

ADV Part 2 Brochure for
Smithbridge Asset Management, Inc.
5 Christy Drive, Suite 206, Chadds Ford, PA 19348

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Joseph K. Champness
President
610-361-9132
jchampness@smithbridgeasset.com

Jonathan F. Kolle
Vice President
610-361-0997
jkolle@smithbridgeasset.com

Kendra L. Hicken
Chief Compliance Officer
610-361-9141
khicken@smithbridgeasset.com

Joan M. Kavanagh
Portfolio Administrator
610-361-9141
jkavanagh@smithbridgeasset.com

ADV Part 2 Brochure Statement

This brochure provides information about the qualifications and business practices of Smithbridge Asset Management, Inc. If you have any questions about the contents of this brochure, please contact us at 610-361-9141 or khicken@smithbridgeasset.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

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Item 4. Advisory Business

Smithbridge Asset Management, established in January of 1997, is an independent investment advisor founded by its President and majority shareholder, Joseph K. Champness. Our primary focus is managing the investments of individuals, trusts and smaller pension and endowment funds. Smithbridge is committed to disciplined investment management and personalized service. We manage each client's account individually, according to that client particular goals and guidelines. As of February 28, 2011 we manage \$159,941,782 in discretionary assets and no nondiscretionary assets.

Smithbridge is a conservative manager of stocks, bonds and exchange traded funds (ETFs). We believe in controlling risk through diversified portfolios of high quality securities and carefully considered asset allocation for each client. In managing equities, discipline and continuity are key concepts. The same process of stock evaluation is always used, and that process is heavily influenced by quantitative factors. The investment process concentrates in large capitalization stocks primarily of U.S. corporations. These companies tend to have global business models and long operating track records. Shares of foreign companies listed on U.S. exchanges (ADRs) are also used and may be 10% to 15% of the portfolio. Smithbridge may also include actively managed mutual funds in the portfolio if it serves the clients interest. It is our policy not to charge management fees on mutual funds included in the portfolio. Bonds are managed in a low risk manner, with various maturities and usually relatively short average duration. Bonds of the highest investment grades are emphasized. Depending on the tax status of the client or type of account municipal bonds may be utilized. ETFs are used for further diversifying the portfolios.

Portfolio managers work with individual clients to determine their proper risk tolerance and asset allocation. Smithbridge manages taxable client portfolio in a tax efficient manner. Clients may impose restrictions on investments in specific securities and types of securities. Each client has an individualized written investment goals and guidelines that are generally reviewed with the client annually. We encourage personal meetings with clients about once per year.

Smithbridge does not engage in financial planning but concentrates on managing client's investments. Our expertise is in the selection of individual investment vehicles and managing securities portfolios.

Item 5. Fees and Compensation

Smithbridge is compensated for our advisory services by clients paying a fee based on a percentage of assets under management. Management fees are negotiable and may vary depending on individual client circumstances. Clients are invoiced quarterly, based on

the market value of their assets under management, as of the end of the last quarter. Fees are billed quarterly in advance.

At the election of the client, we may either invoice their custodian to have the fee paid directly from the client account or we will invoice the client. Either way the client is provided with a statement showing the fee calculation. When the management fee is paid directly from the client's account we remind the client to verify the accuracy of the fee calculation since their custodian may not.

Upon termination of advisory services, any prepaid, unearned fees will be promptly refunded.

Our standard fee schedule is as follows:

<u>Value of Assets Under Management</u>	<u>Annual Fee Percentage</u>
1 st \$1,000,000	1.00%
2 nd \$1,000,000	0.75%
Next \$3,000,000	0.60%
More than \$5,000,000	Negotiable

Additional Fees and Expenses

Smithbridge does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees for the sale of mutual funds. Mutual fund fees generally include a management fee, other fund expenses, and possibly a distribution fee. These fees and expenses are described in each fund's prospectus. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. Smithbridge does not charge advisory fees for mutual fund assets held in client accounts.

Clients should be aware that they will be responsible for additional fees and expenses incurred from custodians and brokerages, such as, custodian and transaction fees, and commissions. For more discussion of commissions and brokerage expenses please see Item 12.

All fees paid to Smithbridge for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, brokerages and custodians.

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

Smithbridge does not accept performance-based fees.

Item 7 Types of Clients

The majority of our clients are individuals with investment savings, retirement accounts or trust assets. We also advise smaller corporate pension plans and endowment funds. We prefer that total assets under management be at least \$500,000.

