



Northbridge Financial Group, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: March 16, 2023

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”). If you have any questions about the content of this Disclosure Brochure, please contact the Advisor at (813) 877-8000.

Northbridge is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Northbridge to assist you in determining whether to retain the Advisor.

Additional information about Northbridge and its Advisory Persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 310394.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about the Advisory Persons of Northbridge. For convenience, the Advisor has combined these documents into a single disclosure document.

Northbridge believes that communication and transparency are the foundation of its relationship with clients and will continually strive to provide you with complete and accurate information at all times. Northbridge encourages all current and prospective clients to read this Disclosure Brochure and discuss any questions you may have with the Advisor.

Material Changes

There have been no material changes to this Disclosure Brochure since the last filing and distribution to Clients.

Future Changes

From time to time, the Advisor may amend this Disclosure Brochure to reflect changes in business practices, changes in regulations or routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to you annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 310394. You may also request a copy of this Disclosure Brochure at any time by contacting the Advisor at (813) 877-8000.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Services	4
A. Firm Information	4
B. Advisory Services Offered	4
C. Client Account Management	6
D. Wrap Fee Programs	6
E. Assets Under Management	6
Item 5 – Fees and Compensation	7
A. Fees for Advisory Services	7
B. Fee Billing	8
C. Other Fees and Expenses	8
D. Advance Payment of Fees and Termination	9
E. Compensation for Sales of Securities	9
Item 6 – Performance-Based Fees and Side-By-Side Management	10
Item 7 – Types of Clients	10
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	10
A. Methods of Analysis	10
B. Risk of Loss	11
Item 9 – Disciplinary Information	12
Item 10 – Other Financial Industry Activities and Affiliations	12
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	13
A. Code of Ethics	13
B. Personal Trading with Material Interest	13
C. Personal Trading in Same Securities as Clients	13
D. Personal Trading at Same Time as Client	13
Item 12 – Brokerage Practices	13
A. Recommendation of Custodian[s]	13
B. Aggregating and Allocating Trades	14
Item 13 – Review of Accounts	14
A. Frequency of Reviews	14
B. Causes for Reviews	14
C. Review Reports	15
Item 14 – Client Referrals and Other Compensation	15
A. Compensation Received by Northbridge	15
B. Compensation for Client Referrals	15
Item 15 – Custody	16
Item 16 – Investment Discretion	16
Item 17 – Voting Client Securities	16
Item 18 – Financial Information	16
Form ADV 2A – Appendix 1	17
Form ADV 2B – Brochure Supplements	24
Privacy Policy	46

Item 4 – Advisory Services

A. Firm Information

Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”) is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The Advisor is organized as a Limited Liability Company (“LLC”) under the laws of the State of Florida. Northbridge was founded in October 2014 and became a registered investment advisor in September 2020. Northbridge is owned and operated by Michael A. Orecchio (Co-Founder and Chief Compliance Officer). This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Northbridge.

B. Advisory Services Offered

Northbridge offers investment advisory services to individuals, high net worth individuals, trusts, estates, businesses, and retirement plans (each referred to as a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Northbridge’s fiduciary commitment is further described in the Advisor’s Code of Ethics. For more information regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Wealth Management Services

Northbridge provides tailored investment advisory solutions to its Clients. This is achieved through personal Client contact and interaction while providing discretionary and non-discretionary investment management over Client portfolios and a broad range of comprehensive financial planning. These services are described below.

Investment Management Services - Northbridge provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary and non-discretionary investment management and related advisory services. Northbridge works closely with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. Northbridge will then construct an investment portfolio, consisting of exchange-traded funds (“ETFs”), diversified mutual funds, individual stocks, and/or individual bonds to achieve the Client’s investment goals. The Advisor may also utilize options, derivatives, real estate investment trusts (“REITs”), and alternative investments as appropriate, to meet the needs of the Client. The Advisor may retain certain types of investments based on portfolio fit and/or tax considerations.

Northbridge’s investment strategies are primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held for less than one year to meet the objectives of the Client or due to market conditions. Northbridge will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Northbridge evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Northbridge may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Northbridge may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Northbridge may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of the Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

Retirement Accounts – When the Advisor provides investment advice to Clients regarding ERISA retirement accounts or individual retirement accounts (“IRAs”), the Advisor is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act (“ERISA”) and/or the Internal Revenue Code (“IRC”), as applicable, which are laws governing retirement accounts. When deemed to be in the Client’s best interest, the Advisor will provide investment advice to a Client regarding a distribution from an ERISA retirement account or to roll over the assets to an IRA, or recommend a similar transaction including rollovers from one ERISA sponsored Plan to another, one IRA to another IRA, or from one type of account to another account (e.g. commission-based account to fee-based account). Such a recommendation creates a conflict of interest if the Advisor will earn a new (or increase its current) advisory fee as a result of the transaction. No client is under any obligation to roll over a retirement account to an account managed by the Advisor

At no time will Northbridge accept or maintain custody of a Client’s funds or securities, except for the limited authority as outlined in Item 15 – Custody. All Client assets will be managed within the designated account[s] at the Custodian, pursuant to the terms of the advisory agreement. Please see Item 12 – Brokerage Practices.

Financial Planning Services - Northbridge will typically provide financial planning and consulting services to Clients as part of its wealth management services. Northbridge may also provide standalone financial planning pursuant to a written financial planning agreement. Services are offered in several areas of a Client’s financial situation, depending on their goals and objectives. Generally, such financial planning services involve preparing a formal financial plan or rendering a specific financial consultation based on the Client’s financial goals and objectives. This planning or consulting may encompass one or more areas of need, including but not limited to, investment planning, retirement planning, personal savings, education savings, insurance needs, and other areas of a Client’s financial situation.

A financial plan developed for, or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs.

Northbridge may also refer Clients to an accountant, attorney or other specialists, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of the Client’s financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may not provide a written summary. Plans or consultations are typically completed within six (6) months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations pose a conflict between the interests of the Advisor and the interests of the Client. For example, the Advisor has an incentive to recommend that Clients engage the Advisor for investment management services or to increase the level of investment assets with the Advisor, as it would increase the amount of advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to implement the transaction through the Advisor.

Retirement Plan Advisory Services

Northbridge provides retirement plan advisory services on behalf of company retirement plans (each a “Plan”) and the company (the “Plan Sponsor”). The Advisor’s retirement plan advisory services are designed to assist the Plan Sponsor in meeting its fiduciary obligations to the Plan and its Plan Participants. Each engagement is customized to the needs of the Plan and Plan Sponsor. Services generally include:

- Vendor Analysis
- Plan Participant Enrollment and Education
- Investment Policy Statement (“IPS”) Design and Monitoring
- Investment Oversight Services (ERISA 3(21))
- Performance Reporting
- Ongoing Investment Recommendation and Assistance

- ERISA 404(c) Assistance
- Benchmarking Services

These services are provided by Northbridge serving in the capacity as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). In accordance with ERISA Section 408(b)(2), the Plan Sponsor is provided with a written description of Northbridge’s fiduciary status, the specific services to be rendered and all direct and indirect compensation the Advisor reasonably expects under the engagement.

