

PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of BrightPlan LLC (“BrightPlan”). If you have any questions about the contents of this brochure, please contact us at info@brightplan.com or by telephone at 415-762-2845. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority, and references in this Brochure to BrightPlan as a “registered investment adviser” are not intended to imply a certain level of skill or training.

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

ITEM 2 – MATERIAL CHANGES

There have been no material changes to this brochure since our most recent filing in January 2017.

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ITEM 4 – ADVISORY BUSINESS

A. General Description of Advisory Firm

BrightPlan LLC (“BrightPlan”) is a fee-only, automated financial planning and investment advisory service. Founded in 2015, BrightPlan is a limited liability company formed in Delaware and is a wholly owned subsidiary of the Prumentum Group, Inc. (“Prumentum”), a company organized under Delaware law, with the business objective of becoming the next-generation wealth and asset management company. Prumentum seeks to combine both the digital and human elements by developing an end-to-end technology service offering that allows clients to enjoy the control, convenience, and flexibility of automated services while also having experienced human advisors available for qualified clients with more complex needs. BrightPlan serves as the technology platform for all Internet-delivered services and will only deliver its services through an automated Internet-based platform.

BrightPlan’s principals are Marthin De Beer (CEO) and Michael Woods (CIO).

Mr. De Beer is the Chief Executive Officer and President of BrightPlan LLC. Separately, he is also the Founder and Chief Executive Officer of Prumentum. Mr. De Beer is a senior business leader with over 30 years of business, merger & acquisition and technology experience. Prior to founding BrightPlan, Mr. De Beer was Senior Vice President at Cisco Systems from 1995-2015. While at Cisco he led multiple businesses from idea to over \$1 billion in revenue. In his last position he was responsible for Cisco’s video and collaboration portfolio that generated over \$9 billion of annual revenue.

Michael Woods is the Chief Investment Officer of BrightPlan. Mr. Woods also serves as the Chief Operating Officer of Prumentum Group, Inc., the parent company of BrightPlan. Prior to joining BrightPlan, Mr. Woods was a Managing Member of Cypress Point Capital Management, an investment firm that he co-founded in 2010. Prior to forming Cypress Point Capital, Mr. Woods spent seven years as a Vice President and the Director of Investments at SDL Capital, LP, a private investment office from 2003 to 2010. While at SDL, Mr. Woods organized several hedge fund investment vehicles and served as the funds’ General Partner and Portfolio Manager with responsibility for investment selection, research and due diligence, trading and execution, portfolio and risk management and operations. Prior to SDL, Mr. Woods was a senior credit analyst at Imperial Capital, LLC where he focused on distressed debt and special situation investments for the firm and its clients. Before Imperial Capital, Mr. Woods was an investment banker at Thomas Weisel Partners in the mergers and acquisitions group and later in the firm’s private equity group where he helped launch and invest the capital of a distressed debt buyout and special situations fund. Mr. Woods began his career as an investment banker at mergers and acquisitions boutique, Dillon Read & Co. Mr. Woods received a B.A. in Finance, with honors, from the University of Colorado at Boulder in 1998 and holds FINRA Series 7 and Series 66 securities licenses.

B. Summary of Advisory Services Offered

The BrightPlan objective is to help people plan and invest for a brighter future. We believe that helping our clients build a plan tailored to their unique aspirations and dreams can enable them to make better financial decisions and improve their probability of long-term success.

BrightPlan provides an internet-based financial planning and investment service, utilizing a proprietary web and mobile application based technology platform. BrightPlan provides non-discretionary and discretionary investment recommendations and personal investment related data to individuals (the “Clients”) based on each Client’s life and financial goals, investment objectives, and risk profile. BrightPlan’s advisory services are made available to Clients solely through its website at www.brightplan.com along with a complimentary mobile application.

