



Northern Capital Management

FORM ADV Part 2A Firm Brochure

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Item 1 – Cover Page

This Brochure provides information about the qualifications and business practices of Northern Capital Management, Inc. Please note 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 Northern Capital Management, Inc. also is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Northern Capital Management, Inc. (herein referred to as "Northern Capital") is a registered investment adviser. Registration does not imply a certain level of skill or training. If you have questions about the contents of this Brochure, please contact Lisa Burke, Chief Compliance Officer, at (509) 456-2526 or (800) 826-9803 or via email to lisa@northernwelcome.com.

Item 2 – Material Changes

Northern Capital Management, Inc. updates and distributes this brochure annually or, in the event of material changes to the firm, more frequently. This section summarizes material changes, if any, to our brochure since our last update on March 28, 2019. Since that update, there have been no material changes to the firm or this brochure.

Our firm will deliver a copy of this section to clients within 120 days of the close of its fiscal year to inform clients of material changes to the firm's business philosophies and practices. Clients can request a full copy of the latest version at any time by contacting Lisa Burke, Chief Compliance Officer, at (509) 456-2526 or (800) 826-9803 or via email to lisa@northernwelcome.com.

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Item 4 – Advisory Business

Company History

Northern Capital Management, Inc. ("Northern Capital") has been in business since 1992. James K. Wilson is the Company's founder and principle shareholder. The name Northern Capital Management, Inc. was established in 2003. Northern Capital is an affiliate to SEC registered investment adviser Northern Capital Retirement Services, Inc. (formerly Capital Retirement Plan Services, Inc. established in 2012). The name change for this affiliate was effective March 28, 2018.

Types of Advisory Services

Northern Capital offers a full range of wealth management and investment advisory services to individual clients, families, corporations, and foundations. These services include asset management, financial and retirement planning, wealth transfer planning, and education planning. Clients can choose from basic asset management to comprehensive planning depending on their needs.

Wealth Management Service

Wealth Management Service includes financial planning, investment advice, asset management, administrative and non-investment related services. We typically meet with clients on an annual basis to review and update a client's financial circumstances, investment objectives and goals.

Investment advice is tailored to the needs of the client based on your individual financial situation, tolerance for risk, and long-term plans and goals. Based on this information, a suitable Investment Objective ("IO") is assigned to your portfolio. The IO corresponds to an allocation model used to manage your investments. Investment selection and portfolio allocation is offered on a discretionary or non-discretionary basis. Each client's portfolio is monitored and managed by our Investment Committee.

A client may request NCM to restrict trading for one or more specific securities within their portfolio. Permitted restrictions are limited and must be agreed upon in writing.

Financial Consulting Service

When a client only wants to engage us for financial planning, they can utilize our Financial Consulting Service to receive one-time financial planning for a fee. Specific services are detailed in the consulting agreement, but typically include:

- Cash flow plan and net worth statement
- Investment review and asset allocation summary
- Retirement needs analysis
- Estate plan and insurance review

This engagement does not include the implementation of recommendations such as changes to your investments, asset management, monitoring, or reporting services.

Bill Pay Services

A client can authorize us to make bill payments on their behalf. This commonly occurs for clients who have selected an adviser representative as Power of Attorney or Trustee for their account(s). Other situations include direct access to a client's bank account, investment account, or other account information to pay bills for them. This service has been discontinued and is currently only provided to existing Bill Pay clients. See Item 15 Custody.

Wrap Fee Programs

Northern Capital does not participate in wrap fee programs.

Assets Under Management

Total assets under management as of December 31, 2019:

Discretionary Assets:	\$326,881,141
Non-Discretionary Assets:	\$662,654
Total Assets Under Management:	\$327,543,795

Item 5 – Fees and Compensation

Northern Capital is primarily compensated for advisory services by charging an annualized management fee based on the amount of assets that we manage or advise. This is called our “management fee” or “advisory fee.” We assess management fees on a semi-annual basis. The annual rate is detailed in the Financial Advisory Agreement including any minimum fee that applies.

Northern Capital occasionally charges fixed fees, a combination of a fixed percentage with a flat minimum fee or graduating scales where the fee percentage drops as specific break points in portfolio value are reached. Northern Capital does not charge performance-based fees. As a benefit of employment, employees and spouses receive advisory services at no cost and the employee’s immediate family members often receive a reduced rate for services.

