

**WRAP FEE PROGRAM BROCHURE**  
(PART 2A APPENDIX OF FORM ADV)

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This wrap brochure provides information about the qualifications and business practices of Brighter Financial Capital Management, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 703-796-0957. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Brighter Financial Capital Management, LLC (CRD #300619) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**DRAFT**

## **Item 2: Material Changes**

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### **Annual Update**

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

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### **Material Changes since the Last Update**

Since the last filing of this brochure on February 28, 2023, the following changes have been made:

- Item 9 and the supplemental brochure have been updated to reflect a change in outside business activities.
- Items 4, 6, and 9 have been updated to reflect a change in custodial broker/dealer.

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## Item 4: Services, Fees and Compensation

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### **Firm Description**

Brighter Financial Capital Management, LLC (“BFCM”) was founded as a limited liability company in the Commonwealth of Virginia in 2018 and became registered to offer investment advisory services in 2020. MLC Clark Family LLC is 100% owner and Megan Clark is 100% owner of MLC Clark Family LLC. BFCM offers investment advice to Clients through the Wrap Fee Program (“Program”) based on the individual needs of the Client. BFCM is the sponsor of the Program. Megan Clark is 100% owner of the BFCM and responsible for management of the Program accounts.

This disclosure brochure is limited to describing the Program and other information that Client should consider prior to establishing an account in the Program. For a complete description of other programs and services offered by BFCM, Clients should refer to BFCM’s Form ADV Part 2A, a copy of which will be provided by BFCM to the Client upon request.

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### **Program Services**

BFCM provides continuous and regular supervisory services on a discretionary and non-discretionary basis. BFCM will offer Clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors.

*Discretionary:* When the Client provides BFCM Financial discretionary authority the Client will sign a limited trading authorization or equivalent. BFCM Financial will have the authority to execute transactions in the account without seeking Client approval on each transaction.

*Non-discretionary:* When the Client elects to use BFCM Financial on a non-discretionary basis, BFCM Financial will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, BFCM Financial will obtain prior Client approval on each and every transaction before executing any transactions.

Through a multiple step discovery process, BFCM obtains the necessary financial data from the Client and assists the Client in setting appropriate investment objectives for the Program account. BFCM obtains updated information from the Client during regularly scheduled Client performance reviews, as necessary in order to provide personalized investment advice to the Client.

The Client will be required to enter into a written agreement with BFCM in order to establish a Program account. The Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

A Wrap Fee Program is an investment advisory program in which Clients pay one fee for both investment advisory services and the transaction costs in the account(s). The fee is bundled with BFCM’s costs for executing transactions in the account(s). This may result in a higher advisory fee to the Client. BFCM does not charge Clients higher advisory fees based on the trading activity, but Clients should be aware that BFCM may have an incentive to limit the trading activities in the account(s) because BFCM is charged for executed trades. By participating in a wrap fee program, Clients may end up paying more or less than they would through a non-wrap fee program where a lower advisory fee may be charged, but trade execution costs are passed directly through to the Client by the executing broker.

The Program Fee is not based directly upon the actual transaction or execution costs for the transactions within the account(s). Depending on the underlying investments in the Program and how much trading activity occurs, Clients may pay more or less than if they chose another advisory program that does not have a wrap fee, or if Clients chose to pay separately for all of the transaction costs (e.g., pay the advisory fee plus all transaction charges). BFCM offers both a Wrap Fee Program and a Non-Wrap Fee Program, therefore BFCM will review your investment options with Clients to determine the best offering for Clients. Similar services to those offered in the Program may be purchased from another unaffiliated financial services provider.

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**Program Fees**

The annual investment advisory fee (“Annual Fee”) schedule for the Program is described below:

Assets Under Management	Annual Fee	Quarterly Fee
\$0 to \$1,500,000	1.00%	.2500%
\$1,500,001 to \$5,000,000	0.75%	.1875%
Over \$5,000,000	0.50%	.1250%

This is a tiered or breakpoint fee schedule, the entire portfolio is charged the same asset management fee. For example, a Client with \$750,000 under management would pay \$7,500 on an annual basis.  $\$750,000 \times 1.00\% = \$7,500$ .

The annual fee is negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.).

Fees are billed quarterly in arrears based on the amount of assets managed as of the close of business on the last business day of the previous quarter. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. For accounts opened or closed mid-billing period, fees will be prorated based on the days services are provided during the given period. All unpaid earned fees will be due to BFCM. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs. Lower fees for comparable services may be available from other sources.