C. Client Account Management

Prior to engaging Northbridge to provide investment advisory services, each Client is required to enter into one or more agreements with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – Northbridge, in connection with the Client, will develop a strategy that seeks to achieve the Client’s goals and objectives.
- Asset Allocation – Northbridge will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – Northbridge will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Northbridge will provide investment management and ongoing oversight of the Client’s investment portfolio.

D. Wrap Fee Programs

Northbridge includes securities transaction fees together with its wealth management fees. Including these fees into a single asset-based fee is considered a “Wrap Fee Program”. The Advisor customizes its investment management services for its Clients. The Advisor sponsors the Northbridge Wrap Fee Program solely as a supplemental disclosure regarding the combination of fees. Depending on the level of trading required for the Client’s account[s] in a particular year, the Client may pay more or less in total fees than if the Client paid its own transaction fees. Please see Appendix 1 – Wrap Fee Program Brochure, which is included as a supplement to this Disclosure Brochure.

E. Assets Under Management

As of December 31, 2022, Northbridge manages \$157,067,104 in Client assets, \$140,021,656 of which are managed on a discretionary basis and \$17,045,448 on a non-discretionary basis. Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into one more written agreements with the Advisor.

A. Fees for Advisory Services

Wealth Management Services

Wealth management fees are paid quarterly, in advance of each calendar quarter, pursuant to the terms of the investment advisory agreement. Wealth management fees are based on the market value of assets under management at the end of the prior calendar quarter. Wealth management fees are based on the following tiered schedule:

Assets Under Management (\$)	Annual Rate (%)
Up to \$250,000	1.50%
\$250,001 to \$500,000	1.25%
\$500,001 to \$1,000,000	1.00%
\$1,000,001 to \$2,000,000	0.90%
\$2,000,001 to \$3,000,000	0.80%
\$3,000,001 to \$4,000,000	0.75%
\$4,000,001 to \$5,000,000	0.70%
\$5,000,001 to \$6,000,000	0.65%
\$6,000,001 to \$7,000,000	0.625%
\$7,000,001 to \$8,000,000	0.60%
\$8,000,001 to \$9,000,000	0.575%
\$9,000,001 to \$10,000,000	0.55%
Over \$10,000,000	negotiable

The wealth management fee in the first quarter of service is prorated from the inception date of the account[s] to the end of the first quarter. Fees may be negotiable at the sole discretion of the Advisor. The Client's fee will take into consideration the aggregate assets under management with the Advisor. All securities held in accounts managed by Northbridge will be independently valued by the Custodian. Northbridge will conduct periodic reviews of the Custodian's valuations.

Clients may make additions to and withdrawals from their account[s] at any time, subject to Northbridge's right to terminate an account. Additions may be in cash or securities provided that Northbridge reserves the right to liquidate any transferred securities or decline to accept particular securities into a Client's account[s]. Clients may withdraw account assets with notice to Northbridge, subject to the usual and customary securities settlement procedures. However, Northbridge designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a Client's investment objectives. Northbridge may consult with its Clients about the options and ramifications of transferring securities. However, Clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications. The Advisor's fee is exclusive of, and in addition to any applicable securities transaction and custody fees, and other related costs and expenses described in Item 5.C below, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

The Advisor's fee is exclusive of, and in addition to any applicable securities transaction and custody fees, and other related costs and expenses described in Item 5.C below, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

Financial Planning Services

Northbridge typically offers financial planning services as part of its overall wealth management service. Northbridge also offers financial planning services on a standalone basis for a fixed engagement fee or hourly fee. Hourly fees are billed at \$250 per hour. Fixed fees are negotiated based on the expected number of hours to complete the engagement deliverables at the Advisor's hourly rate. Fees may be negotiable based on the nature and complexity of the services to be provided and the overall relationship with the Advisor. An estimate for total hours and/or total costs will be provided to the Client prior to engaging for these services.

Retirement Plan Advisory Services

Retirement plan advisory fees are paid quarterly, generally in advance of each calendar quarter, pursuant to the terms of the retirement plan advisory agreement. Fees are based on the market value of assets in the Plan at the end of the prior calendar quarter. Fees range up to 1.00% annually and may be negotiable depending on the size and complexity of the Plan.

B. Fee Billing

Wealth Management Services

Wealth management fees will be calculated by the Advisor or its delegate and deducted from the Client's account[s] by the Custodian. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with Northbridge at the end of the prior quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. Clients provide written authorization permitting advisory fees to be deducted by Northbridge to be paid directly from their account[s] held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

Financial Planning Services

Financial planning fees may be invoiced up to fifty percent (50%) of the expected total fee upon execution of the financial planning agreement. The balance shall be invoiced upon completion of the agreed upon deliverable[s].

Retirement Plan Advisory Services

Retirement plan advisory fees may be directly invoiced to the Plan Sponsor or deducted from the assets of the Plan, depending on the terms of the retirement plan advisory agreement.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties in connection with investments made on behalf of the Client's account[s]. Northbridge includes securities transactions costs as part of its overall investment advisory fee through the Northbridge Wrap Fee Program. Securities transaction fees for Client-directed trades may be charged back to the Client. Please see Item 4.D. above as well as Appendix 1 – Wrap Fee Program Brochure.

In addition, all fees paid to Northbridge for wealth management services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Northbridge, but would not receive the services provided by Northbridge which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Northbridge to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

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D. Advance Payment of Fees and Termination

Wealth Management Services

Northbridge may be compensated for its wealth management services in advance of the quarter in which services are rendered. Either party may terminate the investment advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Advisor will refund any unearned, prepaid wealth management fees from the effective date of termination to the end of the quarter. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

Financial Planning Services

Northbridge typically requires an advance deposit for financial planning services. Either party may terminate the financial planning agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the financial planning agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Client shall be billed for actual hours logged on the planning project times the contractual hourly rate or in the case of a fixed fee engagement, the percentage of the engagement scope completed by the Advisor. Upon termination, the Advisor will refund any unearned, prepaid planning fees. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior consent.

Retirement Plan Advisory Services

Northbridge is compensated for its services in advance of the quarter in which retirement plan advisory services are rendered. Either party may terminate the retirement plan advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the retirement plan advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client shall be responsible for advisory fees up to and including the effective date of termination. The Advisor will refund any unearned, prepaid fees from the effective date of termination to the end of the quarter. The Client's retirement plan advisory agreement[s] with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

Northbridge does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the wealth management fees noted above.