Fee Schedule

Our standard annual fee is 1% on assets under management up to \$3,000,000 and 0.75% thereafter. The standard fee schedule can vary based on factors such as client type, service levels, complexity, account size or other special circumstances. Non-standard fee schedules are negotiable and subject to approval by the Chief Operations Officer.

We offer management of 529 plan accounts at the reduced rate of 0.50% due to IRS regulations which limit investment option exchanges to twice per year.

Financial Consulting Service

Preparation of a stand-alone financial plan where we are not providing investment management services can be done for a flat fee ranging from \$500 to \$3,000 depending on the scope and complexity of the financial plan.

Bill Pay Service

Our current minimum standard rate for Bill Pay Service is \$250 per month depending on the scope, complexity and needs of the client. Legacy clients may be charged less.

Other Services

In certain circumstances, Northern Capital may charge an hourly or flat fee for advice not related to an above service or a specific account managed by our firm. The fees will vary based on the circumstances involved (e.g. complexity, time, research, etc) and are negotiated with each client on a case by case basis.

Calculating Your Fee

Northern Capital does not charge fees in advance. Fees are charged every six months on a lagging basis, including new accounts that may not be fully funded for the entire six-month period. Our fee is calculated every six months based on the market value of the account as of the billing date without regard to additions or withdrawals during the prior six-month period. When calculating the fee, illiquid securities are generally valued at \$0 due to a lack of marketability and difficulties in obtaining and verifying an accurate current price.

Paying Your Bill

Northern Capital will provide you with an itemized bill that includes a description of how the fee was calculated and the total amount due. Methods of payment include:

- **Automatic Fee Deduction:** Eligible accounts are set up for automatic fee deduction unless client specifically asks to pay by check. If you authorize custodian(s) to process the auto deduction from your account(s), once authorization is established, future fees are deducted each billing cycle automatically. You continue to receive an itemized bill indicating the amounts deducted and fees can be confirmed using your independent brokerage statements that you receive from your qualified custodian.
- **Pay by Check:** If you elect to pay by check, you will receive an itemized bill on each billing cycle and a request for payment. All checks must be payable to "Northern Capital Management, Inc." If you are contracted to receive Financial Planning Consulting or other services only, you must pay your bill by check.

Additional Fees and Expenses

In addition to our fees, you are responsible for fees and expenses charged by third parties such as custodians, mutual funds and ETFs. These fees can include custodial fees, brokerage commissions, fees and expenses charged by mutual funds and ETFs, and clearing fees. Advisory clients pay these fees and expenses in addition to the management fee we charge.

Fees Paid in Advance

Fees for Financial Consulting Service must be paid by check and is collected in two parts: 50% payable at the onset of the engagement and 50% payable upon completion of the plan. If 50% of the fee exceeds \$1,200, a lesser percentage will be collected at the onset and a greater percentage collected at the end. If the client elects to transition to full wealth management services at any time during the Financial Consulting relationship, 50% of the total fee will be waived.

ERISA Accounts

The firm is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, the firm may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees.

Refunding Fees

Because Northern Capital does not charge fees in advance, but rather on a lagging basis, you are only billed for services up to and including your termination date.

Northern Capital believes that its fees are fair and reasonable compared to similar firms, but it is possible similar services can be obtained from other advisory firms at a lower cost or a combination of financial consulting fees and advisory fees at our firm might cost less than purchasing the standard Wealth Management Service.

Item 12 – Brokerage Practices further describes the factors that Northern Capital considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions or transaction fees).

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

Northern Capital does not charge performance-based fees or engage in side-by-side management.

Item 7 - Types of Clients

Northern Capital Management, Inc. provides investment advice to the following types of clients:

- Individuals
- Pension plans and participants
- Trusts
- Estates
- Organizations such as corporations, foundations, and partnerships

There is no minimum account size for new clients.

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

Methods of Analysis

Northern Capital employs a host of tools when selecting and monitoring investments. The process of selection, review, and testing is the same for all service model types. The main sources of information used in our research include Morningstar products, fi360 products, financial newspapers, and other research publications, and websites (both paid and non-paid subscriptions).

