

WealthBridge Inc.

Our previous annual updating amendment was dated March 14, 2013. Following is a summary of the material changes made to Part 2 since that amendment.

Cover Sheet: Added the firm's fax number: (808) 528-0013.

Item 4:

Wealth Management Services. Updated our description of the wealth management services we offer to clients.

Our wealth management services are customized to work with and towards each client's individual financial goals. We offer a wide range of diversified portfolios & investment products to fit each client's investment profile. As an independent fee-based wealth management company, WealthBridge Inc. puts our client's best interests first, avoiding and/or disclosing any conflicts of interest. In addition to our asset-based management fee, WealthBridge Inc.'s President & CEO David S. Chang offers insurance products for sales and commissions.

All advice and services offered are tailored to fit each client's financial needs & goals. This process begins with us sitting down with each client to determine their current financial state and goals, as well go over important financial details such as: current net worth, risk tolerance, time horizon, and cash flow needs. We then formulate a comprehensive financial strategy involving personal "WealthBridges" to reach the client's financial goals. These personal "WealthBridges" may encompass education account planning, retirement planning, & insurance planning. We also work closely with a client's tax professional and/or estate planner with the client's written permission to provide tax-effective investments, avoid unnecessary taxes, and plan for a lasting legacy.

WealthBridge, Inc. generally has discretionary authority over client investments, meaning that we have the authority to determine which securities are bought & sold, at what time, and in what quantities, without obtaining specific client consent. The only restrictions on the above discretionary authority are those set by the client on a case-by-case basis. Discretionary authority allows us to act on behalf of the client in most matters necessary to the handling and/or monitoring of the account without the client's prior approval.

See Item 8 for a description of our investment strategy.

Financial Planning Services. Updated the description for the financial planning services we offer to clients.

WealthBridge Inc.'s Financial Planning services may include consultations and/or written plan which analyzes a client's financial situation & makes appropriate recommendations for strategies & methods of implementation of the strategies. These services are provided on a consultation-only basis and are separate from our Wealth Management Services. Clients may choose to utilize this service one-time only or ongoing at their discretion.

<p>Please contact us at (808) 528-0012 or david@wealthbridgeinc.com if you would like a copy of our updated Part 2. Additional information about us is also available on the SEC's website at www.adviserinfo.sec.gov.</p>

Assets under management. As of December 31, 2013, we manage assets of \$12.4 million on a discretionary basis and \$7.8 million on a non-discretionary basis.

Item 5: Updated our refund policy as follows: “We will prorate the advisory fees earned through the termination date and send you a refund for any unearned fees.”

Item 8: Rewrote disclosure in its entirety.

Certain investments and securities may be subject to tax consequences and/or annual contribution limits depending on the client’s tax bracket. We highly recommend that all clients continuously consult with a tax professional, regardless of account size or investments. Our firm instructs the custodians to use the first in, first out (FIFO) accounting method for calculating and reporting the cost basis of investments, unless the client provides written notice to WealthBridge, Inc. that a different accounting method should be used. Each client is responsible for contacting their tax professional to determine if this accounting method is the right choice for them. Please note that the accounting method used for cost basis cannot be changed once a trade has been settled.

Recommendations are based on completion of our Data Gathering Questionnaire, which details each client’s assets, liabilities, short/long term financial goals, risk tolerance, liquidity needs, & time horizon. The information from this questionnaire is then inputted into Moneyguide PRO. This software is used in conjunction with our proprietary analysis to create custom portfolios for each client. The investments and allocations of funds we recommend may differ from client to client, depending on the individual’s unique needs, risk tolerance, and goals. We often recommend a combination of mutual funds and/or individual debt securities to our general client base.

For clients with a net worth of at least \$250,000 (excluding value of home, furnishings, and automobiles) or a gross annual income of at least \$70,000 AND a net worth or at least \$70,000 (excluding value of home, furnishings, and automobiles), we also offer access to non-traded Business Development Companies, Senior Secured Loans, and non-traded REITS.

WealthBridge, Inc.’s Mutual Fund Screening Criteria

Consistent, Thoughtful Strategies – Successful funds tend to be driven by consistent, repeatable strategies. Most strategies will hit a rough patch of lack luster performance eventually, but the key to long-term success is staying focused on the strategy and riding out those rough patches. We do not want to see a manager who suddenly switches strategies midstream to either accommodate the market or marketing folks.

Experienced, Successful Management – Experienced, successful managers are less prone to get caught up in fads or short-term trends. They are also likely to demand more from newer analysts, deepening the quality of the bench at their firms and the quality of the organization supporting those managers.

Low Expenses – Expenses have greater predictive value than any other data point in the fund universe. True, there will always be a handful of costly funds with great performance, but they’re less likely to enjoy continued success than those with lower expenses. Realistically, returns on stocks and bonds may be fairly modest for the next decade, so every penny saved in expenses can have a meaningful impact on your bottom line 10 years from now. Load funds (% of your amount charged up front) seriously degrade the principle and compound interest your deposit will earn in the long-run. Why is it then that we recommend load-funds? If you as the client were to invest elsewhere, you will be charged the load-fund

as a commission for the financial advisor, *but since we are fee-based advisors, all loads are waived, saving the client potentially thousands if not hundreds of thousands of dollars in the long-run.*

Responsible Fiduciaries – No evaluation of an investment manager is complete without a consideration of whether they are acting in the interests of shareholders. We like to see managers who are compensated based on long-term performance and who invest in the funds they manage themselves, boards that are engaged and communicating with fund holders, and shareholder reports and letters that are honest, thoughtful missives. Funds with large sums of managers' money at stake often are managed in a more tax-efficient manner, for instance.

