

Uniform Application for Investment Adviser Registration

OMB APPROVAL

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Name of Investment Adviser:

Stonebridge Wealth Management, LLC

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone number:

6860 N. Dallas Parkway, Suite 200

Plano

TX

75024

(214) 618-4797

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, and D, 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 Stonebridge Wealth Management, LLC	SEC File Number 801-	Date 09/08/2008
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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 instructions below.)

Applicant:

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services	99 %
<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services	%
<input checked="" type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above	1 %
<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 type="checkbox"/>	(2)	Hourly charges	<input type="checkbox"/>	(5)	Commissions
<input 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 checked="" type="checkbox"/>	E.	Trusts, estates, or charitable organizations
<input type="checkbox"/>	B.	Banks or thrift institutions	<input checked="" 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).

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

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

SEC File Number
801-

Date
09/08/2008

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 type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input 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 advisor or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |

- ☐ (6) banking or thrift institution
- ☐ (12) entity that creates or packages limited partnerships

(For each checked in 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).

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
<input checked="" type="checkbox"/>	<input type="checkbox"/>

(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.

Please refer to Schedule F, Item 11.A.

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

Please refer to Schedule F, Item 11.B.

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

12. Investment or Brokerage Discretion.

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

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

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 product 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
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |

(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); 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
<input type="checkbox"/>	<input checked="" type="checkbox"/>

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:
Stonebridge Wealth Management, LLC

SEC File Number:

801-

Date:

09/08/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Stonebridge Wealth Management, LLC

IRS Empl. Ident. No.:

26-2513244Item of Form
(identify)

Answer

1.D

This brochure provides information about the qualifications and business practices of Stonebridge Wealth Management, LLC (hereinafter "SWM"). Please contact, Kelley Douglas, Managing Member, if you have any questions about the contents of this brochure. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any State securities authority.

Additional information about SWM is available on the Internet at http://www.adviserinfo.sec.gov/IAPD/Content/lapdMain/iapd_SiteMap.asp. You can search this site by a unique identifying number, known as a CRD number. The CRD number for SWM is 146775.

SERVICES AND FEES

SWM offers the following services to advisory clients.

INVESTMENT MANAGEMENT SERVICES

SWM manages investment portfolios for individuals, qualified retirement plans, trusts, charitable organizations, corporations and small businesses. SWM will work with a client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement. SWM uses investment and portfolio allocation software to evaluate alternative portfolio designs. SWM evaluates the client's existing investments with respect to the client's investment policy statement. SWM works with new clients to develop a plan to transition from the client's existing portfolio to the desired portfolio. SWM will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold review meetings with the client regarding the account as necessary.

SWM will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. SWM will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. SWM primarily recommends portfolios consisting of passively managed asset class and index mutual funds. SWM primarily recommends mutual funds offered by Dimensional Fund Advisors (DFA). DFA sponsored mutual funds follow a passive asset class investment philosophy with low holdings turnover. Consequently, the DFA fund fees are generally lower than fees and expenses charged by other types of funds. Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client specifically requests they be retained for a personal reason. SWM manages mutual fund and equity portfolios on a nondiscretionary and discretionary basis.

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

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Stonebridge Wealth Management, LLC

SEC File Number:

801-

Date:

09/08/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Stonebridge Wealth Management, LLC

IRS Empl. Ident. No.:

26-2513244Item of Form
(identify)

Answer

SWM may also recommend fixed income portfolios to investment management clients, which consist of managed accounts of individual bonds. SWM will request discretionary authority from investment management clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager. SWM will prepare a Fixed Income Investment Policy Statement for any client qualifying for separate fixed income portfolio services.

Pursuant to its discretionary authority, SWM will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client's Fixed Income Investment Policy Statement. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain SWM's consent prior to the sale of any client securities.

On an ongoing basis, SWM will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. SWM will periodically, and at least annually, review clients' investment policy, risk profile and to discuss the re-balancing of each client's accounts to the extent appropriate. SWM will provide to investment manager any updated client financial information or account restrictions necessary for investment manager to provide sub-advisory services.

In addition to managing the client's investment portfolio, SWM may consult with clients on various financial areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things.

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

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Stonebridge Wealth Management, LLC

SEC File Number:

801-

Date:

09/08/2008

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Stonebridge Wealth Management, LLC

IRS Empl. Ident. No.:

26-2513244Item of Form
(identify)

Answer

The annual fee for investment management services will be charged as a percentage of assets under management, according to the schedule below:

Assets Under Management	Annual Fee (%)
Up to \$999,999	1.00%
The Next \$1,000,000	0.90%
The Next \$1,000,000	0.80%
The Next \$1,000,000	0.70%
The Next \$1,000,000	0.60%
The Next \$5,000,000	0.50%
On amounts greater than \$10,000,000	0.40%

A minimum of \$500,000 of assets under management is generally required for Investment Management Services. Client accounts where the total balance of all accounts is less than \$500,000 will be accepted only on a case by case basis. Minimum account sizes may be negotiable under certain circumstances.

