with investments). If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

Tax Planning Strategies

Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, recommendations may be offered as to which type of account(s) or specific investments should be owned based in part on their "tax efficiency," with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

Education Planning

College funding advice may include projecting the amount that will be needed to achieve post-secondary education funding goals, along with savings strategies and the "pros-and-cons" of various college savings vehicles that are available.

Estate Planning

Review and advice usually involves an analysis of your exposure to estate taxes and your current estate plan; determining whether you have a will, powers of attorney, trusts and other related documents. Advice may include ways to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. A recommendation may be made that you consult with a qualified attorney when you initiate, update, or complete estate planning activities, and you may be provided with contact information for attorneys who specialize in estate planning when you wish to hire someone for such purposes.

Business Consultation

Northwest Advisors, Inc. is available to assist businesses in a variety of ways, to include risk management, general financial advice, as well as various benefit programs that can be structured to meet both business and personal retirement goals of business owners or key personnel.

Investment Consultation

Investment consultation services often involve providing information on the types of investment vehicles available, employee retirement plans and/or stock options, investment analysis and strategies, asset selection and portfolio design, as well as assisting you with your investment account if it is maintained at another broker/dealer or custodian. The strategies and types of investments that may be recommended are further discussed in Item 8 of this brochure.

Periodic Review

It is strongly urged that you notify the firm of any change in your circumstances, and to schedule a review any time there is such a change. An annual review should be considered even if there is not a substantial change, since tax and estate laws as well as investment vehicles are ever-evolving. Additional information involving our plan review services may be found in Item 13.

Client-Tailored Services and Client-Imposed Restrictions

Broad-Based v. Modular Financial Planning

A broad-based plan is an endeavor that requires detail, and certain variables can affect the cost involved in the development of the plan, to include: the quality of your own records, complexity and number of current investments, diversity of insurance products and employee benefits you currently hold, size of the potential estate, special needs of the client or their dependents, among others.

While certain broad-based plans may require 10 or more hours to complete, complex plans may require more than 20 hours. Alternatively, you may request that the firm concentrate on reviewing only a specific area (modular planning), such as college funding, a portfolio allocation, or evaluating the sufficiency of your retirement plan. Note that when these services focus only on certain areas of your interest, your overall situation or needs may not be fully addressed due to limitations you may have established. Whether a broad-based or modular plan has been created for you per your request, you will receive a summary of recommendations, offered guidance on the implementation of some or all of them, as well as an offer for periodic reviews thereafter. In all instances involving your financial planning services engagement, you will retain full discretion over all implementation decisions and are free to accept or reject any recommendation that has been made.

Unless stated otherwise in your agreement with the firm, upon completion of your plan and its presentation or delivery of investment advice, your financial planning engagement is typically concluded. It is recommended that you return for periodic reviews.

Investment Account Restrictions

As stated in your IPS or similar guiding document, we will account for any reasonable restrictions you may require for the management of your investment account(s). For example, you may prefer to avoid certain types of holdings within your portfolio (e.g., no "sin stocks" or international stocks).

Please note that it will remain your responsibility to promptly notify the firm if there is any change in your financial situation and/or investment objectives for the purpose of reviewing, evaluating or revising previous account restrictions or investment recommendations.

Wrap Fee Programs

Separate of our financial planning services offering noted in this brochure, our advisory firm offers continuous asset management exclusively through its self-sponsored wrap fee investment program. This program provides account monitoring, rebalancing of funds, performance reporting and other advisory services, as well as trade execution for a “wrapped” (bundled) fee. If you would like more information regarding program details, associated fees, and account requirements, we will provide you with a copy of our separate wrap fee investment program brochure upon your request.

Client Assets Under Management

As of December 31, 2017, Northwest Advisors, Inc. had over \$362.4 million¹ of client assets under its management; approximately \$350.2 million on a discretionary basis and \$12.1 million on a non-discretionary basis.

General Information

We do not provide ongoing investment management services under this financial planning engagement, nor does our advisory firm provide its investment management services where your fee is “unbundled” (e.g., advisory fees and brokerage transaction costs are separately assessed). We are not engaged for legal or accounting services, however, we may work with your attorney or accountant to assist with the coordination or implementation of accepted strategies. You should be aware that these other professional services providers will charge you separately for their engagement, which will be in addition to our advisory fee.

Our firm will use its best judgment and good faith effort in rendering its services. Northwest Advisors, Inc. cannot warrant or guarantee any particular level of account performance or that your account will be profitable over time. Past performance is not necessarily indicative of future results. Except as may otherwise be provided by law, our firm will not be liable to the client, heirs, or assignees for any loss an account may suffer by reason of an investment decision made or other action taken or omitted in good faith by our firm with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; any loss arising from our adherence to your direction or that of your legal agent; any act or failure to act by a service provider maintaining an account. Federal and state securities laws impose liabilities under certain circumstances on persons who act in good faith and, therefore, nothing contained in this document or an engagement agreement shall constitute a waiver of any rights that a client may have under federal and state securities laws.