If BFCM is authorized or permitted to deduct fees directly from the account by the custodian:

- BFCM will provide the Client with an invoice concurrent to instructing the custodian to deduct the fee stating the amount of the fee, the formula used to calculate the fee, the amount of assets under management the fee is based on and the time period covered by the fee;
- BFCM will obtain written authorization signed by the Client allowing the fees to be deducted; and
- The Client will receive quarterly statements directly from the custodian which disclose the fees deducted.

In addition to the Annual Fee, Clients may also incur certain charges imposed by third parties in connection with investments made through Program accounts, including those imposed by the custodian. These may include, but are not limited to, the following: mutual fund or

money market 12b-1 fees, sub-transfer agent fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, other transaction charges and service fees, IRA and qualified retirement plan fees, alternative investment administrative fees, administrative servicing fees for trust accounts, creation and development fees or similar fees imposed by unit investment trust sponsors, managed futures investor servicing fees, and other charges required by law. BFCM does not receive any portion of these fees. Further information regarding charges and fees assessed by a mutual fund or variable annuity are available in the appropriate prospectus.

Mutual funds may also charge a redemption fee if a redemption is made within a specific time period following the investment. The terms of any redemption fee are disclosed in the fund's prospectus. Transactions in mutual fund shares (e.g., for rebalancing, liquidations, deposits or tax harvesting) may be subject to a fund's frequent trading policy.

BFCM recommends that Clients establish brokerage accounts with the Charles Schwab & Co. division of Charles Schwab & Co., Inc.<sup>1</sup> ("Schwab"), a FINRA<sup>2</sup> registered broker-dealer and SIPC<sup>3</sup> member, to maintain custody of Clients' assets and to effect trades for their accounts. Schwab has eliminated commissions for online trades of equities, ETFs and options (subject to \$0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at [schwab.com/aspricingguide](http://schwab.com/aspricingguide).

Client should be aware that margin borrowing involves additional risks. Margin borrowing will result in increased gain if the value of the securities in the account go up, but will result in increased losses if the account value decreases.

Since BFCM we will receive 100% of the fees paid for management of the wrap program, this may create an incentive to recommend that Clients participate in a wrap fee program rather than a non-wrap fee program (where Clients would pay for trade execution costs) or brokerage account where commissions are charged. This is because, in some cases, BFCM may stand to earn more compensation from advisory fees paid through a wrap fee program arrangement if Clients' accounts are not actively traded. As an investment philosophy, BFCM practices a nimble trading strategy that seeks to grow Client assets in up trends and protect principal during down trends.

## **Item 5: Account Requirements and Types of Clients**

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### **Account Minimum**

BFCM does not require a minimum to open an account.

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### **Types of Clients**

BFCM generally provides investment advice to individuals, high net worth individuals, corporations or business entities.

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<sup>1</sup> For information regarding Schwab, please refer to their website: <https://www.schwab.com/>.

<sup>2</sup> FINRA is the largest independent regulator for all securities firms doing business in the United States. For more information, please refer to FINRA's website: <http://www.finra.org/>.

<sup>3</sup> For information regarding SIPC, please refer to their website: <http://www.sipc.org/>.

Client relationships vary in scope and length of service.

## **Item 6: Portfolio Manager Selection and Evaluation**

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### **Portfolio Manager**

Megan Clark and Michael Danjczek manage all Program Accounts. Since no other unaffiliated persons will manage the wrap program, there are no additional processes for selection or review of managers. Clients make the decision to select BFCM as their portfolio manager.

Since all programs are managed by our Investment Advisor Representatives, there is no conflict of interest regarding portfolio managers.

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### **Conflicts of Interest**

No agency-cross transactions or principal transactions are effected by BFCM in Program accounts.

The Program may cost the Client more or less than purchasing Program services separately. Factors that bear upon the cost of the Program account in relation to the cost of the same services purchased separately include: the type and size of the account, the historical and/or expected size or number of trades for the account, and the number and range of supplementary advisory and Client related services provided to the account.

The Annual Fee is an ongoing fee for investment advisory services and may cost the Client more than if the assets were held in a traditional brokerage account. In a brokerage account, a Client is charged a commission for each transaction and the representative has no duty to provide ongoing advice with respect to the account. If the Client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the Client should consider opening a brokerage account rather than a Program account.

BFCM receives compensation as a result of the Client's participation in the Program. The amount of this compensation may be more or less than what BFCM would receive if the Client participated in other programs or paid separately for investment advice, brokerage and other Client services. Therefore, BFCM may have a financial incentive to recommend the Program account over other programs and services. BFCM acts as the portfolio manager for the Program and retains the management fee less execution costs. This may create a conflict of interest because BFCM may have a disincentive to trade securities in the account to keep the execution costs low therefore retaining a larger portion of the management fee.

