

Firm Brochure

(Part 2A of Form ADV)
CRD 309119



STONEBRIDGE

INVESTMENT ADVISORS, LLC

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This brochure provides information about the qualifications and business practices of Stonebridge Investments Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 731-668-5117, or by email at phil@stonebridgeadvisors.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Stonebridge Investments Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes (Item 2)

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur.

Material Changes Since the Last Update

The following items are amendments to the most recent previous filing.

The only material change in this update is the total assets under management have increased to \$33,741,453.

In the future, all amendments will be in accordance with the SEC's & the State of Tennessee rules and regulations.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us at: 731-668-5117, 855-668-5117, or by email at: phil@stonebridgeadvisors.net

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Advisory Business (Item 4)

FIRM DESCRIPTION

Stonebridge Investment Advisors, LLC (“hereinafter called SIA”) was founded in 2017 with its principal place of business located in Jackson, Tennessee. SIA is an Investment Advisory Firm registered in the State of Tennessee. SIA will engage in fee-based portfolio management on behalf of its clients.

PRINCIPAL OWNERS

Stonebridge Investment Advisors, LLC is owned equally by Phillip D. Bryant and Kimberly A. Melton.

TYPE OF ADVISORY SERVICES

SIA will provide portfolio management services predominately on a discretionary basis directly through an SIA Investment Advisor Representative (hereinafter called IAR’s”).

For customers preferring a more consultative process, SIA will offer a non-discretionary portfolio management service which requires discussion with and approval by the customer prior to portfolio changes.

SIA advises clients regarding cash flow, college planning, retirement planning, and estate planning. Investment advice is provided with the client making the final decision on investment selection.

Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. SIA does not offer legal, accounting or tax advice. Our IARs are licensed to sell life, health, disability and long-term insurance. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

SIA Managed Accounts

It is anticipated that all brokerage accounts will be opened at its affiliate Broker/Dealer, Dominion Investor Services (DOMI) and its clearing firm, Hilltop Securities (“HTS”), Dallas, Texas, which will hold all client cash and assets in custody.

Generally, SIA will use no load, Class F-2 or equivalent shares of mutual funds for a Client. If the account will be held directly at the mutual fund group, then SIA will follow the policies of the fund group and also their minimum account size. In the event there may be an advantage to the client when using 12b-1 paying fund classes, the 12b-1 fees will be used to offset SIA fees.

All accounts that are managed on a discretionary basis will have security transactions placed on their behalf, when deemed necessary and prudent, or by specific client request. To determine the individual needs of a client, each non-institutional client will be required to complete a confidential investor profile containing a variety of personal and financial information. Requested information

includes investment goals, time horizons and risk tolerance. SIA may require the client to complete additional investor profiles should client experience a significant change in their financial condition or familial obligations.

Through an analysis of this data, SIA develops a portfolio for each client. All portfolios are client specific. A SIA IAR will consult with the client on the overall investment strategy to be implemented. The client will have the opportunity to place reasonable restrictions on the management of their portfolio, such as limiting individual securities, asset allocation weightings, industries, etc. Any restrictions will be detailed in the advisory agreement. SIA will then implement, on behalf of each client, the chosen investment strategy through the purchase of a number of stocks, bonds, ETF's or mutual funds (no-load or load-waived) that are deemed to be appropriate risk adjusted choices for the client. SIA will then monitor each client's portfolio and when deemed appropriate for the client will make changes in specific security selections. SIA may alter asset allocations as situations warrant based on market conditions or changes in the client's personal or family obligations.

Accounts that are managed on a non-discretionary basis, will be done so in consultation with the client.

An individual representing SIA is designated as an IAR. This IAR may be designated as a Portfolio Manager (hereinafter called PM) for a client account.

At the inception of each client relationship, the client will be provided Part 2A and 2B of Form ADV which serves as SIA's required disclosure document for individual portfolio management services.

TAILORED RELATIONSHIPS

The goals and objectives for each client are documented in the SIA client account application. Clients may impose restrictions on investing in certain securities or types of securities. Such restrictions will be detailed in the advisory agreement and the SIA will manage the account accordingly. Agreements may not be assigned without client prior written consent.

ASSET MANAGEMENT

Assets are invested primarily in individual securities (stocks), exchange traded funds (ETF's) or mutual funds (load-waived or no-load). Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. The brokerage firm charges a fee for stock and bond trades which is disclosed in the agreement. Investments may also include: corporate debt securities, certificates of deposit, money market funds, municipal securities, closed end funds, Unit Investment Trusts, REIT, and U. S. government securities. See page 7 for specific risk disclosure.

