

PART 2A OF FORM ADV: FIRM BROCHURE



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September 1, 2017

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 (408) 933-6188. 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

The following changes have been made since our most recent filing in June 2017:

- An update to our fees section (Item 5) to reflect the costs for Planning Only and Planning and Investing Services.
- Updates to Items 12 and 15 to reflect TD Ameritrade Institutional as the 3rd Party Custodian and Brokerage for all BrightPlan managed investment accounts.
- An increase in ownership by Prumentum Group, Inc. to become a 100% wholly owned subsidiary.

ITEM 3 - TABLE OF CONTENTS

Item 2 – Material Changes	2
Item 3 - Table Of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	6
Item 6 - Performance-based Fees and Side-by-Side Management	7
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9 – Disciplinary Information	13
Item 10 – Other Financial Industry Activities and Affiliations	13
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	14
Item 12 – Brokerage Practices	15
Item 13 – Review of Accounts	16
Item 14 – Client Referrals and Other Compensation	16
Item 15 – Custody	17
Item 16 – Investment Discretion	17
Item 17 – Voting Client Securities	17
Item 18 – Financial Information	17

ITEM 4 – ADVISORY BUSINESS

A. General Description of Advisory Firm

BrightPlan LLC (“BrightPlan”) is a digital Registered Investment Advisor led by a team of experienced Silicon Valley executives and technology innovators with extensive software and industry expertise. BrightPlan is a limited liability company formed in Delaware in 2015 and is a wholly owned subsidiary of the Prumentum Group, Inc. (“Prumentum”), a Delaware corporation. Prumentum combines transformational digital capabilities with access to financial advisors to make wealth management accessible to everyone, regardless of net worth. BrightPlan’s principals are Marthin De Beer (CEO) and Robert Wallace.

B. Summary of Advisory Services Offered

BrightPlan’s mission to help everyone achieve their life and financial goals. When you build a plan tailored to your unique aspirations and dreams you can make better financial decisions. And better financial decisions can improve your probability of long-term success.

BrightPlan uses a proprietary web application to provide an internet-based financial planning and investment service.

BrightPlan’s service provides Clients:

- A step-by-step process to align their life and financial goals
- A complete view of their personal finances including net worth and cash flow tracking
- Investment portfolio recommendations based on their unique goals and risk tolerance
- Ongoing monitoring of the plan to help Clients stay on track
- Optional: Automated saving and investment portfolio management

When Clients prepare life and financial plans using the BrightPlan automated tools, each goal receives a unique investment plan. Clients may choose to either apply BrightPlan’s investment recommendations on their own in external accounts as a Planning Only Client, or have BrightPlan automate investing for them as a Planning and Investing Client in BrightPlan discretionary custodian accounts.

Planning Only (Nondiscretionary Services)

Nondiscretionary clients use BrightPlan’s planning tools to discover their goals and receive a plan to reach them. By linking external savings, investment, and other financial accounts Planning Only Clients can track their progress toward their goals over time. After linking accounts, Planning Only Clients can also gain insights into their financial situation, including the ability to monitor their net worth, cash flow, transactions, and investment strategy across their accounts.

Planning and Investing (Discretionary Services)

Clients who use the Planning and Investing service gain all of the benefits of planning for their goals, with the addition of automated investing. Through the app clients can seamlessly open a BrightPlan custodial account with TD Ameritrade Institutional and make one-time or ongoing contributions to goals. These contributions are invested in a model portfolio tailored to each goal and the clients' stated risk tolerance.

All clients may adjust their goals and plans on the website at any time.

BrightPlan's advisory services are made available to Clients solely through its website at www.brightplan.com accessible from all client devices.

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 from a sub-adviser (see Item 8 below for more information) that is most likely to help Clients achieve those goals.

For discretionary accounts BrightPlan selects mutual funds or exchange traded funds (ETFs) to represent each asset class in the model portfolios. BrightPlan is not a service for investors looking to actively manage and trade within their own accounts. In order to maintain Clients' stated risk tolerance, Clients may not impose restrictions on the funds BrightPlan invests in. Any investments rolled over to BrightPlan will be sold and rebalanced to reflect the BrightPlan model portfolio.

If BrightPlan believes a Client would be better served by having a more tailored investment plan, then BrightPlan will refer the Client to another adviser within the Prumentum Group. These advisers have thorough experience in tax planning, estate planning, and business exit strategies and may provide additional value to clients with more nuanced planning needs.

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.

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 currently has regulatory assets under management of \$344,000.