BrightPlan’s online service provides Clients:

- Step-by-step process to align their life and financial goals
- A complete view of their personal finances
- An investment portfolio recommendation based upon their unique goals and risk tolerance
- Automatic portfolio investing and rebalancing

Clients prepare life and financial plans using the BrightPlan automated tools and then BrightPlan creates a brokerage account on their behalf is authorized to manage assets in a discretionary account, and execute and rebalance the selected plans on their behalf. Clients may adjust their goals and plans on the website at any time. The client pays an annualized fee of 0.50% of a Client’s assets under management.

In some instances where BrightPlan determines that a Client’s financial plan may require a more customized analysis and recommendation to meet Client needs, BrightPlan may recommend that a Client connect with an adviser within the Prumentum Group in lieu of using the BrightPlan investment advisory service. The decision to engage with an advisor within the Prumentum Group is solely made by the client, not by BrightPlan. Please refer to Item 5 – Fees and Compensation for more information.

BrightPlan’s objective is to increase the probability that its Clients achieve their life and financial goals.

C. Tailoring of Advisory Services and Client Imposed Restrictions

BrightPlan uses each Client’s life and financial goals, plus risk tolerance information to select one of several model portfolios and/or subadvisers (see Item 8 below for more information) that are most likely to help Clients achieve those goals. If BrightPlan believes that a Client would be better served by having a more tailored allocation or investment plan, then BrightPlan would refer such Clients to another advisor within the Prumentum Group.

It should be noted that BrightPlan only recommends investment advisers that are part of the Prumentum Group. BrightPlan will evaluate the suitability of the advisers in the Prumentum Group in the context of a Client’s needs before recommending a particular adviser to a Client. Clients retain the ultimate discretion in electing to employ any adviser recommended by BrightPlan.

Such advisers will generally pay a referral fee to BrightPlan in exchange for a successful referral. Clients will bear no portion of the compensation paid to BrightPlan by advisers. ***Clients are strongly encouraged to conduct their own research into any recommended investment adviser, including, but not limited to consulting with independent tax, legal, or financial advisers as necessary.***

Clients are strongly encouraged to consider their individual circumstances, risk tolerance and needs prior to following any BrightPlan generated recommendation.

D. Wrap Fee Programs

BrightPlan does not offer any wrap fee programs.

E. Assets Under Management

BrightPlan does not currently have any assets under management.

ITEM 5 – FEES AND COMPENSATION

A. Fees and Compensation

BrightPlan generates fees from the following source:

Planning and Investing Service: Charged as a percentage of assets under management at a rate of 0.50% of a Client's assets managed by BrightPlan.

Clients should pay particular attention to Item 5.C. below, which describes other fees, not charged by BrightPlan, that Clients may incur from third parties.

B. Fee Calculation and Deduction

Monthly fees for the Planning and Investing Service will be deducted by the account custodian directly from the Clients' account. Fees will be charged/deducted no later than the tenth business day of the following month in accordance with BrightPlan's contract (the "Investment Advisory Agreement"). Should the Client cancel their account at some point during the month, they will be assessed a pro-rated fee based upon the number of days in that month that they are still a Client of the BrightPlan service. Clients should read the Fees section of the Investment Advisory Agreement for a full description of fee calculations.

C. Other Fees and Expenses

Clients may incur certain other standard fees and expenses, including custodial and brokerage fees, billed by third parties that BrightPlan recommends to the Client through its website. Such costs could include brokerage commissions, account opening fees, transaction fees, custodian fees, investment adviser fees and other related costs and expenses that will be incurred directly by the Client and billed according to standard rates. Clients are not obligated to utilize custodians, execution broker dealers, or investment advisers recommended by BrightPlan, and as noted above in Item 4, Clients will be able to sync brokerage account data from broker dealers not recommended by BrightPlan.

D. Compensation for the Sale of Securities or other Investment Products

BrightPlan is a "fee only" adviser. BrightPlan does not receive compensation for the sale of securities or other investment products, or any brokerage services.

E. Referral Fees from other Advisers

BrightPlan may receive compensation, which will not cause Clients to pay a higher fee, from other advisers in the Prumentum Group to whom it makes successful Client referrals. Notwithstanding this potential conflict of interest, BrightPlan will only make referrals to advisers when it believes such referrals to be in the best interest of Clients.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

BrightPlan does not charge performance-based fees.