Advisory Persons of Northbridge are also Registered Representatives of LPL Financial LLC ("LPL Financial"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). In one's separate capacity as a Registered Representative of LPL Financial, an Advisory Person will implement securities transactions under LPL Financial and not through Northbridge. In such instances, an Advisory Person will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by an Advisory Person in one's capacity as a Registered Representative is separate and in addition to Northbridge's advisory fees. This practice presents a conflict of interest because Advisory Persons who are Registered Representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on Client needs. The Advisor mitigates this conflict in two ways. First, Clients are under no obligation, contractually or otherwise, to implement securities products through the Advisor or Advisory Persons. Second, Northbridge will not charge an ongoing wealth management fee on any assets implemented in the Advisory Person's separate capacity as a Registered Representative. Please see Item 10 below.

Advisory Persons are also licensed as independent insurance professionals. These Advisory Persons will earn commission-based compensation for selling insurance products, including insurance products they sell to Clients. Insurance commissions earned by these Advisory Persons are separate and in addition to advisory fees. This practice presents a conflict of interest because Advisory Persons providing investment advice on behalf of the Advisor who are insurance agents have an incentive to recommend insurance products to Clients for the purpose of generating commissions rather than solely based on Client needs. However, Clients are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with the Advisor. Please see Item 10 below.

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

Northbridge does not charge performance-based fees for its wealth management services. The fees charged by Northbridge are as described in Item 5 above and are not based upon the capital appreciation of the funds or securities held by any Client.

Northbridge does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

Northbridge offers wealth management services to individuals, high net worth individuals, trusts, estates, businesses, and retirement plans. Northbridge generally does not impose a minimum relationship size.

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

A. Methods of Analysis

Northbridge primarily employs fundamental and technical analysis methods in developing investment strategies for its Clients. Research and analysis from Northbridge are derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. This criteria consists generally of ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends, which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Northbridge will be able to accurately predict such a reoccurrence.

As noted above, Northbridge generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Northbridge will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Northbridge may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Northbridge will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. Please see Item 8.B. for risks associated with the Advisor's investment strategies as well as general risks of investing.

While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. Following are some of the risks associated with the Advisor's investment strategies:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

ETF Risks

The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs have a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Bond Risks

Bonds are subject to specific risks, including the following: (1) interest rate risks, i.e. the risk that bond prices will fall if interest rates rise, and vice versa, the risk depends on two things, the bond's time to maturity, and the coupon rate of the bond. (2) reinvestment risk, i.e. the risk that any profit gained must be reinvested at a lower rate than was previously being earned, (3) inflation risk, i.e. the risk that the cost of living and inflation increase at a rate that exceeds the income investment thereby decreasing the investor's rate of return, (4) credit default risk, i.e. the risk associated with purchasing a debt instrument which includes the possibility of the company defaulting on its repayment obligation, (5) rating downgrades, i.e. the risk associated with a rating agency's downgrade of the company's rating which impacts the investor's confidence in the company's ability to repay its debt and (6) Liquidity Risks, i.e. the risk that a bond may not be sold as quickly as there is no readily available market for the bond.

Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Alternative Investments (Limited Partnerships)

The performance of alternative investments (limited partnerships) can be volatile and may have limited liquidity. An investor could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Client should only have a portion of their assets in these investments.

Real Estate Investment Trusts ("REITs")

Investing in Real Estate Investment Trusts ("REITs") involves certain distinct risks in addition to those risks associated with investing in the real estate industry in general. For Example, equity REITs may be affected by changes in the value of the underlying property owned by the REITs, while mortgage REITs may be affected by the quality of credit extended. REITs are subject to heavy cash flow dependency, default by borrowers and self-liquidation. REITs, especially mortgage REITs, are also subject to interest rate risk (i.e., as interest rates rise, the value of the REIT may decline).

Derivative Risks

Derivatives are difficult to define but are present in a wide variety of investments. In finance, derivatives refer to contracts whose value is derived from another asset, which include stocks, bonds, currencies, interest rates, commodities, and related indexes. Oftentimes derivatives are used as a hedge to protect against downside risk but derivatives can also be used to speculate. Purchasers of derivatives are essentially wagering on the future performance of that asset. Derivatives include such widely accepted products as futures and options. Due to the speculative nature of derivatives, even when they are being employed to hedge, unique risks are present including a party's misunderstanding of the contract, inability of the derivative to match or derive its value from the other asset, and the counter-party risk between the parties to the transaction.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Northbridge or its management person[s]. Northbridge values the trust Clients place in the Advisor. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor or Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 310394.

Item 10 – Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

As noted in Item 5, Advisory Persons of Northbridge are also Registered Representatives of LPL Financial. In an Advisory Person's separate capacity as a Registered Representative, the Advisory Person will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by an Advisory Person of Northbridge. Neither Northbridge nor an Advisory Person will earn ongoing wealth management fees in connection with any services implemented in the Advisory Person's separate capacity as a Registered Representative. Under supervision by LPL Financial, LPL Financial may have access to certain confidential information of the Client, including, but not limited to financial information, investment objectives, transactions and holdings information. Please see the Advisor's Privacy Policy, which is included with this Disclosure Brochure.

Insurance Agency Affiliations

As noted in Item 5, Advisory Persons of Northbridge are also licensed insurance professionals. Implementations of insurance recommendations are separate and apart from an Advisory Person's role with Northbridge. As insurance professionals, Advisory Persons will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made the Advisor or its Advisory Persons.

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

A. Code of Ethics

Northbridge has implemented a Code of Ethics (the "Code") that defines the Advisor's fiduciary commitment to each Client. This Code applies to all persons associated with Northbridge ("Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding the Advisor's duties to each Client. Northbridge and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Northbridge's Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of the Code, please contact the Advisor at (813) 877-8000.

B. Personal Trading with Material Interest

Northbridge allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Northbridge does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Northbridge does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

Northbridge allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities that are recommended (purchase or sell) to Clients presents a conflict of interest that, as fiduciaries, must be disclosed to Clients and mitigated through policies and procedures. As noted above, the Advisor has adopted the Code to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Northbridge requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO"). The Advisor has also adopted written policies and procedures to detect the misuse of material, non-public information.