Item 5 - Fees and Compensation

Method of Compensation and Fee Schedule

Our firm is engaged on an hourly basis for its financial planning and investment consultation. The hourly rate is \$150 per hour; billed in 15-minute increments and a partial increment (e.g., 10 minutes) may be treated as a whole increment. Prior to entering into an agreement with the firm you will receive an estimate of the overall cost based on your requirements and the time involved.

¹ The term “assets under management” and rounding are per the SEC’s *General Instructions for Part 2 of Form ADV*.

The services to be provided to you and your specific fee will be detailed in your engagement agreement. Published fees may be discounted at the discretion of our firm's Chief Compliance Officer but they are not negotiable.

Client Payment of Fees

Fees are to be paid by check or bank draft drawn from US-based financial institutions. With your prior written approval, our financial planning fee may also be withdrawn from your account held at your custodian/broker of record. Cash, money orders or other similar forms of payment are not accepted for any of our advisory engagements.

Financial planning fees are generally due upon receipt of our invoice; typically issued after our advice has been rendered and/or plan delivery. Planning engagements that are greater than three months in duration may be billed quarterly, in arrears, following the initial deposit. We reserve the right to suspend our advisory services once an account is deemed past due.

Additional Client Fees

Any transactional or service fees (sometimes termed *brokerage fees*) assessed by a selected service provider (such as your broker or custodian), individual retirement account fees, qualified retirement plan or account termination fees will be borne by the account holder and are per those provided in current, separate fee schedules of any selected service provider. Fees that you pay to our advisory firm for its services are separate from any transactional charges you may be assessed, as well as those for mutual funds, exchange-traded funds (ETFs), exchange-traded notes (ETNs), index mutual funds or other similar investments. Additional information about the firm's fees in relationship to its business practices is noted in Items 12 and 14 of this document.

Charged Prepayment of Client Fees

Advance Payment for Certain Services

As defined in your agreement with our firm, a deposit that is the greater of \$1,200 or one-half of the estimated fee may be required to initiate your engagement.

Termination of Services

Either party may terminate the agreement at any time, which will typically be in writing. If you verbally notify our firm of the termination and, if in two business days following this notification you have not sent in your notice in writing, the firm will make a written notice of the termination in its records and will send you its own termination notice as a substitute. The firm will not be responsible for future financial planning or investment advice upon receipt of a termination notice.

If you did not receive our Form ADV Part 2A brochure at least 48 hours prior to entering into the agreement with our firm, then you have the right to terminate the engagement without penalty within five business days after entering into the contract. Should you terminate an engagement after this time period, you may be assessed fees at the firm's current hourly rate for any time that may have been incurred in the preparation of your analysis and/or plan. The firm will return any prepaid, unearned amount within 30 days of receipt of the termination notice. Should our firm require you provide an initial deposit of \$1,200 or more for its financial planning services engagement and you have provided all requisite information, and such plans or services have not been delivered to you within six months or less time from the date of the engagement, you may be entitled to a refund.

External Compensation for the Sale of Securities to Clients

Clients should be aware that Northwest Advisors, Inc. may purchase classes of shares of mutual funds on behalf of clients that, due to the nature of the share class, does not impose a transaction fee but does contain a higher expense ratio or requires payment of ongoing 12b-1 fees. In such cases, Northwest Advisors, Inc. could avoid paying a transaction fee that it otherwise would be obligated to pay under its wrap fee investment program and such cost savings could be viewed as additional compensation to Northwest Advisors, Inc. Fees charged by issuers of securities are detailed in prospectuses or product descriptions and you are encouraged to read these documents before investing.

If you have engaged our advisory firm strictly for its financial planning services and you subsequently prefer to open a brokerage account at LPL Financial LLC (an independent FINRA and SIPC member² broker/dealer) so that we may assist you in executing a securities transaction or purchase a variable insurance contract, our parent firm will be compensated on that purchase if your investment advisory associate also serves in the capacity of a registered representative of LPL Financial LLC. In addition, our parent firm may receive trailer or 12b-1 fees from an investment company security that you have purchased through your brokerage account at LPL Financial LLC. [Please refer to Items 10 and 11 of this brochure for further information.] You also retain the option to purchase recommended or similar investments through your own selected service provider.

