

Wrap Fee Brochure

(Part 2A, Appendix I, of Form ADV)



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This Wrap brochure provides information about the qualifications and business practices of Newbridge Financial Services Group, Inc. If you have any questions about the contents of this brochure, please contact us at: (954) 489-2390 by email at: info@newbridgesecurities.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Newbridge Financial Services Group, Inc. available on the SEC's website at www.adviserinfo.sec.gov

The Firm's Registration with the SEC is not intended to imply any special skill level or expertise.

August 10, 2011

Newbridge Financial Services Group, Inc.

Material Changes

Annual Update

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

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (954) 334-3450, or by email at: info@newbridgecurities.com.

Table of Contents

Material Changes	i
Annual Update	i
Material Changes since the Last Update	i
Full Brochure Available	i
Advisory Business	1
Firm Description.....	1
Principal Owners.....	1
Services	1
Fees.....	2
Types of Clients	3
Account Minimums.....	3
Portfolio Managements Selection and Evaluation.....	3
Client Information Provided to Portfolio Managers.....	1
Client Contact With Portfolio Managers	1
Periodic Reviews	2
Review Triggers.....	2
Regular Reports.....	3

Advisory Business

Firm Description

Newbridge Financial Services Group, Inc. (“NFSG”, the “Adviser”), has been an SEC Registered Investment Adviser since November 6, 2007. NFSG offers a variety of investment advisory products and services to individuals; pensions and profit sharing plans and other qualified plans; trusts, estates, or charitable organizations; and corporations or business entities. NFSG’s investment advisory products and services and provide clients with a selection of investment solutions that may be used to implement their financial plans. NFSG maintains an affiliated FINRA broker-dealer, Newbridge Securities Corporation (the “Firm”); as a broker/dealer, the Firm provides a variety of financial products and/or services and may render advice as to the value and/or advisability of purchasing or selling securities, without receiving special compensation and solely incidental to the conduct of its business as a broker/dealer. General securities accounts for brokerage customers of the Firm are maintained and custodied on a fully disclosed basis by Legent Clearing, LLC (“Legent”), which are both a registered broker/dealer and an investment adviser.

NFSG also utilizes Legent to execute advisory account transactions and to custody advisory assets in connection with certain advisory programs. The Firm compensates Legent for the services it provides in connection with these programs. Legent is not affiliated with NFSG.

Principal Owners

Newbridge Financial Services Group, Inc. (“NFSG”) is owned 100% by Newbridge Financial, Inc (“NFI”), the Firm’s parent company. NFI is owned primarily by Scott Goldstein (CRD No. 1630008) and Guy Amico (CRD No. 1723157). NFI also has additional shareholders, yet, none represent a material portion of its ownership.

Services

Direct Asset Management Services

NFSG offers Direct Asset Management Services to its advisory clients on both a non-discretionary and discretionary basis. The Adviser’s IARs act as portfolio managers for these accounts. In a non-discretionary account, the IAR will recommend the purchase or sale of securities for review by their clients. The IARs will only purchase or sell securities which have been approved by clients in advance. Alternatively, clients may maintain an account on a discretionary basis if (1) the IAR of the account has been authorized by the Adviser to manage accounts on a discretionary basis and (2) the client has granted discretionary authority to the IAR in writing. The purchase and sale of securities in such accounts do not require advance client approval.

NFSG’s portfolio managers work with their clients to identify their investment goals and objectives, as well as risk tolerance, in order to create an initial portfolio allocation designed to complement the client’s financial situation and personal circumstances. The portfolio may consist of exchange-traded index funds, mutual funds, variable annuities, equities, options,

bonds, direct participation programs, alternative investments, and potentially other products. The investment strategies utilized and portfolios constructed and managed depend on the individual client's investment objectives and goals as provided to the IAR. Model portfolios, sub-advisers, options, and/or margin may be used as a part of this strategy. However, each client has the opportunity to place reasonable restrictions on the type of investments to be held in the portfolio. The IAR may periodically rebalance the client's account to maintain the initially agreed upon strategic and tactical asset allocation. However, no changes are made to the agreed-upon asset allocation in nondiscretionary accounts without prior client review and consent.

Clients have ready access to their respective portfolio manager/IAR. Portfolio managers are not required to be available for unscheduled or unannounced visits by clients. However, portfolio managers are expected to periodically meet with clients and should generally be available to take client telephone calls on advisory-related matters.

Clients participating in Direct Asset Management Services agree to a wrapped pricing option. Wrap pricing structures allow the client to pay an all-inclusive fee for management, brokerage, clearance, custody and administrative services.

