

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
Expires: February 28, 2011
Estimated average burden
Hours per response... 4.07

Name of Investment Adviser:

RockBridge Asset Management, LLC

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

9812 Millwood Rd.**Daphne****AL****36527****(251) 9903456**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV**Part II - Page 2**

Applicant:

RockBridge Asset Management, LLC

SEC File Number:

801-68736

Date:

04/23/2009**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input type="checkbox"/> | (1) | Provides investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | 80% |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 20% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | _____ % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | _____ % |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> | (8) | Provides a timing service | _____ % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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

FORM ADV**Part II - Page 3**

Applicant:

RockBridge Asset Management, LLC

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801- **68736**

Date:

04/23/2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|--|---|
| <input type="checkbox"/> A. Equity securities | <input type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (1) variable life insurance | |
| <input type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|--|---|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

FORM ADV**Part II - Page 4**

Applicant:

RockBridge Asset Management, LLC

SEC File Number:

801- **68736**

Date:

04/23/2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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

FORM ADV
Part II - Page 5

Applicant:

RockBridge Asset Management, LLC

SEC File Number:

801- **68736**

Date:

04/23/2009
9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Model portfolios are reviewed on an ongoing basis, generally weekly, by the investment adviser representative associated with the account. Reviews may be triggered by changing market conditions or world events.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients receive quarterly statements from their custodian detailing the activity in their accounts and beginning and ending values. The Adviser has also arranged for clients to receive quarterly performance reports from an outside entity, Bridge Portfolio.

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

Applicant:

RockBridge Asset Management, LLC

SEC File Number:

801-

Date:

04/23/2009

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. 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?

Yes No

☐ ☒

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Rockbridge Asset Management, LLC	801- 68736	04/23/2009

Item of Form (identify)	Answer
Part II, Page 2, Item 1. D.	<p>Advisory Services</p> <p>Rockbridge Asset Management, LLC ("Adviser"), is a Registered Investment Adviser in the state of Alabama. The Adviser offers financial planning and investment advisory services to its Clients ("Clients"). Such services are offered through its Investment Advisory Representatives ("Advisory Representatives").</p> <p>Financial Planning Services</p> <p>The Adviser, through its Advisory Representatives, will typically provide a variety of financial planning services, principally advisory in nature, regarding the management of their financial resources, based upon an analysis of client's needs. Generally, such financial planning services will involve preparing a financial program for a client based on the client's financial circumstances and objectives. This information normally would cover present and anticipated assets and liabilities including insurance, savings, investments and anticipated retirement or other employee benefits.</p> <p>The program developed for the clients will usually include general recommendations for a course of action or specific actions to be taken by the clients. For example, recommendations may be made that the clients obtain insurance or revise existing coverage, establish an individual retirement account, increase or decrease funds held in savings accounts or invest funds in securities. The Advisory Representatives may develop tax or estate plans for clients or refer clients to an accountant or attorney.</p> <p>The Advisory Representatives may also create a cash flow analysis or work with and advise the clients as to the rearrangement of cash flow in order to fund certain long term objectives such as buying a house, planning for college, retirement, etc. . .</p> <p>For Financial Planning services, the Adviser will charge the client a fee as agreed upon at the time of service. The fee may be charged on an hourly or fixed fee basis.</p> <p>Investment Supervision Services</p> <p>The Adviser will provide investment supervision services, in which it will provide advice to the client, based upon a client's profile. Such profile will be created through personal discussions in which goals and objectives based on a client's particular circumstances are established. Each account will be grouped into a model portfolio as determined using a questionnaire, provided the client does not elect to establish any special restrictions on the account.</p> <p>Model portfolios are managed utilizing Modern Portfolio Theory and are generally comprised of open ended mutual funds, generally index funds, or exchange traded funds though other investments may be utilized. Model portfolios are monitored at least weekly and are rebalanced at least annually. The Adviser will provide such advisory services on a discretionary and non-discretionary basis. Account management will be guided by the stated objectives of the clients as expressed on the client questionnaire. Clients will retain individual ownership of all securities. Clients who own mutual funds within the managed Account cannot claim ownership of the underlying investments of those mutual funds.</p> <p>The Adviser does not vote, or give any advice about how to vote, proxies for securities held in the Investment Account.</p>

