

**Schedule F of
Form ADV**

Applicant:
OakBridge Asset
Management, LLC

SEC File Number:

801-67487

Date:
02/22/2008

Continuation Sheet for Form ADV Part II

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: OakBridge Asset Management, LLC	IRS Empl. Ident. No.: 30-0455612
Item of Form (identify)	Answer
Item 1(D)	<p><u>Advisory Services and Fees</u></p> <p>OakBridge Asset Management, LLC (hereinafter "OB" or the "Firm") is a limited liability company, organized under the laws of the State of Utah, and licensed with said state as a registered investment adviser. OB offers investment advisory services to individuals, pensions and profit sharing plans, trusts, estates, charitable and non-profit organizations, and corporations. This Schedule F narrative provides clients with information regarding OB and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of the Firm.</p> <p>Please contact James B. Rawlings, Managing Director and Chief Compliance Officer, if you have any questions about this Schedule F narrative. Additional information about OB is available on the Internet at "www.adviserinfo.sec.gov". You can search this site by a unique identifying number, known as a CRD number. The CRD number for OB is 117111.</p> <p>Individuals associated with OB will provide its investment advisory services. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on behalf of the Firm. Such individuals are known as Investment Adviser Representatives (IARs).</p> <p>OB does not take custody of client's assets. As such the following five requirements will be met when advisory fees are deducted from client's accounts.</p> <ol style="list-style-type: none">1. Written authorization will be given by client for direct deduction of regular fees out of client's account.2. Independent custodians will send to client a statement at least quarterly.3. A statement will be sent to client indicating amount of fee, value of client's account for calculation of said fee, and the formula used to calculate the fee.4. Disclosure to the client that it is the client's responsibility to verify accuracy of the fees. (The custodian will not determine whether or not the fee is calculated appropriately.)5. OB will send to custodian a bill for amount to be deducted. <p><u>Portfolio Management Services</u></p> <p>OakBridge Asset Management's wealth management service is designed to accomplish three specific purposes:</p> <ol style="list-style-type: none">1. Match our client's financial goals and objectives to an appropriate investment strategy.2. Invest assets in a manner corresponding to stated strategies and monitor these on a regular basis.3. Provide consistent client education regarding portfolios, markets, and related planning topics. <p><u>1. The Intake Process</u></p> <p>The very first step for OakBridge Asset Management, LLC in creating a successful portfolio is to match the individual client's desires, needs and emotions with an appropriate investment strategy. Investor emotion plays a major role in a client's investment experience and the more closely aligned an investment strategy is to an investor's risk / return temperament, the better experience the investor will have.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

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Item 1(D) (Continued)	<p>2. <u>Portfolio Development and Monitoring</u></p> <p>Depending upon portfolio size, client specific needs, and other such items, portfolios will fit loosely into three primary categories:</p> <ol style="list-style-type: none"> 1. Single asset(s), mutual fund(s), or other asset(s) as deemed appropriate 2. Combined portfolio with varied asset classes 3. Referrals out to Third Party Mangers (TPM) <p>The smaller the portfolio the less sophisticated the portfolio development will be. It is hard to cost effectively accomplish a diversified portfolio with smaller accounts. In an attempt to reduce costs for smaller accounts, individual holdings will be kept to a minimum and could contain a single investment. Emphasis is given to spend a cost-appropriate amount of time, depending upon asset size, in each of these three categories.</p> <p>Our thought process is that we will refer out asset management to TPM's as soon as it is cost appropriate. We feel that given the current market volatility and recent conditions, TPM's have a much greater capacity to navigate the day to day. For those portfolios not yet referred out to TPM's our intent is to grow them as quickly as is prudently possible to enable future transfer to the outside TPM's. In growing these assets, an attempt is made to put the asset(s) on as much of an auto-pilot as possible to reduce management costs that would in turn need to be passed on to the client.</p> <p>TPM's recommended will fall in to one of two formats:</p> <ol style="list-style-type: none"> 1. Smaller accounts handled directly through OB. <p>Larger accounts handled through a non-affiliated Advisory Firm (Royal Alliance Associates, Inc. Member FINRA/SIPC) (RA)</p> <p><i>(For those accounts handled through RA, a separate RA ADV Part II disclosure will be given to clients. RA is the broker-dealer utilized by IARs of OB. RA has its own Registered Investment Advisor separate from OB. For these accounts, OB advisors will be acting as Investment Advisory Representatives of RA and not of OB.)</i></p> <p>For TPM's recommended, accounts are researched based upon some or all of the following criteria:</p> <ol style="list-style-type: none"> 1. Cost 2. Historical returns 3. Investment modeling style(s) 4. Flexibility 5. Account minimums 6. Size 7. Tenure 8. Management integrity 	