A Note: We will include the Morningstar rating for each fund. The 4 traits discussed above are qualitative whereas the star ratings are strictly quantitative. Morningstar's fund star rating is designed to give investors a quick snapshot of how a mutual fund has balanced risk and return in the past. They calculate a fund's star rating relative to other offerings that operate within that same category. The rating is not to be construed as a buy and sell signal or the be-all end-all for determining its future prospects. Because they recalculate funds' star ratings every month, funds frequently gain or lose a star. Because the star rating captures only a fund's past risk/reward profile (not manager experience, strategy, costs, or stewardship), there will definitely be occasions when a fund with a low star rating has terrific future prospects, and vice versa.

WealthBridge, Inc.'s Exchange-Traded Funds (ETFs) Screening Criteria

Cost-Effective – ETFs have very low expenses. The average expense ratio for the mutual funds we use is 0.80% compared to 0.15% for ETFs. ETFs are even cheaper than the average index fund. There are also no hidden fees, redemption fees, or minimum holding requirements with ETFs.

Best of Both Worlds – Like good mutual funds, ETFs are diversified baskets of stocks or bonds. Like individual stocks, you can buy and sell ETFs just as you would a stock: on an exchange with the type of order that's best for you (limit, stop, short, etc). In other words, you can buy and sell ETFs throughout the trading day at the prevailing price like a regular stock.

Tax Efficiency – Some mutual funds engage in high turnover which generates capital gains taxes for investors. ETFs however engage in very low turnover and can be traded throughout the day real-time which also prevents late trading.

Specialization – One of the critical components of the asset allocation strategy is for each fund to remain in their class category. ETFs stay within in its class and tend to own all stocks in that class.

Non-Traded Investments

WealthBridge, Inc. also provides access to high quality alternative investments to select clients that meet certain criteria: a net worth of at least \$250,000 (excluding value of home, furnishings, and automobiles) or a gross annual income of at least \$70,000 AND a net worth or at least \$70,000 (excluding value of home, furnishings, and automobiles). Examples of this type of investment would be non-traded Business Development Companies, Senior Secured Loans, and REITs.

The holding period for these types of investments may vary, but will typically last from 5-7 years during which time the client may take interest/dividend distributions, but not access their principle (there may be an exception due to unique hardship). Each client's risk tolerance, time horizon, & net worth must align with that of the investment offered. There is a high liquidity risk for those who need to access their funds

prior to the investment going full cycle (becoming liquid), so we take time to educate and explain these facts to ensure the client is fully aware of & comfortable with all risks involved.

WealthBridge, Inc. also does not receive any commission and/or compensation from any of these types of investments. While non-traded alternative investments normally come with a high commission price, WealthBridge, Inc., as an independent Registered Investment Advisor, has developed agreements with certain companies to offer their products commission free. This allows WealthBridge, Inc. to offer these products at a discounted (commission-free) price compared to the listed Offering Price. For more information, please contact our office at 808-528-0012.

WealthBridge, Inc. does not represent or guarantee that our services, methods of analysis, or investments can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals will be met. Past performance of investments should not be construed as an indication of future results.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situation at all times. We cannot guarantee the successful performance of an investment and we are expressly prohibited from guaranteeing accounts against losses arising from market conditions. It is the responsibility of the client to provide WealthBridge, Inc. with complete information and to promptly notify our office of any material changes in financial circumstances, liquidity needs, or goals.

Item 12: Added that we recommend and request that clients use TradePMR/First Clearing or Pensco Trust Company to act as custodian and broker/dealer for client accounts.

Item 13:

Wealth Management Clients: Clarified that quarterly reports received from WealthBridge are written reports.

Financial Planning Clients: Revised to reflect that financial plans are reviewed at client's request by David Chang, President/CEO.

Item 15: Added: "We also urge you to compare custodian account statements to the quarterly performance reports you will receive from us."

Item 19: Added the following disclosure:

Outside Business Activities

Mr. Chang is also the CEO of GreenTech Pacific, a company which develops solar projects in the state of Hawaii for commercial and residential projects and taking advantage of the available general federal and state tax credits. GreenTech Pacific will identify entities who would benefit from a reduction in energy costs that would be available with a solar system, but who would not be able to take advantage of the tax credit incentives available or have the finances needed for the solar system. The investor would then enter into a power purchase agreement with the entity with a mutually agreeable time frame. Once the commitment is made for the power to be purchased, the investor purchases and installs the solar system and receives the tax credits for the system. In addition, the owner receives potential cash flow as a power producer for the term of the agreement. The site where the system is installed receives the benefit of lower energy costs.

If Mr. Chang feels it is an appropriate investment, he may recommend that clients contact GreenTech Pacific to invest in a solar system. WealthBridge does not receive compensation for this referral, nor does it receive management fees for assets that are invested in GreenTech. However, David Chang, in his capacity as CEO of GreenTech does receive compensation for systems that are purchased and developed. Mr. Chang spends approximately 10 hours per week in this capacity.