ITEM 7 – TYPES OF CLIENTS

BrightPlan's target Clients are mass affluent and high net worth individuals who are seeking a digital approach to financial planning and investment management. BrightPlan seeks to make available high-quality advisory services that its Clients might not otherwise be able to access, for a variety of reasons. Clients are not required to have a certain amount of investment experience or sophistication. For Clients using the Planning and Investment service there is a minimum account size of \$25,000. The standard minimum values may be adjusted at the Firm's discretion.

Clients evaluating BrightPlan's software-based financial advisor service should be aware that BrightPlan's relationship with Clients is likely to be different from the "traditional" investment advisor relationship in several aspects:

1. BrightPlan is a software-based financial advisor, which means each Client must acknowledge his or her ability and willingness to conduct a relationship with BrightPlan on an electronic basis. Under the terms of the Account Agreement, each Client agrees to receive all Account information and Account documents (including this Brochure), and any updates or changes to same, through access to the BrightPlan website and electronic communications. BrightPlan does make individual representatives available to discuss technical servicing matters with Clients.
2. To provide its financial planning services and tailor its investment decisions to each Client's specific needs, BrightPlan collects information from each Client, including specific information about the Client's investing profile such as financial situation, risk tolerance, investment experience, and investment objectives. BrightPlan maintains this information in strict confidence subject to its Privacy Policy, which is provided on its website. When customizing its recommendations, BrightPlan relies upon the information received from a Client. Although BrightPlan contacts its Clients periodically as described further in Item 13 below, Clients must promptly notify BrightPlan of any change in their financial situation or investment objectives that might require a review or revision of a portfolio.

Prior to accessing financial planning services from BrightPlan, individuals are required to sign-up for BrightPlan and create a user profile. To register a user account, a prospective Client is required to provide BrightPlan with:

- Identifying Information (e.g. email and password);
- Information regarding the Client's investment objectives;
- Information regarding the Client's investment portfolio (either by providing BrightPlan with account credentials so that BrightPlan can directly obtain Client account holdings or by inputting the account information manually);
- An agreement to BrightPlan's Terms of Service; and
- An acknowledgement of receipt of this Brochure and agreement to BrightPlan's Privacy Policy.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

As described in Item 4.B. BrightPlan provides Clients with financial planning and investment advice via its website. In all cases, BrightPlan's web-based service is providing the investment advisory services and hosting Client data. However, one or more sub-advisers may provide the portfolio models used for financial planning services.

BrightPlan also considers a Client's personal characteristics and investment objectives when assessing the suitability of various investment advisers for referral. BrightPlan reviews various criteria for other advisers in the Prumentum Group and may make a referral to one or more such advisers if it believes such referral to be in the best interest of the Client.

As detailed in Item 5, BrightPlan only recommends investment advisers that are part of the Prumentum Group. Clients should be aware that similar investment advice may be available, possibly at a lower cost, and Clients are encouraged to compare any investment advisers recommended by BrightPlan to similar investment advisers that are not part of the Prumentum Group.

Clients are strongly encouraged to conduct their own analysis of, and investigation into, the methodologies employed by BrightPlan in making its recommendations. The fact that a recommendation is generated by BrightPlan's proprietary technology cannot be interpreted as a guarantee of future performance. Investing in securities involves risk of loss that Clients should be prepared to bear.

Model Portfolios:

BrightPlan will engage one or more sub-advisers from the Prumentum Group to provide investment portfolio models, among other sub-advisory services, including execution for the Planning and Investing service. Following is a description of the general investment philosophies to be employed.

The investment philosophy is grounded in Modern Portfolio Theory, which refers to the process of attempting to reduce risk in a portfolio through systematic diversification across asset classes and within those particular asset classes for both equities and bonds. We adhere to the passive asset management style of investing and, thus, recommend no-load passively managed mutual funds and ETFs (Exchange Traded Funds). We do not generally recommend portfolios of individual stocks, bonds or actively managed mutual funds in its asset allocation strategies and portfolio recommendations to clients; although, in limited circumstances to meet specific client needs, it may recommend the purchase of bonds or other types of securities.