TERMINATION OF AGREEMENT

SIA or the client may terminate an advisory agreement with ten (10) days written notice to the other party.

If Part 2 of Form ADV is not delivered to the client at least forty-eight (48) hours prior to the client entering into any written agreement with this investment adviser, then the client has the right to

terminate the agreement without penalty within five (5) business days after entering into the agreement. For the purposes of this provision, an agreement is considered valid when all parties to the agreement have signed the agreement.

In cases where the account is terminated, all pre-paid and unearned advisory fees will be promptly refunded to the client.

Fees and Compensation (Item 5)

Discretionary

A maximum fee of 1.25% is charged on assets under management but may be negotiable depending on account size and scope of work.

If client(s) have more than one account under management, the value of all accounts combined will be used to determine the current fee to be paid. Similar services may be found for lower fees within the industry.

Non-Discretionary

A maximum fee of 1.25% is charged on assets under management but may be negotiable depending on account size and scope of work. If client(s) have more than one account under management, the value of all accounts combined will be used to determine the current fee to be paid. Similar services may be found for lower fees within the industry.

Third-party Money Managers

The Firm has added Morningstar Managed Portfolios and SEI as third-party money managers.

ASSETS UNDER MANAGEMENT

SIA has approximately \$33,741,453 under management as of 03/26/2020.

FEE BILLING

Advisory fees will be billed quarterly, in advance of the services provided. Amounts are based on the portfolio value on the last day of the previous quarter. For accounts that are opened or closed during a calendar quarter, the fee payable will be pro-rated for the period.

SIA or the client may terminate an advisory agreement with ten (10) days written notice to the other party. In cases where the account is terminated, all pre-paid and unearned advisory fees will be promptly refunded to the client. The refund of a fee is determined as follows: the daily rate is calculated by dividing the quarterly fee by the number of days in the quarter. The refund is equal to the daily rate times the number of days remaining in the quarter including the day of notice from the client.

Typically, SIA will receive its fees on a directly, deducted basis, that is, the client will authorize SIA to have the advisory fee directly deducted from the account through our advisory agreement wherein the client advises their custodian to pay the fee. Client will receive a statement from their

custodian, at least quarterly, showing all debits and credits to the account, including fees payable to SIA. If a client's account does not have sufficient cash or cash equivalents to pay fees due, an appropriate amount of assets will be liquidated to cover the fee.

OTHER FEES

SIA does not charge commissions and/or markups. Any ticket charges and other fees are disclosed and established in the agreement.

SIA, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

EXPENSE RATIOS

Mutual funds and Exchange Traded Funds are generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to SIA. Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

PAST DUE ACCOUNTS AND TERMINATION AGREEMENT

SIA reserves the right to stop work on any account that is more than 30 days overdue. In addition, SIA reserves the right to terminate any management agreement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in SIA's judgment, to providing proper financial advice. Any unearned portion of fees collected in advance will be refunded promptly.

Performance-Based Fees (Item 6)

SHARING OF CAPITAL GAINS

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

SIA does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients (Item 7)

DESCRIPTION

SIA may provide investment advice to individuals, high-net worth individuals and businesses. Client relationships vary in scope and length of service.

ACCOUNT MINIMUMS

SIA does not have account minimums.

For an account held directly at a mutual fund group or third-party management firm, SIA will follow the policy of the fund group and also their minimum account size.

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

METHOD OF ANALYSIS

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long-term.

Charting analysis strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data.

Using charting analysis without other methods of analysis would be assuming that past performance will be indicative of future performance. This may not be the case.

Economic analysis focuses on how economic conditions may impact securities.

INVESTMENT STRATEGIES

Long-term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short-term trading, short sales, margin transactions, and options generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear. The adviser generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it may utilize options when account appropriate. Options generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond "fixed income" nature (lower risk) or stock "equity" nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing price value, albeit rather minimal.

Fixed Income is an investment that promises fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc. Investing in fixed income carries the risk of capital loss.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations. Investing in debt securities carries the risk of capital loss.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy).

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares. Investing in REITS carries the possible risk of capital loss.

Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the possible risk of capital loss.

Long-term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short-term trading risks include liquidity, economic stability and inflation and possible loss of capital.