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Item 1(D) (Continued)	<p>The asset(s) considered in development of portfolios could include one or more of the following:</p> <ul style="list-style-type: none"> • Individual Stocks and Bonds • No-Load Mutual Funds • Load Mutual Funds Purchased at NAV (Purchased without commission) • TPM's <p>All OB accounts are handled on a non-discretionary basis. TPM's maybe handled on a discretionary basis but this will be in accordance to their own Advisory Firm's policies and not OB. An additional TPM specific advisory agreement will be given to each client participating in said programs. All portfolios are monitored at least quarterly as to performance.</p> <p>3. <u>Client Education</u></p> <p>One of OakBridge Asset Management's goals is to keep our clients informed as to their investments, market conditions, and other wealth management strategies. In addition to the regular client statements, OakBridge Asset Management distributes a weekly email newsletter summarizing the market's weekly activity. We also hold frequent client events on various topics to help clients gain a better understanding of current economic conditions and portfolio strategies as well as other topical subjects.</p> <p><u>Fees and Billing for Portfolio Management Services</u></p> <p>There are three unique platforms under which OB will perform <u>Portfolio Management Services</u> and each will have its own unique billing structure. Each platform has a different fee structure.</p> <ol style="list-style-type: none"> 1. RASA – Royal Advisory Services Account 2. V2020 – Vision2020 3. Individual TPMs – Individual Third Party Managers <p>1. <u>RASA</u></p> <p>All advisory fees are based on the market value of the combined account asset values as of the last trading day of each calendar quarter. The Advisory fee is payable quarterly in advance. For new accounts or additional assets established during a partial quarter, the fee is pro-rated based on the number of days the account was open during the quarter. No fee adjustments are made for withdrawals, terminations, account appreciation, or depreciation within a billing period. Adviser will not impose startup, closing, or penalty fees in connection with account.</p> <p>The advisory fees, unless otherwise instructed by the client, will be deducted quarterly by the custodian directly out of the assets of the Wealth Management account. Client, in a separate services agreement, agrees to said deduction of management fees via written authorization. If assets are to be liquidated to cover these costs they will be liquidated in the following order: free credit balances, money market investments, and then as appropriate as to maintain proper allocation</p>	

