

Item 1 – Cover Page

# LionsBridge Wealth Management, LLC

A Florida Limited Liability Company

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This Brochure provides information about the qualifications and business practices of LionsBridge Wealth Management, LLC (“LBWM”). If you have any questions about the contents of this Brochure, please contact us at 904.897.0390 or [carolyn@lbwm.net](mailto:carolyn@lbwm.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.

LBWM is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about LBWM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure.

Since the filing of our last annual updating amendment, February 18, 2025, we have the following material changes to report.

- Item 5 has been amended to remove reference to receipt of commissions and other compensation related to the sale of insurance products.
- Item 10 has been amended to remove reference to LionsBridge Insurance, LLC, which is no longer active.
- Item 14 has been amended to remove reference to insurance activities and to clarify that **LBWM** currently has a relationship with a solicitor who assists **LBWM** in establishing new client relationships.

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## Item 4 – Advisory Business

### Asset Management

LBWM was established in December 2008 as a Registered Investment Advisor which provides fee-only investment management services to individuals, businesses, trusts and not-for-profit organizations. LBWM is a wholly owned subsidiary of LionsBridge Capital Holdings, LLC, a Florida limited liability company. LBWM follows a disciplined process to understand our clients' personal and family financial goals. We analyze the expected time horizon for the expected use of the funds, liquidity and income needs, and any other unique objectives or restrictions which we need to understand before we start investing on behalf of our clients. Once we have a better understanding of our client's specific requirements, we will suggest a specific strategic asset allocation model that reflects their long-term objectives and risk tolerance. However, clients can place restrictions on investing in certain securities or class of securities. We will then draft an investment policy which will serve as the blueprint for building and overseeing the investment portfolio.

### Fixed Annuities

If appropriate for the client, LBWM may recommend, or accommodate a request for, a fixed annuity product. In these cases, LBWM will advise on, and manage, the assets in this annuity for the client. LBWM has a contract with a third party that acts as distributor for various insurance carriers to facilitate the sale of these products.

### Retirement Planning

We offer limited retirement planning as part of our investment management services. We work with you to collect information and design an overview where we provide a simulation of possible outcomes of your long-term retirement plan assets based upon various factors and information you provide. A report is provided for discussion and to assist you in preparing for your retirement future. There is no charge for this service as it is included as part of our investment management services.

### IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give

loyal advice).

- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

### Regulatory Assets Under Management

As of December 31, 2025, LBWM managed \$122,426,489 on a discretionary basis.

## **Item 5 – Fees and Compensation**

### Asset Management Fees

The LBWM fee schedule is calculated and charged on assets invested and managed in our investment models. The fees are calculated on the average monthly balance in the account. The fee will be deducted from the account on the first day of the following month.

<u>Account Size</u>	<u>Asset Based Fee</u>
<\$1MM	1.00%
\$1MM - \$2MM	.90 – 1.00%
\$2MM - \$5MM	.75 - .90%
\$5MM - \$10MM	.50 - .75%
>\$10MM	Negotiable

The specific manner in which fees are charged by LBWM is established in a client’s written agreement with LBWM. LBWM will bill its fees on a monthly basis, in arrears, based on the percentage of assets under management. Fees are directly debited from client accounts.

Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar month. Accounts initiated or terminated during a calendar month will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement. All fees are subject to negotiation.

LBWM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties, such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to LBWM's fee, and LBWM does not receive any portion of these commissions, fees, and costs.

Clients have the option to purchase investment products that LBWM recommends through other brokers or agents that are not affiliated with LBWM; however, such purchases would be made without the benefit of the extensive experience and tailored advice LBWM provides to clients through the various asset management services it offers.

#### Fixed Annuities

When a fixed annuity is sold to a LBWM client, the issuer of the annuity product will calculate LBWM's advisory fee based on the cash value in the annuity and will deduct LBWM's advisory fee directly from that cash value and will pay that fee to LBWM directly. Other than the advisory fee, LBWM does not receive any commissions or additional fees with regard to a client's purchase of a fixed annuity product.

#### Trade Errors

From time-to-time LBWM may make an error in submitting a trade order on a client's behalf. When this occurs, LBWM may place a correcting trade with the broker-dealer which has custody of the Client's account. If an investment gain results from the correcting trade, the gain will remain in the Client's account unless: a) the same error involved other Client account(s) that should have received the gain; b) it is not permissible for the Client to retain the gain; or c) LBWM confers with the Client and the Client decides to forego the gain (e.g., due to tax reasons). If the gain does not remain in the Client's account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, LBWM will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in the Client's account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in a client's account, they may be netted.

Item 12 further describes the factors that LBWM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

LBWM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees charged by LBWM are based upon the client's assets under management.

## **Item 7 – Types of Clients**

**LBWM** provides portfolio management services to individuals, high net worth individuals, charitable institutions, foundations, endowments and trust programs.