D. Personal Trading at Same Time as Client

While Northbridge allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards. **At no time will Northbridge, or any Supervised Person of Northbridge, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Northbridge does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Northbridge to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Northbridge does not have the discretionary authority to negotiate commissions on behalf of Clients on a trade-by-trade basis. Where Northbridge does not exercise discretion over the selection of the

Custodian, it may recommend the Custodian[s] to Clients for custody and execution services. As certain Advisory Persons are also registered representatives of LPL Financial, Northbridge and its Advisory Persons are limited in the Custodian[s] in which they can recommend to Clients. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a custodian not recommended by Northbridge. However, the Advisor may be limited in the services it can provide if the recommended Custodian is not engaged. Northbridge will recommend that Clients establish their accounts at LPL Financial or Charles Schwab & Co., Inc. ("Schwab"). LPL Financial and Schwab (the "Custodians") are FINRA-registered broker-dealers and members SIPC. The selected Custodian b will serve as the Client's "qualified custodian". Northbridge maintains an institutional relationship with LPL Financial and Schwab, whereby the Advisor receives certain benefits from these Custodians. Please see Item 14 below. Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. Northbridge does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian. However, the Advisor receives certain economic benefits from the Custodian. Please see Item 14 below.

2. Brokerage Referrals - Northbridge does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where Northbridge will place trades within the established account[s] at the Custodian designated by the Client. Further, all Client accounts are traded within their respective account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). Northbridge will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Northbridge will execute its transactions through the Custodian as authorized by the Client. Northbridge may aggregate orders in a block trade or trades when securities are purchased or sold through the Custodian for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Clients' accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by Advisory Persons of Northbridge and periodically by their CCO. Formal reviews are generally conducted at least annually or more frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify Northbridge if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Northbridge

Northbridge may refer Clients to various unaffiliated, non-advisory professionals (e.g. attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Northbridge may receive non-compensated referrals of new Clients from various third-parties.

Participation in Institutional Advisor Platform (LPL Financial)

Northbridge has established an institutional relationship with LPL Financial to assist the Advisor in managing Client account[s]. Access to the LPL Financial platform is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at LPL Financial. The software and related systems support may benefit the Advisor, but not its Clients directly. Further, LPL Financial has provided the Advisor with financial support in the start-up of this registered investment advisor. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this Custodian over one that does not furnish similar software, systems support, or services.

Participation in Institutional Advisor Platform ("Schwab")

Northbridge has established an institutional relationship with Schwab through its "Schwab Advisor Services" unit, a division of Schwab dedicated to serving independent advisory firms like Northbridge. As a registered investment advisor participating on the Schwab Advisor Services platform, Northbridge receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client's funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back office support services as part of its relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients, but may not directly benefit all Clients.

B. Compensation for Client Referrals

Northbridge does not compensate, either directly or indirectly, any persons who are not supervised persons, for Client referrals.

Item 15 – Custody

Northbridge does not accept or maintain custody of any Client accounts, except for the authorized deduction of the Advisor's fees. All Clients must place their assets with a "qualified custodian". Clients are required to engage the Custodian to retain their funds and securities and direct Northbridge to utilize that Custodian for the Client's security transactions. Clients should review statements provided by the Custodian and compare to any reports provided by Northbridge to ensure accuracy, as the Custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 – Brokerage Practices.

If the Client gives the Advisor authority to move money from one account to another account, the Advisor may have custody of those assets. In order to avoid additional regulatory requirements, the Custodian and the Advisor have adopted safeguards to ensure that the money movements are completed in accordance with the Client's instructions.

Item 16 – Investment Discretion

Northbridge generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Northbridge. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Northbridge will be in accordance with each Client's investment objectives and goals.

In certain circumstances, Northbridge does not have discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior approval from the Client. The Advisor will contact the Client and obtain approval prior to executing trades or allocating investment assets.

Item 17 – Voting Client Securities

Northbridge does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither Northbridge, nor its management, have any adverse financial situations that would reasonably impair the ability of Northbridge to meet all obligations to its Clients. Neither Northbridge, nor any of its Advisory Persons, have been subject to a bankruptcy or financial compromise. Northbridge is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$1,200 or more for services to be performed six months or more in the future.



Northbridge Financial Group, LLC

Form ADV Part 2A – Appendix 1 ("Wrap Fee Program Brochure")

Effective: March 16, 2023

This Form ADV2A - Appendix 1 ("Wrap Fee Program Brochure") provides information about the qualifications and business practices for Northbridge Financial Group, LLC ("Northbridge" or the "Advisor") services when offering services pursuant to a wrap program. This Wrap Fee Program Brochure shall always be accompanied by the Northbridge Disclosure Brochure, which provides complete details on the business practices of the Advisor. If you did not receive the complete Northbridge Disclosure Brochure or you have any questions about the contents of this Wrap Fee Program Brochure or the Northbridge Disclosure Brochure, please contact us at (813) 877-8000.

Northbridge is a registered investment advisor with the U.S. Securities and Exchange Commission ("SEC"). The information in this Wrap Fee Program Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Wrap Fee Program Brochure provides information about Northbridge to assist you in determining whether to retain the Advisor.

Additional information about Northbridge and its advisory persons are available on the SEC's website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 310394.

Item 2 – Material Changes

Form ADV 2A - Appendix 1 provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. In particular, this Wrap Fee Program Brochure discusses Wrap Fee Programs offering by the Advisor.

Material Changes

There have been no material changes to the content of this Wrap Fee Program Brochure.

Future Changes

From time to time, we may amend this Wrap Fee Program Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Wrap Fee Program Brochure (along with the complete Northbridge Disclosure Brochure) or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Northbridge.

At any time, you may view this Wrap Fee Program Brochure and the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 310394. You may also request a copy of this Disclosure Brochure at any time, by contacting us at (813) 877-8000.

Item 3 – Table of Contents

Item 4 – Services Fees and Compensation	19
Item 5 – Account Requirements and Types of Clients	20
Item 6 – Portfolio Manager Selection and Evaluation	20
Item 7 – Client Information Provided to Portfolio Managers	21
Item 8 – Client Contact with Portfolio Managers	21
Item 9 – Additional Information	21

Item 4 – Services Fees and Compensation

A. Services

Northbridge provides customized investment advisory services for its Clients. This Wrap Fee Program Brochure is provided as a supplement to the Northbridge Disclosure Brochure (Form ADV 2A). This Wrap Fee Program Brochure is provided along with the complete Disclosure Brochure to provide full details of the business practices and fees when selecting Northbridge as your investment advisor.

As part of the wealth management fees noted in Item 5 of the Disclosure Brochure, Northbridge includes normal securities transaction fees (herein “Covered Costs”) as part of the overall wealth management fee. Securities regulations often refer to this combined fee structure as a “Wrap Fee Program”. The Advisor sponsors the Northbridge Wrap Fee Program.

