

# DISCLOSURE BROCHURE

## Future Bright

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This brochure provides information about the qualifications and business practices of Future Bright. 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 701-306-7631. 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 Future Bright (IARD#177521) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**AUGUST 2019**

## **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 January 22, 2019 the following changes have been made:

1. Item 4 has been updated to disclose the most recent calculation of assets under management.
2. Item 14 and Item 19 have been updated to disclose Future Bright's current owners. Ross David Almlie, Matthew Johnson, Randall Sidener, Shannon Burnell and Scott Sanders are equal owners.
3. Significant changes have been made throughout the brochure due to the formation of Northern Plains Fund, LLLP.

Future Bright serves as investment adviser and Ross Almlie, Matthew Johnson, Randall Sidener, and Scott Sanders serve as general partners to a private equity fund, Northern Plains Fund, LLLP, a Minnesota Limited Liability Limited Partnership.

Northern Plains Fund, LLLP is a private fund exempt from registration as an investment company under the Investment Company Act of 1940. The offer and sale of interests in Northern Plains Fund, LLLP are also exempt from registration under the Securities Act of 1933 and similar state laws. As investment adviser, Future Bright will have sole and complete responsibility for managing Northern Plains Fund, LLLP's investment portfolio pursuant to the investment objectives and investment policies of Northern Plains Fund, LLLP.

We will recommend Northern Plains Fund, LLLP as an investment opportunity to our Asset Management Services clients. This is a conflict of interest, and consequently the investment advice provided by Future Bright about the merits of investing in Northern Plains Fund, LLLP is biased.

Please refer to Items 4, 5, 7, 8, 10, 11, and 15 – 19 for more information about the new Fund our arrangements, risks, conflicts of interest and our procedures designed to mitigate conflicts of interest.

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### **Full Brochure Available**

This Firm Brochure being delivered is the complete brochure for the Firm.

## Item 3: Table of Contents

### Form ADV – Part 2A – Firm Brochure

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## Item 4: Advisory Business

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### Firm Description

Future Bright, LLC doing business as Future Bright was founded in January 2014 and began offering advisory services in April 2015. Ross David Almlie, Matthew Johnson, Randall Sidener, Shannon Burnell and Scott Sanders are equal owners.

Future Bright is a fee based investment management firm. The firm does not sell annuities and insurance products, but the Managing Member offers insurance. Future Bright does not act as a custodian of client assets.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the client in the event they should occur.

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### Types of Advisory Services

Future Bright provides investment supervisory services, also known as asset management services and investment advice through consultations.

#### Asset Management Services

Future Bright offers discretionary direct asset management services to advisory clients. Future Bright will offer clients ongoing portfolio 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. The client will authorize Future Bright discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. As part of Future Bright's asset management services, clients will receive written financial plans. There are no additional fees for the written financial plans.

#### ERISA Plan Services

Future Bright provides service to qualified and non-qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans.

**3(38) Investment Manager.** Future Bright can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan's assets. Future Bright would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

Fiduciary Services are:

- Future Bright has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.

- Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.
- Provide 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).

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 the Advisor'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, Future Bright is not providing fiduciary advice as defined by ERISA to the Plan participants. Future Bright 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.

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

Future Bright has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- a. Employer securities;
- b. Real estate (except for real estate funds or publicly traded REITs);
- c. Stock brokerage accounts or mutual fund windows;
- d. Participant loans;
- e. Non-publicly traded partnership interests;
- f. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- g. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Advisor under the Agreement.

### Assets Held Away Services

Future Bright offers asset management advice to individuals on their qualified plans. Future Bright will work with individuals on determining their individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, and asset allocation are based on the above factors. Future Bright does not charge a fee for this service and only offers it to clients who are utilizing the Asset Management Services.

### Educational Workshop Services

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

### “Pay Your Age” Combination Services

Future Bright offers a combination asset management and financial planning service to clients. Future Bright will provide the following:

- Initial financial plan development + ongoing edits & revisions
- Financial advisory Q&A
- Investment risk profile assessment
- Retirement planning
- Distribution planning
- Financial education opportunities (workshops, webinars, etc.)
- Account set up and servicing

The initial financial plan development will be delivered inside of sixty (60) days. Any ongoing edits and revisions thereafter will be as needed or requested by the client. The client will authorize Future Bright discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. The services cover all areas of financial planning to risk management and estate conservation. Future Bright specializes in helping our clients develop a comprehensive and cohesive financial strategy that fits their unique needs and enables them to meet both short and long term objectives. If a conflict of interest exists between the interests of the investment advisor and the interests of the client; the client is under no obligation to act upon the investment advisor’s recommendation.

