

Item 1 – Cover Page

JRP Capital Corp.
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3/31/2011

This Brochure provides information about the qualifications and business practices of **JRP Capital Corp “JRP”**. If you have any questions about the contents of this Brochure, please contact us at **614-418-1793 and/or tluke@jrpcapital.com**. 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.

JRP Capital Corp is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about **JRP Capital Corp.** also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated 3/3/2012 is an ammended document prepared according to the SEC’s requirements and rules. As such, this Document is not materially different in structure and does not contain new information that our previous 2011 brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting **Troy Luke** at 614-418-1793 or tluke@jrpcapital.com.

Additional information about **JRP Capital Corp.** is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with **JRP** who are registered, or are required to be registered, as investment adviser representatives of **JRP**.

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Item 4 – Advisory Business

“JRP” has been a Registered Investment Advisor since September 8, 1993. Currently, JRP is 100% owned by Troy L. Luke. “JRP” is an investment advisor that manages client portfolio holdings. “JRP” offers its supervisory services for clients seeking; Equity, Fixed Income, or Balanced Portfolios. Client portfolios will be managed according to the specifications of the client, determined during the initial stages of the asset management relationship, and updated as desired by the client. As of March 1, 2012, JRP has approximately 44 million in assets under management.

Item 5 – Fees and Compensation

All fees are subject to negotiation.

The specific manner in which fees are charged by JRP is established in a client’s written agreement with JRP. JRP will generally bill its fees on a quarterly basis, in advance. Clients may also elect to be billed directly for fees or to authorize JRP to directly debit fees from client accounts. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter unless such withdrawals or contributions are substantial as compared to the account size and client and JRP have previously agreed on a prorated fee. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

JRP offers advisory services for: a percentage of assets under management, hourly charges, fixed fees, or a negotiated performance based fee for clients that meet or exceed the SEC stated qualifications.

Typically JRP’s Fee Schedule is as follows:

Equity	0-999,999	1%
	Over 1,000,000	Negotiated
Fixed Income	0-999,999	.5%
	Over 1,000,000	Negotiated
Balanced	0-999,999	.75%
	Over 1,000,000	Negotiated

Again, all fees are negotiable.

JRP's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to JRP's fee, and JRP shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that JRP considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Item 6 – Performance-Based Fees and Side-By-Side Management

In some cases, JRP has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. JRP will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, JRP shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for JRP to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. JRP has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients. Typically, allocations are done on an extremely time, and clients can only be allocated investments consistent with their investment guidelines.

Item 7 – Types of Clients

“JRP” may provide portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, private investment funds, and trust programs. JRP does not enforce a minimum account size requirement.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

JRP utilizes both fundamental and technical analysis to develop its investment strategies, formulate investment advice, and manage assets. While both fundamental and technical analysis is used, JRP puts a much higher weighting on technical analysis. Charts, moving averages, relative performance, and over bought/sold indicators are JRP's primary methods of analysis. Usually, JRP relies on third parties for fundamental analysis. Unless otherwise requested by clients, JRP does not consider itself to be an active trader. It is JRP's intent to identify market trends and capitalize on these trends. To do so, JRP relies heavily on Exchange Traded Funds (ETF's). These ETF's are liquid, trade throughout the day, and usually have significantly less associated expenses than similar mutual funds. When appropriate for clients, JRP frequently uses options to supplement portfolios. In most cases, JRP uses options to provide a buffer against losses in the underlying securities, or to buy protection. The use of options does cause clients to experience additional transaction costs and may limit potential gains.

Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of "JRP" or the integrity of JRP's management. JRP has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

JRP has no other financial industry activities or affiliations at this time.

Item 11 – Code of Ethics

JRP has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at JRP must acknowledge

the terms of the Code of Ethics annually, or as amended.

JRP anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which JRP has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which JRP, its affiliates and/or clients, directly or indirectly, have a position of interest. JRP's employees and persons associated with JRP are required to follow JRP's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of JRP and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for JRP's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of JRP will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of JRP's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between JRP and its clients. It will be the policy of the firm that all client buy or sell orders will be executed when possible, on any day prior to JRP, or any of its employees trading the security in its own interest. If such trades occur on the same day, the client shall receive the best price when possible. JRP will not engage in front running.

JRP's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Troy Luke at tluke@jrpcapital.com.

It is JRP's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. JRP will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to

have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

JRP will consider the following when selecting or recommending broker dealers for clients:

- 1) Investment policy of client
- 2) Whether the client wants a discount broker or not
- 3) Whether the client directs us to a specific broker or not
- 4) The quality of service and support from the individual firms and brokers

Any client may direct JRP to use a specific broker dealer for transactions or custody of their assets. However, clients should be aware that such direction may prevent them from any benefit from savings on execution costs, best price and execution, and any other reduced fees that non-directing clients enjoy.

Typically, JRP recommends TD Ameritrade as custodian for client assets. Regardless of account size, all clients that elect to use TD Ameritrade as custodian receive the same fees, commission schedule, and any other benefits. TD Ameritrade supplies JRP with an Advisor website that enables JRP to: enter trades, perform allocations, and receive basic research and quotes. JRP receives no soft dollar benefits of this relationship. In fact, JRP has no soft dollar relationships.

Item 13 – Review of Accounts

JRP will review all client accounts on a monthly basis. However, it will review accounts as needed during each month. Such a review could be triggered by: significant account activity, a perceived change in market conditions, any changes in the clients personal or financial matters, or as requested by the client.

There will be one reviewer, Troy Luke, the President and Owner of the company. The reviews will follow the procedures set by the company and according to any investment guidelines set forth by the client.

All JRP clients will receive duplicate copies of confirms, statements and notices from their custodian. JRP will supply written quarterly statements showing account holdings, quarterly and year to date performance reviews. In addition, clients can access their accounts daily through online access.

Item 14 – Client Referrals and Other Compensation

Currently, JRP has no relationships that result in any other compensation nor does JRP have any relationships where any person is compensated for client referrals.

Item 15 - Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. JRP urges clients to carefully review such statements and compare such official custodial records to the account statements that we provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

JRP usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. This authority is generally given to JRP with the signing of JRP's asset management agreement.

When selecting securities and determining amounts, JRP observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to JRP in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, JRP does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. JRP may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers who require or solicit prepayment of more than \$1,200 in fees or per client, six months or more in advance, are required in this Item to provide you with certain financial information or disclosures about JRP's financial condition. JRP does not have any such requirements. JRP has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.