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

The fees assessed by Northwest Advisors, Inc. will not be based on a share of capital gains or capital appreciation (growth) of any portion of managed funds, also known as performance-based fees. Advisory fees earned by our firm will not be based on side-by-side management, which refers to simultaneously managing accounts that do pay performance-based fees (such as a hedge fund) and those that do not. This type of arrangement, and the conflict of interest it may pose, does not conform to our firm's practices.

Item 7 - Types of Clients

Northwest Advisors, Inc. provides its advisory services, in general, to individual and high net worth individuals, as well as trusts, estates, charitable organizations and foundations, and businesses of various scale. Our financial planning services are oriented toward individuals and high net worth individuals.

Our ability to provide our services depends on access to important information about our clients. Accordingly, it is necessary that you provide us with an adequate level of information and supporting documentation throughout the term of the engagement including, but not limited to: source of funds, income levels, and an accountholder or their legal agent's authority to act on behalf of the account, among other information. This helps us determine the appropriateness of our planning and/or investment strategies for your portfolio. It is also very important that you keep us informed of significant changes that may call for an update to your investment plans. Events such as changes in employment or marital status, unplanned windfall, etc., can have an impact on your circumstances and needs. We need to be aware of such events, so that we may make adjustments as necessary in order to keep you on track toward your goals. We do not require minimum income levels, minimum level of assets or other conditions for our financial planning services. We reserve the right to waive or reduce certain fees based on unique individual circumstances, special arrangements or pre-existing relationships, and we may choose to decline advisory services to a client or prospective client for any non-discriminatory reason.

² Our firm is not, nor required to be, a FINRA or SIPC member. Information about the Financial Industry Regulatory Authority (FINRA) may be found at: www.finra.org. You may learn more about the Securities Investor Protection Corporation (SIPC) and how it serves member firms and the investing public by going to their website at <http://www.sipc.org>.

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

Methods of Analysis and Investment Strategies

Method of Analysis

We will take into consideration your current financial situation, needs, goals, investment objectives, and appetite or tolerance for risk. Asset allocation and investment decisions are made in the firm's judgment to meet your investment objectives while attempting to minimize exposure to risk. Northwest Advisors, Inc. employs what we believe to be an appropriate blend of fundamental, technical, and cyclical analyses. For example, fundamental analysis may involve evaluating economic factors including interest rates, the current state of the economy, or the future growth of an industry sector. Technical and cyclical analysis may involve studying the historical patterns and trends of securities, markets, or economies as a whole in an effort to determine potential future behaviors, the estimation of price movement, and an evaluation of a transaction before entry into the market in terms of risk and profit potential. By combining these analyses and research generally drawn from professional outside sources, we believe it may better assist our clients in determining the appropriate strategy that has been adapted to their specific requirements and goals.

Investment Strategies

We recognize that each client's needs and goals are different; therefore, recommended investment strategies and underlying investment vehicles may vary. The following strategies reference those that may be recommended to you:

Active Asset Management

A portfolio manager engaging in an active asset management strategy believes it is possible to create a profit from identifying or leveraging mispriced securities and producing returns greater than a stated benchmark, such as a well-known index. For example, a "large cap stock" fund manager might attempt to outperform the Standard & Poor's 500 Index by purchasing underpriced stocks or derivative instruments representing these positions.

Core + Satellite

This strategy blends passive (or index) and active investing; where passive investments are used as the basis or "core" of a portfolio and actively-managed investments are added as "satellite" positions. With this strategy, the portfolio core holdings are indexed to potentially more efficient asset classes; while outlying selections are generally limited to active managers that are attempting to outperform a particular category, or a selection of particular positions to increase core diversification, or to improve portfolio performance. For example, the core of a portfolio may be built with low-cost index funds or ETFs; satellite holdings would include active investment managers with unique strategies that are believed capable of adding value beyond a stated benchmark over a full market cycle. The core may represent the majority of the total portfolio, using primarily index funds or index-based ETFs. The remainder of the portfolio may then employ mutual funds or ETFs that take a shorter duration to assist in the over-or-under allocation to specific sectors, regions, assets classes, etc.

Modern Portfolio Theory

Modern Portfolio Theory states that by employing securities whose price movements have historically low correlations, it is possible to create an efficient portfolio that can offer the highest expected return for a given level of risk, or one with the lowest level of risk for a given expected return.

The practice of Modern Portfolio Theory does not employ market timing or stock selection methods of investing but rather a long term, buy-and-hold strategy with periodic rebalancing of the account to maintain desired risk levels.