All accounts for members of the client's family (husband, wife and dependent children) or related businesses may be assessed fees based on the total balance of all accounts.

EMPLOYEE BENEFIT PLAN SERVICES

SWM also provides advisory services to participant-directed employee retirement benefit plans. SWM will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. SWM will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

SWM will recommend changes in the plan's investment vehicles as may be appropriate from time to time. SWM generally will review the plan's investment vehicles and investment policy as necessary.

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

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Stonebridge Wealth Management, LLC

SEC File Number:

801-

Date:

09/08/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Stonebridge Wealth Management, LLC

IRS Empl. Ident. No.:

26-2513244

Item of Form
(identify)

Answer

The annual fee for employee benefit retirement plan services will be charged as a percentage of assets within the plan. Typically, the annual fee will be 75 percent of the above quoted fees for investment management services.

GENERAL INFORMATION ON FEES AND SERVICES

SWM has contracted with BAM Advisor Services, LLC (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. SWM has also contracted with BAM for sub-advisory services with respect to clients' fixed income accounts. SWM pays a fee for BAM services based on management fees paid to SWM on accounts that use BAM Advisor Services. The fee paid by SWM to BAM consists of a portion of the fee paid by clients to SWM and varies based on the total client assets participating in BAM Advisor Services through SWM. These fees are not separately charged to advisory clients.

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable.

Clients will be invoiced in advance at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value) of the client's account at the end of the previous quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is incepted (date of first trade).

SWM will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to SWM or its designated service provider, BAM, to withdraw fees from the account. Clients will receive custodial statements showing the advisory fees debited from their account(s).

All fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

All fees paid to SWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their

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

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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Stonebridge Wealth Management, LLC

SEC File Number:

801-

Date:

09/08/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Stonebridge Wealth Management, LLC		IRS Empl. Ident. No.: 26-2513244
Item of Form (identify)	Answer	
	<p>shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in mutual funds directly, without the services of SWM. In that case, the client would not receive the services provided by SWM which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. DFA funds also may not be available to the client directly. Accordingly, the client should review both the fees charged by the funds and the fees charged by SWM to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p>Class Actions, Bankruptcies and Other Legal Proceedings: Clients should note that SWM will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct SWM to transmit copies of class action notices to the client or a third party. Upon such direction, SWM will make commercially reasonable efforts to forward such notices in a timely manner.</p> <p>Proxy Voting: As a matter of firm policy and practice, SWM does not accept the authority to and does not vote proxies on behalf of advisory client. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. SWM, however, may provide advice to clients regarding the clients' voting of proxies.</p>	
3.L	<u>TYPES OF INVESTMENTS</u>	
	Investment advice may also be offered on any investments held by a client at the start of the investment management relationship. Recommendations for new investments will typically be limited to those items checked under Item 3 of Form ADV, Part II.	
4.A(5), 4.B(8) & 4.C(7)	<u>SECURITIES ANALYSIS METHODS; SOURCES OF INFORMATION; INVESTMENT STRATEGIES</u>	
	SWM's security analysis is based on a number of factors including those derived from commercially available software technology, securities rating services, general market and financial information, due diligence reviews and specific investment analysis that clients may request.	

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

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Stonebridge Wealth Management, LLC

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801-

Date:

09/08/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Stonebridge Wealth Management, LLC	IRS Empl. Ident. No.: 26-2513244
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Item of Form (identify)	Answer
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SWM's main sources of information include BAM Advisor Services, commercially available investment services, financial newspapers, periodicals and issuer-prepared information. SWM receives investment recommendations, including model portfolios, from BAM that it may use to provide individualized advice to clients.

SWM's investment advice is based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. SWM's investment approach is firmly rooted in the belief that markets are efficient and that investor's returns are determined principally by asset allocation decisions, not by market timing or stock picking. SWM focuses on developing diversified portfolios, principally through the use of passively managed, asset class mutual funds that are available only to institutional investors and clients of a network of selected investment advisors.

EDUCATION AND BUSINESS STANDARDS

Advisory personal associated with SWM must possess, minimally, the following: A college degree and/or appropriate business experience and all required licenses.

6**EDUCATION AND BUSINESS BACKGROUND****KELLEY J. DOUGLAS**

BORN: 1962

EDUCATION:

Graduated from Abilene Christian University in 1984 with a B.B.A in Business.

EMPLOYMENT HISTORY:

Managing Member of Stonebridge Wealth Management, LLC from 04/08 to present.

Vice President & Senior Account Executive of Fidelity Investments from 03/01 to 04/08.