The sole purpose of this Wrap Fee Program Brochure is to provide additional disclosure relating the combination of securities transaction fees into the single “bundled” investment advisory fee. This Wrap Fee Program Brochure references back to the Northbridge Disclosure Brochure in which this Wrap Fee Program Brochure serves as an Appendix. **Please see Item 4 – Advisory Services of the Disclosure Brochure for details on Northbridge’s investment philosophy and related services.**

B. Program Costs

Advisory services provided by Northbridge are offered in a wrap fee structure whereby Covered Costs are included in the overall investment advisory fee paid to Northbridge. As the level of trading in a Client’s account[s] may vary from year to year, the annual cost to the Client may be more or less than engaging for advisory services where the transactions costs are borne separately by the Client. The cost of the Wrap Fee Program varies depending on services to be provided to each Client, however, the Client is not charged more if there is higher trading activity in the Client’s account[s]. A Wrap Fee structure has a potential conflict of interest as the Advisor may have an incentive to limit the number of trades placed in the Client’s account[s]. **Please see Item 5 – Fees and Compensation of the Disclosure Brochure for complete details on fees.**

C. Fees

As noted above, the Wrap Fee Program includes Covered Costs incurred in connection with the discretionary and non-discretionary wealth management services provided by Northbridge. Securities transaction fees for Client-directed trades may be charged back to the Client. Clients may incur certain fees or charges imposed by third parties in connection with investments made on behalf of the Client’s account[s]. Under this Wrap Fee Program, Northbridge includes securities transactions costs, custody fees and administrative fees as part of its overall wealth management fee.

Wealth management fees are paid quarterly, in advance of each calendar quarter, pursuant to the terms of the investment advisory agreement. Wealth management fees are based on the market value of assets under management at the end of the prior calendar quarter. Wealth management fees are based on the following tiered schedule:

Assets Under Management (\$)	Annual Rate (%)
Up to \$250,000	1.50%
\$250,001 to \$500,000	1.25%
\$500,001 to \$1,000,000	1.00%
\$1,000,001 to \$2,000,000	0.90%
\$2,000,001 to \$3,000,000	0.80%
\$3,000,001 to \$4,000,000	0.75%
\$4,000,001 to \$5,000,000	0.70%
\$5,000,001 to \$6,000,000	0.65%
\$6,000,001 to \$7,000,000	0.625%
\$7,000,001 to \$8,000,000	0.60%
\$8,000,001 to \$9,000,000	0.575%
\$9,000,001 to \$10,000,000	0.55%

Over \$10,000,000	negotiable
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The wealth management fee in the first quarter of service is prorated from the inception date of the account[s] to the end of the first quarter. Fees may be negotiable at the sole discretion of the Advisor. The Client's fee will take into consideration the aggregate assets under management with the Advisor. All securities held in accounts managed by Northbridge will be independently valued by the Custodian. Northbridge will conduct periodic reviews of the Custodian's valuations.

Wealth management fees will be calculated by the Advisor or its delegate and deducted from the Client's account[s] by the Custodian. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with Northbridge at the end of the prior quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. Clients provide written authorization permitting advisory fees to be deducted by Northbridge to be paid directly from their account[s] held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

In addition, all fees paid to Northbridge for investment advisory services or part of the Wrap Fee Program are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. The Client may also incur other costs assessed by the Custodian or other parties for account related activity fees, such as wire transfer fees, fees for trades executed away from the Custodian and other fees. The Advisor does not control nor share in these fees. The Client should review both the fees charged by the fund[s] and the fees charged by Northbridge to fully understand the total fees to be paid. Please see Item 5.C. – Other Fees and Expenses in the Disclosure Brochure (included with this Wrap Fee Program Brochure).

D. Compensation

Northbridge is the sponsor and portfolio manager of this Wrap Fee Program. Northbridge receives investment advisory fees paid by Clients for participating in the Wrap Fee Program and pays the Custodian for the costs associated with the normal trading activity in the Client's account[s].

Item 5 – Account Requirements and Types of Clients

Northbridge offers investment advisory services individuals, high net worth individuals, trusts, estates, businesses, and retirement plans. Northbridge generally does not impose a minimum account size for establishing a relationship. Please see Item 7 – Types of Clients in the Disclosure Brochure for additional information.

Item 6 – Portfolio Manager Selection and Evaluation

Portfolio Manager Selection

Northbridge serves as sponsor and as portfolio manager for the services under this Wrap Fee Program.

Related Persons

Northbridge personnel serve as portfolio managers for this Wrap Fee Program.

Performance-Based Fees

Northbridge does not charge performance-based fees.

Supervised Persons

Northbridge Advisory Persons serve as portfolio managers for all accounts, including the services described in this Wrap Fee Program Brochure. Details of the advisory services provided are included in Item 4.A. of the Disclosure Brochure.

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<https://NorthbridgeFG.com>

Methods of Analysis

Please see Item 8 of the Disclosure Brochure (included with this Wrap Fee Program Brochure) for details on the research and analysis methods employed by the Advisor.

Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Northbridge will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. Please see Item 8.B. for risks associated with the Advisor's investment strategies as well as general risks of investing.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. Please see Item 8.B. – Risk of Loss in the Disclosure Brochure for details on investment risks.

Proxy Voting

Northbridge does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 7 – Client Information Provided to Portfolio Managers

Northbridge is the sponsor and sole portfolio manager for the Program. The Advisor does not share Client information with other portfolio managers because it is the sole portfolio manager for this Wrap Fee Program. Please also see the Northbridge Privacy Policy (included after this Wrap Fee Program Brochure).

Item 8 – Client Contact with Portfolio Managers

Northbridge is a full-service investment management advisory firm. Clients always have direct access to the Portfolio Managers at Northbridge.

Item 9 – Additional Information

A. Disciplinary Information and Other Financial Industry Activities and Affiliations

There are no legal, regulatory or disciplinary events involving Northbridge or its management person[s].

Northbridge values the trust Clients place in the Advisor. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor or Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 310394.

Please see Item 9 of the Northbridge Disclosure Brochure as well as Item 3 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Program Brochure) for additional information on how to research the background of the Advisor and its Advisory Persons.

Other Financial Activities and Affiliations

Please see Items 10 and 14 of the Form ADV Part 2A – Disclosure Brochure (included with this Wrap Fee Program Brochure).

B. Code of Ethics, Review of Accounts, Client Referrals, and Financial Information

Northbridge has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons subject to Northbridge's compliance program (our "Supervised Persons"). Complete details on the Northbridge Code of Ethics can be found under Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading in the Disclosure Brochure (included with this Wrap Fee Program Brochure).

Review of Accounts

Investments in Client accounts are monitored on a regular and continuous basis by Advisory Persons of Northbridge under the supervision of the Chief Compliance Officer ("CCO"). Details of the review policies and practices are provided in Item 13 of the Form ADV Part 2A – Disclosure Brochure.