Investment Vehicles Generally Recommended

We strive to create portfolios that contain investment vehicles that are diversified, tax-efficient, and low-cost investments whenever practical. Although it is common to find a broad range of index mutual funds or ETFs/ETNs within a portfolio, certain accounts may necessitate holding individual equity (stock) positions as well as fixed income holdings, such as bonds, bond funds or money market positions to create as broad a diversification as necessary to meet demands of the portfolio or to effectively employ pre-existing holdings within a client's account. When appropriate for a particular client's situation, we may recommend strategies involving alternative investments. These types of holdings generally include those which do not fall into equity, fixed income or cash equivalents. Such investments include "real assets" such as real estate and commodities, and alternative strategies such as absolute return strategies and various other hedge fund strategies: global macro, managed futures, long/short equity, multi-strategy, event driven, private equity, etc. The goal of these alternative strategies is to provide for diversification in order to lower portfolio volatility and enhance long-term returns. The alternative investments we recommend are managed through ETFs/ETNs; they are not individual holdings.

Investment Strategy and Method of Analysis Material Risks

Investing in securities involves risk of loss that an investor must be prepared to bear. While we believe our recommendations are designed to produce an appropriate return for a given level of risk, we cannot guarantee that an investment objective or planning goal will be achieved. The various risks involved in the investment of account assets may include market risk, company risks, among others. We encourage you to review both the strategies and their potential risks of any investment or strategy recommended. In general, certain types of risks that may be involved include:

Active Management Strategies

Should your portfolio employ active management strategies, it may, at times, outperform or underperform various benchmarks or other strategies. In an effort to meet or surpass these benchmarks, active portfolio management may require more frequent trading or "turnover" within an account. This may result in shorter holding periods, higher transactional costs and/or taxable events that will be borne by the client, thereby potentially reducing or negating certain benefits that may be derived by shorter term investing.

Company Risk

When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic or non-systemic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry.

Core + Satellite Strategies

Strategies involving Core + Satellite investing may have the potential to be affected by "active risk" or "tracking error risk," which might be defined as a deviation from the stated benchmark. Since the core portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a "sample" or "optimized" index ETF that may not as closely align the stated benchmark.

In these instances, the firm may choose to reduce the weighting of a satellite holding; utilize very active satellites or use a “replicate index” ETF as part of its core holdings to minimize the effects of the tracking error in relation to the overall portfolio.

Cyclical Analysis

An economic cycle may not be as predictable as preferred; many fluctuations may occur between long term expansions and contractions. The length of an economic cycle may be difficult to predict with accuracy and therefore the risk of cyclical analyses is the difficulty in predicting economic trends. Consequently, the changing value of securities is affected.

Equity (Stock) Market Risk

Common stocks are susceptible to general stock market fluctuations and to volatile increases or decreases in value as market confidence in and perceptions of their issuers change. If an investor held common stock or common stock equivalents of any given issuer (or they are held within a mutual fund or ETF), they may be exposed to greater risk than if they held preferred stocks and debt obligations of the issuer.

Firm Research

When a firm’s research and analyses is based upon commercially available software, rating services, general market and financial information, or due diligence reviews, the firm and/or its selected outsourced providers are relying upon the accuracy and validity of the information or capabilities being provided by selected vendors, rating services, market data, and the issuers themselves. The firm makes every effort to determine the accuracy of the information received but it cannot foretell events or actions taken or not taken, or the validity of all information it has researched or provided which may or may not affect the advice to or investment management of an account.

Fundamental Analysis

The challenge involving fundamental analyses is the fact that the information we may obtain may be incorrect. The analysis may not provide an accurate estimate of earnings, which may be the basis for a security’s value. If a security’s price adjusts rapidly to new information, a fundamental analysis may result in unfavorable performance.

Management Risk

An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy does not produce expected returns, the value of the investment will decrease.

Market Risk

Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This may also be referred to as systemic risk.

Passive Markets Theory

If your portfolio employs a passive, efficient markets approach, often associated with Modern Portfolio Theory, you will need to consider the potential risk that at times your broader allocation may generate lower-than-expected returns than that from a specific asset, and that the return on each type of asset is a deviation from the average return for the asset class.

We believe this variance from the “expected return” is generally low under normal market conditions if the portfolio is made up of diverse, low or non-correlated assets.

Socially Conscious Investing

If you require your portfolio to be allocated among socially conscious assets, you should note that investments of this type may be limited and because of this limitation you may not be able to be as well-diversified among various asset classes. The number of publicly-traded companies that meet socially conscious investment parameters may also be limited and, due to this limitation, there is a probability of similarity of holdings, especially among socially conscious mutual funds or ETFs. There could be a more pronounced positive or negative impact on a socially conscious portfolio and it may become more volatile than a fully diversified portfolio.

Technical Analysis

The risk of investing based on technical analyses is that it may not consistently predict future price movements; the current price of a security may reflect all known information. A particular change in the market price of a security may follow a random pattern and may not be as predictable as desired.