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### **Advisory Business**

BFCM offers Clients an asset management account through the Program in which BFCM directs and manages Program assets for Client.

Client provided goals and objectives are documented in individual Client files. Investment strategies are created that reflect the stated goals and objective.

A Client may impose restrictions on a minimum level of cash they want in their account, as well as from which account they want their withdrawals to come. Also, a Client may issue restrictions on what specific securities or security types they do not want BFCM to buy or sell in their account.

BFCM also offers:

ASSET MANAGEMENT



BFCM offers discretionary and non-discretionary asset management services to advisory Clients. BFCM also offers assets management service through its Wrap Fee Program. Please see Form ADV2A & 2B – Wrap Brochure Appendix.

BFCM will offer Clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors.

#### Discretionary

When the Client provides BFCM discretionary authority the Client will sign a limited trading authorization or equivalent. BFCM will have the authority to execute transactions in the account without seeking Client approval on each transaction.

#### Non-Discretionary

When the Client elects to use BFCM on a non-discretionary basis, BFCM will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, BFCM will obtain prior Client approval on each and every transaction before executing any transaction.

When deemed appropriate for the Client, BFCM may hire Sub-Advisors to manage all or a portion of the assets in the Client account. BFCM has full discretion to hire and fire Sub-Advisors as they deem suitable. Sub-Advisors will maintain the models or investment strategies agreed upon between Sub-Advisor and BFCM. Sub-Advisors execute trades on behalf of BFCM in Client accounts. BFCM will be responsible for the overall direct relationship with the Client. BFCM retains the authority to terminate the Sub-Advisor relationship at BFCM's discretion.

#### CO-ADVISOR SERVICES

Egis Capital Management, Inc. (CRD# 126052)

BFCM offers asset management services to advisory clients utilizing EQIS Capital Management, Inc.'s (EQIS) wrap program described in detail in their appendix. The wrap program provides access to the portfolios on the EQIS platform. The client can elect to authorize BFCM discretionary authority within the Investment Advisory Agreement, full discretion to hire and fire sub-advisors within the EQIS platform. EQIS shall have discretionary authority for the investment and reinvestment of the designated assets with full authority to buy, sell or otherwise effect investment transactions involving the designated assets in the client's name and for the client's account.

#### VARIABLE ANNUITY MANAGEMENT

BFCM offers discretionary direct asset management services to advisory Clients on their variable annuities. BFCM will work with individuals to assemble an appropriate portfolio of investment options as provided through the insurance company that services the variable annuity investment. The accounts will be monitored on an annual basis.

#### ERISA PLAN SERVICES

BFCM provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans. BFCM will act as a 3(21) advisor:

**Limited Scope ERISA 3(21) Fiduciary.** BFCM may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor BFCM has a fiduciary duty to act in the best interest of the Client. The plan sponsor is still ultimately responsible for the decisions

made in their plan, though using BFCM can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. BFCM acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands BFCM's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, BFCM is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Advisor will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

BFCM may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Advisor and Client.

3. BFCM has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;

- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to BFCM on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

### FINANCIAL PLANNING

If financial planning services are applicable, a thorough review of all applicable topics including but not limited to, Retirement Planning, Succession Planning, Education Planning, Legacy Planning, Insurance Planning, Investment Planning, Budget Planning, Personal Financial Planning, Tax Planning, Major Purchase Planning, Divorce Planning, Debt Management Planning, Business Exit Planning, and Cash Flow Analysis will be reviewed. If a conflict of interest exists between the interests of BFCM and the interests of the Client, the Client is under no obligation to act upon BFCM's recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through BFCM. Financial plans will be completed and delivered inside of Sixty(60) days contingent upon timely delivery of all required documentation.

### THIRD PARTY MANAGERS

When deemed appropriate for the Client, we may recommend that Clients utilize the services of a Third-Party Manager (TPM) to manage a portion of, or your entire portfolio. All TPMs that we recommend must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).

After gathering information about your financial situation and objectives, an investment advisor representative of our firm will make recommendations regarding the suitability of a TPM or investment style based on, but not limited to, your financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPM(s), we will monitor the of the TPM(s) to ensure their performance and investment style remains aligned with your investment goals and objectives.

In such circumstances, BFCM receives solicitor fees from the TPM. We act as the liaison between the Client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. We help the Client complete the necessary paperwork of the TPM, provides ongoing services to the Client. Ongoing services include but are not limited to:

1. Meet with the Client to discuss any changes in status, objectives, time horizon or suitability;
2. Update the TPM with any changes in Client status which is provided to BFCM by the Client;
3. Review the statements provided by the TPM; and
4. Deliver the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM to the Client.

