

FIRM BROCHURE
(Part 2A of Form ADV)

January 7, 2013

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Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Kingsbridge Wealth Management, Inc. If you have any questions about the contents of this Brochure, please contact us at (702) 947-5160. 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.

Kingsbridge Wealth Management, Inc. is a registered investment adviser with the U.S. Securities and Exchange Commission; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Kingsbridge Wealth Management, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 1: COVER PAGE

Please refer to previous page.

ITEM 2: MATERIAL CHANGES

This Brochure dated January 7, 2013 was revised to reflect non-material changes to the information. The previous version of this brochure is dated September 24, 2012.

Because of the amount of detail provided within the Brochure, KWM encourages each client to read this Brochure carefully and to call us with any questions you may have.

Pursuant to SEC Rules, KWM will ensure that clients receive a summary of any materials changes to this Brochure within 120 days of the close of KWM's fiscal year end, along with a copy of this Brochure or an offer to provide the Brochure. Additionally, as KWM experiences material changes in the future, we will send you a summary of our "Material Changes" under separate cover. For more information about the firm, please contact DDunn@kingsbridgewm.com.

Additional information about the firm and its investment adviser representatives is available on the SEC's website at www.adviserinfo.sec.gov or please visit our web site at www.kingsbridgewm.com.

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Item 4: Advisory Business

A. Description of Firm

Kingsbridge Wealth Management, Inc. (“KWM” or the “Firm”) is a Las Vegas, Nevada based investment management firm founded in 2012 and registered with the U.S. Securities and Exchange Commission (“SEC”) in 2012. KWM offers investment advisory services to individuals, pension and profit sharing plans, trust, estates, charitable organizations, corporations, private fund(s), and other organizations.

The principal owner of KWM is David Dunn who serves as the Firm’s President.

B. Types of Advisory Services Offered

KWM generally requires a minimum \$5,000,000 of total assets as a condition for beginning a client relationship or managing a client’s assets. In certain circumstances, account minimums may be negotiable based upon prior relationships as well as related account holdings at the Firm’s sole discretion.

KWM will emphasize continuous personal client contact and interaction in providing discretionary investment management services. Further, KWM will work with its clients to identify their investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement their clients’ goals and objectives. KWM may create a portfolio, consisting of traditional asset classes of fixed income and domestic equities, exchange traded funds (“ETFs”), mutual funds, options or other securities. Cash represents either money market funds or cash equivalents.

Investment strategies may include long term, short-term, trading, and option writing strategies. Each portfolio will be initially designed to meet particular investment goals. KWM will determine a portfolio that is suitable to the client’s goals, objectives, circumstances, and risk tolerance. Once the appropriate portfolio has been determined, KWM will manage the client’s portfolio in accordance with the client’s investment goals and objectives. The client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. KWM’s strategy, generally, will be to seek to meet client investment objectives while providing clients with access to personal advisory services on at least an annual basis, or more often, depending upon prior agreement. KWM will not assume any responsibility for the accuracy of the information provided by the client. KWM is not obligated to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Under all circumstances, clients are responsible for promptly notifying KWM in writing of any material changes to the client’s financial situation, investment objectives, time horizon, or risk tolerance.

In addition, KWM currently provides investment management service on a discretionary basis to a privately offered pooled investment vehicle (“Fund”). Clients that invest in the Fund would not be charged an advisory fee in addition to the management fee and incentive allocation. Certain other statutory restrictions apply to investments in the 3(c)(1) Hedge Fund, including the requirements that the Hedge Fund’s outstanding securities must be owned exclusively by “accredited investor” and must not be offered publicly.

Prospective investors are provided with a Confidential Private Placement Memorandum (“the Offering Memorandum”) and other documentation that details the investment objectives, risks, fees, and other important information about the Fund. It is important that each potential qualified investor fully read the Private Fund’s offering materials prior to investing.

Financial Planning and Consulting Services

KWM will typically provide a variety of financial planning services, pursuant to a written agreement, to individuals, families and other clients regarding the management of their financial resources based upon an analysis of a client’s current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client’s financial goals and objectives. This planning or consulting may encompass one or more of the following areas: investment planning, retirement planning, estate planning, charitable planning, education planning, and business planning. Fees for this service are discussed under Item 5. As part of this service, KWM offers concierge services such as bill paying pursuant to a written agreement.