Investments, primarily open-end mutual funds and exchange traded funds, are selected by our Investment Committee through a vetting process. The initial review includes but is not limited to reviews of expenses, transaction fee/commission vs. non-transaction fee/commission arrangements, risk rating, performance relative to other funds considered peers or benchmarks, and management tenure if applicable. Reviews rely on third party provider fi360 to deliver a Fiduciary Score on investments selected by the Investment Committee. The fi360 Fiduciary Score is a quantitative evaluation of how well a fund meets a minimum set of due diligence criteria. The scoring system weights a fund's standing in relation to thresholds in nine areas defined by fi360 that reflect prudent fiduciary management: regulatory oversight; track record; assets in the fund; stability of the organization; composition consistent with asset class; style consistency; expense ratio/fees relative to peers; risk-adjusted performance relative to peers; and performance relative to peers.

The Investment Committee of Northern Capital and affiliate Northern Capital Retirement Services, Inc. includes the same professionals and processes. Investments and allocation models are established and reviewed by the Investment Committee which consists of the Chief Investment Officer, Investment Adviser Representatives, and members of the Trading Department.

The Investment Committee monitors active manager funds. Information comes from subscriptions, articles, newspapers or conversations with fund sponsors. Committee members are responsible for making notifications and/or recommendations to the Investment Committee.

Other Investments

The Investment Committee utilizes fundamental investment analysis when selecting other investment types under the Wealth Management Service. Most commonly, this is used for individual stock recommendations. The sources of information can include Morningstar products, financial newspapers, other research publications and websites (both paid and non-paid subscriptions), research material prepared by outside entities including custodians and earnings analysts, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, company Press Releases, investment company sales and advertising literature, and/or discussions with individuals deemed to have expert or specialized knowledge. The underlying financial health of a company or asset is considered. This includes industry, products, revenues, earnings, future growth potential, return on equity, profit margins, earnings per share, historical dividend payouts, and so on, to determine an asset's underlying value, potential for future growth, and/or anticipated dividend income. Fundamental analysis

does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of factors considered when evaluating the investment. Investing in securities or debt instruments involves risk of loss that clients should be prepared to bear.

Asset Allocation/Portfolio Composition

Asset allocation is how we balance risk and reward by dividing up your investments into different asset classes according to your goals, risk tolerance and investment horizon. The three main asset classes are equities, fixed-income, and cash and equivalents. Additional asset classes can be used. Each asset class has different levels of risk and return and will behave differently over time. The Investment Committee manages investment models, referred to as Investment Objectives (IOs). These models range from conservative to aggressive.

Short-term investment performance is not the primary measure when evaluating the success of a portfolio. All allocation models are offered with long-term investing as the focus and keeps long-term trends in mind. Our Wealth Management Service seeks to improve take-home returns through goal-based financial planning, tax-loss harvesting, asset allocation and retirement guidance, rather than focusing on investment performance alone. In both programs, short-term model changes are therefore not a prominent part of our asset management approach. We do not attempt to "time the market" with short market movements or intraday trading and prefer longer-term allocation strategies. Progress toward long term goals is our aim. Proactive wealth-preservation such as "selling to cash" is not part of Asset Allocation/Portfolio Construction. This creates risk in market corrections and downturns.

Wealth Management by Investment Objective

The Investment Committee meets regularly to review the Investment Objective ("IO") models available and confirms the target allocations for each. Some IOs have a Base *and* Plus allocation model available. The *Plus* model will increase equity exposure above the Base model. This is used if you wish to be slightly more aggressive than peers in your IO model but not so aggressive as to require a change to your IO completely. Once you approve an IO, Northern Capital is granted the authority to switch between Base or Plus models without additional written consent.

Selecting an Investment Objective ("IO") Strategy

When you become a Wealth Management client, you are asked to complete a Financial Advisory Agreement including questions that help us confirm your investment objectives, risk tolerance and select an appropriate Investment Objective for your accounts as well as detail any cash reserves, cash minimums, custom allocation model instructions, and account or investment restrictions. Unless we are directed otherwise, all accounts in your portfolio will be managed under one group ("portfolio") and the portfolio will be allocated according to the IO model, even if the various accounts that collectively make up the portfolio are invested differently.

Types of Investments

Recommendations commonly include open-end mutual funds that are no-load/noncommissioned products and exchange traded funds ("ETFs"). Advice can also include closed-end funds, unit investment trusts, exchange listed securities, debt securities such as corporate, municipal or governmental bonds, certificates of deposit or debt other than commercial paper, variable life insurance products, and interests in real-estate partnerships.