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Item 1(D) (Continued)	<p>strategies. OB sends to each client a quarterly statement showing the amount of the management fee due, the account value on which the fee is based and how the fee was calculated. The custodian also sends at a minimum, a quarterly statement showing all amounts paid for the account, including all management fees paid by the custodian to OB and/or RA. OB sends to custodian a bill or invoice indicating amount of fee to be withdrawn. Because custodians are not typically asked to verify fee computations, clients are asked to perform this task. Fees are deducted by custodian and sent to Royal Alliance who will take a portion of the fee. RA will then send to OB Representatives their appropriate share. This may potentially create a conflict of interest.</p> <p>Depending upon the assets used, there may also be additional fees or expenses due to maintenance or trading within the account. These might include such things as internal management fees, mutual fund 12(b)-1 distribution fees (trail commissions), certain deferred sales charges on previously purchased mutual funds, and IRA and/or Qualified Retirement Plan fees.</p> <table><tr><th colspan="4">Fee Schedule*</th></tr><tr><td>Up</td><td>to</td><td>\$1,000,000</td><td>1.00%</td></tr><tr><td>\$1,000,000</td><td>–</td><td>\$1,250,000</td><td>0.80%</td></tr><tr><td>\$1,250,000</td><td>–</td><td>\$2,500,000</td><td>0.75%</td></tr><tr><td>\$2,500,000</td><td>–</td><td>\$15,000,000</td><td>0.40%</td></tr><tr><td>Over</td><td>–</td><td>\$15,000,000</td><td>Negotiable</td></tr></table> <p><u>Quarterly Fee Calculation</u> (Total Asset Value) x (Annual Fee%) = Annual Fee Annual Fee/365 Days a year = Daily Fee (Daily Fee) x (Billable Days in Quarter) = Quarterly Fee</p> <p><u>Separate Transaction Charges</u></p> <p><u>No-Load Funds:</u> <i>Purchases & Redemptions-\$32.50.Exchanges-\$25.00 each side of trade. Charge assessed separately.</i></p> <p><u>NTF No-Load Funds:</u> <i>Purchases under \$2500-\$25.00, \$2501 & above - \$0. Redemptions - if held for under 6 months - \$51.50, if held for over 6 months. - \$0</i></p> <p><u>Load Funds @ NAV:</u> <i>Purchases- \$32.50. Exchanges - \$5.00</i></p> <p><u>Stocks:</u> <i>\$25.00 plus \$.05 per share. Penny stocks (under \$1.00) are charged the greater of \$50.00 or 5% of principal.</i></p> <p><u>Bonds:</u> <i>\$50.00 per transaction (both primary and secondary).</i> “Separate Transaction Charges” are charged by the broker-dealer. OB does not receive a portion of fees.</p> <p>*The percentages disclosed are the total fee, including the portion remitted to OB. In certain circumstances, advisory fees and account minimums may be negotiable. The advisory fees are not charged or calculated on the basis of a share of the account's capital gains or capital appreciation.</p>	Fee Schedule*				Up	to	\$1,000,000	1.00%	\$1,000,000	–	\$1,250,000	0.80%	\$1,250,000	–	\$2,500,000	0.75%	\$2,500,000	–	\$15,000,000	0.40%	Over	–	\$15,000,000	Negotiable
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Item 1(D) (Continued)	<p>2. V2020</p> <p>OB also offers its clients the VISION2020 Advisor Program (the Program). The program provides comprehensive investment management of client assets through the provision of web based asset allocation tools, as well as execution, clearing and custodial services. With respect to its asset allocation services, the Program utilizes Ibbotson Associates to provide clients access to risk tolerance assessment, efficient frontier plotting, fund profiling and performance data, as well as portfolio optimization and rebalancing tools.</p> <p>The Program is sponsored by Royal Alliance Associates, Inc. As Program sponsor, Royal Alliance has created a Program Brochure which will be distributed to clients prior to or concurrent with their engagement in the Program. Clients should read it thoroughly before investing.</p> <p>The Program is offered as a Wrap Account. RA charges and deducts a single wrap fee. It then divides that fee to cover brokerage, advisory and administrative fees—including the portion that is remitted to OB. Here are the fees.</p> <table border="1"> <thead> <tr> <th colspan="4">Fee Schedule*</th> </tr> </thead> <tbody> <tr> <td>Up</td> <td>to</td> <td>\$1,000,000</td> <td>1.250%</td> </tr> <tr> <td>\$1,000,000</td> <td>–</td> <td>\$1,250,000</td> <td>0.900%</td> </tr> <tr> <td>\$1,250,000</td> <td>–</td> <td>\$2,500,000</td> <td>0.825%</td> </tr> <tr> <td>\$2,500,000</td> <td>–</td> <td>\$15,000,000</td> <td>0.450%</td> </tr> <tr> <td>Over</td> <td>–</td> <td>\$15,000,000</td> <td>Negotiable</td> </tr> </tbody> </table> <p>3. TPM's</p> <p>Third Party Managers (TPM's) will fall into one of two categories; those managed under the OB RIA and those managed under the Royal Alliance RIA. For those managed under the RA RIA, advisors will act as investment advisor representatives of RA and not of OB. OB and its representatives will receive no compensation for referring clients to RA for third-party management. A Royal Alliance Form ADV and services agreement will be provided at or before the time in which services are contracted. These agreements are handled outside the scope of OB's ADV disclosures. This may create a potential conflict of interest.</p> <p>For TPMs handled through OB's RIA, additional disclosures for the individual program will be handled through each particular TPM's ADV II and/or brochure. OB IARs will be paid through Royal Alliance similar to the V2020 program where Royal will take a cut and pass the remaining fee onto OB's IARs. This may create a potential conflict of interest.</p>		Fee Schedule*				Up	to	\$1,000,000	1.250%	\$1,000,000	–	\$1,250,000	0.900%	\$1,250,000	–	\$2,500,000	0.825%	\$2,500,000	–	\$15,000,000	0.450%	Over	–	\$15,000,000	Negotiable
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Item 1(D) (Continued)	<p><u>Financial Planning Services</u></p> <p>OB IARs will do financial planning services as needed. In most cases the cost of this service is considered part of the Portfolio Management Services and as such does not require a separate billing. For cases that require an amount of time above normal planning or for separate one off projects, OB will charge a non-negotiable hourly fee of \$150.00.</p> <p>This will be contracted for before performing said services through a Financial Planning Services Agreement. This contract will be for an estimated amount of time required to complete services with ½ of the estimated cost being paid up front and the remainder being paid for remaining actual time spent. This is due within 30 days of completion of services. If planning services are to be billed over an extended period of time that exceeds six months, the fee will be broken down into 6 month intervals with a similar estimated up front and then at six month intervals for actual time completed.</p> <p><u>Insurance Services</u></p> <p>OB provides commission-based life and disability insurance services to all clients. Commissions earned are not determined by OB IARs but are set at the insurance company level. OB IARs will receive normal industry and/or company appropriate commissions for all insurance services. OB contracts with outside independent insurance brokerages or agencies to facilitate these services. These may include, but are not limited to agencies associated with Royal Alliance. Any independent insurance brokerage or agency can be used as deemed appropriate. This may create a potential conflict of interest.</p>	
Item 4(A)5	<p><u>Other Types of Investments</u></p> <p>OakBridge Asset Management also offers advice on partnerships investing in equipment leasing, cable programs and real estate as well as Unit Investment Trusts and Real Estate Investment Trusts (REITS).</p>	
Item 5	<p><u>Other Methods of Analysis</u></p> <p>OakBridge Asset Management also uses software driven asset allocation and hypothetical modeling in addition to that mentioned in 1(A) for investment selection and recommendation.</p>	
Item 6	<p><u>Education and Business Standards</u></p> <p>Advisers involved with giving investment advice are required to have at least a Bachelors Degree from an accredited university or at least 5 years of industry experience. All investment Advisor Representatives must have attained the required licenses or designations (i.e. CFP, CFA, etc...) in order to work as an Investment Advisor for the Firm.</p>	