C. Advisory Agreements

Prior to engaging KWM to provide investment advisory services, the client will be required to enter into one or more written agreements with KWM setting forth the terms and conditions under which KWM shall render its services (collectively the “Agreement”).

In accordance with Rule 204-3 under the Investment Advisers Act of 1940, as amended (“Advisers Act”), KWM will provide a brochure and one or more brochure supplements to each client or prospective client prior to or contemporaneously with the execution of an investment advisory agreement.

The Agreement between KWM and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. KWM’s annual fee shall be prorated through the date of termination as defined in the Agreement and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner. Thereafter, the Agreement between KWM and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement.

Neither KWM nor the client may assign the Agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of KWM shall not be considered an assignment.

D. Assets Under Management

KWM is newly registered with the SEC, and as of December 31, 2012, the following represents the amount of client assets under management by KWM:

Type of Account	Assets Under Management ("AUM")
Discretionary	\$107,406,206
Non-Discretionary	\$ 3,905,230
Total:	\$111,311,436

ITEM 5: FEES AND COMPENSATION

A. Advisory Fees

KWM charges fees based on a percentage of assets under management. The fee charged by KWM for its advisory services will be set forth in each client's written agreement with KWM. Although KWM believes its advisory fees are competitive, clients should be aware that lower fees for comparable services may be available from other sources.

Assets Under Management	Annual Advisory Fee
Up to \$5,000,000	1.00 %
>\$5,000,000 to < \$25,000,000	0.75 %
>\$25,000,000	0.65 %

Asset Management Fees

The fee for investment management will be payable quarterly in advance. The first payment is due upon execution of the Agreement, and will be assessed pro-rata and payable during the subsequent quarter in the event the Agreement is executed other than the first day of the new calendar quarter. Fees will be automatically deducted from the account. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee. Lower fees for comparable services may be available from other sources. These fees may be negotiated by KWM under certain circumstances, and at the sole discretion of KWM.

Other Fees and Expenses

In addition to KWM's annual investment management fee, the Client may also incur certain charges imposed by unaffiliated third parties. Such charges include, but are not limited to, custodial fees, brokerage commissions, transaction fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund purchased for the account which shall be disclosed in

the fund's prospectus (i.e., fund management fees and other fund expenses), wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

Either party may terminate the agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing KWM's investment advisory agreement. After five (5) business days, clients will receive pro-rata refunds, which take into account work completed by KPW on behalf of the client. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

Financial Planning and Consulting Services

KWM will charge a negotiable fixed fee ranging from \$1,500 to \$10,000 for a financial plan, the total of which is dependent upon the level and scope of these services. One half of the total estimated fixed and hourly fees are due and payable at the time the client's agreement is executed, the remainder of the fees are due upon presentation of a plan or the rendering of consulting services. Financial plans will be presented to the clients within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided by the clients.

Either party may terminate the agreement at any time by providing written notice to the other party within five (5) days of signing KWM's financial planning agreement. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

Private Fund Fees

Fee: 0.75% of assets per annum paid quarterly in advance based on the value of each Limited Partner's Capital Account balance as of the beginning of each calendar quarter.

B. Other Fees and Expenses

In certain circumstances, advisory fees and account minimums may be negotiable based upon prior relationships as well as related account holdings. The fees charged are calculated as described above and are not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

All fees paid to KWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. Such fees will generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund directly, without the services of KWM. In that case, the client would not receive the services provided by KWM which are designed, among other things,

to assist the client in determining which mutual fund or funds are most appropriate to the client's financial condition, goals, and objectives. Accordingly, the clients should review both the fees charged by the funds and the fees charged by KWM to fully understand the total amount of fees to be paid by the clients and to thereby evaluate the advisory services being provided.

Advice offered by KWM may involve investments in money market funds. Clients are hereby advised that all fees paid to KWM for investment advisory services are separate and distinct from the fees and expenses charged by money market funds (described in each fund's prospectus) to their shareholders. These fees may include, but are not limited to, a management fee, upfront sales charges, and other fund expenses. Further, there may be transaction charges involved with purchasing or selling of securities. KWM does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by money market funds, KWM, and others to fully understand the total amount of fees to be paid by the client.

Upon client's written authorization, fees will be automatically deducted from the account. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee.

Third-Party Investment Advisers

KWM may select, with clients' consent, other third-party investment managers that KWM will monitor on the clients' behalf. When KWM does so, the client pays a maximum fee of 1.00% of assets under management to KWM.