Material Risks

Investments are not guaranteed. Investing in securities or debt instruments (directly or in the form of mutual funds, exchange traded funds, etc.) involves risk of loss that clients should be prepared to bear. With all investments there are inherent, unavoidable, and often unforeseeable risks. These risks will vary depending on the nature of the investment, the strategy pursued, the type of instrument used to pursue or give effect to that strategy, the conditions and performance of the U.S. and global economies, as well as the performance/financial condition of the individual company or entity issuing the security. With all investments the value of the investment at the time of sale will fluctuate and might be greater or less

than the value at the time of purchase. Any past success of an investment strategy or methodology does not imply or guarantee future success.

Primary risks inherent in investing in the types of securities used for client accounts include, but are not limited to:

- Risk of loss of principal
- Interest-rate risk
- Credit risk
- Reinvestment risk
- Economic risk
- Political risks
- Market disruptions
- Exchange disruptions or malfunctions
- Currency risk (principally for foreign securities)
- Liquidity risk
- Risk of default
- Financial and business risk of investing in individual companies or securities
- Inflation
- Market volatility

Additional risks include inaccurate data used by the Investment Committee while making recommendations (despite our efforts to verify information as accurate) and negative tax consequences because of recommendations. While Northern Capital seeks to assess the merits of investing in a security or recommending a third-party investment manager based upon an assessment of the perceived risks and potential rewards, there are no assurances that our assessments will be correct or that subsequent events or company, market, or investment manager changes will not render the assessment incorrect later. Any past success of a particular investment strategy or methodology does not imply or guarantee future success.

Additional Risks to Consider

Fixed Income Investing: In addition to the risks discussed above, fixed income market risks include:

- The duration of these securities affects risk, with longer term securities generally more sensitive to interest rates and more volatile than shorter term securities.
- A rise in interest rates may cause fixed income investments to decline in value. When interest rates are low, the income distribution may be reduced.
- Investing in cash or money markets as an alternative fixed income allocation can create a negative rate of return

Index Funds: An index mutual fund (open, closed, or exchange listed) aims to replicate the movements of an index of a specified financial market or benchmark. Risk factors in addition to those above include but are not limited to muted returns and tracking errors.

Fund of Funds: A "Fund of Funds" is a mutual fund with underlying investments comprised solely of other mutual funds. Risks in addition to those above include but are not limited to higher fees and lower returns for investors.

Commodities, including Precious Metals: Investments in commodities, including precious metals, vary. Some investments purchase the commodity directly, some through companies producing or developing the commodity (i.e. mining stock) and some through derivatives. Risks in addition to those above include but are not limited to loss of principal, leverage, and high volatility.

Inverse Securities: Inverse securities seek investment results that are opposite to that of an assigned benchmark or index. Risk factors include but are not limited to liquidity and deviations from expected rates of return. Many inverse securities include derivatives using complex trading strategies. The nature of these derivatives can lead to inaccurately priced positions in the fund and high risk unpredictable performance.

Leveraged Mutual Funds: Leveraged Mutual Funds often seek investment results that are amplified or multiples of the performance of an index or benchmark they track. Risk factors include but are not limited to higher volatility, trading restrictions, deviations from anticipated returns and the potential for higher fees and OERs.

Legislative and Tax Risk: Performance can be affected by government legislation or regulation directly or indirectly to include changes in investment adviser or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations. Clients risk earning taxable income on investments without having a cash distribution to pay the tax due. Regarding tax-loss harvesting transactions, you must confer with your personal tax adviser regarding the tax consequences of trades placed by our firm based on your circumstances. You and your personal tax advisors are responsible for how the transactions in your account are reported to the IRS or any other taxing authority. We assume no responsibility to you for the tax consequences of any transaction.

Item 9 - Disciplinary Information

Northern Capital has no disciplinary history to report. Northern Capital is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our firm. Our firm and personnel have no reportable disciplinary events to disclose at the present date.

Item 10 - Other Financial Industry Activities and Affiliations

Northern Capital Management, Inc. is not a registered broker-dealer, nor does it have an application pending to become broker-dealer. No employee of Northern Capital is registered with a broker-dealer nor is a representative of a broker-dealer.