Security Specific Material Risks

ETF/Mutual Fund Risk

The risk of ETFs and mutual funds, like most pooled investments, generally reflect the risks of owning their underlying securities. In addition, when an investor purchases an ETF and mutual funds they bear additional expenses based on its prorated share of operating expense and certain brokerage fees which may include the potential duplication of certain fees.

Fixed Income Risks

Various forms of fixed income, such as bonds, money markets, certificates of deposit, may be affected by various forms of risk, to include:

Interest Rate Risk

Interest rate risk involves the value of a fixed income holding decreasing because of an increase in interest rates, or rates falling when maturing bonds are paid off prior to maturity (requiring reinvestment at a lower yield).

Liquidity Risk

The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers is liquidity risk. While certain types of fixed income are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading on any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high there is also a risk of not being able to purchase a particular issue.

Credit Risk

Credit risk is the potential risk that an issuer will be unable to pay scheduled interest or repay principal at maturity; sometimes referred to as “default risk.” Credit risk may also occur when an issuer’s ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues.

Bondholders are creditors of an issuer and have priority to assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.

Reinvestment Risk

With declining interest rates, investors may have to reinvest interest income or principal at the current lower rate.

Duration Risk

Duration is the measurement in years of the period required for the price of a bond to be repaid by its internal cash flow and is important since bonds with higher durations carry more (duration) risk and have higher price volatility than bonds with lower durations.

Hedge Funds

Many hedge funds are structured as private placements; relying on Regulation D (Rule 506) offering rules which generally requires investors to be “accredited” and many hedge funds have other additional requirements. More recently, hedge funds have been offered to a wider public as a “fund-of-funds” hedge fund. Hedge funds have a broad range of underlying strategies and holdings, and may not be as transparent or have the same level of liquidity as other more commonly known investments. They may also have higher management fees and/or operating expenses.

Index Investing

You will need to keep in mind that investment vehicles such as certain ETFs and indexed funds have the potential to be affected by “tracking error risk,” earlier described as a deviation from a stated benchmark (index).

Managed Futures Accounts

Managed futures accounts are alternative investments that employ long and short positions in futures contracts, forwards and options to provide portfolio diversification among various types of investment styles and asset classes in an effort to moderate portfolio risk. Managed futures accounts allow investors to leverage their investment with the use of notional funding, which allows an investor to put up only a portion of the required minimum investment but trade at a higher level. This may result in larger earnings or losses, as well as higher management fees, relative to the actual amount invested.

Private Equity

Investments in private equity often involve investment of capital into or the acquisition of an operating business enterprise; capital frequently coming from institutional investors. There are a broad range of private equity types and they generally fall into categories such as: (i) leveraged buyouts, (ii) growth capital, (iii) distressed debt or turnaround strategies, (iv) mezzanine capital, (v) secondaries, and (vi) venture capital. In general, private equity investing is often offered directly to qualified investors as well as through fund-of-funds structures. While such holdings may generate above average returns for an investor, they typically are less transparent, less liquid and may involve greater risk, and they typically have a higher fee structure than traditional investments.

Real Estate Investment Trusts

Risks involved in REIT investing may include (i) following the sale or distribution of assets an investor may receive less than their principal invested, (ii) a lack of a public market in certain issues, (iii) limited liquidity and transferability, (iv) fluctuations involving the value of the assets within the REIT, (v) a reliance on the investment manager to select and manage assets, (vi) changes in interest rates, laws, operating expenses, and insurance costs, (vii) tenant turnover, and (viii) the impact of current market conditions.

Item 9 - Disciplinary Information

Neither Northwest Advisors, Inc. nor its management has been the subject of a material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding that would reflect poorly upon our offering advisory business or our integrity.

Item 10 - Other Financial Industry Activities and Affiliations

The firm's internal policies require it and its personnel to conduct business activities in a manner that avoids or mitigates conflicts of interest between the firm, employees and its clients, or that may otherwise be contrary to law. We will provide disclosure to our clients prior to and throughout the term of an engagement of any conflicts of interest which will or may reasonably compromise its impartiality or independence.

Northwest Advisors, Inc. is a subsidiary of Northwest Bank and is indirectly owned by Northwest Bancshares, Inc., a federally-chartered savings and loan holding company. Northwest Bank or Northwest Bancshares, Inc. own and/or operate the following entities or departments which may be considered affiliates of our advisory firm.