Past performance is not a guarantee of future returns. Investing in any securities involves a risk of loss that you, as a client, should be prepared to bear.

SIA may employ different investment strategies that are determined by consultation and the objectives of the Client. These strategies primarily use common stock, ETFs and open-end and closed-end mutual funds. The resulting portfolios are not always diversified. Some strategies may include the use of treasury securities, option, fixed income (debt securities) and real estate investment trusts.

The client may change these objectives at any time.

RISK OF LOSS

All investment programs have certain risks that are borne by the investor. Investing in securities involves risk of loss. Clients should be prepared to bear. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of clients who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information (Item 9)

LEGAL AND DISCIPLINARY

The firm and its employees have not been involved in legal or disciplinary events related to past or present clients.

Other Financial Industry Activities and Affiliations (Item 10)

AFFILIATIONS

SIA has arrangements that are material to its advisory business or its clients with a related entity which is a broker/dealer. Please refer to the section "Brokerage Practices" for complete details.

Some of SIA's IARs own an accounting firm or an insurance agency (see Part 2B for information). SIA does not control the accounting firm or insurance agency.

SIA has affiliations with other investment advisers that its clients were introduced to for management of their assets. SIA has no other business relationship with the third-party investment advisers. SIA does not have a material conflict of interest with these investment advisers.

SIA currently has service agreements with these investment advisers:

Third-party Money Managers

Morningstar Investment Services, Inc. CRD 112525, a SEC registered firm, located at 22 West Washington Street, Chicago, Illinois 60602. Morningstar has clearing and custody arrangements through TD Ameritrade, Fidelity, BNY Mellon, and Schwab all members of FINRA and SIPC.

SEI Investments Management Corporation CRD 105146, a SEC registered firm, located at One Freedom Valley Drive, Oaks, and Pennsylvania 19456.

All fees associated with third-party money managers are disclosed in their ADV. The management companies do their fee calculations and billing on the assets they manage. SIA receives compensation from the third-party managers but does not otherwise receive any additional fee from the client.

Document Storage and Retention Services

SIA maintains relationships with Data Deposit Box, with headquarters located at 1 Eglinton Avenue East, Suite 703 Toronto, ON, M4P 3A1, Canada, Dropbox, with headquarters located at 1800 Owens Street, San Francisco, California 94158, Apple iCloud located at 1 Apple Park Way, Cupertino, CA 95014 for the secure electronic storage and retention of certain firm files.

Code of Ethics, Participation or Interest in Client Transactions, & Personal Trading (Item 11)

SIA Code of Ethics and Personal Securities Transactions: Federal and SRO registered personnel, employees, and members of their immediate family for potential violations of insider trading rules, front-running, free-riding and withholding. In addition, SIA now also monitors for evidence of mutual fund arbitrage trading.

To facilitate review and supervision of its associated persons personal and familial securities accounts, SIA most strongly encourages each IAR and employee to maintain all non-employer sponsored securities accounts through SIA. Individuals that prefer to hold personal or familial accounts at another institution or possess certificates will be held to strict adherence to the rules of ensuring copies of all statements and transactions are promptly forwarded to SIA for review and inclusion in the IAR's file. It is the IAR'S responsibility to ensure copies of statements are delivered to SIA. IAR's holding accounts at other broker-dealers will be charged reasonable fees for supervision of outside accounts.

Personnel who fail to ensure or are negligent in providing required documents as specified above will be compelled to hold their accounts at SIA. The sanction for willful evasion of SIA's supervisory requirements is immediate termination.

SIA has adopted the following Code of Ethics relative to personal securities transactions and our insider trading policy:

SIA CODE OF ETHICS

SIA is an Investment Advisory Firm registered in the State of Tennessee to engage in the investment advisory business. SIA's Code of Ethics (Code) requires all IARs and access persons to know, acknowledge and comply with all applicable securities laws. The Code is intended to reflect the fiduciary principles and standards that regulate the conduct of SIA's RIA and its associated and access persons. The Code includes provisions covering Insider Trading, confidentiality of client information, spreading rumors, acceptance of gifts and business entertainment items (and reporting thereon). All of these are detailed in the following sections.