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

At Smithbridge, stock portfolios are invested in high quality issues with well established businesses and are virtually fully invested at all times. Portfolios are diversified, not only in terms of the number of stocks, but also of economic sectors. Typically, a portfolio will hold between 25 and 30 stocks, with representation in eight to ten different economic sectors. The primary methodology that Smithbridge uses to select securities is fundamental analysis. This includes an in-depth review of the company's financial statements and the evaluation of its businesses and product lines. Only stocks that, in the estimation of the portfolio managers, represent moderate risk, the opportunity for capital gains, and increase portfolio diversification, are eligible for purchase. Holdings exhibit superior records of historic earnings growth and profitability, as well as a high degree of consistency. Stocks which are expensive relative to the overall market are generally avoided. Stocks are continuously monitored and are eliminated when the fundamental reasons for owning them no longer exist. Smithbridge portfolios usually have lower turnover than typical managed portfolios. We believe that this not only lowers cost but also minimizes tax liabilities.

Bond holdings are selected with safety and liquidity in mind, in addition to return. Bonds with "AAA" ratings are heavily emphasized and those only with at least an "A" rating by the major rating services are purchased. Maturities are selected in accordance with client objectives, but with a bias toward short and intermediate maturities. Selections are influenced by the structure of the yield curve at any point in time, as well as the differential in yields between various market sectors.

In some portfolios (balanced) both stocks and bonds are used. The target of the mix is the product of an assessment of the clients needs in terms of risk averseness, need for capital growth or preservation, and income. These factors are reviewed with the client periodically to determine if the asset allocation is still appropriate. Smithbridge believes that asset allocation is key to the investment process and that adding bonds, even in relatively small amounts, significantly reduces portfolio risk.

Smithbridge will use exchange traded funds (ETFs) in portfolios in order to increase diversification or obtain exposure to certain stock market sectors or asset classes. Overall, this reduces risk in the portfolios by adding diversification even though ETFs are subject to the same market risks as other investment classes. ETFs issued and managed by large and experienced managers are emphasized.

Investing in stocks and bonds can involve substantial risks. Even though Smithbridge's investment strategy attempts to minimize the risks of stock investing, the risk of capital loss is still significant. Individual stocks are subject to not only the business performance of the issuing company, but also the economic climate in general. At any time stock prices may vary by large amounts due to various factors. Bonds, even though they carry lower risk than stocks due to their contractual obligations, also involve investment risk. Bond prices may change dramatically due to changes in interest or inflation or a change in the financial health of the issuer, among other things.

Item 9 Disciplinary Information

Smithbridge has never had any legal or disciplinary events.

Item 10 Other Financial Industry Activities and Affiliations

Stephen L. Hyde, Director and 23% shareholder of Smithbridge, is President and majority shareholder of HFM Investment Advisors, Inc. HFM is an investment advisory and financial planning firm. Mr. Hyde is also a registered representative of the broker-dealer, MML Investors Services, Inc. (MMLISI). Mr. Hyde refers HFM clients to Smithbridge when it is in the best interest of the client. He then receives brokerage commissions on these clients' trades as the clients direct Smithbridge to transact with MMLISI. HFM discloses to each client, that as a result of the client directing Smithbridge to execute securities transactions with MMLISI, HFM receives compensation in the form of commissions. For further discussion of client directed trading please see Item 12, Directed Brokerage.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

Smithbridge has established a Code of Ethics requiring all supervised persons to comply with all applicable federal and state securities laws. The code requires that all employees comply with all of the firm's policies and procedures, which were developed to prevent violations of securities laws.

The code expresses our fundamental duty, as an investment advisor, as fiduciary to our clients, and the obligation of always placing the interest of the clients first. It also covers client confidentiality, conflicts of interest, insider trading and personal securities transactions.

A copy of our Code of Ethics is available upon request.

Participation or Interest in Client Transactions

Smithbridge and its related persons do not recommend to or invest for its clients securities in which we have any material financial interests.

Smithbridge and its related persons, however, may invest in securities identical to those recommended to our clients. Smithbridge concludes, since the vast majorities of our clients' holdings are broadly held and widely traded, that most of our trading, personal and for clients, has a minimal impact on markets, resulting in a negligible possibility for conflict of interest.

Even so it is our policy that no one shall prefer his or her own interest to that of a client or buy or sell any security where the employee would benefit from transactions placed on behalf of client accounts. Additionally, communication of and access to firm research and trading information is restricted. In order to further minimize the chance for conflicts of interests, employees and related persons may not trade their own holdings in the same securities at the same time as Smithbridge is working an "across the board" trading program.

Employees and related persons submit copies of confirms and statements on a monthly, quarterly or annual basis, for covered securities, which are available for review at any point in time by Joseph Champness, President and Kendra Hicken, CCO.

Item 12 Brokerage Practices

Clients may grant Smithbridge the discretionary authority to select broker-dealers and determine the commission rates paid by clients for securities transactions. In those circumstances in which clients grant Smithbridge with discretionary authority to select broker-dealers, we will evaluate brokers-dealers based on their financial soundness, reputation, experience and quality of trade execution, trade settlement, and overall service. We determine the reasonableness of their commissions by comparison to the commission rates of other available brokers for transactions that are similar to ours in type, size and quantity. Smithbridge's overall ability to negotiate commissions and achieve volume discount pricing may be adversely affected by our policy of accepting clients' direction for Smithbridge to use particular broker-dealers.