Minimizing and keeping client's investment fees, expenses and taxes under control are top priorities in the investment strategy. We typically use academic-based research in analyzing passively managed mutual funds/ETFs that we recommend to clients. Our analyses include a review of the fund's total operating expenses, portfolio turnover, investment objective, adherence to asset class performance, and investment restrictions and limitations. We may recommend ETFs at times for client portfolios to maintain market exposure while rebalancing the client's portfolio, and in limited circumstances to meet specific client needs, may also recommend bonds or other types of securities.

We receive no compensation or fees from any mutual fund or ETF. We are not contractually or otherwise committed to use any mutual fund or ETF and may use other funds as deemed suitable and appropriate for Clients.

Principal Investment Strategies:

Sub-adviser, a Prumentum Group adviser, has an Investment Committee headed by its Chief Investment Officer. The Investment Committee is comprised of individuals with significant industry and portfolio management experience. The Committee meets on a quarterly basis and discusses specific topics, including asset allocation strategies, asset class weightings for client portfolios, portfolio risk analysis, mutual fund/ETF review and selection, and institutional/custodial arrangements. Asset allocation involves determining an appropriate percentage to invest in a variety of asset classes. The diversification afforded by appropriate asset allocation helps balance the risks and rewards of investing. Sub-adviser believes in diversified asset class exposure obtained primarily through a diversified mix of no-load, passively managed, low cost, tax efficient mutual funds or ETFs.

The mutual funds and ETFs recommended by Sub-adviser invest primarily in some or all of the following types of securities:

- U.S. stocks of any market capitalization (small-, mid- and large-cap companies)
- Foreign stocks, including emerging markets
- Fixed income securities
- U.S. Government and Government Agency Securities
- Real estate investment trusts (“REITs”) (domestic and foreign)
- Corporate debt securities and certificates of deposit
- Municipal securities

Sub-adviser attempts to control portfolio risk through:

- An allocation between equities and short term high quality fixed income, with higher allocations to fixed income with lower standard deviations for clients desiring to take less risk; and
- Diversification of domestic and international equity asset classes and broad diversification of security holdings within each equity asset class.

To maintain target asset allocations, Sub-adviser reviews portfolio positions on a monthly basis and rebalances positions as appropriate.

B. Risk Factors

Principal Investment Risks:

Investing in mutual funds and other securities involves risk of loss that clients should be prepared to bear. BrightPlan cannot guarantee that it will achieve a Client’s investment objective. Clients’ returns will fluctuate, and you may lose money by investing in mutual funds and ETFs. Below are some more specific risks of investing with Brightplan:

- **Market Risk.** Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value. The prices of securities held by mutual funds in which clients invest may decline in response to certain events taking place around the world,

including those directly involving the companies whose securities are owned by the mutual funds; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. **Equity Risk.** Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies. Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, the company's ability to create shareholder value (i.e., increase the value of the company's stock price), exposure to government taxation, and domestic political risk.

- **Fixed Income Risk.** The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security may decline because investors demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- **Mutual Fund Risk.** BrightPlan recommends open-end mutual funds and Exchange Traded Funds ("ETFs") to implement a client's portfolio. The funds may, in turn, invest in a broad range of equity and fixed income securities, including foreign securities and securities of issuers located in emerging markets. The funds may also invest in equity securities of any market capitalization including micro-, small- and mid-cap companies, real estate, commodities-related assets, fixed income securities of any maturity or credit quality, including high-yield, high-risk debt securities, ETFs, other mutual funds, money market funds and they may engage in leveraged or derivative transactions. We have no control over the investment strategies, policies or decisions of the mutual funds and, in the event of dissatisfaction with such a fund; our only option would be to liquidate clients' investments in that fund.
- **REIT Risk.** Funds in which clients invest may invest in Real Estate Investment Trusts ("REITs"), they are subject to risks generally associated with investing in real estate, such as (i) possible declines in the value of real estate, (ii) adverse general and local economic conditions, (iii) possible lack of availability of mortgage funds, (iv) changes in interest rates, and (v) environmental problems. In addition, REITs are subject to certain other risks related specifically to their structure and focus such as: dependency upon management skills; limited diversification; the risks of locating and managing financing for projects; heavy cash flow dependency; possible default by borrowers; the costs and potential losses of self-liquidation of one or more holdings; the possibility of failing to maintain exemptions from securities registration; and, in many cases, relatively small market capitalization, which may result in less market liquidity and greater price volatility.
- **Foreign Securities Risk.** Funds in which clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in

domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.

- **ETF Risk.** Clients may invest in ETFs which may, in turn, invest in equities, bonds, and other financial vehicles. ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Clients could invest in an ETF to gain exposure to a portion of the U.S. or foreign market. Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral. Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.
- **U.S. Government Securities.** Funds in which clients invest may invest in U.S. government securities. U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.
- **Concentration Risks.** Clients invest in diversified portfolios of open-end mutual funds and ETFs, but some clients may choose to have their investment portfolios heavily weighted in a particular type of security, industry, industry sector, geographic location or investment manager. Such clients will experience greater risk and volatility in their portfolios. Generally, clients who have diversified portfolios incur less volatility and fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

BrightPlan-Specific Risks:

- **Management Risk.** BrightPlan's investment approach may fail to produce the intended results. If our perception of the performance of a specific asset class or fund is not realized in the expected time frame, the overall performance of Clients' portfolios may suffer.
- **Market Data.** BrightPlan relies on third parties for the provision of market statistics, fund details, performance, and related information and although these parties are generally reliable and reputable, there may be inaccuracies or discrepancies in the information that is beyond BrightPlan's control.
- **Client Information.** BrightPlan bases its recommendations on information provided by Clients and relies on the Client to provide accurate information. If the Client provides

inaccurate information, or does not verify that BrightPlan's site has accurately captured the Client's portfolio holdings when syncing with the Client's account, this will impact the quality and relevance of BrightPlan's recommendations. As such, Clients are urged to verify any account holdings synced to the user platform for accuracy, as recommendations are based upon such information.

- **Proprietary Software.** BrightPlan provides recommendations to Clients based on proprietary software that utilizes various quantitative and qualitative models. Such computer-generated recommendations, like all investment recommendations, may be subject to system error. No guarantee or representation is made that the investment recommendations will be successful. BrightPlan may simply fail to identify favorable investment opportunities or to evaluate those investments recommendations accurately that it does make to Clients. Further, as market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model may become outdated or inaccurate, perhaps without the computer software system recognizing the change before further recommendations are made. As such, Clients are urged to verify any recommendations generated by the BrightPlan software platform with their own legal, financial, tax and economic advisors and to conduct their own due diligence on recommended Securities before following any recommendation. **Adviser Referrals.** BrightPlan only recommends investment advisers that are part of the Prumentum Group. Clients should be aware that similar investment advisers may be available and Clients are encouraged to compare any investment advisers recommended by BrightPlan to similar investment advisers that are not part of the Prumentum Group.

There is no guarantee that any life plans or financial goals can be achieved regardless of selections made by BrightPlan, sub-adviser(s), or by Clients.

ITEM 9 – DISCIPLINARY INFORMATION

Neither BrightPlan nor any of its employees have any legal or disciplinary events to report.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. No Broker Dealer Affiliations

Neither BrightPlan, nor any of its in-house management persons are registered, or have an application pending to register as a broker dealer or a registered representative of a broker dealer. BrightPlan's Chief Compliance Officer also provides compliance services to registered broker/dealers in a consulting role that is unrelated to BrightPlan.

B. No Affiliations with Futures Commission Merchants, Commodity Pool Operators or Commodity Trading Advisor

Neither BrightPlan, nor any of its management persons are registered, or have an application pending to register as a Futures Commission Merchants, Commodity Pool Operators or Commodity Trading Advisor or an associated person of the forgoing entities.