### Private Fund Management Services

Future Bright serves as investment adviser and Ross Almlie, Matthew Johnson, Randall Sidener, and Scott Sanders serve as general partners to a private equity fund, Northern Plains Fund, LLLP, a Minnesota Limited Liability Limited Partnership.

Northern Plains Fund, LLLP is a private fund exempt from registration as an investment company under the Investment Company Act of 1940. The offer and sale of



interests in Northern Plains Fund, LLLP are also exempt from registration under the Securities Act of 1933 and similar state laws. As investment adviser, Future Bright will have sole and complete responsibility for managing Northern Plains Fund, LLLP's investment portfolio pursuant to the investment objectives and investment policies of Northern Plains Fund, LLLP.

We will recommend Northern Plains Fund, LLLP as an investment opportunity to our Asset Management Services clients. This is a conflict of interest, and consequently the investment advice provided by Future Bright about the merits of investing in Northern Plains Fund, LLLP is biased. Please refer to Items 5, 10 and 11 for more information about this conflict of interest and our procedures designed to mitigate the conflict of interest.

Future Bright has discretionary authority and is responsible for establishing and implementing the Northern Plains Fund, LLLP's investment objectives and policies. (See Item 15 – Investment Discretion for more information).

Northern Plains Fund, LLLP is organized as a private equity fund to assess and ultimately acquire equity interests in privately held companies across the United States but with specific emphasis on vetting companies in the Northern Plains region. The primary goal of the Northern Plains Fund, LLLP is to produce attractive returns for participating partners through investments and timely subsequent exits from seed and early-stage companies. The following are the types of companies the Fund will consider for investment:

- Agriculture Technology
- Technology
- Financial Technology
- Manufacturing
- E-Commerce
- Healthcare

Potential investors receive a copy of the applicable Confidential Private Placement Memorandum and are required to execute a subscription agreement in order to subscribe for interests in Northern Plains Fund, LLLP.

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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 objective. 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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## Wrap Fee Programs

Future Bright does not sponsor any wrap fee programs.

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## Client Assets under Management

As of May 23, 2019, Future Bright has approximately \$42,769,173 in client assets under management on a discretionary basis.

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## Item 5: Fees and Compensation

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### Method of Compensation and Fee Schedule

Future Bright bases its fees on a percentage of assets under management.

#### Asset Management Services & Fees

Future Bright offers discretionary direct asset management services to advisory clients. Future Bright charges an annual investment advisory fee based on the total assets under management as follows:

| Assets Under Management | Annual Fee | Quarterly Fee |
|-------------------------|------------|---------------|
| \$0 - \$500,000         | 1.00%      | .25%          |
| \$500,001 – \$3,000,000 | .80%       | .20%          |
| \$3,000,001 and Over    | .60%       | .15%          |

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Fees are billed quarterly in advance based on the amount of assets managed as of the last business day of the previous quarter. Initial fees for partial quarters are pro-rated. Quarterly advisory fees deducted from the clients' account by the custodian will be reflected in a provided fee invoice as fees are withdrawn. 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 for a full refund. Clients may terminate advisory services with thirty (30) days written notice. For accounts closed mid-quarter, the client will be entitled to a pro rata refund for the days service was not provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees. Client will acknowledge, in writing, before any increase in said fees occurs.

#### Assets Held Away Services & Fees

The annual fees are based on the market value of the Included Assets as follows:

| Included Assets            | Annual Fee | Quarterly Fee |
|----------------------------|------------|---------------|
| \$0 - \$3,000,000          | .50%       | .1250%        |
| \$3,000,0001 - \$5,000,000 | .35%       | .0875%        |
| \$5,000,0001 and Over      | .25%       | .0625%        |

The initial fee will be based on the market value of the Plan assets as calculated by the custodian or record keeper of the Included Assets on the first business day of the initial fee period and will be due on the first business day of the fee period. If the services to be provided start any time other than the first day of a quarter, the fee will be prorated based on the number of days remaining in the initial fee period. Thereafter, the fee will be based on the market value of the Plan assets on the last business day of the previous fee period (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) and will be due the following business day. If this Agreement is terminated prior to the end of the fee period, Future Bright shall be entitled to a prorated fee based on the number of days during the fee period services were provided. Any unearned fees shall be refunded to the Plan or Plan Sponsor.