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

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Rockbridge Asset Management, LLC

SEC File Number:

801- 68736

Date:

04/23/2009

Item of Form (identify)	Answer																
	<p>Information About Fees</p> <p>All fees paid to the Adviser for investment advisory services are separate and distinct from the fees and expenses charged by mutual 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 additional or deferred sales charge.</p> <p>A client could invest in a mutual fund directly, without the services of the Adviser. In that case, the client would not receive the services provided by the Adviser, which are designed, among other things, to assist the clients in determining which mutual fund or funds are most appropriate to the client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by the Adviser to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Should a client purchase the mutual fund directly, without the services of the Adviser, he or she would not pay advisory fees to the Adviser.</p> <p>Upon receiving Client's written authorization, fees will be automatically deducted from the account. Clients are provided a quarterly statement reflecting the deduction of the advisory fee.</p> <p>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.</p> <p>All Advisory fees are charged, in advance, at the start of each calendar quarter, based upon the account value of the assets in the portfolio as of the last business day of the prior quarter. The initial fee will be payable when the account is established, prorated for the first partial quarter, if applicable. Thereafter, the fee will be payable on the first day of each calendar quarter based on the asset value of the account as of the last business day of the prior quarter. Additional deposits to the account are subject to the same fee procedures. No fee adjustments will be made for partial withdrawals and account depreciation.</p> <p>The fee schedule for Investment Management services is:</p> <table border="0"><thead><tr><th>Asset Value</th><th>Annual Management Fee</th></tr></thead><tbody><tr><td>\$100,000 - \$249,999</td><td>1.60%</td></tr><tr><td>\$250,000 - \$499,999</td><td>1.40%</td></tr><tr><td>\$500,000 - \$999,999</td><td>1.25%</td></tr><tr><td>\$1,000,000 - \$1,999,999</td><td>1.10%</td></tr><tr><td>\$2,000,000 - \$4,999,999</td><td>0.90%</td></tr><tr><td>\$5,000,000 - \$9,999,999</td><td>0.80%</td></tr><tr><td>\$10,000,000 and above</td><td>Customized Fee</td></tr></tbody></table> <p>The fee schedule for Investment Management services for 401(k) plans is a flat 1% fee charged quarterly in arrears. This fee is negotiable.</p> <p>The Account may be subject to additional fees including but not limited to custodial fees and trading expenses. The Client is responsible for paying these fees.</p>	Asset Value	Annual Management Fee	\$100,000 - \$249,999	1.60%	\$250,000 - \$499,999	1.40%	\$500,000 - \$999,999	1.25%	\$1,000,000 - \$1,999,999	1.10%	\$2,000,000 - \$4,999,999	0.90%	\$5,000,000 - \$9,999,999	0.80%	\$10,000,000 and above	Customized Fee
Asset Value	Annual Management Fee																
\$100,000 - \$249,999	1.60%																
\$250,000 - \$499,999	1.40%																
\$500,000 - \$999,999	1.25%																
\$1,000,000 - \$1,999,999	1.10%																
\$2,000,000 - \$4,999,999	0.90%																
\$5,000,000 - \$9,999,999	0.80%																
\$10,000,000 and above	Customized Fee																

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Rockbridge Asset Management, LLC	801- 68736	04/23/2009

