



Sunbridge Management Inc.

8899 Main Street

WWW.Sunbridge.biz

March 29,2012

This Brochure provides information about the qualifications and business practices of Sunbridge Management Inc.. If you have any questions about the contents of this Brochure, please contact us at 716 626-0307. 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.

Sunbridge Management Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Sunbridge Management Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.



Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 29, 2012 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item # 2 will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Sunbridge Management, Inc. by phone at 716 626-0307 or going to our website www.Sunbridge.biz . Our brochure is available free of charge.

Additional information about Sunbridge Management is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Sunbridge Management Inc. who are registered, or are required to be registered, as investment adviser representatives (IAR) of Sunbridge Management



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Brochure Supplement(s)



Item 4 – Advisory Business

Sunbridge Management, Inc is a Registered Investment Advisory firm providing individual investment planning services to a variety of clients. The owner, Gerald R. Dewes, Born January 17, 1959 is the Sole Owner and Chairman of - Sunbridge Management, Inc.

Gerald Dewes completed a BS - Computer Science, from the State University of New York-Oswego.

Gerald Dewes started as President/RIA-Investor Advisement Services, 1997 - 07/06

Subsequently changing the name to President/RIA-Sunbridge Management Inc., 07/06 – present

We offer investment management services for clients who wish to utilize our individualized services. Each investment model or service provides continuous investment advice based on client objectives, needs, risk tolerance, and style of desired management. Each Model or service may incorporate various security products. We will design an investment portfolio specifically for client based on the style of management you select. A client may chose to complete a client questionnaire. We may also substitute a "Profiles" document in lieu of the "client questionnaire". "Profiles" is a 3rd party software program which provides for client data acquisition, and generation of comprehensive financial plan. The Client Profile will help to clarify client financial objectives and goals, establish your tolerance to risk, and identify clients' desired style of management. The Client Profile or client questionnaire is used by our firm as the primary reference assessing and discussing clients needs and objectives. You may also indicate any special instructions or limits that you wish us to follow in managing your assets. Based on our analysis of your Client Profile, we will provide to you an initial asset allocation for your portfolio. The specific selections within the mutual funds, variable annuities, exchange traded funds, stocks bonds or other securities represent asset classes suited to your individual risk tolerance, goals, and management style. The percentages allocated to each asset class and/or individual investment selections may vary due to the nature of asset performance and/or the investment management service selected.

To help us provide accurate and timely management and reporting of your invested assets, it will be required that you establish an account with a designated custodian, including Pershing-LLC, or Charles Schwab Institutional. However, assets may be held at a number of other qualified custodians such as , a mutual fund company, a variable annuity insurance company, or an independent custodian selected by you. Your custodian maintains the underlying records for the assets held in your account. **We will not serve as the custodian for your managed assets.** Sunbridge Management Inc. will manage and recommend investments and investment strategy's utilizing various investment research services, investment recommendation services, Investment ranking and scoring services, Institutional Advisory services, Market analysis services, and Investment research services provided by third parties; therefore, a portion of the advisory fee paid by you to us may be used to compensate these third party providers of data, services and advice.



As of March 31 2012 Sunbridge Management Inc. Managed approximately 28.6 Million dollars on a discretionary basis. This figure was reported by Morningstar Research. We do not “manage” money on a non-discretionary basis. This amount was calculated using Morningstar research Co. Data reporting program listing All Charles Schwab discretionary accounts held at Schwab and managed by SMI.



Item 5 – Fees and Compensation

Sunbridge Management, Inc offers 2 basic fee arrangements for clients' accounts.

A. Basic Asset Management Fee Schedule:

- 1. \$0 - \$ 99,999 1.75% per annum*
- 2. \$100,000 - \$199,999 1.50% per annum*
- 3. \$200,000 - \$499,999 1.40% per annum*
- 4. \$500,000 - \$999,999 1.25% per annum*
- 5. \$1,000,000 - \$3,999,999 1.10% per annum*
- 6. \$ 4,000,000 - 10,000,000 1.00% Per annum*

B. The Basic Planning Fee Schedule:

- 1. Basic Financial Plan – \$1000.00*
- 2. Comprehensive Financial Plan and/or other Planning Services*
 - a. Hourly Rate: \$125.00 per hour or*
 - b. Agreed Fee.*

Out-of-Town: Client agrees to pay travel expenses (mileage, airfare, car rental, hotel accommodations) to and from Williamsville, New York.