The compensation of Future Bright for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees; however the Plan Sponsor may elect to pay the fees. Future Bright does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Future Bright will disclose this compensation, the services rendered, and the payer of compensation. Future Bright will offset the compensation against the fees agreed upon under this Agreement.

#### Educational Workshop Services & Fees

Future Bright holds workshops to educate the public on different types of investments and different services they offer. Fees for these workshops will vary based on the venue and the size of the audience. The negotiable fixed fee range for these workshops is between \$500 and \$1,500 based on venue and size. Payment is due within fifteen (15) days of the completed workshop. Future Bright will bill the companies direct.

#### “Pay Your Age” Combination Services & Fees

Future Bright charges an ongoing monthly fee to clients participating in this program. Clients will be charged the ongoing monthly fee at the end of each month in which services are provided based upon their current age when they enter into the program not to exceed \$50.00. (*i.e. if a client signs an advisory agreement at the age of 35 they will pay a \$35.00 monthly ongoing fee for the life of the contract*). Any household accounts will be charged a monthly fee based on the eldest member of the family. In addition to the monthly ongoing fee, clients will be required to pay an annual percentage based off of assets being managed. The annual percentage will be .35%. All fees, monthly and annual, will be charged to the credit card on file.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty (30) days written notice. For accounts closed mid-month, Future Bright will be entitled to a pro rata fee for the days service was provided in the final

month. Client shall be given thirty (30) days prior written notice of any increase in fees. Client will acknowledge, in writing, before any increase in said fees occurs.

#### Private Fund Management Fee

Northern Plains Fund, LLLP pays Future Bright an annual 2.00% management fee based on the net asset value attributed to the limited partner interests. Annual fees are divided and paid quarterly in advance based on the value of the net assets in Northern Plains Fund, LLLP as determined on the last day of the prior month-end balance.

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#### **Client Payment of Fees**

Investment management fees are billed quarterly in advance, meaning we bill you before the three-month period has started. Payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account. Fees for workshops are due within fifteen days of the completed workshop. Fees for the combination services are charged at the end of the month in which services are offered to the credit card on file with Future Bright.

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#### **Additional Client Fees Charged**

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

Future Bright, in its sole discretion, may charge a lesser investment advisory fee 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.). For more details on the brokerage practices, see Item 12 of this brochure.

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#### **Prepayment of Client Fees**

Investment management fees are billed quarterly in advance.

If the client cancels after five (5) business days, any unearned fees will be refunded to the client, or any unpaid earned fees will be due to Future Bright.

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#### **External Compensation for the Sale of Securities to Clients**

Future Bright does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of Future Bright.

## **Item 6: Performance-Based Fees and Side-by-Side Management**

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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.

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

## **Item 7: Types of Clients**

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### **Description**

Future Bright generally provides investment advice to individuals, high net worth individuals, small businesses, pension and profit sharing plans and corporations.

Client relationships vary in scope and length of service.

Future Bright serves as investment adviser to the Northern Plains Fund, LLLP, a properly exempt from registration private pooled investment vehicle formed as a private equity fund.

### **Account Minimums**

Future Bright does not require a minimum to open an account.

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

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### **Methods of Analysis**

Security analysis methods may include fundamental analysis, technical analysis, and cyclical 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 involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

### **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 or Risk Tolerance that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

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### **Security Specific Material Risks**

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Future Bright:

- *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.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *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.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *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.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations

in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- *Risks of Private Placements including Northern Plains Fund, LLLP* - A security exempt from registering with the U.S. Securities and Exchange Commission and state securities regulator is often referred to as a private placement or unregistered offering.
  - Only an “accredited” investor should invest in a private placement offering. To qualify as “accredited” investor, the investor must (a) have a net worth (not including primary residence) of at least \$1 million, or (b) have an income exceeding \$200,000 in each of the 2 most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year.
  - Private placement offerings often are speculative, high risk and illiquid investments. An investor can lose his or her entire investment in a private placement offering.
  - Private placement offerings are not subject to same laws and regulations, which are designed to protect investors, as registered securities offerings.
  - Private placement offerings have not been reviewed by a regulator to make sure risks associated with the risks of private placement investment have been adequately disclosed to prospective investors.
  - Private placement offerings often project higher rates of return, but this is typically because the risks of the underlying the private placement investment are also higher.
  - Private placement offerings are generally illiquid, meaning there are limited opportunities to resell the underlying security of the private placement. Therefore, an investor may be forced to hold the private placement security indefinitely.
  - Investors in a private placement offering are usually provided with less disclosure information than they would receive in a public securities offering. Consequently, investors know much less about the private placement investment and the people behind it.
  - Private placement offerings have been used by fraudsters in the past, and consequently private placement offerings are one of the most frequent sources of enforcement cases conducted by state securities regulators. It may be very difficult or impossible for an investor in a private placement offering to recover the money invested from the sponsor of the private placement offering if such offering turns out to be fraudulent.

- Before investing in a private placement offering, an investor should carefully read and fully understand the subscription agreement and the offering memorandum/private placement memorandum.
- For additional details about private placement offerings and red flags associated with such offerings, please visit [http://www.sec.gov/oiea/investor-alerts-bulletins/ib\\_privateplacements.html#.VDane410yUk](http://www.sec.gov/oiea/investor-alerts-bulletins/ib_privateplacements.html#.VDane410yUk)

## **Item 9: Disciplinary Information**

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### **Criminal or Civil Actions**

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

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### **Administrative Enforcement Proceedings**

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

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### **Self-Regulatory Organization Enforcement Proceedings**

The firm and its management have not been involved in any legal or disciplinary events related to past or present investment clients.

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

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### **Broker-Dealer or Representative Registration**

No affiliated representatives of Future Bright are registered representatives of a broker-dealer.

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### **Futures or Commodity Registration**

Neither Future Bright nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

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

Managing Member Ross David Almlie is also a licensed insurance agent. Approximately 15% of Mr. Almlie's time is spent in this practice. Mr. Almlie is also a selling agent for IDShield. Approximately, 1% of his time is spent in this practice. From time to time, he will offer clients products and/or services from this activity.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee 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 or services. Clients have the option to purchase these products or services through another insurance agent or identity theft service of their choosing.



In addition to his other business activity as an insurance agent, Mr. Almlie is the Founder of BreadVault, LLC, a youth financial literacy company. Through this company Ross develops curriculum, conducts public speaking and creates writing workshops to provide youth with a better understanding of saving, investing and giving. There is no conflict of interest as advisory clients of Future Bright are not solicited services for BreadVault, LLC.

### **General Partner to Northern Plains Fund, LLLP**

Ross Almlie, Matthew Johnson, Randall Sidener, and Scott Sanders serve as general partners of Northern Plains Fund, LLLP. Thus, we are not independent from Northern Plains Fund, LLLP, but have a direct and beneficial interest in Northern Plains Fund, LLLP. Further, our owners and advisory personnel have personally invested in Northern Plains Fund, LLLP and also serve as board members and advisors to the Fund. We are also responsible for soliciting new investors into Northern Plains Fund, LLLP. These factors create an incentive to recommend Northern Plains Fund, LLLP. This is a conflict of interest, and consequently the investment advice provided by Future Bright is biased.

Please refer to the following section for more information of the material financial interest we have in Northern Plains Fund, LLLP and subsequent conflicts of interest.

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

Future Bright does not utilize the services of Third Party Money Managers to manage client accounts.

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

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### **Code of Ethics Description**

The employees of Future Bright have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of Future Bright employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of Future Bright. The Code reflects Future Bright 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.

Future Bright'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 Future Bright 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.

Future Bright's Code is based on the guiding principle that the interests of the client are our top priority. Future Bright'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.

The firm 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**

We will recommend Northern Plains Fund, LLLP to our Asset Management Services clients. We have a material financial interest when recommending Northern Plains Fund, LLLP. We address for this conflict by comparing Northern Plains Fund, LLLP against other registered or non-registered pooled investment vehicles and we will recommend other pooled investment vehicles when more appropriate for the client. Future Bright will only recommend that a client invest a portion of client's portfolio in Northern Plains Fund, LLLP if Future Bright believes that it is in client's best interest. (Under no circumstances will Future Bright exercise any investment discretion with respect to whether to invest a client in Northern Plains Fund, LLLP.)