Northern Capital Management, Inc. has an affiliate, registered investment adviser, Northern Capital Retirement Services, Inc (NCRS) who offers services to employers, retirement plan sponsors, trustees and participants for 401(k), 403(b), SIMPLE IRAs and SEP retirement plans. The firms share resources including offices and staff. This affiliation presents a conflict of interest for situations such as trading and rollover recommendations.

When possible, trade orders for accounts are aggregated and submitted as a block trade. We are unable to block trades for clients of Northern Capital Management, Inc. with clients of our affiliate Northern Capital Retirement Services, Inc. therefore block trades in the same security on the same day for both firms will cause one firm to trade ahead of the other. These instances are rare, but our policy to address this conflict of interest is to alternate the firm that trades first.

From time to time, clients also request advice regarding distributions or rollovers from their existing or former retirement plan(s). Those plans include plans managed by our affiliate NCRS as well as plans a client may have in an outside or former employer retirement plan. We provide this advice to the individual separate from our role as an adviser and fiduciary to retirement plans managed by NCRS. This presents a conflict of interest since the advice provided to a client of NCM can differ from advice provided to retirement plans managed by NCRS. We mitigate this conflict of interest by reviewing and ensuring recommendations are always in the client's best interest. We do this by carefully considering all available distribution and rollover options including:

- maintain the balance within the existing retirement plan
- rollover the balance to an IRA
- rollover the balance to a new employer's retirement plan
- distribute the balance (cash out)

- or a combination of any of the above

Clients are urged to carefully review all information regarding their rollover options and the associated fees before making a decision. Clients are under no obligation to rollover retirement plan assets to an account managed by NCM. If you choose to rollover assets into an IRA account to be managed, it is possible you will pay higher advisory and/or fund expense fees. This creates additional conflicts of interest if NCM will earn a new advisory fee or increase its current advisory fee as a result of the rollover. While we believe the fees charged are fair and reasonable for the service provided, higher fees can diminish overall returns and there is no guarantee new investments in an IRA will outperform the investments offered within a retirement plan.

To address these conflicts of interest, we have policies and procedures in place to assess the appropriateness of any recommendation to rollover assets from any retirement plan including plans managed by NCRS. In addition, Northern Capital Management Inc and Northern Capital Retirement Services Inc share the same ownership. This diminishes the economic incentive for recommending one entity over the other.

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

We have established a Code of Ethics for our personnel that imposes a high standard of business conduct on us and our employees and emphasizes our fiduciary duty to our clients. The Code includes provisions regarding prohibitions on insider trading, personal trading activity in employee and employee-related accounts, and compliance with laws. Our Code of Ethics emphasizes that employees have a duty to place the interests of our clients first. A copy of our Code of Ethics is available to current or prospective clients upon request by contacting our Chief Compliance Officer.

Participation or Interest in Client Transactions

By policy we do not participate in principal transactions or agency cross transactions.

Personal Trading

The Code establishes rules of conduct for all employees. It is designed to govern personal securities trading activities, among other things. According to the Code, employees agree to conduct their affairs, including their personal securities transactions, in such a manner as to avoid:

- Serving their personal interests ahead of clients.
- Taking inappropriate advantage of their position with the firm.
- Prohibited or undisclosed conflicts of interest.
- Any abuse of their position of trust and responsibility.

The purpose of the Code is to preclude activities leading to or give the appearance of undisclosed conflicts of interest, illegal insider trading and other forms of prohibited or unethical business conduct.

Under the Code of Ethics, each employee (i.e. employee, director, partner, officer or spouse, including minor children or relatives residing with such individuals) may trade for their own accounts in securities which are recommended to and/or transacted for clients. The Code requires pre-clearance of all reportable securities transactions except exchange traded funds and closed end funds.

Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. To mitigate this conflict, employees buying or selling the same security on the same day as a client account, must do so by aggregating their trade with those of our clients. This ensures all participants in the block trade receive the same price. If employees did not participate in the block trade, the employee must wait until the next business day to place their trade. If the block order was partially filled, shares for employee and employee related accounts will only be included in the allocation with clients when allocated on a prorata basis. If a random allocation is more efficient due

to allocation size (e.g. only a small number of shares were executed), then all trades for employee and employee related accounts are excluded from the allocation that day.

Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between us and our clients. Employees are prohibited from buying and selling directly to or from a client account.

To supervise compliance with the firm's Code of Ethics, we require that employees provide annual securities holdings reports and quarterly transactions reports to the firm's Chief Compliance Officer. All supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended, and are required to follow the Code of Ethics.