C. Relationships Material to BrightPlan's Advisory Business

Neither BrightPlan, nor any of its management persons, has a relationship or arrangement with a related person that is material to its advisory business or to its Clients.

D. Compensation from Investment Advisers Recommended to Clients

As noted in above in Item 5.A. and 5.E., in some situations based upon the unique needs of Clients, BrightPlan will recommend other investment advisers to its Clients and will receive compensation from such advisers for the Client accounts that BrightPlan refers. BrightPlan may have a conflict of interest in recommending third party investment advisers to Clients because all advisers that are part of the Prumentum Group and have agreed to pay BrightPlan a fee for any referred Clients. BrightPlan will not recommend out-of-network investment advisers. Clients should refer to the disclosure in Item 5.E. above for additional disclosure as to how BrightPlan addresses this conflict of interest.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. BrightPlan’s Code of Ethics

BrightPlan has adopted a Code of Ethics (the “Code”), which is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The Code applies to BrightPlan’s “Access Persons.” Access Persons include, generally, any partner, officer or director of BrightPlan and any employee or other supervised person of BrightPlan who, in relation to the Clients, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations or has access to such recommendations that are non-public.

All BrightPlan employees and certain other individuals (including certain consultants) are deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account BrightPlan’s status as a fiduciary and requires Access Persons to place the interests of the Clients above their own interests. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of BrightPlan’s Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis and any time material amendments are made.

As required by Rule 204A-1 of the Advisers Act, BrightPlan’s Access Persons must provide BrightPlan’s Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. BrightPlan also requires its Access Persons to report their securities transactions on a quarterly basis thereafter and disclose their securities holdings on an annual basis. BrightPlan restricts the personal trading of its Access Persons as reflected in the Code of Ethics.

The Code also includes insider trading policies and procedures that are designed to prevent the improper use of material, non-public information. Such insider trading policies and procedures prohibit BrightPlan and its personnel from trading for their personal account, or recommend trading in, any securities while in possession of material, non-public information about such security, and from disclosing such information to any person not entitled to receive it.

Clients or prospective Clients may obtain a copy of BrightPlan’s Code by contacting the Chief Compliance Officer at legal@Brightplan.com.

B. Securities Recommendations

Neither BrightPlan, nor any of its related persons, recommends to Clients, or buys or sells for Client accounts, securities in which BrightPlan has a direct material financial interest. Further, BrightPlan does not have investment authority to purchase any securities on behalf of Clients in Planning-Only accounts. Once a recommendation has been generated by BrightPlan, it is the sole discretion of the Client with a non-paid service account whether or not to enter into a transaction based on any such

recommendation, when to enter into any such transaction and which broker to use for the execution thereof. However, BrightPlan's related persons may purchase securities for their own accounts which may, in certain instances, be the same Securities as those recommended to Clients.

The Code requires Access Persons to place the interests of Clients over their own or those of BrightPlan, and all Access Persons are required to acknowledge their receipt and understanding of the Code.

C. Securities Transactions of BrightPlan and its Related Persons

As stated above, BrightPlan does not buy Securities for its own account so no conflict exists at the firm level.

Access Persons may own Securities that are also owned by Clients. Certain Access Persons may be Clients of BrightPlan and to the extent they are, they will receive recommendations at the same time as similarly situated Clients. Because BrightPlan's recommendations are based on an objective ranking engine, and are communicated to Access Person Clients and Clients that are not Access Persons at the same time, however, no actual conflict arises and Clients will not be prejudiced. In addition, BrightPlan only recommends mutual funds and ETF's, which are liquid and therefore generally would not create conflict of interest situations.

BrightPlan's Code also maintains policies and procedures to prevent insider trading that are designed to prevent the misuse of material, non-public information. BrightPlan personnel are required to certify their compliance with the Code.

D. Recommending Securities to Clients

As mentioned in Item 11C, BrightPlan does not buy securities for its own account. Therefore, no potential conflict of interest exists at the firm level. Access Persons may desire to trade securities that the firm is trading for Clients but, for the reasons described in Item 11C, no actual conflict arises and any common investments are not at the prejudice of the Clients.