- A. Individuals covered by the Code – any person deemed to be an access person. This would include all SIA Main Office personnel that may have access to client files, trading, and personal client information.
- B. All IARs and any potential access person will be required to execute acknowledgement of the Code. Additionally, all personnel are required to disclose any financial interest that may impact their duties or potentially create conflicts of interest.
- C. Protection of non-public information
 - i. Confidential client information – in the normal process of business SIA IARs may receive confidential client information. This client information is subject to Regulation S-P.
 - ii. Material non-public information – insider trading. See Section 4.8 of the SIA Compliance Manual.
- D. Personal Securities Transactions
 - i. The staff and IARs of SIA are allowed to have securities accounts to own securities that are also owned by clients. These transactions (buy/sell/exchange) are subject to numerous restrictions to present conflicts of interest or in any other way interfere with the portfolio management obligations of SIA. The Code specifically prohibits transactions in advance of customer transaction (aka frontrunning) to prevent possible abuses. Additionally, since most IARs are also series 7 registered RRs, they are prohibited from soliciting transaction in securities in advance of SIA clients. Exceptions to this restriction are batched transactions with clients where there is no reason to believe there would be any impact on client prices. In the event of partial fills client accounts will always be prioritized. Open ended mutual funds that price after-market daily is not subject to these restrictions.
 - ii. In the event SIA participates in an IPO for client accounts, IARs will not receive allocations of the IPO but may purchase in the aftermarket.
- E. All of the following are always prohibited:
 - i. Defraud a client in any manner
 - ii. Mislead a client; including omitting omissions of material fact

- iii. Engage in any act or practice that will deceive a client
 - iv. Engage in any manipulation with clients or securities
 - v. Favor one client over another
- F. All SIA Access persons are required to disclose any significant gifts or entertainment over \$100 that is business related.
- G. All SIA access persons are required to acknowledge this Code and the associated compliance manual no less than annually.
- H. Penalties for violations to include warnings, suspension, and termination.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

SIA, its employees and IARs, with knowledge of SIA's trading activity, may buy or sell publicly traded securities that are also held by clients. Employees and IAR's may not trade their own securities within a time frame ahead of client trades that may affect client transactions. Employees and IARs comply with the provisions of the SIA Compliance Manual. SIA does not recommend securities in which SIA or related persons has a material financial interest other than publicly traded securities as described earlier in this paragraph.

PERSONAL TRADING

The Chief Compliance Officer of SIA is Phillip Bryant. The CCO reviews employee and IARs trades quarterly. The personal trading reviews ensure that the personal trading of employees and IARs does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small relative to the volume in the securities being traded, the trades have little or no effect on those securities. SIA does monitor transactions regardless.

Brokerage Practices (Item 12)

SELECTING BROKERAGE FIRMS

Investment Advisor Representatives (IAR) associated with SIA are permitted to be dually registered as Registered Representatives with Dominion Investor Services, Inc., a FINRA and SIPC member broker dealer. SIA believes any potential conflicts of interest in recommending Dominion Investor Services, and Hilltop Securities (HTS) as their preferred custodian, are mitigated by IARs and the Firm being separate from the decision in execution of client trades, along with transaction speed, reliability, internal audit capability and general efficiency and working in the best interest of clients conduct account review and review best execution reports.

SIA routinely monitors the quality of client trade executions to ensure clients are receiving the best available execution price among the competing stock exchanges and market-makers. Transaction costs paid to SIA are fixed, flat-rate fees for advisory accounts. A copy of the transactions cost schedule is provided to the client as part of the advisory agreement.

SIA believes that the transaction, HTS custody and clearing costs available through the Dominion Investor Services/HTS arrangement are continuously monitored and have been and remain competitive.

The Advisor also participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. The Advisor receives some benefits from TD Ameritrade through its participation in the Program.

BEST EXECUTION

SIA's executed trades are routinely reviewed by Phil Bryant for quality of execution. SIA does not receive any portion of the clearing charges.

SOFT DOLLARS

SIA has no "soft dollar" arrangements with Dominion Investor Services to provide additional goods or services (such as security research or portfolio software) in exchange for direction of the client's brokerage account. The services used by SIA are available without reservation through Dominion Investor Services users of the HTS trading platform. As part of its fiduciary obligation to its clients, SIA will monitor transaction related costs to its client's accounts for reasonableness with prevailing market costs.

ORDER AGGREGATION

All accounts are individually managed. Order aggregation benefits are minimal in these circumstances. Therefore, SIA rarely aggregates orders. SIA does not see a cost benefit to order aggregation as transaction costs are fixed regardless of the number of shares.