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Item 6 (Continued)	<p><u>Education and Business Background</u></p> <p>James B. Rawlings, CFP® Year of Birth: 1957</p> <p><u>Formal Education After High School:</u></p> <ul style="list-style-type: none"> Brigham Young University BS Financial Planning 1981 <p><u>Business Background Preceding Five Years:</u></p> <ul style="list-style-type: none"> Managing Principal & Chief Compliance Officer, OakBridge Advisory Services, LLC - 2008 – <p>Managing Principal & Chief Compliance Officer, Spectra Management/Spectra Advisors, 1988 – 2008</p> <p>Vedel B. Welch Year of Birth: 1952</p> <p><u>Formal Education After High School:</u></p> <ul style="list-style-type: none"> Brigham Young University BS 1978 Utah State University MSS 1983 <p><u>Other Business Activities and Financial Industry Affiliations</u></p> <p><u>Broker Dealer and Investment Adviser – Royal Alliance IARs</u></p> <p>OakBridge Asset Management's Advisers are Registered Representatives of Royal Alliance Associates, Inc. Member FINRA/SIPC and provide brokerage services to clients in that capacity. OB's IARs are also dually registered as IARs of RA, and provide investment advisory services to clients in that capacity as well. Approximately forty-eight percent of OB's IARs' time is spent in their RA advisory capacities.</p> <p>OB may have its IARs act in their capacities with RA to provide brokerage services or advisory services when appropriate. When OB receives advisory compensation from RA's advisory business or IARs of OB receive compensation for their brokerage or advisory roles at RA, a potential conflict of interest exists.</p> <p><u>Insurance Services</u></p> <p>OakBridge Asset Management's Advisers are also licensed with various life and health insurance companies and as such devote a portion of their time (<5%) engaged in these activities. When providing insurance related advisory services the IARs act through OakBridge. OB provides commission-based life and disability insurance services to all clients. Commissions earned are not determined by OB IARs but are set at the insurance company level. OB IARs will receive normal industry and/or company appropriate commissions for all insurance services. OB contracts with outside independent insurance brokerages or agencies to facilitate these services.</p>	