Soft Dollar Practices

Smithbridge receives soft dollar benefits only in the form of proprietary research reports from large broker-dealers such as Merrill Lynch. However, we do not execute client trades through these broker-dealers because of these benefits. These broker-dealer relationships are client directed and the research is provided as a courtesy to Smithbridge. The broker-dealers could create an incentive for us to execute client trades through them in return for providing the research materials. In reality these materials are of little value to us as they typically do not offer the information we need for the basis of our

investment decisions. We mitigate this possible conflict by not placing trades through these broker-dealers except when our clients direct us to or when our duties towards best execution will be met.

Brokerage for Client Referrals

Smithbridge does not recommend brokerage for client referrals. See the following “Client Directed Brokerage” commentary.

Client Directed Brokerage

While Smithbridge accepts the written direction by clients to use a particular broker-dealer for trade execution it is not a requirement. The majority of our clients do direct their brokerage to broker-dealers with which they have a pre-established relationship. (Please refer to Item 10).

In many cases the registered representative referred the client to Smithbridge. We have a conflict of interest between the referred clients’ interest in obtaining best execution and Smithbridge’s interest in receiving future referrals from the referring registered representative. We mitigate this conflict by informing our clients of this conflict of interest in their investment management agreement, an annual letter of disclosures and this brochure.

When clients direct Smithbridge to use a particular broker-dealer, they should understand that we will not have the authority to negotiate commissions and best execution may not be achieved. A disparity of commissions charged may exist between the commissions charged to other clients. In addition, clients could pay lower commissions if they did not direct Smithbridge to trade using a specific broker-dealer. Due to the circumstance that most of Smithbridge’s clients direct us to use specific brokers for their trades, Smithbridge does not obtain volume discounts nor are we able to aggregate trades which could improve execution prices and transaction costs.

Trade Aggregation

At this point in time we do not have the opportunity to aggregate trades. We will aggregate trades when we are able and it is in the best interest of our clients.

Item 13 Review of Accounts

Smithbridge provides all advisory clients with comprehensive written reports on a quarterly basis. In addition to quarterly reports, clients will receive periodic updates during regular client meetings in person or by telephone. Reviews of the portfolios are continuously performed by the account managers, Mr. Champness, President and

Portfolio Manager and Mr. Kolle, Vice President and Portfolio Manager. All accounts are reviewed to ensure compliance with Smithbridge's long-term investment policy, current investment strategies and individual client goals and objectives. Additional periodic reviews of all accounts are performed by Mr. Champness. The administrative staff reviews all account activity and market values and reconciles each portfolio to an independent custody statement at least monthly.

In addition to individual client requests, portfolios are reviewed for a variety of circumstances such as bond rating changes, stock price movements or fundamental changes in an industry or company's competitiveness and general market changes.

Clients receive quarterly reports which provide investment performance results, for various time periods, for the portfolio and appropriate benchmarks. The report includes a summary of holdings by asset class, and an appraisal of securities with a breakdown by economic sector and a profile of equity characteristics. A record of purchases and sales is also provided.

Item 14 Client Referrals and Other Compensation

The services of paid solicitors are rarely used. In the one current instance where we have this type of arrangement there is a written agreement between Smithbridge and the solicitor detailing the arrangement. The client signs an acknowledgement of the arrangement. The solicitor is paid 10% of the client's management fee. The client does not pay any additional amount of fee in this type of arrangement.

Item 15 Custody

Each client's managed assets are maintained in a separate account by a qualified custodian. Smithbridge is deemed to have custody of client assets solely because we have authority to deduct management fees when given authorization by the client. Clients receive quarterly reports from Smithbridge and monthly statements from their custodians. Clients should carefully review and compare the two.

Item 16 Investment Discretion

Smithbridge accepts discretionary authority to manage clients' investment portfolios. This discretion is authorized in the written client agreement and, in addition, typically, by a limited trading authority statement required by their custodian and or broker. Clients may place reasonable restrictions on the specific securities and or types of securities purchased, sold or held on their behalf. Clients have written investment goals and guidelines (stating restrictions) which the portfolio manager adheres to when exercising this discretionary authority.

Item 17 Voting Client Securities

Smithbridge does not have authority to vote proxies for its clients at this time. Clients receive proxies and other solicitations directly from their custodian or transfer agent. If clients have questions regarding proxies they should contact their portfolio manager by phone or email.

Item 18 Financial Information

Smithbridge Asset Management, Inc is sound financially and has no condition which is reasonably likely to impair our ability to meet our contractual commitments to our clients.