ITEM 5 – FEES AND COMPENSATION

A. Fees and Compensation

BrightPlan is a fee only investment advisor. That means we only receive compensation from our clients. As fiduciaries, this arrangement helps us keep our advice conflict-free. Clients pay either a subscription fee or a percentage of assets under management on a monthly basis. The type and amount of the fee depends on:

- (i) whether BrightPlan is providing Planning Only or Planning and Investing services, and
- (ii) the value of accounts managed by BrightPlan.

Planning Only Service: The fee for BrightPlan's Planning Only Service is \$20 per month, charged to a client monthly.

Planning and Investing Service: The amount of the Fee depends on net assets managed by BrightPlan:

- (i) if net assets managed are under \$50,000, a \$20 per month fee will be charged by credit card monthly.
- (ii) if net assets managed are over \$50,000, 0.5% per year of the balance in BrightPlan managed account(s) will be deducted from Client account(s) on a monthly basis.

BrightPlan reserves the right to reduce, waive, or suspend the fee or any part thereof for any period for any client at its sole discretion.

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

For clients with a net asset value managed by BrightPlan greater than \$50,000, the 0.5% annual Fee is calculated by multiplying the prior month-end closing Account balance by 0.50% divided by 12, or approximately 0.04%. For example, an Account with \$100,000 at the end of the previous month would be directly debited \$41.67.

Monthly fees for the Planning and Investing Service will be deducted by the account custodian directly from the Clients' account. Fees will be charged or 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 service 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

By investing with BrightPlan, discretionary clients will incur other standard fees and expenses. BrightPlan does not share in these fees, but we do work hard to maximize the value you receive for every dollar you pay. As part of our fiduciary responsibility we survey the landscape of options to pursue lower costs without sacrificing potential returns or execution in client accounts.

These fees include (i) fund expense ratios for investments within a BrightPlan account and (ii) fees paid to the custodian of BrightPlan managed accounts, TD Ameritrade Institutional.

- **Fund expense ratios:** The underlying investment funds BrightPlan uses include an expense ratio which covers the costs to manage the fund. Fund expense ratios vary and can be found in the fund's prospectus.
- **Brokerage/Custodian Fee:** We have arranged one all-in fee for clients with our custodian, TD Ameritrade Institutional. This fee covers the services for TD to maintain a BrightPlan account, make unlimited trades, and send quarterly statements. TD deducts a **0.08% annual fee** from account balances in all BrightPlan managed investment accounts on a monthly basis for these services.

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. See Item 14 Below for more information.

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 high-quality advisory services available to Clients who might not otherwise have access. Clients are not required to have a certain amount of investment experience or sophistication.

Any client may create goals, receive an investment plan, and track progress toward goals with BrightPlan on a nondiscretionary basis with no account minimums. In order to open a BrightPlan investment account, a \$500 minimum applies. 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 their relationship with BrightPlan is likely to be different from the "traditional" investment advisor relationship in several respects:

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 the same, through access to the BrightPlan website and electronic communications. BrightPlan does make individual representatives available to discuss customer service 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 sign-up, a prospective Client is required to provide:

- Identifying Information (e.g. email and password);
- Information regarding the Client's investment objectives;
- Information regarding the Client's investment portfolio (by linking external accounts so that BrightPlan can aggregate Client account holdings or by inputting account information manually);
- An agreement to BrightPlan's Terms of Service; and
- 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. However, BrightPlan has engaged the Investment Committee at Plancorp, a sub-adviser from the Prumentum Group, to provide investment portfolio models.

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 model portfolio is recommended by BrightPlan 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:

The investment philosophy underlying the model portfolios is grounded in Modern Portfolio Theory, which refers to the process of attempting to maximize return for any level of risk in a portfolio. This risk-reward optimization is accomplished through diversification across asset classes and within asset classes for both equities and bonds.

For Planning and Investing Clients, BrightPlan uses a goals-based investment strategy to align Clients' goals and investment strategy. Each goal is mapped to a model portfolio based on a long-term asset allocation strategy consistent with the Client's goal time horizon, withdrawal timeframe, and risk tolerance.

The Investment Committee adheres to the passive asset management style of investing and, thus, recommend no-load passively managed mutual funds and Exchange Traded Funds (ETFs). BrightPlan does not generally recommend portfolios of individual stocks, bonds or actively managed mutual funds to clients.

Fund Selection:

The Investment Committee uses academic-based research to analyze the mutual funds it recommends to clients.

The 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. At present, BrightPlan's model portfolios invest in a diversified mix of no-load, passively managed, mutual funds advised by Dimensional Fund Advisors LP ("DFA") or the Vanguard Group that have low operating expenses, low portfolio turnover, below average capital gains distributions and a fundamental investment objective of investing primarily in a particular asset class.