Items 7(A) & (B), 8(C)1,
8(C)3 and 8(C)9

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Item 7(A) & (B), 8 (C)1, 8 (C)3 and 8(C)9 (Continued)	<p>These may include, but are not limited to agencies associated with Royal Alliance. Any independent insurance brokerage or agency can be used as deemed appropriate. This may create a potential conflict of interest.</p>	
Item 9(B)	<p><u>Participation or Interest In Client Transactions</u></p> <p>As Registered Representatives of Royal Alliance, the Adviser's Advisory Representatives may recommend to clients the purchase or sale of investment products in which the Advisory Representatives and Royal Alliance or a related entity, may have some financial interest, including the receipt of compensation. Certain mutual funds (and/or their related persons) in which a clients may invest make 12b-1 fee payments to broker-dealers. Such payments may be distributed pursuant to a 12b-1-distribution plan or pursuant to another arrangement as compensation for distribution or administrative services and may be paid out of the fund's assets. Royal Alliance and/or the Adviser's Advisory Representatives may receive such 12b-1 fees or other compensation to the extent permitted by applicable law. This may create a potential conflict of interest to recommend funds with 12b-1 fees.</p> <p>A fund that imposes a front end sales load but which waives that front-end sales load for purchases made on behalf of the of the client's account (a "front-end load" fund at net asset value) may bear 12b-1 distribution or services fees in excess of .25% of the Account's net assets invested in such fund (the minimum allowed for no- load funds). The 12b-1 fee deferred sales charges and other fee arrangements will be disclosed upon request of the clients and are typically described in the applicable fund's prospectus. Because of these compensation arrangements, a conflict of interest may exist in connection with the recommendation of a particular mutual fund investment. Under certain circumstances, the 12b-1 fee can be credited back to offset Advisory fees.</p>	
Item 9(D)	<p><u>Financial Interest</u></p> <p>Certain investment advisers may also execute transactions through Royal Alliance. SunAmerica Trust Company, an affiliate of Royal Alliance, or another affiliate of SunAmerica may act as custodian and receive compensation in connection with certain <u>Third</u> Party Advisory programs.</p> <p><u>Financial Interest</u></p> <p>Certain investment advisers may also execute transactions through Royal Alliance. SunAmerica Trust Company, an affiliate of Royal Alliance, or another affiliate of SunAmerica may act as custodian and receive compensation in connection with certain <u>Third</u> Party Advisory programs. Royal Alliance may, from time to time, recommend to client's investment products, including mutual funds, variable and fixed annuities, and other insurance products sponsored by SunAmerica or MG affiliates. Such recommendations might be deemed to create a conflict of interest because they may result in an increase in compensation for Royal Alliance affiliates and as such these situations may represent a conflict of interest. OB however, does not receive <i>any</i> more or less compensation by using these products or services over other such similar products and services. OakBridge Asset Management has established the following restrictions in order to ensure its fiduciary responsibilities:</p>	

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Item 9(D) (Continued)	<ol style="list-style-type: none"> 1. A Director, officer or employee of OakBridge Asset Management, LLC shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of OakBridge Asset Management shall prefer his or her own interest to that of the advisory client. (a) (b) 2. OakBridge Asset Management maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of OakBridge Asset Management, LLC. 3. All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process. 4. OakBridge Asset Management emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where OakBridge Asset Management is granted discretionary authority of the client's account. 5. OakBridge Asset Management requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. 6. Any individual not in observance of the above may be subject to termination. <p>Footnotes (a)(b)This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of the Adviser's client's trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with the Adviser's records in the manner set forth above. Open-end mutual funds and/or the investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase of redemption. As such, transactions in mutual funds and/or variable insurance products by Advisory Representatives are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by the Adviser's Investment policies and procedures.</p> <p>OB advisors also sell insurance products and will receive commissions through various brokerages and agencies which include RAA. This could create a potential conflict of interest.</p>	
Item 9(E)	<p><u>Buying and Selling Securities</u> It is extremely rare that an OB advisor would trade in a security that might potentially create an adverse affect on either the market of said security or individual clients. However this may create a conflict of interest if such were to occur. If this ever were to occur and OB clients were trading in the same security OB would trade the clients account first before transacting any personal IAR or OB buying or selling.</p>	