Item 12 - Brokerage Practices

Selecting Qualified Custodians and Brokerage Services

Northern Capital's ("we"/"our") responsibility to monitor best execution relies heavily upon our review process for selecting qualified custodians. Qualified custodians must be a broker-dealer registered with the Securities and Exchange Commission and a member of FINRA and SIPC or provide brokerage services through a third-party broker-dealer that meets these requirements. It is the qualified custodians that execute transactions for client accounts that are submitted by Northern Capital.

As a client, you decide whether to open accounts with our qualified custodians by entering into an account agreement directly with the custodian. We assist you with the account opening and transfer process. We do not use the lowest possible trading cost as the main determining factor in selecting qualified custodians. Our selections are based on a comprehensive review of the custodian's services, historical professional relationships, reputation, financial strength, custody capabilities, order entry and execution systems, transaction costs, execution capability, reporting features, technology, research, customer service, and other tools provided to Northern Capital. We monitor the structures of various custodians to minimize trading costs for clients while maximizing other benefits to Northern Capital and our clients. Benefits received in exchange for custody business can create conflicts of interest further described below.

Custodians and Brokers We Use

Northern Capital does not maintain custody of your assets that we manage or on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a qualified custodian, generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian although we do allow clients to use other qualified custodians such as TD Ameritrade or TIAA. To the extent you can transfer assets to Schwab however, we will require you do so. If you hold assets at a qualified custodian other than Schwab, and are unable to transfer, we have the option to manage the account or not and limitations to service will apply. See individual sections below for specific information on TD Ameritrade and TIAA and how the firm handles trades for multiple custodians under the Block Trade and Aggregation of Client Orders section.

We are independently owned and operated and are not affiliated with Schwab or any other qualified custodian. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

How We Select Brokers/Custodians

We recommend Schwab, a custodian/broker that will hold your assets and execute transactions. When considering whether the terms that Schwab provides are, overall, most advantageous to you when compared with other available providers and their services, we take into account a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, other fees, etc.)
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Services delivered or paid for by Schwab
- Availability of other products and services that benefit us, as discussed below (see "Products and services available to us from Schwab")

Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Schwab, we have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians"). By using another broker or dealer you may pay lower transaction costs.

Products and Services Available to Us From Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services that benefit you: Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that do not directly benefit you: Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our firm. They include investment research, both Schwab's own and that of third parties as well as discounts on certain third-party research products. We use this research to service all or a substantial number of our clients'

accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, compliance, recordkeeping, and client reporting

Services that generally benefit only us: Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology and business needs
- Consulting on legal and related compliance needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Schwab, we would be required to pay for these services from our own resources.

Our firm recognizes the conflicts of interest associated with us recommending Schwab to clients and receiving the above services. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only us. To mitigate these conflicts, we have created policies and procedures to review execution and other services and factors for consistency with our duty to seek "best execution" of your trades.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services and these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The fact that we receive these benefits from Schwab is an incentive for us to recommend the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate, our recommendation of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us. We have adopted policies and procedures designed to ensure that our use of Schwab's services is appropriate and in the best interest of our clients.

TD Ameritrade ("TDA")

This custodian does not charge a separate fee for custody but is compensated through transaction related fees for trades executed through the broker-dealer and trades that settle into accounts custodied with the broker-dealer. TDA provides access to institutional custody services, a trading platform, access to brokerage services as described, administrative support and research. Typically, the same kinds of services are not available to TDA retail clients. Northern Capital does not actively recommend TDA for client accounts. Northern Capital utilizes TDA to accommodate existing client accounts and new client accounts already custodied at TDA.

TIAA

Custody fees for TIAA plans vary and are approved by the client or a retirement plan sponsor. TIAA is used when a client has a retirement plan account or other account (IRA, Roth, etc.) at TIAA and the client has requested discretionary management. For accounts offered through an employer, the participant account receives the custody services and trading platform approved by the plan sponsor and must

remain on the TIAA platform due to the association with the retirement plan. Account types such as IRA, Roth, etc. can remain at TIAA when the investment options available and cost savings associated with the platform are found to be in the best interest of that client. All TIAA accounts are limited to specific investment options. We agree to manage the assets at TIAA using the investment options available.