Other Compensation

As noted throughout this Disclosure Brochure, Advisory Persons of Northbridge may also be registered representatives of LPL Financial and/or licensed insurance professionals. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the Item 10 of the Disclosure Brochure.

Participation in Institutional Advisor Platform (LPL Financial)

Northbridge has established an institutional relationship with LPL Financial to assist the Advisor in managing Client account[s]. Access to the LPL Financial platform is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at LPL Financial. The software and related systems support may benefit the Advisor, but not its Clients directly. Further, LPL Financial has provided the Advisor with financial support in the start-up of this registered investment advisor. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this Custodian over one that does not furnish similar software, systems support, or services.

Participation in Institutional Advisor Platform ("Schwab")

Northbridge has established an institutional relationship with Schwab through its "Schwab Advisor Services" unit, a division of Schwab dedicated to serving independent advisory firms like Northbridge. As a registered investment advisor participating on the Schwab Advisor Services platform, Northbridge receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client's funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back office support services as part of its relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients, but may not directly benefit all Clients.

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Please see Item 14 – Other Compensation in the Form ADV Part 2A – Disclosure Brochure (included with this Wrap Fee Program Brochure) for details on additional compensation that may be received by Northbridge or its Advisory Persons. Each Advisory Person's Brochure Supplement (also included with this Wrap Fee Program Brochure) provides details on any outside business activities and the associated compensation.

Compensation for Client Referrals

Northbridge does not compensate, either directly or indirectly, any persons who are not supervised persons, for Client referrals.

Financial Information

Neither Northbridge, nor its management, have any adverse financial situations that would reasonably impair the ability of Northbridge to meet all obligations to its Clients. Neither Northbridge, nor any of its Advisory Persons, have been subject to a bankruptcy or financial compromise. Northbridge is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$1,200 or more for services to be performed six months or more in the future.

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Form ADV Part 2B – Brochure Supplement

for

**Michael A. Orecchio
Co-Founder and Chief Compliance Officer**

Effective: March 16, 2023

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Michael A. Orecchio (CRD# 4404384) in addition to the information contained in the Northbridge Financial Group, LLC ("Northbridge" or the "Advisor", CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. Orecchio is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4404384.

Item 2 – Educational Background and Business Experience

Michael A. Orecchio, born in 1978, is dedicated to advising Clients of Northbridge as its Co-Founder and Chief Compliance Officer. Mr. Orecchio earned a Bachelor of Science in Finance from University of Florida in 2001. Additional information regarding Mr. Orecchio's employment history is included below.

Employment History:

Co-Founder and Chief Compliance Officer, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	10/2014 to Present
Investment Advisor Representative, LPL Financial LLC	10/2014 to 09/2020
Financial Advisor, Securian Financial Services, Inc.	05/2001 to 10/2014
Instructor, The Continuing Education Academy	10/2004 to 10/2014
Agent, Omni Resource Group	01/2002 to 10/2014
Agent, Minnesota Life	05/2001 to 10/2014
Agent, Harrelson Holdings Inc.	05/2001 to 10/2014

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Orecchio. Mr. Orecchio has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Orecchio.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Orecchio.***

However, we do encourage you to independently view the background of Mr. Orecchio on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4404384.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Orecchio is also a Registered Representative of LPL Financial LLC ("LPL Financial"). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. Orecchio's separate capacity as a Registered Representative, Mr. Orecchio will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Orecchio. Neither the Advisor nor Mr. Orecchio will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Orecchio's separate capacity as a Registered Representative. Mr. Orecchio spends approximately 10% of his time per month in his role as a Registered Representative of LPL Financial.

Insurance Agency Affiliations

Mr. Orecchio is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Orecchio's role with Northbridge. As an insurance professional, Mr. Orecchio will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Orecchio is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Orecchio or the Advisor. Mr. Orecchio spends approximately 10% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Orecchio has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Orecchio serves as the Co-Founder and Chief Compliance Officer of Northbridge. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Ellis J. De Jesus, CFP®, ChFC®
Financial Advisor**

Effective: March 16, 2023

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Ellis J. De Jesus (CRD# 5068897) in addition to the information contained in the Northbridge Financial Group, LLC ("Northbridge" or the "Advisor", CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. De Jesus is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 5068897.

Item 2 – Educational Background and Business Experience

Ellis J. De Jesus, born in 1978, is dedicated to advising Clients of Northbridge as a Financial Advisor. Mr. De Jesus earned Bachelor of Arts from University of Florida in 2001. Additional information regarding Mr. De Jesus' employment history is included below.

Employment History:

Financial Advisor, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	12/2015 to Present
Investment Advisor Representative, LPL Financial LLC	12/2015 to 09/2020
Financial Advisor, USAA Financial Planning Services Inc. and USAA Financial Advisors, Inc.	09/2013 to 12/2015
Financial Advisor, Charles Schwab & Co., Inc.	11/2012 to 09/2013
Financial Advisor, USAA Financial Planning Services Inc. and USAA Financial Advisors, Inc.	04/2010 to 10/2012

Certified Financial Planner™ (“CFP®”)

The Certified Financial Planner™, CFP®, and federally registered CFP® (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner™ Board of Standards, Inc. (“CFP® Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- *Education* – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP® Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP® Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- *Examination* – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real-world circumstances;
- *Experience* – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- *Ethics* – Agree to be bound by CFP® Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- *Continuing Education* – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- *Ethics* – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP® Board's enforcement process, which could result in suspension or permanent revocation of their CFP®.

Chartered Financial Consultant™ (“ChFC®”)

The Chartered Financial Consultant™ (ChFC®) program prepares you to meet the advanced financial planning needs of individuals, professionals, and small business owners. You'll gain a sustainable advantage in this competitive field with in-depth coverage of the key financial planning disciplines, including insurance, income taxation, retirement planning, investments, and estate planning. The ChFC® requires three years of full-time, relevant business experience, nine two-hour course-specific proctored exams, and 30 hours of continuing education every two years. Holders of the ChFC® designation must adhere to The American College's Code of Ethics.

Program Objectives:

- Function as an ethical, competent and articulate practitioner in the field of financial planning
- Utilize the intellectual tools and framework needed to maintain relevant and current financial planning knowledge and strategies.
- Apply financial planning theory and techniques through the development of case studies and solutions.

Apply in-depth knowledge in a holistic manner from a variety of disciplines, namely, estate planning, retirement planning, or non-qualified deferred compensation.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. De Jesus. Mr. De Jesus has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. De Jesus.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. De Jesus.***

However, we do encourage you to independently view the background of Mr. De Jesus on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 5068897.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. De Jesus is also a Registered Representative of LPL Financial LLC (“LPL Financial”). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. De Jesus' separate capacity as a Registered Representative, Mr. De Jesus will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. De Jesus. Neither the Advisor nor Mr. De Jesus will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. De Jesus' separate capacity as a Registered Representative. Mr. De Jesus spends approximately 10% of his time per month in his role as a Registered Representative of LPL Financial.