Item of Form (identify)	Answer
	<p>Engaging the Adviser</p> <p>All clients wishing to engage the Adviser for the provision of its investment supervisory and/or portfolio appraisal and reporting services, must, in addition to completing the Adviser's internal documents and Investment Advisory Agreement, complete a GunnAllen new account form. Please refer to the section concerning Other Business Activities for more information concerning this requirement.</p> <p>Upon completion of the aforementioned documents, together with the Advisory Representatives securing the relevant approvals, the Adviser will be considered engaged by the Clients. The term of engagement will either be one time or ongoing, as set forth in the Advisory Agreement. For ongoing agreements, clients will be responsible for ensuring that the Adviser has been timely informed of changes in investment objectives and risk tolerance.</p> <p>Clients can terminate, without penalty, the Adviser's Agreement within five business days. Thereafter, the client can serve written notice. Clients will then receive, where applicable, a prorated refund of any prepaid advisory fees. Such prorated refund will be based upon actual services and termination costs incurred up to and at the time of termination of the Adviser's services.</p> <p>Clients will have the opportunity to place reasonable restrictions on the types of investments that will be made on the client's behalf. Clients will retain individual ownership of all securities. Clients who own mutual funds within the managed Accounts cannot claim ownership of the underlying investments within those mutual funds.</p>
Part II, Page 3, Item 5.	<p>Education and Business Standards</p> <p>The Adviser requires that individuals involved in performing Investment Advisory functions have achieved a college degree or have equivalent work experience. Advisory Representatives in their capacity as GunnAllen Registered Representative are required to pass appropriate securities examination(s) and must participate in general compliance courses and training conducted by GunnAllen in its capacity as their broker-dealer.</p>
Part II, Page 3, Item 6.	<p>Education and Business Background</p> <p>The following information is provided for the Adviser's principal executive officers:</p> <p>Mark L. Baggerly, Owner/Financial Advisor June 12, 1963 BS, General Engineering, The United States Air Force Academy, 1986 Masters In Engineering Administration, The George Washington University, 1990 Fall 1997 to March 2001, Financial Advisor, Merrill Lynch March 2001 to Present, Owner/Financial Advisor (CapTrust Financial Advisors of the Gulf Coast, Inc.)</p> <p>Damian M. Bell, Owner/Financial Advisor August 12, 1954 BA, History, Tulane University, 1976 1995 to March 2001, Financial Advisor, Merrill Lynch March 2001 to Present, Owner/Financial Advisor (CapTrust Financial Advisors of the Gulf Coast, Inc.)</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Rockbridge Asset Management, LLC	801- 68736	04/23/2009

Item of Form (identify)	Answer
Part II, Page 4, Items 7. C. and 8 C (1) and (3)	<p>Other Business Activities and Other Financial Industry Activities or Affiliations</p> <p>The Adviser's Advisory Representatives are Registered Representatives of GunnAllen and provide brokerage services to clients in that capacity. GunnAllen's principal business is as a full service general securities broker/dealer and investment adviser registered with the U.S. Securities and Exchange Commission, FINRA and various other regulatory bodies. The Adviser's Representatives currently devote 60% of their time to securities business.</p> <p>Privacy Statement</p> <p>The Adviser is committed to safeguarding the confidential information of its clients. The Adviser holds all personal information provided to the Firm in the strictest confidence. These records include all personal information that the Adviser collects from its clients or receives from other firms in connection with any of the financial services it provides. The Adviser also requires other firms with whom it deals to restrict the use of client information. The Adviser's Privacy Policy is available upon client's engagement of the Adviser's services or by prior request of the clients.</p>
Part II, Page 5, Items 9. B., D. and E.	<p>Participation or Interest in Client Transactions</p> <p>The Investment Adviser Representatives, in their capacity as licensed registered representatives of GunnAllen Financial, Inc., ("GunnAllen") a registered broker/dealer, are able to effect securities transactions for compensation. As Registered Representatives of GunnAllen, the Adviser's Advisory Representatives may recommend to clients the purchase or sale of investment products in which the Advisory Representatives and GunnAllen or a related entity may have some financial interest, including receipt of compensation. Certain mutual funds (and/or their related persons) may make 12b-1 fee payments to broker-dealers. Such payments may be distributed pursuant to a 12b-1 distribution plan or pursuant to another arrangement as compensation for distribution or administrative services and may be paid out of the fund's assets. GunnAllen and/or the Adviser's Advisory Representatives may receive such 12b-1 fees or other compensation to the extent permitted by applicable law.</p> <p>A fund that imposes a front end sales load but which waives that front-end sales load for purchases made on behalf of the client's account (a "front-end load" fund at net asset value) may bear 12b-1 distribution or service fees in excess of .25% of the Account's net assets invested in such fund (the minimum allowed for no-load funds). The 12b-1 fee deferred sales charges and other fee arrangements will be disclosed upon request of the clients and are typically described in the applicable fund's prospectus. Because of these compensation arrangements, a conflict of interest may exist in connection with the recommendation of particular mutual fund investments for a client's account.</p> <p>The Adviser or its Advisory Representatives may buy or sell securities identical to those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security (ies) which may also be recommended to the clients.</p> <p>It is the expressed policy of the Adviser that its Advisory Representatives may not purchase or sell any individual stock or bond prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such Advisory Representatives from benefiting from transactions placed on behalf of advisory accounts.</p> <p>As these situations represent a conflict of interest, the Adviser has established the following restrictions in order to ensure its fiduciary responsibilities:</p>