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Item 9(E) (Continued)	<p><u>Insider Trading</u> In accordance with Section 204A of the Investment Advisors Act of 1940, Advisor also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Advisor.</p> <p><u>Privacy Statement</u> Advisor is committed to safeguarding the confidential information of its clients and holds all personal information provided to it in the strictest confidence. These records include all personal information that Advisor collects from its clients or receives from other firms in connection with any of the financial services they provide. Advisor also requires other firms with whom they deal to restrict the use of client's information. Advisor's Privacy Policy is available upon client's engagement of the firm's services or by prior request of the clients.</p> <p><u>Proxy Voting</u> Advisor does not vote proxies.</p> <p><u>Complete Code of Ethics</u> SEC Rule 204A-1 requires Investment Advisers to adopt and enforce a Code of Ethics with respect to their advisory activities. OakBridge Asset Management, LLC (OB) has adopted a Code of Ethics, which sets forth standards for:</p> <ul style="list-style-type: none"> • Business Conduct - outlines the standard of conduct expected of Advisory Representatives and supervised persons. • Compliance with Federal Securities Laws • Personal Securities Reporting • Pre-Approval of Certain Transactions • Reporting of Code Violations • Safeguarding of material nonpublic information regarding client transactions <p>Pursuant to Rule 204A-1 all Access Persons* are required to acknowledge, in writing, receipt of a copy of this Code of Ethics. Any amendments to the Code of Ethics will be distributed in written form to all Access Persons, and re-certification to acknowledge receipt of amendments may be required.</p> <p>This Code of Ethics applies to all "Access Persons*". Access Persons are defined as: individuals, including employees, directors, and officers of OB, (i) have access to information regarding Advisory Clients' purchases or sales of securities, (ii) are involved in making securities recommendations to Advisory Clients, or (iii) have access to recommendations or the portfolio holdings of an affiliate of Investment Advisor. Client services personnel who regularly communicate with Advisory Clients may also be deemed to be Access Persons.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Applicant: OakBridge Asset Management, LLC	SEC File Number: 801-67487	Date: 02/22/2008
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Continuation Sheet for Form ADV Part II

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: OakBridge Asset Management, LLC		IRS Empl. Ident. No.: 30-0455612
Item of Form (identify)	Answer	
Item 9(E) (Continued)	<p><i>Additionally, Investment Advisor must maintain the following:</i></p> <ul style="list-style-type: none"> – <i>A record of any violation of the Code of Ethics and any action taken as a result of the violation.</i> – <i>A record of the names of persons who are currently, or within the past five years access persons of the Investment Adviser</i> – <i>Holdings Reports-Record of any decision and the reasons supporting the decision to approve the acquisition of securities</i> <p>OB, its IARs and all other Access Persons shall not engage in unethical business practices, including, but not limited to, the following activities:</p> <ol style="list-style-type: none"> 1. Recommending to a client the purchase, sale or exchange of any security without reasonable grounds for believing that the recommendation is suitable based upon the client's investment objectives, financial situation and needs. 2. Exercising any discretionary power in placing an order for the purchase or sale of securities for a client without obtaining written discretionary authority from the client. 3. Inducing trading in a client's account that is excessive in light of the financial resources, investment objectives and character of the account. 4. Placing an order to purchase or sell a security for the account of a client upon instruction of a third party without first having obtained a written third party trading authorization from the client. 5. Borrowing money or securities from a client unless the client is a financial institution engaged in the business of loaning funds. 6. Loaning money to a client. 7. Misrepresenting prior performance by exaggerating successes and concealing losses or fees charged. 8. Misrepresenting to any advisory client or prospective client, the qualifications of the investment advisor, the nature of the advisory services being offered, the fees to be charged for such service, or misleading by omitting material facts. 9. Providing a report or recommendation to any advisory client prepared by someone other than Investment Advisor or the IAR without disclosing that fact. 10. Charging a client a fee which is unreasonable in relation to fees charged by other Advisors for similar services. 11. Failing to disclose to clients in writing, before any advice is rendered, any material conflict of interest relating to the Advisor and/or IAR, which could reasonably be expected to impair the rendering of unbiased and objective advice including: <ol style="list-style-type: none"> a. Compensation arrangements connected with advisory services to clients which are in addition to advisory fees; and b. Charging a client an advisory fee for rendering advice when a commission was earned. 12. Guaranteeing a client that a specific investment result will be achieved (gain or loss). 13. Publishing, circulating or distributing any advertisement that does not comply with the Investment Advisors Act of 1940, state requirements and Firm policy. 14. Disclosing the identity, affairs, or investments of any client unless required to do so by law, or unless consented to by the client. 	