Insurance Agency Affiliations

Mr. De Jesus is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. De Jesus' role with Northbridge. As an insurance professional, Mr. De Jesus will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. De Jesus is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. De Jesus or the Advisor. Mr. De Jesus spends approximately 10% of his time per month in this capacity.

Northbridge Financial Group, LLC

4300 West Cypress Street, Meridian Two Building, Suite 370, Tampa, FL 33607

Phone: (813) 877-8000 * Fax: (813) 877-8001

<https://NorthbridgeFG.com>

Item 5 – Additional Compensation

Mr. De Jesus has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. De Jesus serves as a Financial Advisor of Northbridge and is supervised by Michael Orecchio, the Chief Compliance Officer. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**James E. Ewing
Financial Advisor**

Effective: March 16, 2023

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of James E. Ewing (CRD# 1628527) in addition to the information contained in the Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”, CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. Ewing is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 1628527.

Item 2 – Educational Background and Business Experience

James E. Ewing, born in 1958, is dedicated to advising Clients of Northbridge as a Financial Advisor. Mr. Ewing earned a Master of Business Administration from Northern Illinois University in 1982 and a Bachelor of Science in Finance from Eastern Illinois University in 1979. Additional information regarding Mr. Ewing's employment history is included below.

Employment History:

Financial Advisor, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	06/2016 to Present
Investment Advisor Representative, LPL Financial LLC	06/2016 to 09/2020
Financial Advisor, Morgan Stanley	12/2012 to 06/2016
Financial Advisor, LPL Financial LLC	07/2012 to 12/2012
Financial Advisor, Wells Fargo	05/2009 to 07/2012

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Ewing. Mr. Ewing has never been involved in any regulatory, civil or criminal action. There have been no lawsuits, arbitration claims or administrative proceedings against Mr. Ewing.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Ewing.***

However, we do encourage you to independently view the background of Mr. Ewing on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 1628527.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Ewing is also a registered representative of LPL Financial LLC ("LPL Financial"). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. Ewing's separate capacity as a registered representative, Mr. Ewing will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Ewing. Neither the Advisor nor Mr. Ewing will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Ewing's separate capacity as a registered representative. Mr. Ewing spends approximately 10% of his time per month in his role as a registered representative of LPL Financial.

Insurance Agency Affiliations

Mr. Ewing is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Ewing's role with Northbridge. As an insurance professional, Mr. Ewing will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Ewing is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Ewing or the Advisor. Mr. Ewing spends approximately 10% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Ewing has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Ewing serves as a Financial Advisor of Northbridge and is supervised by Michael Orecchio, the Chief Compliance Officer. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Mark A. Terwilliger
Wealth Manager**

Effective: March 16, 2023

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Mark A. Terwilliger (CRD# 2073807) in addition to the information contained in the Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”, CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. Terwilliger is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2073807.

Item 2 – Educational Background and Business Experience

Mark A. Terwilliger, born in 1971, is dedicated to advising Clients of Northbridge as a Wealth Manager. Mr. Terwilliger attended Hillsborough Community College from 1989 to 1990 and Polk Community College from 1988 to 1989. Additional information regarding Mr. Terwilliger's employment history is included below.

Employment History:

Wealth Manager, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	12/2018 to Present
Investment Advisor Representative, LPL Financial LLC	12/2018 to 09/2020
Wealth Manager, Allstate Financial Services, LLC	11/2015 to 10/2018
Financial Advisor, Fintegra, LLC	04/2010 to 08/2015

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Terwilliger. Mr. Terwilliger has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Terwilliger.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Terwilliger.***

However, we do encourage you to independently view the background of Mr. Terwilliger on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2073807.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Terwilliger is also a registered representative of LPL Financial LLC ("LPL Financial"). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. Terwilliger's separate capacity as a registered representative, Mr. Terwilliger will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Terwilliger. Neither the Advisor nor Mr. Terwilliger will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Terwilliger's separate capacity as a registered representative. Mr. Terwilliger spends approximately 10% of his time per month in his role as a registered representative of LPL Financial.

Insurance Agency Affiliations

Mr. Terwilliger is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Terwilliger's role with Northbridge. As an insurance professional, Mr. Terwilliger will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Terwilliger is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Terwilliger or the Advisor. Mr. Terwilliger spends approximately 10% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Terwilliger has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Terwilliger serves as a Wealth Manager of Northbridge and is supervised by Michael Orecchio, the Chief Compliance Officer. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

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Phone: (813) 877-8000 * Fax: (813) 877-8001

<https://NorthbridgeFG.com>



Form ADV Part 2B – Brochure Supplement

for

**Dov Y. Litov
Financial Advisor**

Effective: March 16, 2023

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Dov Y. Litov (CRD# 4710615) in addition to the information contained in the Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”, CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. Litov is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4710615.

Item 2 – Educational Background and Business Experience

Dov Y. Litov, born in 1969, is dedicated to advising Clients of Northbridge as a Financial Advisor. Mr. Litov earned a Bachelor of Arts from University of Maryland, College Park in 1992. Additional information regarding Mr. Litov's employment history is included below.

Employment History:

Financial Advisor, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	06/2017 to Present
Investment Advisor Representative, LPL Financial LLC	06/2017 to 09/2020
Financial Advisor, Ameriprise Financial Services, Inc.	10/2009 to 06/2017

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Litov. Mr. Litov has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Litov.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Litov.***

However, we do encourage you to independently view the background of Mr. Litov on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4710615.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Litov is also a registered representative of LPL Financial LLC ("LPL Financial"). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. Litov's separate capacity as a registered representative, Mr. Litov will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Litov. Neither the Advisor nor Mr. Litov will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Litov's separate capacity as a registered representative. Mr. Litov spends approximately 10% of his time per month in his role as a registered representative of LPL Financial.

Insurance Agency Affiliations

Mr. Litov is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Litov's role with Northbridge. As an insurance professional, Mr. Litov will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Litov is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Litov or the Advisor. Mr. Litov spends approximately 10% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Litov has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Litov serves as a Financial Advisor of Northbridge and is supervised by Michael Orecchio, the Chief Compliance Officer. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Northbridge Financial Group, LLC

4300 West Cypress Street, Meridian Two Building, Suite 370, Tampa, FL 33607

Phone: (813) 877-8000 * Fax: (813) 877-8001

<https://NorthbridgeFG.com>



Form ADV Part 2B – Brochure Supplement

for

**Zachary S. Brown, CRPC®
Financial Advisor**

Effective: March 16, 2023

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Zachary S. Brown (CRD# 6302839) in addition to the information contained in the Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”, CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. Brown is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6302839.