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

We develop a strategic asset allocation with each of our clients individually to determine the best mix of stocks to bonds that meets their long-term return requirements, balanced with their risk tolerances. We spend a good deal of time talking about the potential for risk of loss in a portfolio and how we are able to mitigate, but not eliminate, this risk through asset allocation and risk management decisions in the equity portfolio. The equity portion follows our Core Plus approach, which is comprised of three different strategies. The first is the tax sensitive individual equity strategy which uses our VGQ (Value-Growth-Quality) method of stock selection for US Large Cap which was developed by and is proprietary to **LBWM**. The second is our Tactical ETF strategy which uses long term trend and fundamental analysis to determine which equity classes other than US Large Cap we find attractive. The third is our Long/Short strategy (also proprietary to **LBWM**) which analyzes trends on multiple time frames and is either long or short the market based on these trends. We characterize this strategy as an “Alternative” equity strategy as it can short the market, but it does not use leverage and utilizes only very high volume ETF’s (generally SPY and SH). We may use other mutual funds characterized as “Alternative” as our outlook for US equity returns changes. Our Fixed Income approach is top down in nature, stressing the need for quality in the Fixed Income portion of the account so that it may be the best diversifier for equity risk. Average maturity and quality is based on an objective assessment of the economic cycle and its implications for interest rates. We generally use ETF’s or mutual funds for fixed income. The material risks involved in our approach are market risk, as our portfolios are geared toward the strategic asset allocation of a client. Higher equity allocations will involve a greater chance of loss in order to achieve higher long-term returns. Our approach is active in nature in an effort to mitigate market risk. As such, turnover will be higher than in a passively managed approach, which may affect taxes paid.

Securities utilized are standard equity securities, Exchange Traded Funds, and bonds. The risks involved are the standard risk that most investors take, and the risk of loss. Investing in securities involves risk of loss that clients should be prepared to bear.

## **Item 9 – Disciplinary Information**

**LBWM** does not have any reportable disciplinary events.

## **Item 10 – Other Financial Industry Activities and Affiliations**

**LBWM** does not have any management persons or related persons that are actively engaged in a business other than giving investment advice, except as provided below. **LBWM** does not sell other products besides investment advice to clients. As stated above, **LBWM** is a wholly owned subsidiary of LionsBridge Capital Holdings, LLC. LionsBridge Capital Holdings, LLC is

also the holding company of LionsBridge Capital, LLC.

LionsBridge Capital, LLC, is a Florida licensed real estate broker, which was formed for the purpose of participating in investment banking related business which requires a Florida real estate broker license (such as transactions structured as asset rather than stock sales). There may be situations where clientele of LBWM separately engage LionsBridge Capital, LLC to assist on a particular transaction, or to provide other services. Any transaction involving an LBWM client and LionsBridge Capital, LLC may involve unique considerations, such as addressing any conflicts of interest that may be specific to the situation, and any LBWM client that may separately engage LionsBridge Capital, LLC will be provided with a written disclosure of any conflict of interest that may be present in order to ensure that all parties have a clear understanding of any factors or concerns that may be important.

### **Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading**

As required by Rule 204A-1 of the Investment Advisers Act of 1940, LBWM has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients and sets forth its practice of supervising the personal securities transactions of employees who maintain access to client information.

The firm, and related persons of the firm, including but not limited to, LBWM's investment adviser representatives, may invest in the same securities (or related securities, e.g., warrants, options or futures) that LBWM or any of its related persons recommend to clients. Some of these investments may be placed at, or about the same time as, the placement of client securities transactions. This presents a conflict of interest, as the firm and its related persons may be incented to benefit from client transactions by placing their own interests ahead of those of the firm's clients. LBWM requires that client transactions in Reportable Securities (as this term is defined in the Code of Ethics) be placed ahead of those of the firm or its related persons. Such transactions remain under strict supervision and subject to regular review by the firm's compliance staff.

A copy of the Code remains available for review upon request.

### **Item 12 – Brokerage Practices**

LBWM maintains the investment discretion to select the securities and amount of securities for client accounts (see Item16 for further information). Any recommendations and/or decisions implemented are based upon a suitability determination and each client's specific investment objectives and needs. The firm's discretionary authority also extends to the broker or dealer to be used for each client's securities transaction.

[Selection of Executing Broker or Dealer:](#)

As part of its fiduciary responsibility, **LBWM** must ensure that client securities transactions are executed in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances. In making this determination, **LBWM** considers the full range and quality of the brokerage firm's services in placing brokerage including, among other things, the value of research provided as well as execution capability, commission rate, financial responsibility, and responsiveness. The determinative factor may not be the lowest possible commission cost but whether the transaction represents the best qualitative execution for the client's account.

For Asset Management accounts, **LBWM** requires that client transactions be directed through Charles Schwab & Company ("Schwab"). **LBWM** also recommends Schwab for custody and account administration. We selected Schwab after an extensive due diligence process of other firms, their execution custody, and other services and fees, as well as safety, transparency and reputation of the firm. Not all advisors require the use of a particular broker. To ensure **LBWM** is upholding its fiduciary duty to clients, **LBWM** periodically evaluates the execution services of the brokerage firm through which it places client securities transactions to ensure clients are receiving overall best execution in consideration of the factors described above.