- Northwest Investment & Trust Services - Trust and retirement services department
- Northwest Insurance Services - Multi-product insurance agency
- Integrated Financial Services, Inc. - Insurance agency

In order to offer a wide range of products and services, associates of our advisory firm may also be registered representatives as well as investment advisor representatives of LPL Financial LLC and would offer said services under the name of Northwest Advisors. In addition, associates may serve in the capacity of licensed insurance agents offering annuities, life, health or long term care insurance through various unaffiliated insurance companies via an insurance agency of Northwest Bank. Therefore, an associate may serve a client in one or more capacities, whether as an investment advisor representative offering investment advisory services, registered representative offering brokerage services, or as a licensed insurance agent. Our associates are required to disclose, in advance of the transaction or service, the capacity in which they are serving a client, to include the potential or actual conflict of interest the role or service to be provided may incur. At no time will there be *tying* between business practices and/or services; a condition where a client or prospective client would be required to accept one product or service which is conditional upon the selection of a second distinctive tied product or service. Although the firm or its parent organization may receive aggregated compensation from any of these offerings, associates are compensated on a salary (i.e., non-commissioned) basis.

Neither the firm nor its management is registered or has an application pending to register as a National Futures Association (NFA) introducing broker, futures commission merchant, commodity pool operator,

commodity trading advisor, or an associated person of the foregoing entities. In addition, none of our advisory associates may be dually-registered with two or more broker/dealers.

Northwest Advisors, Inc. and its management do not maintain material relationships with any of the following types of entities:

- accountant or accounting firm
- another financial planning firm or municipal advisor
- lawyer or law firm
- real estate broker or dealer
- sponsor or syndicator of limited partnerships
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)

Upon your request, you may be provided a referral to various professionals, such as an accountant or an attorney. While these referrals are based on the best information made available, the firm does not guarantee the quality or adequacy of the work provided by these referred professionals. There is not an agreement with these entities nor is there compensation received from these professionals for such informal referrals. Any fees charged by these other entities for their professional services are separate from advisory fees assessed by our firm.

Following our financial planning engagement and if you choose to engage us for portfolio management through our wrap fee program, in addition to our own internal portfolio manager we may engage a select group of unaffiliated institutional investment managers to manage some your portfolio. These other entities are required to be registered as investment advisors and they share in a portion of the overall wrap program fee assessed to an account. Beyond their reputation and investment expertise, there are no other incentives they offer our firm under the wrap fee program.

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

Northwest Advisors, Inc. believes that its business methodologies, ethics rules and adopted policies are appropriate to avoid or at least minimize potential material conflicts of interest, and to appropriately manage any material conflicts of interest that may remain. Clients should be aware that no set of rules can possibly anticipate or relieve all potential material conflicts of interest. Our firm will disclose to its advisory clients or prospective clients of material conflict of interest relating to the firm, its affiliates or associates which could reasonably be expected to impair the rendering of unbiased and objective advice.

Code of Ethics

Our firm has adopted a Code of Ethics that sets forth the policies of ethical conduct for all personnel and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulation but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities. In addition to the Code of Ethics, the firm’s policies include the prohibition against insider trading, circulation of rumors and certain political contribution activities. The firm periodically reviews and amends its Code of Ethics to ensure currency, and all firm access persons are required no less than annually to attest to their understanding and adherence. Northwest Advisors, Inc. will provide a copy of its Code of Ethics to any client or prospective client upon request.

Privacy Policy Statement

A copy of our privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of an engagement agreement. The firm will notify its clients in advance if its privacy policy is expected to change.

Investment Recommendations and Material Financial Interests

Neither the firm nor any *related person* (e.g., associates, immediate family, etc.) are authorized to recommend to a client, or effect a transaction for a client, involving any security in which the firm or a related person has a material financial interest, such as in the capacity as an underwriter, advisor to the issuer, etc.

Employees are prohibited from taking or providing a loan from a client unless it is an approved lending institution.

Our firm, its affiliates and associates provide a broad range of services to our clients, including financial planning or investment services involving our wrap fee investment program, as well as other brokerage services through our relationship with LPL Financial LLC, and various insurance offerings through an insurance agency affiliate. Our firm or a related person may be paid a fee or commission for some or all of these services. Due to our firm and its associate's ability to offer two or more of these services and possibly be compensated for each aspect of the engagement, a potential conflict of interest may exist. Therefore, we note that you are under no obligation to act on our recommendations and, if you elect to do so, you are under no obligation to complete all of them through our firm or one of our recommended and/or affiliated service providers.