Review of Accounts (Item 13)

PERIODIC REVIEWS

SIA's managed accounts are reviewed by Phillip Bryant (additional information about Mr. Bryant can be found in Part 2B). Mr. Bryant reviews the account holdings no less than on a semi-annual basis to ensure that the account continues to reflect the client's stated account objectives.

REVIEW TRIGGERS

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's personal situation.

PERFORMANCE REPORTS

Written quarterly performance reports may be provided to SIA clients. Clients are urged to compare the account statements received directly from their custodian to the performance report statements provided by SIA.

Client Referrals and Other Compensation (Item 14)

INCOMING REFERRALS

SIA may receive referrals from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm participates in the Dave Ramsey radio show “Smart-Vestor Pro” program. Phil Bryant & Kim Melton each pay a monthly fee for referrals from the radio show in our target market. We do not share any revenue, commissions, or other compensation to Dave Ramsey other than this fee.

OTHER COMPENSATION

As disclosed above, The Advisor participates in TD Ameritrade’s institutional customer program and may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between the Advisor’s participation in the program and the investment advice it gives to its clients, although the Advisor receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving the Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to the Advisor by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Advisor’s related persons. Some of the products and services made available by TD Ameritrade through the program may benefit the Advisor but may not benefit its client accounts. These products or services may assist Advisor in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help the Advisor manage and further develop its business enterprise. The benefits received by the Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to 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 by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor’s choice of TD Ameritrade for custody and brokerage services.

Custody (Item 15)

ACCOUNT STATEMENTS

All brokerage accounts through SIA’s affiliate Broker/Dealer, Dominion Investor Services, are held at HTS which provides account statements directly to clients at their address of record at least

quarterly. Clients are encouraged to compare these account statements from HTS to invoices and reports they receive from SIA. SIA does not have custody of any client funds or securities, except for its authorization for deduction of management fees.

Investment Discretion (Item 16)

DISCRETIONARY AUTHORITY FOR TRADING

For all discretionary portfolio management clients, SIA will be provided with full, discretionary authority to pick which securities and the amount of securities for the purchase and sale in the client's account, without obtaining specific client consent. The purchases and sales will be guided by the stated investment objectives of each client. A client may impose reasonable restrictions (identified in the client agreement) on the services provided for the account (for example, indication that no tobacco or defense stocks may be purchased). All such restrictions shall be documented to SIA in writing. They may be amended in writing and will be implemented when accepted by SIA. SIA reserves the right to refuse or terminate any client account (pursuant to the agreement's termination clause) if the client imposes unreasonable restrictions as determined by SIA.

Non-discretionary agreements do not include any discretionary authority.

LIMITED POWER OF ATTORNEY (for discretionary accounts only)

A limited power of attorney is included in the agreement for the purpose of discretionary account management.

Voting Client Securities (Item 17)

PROXY VOTES

Each party to SIA's Investment Advisory Agreement acknowledges that client(s) will make decisions on the voting of proxies unless SIA is authorized to do so. If authorized, SIA will always vote in the best interest of the client(s). The client(s) have to indicate on the agreement if SIA is not authorized to vote proxies. SIA does not invest in securities that will result in conflicts with client interests. A client may ask how their proxies were voted as any time. SIA may choose not to vote.

SIA reviews the following prior to voting to determine whether we believe they are in our clients' best interest:

1. Director nominee
2. Proposals that affect shareholder rights
3. Share par value adjustments, dilutive issuance, recapitalization plans, share repurchase plans, management incentive plans and any other items that may affect shareholder interest.

Below are our policies and procedures for determining each vote. A client may request information on why any vote was made at any time.

SIA votes yes only on items that we believe are positive or neutral relative to the investment in our clients' interests. We vote no when we determine the outcome is likely negative. We may decline to vote on an item when uncertain.

If subject to ERISA, all decisions are reserved to the trustee or a named fiduciary of client(s) account.

Financial Information (Item 18)

FINANCIAL CONDITION

SIA does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. SIA has never filed for bankruptcy protection.

A balance sheet is not required to be provided because SIA does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$500 per client, six months or more in advance.

Requirements for State-Registered Advisers (Item 19)

A: Please reference FORM ADV Part 2B for the formal educational and business background information on Stonebridge Investments Advisors, LLC's owners and management.

B: Please reference FORM ADV Part 2B under "Other Business Activities".