In order to assist the client in the selection of a third-party investment manager, KWM will typically gather information from the clients about their financial situation, investment objectives, and reasonable restrictions imposed on the management of the account. KWM will not offer advice on any specific securities or other investments in connection with this service.

KWM will periodically review reports provided to the client. The Investment Adviser Representatives of KWM will contact the client periodically, as agreed, in order to review the client's financial situation and objectives; communicate information to the third-party manager as warranted and assist the clients in understanding and evaluating the services provided by the Third Party Advisory Service. Clients will be expected to notify KWM of any changes in their financial situation, investment objectives, or account restrictions. Clients may also contact directly the Third Party Advisor managing the account or sponsoring the program.

KWM makes every reasonable attempt to ensure that any investment advisers that the firm selects or recommends to clients are properly licensed or exempt from registration.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

KWM does not charge performance-based fees (*i.e.*, fees calculated based on a share of capital gains on or capital appreciation of the client's assets or any portion of the client's assets). Consequently, we do not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under

management). As described above, we provide our services for an advisory fee that is based upon a percentage of a client's assets under management, which is in accordance with state and federal requirements.

ITEM 7: TYPES OF CLIENTS

A. Description

KWM provides fully discretionary investment advisory services for a variety of clients, including individuals, corporations, charitable organization, trusts, and estates.

B. Conditions for Managing Accounts

KWM will emphasize continuous personal client contact and interaction in providing discretionary investment supervisory services. Further, KWM will work with its clients to identify their investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement their clients' goals and objectives. KWM may create a portfolio, consisting of individual stocks, bonds, or other securities.

Investment strategies may include long term, short-term, trading, and option writing strategies. Each portfolio will be initially designed to meet particular investment goals. KWM will determine that the portfolio is suitable to the client's goals, objectives, circumstances, and risk tolerance. Once the appropriate portfolio has been determined, KWM will manage the client's portfolio in accordance with the particular client's investment goals and objectives. Each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. KWM's strategy, generally, will be to seek to meet client investment objectives while providing clients with access to personal advisory services on at least an annual basis, or more often, depending upon prior agreement.

The minimum initial investment for the Kingsbridge PWM Partners Fund, LP is generally two hundred and fifty thousand dollars (\$250,000), although KWM may vary or waive the minimum investment in its sole discretion. Moreover, KWM reserves the right accept or reject any investment in its sole discretion. An investment in the Fund is available only to a limited number of sophisticated investors who generally meet the definition of "accredited investor" under Regulation D of the Securities Act.

Prior to being admitted as a limited partner of the Fund, prospective investors will be required to complete an Investor Questionnaire, calling for detailed information about the prospective investor's financial qualifications, sophistication, and experience sufficient to determine the prospective investor's eligibility to become a limited partner of the Fund. Additionally, pre-qualified investors will receive a copy of the confidential Offering Memorandum and all subscribers are required to execute a Subscription Agreement containing certain representations and warranties and setting forth the terms and conditions of an investment in the Fund, including the adoption of the Fund's Limited Partnership Agreement.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis

KWM utilizes various methods of analysis in formulating its investment management decisions. KWM employs a defined process for gaining exposure to desired asset classes and sub-asset classes. KWM may employ an algorithm for creating a portfolio to track a specific index and will monitor the portfolio, no less than quarterly, for tracking error to that index. KWM will also monitor the portfolio for tax basis and endeavor to manage assets in a tax efficient manner for taxable accounts. KWM may also index exposure to desired asset classes or sub-asset classes by using Exchange Traded Funds. The Exchange traded funds used will be monitored for tracking error to the index, liquidity, and cost no less than quarterly. KWM may also implement fixed income allocations by investing in individual bonds. Each bond will be evaluated for credit rating, coupon, maturity, and call features as well as the individual bonds contribution to a diversified portfolio of bonds.

B. Investment Strategies

KWM follows a general systematic investment strategy using the following steps:

- Based on a client's investment objectives and risk tolerance, KWM will determine a suitable allocation between fixed income investments, equities, cash equivalents and alternative investments. This allocation should not change unless the client's investment objectives or risk tolerance changes.
- For each client account, KWM will determine strategic asset allocation targets for each asset class utilized in a client's account. This will partly be based on the client's investment objectives, risk tolerance, and cash flow needs, but will also be based on KWM's analysis of the long term risk/return characteristics of each asset class. We will not begin constructing a client's account portfolio until the client approves the asset class allocation model.
- Once the asset class allocation model is approved by the client, we begin constructing the client's account portfolio in accordance with the model.