Fees

Wrap Fee Option

Clients who select the Wrap Fee Option pay a single, all-inclusive fee according to the following schedule¹:

Total Account Value	Min. Total Account Fee	Max. Total Account Fee
First \$500,000	\$200	3.00%
Next \$500,000	\$200	2.50%
Next \$1,000,000	\$200	2.00%
Next \$1,000,000	\$200	1.75%
Over \$3,000,000	0.25%	Negotiable (1.75% or less)

How The Billing Occurs

The above fees are typically and most often calculated at the end of each calendar quarter. The quarter ending billable total of portfolio value is derived by utilizing the average daily balance ("ADB") and is billed in advance in accordance with the client agreement.

In some instances, in which the customer agrees to utilize the wrap fee option that still uses Legent Clearing as the custodian, yet, uses National Asset Management ("NAM") as the performance reporting and Manager platform, clients are billed in the same manner as described above, although on a monthly basis, as opposed to quarterly. Further, when using the NAM system as part of the Wrap Program, a **fee of \$6.25 per month** will be charged to the client for

¹ A Fee of \$6.25 will be billed to each client in addition to the Wrap Fee Total in the event that a customer agrees to utilize the performance reporting and billing function of National Asset Management ("NAM").

the duration of the contract; NFSG does allow its IARs to absorb or share in the cost of the \$6.25 per month fee for its clients.

Types of Clients

NFSG provides services to individuals, Banks, Investment Companies, pension and profit sharing plans, trusts, estates, municipal entities, pooled investment vehicles, charitable organizations, and small businesses. Client relationships vary in scope and length of service.

Account Minimums

NFSG imposes an account minimum for its clients of \$25,000. NFSG does however have the ability to choose who it will conduct business with and could impose restrictions on the opening of new accounts at any time. Clients with less than \$25,000 may be accepted at the discretion of the Firm and such clients may pay a higher fee for services due to a lower account size.

Portfolio Managements Selection and Evaluation

The Firm may recommend other investment advisers for the management and/or servicing of client accounts. Several factors may be taken into consideration when reviewing other investment advisers for this purpose. Some of these factors are noted as follows.

- Whether the other adviser is properly registered and in good standing with the appropriate regulatory body(s) having applicable regulatory jurisdiction over it;
- Whether the other adviser is subject to any current or pending regulatory action(s); civil claims; criminal actions; etc.
- The financial strength and stability of the other adviser;
- The operational and servicing capabilities of the other adviser;

- The qualifications and expertise of the advisory personnel of the other adviser;
- The reputation of the advisory firm and/or its investment managers;
- The other adviser's ability to effectively manage complex advisory accounts requiring sophisticated management techniques;
- The management fees charged by the other adviser or by those firms used in the management of client advisory accounts;
- The industry contacts of the other adviser and its affiliated companies; and
- Other factors deemed to be useful in managing the advisory accounts given up to that other adviser for management.

The Firm will perform a thorough due diligence review of any information available for such other advisers. A review of the factors noted above may result in the Firm's decision to recommend such outside adviser(s) for use with its clients. If at any time, the Firm determines that a previously recommended outside manager no longer meets the standards necessary to remain on the Firm's list of approved outside managers, the Firm will remove such other adviser from the list and will notify all applicable clients of its choice to do so. At that time, the Firm will evaluate whether another approved adviser should be used or whether the Firm should provide its own management services to the client.

The services provided under the NFSG Program are governed by an Agreement ("NFSG Agreement") between NFSG and the client. Either the client or NFSG may terminate the NFSG Agreement upon thirty (30) days written notice from the date the NFSG Agreement is signed.

Client Information Provided to Portfolio Managers

In an effort to properly handle your investment portfolio, NFSG shares your personal information, including information related to your investment and risk profile with its wrap fee sponsors and other parties involved in handling your investments. This information is only shared in an effort to service your account and will not be sold, transferred, or used otherwise by any such parties. NFSG updates this information as needed. Please see NFSG's Brochure related to Privacy for further details.

Client Contact With Portfolio Managers

NFSG will serve as the client's sole point of contact concerning the client's Program Assets. There are no restrictions on the client's ability to contact his/her portfolio manager if such manager is a party other than NFSG.

Subsequent to the initial data gathering process performed by NFSG and as part of its

ongoing services, clients will be sent a notice annually requesting that clients inform NFSG of any changes in their financial condition and investment objectives. NFSG will ensure that the client's IAR is furnished with such notices.

Clients will receive statements, at least quarterly, from NFS that are marked to the market showing all activity during the reporting period, including transactions, account holdings, deposits, withdrawals, dividends, and estimated yield as well as the deduction of any fees, expenses or other charges from the account.