Clients are not obligated to invest in Northern Plains Fund, LLLP. The client will be solely responsible for making any decision in whether to invest in Northern Plains Fund, LLLP, and the client is under no obligation to invest in Northern Plains Fund, LLLP.

Because our recommendation that clients invest in Northern Plains Fund, LLLP is an inherent conflict of interest that cannot be completely overcome, we strongly encourage all clients consult with legal counsel, an accountant, a third-party investment adviser not affiliated with Future Bright , or any other financial professional of the client's

choosing who is not affiliate with Future Bright for a “second opinion” before investing in Northern Plains Fund, LLLP.

If clients choose to invest in Northern Plains Fund, LLLP, we will not charge “double-fees” meaning we will only charge one fee against the assets invested in Northern Plains Fund, LLLP (in the form of the 2.00% management fee we charge Northern Plains Fund, LLLP as investment adviser to the fund) and not also charge an additional Separately Managed Account services fee to the client on the portion of the client’s assets invested in the Northern Plains Fund, LLLP. In an effort to mitigate our conflicts of interest, Future Bright has established policies and procedures to limit the amount of a client’s portfolio invested in Northern Plains Fund, LLLP.

We permit our owners and employees to invest in Northern Plains Fund, LLLP. Employees seeking to invest in any private offering, including Northern Plains Fund, LLLP, must first be approved, in writing, by our Chief Compliance Officer prior to any purchase or redemption in the private security. Clients are given first right of opportunity over our employees for approval of investing in a private security or redeeming from the private security.

Private investments like Northern Plains Fund, LLLP are often illiquid which means that the investments can be difficult to trade and consequently limits an investor's ability to dispose of such investments in a timely manner and at an advantageous price. Additionally, such investments will not register pursuant to the Securities Act of 1933, and therefore investors must complete a subscription agreement showing the investor is an "accredited" investor (as defined by applicable law, rules and regulations) and acknowledge that he or she has read and understands the confidential private placement memorandum and is aware of the various risk factors associated with such an investment.

Please refer to Item 4, Item 5 and Item 10 of this Disclosure Brochure for more information.

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

Future Bright and its employees 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, employees are required to disclose all reportable securities transactions as well as provide Future Bright with copies of their brokerage statements.

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

Future Bright does not maintain a firm proprietary trading account. However, employees 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, employees are required to disclose all reportable securities transactions as well as provide Future Bright with copies of their brokerage statements.

The Chief Compliance Officer of Future Bright is Ross D. Almlie. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

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**Item 12: Brokerage Practices**

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**Factors Used to Select Broker-Dealers for Client Transactions**

Future Bright may recommend the use of a particular broker-dealer or may utilize a broker-dealer of the Client's choosing. Future Bright will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Future Bright relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Future Bright.

- *Directed Brokerage*  
Future Bright does not allow clients to direct brokerage.
- *Best Execution*  
Investment advisors who manage or supervise client portfolios on a discretionary and non-discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.
- *Soft Dollar Arrangements*  
The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Future Bright from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the

Securities Exchange Act of 1934, Future Bright receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of Future Bright. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when Future Bright receives soft dollars. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to act in the best interest of its clients and the services received are beneficial to all clients.

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### **Aggregating Securities Transactions for Client Accounts**

Future Bright is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Future Bright. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

## **Item 13: Review of Accounts**

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### **Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved**

Account reviews are performed quarterly by Ross D. Almlie, Chief Compliance Officer of Future Bright. Account reviews are performed more frequently when market conditions dictate.

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### **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.

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### **Content of Client Provided Reports and Frequency**

Clients receive account statements no less than quarterly for managed accounts. Account statements are issued by Future Bright's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

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

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### **Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest**

Future Bright does not receive any economic benefits from external sources.

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### **Advisory Firm Payments for Client Referrals**

Future Bright does not compensate for client referrals.

## **Item 15: Custody**

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### **Account Statements**

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by Future Bright.