We prefer to index to specific asset classes because they participate in market returns and are lower cost and can be managed for lower taxation. We also consider after-tax returns for taxable accounts and if possible or suitable for a client we index with individual equities or exchange traded funds.

A further feature of KWM's investment strategy is our emphasis on broad global diversification and selecting asset classes which have a relatively low-correlation with each other.

C. Risk of Loss

Generally

Investing in securities involves a significant risk of loss. KWM's investment recommendations are subject to various market, currency, economic, political and business risks, and such investment decisions may not always be profitable. Clients should be aware that there may be a loss or depreciation to the value of the client's account, which clients should be prepared to bear. There can be no assurance that the client's investment objectives will be obtained and no inference to the contrary should be made. Clients are advised that they should only commit assets for management that can be invested for the long term, that volatility from investing can occur, and that all investing is subject to risk and consequently, the value of the client's account may at anytime be worth more or less than the amount invested.

Risks Involved in Particular Types of Investments

Stock Market Risk. The market value of stocks will generally fluctuate with market conditions. While stocks have historically outperformed other asset classes over the long term, they tend to fluctuate over the short term as a result of factors affecting the individual companies, industries or the securities market as a whole. Past performance of investments is no guarantee of future results.

Foreign Investing Risk. Investments in overseas markets also pose special risks, including currency fluctuation and political risks, and may be more volatile than that of a U.S. only investment. Such risks are generally intensified for investments in emerging markets.

Small and Mid-Cap Company Risk. Stocks of mid-capitalization companies often have greater price volatility, lower trading volume, and less liquidity than the stocks of larger, more established companies. Stocks of small-capitalization companies often experience greater price volatility than large- or mid-sized companies because small-cap companies are often newer or less established than larger companies and are likely to have more limited resources, products and markets. Securities of small-cap companies are often less liquid than securities of larger companies as a result of there being a smaller market for their securities.

Large-Cap Company Risk. Large-cap companies may be unable to respond quickly to new competitive challenges such as changes in technology, and also may not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion.

Growth Investing Risk. Prices of growth company securities may fall more than the overall equity markets due to changing economic, political or market conditions or disappointing growth company earnings results. Growth stocks also generally lack the dividends of some value stocks that can cushion stock prices in a falling market.

Risk Management

KWM takes a disciplined and multi-dimensional approach toward investment risk management. General risk controls applied toward portfolio construction include the following: diversification limits on individual position size and other factors, sector and industry weights, and cash; monitoring of portfolio holdings and maintenance of client investment policy guidelines and limitations.

KWM's risk management function also conducts in-depth analysis of overall portfolio risk within the allocation process to help maximize return within each client's account guidelines. A broad understanding of the sources of our risk has become a crucial element in the portfolio construction process.

Portfolios are reviewed for strategy and guideline compliance on an ongoing basis. Investment team members constantly discuss economic, industry, and company news that could affect portfolio holdings.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers such as KWM are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's prospective client's evaluation of KWM or the integrity of its management. KWM does not have any such legal or disciplinary events in its history and therefore has no information to disclose with respect to this Item.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

KWM serves as adviser to an affiliated Private Fund, Kingsbridge PWM Partners Fund, LP along with the sub-adviser, Performance Trust Investment Advisors.

KWM does recommend other unaffiliated investment managers, but does not have any related persons who are, or have applications pending to become, broker-dealers or registered representatives of a broker-dealer. Except as indicated above, KWM has no other affiliations or business interests.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Description of Code of Ethics

The Advisers Act imposes a fiduciary duty on all investment advisers to act in the best interest of its clients. Because KWM's investment professionals and associated persons may transact in the same securities for their personal accounts as they may buy or sell for client accounts (as described below), it is important to mitigate potential conflicts of interest. Accordingly, KWM

has adopted a Code of Ethics (“Code”) in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code establishes standards of conduct for KWM’s supervised persons and includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, conflicts of interest and confidentiality of client information. It is the expressed policy of KWM that persons employed by KWM must at all times comply with the following principles: (1) The Clients Come First (all persons shall scrupulously avoid serving their personal interests ahead of the Clients of KWM); (2) Avoid Taking Advantage (persons may not use their knowledge of open, executed, or pending portfolio transactions to profit by the market effect of such transactions); and (3) Comply With the Code of Ethics (doubtful situations should be resolved in favor of the Client).