Periodic Reviews

Currently, the Adviser has a total of approximately 500 accounts. The frequency of reviews for accounts on fixed or hourly fees will be agreed upon in the written contract, but the frequency may include monthly, quarterly, semi-annually or annually. The vast majority of the Advisers' accounts are advised directly by the Adviser's IARs and are reviewed not less frequently than quarterly. The issuance of quarterly account statements is the most common triggering event for reviews and provides updated values to be evaluated. Clients may also request a review at any time (on demand). In addition, through Legent, the Adviser is able to monitor and review client accounts through daily, monthly, and other periodic exception reports. TPAM accounts are typically reviewed less frequently, although not less frequent than annually.

Name and title of Responsible Supervisor: Brian Curtis, CCO. Mr. Curtis and/or his designee will employ the procedures noted above for the client's account(s) subject to NFSG's investment advisory services.

Reviewers include Home Office and Branch Office Principals. Branch Office principals are assigned to assist in the plan process when appropriate or needed and Home Office Principals are assigned to final review and approval.

Review Triggers

Events that may trigger further client account reviews in addition to the standard quarterly review process may include, but would not be limited to, a notable increase in the volume of requests by the client to effect transactions in his/her account(s), where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Other factors may include request by the client to liquidate certain securities positions/contracts where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Additional triggering factors could be the performance on an individual account being an outlier to the performance of accounts with similar investment objectives, and a very important trigger would be customer complaints. This last trigger would be a prime example of a trigger for an intermittent review of a client account.

Regular Reports

Clients receive reports on their accounts not less frequently than quarterly, and sometimes as often as monthly. For transactional accounts, trade confirmations are received for each activity. If third party asset managers are used, clients receive reports from the asset managers in addition to any provided by the Adviser or its associates. Clients typically receive tax information in the first quarter of each year to assist with the prior year's tax reporting. Internet access to investment accounts also enables clients to receive account reports at any time (on demand).

Disciplinary History

While NFSG has not specifically been the subject of any material disciplinary events, its affiliated broker-dealer, Newbridge Securities Corporation has been the subject of one or more industry related disciplinary actions. To view the disciplinary and other history of Newbridge Securities Corporation., please visit www.finra.org/brokercheck for details or contact NFSG. In addition, any disciplinary information related to your specific Investment Adviser Representative ("IAR") will be found in the brochure supplement you will receive separately upon opening of any account or whenever requested.

Industry Affiliations

NFSG has arrangements that are material to its advisory or its clients with a related person who is a broker-dealer and insurance company. Specifically, NFSG is affiliated and under common control with Newbridge Securities Corporation, which is a FINRA registered broker-dealer and licensed to sell insurance services in the State of FL. Potential conflicts based on these relationships are explained in various sections of this brochure. Certain individuals associated with NFSG may also be registered representatives of NSC Independent from NFSG's advisory services, certain securities-related transactions and/or services available to clients of NFSG may be facilitated through NSC. Such services may include but would not be limited to, the opening of a brokerage account, securities transaction execution, and account(s) administration.

NSC offers general securities products, which will be offered separately from NFSG's investment advisory services. As a result, individuals associated with NFSG who are also properly qualified/licensed and registered on behalf of NSC may facilitate certain securities transactions through NSC, separate and distinct from the advisory services available through NFSG.

Code Of Ethics

The Advisers Act imposes a fiduciary duty on Investment Advisers. As a fiduciary, NFSG has a duty of utmost good faith to act solely in the best interest of each of our clients. Our clients entrust us with their funds, which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all of their dealings. This fiduciary duty is the core principle underlying our "Code of Ethics" and

represents the expected basis of all of our dealings with our clients. The Code includes policies and procedures developed to protect client's interests in relation to the following topics:

- The duty at all times to place the interests of clients first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility;
- The principle that investment adviser personnel should not take inappropriate advantage of their positions;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

We will provide a copy of the Code to any client or prospective client upon request...

Participation in Client Transactions

The Adviser does not buy securities for itself from clients, nor does it sell securities it owns to any client. NFSG does not execute advisory client's securities trades by crossing their trades with security trades of non-advisory clients.

NFSG and its IARs may affect securities transactions for or sell insurance products to clients as part of their other business activities. NFSG and its IARs may be receiving a fee for investment advice in advisory accounts and representatives may be receiving a commission for transactions effected in Newbridge Securities Corporation's brokerage accounts. The Firm uses industry standard fees and keeps evidence of such.

The Adviser's IARs may engage in personal securities transactions. Such transactions may raise potential conflicts of interest when such persons trade in a security that is owned by a client or considered for purchase or sale for a client. The Adviser has adopted policies and procedures that are intended to ensure that transactions are effected for clients in a manner that is consistent with the fiduciary duty and in accordance with applicable law. Associated persons who wish to purchase or sell securities of the types purchased or sold for clients may do so only in a manner consistent with NFSG's policies and procedures.

Client Referrals

NFSG does not currently have any referral agreements.

Financial Condition

NFSG does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because NFSG does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$600 per client, and six months or more in advance.