Soft Dollar Arrangements

Section 28(e) of the Securities Exchange Act of 1934 allows an adviser to cause an account to pay higher commissions if the adviser determined in good faith that the amount of commission is reasonable in relation to the value of brokerage and research services provided by such broker-dealer (also referred to as "soft dollars").

Northern Capital does not maintain any soft dollar arrangements. This means clients do not pay higher transactions fees or commissions charged by the custodians for brokerage services received by Northern Capital. Our firm receives research and brokerage services that enhance the investment advice provided to clients, but this is in exchange for assets held in custody and is not connected to transactions.

Brokerage for Client Referrals

Northern Capital has no formal arrangement regarding referrals with custodians or broker-dealers. When a referral is made to or from these entities no compensation is received or paid as a result. Northern Capital has no obligation to maintain any specific amount of business (including assets under custody or trading activity) in response to client referrals.

Directed Brokerage

Northern Capital does not permit clients to direct transactions to a specific broker-dealer for execution.

Block Trades and Aggregation of Client Orders

Whenever feasible, trade orders will be aggregated together. This occurs when trade orders to purchase or sell the same security for multiple clients is needed at the same time. Block orders merge client transactions into a single aggregated trade that is executed in one block trade. The block trade creates one price per share to be received by all participating clients. Once the block order is executed, the aggregated transactions are allocated to each client account. In the event a block order does not completely fill, trades are allocated to various accounts using an objective method (e.g. pro rata or random allocation) to ensure over time one group of clients does not receive preferential treatment over another.

The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner. The policy of the firm is to aggregate client transactions where possible and when advantageous to clients, however in some cases certain accounts will trade ahead of other accounts. Delays in trades for any reason can negatively or positively impact returns due to market fluctuations. Circumstances that will impact our ability to aggregate orders and/or the timing in which we submit orders:

- **Investment Objective (IO) Models:** If we are unable to aggregate trades for IO models together for purposes of entering a block trade, we will randomize models to determine the order in which trades are submitted and then randomize by client within each model.
- **Market Volatility:** In fast moving markets, when increasing equity exposure in positions across all client accounts, aggressive models may be traded first while more conservative models are traded after. Conversely, when decreasing equity exposure, conservative models may be traded first and the most aggressive are traded last.
- **Custodian:** Most of our client accounts are held at Charles Schwab. For that reason, these accounts are traded first, regardless of whether an account belongs to a client of our firm or an affiliate. We submit trade requests to other custodians (e.g. TD Ameritrade) after Schwab trades are submitted.
- **Affiliates:** We are unable to block trades for clients of Northern Capital Management Inc with clients of our affiliate, Northern Capital Retirement Services Inc, therefore block trades in the same security on the same day for both firms will cause one firm to trade ahead of the other.

These instances are rare, but our policy to address this conflict of interest is to alternate the Firm that trades first.

- Trading authorization: Clients that do not grant full trading discretion can experience delays due to pre-approval requirements. Northern Capital will execute trades on behalf of all discretionary accounts before contacting Non-Discretionary accounts or making recommendations related to "Contact First" investments.
- Fees and size of transactions: When placing trades, we consider fees and size of transactions to ensure they are in the client's best interest (e.g. delaying trades for positions with short term or contingent redemption fees to avoid or minimize fees)

Mutual Fund Companies

Mutual fund providers may offer additional services intended to help us manage and further develop our business enterprise. These services can include educational conferences and events and/or technology, compliance, legal, and business consulting items. Attendance at these types of educational conferences may be paid for by the event sponsor provided the event is educational in nature, cost is reasonable, and our attendance is not expected or intended to influence investment recommendations.

Trade Error Policy

It is the firm's policy to exercise the utmost care when handling client orders and correcting transactions when a trade error occurs. From time to time, an error in submitting a trade can occur. If a trade error occurs in a client account, the party responsible for the error will bear the cost of correcting the error. If we are responsible for the error, we will bear the cost and clients will always be made whole.

Item 13 - Review of Accounts

Wealth Management Service

Our advisers are primarily responsible for our relationships with each advisory client. Advisers are supported by our Portfolio Managers and Portfolio Administrators that assist with monitoring and servicing of the advisory client's account(s). Accounts are reviewed by our Portfolio Managers during initial account setup and periodically thereafter to monitor items such as portfolio cash flows, security weightings, investment actions and restrictions to ensure adherence to client stated investment objectives or limitations. For additional information on Investment Objective models see Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss.