Retirement Consultant of Fidelity Investments from 08/99 to 03/01.

Financial Planning Consultant of Fidelity Investments from 03/95 to 08/99.

Insurance Representative of Fidelity Investments Life Insurance Co. from 06/92 to 03/95.

Proactive Sales Representative of Fidelity Investments from 10/89 to 06/92.

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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801-

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Stonebridge Wealth Management, LLC

IRS Empl. Ident. No.:

26-2513244Item of Form
(identify)

Answer

7.C & 9.D

Mutual Fund Sales Representative of Fidelity Investments from 01/87 to 10/89.

Partner of Hoebeke-Douglas from 05/84 to 01/87.

OTHER BUSINESS ACTIVITIES

Kelley Douglas, in his individual capacity, is a licensed agent. As such, this individual will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage this individual when considering implementation of advisory recommendations. While this individual endeavors at all times to put the interest of the clients first as part of SWM's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

9.E**PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

SWM has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. SWM's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth SWM's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with SWM may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of SWM that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, SWM requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's principal. SWM also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements.

SWM's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. SWM requires that all individuals must act in accordance with all

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

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Stonebridge Wealth Management, LLC

SEC File Number:

801-

Date:

09/08/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Stonebridge Wealth Management, LLC

IRS Empl. Ident. No.:

26-2513244Item of Form
(identify)

Answer

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applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

SWM will provide a complete copy of its Code of Ethics to any client upon request.

CONDITIONS FOR MANAGING ACCOUNTS

Generally, SWM requires a minimum account size or client relationship of \$500,000 for Investment Management Services. This account size may be negotiable under certain circumstances.

Please refer to Item 1.D. of this Schedule F narrative for complete detail.

11.A**REVIEW AND REVIEWERS OF ACCOUNTS****INVESTMENT MANAGEMENT SERVICES:**

Account assets are supervised continuously and formally reviewed quarterly by Kelley Douglas, Managing Member of SWM. The review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. an imbalance in a portfolio asset allocation; and
- d. market/economic conditions.

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above in Item 1.D.

EMPLOYEE BENEFIT RETIREMENT PLAN SERVICES:

Retirement plan assets are reviewed no more than quarterly, and according to the standards and situations described above for investment management accounts.

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11.B**REGULAR REPORTS PROVIDED TO CLIENTS**

All clients will receive quarterly performance reports, prepared by BAM and reviewed by SWM, that summarize the client's account and asset allocation. Clients will also receive monthly statements from their account custodian, which will outline the client's current positions and current market value.

12.A(1) & 12.A(2)**INVESTMENT DISCRETION**

SWM requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. For fixed income securities, this authority will include the discretion to retain a third party money manager for fixed income accounts.

Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

12.B**BROKERAGE RECOMMENDATIONS**

SWM arranges for the execution of securities transactions with the assistance of BAM Advisor Services. Through BAM, SWM may participate in the Schwab Institutional (SI) services program offered to independent investment advisers by Fidelity Institutional Wealth Services (FIWS) program, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"). Fidelity is a FINRA registered broker dealer.

The Fidelity brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. SWM regularly reviews this program to ensure that its recommendations are consistent with its fiduciary duty. This trading platform is essential to SWM's service arrangements and capabilities, and SWM may not accept clients who direct the use of other brokers. As part of these programs, SWM receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 13.A. of this Schedule F narrative).

As SWM will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid for mutual fund and equity securities transactions, clients must direct SWM as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that SWM will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be

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Item of Form (identify)	Answer
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13.A	<p>achieved. Not all investment advisers require clients to direct the use of specific brokers.</p> <p>SWM will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by SWM on client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part II) of portfolio manager.</p> <p>FIWS does not generally charge clients a custody fee and is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the broker. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While SWM will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.</p> <p>SWM does not block affiliated trades with any client trades. SWM also does not have any arrangements to compensate any broker dealer for client referrals.</p> <p>EMPLOYEE BENEFIT PLAN SERVICES</p> <p>SWM does not arrange for the execution of securities transactions for 401k plans as a part of this service. Transactions are executed directly through employee plan participation.</p> <p><u>ADDITIONAL COMPENSATION</u></p> <p>FIWS provides SWM with access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them. The services include brokerage, custody, research, 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.</p> <p>FIWS also makes available to SWM other products and services that benefit SWM but may not benefit its clients' accounts. Some of these other products and services assist SWM in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate</p>
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	trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of SWM's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of SWM's accounts. The recommended broker also makes available to SWM other services intended to help SWM manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. SWM does not, however, enter into any commitments with the broker for transaction levels in exchange for any services or products from the broker. While as a fiduciary, SWM endeavors to act in its clients' best interests, SWM's requirement that clients maintain their assets in accounts at FIWS may be based in part on the benefit to SWM of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the broker, which may create a potential conflict of interest.
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