C: Stonebridge Investment Advisors does not use performance-based fee structure, so this question is not applicable.

D: Neither the Firm, management nor its Supervised Persons have been the subject of the type of disciplinary event that warrants disclosure pursuant to this Item.

E: Neither the Firm nor its Supervised Persons have a material relationship or arrangement with any issuers of securities.

Business Continuity Plan (Item 20)

GENERAL

SIA has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

DISASTERS

The Business Continuity Plan covers natural disasters such as snowstorms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident.

ALTERNATE OFFICES

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

LOSS OF KEY PERSONNEL

SIA office personnel are able to implement strategies in the event of Phillip Bryant's or Kim Melton's serious disability or death.

Information Security Program (Item 21)

INFORMATION SECURITY

SIA maintains an information security program to reduce the risk that your personal and confidential information may be breached.

PRIVACY NOTICE

SIA is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us. The categories of nonpublic information that we collect from you may include information about your personal finances, information about transactions between you and third parties, and information from consumer reporting agencies (e.g., credit reports). We use this information to help you meet your personal financial goals.

With your written permission, SIA will disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these non-affiliated third parties by notifying us at any time by mail, fax, email, or in person. SIA shares information about you with Stonebridge Investment Advisors, DOMI and HTS in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We restrict access to your information physically and electronically. We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this Privacy Notice to you annually, in writing.

Firm Brochure Supplement (Part 2B of Form ADV)

CRD 309119

STONEBRIDGE INVESTMENT ADVISORS, LLC

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Supplement Dated
March 26, 2021

This brochure provides information about Phillip D. Bryant, Kimberly Melton, and Robert Caldwell that supplements the Disclosure Brochure of Stonebridge Investment Advisors, LLC, a copy of which you should have received. Please contact Stonebridge Investment Advisors, LLC's Chief Compliance Officer if you did not receive the Disclosure Brochure or if you have any questions about the contents of this Brochure Supplement. Additional information about Phillip D. Bryant & Kimberly A. Melton is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Educational Background and Business Experience

Phillip D. Bryant

Born 1956

Post-Secondary Education

Jackson State Community College, Jackson, Tennessee; Middle Tennessee State University, Murfreesboro, Tennessee

Recent Business Background

<i>2017 – Present</i>	Stonebridge Investment Advisors, LLC Member - Manager, and Chief Compliance Officer
<i>2011 – Present</i>	Dominion Portfolio Management, Inc. Investment Advisor Representative
<i>2004 – 2017</i>	Caldwell and Bryant Financial Advisors, Inc. Partner
<i>1999 – Present</i>	Dominion Investor Services, Inc. Principal and Registered Representative

Licenses: FINRA Series 6, 7, 24, 26, 51, 63, 65, 66. Also licensed to sell Life, Health, Long-Term Care Insurance, Disability, Fixed and Equity Indexed annuities

Item 3. Disciplinary Information

Stonebridge Investment Advisors, LLC is required to disclose information regarding any legal or disciplinary events material to a client's evaluation of Phillip D. Bryant. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this Item.

Item 4. Other Business Activities

4A: Stonebridge Investment Advisors, LLC is required to disclose information regarding any investment-related business or occupation in which Phillip D. Bryant is actively engaged. Phillip D. Bryant is a Registered Representative with Dominion Investor Services (CRD#21548), a broker-dealer that is registered in Tennessee and he offers commission-based products when appropriate for the client. Mr. Bryant spends 10-15 hours a week on this activity. This can create a potential for conflict of interest as this could cause Mr. Bryant to recommend investment products based on compensation received, rather than the client's needs. Clients are educated on the investment options that are available to them, as well as all fees, commissions and expenses related to the different types of accounts. The client then chooses what best fits their

investment needs. Mr. Bryant can receive compensation and trail commissions from the sale of the commission-based mutual funds and variable annuities. Mr. Bryant does not receive any bonuses from the sale of commission-based products.

4B: Mr. Bryant serves as the Chairman of the Madison County Tennessee Election Commission which requires about 1 hour per month. He also serves on the West Tennessee Healthcare Board of Trustees which requires 5 hours a month. Also writes life insurance, disability and fixed annuities, rental property, which requires 1 hour a month. Additionally, Mr. Bryant is a Registered Representative with Dominion Investor Services and does offer commission-based products when appropriate for the client that requires 15-20 hours per week.