ITEM 12 – BROKERAGE PRACTICES

A. Broker Dealer Recommendations

Brightplan does not currently recommend any particular brokers or dealers to Clients.

BrightPlan does not utilize any broker-dealers to solicit Client referrals.

BrightPlan does not have directed brokerage arrangements.

B. Aggregation of Orders

When it may benefit Clients, BrightPlan may aggregate orders in Client accounts and allocate the securities accordingly.

ITEM 13 – REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

BrightPlan provides all Clients with continuous access via the website and mobile application to real-time reporting information about goals progress, account status, securities positions and balances. Clients may also receive periodic e-mail communications, subject to user preferences, describing goal progress, investment returns, account information, and product features.

BrightPlan's software-based financial advisory service assumes that a portfolio created using Modern Portfolio Theory-based techniques will not stay optimized over time, and must be periodically rebalanced back to its original targets to maintain the intended risk level and asset allocations. BrightPlan reviews the accounts of those Clients that have engaged BrightPlan's Planning and Investing service no less than monthly.

On a quarterly basis, BrightPlan contacts each Client to remind them to review and update the profile information they previously provided. These notifications and confirmations include a link to the Client's current information and contact information for the BrightPlan technical support team. Currently, the BrightPlan team members whose tasks include supervising, arranging and responding to these notifications, confirmations, and reviews are: the Chief Compliance Officer with help from Client Services.

Clients are strongly encouraged to conduct their own analysis of, and investigation into, the methodologies employed by BrightPlan in making its recommendations. The fact that a recommendation is generated cannot be interpreted as a guarantee of future performance. Investing in securities involves risk of loss that Clients should be prepared to bear.

B. Reports Given to Clients

BrightPlan sends periodic account summary emails to its Clients, which include information regarding the Client's portfolio, including performance, and goal progress tracking. In addition, when Clients login to the BrightPlan service, they can view their portfolio performance, asset allocation, key statistics, and goal progress information, if outside accounts have been properly linked and subject to the Terms and Conditions of the service.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

As mentioned above, BrightPlan may refer its clients to other investment advisers within the Prumentum Group for more personalized financial planning advice. Such advisers would compensate BrightPlan with a referral fee, though the Client will not pay a higher fee due to this relationship. Under the terms of the solicitor's agreement, the advisers must provide to their clients a standard written solicitor's disclosure document and this Form ADV Part 2A consistent with Rule 275.206(4)-3 under the Advisers Act.

To the extent BrightPlan does enter into any other arrangements, all such compensation will be fully disclosed to each Client consistent with applicable law and to the extent necessary will be conducted in accordance with SEC Rule 206 (4)-3 under the Advisers Act, as well as relevant guidance.

ITEM 15 – CUSTODY

BrightPlan does not have custody of Client assets. Clients of the Planning and Investment service will use a qualified custodian of their choosing for their accounts, subject to Item 12 above.

Each Client will receive Account information, including trade confirmations and monthly account statements, directly from the custodian. Each Client should carefully review this information and compare it with information provided by BrightPlan when they are evaluating Account performance, securities holdings, and transactions. While BrightPlan reconciles trading information with Brokers on a regular basis and provides Account information to Clients on the website, a Client may experience differences in the information due to pending transactions, dividends, corporate actions, cash movements or withdrawals, or other activity. Only the custodian's trading confirmations and statements represent the official records of a Client's Account.

ITEM 16 – INVESTMENT DISCRETION

BrightPlan has broad discretion, subject to Client's written limitations, to determine subadvisers for accounts, the securities to be bought or sold, amount of securities to bought or sold, broker or dealer to be used for a purchase or sale of securities, and commission rates to be paid to a broker or dealer in a Client's accounts in the Planning and Investing service.

ITEM 17 – VOTING CLIENT SECURITIES

BrightPlan does not vote proxies on behalf of the Clients.

ITEM 18 – FINANCIAL INFORMATION

BrightPlan is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Clients.