The Code also requires that certain of KWM’s personnel (called “Access Persons”) report their personal securities holdings and transactions and prohibits Access Persons from investing in certain investments such as initial public offerings and secondary offerings. Unless specifically permitted in the Code, none of KWM’s Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of KWM’s clients.

The Code also requires supervised persons to report any violations of the Code promptly to the Firm’s Chief Compliance Officer (“CCO”). Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code during that year. Clients may receive a copy of KWM’s Code of Ethics by contacting the Chief Compliance Officer at (702) 947-5160.

B. Participation or Interest in Client Transactions

It is KWM’s policy not to enter into any principal transactions or agency cross transactions on behalf of client accounts. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any advisory client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

C. Personal Trading

It is KWM's policy that Access Persons will not trade in the same securities that is also recommends to clients. In the event a trade is requested by an Access Person, the only exception to this rule is on occasion an Access Person or the firm may be allowed to participate in a block trade where all trades are executed with the same average price to ensure the Access Person and firm does not receive a better price on the transaction or index replication.

ITEM 12: BROKERAGE PRACTICES

A. The Custodian and Brokers We Use

KWM may recommend/require that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a SEC registered broker-dealer, member FINRA/SIPC, to maintain custody of clients' assets and to effect trades for their accounts. KWM is independently owned and operated, and not affiliated with Schwab. The final decision to custody assets with Schwab is at the discretion of the Advisor's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. Schwab provides KWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

B. Your Brokerage and Custody Costs

KWM participates in the Schwab Advisor Services (formerly called Schwab Institutional) program offered to independent investment advisers by Schwab.

For KWM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

C. Products and Services Available to Us from Schwab

Schwab also makes available to KWM other products and services that benefit KWM but may not benefit its clients' accounts. These benefits may include national, regional or KWM specific educational events organized and/or sponsored by Schwab Institutional. Other potential benefits may include occasional business entertainment of personnel of KWM by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities.

Other of these products and services assist KWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of KWM's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of KWM's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to KWM other services intended to help KWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to KWM by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to KWM. While, as a fiduciary, KWM endeavors to act in its clients' best interests, KWM's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to KWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Best Execution

It is the policy and practice of KWM to strive for the best price and execution that are competitive in relation to the value of the transaction ("best execution"). In order to achieve best execution, KWM will use its best judgment to choose the broker-dealer most capable of providing the brokerage services necessary to obtain the best overall qualitative execution. Although KWM will strive to achieve the best execution possible for client securities transactions, this does not require it to solicit competitive bids and KWM does not have an obligation to seek the lowest available commission cost. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while KWM will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions. KWM is not required to negotiate "execution only" commission rates, thus the client may be deemed to be paying for research and related services (*i.e.*, "soft dollars") provided by the broker which are included in the commission rate.

To ensure that brokerage firms recommended by KWM are conducting overall best qualitative execution, KWM will periodically (and no less often than annually) evaluate the trading process and brokers utilized. KWM's evaluation will consider the full range of brokerage services offered by the brokers, which may include, but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and

settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

1. Research and Other Soft Dollar Benefits

KWM's general policy is to comply with the provisions of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") when entering into soft dollar arrangements. Section 28(e) recognizes the potential conflict of interest involved in this activity, but generally allows investment advisers to use client commissions to pay for certain research and brokerage products and services under certain circumstances without breaching their fiduciary duties to clients. For these purposes, "research" means services or products used to provide lawful and appropriate assistance to KWM in making investment decisions for its clients. "Brokerage" services and products are those used to effect securities transactions for KWM's clients or to assist in effecting those transactions.

Research and other products and services purchased with soft dollars will generally be used to service all of KWM's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio, as permitted by Section 28(e). In other words, there may be certain client accounts that benefit from the research services, which did not make the payment of commissions to the broker-dealer providing the services.

Brokerage services obtained with soft dollars may include, for example, quotation and communication equipment and services, other order management systems that provide trading software or provide connectivity to such software, trade analysis software, on-line pricing services, communication services relating to execution, clearing and settlement and message services used to transmit orders.