All fees are due upon completion of the plan or service.

Client or Advisor may terminate relationship in writing at any time. Client is entitled to a full refund for all unearned services starting five days from written notification.

All fees are subject to negotiation.

The specific manner in which fees are charged by Sunbridge Management is established in a client's written agreement with Sunbridge Management generally referred to as the "engagement letter". Sunbridge



Management will generally bill its fees on a Monthly or quarterly basis. Clients are billed in arrears each calendar month or quarter. Clients will authorize S.M.I. to directly debit fees from client accounts. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar month or quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar month or quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. *A customer/client may negotiate a custom fee arrangement with Sunbridge Management, Inc..*

S.M.I.'s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot, equity commissions, differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, 12-b1 fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to S.M.I.'s fee, and S.M.I. shall not receive any portion of these commissions, fees, and costs. Sunbridge Management will almost exclusively utilize "no-load" or "load waived" funds in client portfolios. We do not accept mutual fund commissions or payments from mutual fund company's for positions held by advisory clients. *Supervised persons at Sunbridge Management, Inc. may* accepts compensation in the form of a commission for the sale of securities or other investment products, outside of an advisory account, for an advisory client. This could be a conflict of interest as a commission could provide an incentive to recommend investment products based on the compensation received, rather than on a *client's* needs. Our culture dictates that all recommendations are based on client benefit. We generally address this conflicts by disclosing that a commission will be paid. We also disclose in writing (in our engagement letter) that we will disclose the commissions. We will disclose during presentation and make note of description in products prospectus. Because of our B/D relationship clients may purchase products at only "approved" brokerages. We may not manage client assets at Brokerages/custodians not approved by our B/D. We require written permission from our B/D in the form of a "3040" letter for all accounts opened.

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

S.M.I. does not charge or accept any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).



Item 7 – Types of Clients

S.M.I. provides portfolio management services to individuals, high net worth individuals, Corporations, other businesses and benefit trusts.

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

INVESTMENT MANAGEMENT SERVICES.

We offer the Individualized investment management services. Our services may be periodically updated, modified, discontinued or added to as, as we deem necessary. Our Individualized Account Management programs are designed and managed using primarily but not limited to investments in ETF, Bond, Equity, Investment company (mutual fund) companies, Variable products, and registered LP. In all cases remember Investing in securities involves risk of loss that clients should be prepared to bear. The specific selections within the mutual funds, variable annuities, exchange traded funds, stocks bonds or other securities represent asset classes suited to your individual risk tolerance, goals, and management style. The percentages allocated to each asset class and/or individual investment selections may vary due to the nature of asset performance and/or the investment management service selected.

Sunbridge Management, Inc. offers clients individual portfolios, each targeting a different level of downside risk and potential reward. Client portfolios are typically managed without consideration for tax impact. Our portfolios include foreign as well as U.S. Stock funds. Each clients Model or service may incorporate various security products including but not limited to: registered investment companies ("mutual funds"), variable annuities, exchange traded funds, Stocks, bonds, CD's and/or other securities. We will design an investment portfolio specifically for client based on our understanding of style of management you select. A client may chose to complete a client questionnaire. We may also substitute a "Profiles" document in lieu of the "client questionnaire". " The Client Profile will help to clarify client financial objectives and goals, establish your tolerance to risk, and identify clients' desired style of management. The Client Profile or client questionnaire is used by our firm as a reference for understanding client needs, objectives, and risk tolerance. You may also indicate any special instructions or limits that you wish us to follow in managing your assets. Based on our analysis of your Client Profile, we will provide to you an initial asset allocation for your portfolio. The specific selections within the mutual funds, variable annuities, exchange traded funds, stocks bonds or other securities represent asset classes suited to your individual risk tolerance, goals, and management style. The percentages allocated to each asset class and/or individual investment selections may vary due to the nature of asset performance and/or the investment management service selected. We also offer portfolios which are primarily composed of equity's. We utilize a number of third party research services to provide us with



guidance in equity selection. We will typically distribute a portfolio in such a way that no individual equity selection will make up a substantial component of overall portfolio in order to maintain diversification. We tend to hold equity's for a longer term period unless specific events cause us to act.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of S.M.I. or the integrity of S.M.I.'s management.