BFCM will provide the TPM with any changes in Client status as provided to us by the Client and review the quarterly statements provided by the TPM. BFCM will deliver the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM. Clients placed with TPM will be billed in accordance with the TPM's Fee Schedule which will be disclosed to the Client prior to signing an agreement. This is detailed in Item 10 of this brochure.

### SEMINARS AND WORKSHOPS

BFCM holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given.

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### **Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

BFCM does not select or recommend other investment advisors.

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### **Client Tailored Services and Client Imposed Restrictions**

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written Client consent.

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### **Sharing of Capital Gains**

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

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

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### **Methods of Analysis**

Security analysis methods may include fundamental analysis. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

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

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### **General Investment Strategy**

The investment strategy for a specific Client is based upon the objectives stated by the Client during consultations. The Client may change these objectives at any time. Each Client executes an Investment Policy Statement, Risk Tolerance or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases and short-term purchases.

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### **Security Specific Material Risks**

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with BFCM:

- *Market Risk:* 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 a fund; 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. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the Client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF 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.
- *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 will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a Client invests in open end mutual funds or ETFs, the Client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the

shares are de-listed from the exchange, or the activation of market-wide “circuit breakers” (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which Client invests.

- *REIT Risk:* To the extent that a Client invests in REITs, it is 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.
- *Derivatives Risk:* Funds in a Client’s portfolio may use derivative instruments. The value of these derivative instruments derives from the value of an underlying asset, currency or index. Investments by a fund in such underlying funds may involve the risk that the value of the underlying fund’s derivatives may rise or fall more rapidly than other investments, and the risk that an underlying fund may lose more than the amount that it invested in the derivative instrument in the first place. Derivative instruments also involve the risk that other parties to the derivative contract may fail to meet their obligations, which could cause losses.
- *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.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.

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### **Proxy Voting**

BFCM does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, BFCM will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client

For assistance please contact 703-796-0957 or [megan@clarkfinancialplanning.com](mailto:megan@clarkfinancialplanning.com).

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## **Item 7: Client Information Provided to Portfolio Managers**

### **Description**

BFCM obtains the necessary financial data from the Client and assists the Client in setting appropriate investment objectives for the Program account. BFCM obtains updated information from the Client as necessary in order to provide personalized investment advice to the Client. It is the Client's responsibility to inform BFCM of any changes in their stated objectives, financial situation, life circumstances or risk tolerance.

Client will be required to enter into a written agreement with BFCM in order to establish a Program account. Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

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## **Item 8: Client Contact with Portfolio Managers**

### **Restrictions**

There are no restrictions placed on Clients' ability to contact and consult with the portfolio managers.

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## **Item 9: Additional Information**

### **Disciplinary Information**

#### Criminal or Civil Actions

BFCM and its management have not been involved in any criminal or civil action.

#### Administrative Enforcement Proceedings

BFCM and its management have not been involved in administrative enforcement proceedings.

#### Self-Regulatory Organization Enforcement Proceedings

BFCM and its management have not been involved in legal or disciplinary events related to past or present investment Clients.

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### **Other Financial Industry Activities and Affiliations**

#### Broker-Dealer or Representative Registration

BFCM is not registered as a broker-dealer, however, Managing Member Megan Clark and other investment advisor representatives of BFCM are registered representatives of Madison Ave., a FINRA/SIPC broker-dealer. This practice represents a conflict of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another Registered Representative of their choosing.

### Futures or Commodity Registration

BFCM does not have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

### Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Managing Member Megan Clark has a financial affiliated business as an insurance agent with Clark & Associates, Inc. Financial Solutions and as a Registered Representative with Madison Ave. (CRD#44337). Approximately 25% of her time is spent on these activities. She will offer Clients services from those activities. As an insurance agent and Registered Representative, she may receive separate yet typical compensation.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. These conflicts are mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products and services through another insurance agent or Registered Representative of their choosing.

BFCM may recommend/require that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the Advisor's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. BFCM is independently owned and operated and not affiliated with Schwab. Schwab provides BFCM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For BFCM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to BFCM other products and services that benefit BFCM but may not benefit its clients' accounts. . These benefits may include national, regional or BFCM specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of BFCM by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist BFCM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of BFCM's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of



these services generally may be used to service all or some substantial number of BFCM's accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to BFCM other services intended to help BFCM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to BFCM by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to BFCM. While, as a fiduciary, BFCM endeavors to act in its clients' best interests, BFCM's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to BFCM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

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### **Code of Ethics Description**

The employees of BFCM have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of BFCM employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of BFCM. The Code reflects BFCM and its supervised persons' responsibility to act in the best interest of their Client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

BFCM's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of BFCM may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

BFCM's Code is based on the guiding principle that the interests of the Client are our top priority. BFCM's officers, directors, advisors, and other employees have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any Clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

BFCM will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

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## **Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

BFCM and its employees do not recommend to Clients securities in which we have a material financial interest.