Financial plans are offered and are typically prepared for clients when establishing a relationship with Northern Capital. Reviews of financial plans are offered annually thereafter and may be updated during client review meetings or after life changing events.

We also review a client's goals and objectives more frequently in response to various events, including a change in market, political or economic conditions, or a change in an advisory client's circumstances or financial goals, among other things. The Investment Committee regularly reviews the securities held in the model portfolios.

Reporting

The account custodian sends statements to advisory clients no less frequently than quarterly. These statements list the account positions and activity in the account for the period, as well as other related information. The custodian also sends trade confirmations to advisory clients following each transaction or on a consolidated basis if requested by the client.

In addition to the statements and confirmations that advisory clients receive from their custodian, Northern Capital provides clients with a quarterly report delivered electronically via an online client portal. Quarterly reports summarize account assets, performance, asset allocation, weighting, change in value of account. Reports can also be delivered to clients at any other time upon client request.

Item 14 - Client Referrals and Other Compensation

Referrals

From time to time, various professionals and firms introduce prospective clients to Northern Capital. Northern Capital does not pay referral fees to any sources or receive or provide any economic benefit for referrals.

Solicitors

Northern Capital does not currently have solicitor arrangements. When and if Northern Capital hires a solicitor to seek out potential clients for our firm, under these contracted arrangements, Northern Capital will pay compensation, direct or indirect, to the solicitor in exchange for new advisory business. Solicitor activities are supervised by our firm and solicitor arrangements must be disclosed to potential clients in writing prior to the client's completion of a Financial Advisory Agreement.

Custodians

We receive an economic benefit from Schwab and TD Ameritrade in the form of the support products and services it makes available to us. These products and services, how they benefit us, and the related conflicts of interest are described above under Item 12 Brokerage Practices. The availability to us of Schwab's products and services is not based on us giving investment advice, such as buying securities for our clients.

Item 15 – Custody

NCM maintains custody for clients that participate in our Bill Pay Service. Custody is also created in situations where investment adviser representatives of NCM are appointed as trustee, power of attorney, or personal representative of an estate. Per the written agreements, these accounts allow us to move and transfer funds or securities and/or change account information on behalf of clients. We limit these types of accounts and each request for appointment as a power of attorney, trustee, or personal representative is reviewed on a case-by-case basis. Northern Capital complies with the requirements of the Custody rules by obtaining an annual surprise examination from an independent auditor that is certified and subject to oversight by the Public Company Accounting Oversight Board to perform annual surprise audits of any accounts where we have been deemed to have custody.

Under government regulations, we are deemed to have custody of your assets if for example, you authorize us to instruct your custodian to deduct advisory fees directly from your account or if you grant us authority to move your money to another person's account. The custodians maintain actual custody of your assets. You will receive account statements directly from your custodians (e.g. Schwab, TD Ameritrade, TIAA) at least quarterly. They will be sent to the email or postal mailing address the client provides to the custodian. We urge you to carefully review such statements promptly when received and compare such official custodial records to the account statements that we provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 - Investment Discretion

Northern Capital has discretionary trading authority for most Wealth Management Service clients.

Discretionary Management

When a client provides Northern Capital with discretionary management authority, they delegate all investment decisions to the adviser. The adviser, without obtaining additional client consent, makes all investment decisions including the investments to be bought or sold and the amount to be bought or sold.

A client provides Northern Capital with discretionary authority upon execution of a Northern Capital Management Financial Advisory Agreement (FAA).

Account Restrictions

From time to time clients will desire to restrict trading for one or more specific securities within their portfolio. All restrictions are limited and must be made in writing.

Allowed Investment Restrictions

- Contact First: A position coded as "Contact First" requires the firm to contact you prior to trading.
- Unmanaged: A position coded as "Unmanaged" or on "Hold" is a client-directed asset.
- Organizations such as corporations, foundations, and partnerships are permitted on a limited basis to impose restrictions on specific companies, industries, or sectors. Requested restrictions must be approved in writing.

Item 17 - Voting Client Securities

Northern Capital has no authority to vote proxies on behalf of advisory clients. Upon request, Northern Capital will help regarding proxy matters, however clients always retain proxy voting responsibilities. Clients will receive proxy information directly from the custodian.

Item 18 - Financial Information

Northern Capital is required in this Item to provide you with certain financial information about its financial condition. We have no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.