Future Bright is deemed to have constructive custody of client accounts solely because advisory fees are directly deducted from client's account by the custodian on behalf of Future Bright.

### **Private Fund Management Services**

Ross Almlie, Matthew Johnson, Randall Sidener, and Scott Sanders serve as general partners of Northern Plains Fund, LLLP and, as such, has access to the fund's assets and holdings.

Northern Plains Fund, LLLP's accounts are maintained at all times with a qualified custodian such as a (1) a state or nationally chartered bank, (2) registered broker/dealer; or (3) other financial institution that provides qualified custodian services and meets requirements for serving as a qualified custodian under federal and state securities laws. Future Bright provides all Limited Partners of Northern Plains Fund, LLLP with notice of the qualified custodian that is holding the Northern Plains Fund, LLLP accounts.

Northern Plains Fund, LLLP engages a public accounting firm to audit its financial statements at least annually and audited financial statements (prepared in accordance with generally accounting principles) are distributed to all Limited Partners within 120 days after the end of Northern Plains Fund, LLLP's fiscal year (December 31).

## **Item 16: Investment Discretion**

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### **Discretionary Authority for Trading**

Future Bright accepts discretionary authority to manage securities accounts on behalf of clients. Future Bright has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, Future Bright consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given. Clients may imply certain restrictions on accounts with discretionary authority.

The client approves the custodian to be used and the commission rates paid to the custodian. Future Bright does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Specific to Northern Plains Fund, LLLP, we also have discretionary authority to select brokers, dealers, banks, financial institutions, counterparties, custodians and other intermediaries by or through whom any transactions will be executed or carried out from time to time and open, maintain and close accounts with such entities. As part of this responsibility, we have the ability to negotiate certain expenses imposed by such financial institutions including commissions charged to Northern Plains Fund, LLLP.

## **Item 17: Voting Client Securities**

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### **Proxy Votes**

Future Bright 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, Future Bright will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

### **Private Fund Management Services**

We are responsible for voting securities on behalf of Northern Plains Fund, LLLP.

When we recognize a conflict of interest with respect to the voting of proxies on behalf of Northern Plains Fund, LLLP, we will request that the investors in Northern Plains Fund, LLLP, or a committee represented by such investors, assist with voting. When the firm votes proxies, the objective is to maximize the value of the investments held in Northern Plains Fund, LLLP portfolios. A copy of the Firm's proxy voting policies and procedures is available upon request.

## **Item 18: Financial Information**

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### **Balance Sheet**

A balance sheet is not required to be provided because Future Bright does not serve as a custodian for client funds or securities and Future Bright 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**

Future Bright 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**

Neither Future Bright nor its management has had any bankruptcy petitions in the last ten years.

## **Item 19: Requirements for State Registered Advisors**

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### **Principal Executive Officers and Management Persons**

Education and business background, including any outside business activities for Mr. Ross D. Almlie and Matthew Johnson can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

#### **Randall Sidener**

- Year of birth: 1978

Educational Background:

- University of Minnesota – Bachelor of Science in Finance; 2002

Business Experience:

- Future Bright, LLC; Owner; 01/2019 – Present
- Corridor Investors LLC; Marketing Director; 05/2006 – Present

#### **Outside Business Activities**

Randall Sidener is also the Marketing Director of Corridor Investors LLC a mutual fund management company. This is Mr. Sidener's main occupation and he spends the majority of his time in this capacity.

#### **Shannon Woody Burnell**

- Year of birth: 1971

Educational Background:

- University of North Dakota; Bachelor of Administration – Social Sciences; 1995

Business Experience:

- Future Bright, LLC; Owner; 10/2015 – Present
- Flint Hills Resources; Operator; 08/2014 – Present
- Allied Barton; Social Security Officer; 01/2012 – 08/2014
- Recess; General Manager; 01/2010 – 01/2012
- Tsunami B & G; Manager; 01/2008 – 01/2010
- Keller Williams; Sales; 01/2007 – 01/2008
- Pelican Lounge; Server; 12/2002 – 06/2006

#### **Outside Business Activities**

Shannon Burnell is also an Operator at Flint Hills Resources which is an independent refining, chemicals, and biofuels and ingredients company. This is Mr. Burnell's main occupation and he spends the majority of his time in this capacity.