Firm/Personnel Purchases of Same Securities Recommended to Clients

The firm does not trade for its own account (e.g., proprietary trading). Related persons of the firm may buy or sell securities similar to those recommended to clients for their accounts. The firm may also make recommendations or take action with respect to investments for its clients that may differ in nature or timing from recommendations made to or actions taken for other clients or its employees. However, at no time will the firm or any related party receive preferential treatment over its clients. In an effort to reduce or eliminate certain conflicts of interest involving personal trading (i.e., trading ahead of client's order, etc.), firm policy may require the utilization of published lists that restrict or prohibit transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the Chief Compliance Officer in advance of the transaction in any related person's account.

Item 12 - Brokerage Practices

Factors Used to Select Broker/Dealers for Client Transactions

Following our financial planning engagement, if you choose to open an investment account we urge you to do so at a qualified custodian. Generally, this is accomplished at a broker/dealer, bank or trust company that is frequently reviewed for its capabilities to serve in that capacity by their respective industry regulatory authority. Northwest Advisors, Inc. does not serve as custodian for your investment account.

We may recommend that you keep your account with the custodian or broker of record with whom your assets are currently maintained. Should you prefer a new service provider, our recommendation would be based on your needs, overall cost, and ease of use. If you choose LPL Financial LLC as your broker of record, related persons of our advisory firm may receive compensation for account activity as described in Items 5 and 10 of this brochure. If you decide to enter into an investment management agreement with our

advisory firm via our wrap fee program, we encourage you to review our disclosure involving our business relationships with the institutional services division of Charles Schwab & Co., Inc. and National Financial Services LLC and its affiliate Fidelity Brokerage Services LLC.

Best Execution

In light of the nature of our advisory service under a financial planning engagement, we believe “best execution” review obligations with regard to client transactions are not required per current industry guidelines.

Directed Brokerage

We do not require or engage in directed brokerage involving our clients’ financial planning accounts. You are free to use any particular service provider you deem appropriate to execute your transactions, and you would be responsible for negotiating any terms or arrangements for your account. Our firm will not be obligated to conduct due diligence on a client’s selected service provider, seek better execution services or prices from any provider, or aggregate client transactions for trade execution.

Aggregating Securities Transactions

We are not engaged for continuous investment management services under a financial planning agreement, nor do we have discretionary authority over a financial planning account, therefore, aggregating (“batching”) trades on behalf of a client account will not be conducted. Since your transactions are completed independently at a service provider of your choice, you may potentially pay more for your transaction than those accounts where trades have been aggregated.

Item 13 - Review of Accounts

Scheduled Reviews

Periodic financial check-ups or reviews are recommended when you are receiving our financial planning services, and we believe they should be completed on an annual basis whenever practical. Reviews will be conducted by your assigned investment advisor representative and normally involve an analysis and possible revision of your previous financial plan or investment allocation. A copy of revised plans or asset allocation reports will be provided to you upon request. Unless provided for in your engagement agreement, reviews are generally conducted under a new or amended agreement and will be assessed at the published rate at the time of the re-engagement.

Unscheduled Reviews

You should contact our firm for additional reviews when you anticipate or have experienced changes in your financial situation (i.e., changes in employment, an inheritance, the birth of a new child, etc.). Non-periodic reviews are also conducted by your assigned investment advisor representative, under a new or amended agreement, and will be assessed at the current published rate. A copy of revised plans or asset allocation reports will be provided upon your request.

Client Reports

If you have opened and/or maintained an investment account, you will receive account statements and trade confirmations sent directly from mutual fund companies, transfer agents, custodians or brokerage companies where your investments are held. You should carefully review these statements for accuracy and clarity, and to ask questions when something is not clear.

We may provide portfolio “snapshots” when engaged to provide periodic asset allocation or investment advice; however, ongoing performance reporting is not provided through our financial planning engagements.

Item 14 - Client Referrals and Other Compensation

Economic Benefit from External Sources

We receive an economic benefit from certain service providers we have selected to engage in support of our advisory firm, such as a custodian we engage for our investment management program. These benefits may come in the form of certain support and/or services they make available to us and other independent investment advisors whose clients maintain their accounts at that custodian, at times at no cost to our firm or at a discounted rate. The availability to us of these providers’ services is not based on our offering particular investment advice, such as recommending particular securities to our clients. Further details involving these relationships and the potential conflicts of interest they may pose may be found in our wrap fee investment program brochure.

Advisory Firm Payments for Client Referrals

Solicitor Engagements

We do not engage in solicitation activities involving unregistered persons.

Internal Referrals

Our firm may receive and offer referrals among our various bank affiliates. We provide this as a service to all our firm clients and members of our organizational parent. Neither our firm and its associates, nor an employee of any affiliate, are directly or indirectly compensated for these introductions.