Item 5. Additional Compensation

Stonebridge Investment Advisors, LLC is required to disclose information regarding any arrangement under which Phillip D. Bryant receives an economic benefit from someone other than a client for providing investment advisory services. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this item.

Item 6. Supervision

Phillip. D Bryant, Chief Compliance Officer, is generally responsible for supervising Phillip D. Bryant's advisory activities on behalf of Stonebridge Investment Advisors, LLC. Phillip Bryant can be reached at the firm's main telephone number 731-668-5117 or via email at phil@stonebridgeadvisors.net. Stonebridge Investment Advisors, LLC supervises its personnel and the investments made in client accounts. Stonebridge Investment Advisors, LLC monitors the investments recommended by Phillip D. Bryant to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives and risk tolerance, as well as any restrictions previously requested by the client. Stonebridge Investment Advisors, LLC periodically reviews the advisory activities of Phillip D. Bryant, which may include reviewing individual client accounts and correspondence (including e-mails) sent and received by Phillip D. Bryant.

Item 7. Requirements for State Registered Advisers

Stonebridge Investment Advisors, LLC is required to disclose information regarding Phillip D. Bryant's involvement in certain civil, self-regulatory organization or administrative proceedings, arbitration awards or findings, or bankruptcy proceedings. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this Item.

Item 2. Educational Background and Business Experience

Kimberly A. Melton

Born 1975

Post-Secondary Education

Bachelor of Arts, Economics, Murray State University, Murray Kentucky

Recent Business Background

2017 – Present Stonebridge Investment Advisors, LLC
Member - Manager

2012 – Present Dominion Portfolio Management, Inc.
Investment Advisor Representative

2012 – Present Dominion Investor Services, Inc.
Registered Representative

2010 - 2012 First Bank Investment Partners- Invest Financial

Licenses: FINRA Series 7, 63 & 66. Also licensed to sell Life, Health, Long-Term Care Insurance, Disability, Fixed and Equity Indexed annuities

Item 3. Disciplinary Information

Stonebridge Investment Advisors, LLC is required to disclose information regarding any legal or disciplinary events material to a client's evaluation of Kimberly A. Melton. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this Item.

Item 4. Other Business Activities

4A: Stonebridge Investment Advisors, LLC is required to disclose information regarding any investment-related business or occupation in which Kimberly A. Melton is actively engaged. Kimberly A. Melton is a Registered Representative with Dominion Investor Services (CRD#21548), a broker-dealer that is registered in Tennessee and she offers commission-based products when appropriate for the client. Mrs. Melton spends 10-15 hours a week on this activity. This can create a potential for conflict of interest as this could cause Mrs. Melton to recommend investment products based on compensation received, rather than the client's needs. Clients are educated on the investment options that are available to them, as well as all fees, commissions and expenses related to the different types of accounts. The client then decides what best fits their investment needs. Mrs. Melton can receive compensation and trail

commissions from the sale of the commission-based mutual funds and variable annuities. Mrs. Melton does not receive any bonuses from the sale of commission-based products.

4B: Stonebridge Investment Advisors, LLC is required to disclose if Mrs. Melton is actively engaged in any business or occupation for compensation not discussed in Item 4A. Stonebridge Investment Advisors, LLC has nothing to report in relation to this item.

Item 5. Additional Compensation

Stonebridge Investment Advisors, LLC is required to disclose information regarding any arrangement under which Kimberly A. Melton receives an economic benefit from someone other than a client for providing investment advisory services. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this item.

Item 6. Supervision

Phillip. D Bryant, Chief Compliance Officer, is generally responsible for supervising Kimberly A. Melton's advisory activities on behalf of Stonebridge Investment Advisors, LLC. Phillip Bryant can be reached at the firm's main telephone number 731-668-5117 or via email at phil@stonebridgeadvisors.net. Stonebridge Investment Advisors, LLC supervises its personnel and the investments made in client accounts. Stonebridge Investment Advisors, LLC monitors the investments recommended by Kimberly A. Melton to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives and risk tolerance, as well as any restrictions previously requested by the client. Stonebridge Investment Advisors, LLC periodically reviews the advisory activities of Kimberly A. Melton, which may include reviewing individual client accounts and correspondence (including e-mails) sent and received by Kimberly A. Melton.