Item 2 – Educational Background and Business Experience

Zachary S. Brown, born in 1991, is dedicated to advising Clients of Northbridge as a Financial Advisor. Mr. Brown earned a B.S. Finance from University of Rhode Island in 2013. Additional information regarding Mr. Brown's employment history is included below.

Employment History:

Financial Advisor, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	03/2018 to Present
Investment Advisor Representative, LPL Financial LLC	03/2018 to 09/2020
Manager / Marketing Manager / Server, The Bungalow Restaurant & Bar	07/2017 to 02/2018
Registered Representative, Ameriprise Financial Services, Inc.	03/2014 to 06/2017
Day Trader, Bad Bamboo Trading	06/2013 to 02/2014
Finance And Operations, Chase Bass Entertainment;	02/2011 to 11/2013

Chartered Retirement Planning Counselor™ ("CRPC®")

Individuals who hold the CRPC® designation have completed a course of study encompassing pre-and post-retirement needs, asset management, estate planning, and the entire retirement planning process using models and techniques from real client situations. Additionally, individuals must pass an end-of-course examination that tests their ability to synthesize complex concepts and apply theoretical concepts to real-life situations. All designees have agreed to adhere to Standards of Professional Conduct and are subject to a disciplinary process. Designees renew their designation every two-years by completing 16 hours of continuing education, reaffirming adherence to the Standards of Professional Conduct, and complying with self-disclosure requirements.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Brown. Mr. Brown has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Brown.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Brown.***

However, we do encourage you to independently view the background of Mr. Brown on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6302839.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Brown is also a registered representative of LPL Financial LLC ("LPL Financial"). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. Brown's separate capacity as a registered representative, Mr. Brown will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Brown. Neither the Advisor nor Mr. Brown will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Brown's separate capacity as a registered representative. Mr. Brown spends approximately 10% of his time per month in his role as a registered representative of LPL Financial.

Insurance Agency Affiliations

Mr. Brown is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Brown's role with Northbridge. As an insurance professional, Mr. Brown will receive

customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Brown is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Brown or the Advisor. Mr. Brown spends approximately 10% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Brown has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Brown serves as a Financial Advisor of Northbridge and is supervised by Michael Orecchio, the Chief Compliance Officer. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

Kenneth T. Conte, CFP®
Financial Advisor

Effective: March 16, 2023

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Kenneth T. Conte (CRD# 6079300) in addition to the information contained in the Northbridge Financial Group, LLC (“Northbridge” or the “Advisor”, CRD# 310394) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Northbridge Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (813) 877-8000.

Additional information about Mr. Conte is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6079300.

Item 2 – Educational Background and Business Experience

Kenneth T. Conte, born in 1990, is dedicated to advising Clients of Northbridge as a Financial Advisor. Mr. Conte earned a B.S. in Finance from University of Rhode Island in 2013. Additional information regarding Mr. Conte's employment history is included below.

Employment History:

Financial Advisor, Northbridge Financial Group, LLC	09/2020 to Present
Registered Representative, LPL Financial LLC	08/2020 to Present
Investment Advisor Representative, LPL Financial LLC	08/2020 to 09/2020
Paraplanner, Commonwealth Financial Network	01/2017 to 07/2020
Paraplanner, Ameriprise Financial Services, Inc.	10/2015 to 10/2017
Front Office Controls Analyst, Barclays	08/2015 to 09/2015
Junior Risk Analyst, Itau Unibanco	06/2014 to 06/2015
Actuarial Analyst Assistant, USI Consulting Group	10/2013 to 06/2014

Certified Financial Planner™ (“CFP®”)

The Certified Financial Planner™, CFP®, and federally registered CFP® (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner™ Board of Standards, Inc. (“CFP® Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- *Education* – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP® Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP® Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- *Examination* – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real-world circumstances;
- *Experience* – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- *Ethics* – Agree to be bound by CFP® Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- *Continuing Education* – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- *Ethics* – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP® Board’s enforcement process, which could result in suspension or permanent revocation of their CFP®.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Conte. Mr. Conte has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Conte.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Conte.***

However, we do encourage you to independently view the background of Mr. Conte on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6079300.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Conte is also a registered representative of LPL Financial LLC (“LPL Financial”). LPL Financial is a registered broker-dealer (CRD# 6413), member FINRA, SIPC. In Mr. Conte’s separate capacity as a registered representative, Mr. Conte will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Conte. Neither the Advisor nor Mr. Conte will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Conte’s separate capacity as a registered representative. Mr. Conte spends approximately 10% of his time per month in his role as a registered representative of LPL Financial.

Insurance Agency Affiliations

Mr. Conte is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart from Mr. Conte’s role with Northbridge. As an insurance professional, Mr. Conte will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Conte is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Conte or the Advisor. Mr. Conte spends approximately 10% of his time per month in this capacity.

Item 5 – Additional Compensation

Mr. Conte has additional business activities where compensation is received that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Conte serves as a Financial Advisor of Northbridge and is supervised by Michael Orecchio, the Chief Compliance Officer. Mr. Orecchio can be reached at (813) 877-8000.

Northbridge has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Northbridge. Further, Northbridge is subject to regulatory oversight by various agencies. These agencies require registration by Northbridge and its Supervised Persons. As a registered entity, Northbridge is subject to examinations by regulators, which may be announced or unannounced. Northbridge is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Privacy Policy

Effective: March 16, 2023

Our Commitment to You

Northbridge Financial Group, LLC ("Northbridge" or the "Advisor") is committed to safeguarding the use of personal information of our Clients (also referred to as "you" and "your") that we obtain as your Investment Advisor, as described here in our Privacy Policy ("Policy").

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Northbridge (also referred to as "we", "our" and "us") protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Northbridge does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors ("RIAs") must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

Driver's license number	Date of birth
Social security or taxpayer identification number	Assets and liabilities
Name, address and phone number[s]	Income and expenses
E-mail address[es]	Investment activity
Account information (including other institutions)	Investment experience and goals

What Information do we collect from other sources?

Custody, brokerage and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service account

How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client's personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

Basis For Sharing	Do we share?	Can you limit?
Servicing our Clients We may share non-public personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting. Northbridge shares Client information with LPL Financial, LLC due to the oversight LPL Financial has over certain Supervised Persons of the Advisor. You may also contact us at any time for a copy of the LPL Financial Privacy Policy.	Yes	No
Marketing Purposes Northbridge does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Northbridge or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.	No	Not Shared
Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent[s] or representative[s].	Yes	Yes
Information About Former Clients Northbridge does not disclose and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our Clients.	No	Not Shared

Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy and will provide you with a revised Policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (813) 877-8000.