Research and related services furnished by brokers may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; recommendations as to specific securities; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; and discussions with research personnel, along with hardware, software, data bases and other technical and telecommunication services and equipment utilized in the investment management process. Research received by KWM under such soft dollar arrangements may include both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

There may be cases when KWM may receive both non-research (e.g. administrative or accounting services etc.) and research benefits from the services provided by broker-dealers. If and when this happens, KWM will make a good faith allocation between the non-research and research portion of the services received, and will pay "hard dollars" (*i.e.*, KWM will pay from their own monies) for the non-research portion. In making a good faith allocation between research services and non-research services, a conflict of interest may exist by reason of KWM's allocation of the costs of such services and benefits between those that primarily benefit KWM and those that primarily benefit clients. KWM strives to always put the client's interests first.

As stated above, KWM may recommend that clients establish brokerage accounts with Schwab to maintain custody of clients' assets and to effect trades for their accounts. Schwab is a SEC-registered broker-dealers and members FINRA/SIPC. While there is no direct link between the investment advice given to clients and KWM's recommendation to use the custodial or brokerage services of Schwab, certain benefits are received by KWM due to this arrangement.

Trade Aggregation and Allocation

Transactions for each client will be effected independently, unless KWM decides to purchase or sell the same securities for several clients at approximately the same time. KWM performs investment management services for various clients, some of which may have similar investment objectives. KWM may aggregate sale and purchase orders with other client accounts and proprietary (employee) accounts that have similar orders being made at the same time, if in KWM's judgment such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. Such benefits may include better transaction prices and lower trade execution costs. KWM may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among KWM's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. If all aggregate orders do not fill at the same price, transactions will generally be averaged as to price and allocated among participating accounts pro rata to the purchase and sale orders placed for each participating account on any given day. If such orders cannot be fully executed under prevailing market conditions, KWM may allocate the securities traded among participating accounts and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, the investment objectives of the accounts, and liquidity of the security.

ITEM 13: REVIEW OF ACCOUNTS

A. Review of Accounts

All accounts are reviewed at least quarterly by the Portfolio Manager assigned to the client's account. The review is conducted to ensure that the mandates outlined in the Investor Profile are followed. Furthermore, accounts will be reviewed in the following circumstances:

- When KWM'S investment strategy changes;
- When a client's investment objectives or risk tolerance changes; and/or
- When there is a significant cash flow into or out of an account.

Other Reviews and Triggering Factors

In addition to the periodic reviews described above, reviews may be triggered by changes in an account holder's personal, tax or financial status. Other events that may trigger a review of an account are material changes in market conditions as well as macroeconomic and company-specific events. Clients are encouraged to notify KWM and its advisory representatives of any

changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

B. Reports to Clients

KWM provides clients with monthly reports, which provide account performance information and quarterly reports that detail the deduction of the advisory fee.

The custodian sends written monthly statements showing values of all securities held in the account over the covered period and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived. Clients are urged to compare the statements received from KWM to those received from the account custodian.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits Received

KWM generally recommends that client use Schwab as their custodian and broker of record. While there is no direct link between the investment advice given to a client and our recommendation to clients to use Schwab as their custodian, certain indirect economic benefits are received by us due to this arrangement. These benefits include: a dedicated trading desk, an account services manager dedicated to our clients' accounts, access to a real time order matching system, ability to "block" client trades, electronic download of trades, balances and positions in the custodian's portfolio management software, duplicate and batched client statements, confirmations and year-end summaries, the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements), and availability of their proprietary research. These products and services provide lawful and appropriate assistance to KWM in the performance of our investment decision-making responsibilities.

While KWM and our associated persons endeavor at all times to put the interest of the clients first, as part of our fiduciary duty, clients should be aware that receipt of additional compensation itself creates a potential conflict of interest. To help ensure that clients are receiving best execution and to address the conflict of interest surrounding this arrangement, we perform periodic reviews of the quality of execution and services provided by Schwab.

KWM (previously Kingsbridge Companies), entered into a \$400,00 loan with one of its family office clients, at the inception of its business, whereby the parties agreed to a fully amortized 72-month promissory note, with a 5% interest rate, payable by 10/01/2018, with no pre-payment penalty. This presents a conflict of interest that clients should be aware of. It is KWM's intent not to enter into any similar arrangements with its clientele in the years to come.

B. Compensation for Client Referrals

KWM or any of its' related person do not have any arrangement, oral or in writing, where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients or directly.