Item 7. Requirements for State Registered Advisers

Stonebridge Investment Advisors, LLC is required to disclose information regarding Kimberly A. Melton's involvement in certain civil, self-regulatory organization or administrative proceedings, arbitration awards or findings, or bankruptcy proceedings. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this Item.

Item 2. Educational Background and Business Experience

Robert A. Caldwell

Born 1950

Post-Secondary Education

BS, Economics and Accounting, Lambuth University, Jackson, Tennessee, 1972;
Graduate Certificate in Trust and Estate Administration, National Graduate Trust
School, Northwestern University, 1979

Recent Business Background

<i>2020 – Present</i>	Stonebridge Investment Advisors, LLC
<i>2017 - Present</i>	Caldwell Financial Group Owner
<i>2005 – Present</i>	Dominion Portfolio Management, Inc. Investment Advisor Representative
<i>2000 – Present</i>	Dominion Investor Services, Inc. Registered Representative
<i>1996 – Present</i>	Robert A. Caldwell, CPA

Designations: Certified Public Accountant, passed the Uniform CPA Examination, received a baccalaureate or graduate degree, U.S. Treasury Enrolled Agent. Rule 31 Listed Family Mediator (TN Supreme Court Alternative Dispute Commission).

Licenses: FINRA Series 6, 26, 63, & 65. Also licensed to sell Life, Health, Long-Term Care Insurance, Disability, Fixed and Equity Indexed annuities

Item 3. Disciplinary Information

Stonebridge Investment Advisors, LLC is required to disclose information regarding any legal or disciplinary events material to a client's evaluation of Robert A. Caldwell. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this Item.

Item 4. Other Business Activities

4A: Stonebridge Investment Advisors, LLC is required to disclose information regarding any investment-related business or occupation in which Robert A. Caldwell is actively engaged. Robert A. Caldwell is a Registered Representative with Dominion Investor Services (CRD #2730650), a broker-dealer that is registered in Tennessee and he offers commission-based products when

appropriate for the client. Mr. Caldwell spends 5 – 10 hours a week on this activity. This can create a potential for conflict of interest as this could cause Mr. Caldwell to recommend investment products based on compensation received, rather than the client's needs. Clients are educated on the investment options that are available to them, as well as all fees, commissions and expenses related to the different types of accounts. The client then decides what best fits their investment needs. Mr. Caldwell can receive compensation and trail commissions from the sale of the commission-based mutual funds and variable annuities. Mr. Caldwell does not receive any bonuses from the sale of commission-based products.

Mr. Caldwell is a licensed CPA, an enrolled agent and federal licensed agent to represent taxpayers before the Internal Revenue Service. He sells fixed annuities, life, health, disability, and long-term care insurance. Mr. Caldwell is a family mediator in dispute resolution (currently inactive). He offers services as trustee, executor and conservator, Caldwell Capital Management, LLC (Real Estate Investments), and as an ordained Minister.

4B: Stonebridge Investment Advisors, LLC is required to disclose if Mr. Caldwell is actively engaged in any business or occupation for compensation not discussed in Item 4A. Stonebridge Investment Advisors, LLC has nothing to report in relation to this item.

Item 5. Additional Compensation

Stonebridge Investment Advisors, LLC is required to disclose information regarding any arrangement under which Robert A. Caldwell receives an economic benefit from someone other than a client for providing investment advisory services. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this item.

Item 6. Supervision

Phillip D. Bryant, Chief Compliance Officer, is generally responsible for supervising Robert A. Caldwell's advisory activities on behalf of Stonebridge Investment Advisors, LLC. Phillip Bryant can be reached at the firm's main telephone number 731-668-5117 or via email at phil@stonebridgeadvisors.net. Stonebridge Investment Advisors, LLC supervises its personnel and the investments made in client accounts. Stonebridge Investment Advisors, LLC monitors the investments recommended by Robert A. Caldwell to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives and risk tolerance, as well as any restrictions previously requested by the client. Stonebridge Investment Advisors, LLC periodically reviews the advisory activities of Robert A. Caldwell, which may include reviewing individual client accounts and correspondence (including e-mails) sent and received by Robert A. Caldwell.

Item 7. Requirements for State Registered Advisers

Stonebridge Investment Advisors, LLC is required to disclose information regarding Robert A. Caldwell's involvement in certain civil, self-regulatory organization or administrative proceedings, arbitration awards or findings, or bankruptcy proceedings. Stonebridge Investment Advisors, LLC has no information to disclose in relation to this item.