Industry Memberships

Investment advisor representatives of our firm may hold individual membership or serve on boards or committees of professional industry associations. Generally, participation in any of these entities require membership fees to be paid, adherence to ethical guidelines, as well as in meeting experiential and educational requirements. A benefit these entities may provide to the investing public is the availability of online search tools that allow interested parties (prospective clients) to search for participant firms or individual investment advisor representatives within a selected state or region. These passive websites may provide means for interested persons to contact a firm or representative via electronic mail, telephone number, or other contact information, in order to interview the participating firm or representative. Members of the public may also choose to telephone association staff to inquire about a firm or individual within their area, and would receive the same or similar information. At times a portion of association membership fees may be used so that a firm or representative name will be listed in some or all of these entities’ websites (or other listings). Prospective clients locating our firm or one of our associates via these methods are not actively marketed by the noted associations.

Clients who find our advisory firm in this way do not pay more for their services than clients referred to us in another fashion, such as by another client. We do not pay these other entities for prospective client referrals, nor is there a fee-sharing arrangement reflective of a solicitor engagement.

Item 15 - Custody

As we had earlier noted in Item 12, your investment account assets should be maintained at a qualified custodian. Your assets are not physically held by our advisory firm or with any of our associates. Further, our internal control policies require that we:

- Restrict the firm and associates from acting as trustee for or having general power of attorney over a client account;
- Do not accept or forward client securities (i.e., stock certificates) erroneously delivered to our firm;
- Will not collect fees of \$1,200 or more for services to be performed six months or more in advance;
- Prohibit our advisory firm or an associate from having authority to directly withdraw securities or cash assets from a client account. Although we may be deemed to have “constructive custody” of your assets if we request the withdrawal of advisory fees from an account, we will only do so through the engagement of a qualified, independent custodian maintaining your portfolio assets and per your prior written approval; and
- Will not authorize an associate to have knowledge of a client’s account access information (i.e., online 401(k), brokerage or bank accounts), even for the convenience or accommodation of the client or their legal agent, if such access would allow physical control over account assets.

As noted in Item 10, Northwest Advisors, Inc. is a subsidiary of Northwest Bank. Advisory firm management and associated personnel do not serve in a banking capacity; we remain operationally independent of banking operations. We do not have control over or access to other client assets that may be maintained at our bank or trust department affiliates. In addition, internal control assessments are periodically made to ensure such separation is consistently maintained.

You will be provided with transaction confirmations and summary account statements sent directly to you from your custodian of record. Typically, statements are provided on at least a quarterly basis or as transactions occur within your account.

You are urged to carefully review your account statements that you have received directly from your custodian. Our advisory firm will not create an account statement for you or serve as the sole recipient of your account statements.

Item 16 - Investment Discretion

Northwest Advisors, Inc. does not serve financial planning client accounts under a discretionary authority agreement. Should you ask us to assist you with the execution of a trade (including account rebalancing), it will only be done with your selected service provider and with your prior approval; termed in the securities industry as *nondiscretionary authority* (or *basis*). This is typically done through your written approval of your custodian of record’s limited power of attorney form that specifically restricts our ability to only execute trades on your behalf.

Item 17 - Voting Client Securities

You may periodically receive proxies or other similar solicitations sent directly from their custodian of record or transfer agent. Should our advisory firm receive a duplicate copy, we will typically forward the correspondence to client address of record or return it to its originator.

Our firm does not vote proxies on behalf of our clients nor do we offer specific guidance on how to vote proxies. In addition, we will not offer guidance involving any claim or potential claim in any bankruptcy proceeding, class action securities litigation or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise or monitor class action or other litigation involving client assets. We will answer limited questions with respect to what a proxy voting request or other corporate matter may be and how to reach the issuer or their legal representative.

You will maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities that you beneficially own shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other legal matters or events pertaining to your account holdings. You should consider contacting the issuer or their legal counsel involving specific questions you may have with respect to a particular proxy solicitation or corporate action.

Item 18 - Financial Information

Northwest Advisors, Inc. will not take physical custody of your assets. Should there be advisory fee withdrawals from your investment account it must be done through an independent, qualified intermediary (e.g., your custodian of record) and per your prior written agreement.

Engagements with our firm do not require that we collect fees from you of \$1,200 or more for our advisory services that we have agreed to perform six months or more into the future.

Neither our advisory firm nor its management serve as general partner for a partnership or trustee for a trust in which the firm's advisory clients are either partners of the partnership or beneficiaries of the trust.

The firm and its management do not have a financial condition likely to impair our ability to meet our commitment to our clients, nor has the firm and its management been the subject of a bankruptcy petition at any time during the past 10 years.

Due to the nature of our firm's services and operational practices, an audited balance sheet is not required nor included in this brochure.

Our investment advisory services and investment vehicles offered

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
-----------------------------	--------------------------------	-----------------------