KWM or any of its' related person do not have any arrangement, oral or in writing, where it directly or indirectly compensates any person for client referrals.

ITEM 15: CUSTODY

Under Rule 206(4)-2 (the "Custody Rule"), KWM will be deemed to have custody of client funds or securities by reason of the fact that KWM has authority to debit its fees directly from the client's account and due to their bill pay service. KWM does not physically possess client funds or securities. Custody of client assets will be maintained with an independent qualified custodian, except for certain privately offered securities (such as interests in a limited partnership or other pooled investment vehicle subject to annual audit), in which case ownership thereof is recorded only on the books of the issuer..

Having custody presents a conflict which KWM has addressed by having an outside surprise audit along with filing the requisite forms with the SEC, having an independent custodian and limiting access to the check books.

KWM may only implement its investment management recommendations after the client has arranged for and furnished KWM with all information and authorization regarding accounts with appropriate financial institutions to act as custodian. In most cases, a client's broker-dealer also may act as the custodian of the client's assets for little or no extra cost. Clients should thoroughly consider, however, the differences between having their assets custodied at a broker-dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, client reporting and technology.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains client's assets. Clients are urged to carefully review all custodial statements and compare them to the statements provided by KWM. KWM's statements may vary from custodial statements due to accounting procedures, reporting dates, or valuation methodologies of certain securities.

ITEM 16: INVESTMENT DISCRETION

Generally, all asset management services are performed on discretionary basis. In exercising its discretionary authority, KWM will normally determine: (1) the type of securities to be bought and sold, (2) the dollar amounts of the securities to be bought and sold, (3) whether a client's transaction should be combined with those of other clients and traded as a "block," and (4) the negotiated commission rates and/or transactions costs paid to effect the transactions, without first obtaining client's permission for each transaction. Such discretion is to be exercised in a manner

consistent with each client's stated investment objectives, risk tolerance, and time horizon. In addition, KWM's authority to trade securities may be limited in certain circumstances by applicable legal and regulatory requirements. Clients are permitted to impose reasonable limitations on KWM's discretionary authority, including restrictions on investing in certain securities or types of securities. All such limitations, restrictions, and investment guidelines must be provided to KWM in writing.

By signing KWM's Investment Management Agreement, clients authorize KWM to exercise full discretionary authority with respect to all investment transactions involving the client's account. The Investment Management Agreement grants KWM full discretion and sole authority to invest and reinvest all assets of the client's account in those securities, cash and/or other financial instruments in accordance with the client's stated investment guidelines and objectives and in accordance with KWM's investment strategy utilized for the account. KWM is authorized to enter into agreements and execute any documents required to effect transactions in the client's account and is further authorized to give instructions to third parties in furtherance of such authority.

Limited Power of Attorney

Clients authorize KWM to exercise full discretionary authority with respect to all investment transactions involving the client's account. Pursuant to such agreement, KWM is designated as the client's attorney-in-fact with discretionary authority to effect investment transactions in the client's account which authorizes KWM to give instructions to third parties in furtherance of such authority.

ITEM 17: VOTING CLIENT SECURITIES

KWM subscribes to the services of Broadridge Investor Communication Solutions, Inc. ("Broadridge") an unaffiliated third party proxy vendor to vote proxies on behalf of its client accounts. Broadridge assists KWM with executing proxies issued by any and all corporate issuers with respect to any and all of the securities of any corporate issuer beneficially owned by clients of KWM.

In the event KWM provides investment advisory services for plans governed by ERISA, we will direct Broadridge to vote proxies in accordance with their guidelines unless outlined otherwise in the plan's governing documents and subject to the fiduciary responsibility standards of ERISA.

If KWM becomes aware of any type of potential or actual conflict of interest relating to a proxy proposal, they will promptly report such conflict to the Chief Compliance Officer and President. Conflicts will be handled in a number of ways depending on the type and materiality. The method selected by us will depend upon the facts and circumstances of each situation and the requirements of applicable laws and will always be handled in the Client(s) best interest.

A complete copy of KWM's current Proxy Voting Policies & Procedures is available upon request. Clients may obtain information on how their proxies were voted by contacting us at the

principal office and place of business indicated on the cover page of this form. Clients should include in their request, their name, and the account and security for which they are making the request.

ITEM 18: FINANCIAL INFORMATION

KWM does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. KWM does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients, and has not been the subject of a bankruptcy proceeding.