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

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Rockbridge Asset Management, LLC

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04/23/2009

Item of Form (identify)	Answer
	<ol style="list-style-type: none"> 1) A Director, Officer or Advisory Representatives shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her affiliation with the Adviser or GunnAllen, unless the information is also available to the investing public on reasonable inquiry. No person shall prefer his or her own interest to that of the advisory clients. (1) (2) 2) All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process. 3) The Adviser emphasizes the unrestricted right of the clients to decline to implement any advice rendered, except in situations where a Third Party Advisory Service is granted discretionary authority in the client's account. 4) The Adviser requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. 5) Any individual not in observance of the above may be subject to termination. <p>Additional Disclosures:</p> <ol style="list-style-type: none"> (1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of the Adviser's clients trade in sufficiently broad markets as to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with the Adviser's records in the manner set forth above. (2) Open-end mutual funds and/or the investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by Advisory Representatives are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by the Adviser's investment policies and procedures.
Part II, Page 5, Item 10.	<p>Conditions for Managing Accounts</p> <p>The Adviser has set forth requirements for a minimum account investment of \$100,000. This amount is negotiable at the discretion of the Adviser. The Adviser may only manage accounts at certain broker/dealers and thus the Client will have to open an Account at one of those broker/dealers in order for the Account to be managed.</p>
Part II, Page 6, Items 12 A. and B.	<p>Investment or Brokerage Discretion</p> <p>The Adviser does not have the authority to determine, without obtaining specific client's discretionary authority, securities to be bought or sold; the broker or dealer to be used; or the commission rates paid.</p> <p>However, as aforementioned, the Adviser's Advisory Representatives are also registered Representatives of GunnAllen. In order to meet its FINRA supervisory obligations, GunnAllen requires that investment advisory activities be conducted through GunnAllen's clearing relationship with Pershing or through Fidelity. As a result, the Adviser does not have the discretion to choose the broker/dealer or the commission rates to be paid. However, the Adviser reasonably believes that Pershing and Fidelity's blend of execution services, commission and transaction costs as well as professionalism will allow the Adviser to seek best execution and competitive prices. However, clients should be aware</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Rockbridge Asset Management, LLC	801- 68736	04/23/2009

Item of Form (identify)	Answer
	that best execution and lower commissions may not necessarily be achieved if recommended transactions are placed through the Adviser's Advisory Representatives, in their separate capacities as Registered Representative of GunnAllen.
Part II, Page 6, Item 13 B.	Additional Compensation The Adviser may enter into solicitor relationships with individuals ("Solicitors") who in turn offer our services to members of the public. Through these arrangements, we pay a cash referral fee to the Solicitor based upon a percentage of our advisory fee. The referral fee is paid pursuant to a written agreement and this information is disclosed to Clients prior to or at the time of entering into an investment advisory agreement.

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