#### **Scott Sanders**

- Year of birth: 1978

Educational Background:



- University of Virginia; Master of Science in Accounting; 2003
- University of St. Thomas (St. Paul, MN) Bachelor of Science in Business Finance; 2001

#### Business Experience:

- Future Bright, LLC; Owner; 07/2019 – Present
- Peterson Farms Seed; General Manager; 01/2019 – Present; Director of Business Development; 07/2016 – 01/2019;
- Core Corporation; M&A Consulting; 10/2015 – 07/2016;
- Northstar Agri Industries (Acquired by CHS in July 2015); Director of Business Development and Risk Management; 08/2014 – 07/2015;
- Skywater Search Partners; Managing Director; 04/2008 – 08/2014;
- Orbital ATK; Business Development Management; 07/2004 – 04/2008;
- Ernst & Young LLP; Senior Associate – Assurance Services; 2001 – 07/2004.

#### Outside Business Activities

Mr. Sanders is currently the general manager at Peterson Farms Seed, where he is responsible for the day-to-day operations of the company, helping drive forward the long-term vision by dreaming up the future for the company. Peterson Farms Seed is a privately-owned agricultural input supplier, operating in North Dakota, Minnesota, and South Dakota. This is Mr. Sanders's main occupation and he spends the majority of his time in this capacity.

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#### Performance Based Fee Description

Neither Future Bright nor any affiliated persons receive any performance-based fees.

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#### Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

No management persons of Future Bright have any disclosures to report.

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

Other than Northern Plains Fund, LLLP, as fully disclosed previously in this brochure, we do not have any formal relationships with any other issuer of securities (i.e. market makers or product distributors).

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#### Material Conflicts of Interest Assurance

All material conflicts of interest regarding Future Bright, its representatives or any of its employees which could be reasonably expected to impair the rendering of unbiased and objective advice are disclosed.

Item 1 Cover Page

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

Ross David Almlie

**Future Bright**

**Office Address:**

935 37<sup>th</sup> Avenue South  
Suite 128  
Moorhead, MN 56560

Telephone: 218-359-2305

[Ross@FutureBright4U.com](mailto:Ross@FutureBright4U.com)

This brochure supplement provides information about Ross D. Almlie and supplements the Future Bright's brochure. You should have received a copy of that brochure. Please contact Ross D. Almlie if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Ross D. Almlie (CRD#2639006) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**MAY 29, 2019**

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

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**Principal Executive Officer - Ross David Almlie**

- Year of birth: 1972
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**Item 2 Educational Background and Business Experience**

Educational Background:

- University of North Dakota, Bachelor of Business Administration - Major: Banking and Financial Economics, 1995

Business Experience:

- Future Bright, LLC; Chief Compliance Officer; 03/2015 – Present
  - Ross Almlie – Sole Proprietor; Independent Insurance Agent; 10/2003 – Present
  - BreadVault, LLC; Chief Executive Officer; 10/2010 – Present
  - IDShield; Selling Agent; 06/2018 – Present
  - Contego Capital Advisors, LLC; Chief Compliance Officer/Investment Advisor Representative; 03/2015 – 05/2015
  - Jamieson Capital Advisors, LLC; Chief Compliance Officer; 02/2014 – 03/2015
  - TCI Financial Advisors; Chief Compliance Officer/Investment Advisor Representative; 07/2010 – 02/2014
  - Fat Cats, LLC; Partner; 11/2011 – 12/2013
  - RDA Financial Advisors, LLC; Chief Compliance Officer/Investment Advisor Representative; 10/2003 – 07/2010
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**Item 3 Disciplinary Information**

None to report.

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**Item 4 Other Business Activities**

Managing member Ross D. Almlie is also a licensed insurance agent. Approximately 15% of Mr. Almlie's time is spent in this practice. Mr. Almlie is also a selling agent for IDShield. Approximately, 1% of his time is spent in this practice. From time to time, he will offer clients products and/or services from this activity.

This represents a conflict of interest because it gives an incentive to recommend products and services 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 or services. Clients have the option to purchase these products or services through another insurance agent or identity theft service of their choosing.

In addition to his other business activity as an insurance agent, Mr. Almlie is the Founder of BreadVault, LLC, a youth financial literacy company. Through this company Ross develops curriculum, conducts public speaking and creates writing workshops to provide youth with a better understanding of saving, investing and

giving. There is no conflict of interest as advisory clients of Future Bright are not solicited services for BreadVault, LLC.