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## **Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

BFCM and its affiliated persons may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide BFCM with copies of their brokerage statements.

The Chief Compliance Officer of BFCM is Megan Clark. She reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

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## **Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest**

BFCM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide BFCM with copies of their brokerage statements.

The Chief Compliance Officer of BFCM is Megan Clark. She reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

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## **Review of Accounts**

### Schedule for Periodic Review of Client Accounts and Advisory Persons Involved

Account reviews are performed quarterly by the Chief Compliance Officer of BFCM. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target bans of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

Financial plans generated are updated as requested by the Client and pursuant to a new or amended agreement, BFCM suggests updating at least annually.

### Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

### Content of Client Provided Reports and Frequency

Clients receive written account statements usually on a monthly basis, but no less than quarterly for managed accounts.

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**Client Referrals and Other Compensation****Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Megan Clark receives external compensation for the sale of securities to clients as a registered representative of Madison Ave. a broker-dealer.

**Advisory Firm Payments for Client Referrals**

BFCM does not compensate for Client referrals.

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**Financial Information****Balance Sheet**

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

**Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients**

BFCM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

**Bankruptcy Petitions during the Past Ten Years**

BFCM has not had any bankruptcy petitions in the last ten years.

**Item 10: Requirements for State-Registered Advisers**

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**Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities**

None to report.

ITEM 1 COVER PAGE

**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B

Megan Clark

**Brighter Financial Capital  
Management, LLC**

**Office Address:**  
1984 Isaac Newton Sq. W  
Suite 203  
Reston, VA 20190

Tel: 703-796-0957  
Fax: 703-796-0957

[megan@clarkfinancialplanning.com](mailto:megan@clarkfinancialplanning.com)

This brochure supplement provides information about Megan Clark and supplements the Brighter Financial Capital Management, LLC's brochure. You should have received a copy of that brochure. Please contact Megan Clark if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Megan Clark (CRD #5733655) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**DRAFT**

## Brochure Supplement (Part 2B of Form ADV) Supervised Person Brochure

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### Principal Executive Officer – Megan Clark

- Year of birth: 1985
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### Item 2 - Educational Background and Business Experience

#### Educational Background:

- University of Virginia; Bachelor of Arts in Biology; 2008

#### Business Experience:

- Madison Ave.; Registered Representative; 10/2022 - Present
  - Brighter Financial Capital Management, LLC; Managing Member/Investment Advisor Representative; 10/2019-Present
  - MLC Clark Family LLC; Managing Member; 12/2018 - Present
  - Clark & Associates, Inc. Financial Solutions; Insurance agent 05/2008 – Present
  - Kalos Capital, Inc.; Registered Representative; 02/0214 – 09/2022
  - Kalos Management; Investment Advisor Representative; 06/2014 – 03/2020
  - Clark/Barbour Asset Strategy Partners; Marketing Consultant; 10/2017 – 04/2019
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### Item 3 - Disciplinary Information

*Criminal or Civil Action:* None to report.

*Administrative Proceeding:* None to report.

*Self-Regulatory Proceeding:* None to report.

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### Item 4 - Other Business Activities Engaged In

Managing Member Megan Clark has a financial affiliated business as an insurance agent with Clark & Associates, Inc. Financial Solutions and as a Registered Representative with Madison Ave. (CRD#44337). Approximately 25% of her time is spent on these activities. She will offer Clients services from those activities. As an insurance agent and Registered Representative she may receive separate yet typical compensation.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. These conflicts are mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products and services through another insurance agent or Registered Representative of their choosing.

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### Item 5 - Additional Compensation

Megan Clark receives commissions on the insurance products and securities she sells. She does not receive any performance-based fees.

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### Item 6 - Supervision

Since Megan Clark is the sole owner of BFCM she is solely responsible for all supervision and formulation and monitoring of investment advice offered to Clients. She will adhere to the policies and procedures as described in the firm's Compliance Manual. She can be reached at [megan@clarkfinancialplanning.com](mailto:megan@clarkfinancialplanning.com) or 703-796-0957.

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### Item 7 - Requirements for State-Registered Advisors

*Arbitration Claims:* None to report.

*Self-Regulatory Organization or Administrative Proceeding:* None to report.

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*Bankruptcy Petition: None to report.*