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Item of Form (identify)	Answer	
Item 9(E) (Continued)	<p>15. Entering into any investment advisory contract unless the contract is in writing and discloses the services to be provided, the term of the contract, the advisory fee, the formula for computing the fee, the amount of prepaid fee to be returned in the event of contract termination or nonperformance, whether the contract grants discretionary power to the Advisor, and that no assignment of such contract shall be made by the investment Advisor without the consent of the client.</p> <p>16. Engaging in any act, practice, or course of business that is fraudulent, deceptive, or manipulative or contrary to the provisions of any rule or regulation to which Adviser is subject.</p> <p>17. Engaging in conduct or any act, indirectly through any other person, which would be unlawful under the rules and regulations to which Adviser is subject.</p> <p>18. Engaging in a conduct such as nondisclosure, incomplete disclosure, or deceptive practices shall be deemed an unethical business practice.</p> <p>19. Accepting extraordinary or extravagant gifts. Gifts of nominal value (not more than \$100 per year), customary business meals, entertainment (e.g., sporting events), and promotional items (i.e., pens, mugs, T-shirts) may be accepted.</p> <p>20. Giving any gift with a value in excess of \$100 (per year) to an advisory client or persons who do business with, regulate, advise or render professional services to Investment Adviser.</p> <p>OB IARs and all other Access Persons agree to:</p> <ol style="list-style-type: none"> Adhere to the rules and regulations of the Securities and Exchange Commission (SEC), state(s) in which registrations are maintained or business is conducted, and any other supervisory jurisdiction under which Adviser or IARs are subject. Adhere to the policies and procedures set forth by Adviser. Act in the best interest of the client. Promptly report a violation of this Code of Ethics to the Chief Compliance Officer or other designated person. Obtain prior approval from the Chief Compliance Officer or other designated person before any "access person" invests in an initial public offering ("IPO") or private placement. <p><u>Personal Trading Procedures</u></p> <p>Adviser maintains the following procedures and policies for personal trading by Access Persons:</p> <ul style="list-style-type: none"> Advisor will maintain restricted lists of issuers about which Advisor has inside information and prohibits trading in such securities. Investment opportunities must be offered first to clients before any Access Person may engage in the investment opportunity. Access Person may not engage in front running. Front running is when an Access Person makes a purchase in an equity in advance of an action which they know their clients will take that will move the equity's price in a predictable fashion. 	

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Item of Form (identify)	Answer	
Item 9(E) (Continued)	<ul style="list-style-type: none"> Access Persons may not engage in market timing or after hours market trading. Market timing is defined as attempting to predict future market directions, usually by examining recent price and volume data or economic data, and investing based on those predictions. Access Persons and their immediate family members must maintain their personal accounts and any account over which they have direct or indirect control at Pershing LLC, unless their First Line Supervisor, Regional Management, and the Chief Compliance Officer grant an exception in writing. Accounts maintained at Pershing satisfy all reporting requirements. <p>Reporting requirements include quarterly transaction reports and annual holding reports.</p> <p>If an exception is granted, duplicate statements must be provided to the Chief Compliance Officer. Additionally, the Chief Compliance Officer may require prior approval for any personal securities transactions in stocks, bonds, options, or any other security traded in an auction like market.</p> <p><i>Note: Exceptions from the above reporting requirements include transactions effected pursuant to an automatic investment plan, securities held in accounts for which Access Persons have no direct or indirect influence or control, transactions in direct obligations of the Government of the United States, money market instruments (bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term instruments), shares of money market funds, mutual funds (unless Adviser or a control affiliate acts as the investment adviser or principal underwriter of the fund), and transactions in unit investment trusts invested exclusively in unaffected mutual funds.</i></p> <p>Investment Advisor takes its fiduciary responsibility to clients seriously. OB may have access to personal and nonpublic information of clients. OB requires its staff to take precautions to protect clients' nonpublic information. Only those individuals who need such information to perform their jobs are authorized to have access to confidential client information. OB maintains physical, electronic, and procedural security measures that comply with applicable state and federal regulations to safeguard confidential client information.</p> <p>In addition to the above, all access persons shall abide by the provisions of the Written Supervisory Procedures adopted by OB.</p> <p><u>Record Keeping</u></p> <p>SEC Rule 204-2(12) and (13) requires the Codes of Ethics to be maintained for five (5) years after the last date on which they were in effect. Access Persons' acknowledgements of the Codes of Ethics will be maintained for five (5) years after the individual ceases to be a supervised person. Additionally, Investment Advisor will maintain a list of Access Persons.</p> <p>*Access Persons are defined as individuals: including employees, directors, and officers of OB who (i) have access to information regarding Advisory Clients' purchases or sales of securities, (ii) are involved in making securities recommendations to Advisory Clients, or (iii) have access to recommendations or the portfolio holdings of an affiliate of Investment Advisor. Client services personnel who regularly communicate with Advisory Clients may also be deemed to be Access Persons.</p>	