BrightPlan may recommend exchange-traded funds ("ETFs") at times for client portfolios to maintain market exposure while rebalancing the client's portfolio.

BrightPlan receives 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:

Plancorp, a BrightPlan sub-adviser, and Prumentum Group minority owned subsidiary, has an Investment Committee headed by its Chief Investment Officers. The Investment Committee is comprised of individuals with significant industry and portfolio management experience. The Committee meets on a quarterly basis to review and discuss asset allocation strategies, asset class weightings for client portfolios, portfolio risk analysis, mutual fund/ETF review and selection, and institutional/custodial arrangements.

The Plancorp Chief Investment Officers also serve as BrightPlan's Chief Investment Officers.

The mutual funds and ETFs in BrightPlan's model portfolios 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

Portfolio risk is controlled 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 between domestic and international equity asset classes and broad diversification of security holdings within each equity asset class.

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

B. Risk Factors

Investing in mutual funds and other securities involves risk of loss that clients should be prepared to bear. Client returns will fluctuate, and you may lose money by investing in mutual funds and ETFs.

Below are some more specific risks of investing:

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.

Management Risk. Plancorp's investment approach may fail to produce the intended results. If Plancorp's 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.

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 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. We recommend open-end mutual funds 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.

Certificates of Deposit. Certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank, and the length of maturity. With respect to certificates of deposit, depending on the length of maturity, there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

Municipal Securities. Funds in which clients invest may invest in municipal securities. Municipal securities carry different risks than those of corporate government and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax-free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer are domiciled.

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.

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. 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 all BrightPlan employees and certain consultants.

The Code takes into account BrightPlan’s status as a fiduciary and requires all BrightPlan employees:

- to place the interests of Clients above their own interests.
- to comply with applicable federal securities laws.
- to promptly report violations of the Code to BrightPlan’s Chief Compliance Officer.

BrightPlan restricts the personal trading of its employees as reflected in the Code of Ethics. As required by Rule 204A-1 of the Advisers Act, BrightPlan’s employees must provide BrightPlan’s Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of hire. 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.

The Code also includes insider trading policies and procedures designed to prevent the improper use of material, non-public information. BrightPlan and its personnel are prohibited to trade for their personal account, or recommend trading in, any securities while in possession of material, non-public information about such securities, 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.

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

C. Securities Transactions of BrightPlan and its Related Persons

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

Employees may own Securities that are also owned by Clients. Employees 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 all Clients at the same time, no actual conflict arises and Clients

will not be prejudiced. In addition, BrightPlan only recommends liquid mutual funds and ETF's, and therefore generally would not create conflicts of interest.

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

ITEM 12 – BROKERAGE PRACTICES

A. Broker Dealer Recommendations

You are under no obligation to act on the recommendations of BrightPlan and are free to select any broker dealer or investment advisor you'd like. In other words, you are not required to work with us.

However, if you want hire BrightPlan to manage your investments, you will be required to open accounts with TD Ameritrade Institutional (TD) as the account custodian and broker dealer. We have negotiated a low all-in, asset based fee that covers the costs of maintaining your account, unlimited trading, and quarterly electronic delivery of account statements.

Please note that we cannot promise or guarantee our brokerage platform is the least expensive in the industry. There may be other platforms with lower costs. Because BrightPlan enables recurring contributions, regular rebalancing in accounts, and tax loss harvesting, we believe asset based pricing is a better deal for Clients than paying for every trade within an account (transaction based pricing). However, this may not always be the case:

For example, clients who only make one-time contribution to an account (such as a 401(k) rollover) with no ongoing contributions, transaction based pricing may cost less over the long term. Furthermore, the cost of asset based pricing scales up with the value of the account. Therefore clients with high account balances may be better served paying fees per transaction rather than as a percentage of assets.

Not all investment advisors recommend or require the use of particular broker/dealers. Some investment advisors permit client to use any broker/dealer of the client's own choosing.

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 to real-time reporting information about goal progress, account status, securities positions and balances via the website and mobile application.

BrightPlan's software-based financial advisory service assumes that due to market movements any model portfolio will not stay optimized over time, and must be periodically rebalanced back to the original asset allocation to maintain the intended risk level. 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.

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.

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.

ITEM 15 – CUSTODY

BrightPlan does not have custody of Client assets. Clients with BrightPlan managed investment accounts will use TD Ameritrade Institutional (TD) as BrightPlan's preferred custodian.

Each Client will receive Account information, including trade confirmations and quarterly account statements delivered electronically. Clients will receive these statements in an e-mail directly from TD. Each Client should carefully review this information and compare it with information provided within the BrightPlan application when evaluating Account performance, securities holdings, and transactions.

While BrightPlan reconciles trading information with TD 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 be 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.