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**Item 5 Additional Compensation**

Mr. Almlie receives additional compensation in his capacity as an insurance agent, but he does not receive any performance-based fees.

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**Item 6 Supervision**

As Chief Compliance Officer of Future Bright Mr. Almlie is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

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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.

*Bankruptcy Petition:* None to report.

Item 1 Cover Page

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

Matthew Ryan Johnson

**Future Bright**

**Office Address:**

935 37<sup>th</sup> Avenue South  
Suite 128  
Moorhead, MN 56560

Telephone: 218-359-2305

[mattj@FutureBright4U.com](mailto:mattj@FutureBright4U.com)

This brochure supplement provides information about Matthew R. Johnson and supplements the Future Bright's brochure. You should have received a copy of that brochure. Please contact Matthew R. Johnson if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Matthew R. Johnson (CRD#5060212) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**JANUARY 22, 2019**

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

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**Principal Executive Officer - Matthew Ryan Johnson**

- Year of birth: 1972
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**Item 2 Educational Background and Business Experience**

Educational Background:

- University of Mary; Master's in Business Administration; 2001
- Minnesota State University Moorhead; Bachelor of Arts in Political Sciences and Social Studies; 2001
- North Dakota State University; Bachelor of Science in Psychology; 1996

Business Experience:

- Future Bright, LLC; Investment Advisor Representative; 01/2019 – Present
  - Production Workforce Professionals, LLC; Owner/Partner; 10/2017 –Present
  - Pro Employ Ease, LLC; Owner/Partner; 10/2017 – Present
  - Inrtek LLC; Partner; 10/2017 – Present
  - MJRB, LLC; Owner/Partner; 10/2014 – Present
  - Professional Employer Corporation.; Owner/Partner; 10/2014 – Present
  - Pro Workforce, Inc.; Owner/Partner; 10/2014 – Present
  - BBP Investment LLC; Owner/Partner; 10/2013 – Present
  - Pro Resources Corporation; Board Secretary; 10/2013 – Present
  - Pro Resources of the Twin Cities; Owner/Partner; 10/2013 – Present
  - Pro Systems Corp; Board Secretary; 10/2013- Present
  - Lakes Management, CO.; Owner/Partner; 10/2013 – Present
  - P.P.L., LLC; Owner/Partner; 10/013 – Present
  - Pro Resources of Fargo-Moorhead; Board Secretary; 10/2013- Present
  - Promotionz Pluz LLC; Owner/Partner; 10/2017 – Present
  - Raymond James Financial Services Advisors, Inc.; Investment Advisor Representative; 08/2014 – 01/2019
  - Raymond James Financial Services, Inc.; Registered Representative; 08/2014 – 01/2019
  - UBS Financial Services Inc.; Registered Representative; 11/2007- 08/2014
  - UBS Financial Services Inc.; Investment Advisor Representative; 12/2007 – 08/2014
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**Item 3 Disciplinary Information**

None to report.

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**Item 4 Other Business Activities**

Matthew. Johnson is Board Secretary of Pro Systems Corp, Pro Resources of Fargo-Moorhead, BBP Investments LLC, and Pro Resources of the Twin Cities and an Owner/Partner of MJRB, LLC, Pro Workforce, Inc, Professional Employer Corp, P.P.L.

LLC, Production Workforce Professionals LLC, Pro Employ Ease, LLC, Inrtek LLC and Promotionz Pluz LLC these firms are human resources and outsourcing firms that include payroll, workers compensation insurance coverage, benefits administration, safety, wellness, technology etc.

There are no conflict of interest as advisory clients of Future Bright are not solicited services for the firms referenced above.

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**Item 5 Additional Compensation**

Matthew Johnson receives additional compensation from his other business activities, but he does not receive any performance based fees.

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**Item 6 Supervision**

Mathew Johnson is supervised by Ross Almlie, Chief Compliance Officer. Mr. Almlie reviews Matthew Johnson's work through client account reviews and quarterly personal transaction reports, as well as face to face and phone interactions.

Mr. Almlie ca be reached at 218-359-2305 or Ross@FutureBright4U.com

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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.

*Bankruptcy Petition:* None to report.