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Item of Form (identify)	Answer	
Item 9(E) (Continued) Item 10	<p>Clients may receive a copy of the code of ethics upon request.</p> <p><u>Conditions for Managing Accounts</u> Under most circumstances advisory services are not available for accounts under \$100,000. However, the account minimum may be negotiable in certain circumstances.</p>	
Item 12(B)	<p><u>Investment or Brokerage Discretion</u></p> <p>OakBridge Asset Management, LLC does not have the authority to determine, without obtaining specific clients authority, securities to be bought or sold, the amount of securities to be bought or sold, the broker or dealer to be used, or the commission rates paid. However, as mentioned above, OakBridge Asset Management's principal and advisory representatives are also registered representative(s) of Royal Alliance. FINRA supervisory obligations require Royal Alliance that all investment advisory activities be conducted through Royal Alliance's clearing relationships with Pershing. As such, OakBridge Asset Management does not have the discretion to choose the broker/dealer or commission rates to be paid. OakBridge Asset Management reasonably believes that Pershing's blend of execution services, commission and transaction costs as well as their professionalism allows OakBridge Asset Management to seek best execution and competitive prices. OakBridge Asset Management advisory representatives, in their separate capacities as Registered Representatives of Royal Alliance or as independent insurance agents, may not necessarily be able to offer best execution or lowest commissions.</p> <p>OakBridge Asset Management's Advisory Representatives may, from time to time, receive incentive awards for the recommendation and introduction of investment products, or 12-b-1 distribution fees from investment companies in connection with the placement of client's funds into investment companies. Therefore, the receipt of this compensation may affect the Adviser's judgment in recommending products to its Clients.</p> <p>Royal Alliance sponsors the <i>Elite Focus Program</i>. In this program, selected vendors will be invited to pay additional marketing fees to Royal Alliance for its enhanced marketing and distribution efforts. As part of such compensation, such vendors will, at no additional charge, be invited to participate in Royal Alliance's educational and sales seminar's, included in the Firm's <i>Sourcebook</i> publication, and will also be granted access to Registered Representative lists and marketing information. In addition, ticket charges for purchasing such funds may be reduced or waived. A list of Royal Alliance's <i>Elite Focus Program</i> members is available to clients upon request.</p>	
Item 13 (A)	<p><u>Additional Compensation</u></p> <p>OakBridge Asset Management's Advisory Representatives may, from time to time, receive incentive awards for the recommendation and introduction of investment products, or 12-b-1 distribution fees from investment companies in connection with the placement of client's funds into investment companies. Therefore, the receipt of this compensation may affect the Adviser's judgment in recommending products to its Clients. This may create a conflict of interest.</p>	

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Item 13(A) (Continued)	<p>The compensation outlined above is earned by IARs of OB in their licensed capacities with RA or as a result of the insurance business previously disclosed.</p> <p>Royal Alliance sponsors the <i>Elite Focus Program</i>. In this program, selected vendors will be invited to pay additional marketing fees to Royal Alliance for its enhanced marketing and distribution efforts. As part of such compensation, such vendors will, at no additional charge, be invited to participate in Royal Alliance's educational and sales seminar's, included in the Firm's <i>Sourcebook</i> publication, and will also be granted access to Registered Representative lists and marketing information. In addition, ticket charges for purchasing such funds may be reduced or waived. A list of Royal Alliance's <i>Elite Focus Program</i> members is available to clients upon request.</p>	

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