**LBWM** does not participate in any soft-dollar arrangements with our custodian or any other third party.

#### Block / Aggregated Transactions:

At times, **LBWM** is able to achieve volume discounts by aggregating orders on behalf of two or more clients. In such cases, transactions for each account are generally averaged as to price and allocated as to amount in accordance with the daily purchase or sale orders actually placed for each account. Such combined or "batched" trades may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges. **LBWM** may include its employees or related accounts in such aggregate trades, subject to its duty of obtaining best execution.

In the case of partial fills of a block transaction, **LBWM** will allocate to client accounts first, and exclude in the initial allocation employee accounts. In the event of any next day allocations, the client will receive pricing based on a pro-rata calculation by the custodian of record.

#### **Item 13 – Review of Accounts**

**LBWM** monitors and adjusts the asset allocations of our clients on a regular basis as deemed necessary by our investment committee to ensure risk tolerances are matched with return expectations. **LBWM** meets with their clients either quarterly, semi-annually or annually, depending on the client's preference, to ensure that their financial condition will match the objectives of the asset allocation.

Accounts are monitored on a daily basis in order to ensure they are within the required tolerances of our models. **LBWM** strives to achieve the best risk and tax efficient returns in

our models. Purchase and sale notifications are delivered to clients via email within 1 day of trading. In addition, our custodian provides monthly holdings and transaction statements.

#### **Item 14 – Client Referrals and Other Compensation**

LBWM has an arrangement with a solicitor who assists LBWM in establishing new client relationships. The solicitor is not an employee of LBWM and may, from time to time, refer clients to LBWM who are suitable and appropriate for the investment advisory services provided by LBWM. The solicitor performs their responsibilities under a signed agreement in accordance with the instructions of LBWM and applicable regulatory requirements.

#### **Item 15 – Custody**

LBWM is deemed to have custody of client assets solely because it deducts advisory fees from client accounts. Other than these client-authorized fee deductions, LBWM does not maintain or accept custody of client funds or securities.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. LBWM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

#### Wire Transfers and Standing Letter of Authorization

LBWM, or persons associated with our firm, may effect wire transfers from client accounts to one or more third parties designated, in writing, by the client without obtaining written client consent for each separate, individual transaction, as long as the client has provided us with written authorization to do so. Such written authorization is known as a Standing Letter of Authorization. An adviser with authority to conduct such third-party wire transfers has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

However, we do not have to obtain a surprise annual audit for those accounts in which LBWM has a Standing Letter of Authorization on file, as we otherwise would be required to by reason of having custody, as long as we meet the following criteria:

1. You provide a written, signed instruction to the qualified custodian that includes the third party's name and address or account number at a custodian;
2. You authorize us in writing to direct transfers to the third party either on a specified schedule or from time to time;
3. Your qualified custodian verifies your authorization (e.g., signature review) and provides a transfer of funds notice to you promptly after each transfer;
4. You can terminate or change the instruction;
5. We have no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party;
6. We maintain records showing that the third party is not a related party to us nor

- located at the same address as us; and
7. Your qualified custodian sends you, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

### **Item 16 – Investment Discretion**

For Asset Management accounts, **LBWM** receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold, and the broker/dealer to be used for a client securities transaction. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, **LBWM** observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, **LBWM**'s authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to **LBWM** in writing.

### **Item 17 – Voting Client Securities**

**LBWM** has the authority to vote proxies on behalf of clients. **LBWM** has adopted proxy voting policies and procedures designed to deal with the complexities which may arise in cases where **LBWM**'s interests' conflict or appear to conflict with the interests of its clients and to communicate to clients the methods and rationale whereby **LBWM** exercises proxy authority. This document is available to any client upon request. **LBWM** will also make available the record of **LBWM**'s votes promptly upon request. Clients may direct **LBWM**'s vote of a particular solicitation by contacting **LBWM** directly.

Potential conflicts of interest between **LBWM** and its clients may arise when **LBWM**'s relationships with an issuer or with a related third party actually conflict, or appear to conflict, with the best interests of **LBWM**'s clients.

If the issue is specifically addressed in these policies and procedures, **LBWM** will vote in accordance with these policies. In a situation where the issue is not specifically addressed in these Policies and Procedures and an apparent or actual conflict exists, **LBWM** shall either: i) delegate the voting decision to an independent third party; ii) inform clients of the conflict of interest and obtain advance consent of a majority of such clients for a particular voting decision; or iii) obtain approval of a voting decision from **LBWM**'s Managing Director, who will be responsible for documenting the rationale for the decision made and voted. In all such cases, **LBWM** will make disclosures to clients of all material conflicts and will keep documentation supporting its voting decisions.

### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial

information or disclosures about **LBWM**'s financial condition. **LBWM** has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.