S.M.I. has no information applicable to this Item.



Item 10 – Other Financial Industry Activities and Affiliations

Advisor representatives of RIA can offer Insurances, and variable investment products on a registered representative platform. All registered representative platform sales are made through Lincoln Financial Securities Corporation.

Item 11 – Code of Ethics

All related persons may on a regular basis trade or invest for there personal accounts in the same securities we may recommend buying or selling. These trading activities are guided by the code of ethics document. You may request a copy of our code of ethics at any time or you may find it at www.sunbridge.biz

S.M.I. has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at S.M.I. must acknowledge the terms of the Code of Ethics annually, or as amended.

S.M.I. anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which S.M.I. has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which S.M.I., its affiliates and/or clients, directly or indirectly, have a position of interest. S.M.I.'s employees and persons associated with S.M.I. are required to follow S.M.I.'s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of S.M.I. and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for S.M.I.'s clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of S.M.I. will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of S.M.I.'s clients. In addition, the Code trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between S.M.I. and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with S.M.I.'s obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. S.M.I. will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the



entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

You may request a copy of our code of ethics at any time or you may find it at www.sunbridge.biz

It is S.M.I.'s policy that the firm will not affect any principal or agency cross securities transactions for client accounts. S.M.I. will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

Broker or Custodian selection is based on price competitiveness, quality of execution and service as it relates to the need of our clients. In addition having a relationship with a B/D, Lincoln financial limits our use of B/D's to those that have been approved by the due diligence process of the Broker Dealer.

There is no proportional allocation of benefits provided to clients for transactions/activity in a brokerage account. Benefits such as research are provided to clients and advisory firm on an equal basis regardless of account size, activity etc...

Securities are selected from universe of stocks and investments which are maintained and monitored ongoing and further determined to be suitable for client based on risk/reward profiles, and client analysis.

Amount of securities are determined by advisor. Factors considered but not limited to resources, account size, previously determined asset allocation mix. Sunbridge Management, Inc. has not acquired any products and services as a result of *client* brokerage commissions, markups or markdowns, within your last fiscal year.



Item 13 – Review of Accounts

Reviews are ongoing, and scheduled on a quarterly basis at client account level. Reviews are ongoing at the Investment universe level. Triggering factors include but are not limited to news, volume, price, manager change, performance, and risk factors/characteristics.

Reviewers:

Gerald R. Dewes, Registered Investment Advisor The reviewer reviews client accounts daily. Investment Universe is monitored on an ongoing basis. Instructions provided include but not limited to Asset Allocation, re-allocation, risk/reward profiles, solicitation of customer input, response to client requests, review and analysis.

Richard Turner, IAR, and Compliance approvals principle. The reviewer will on a regular and random basis review accounts for suitability, and compliance adherence with regard to documentation and suitability. This is a perpetual activity.

Written Client reporting is provided by custodian on a monthly basis. In addition a comprehensive Written Morningstar or “OMNI” (allbridge) report can be generated and delivered to client on a quarterly basis or on demand as client requests.

Item 14 – Client Referrals and Other Compensation

Periodically we may receive economic benefit from entitys who are ‘not’ clients. These economic benefits primarily involve client update meetings or events, In which we may invite a product representative to provide updated product information, specs etc. for our shareholders. We address this through strict adherence to B/D submission requirements with regard to full disclosure and handling of cost reimbursements and approval of material presented.

We do not compensate individuals for client referrals.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, or other qualified custodian that holds and maintains client’s investment assets. S.M.I. urges you to carefully review such statements and



compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

S.M.I. usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, S.M.I. observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, SMI's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. Investment guidelines and restrictions set by client must be provided to SMI in writing.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, S.M.I. does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. S.M.I. may provide advice to clients regarding the clients' voting of proxies if solicited by client.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about S.M.I.'s financial condition. S.M.I. has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

