



Riverplace Capital Management, Inc.
1301 Riverplace Blvd., Suite 2130
Jacksonville, FL 32207
Phone 904-346-3460
Fax 904-346-3434
www.riverplacecapital.com
tkimball@riverplacecapital.com

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This brochure provides information about the qualifications and business practices of Riverplace Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at: 800-391-1212, or by email at: tkimball@riverplacecapital.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.

Additional information about Riverplace Capital Management, Inc. is available on the SEC's website at www.adviserinfo.sec.gov

*Riverplace Capital Management Inc. is a registered investment advisory firm.
Registration does not imply a certain level of skill or training.*

Material Changes

Annual Update

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

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 800-391-1212 or by email at: tkimball@riverplacecapital.com.

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Advisory Business

Firm Description

Riverplace Capital Management, Inc., ("Firm Name") was founded in 1998.

Riverplace Capital Management, Inc. provides personalized confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

Riverplace Capital Management, Inc. is strictly a fee-only investment management firm. The firm does not receive commissions for purchasing or selling stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

A written Client Profile evaluation of each client's initial situation is discussed with the client. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

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

The initial meeting, which may be by telephone or in person, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Principal Owner

Peter E. Bower is the 100% stockholder.

Types of Advisory Services

Riverplace Capital Management, Inc. provides investment supervisory services, also known as asset management services and manages investment advisory accounts. On an occasional basis, Riverplace Capital Management, Inc. furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

As of March 31, 2012, Riverplace Capital Management, Inc. managed approximately \$80.91 million in assets for approximately 140 clients. There are no non-discretionary client assets under management.

The goals and objectives for each client are documented on our Client Profile forms. Investment policy is created that reflects the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

Types of Agreements

The following agreement defines the typical client relationships.

Discretionary Investment Advisory Service Agreement

Most clients choose to have Riverplace Capital Management, Inc. manage their assets to obtain ongoing in-depth advice and planning. All aspects of the client's financial affairs are reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing before the start of the relationship. An Advisory Service Agreement includes investment management (including performance reporting); education planning; retirement planning; and help with estate planning as needed.

The annual Advisory Service Agreement fee is based on a percentage of the investable assets according to the following schedule:

1.25% on the first \$2,000,000;

1.00% on assets above \$2,000,000.

The minimum annual fee is \$1,250 and is negotiable. Current client relationships may exist where the fees are higher or lower than the fee schedule above.

Although the Advisory Service Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written 30 day notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter before termination.

Termination of Agreement

A Client may terminate the investment management agreement at any time by notifying Riverplace Capital Management, Inc. in writing with 30 days' notice and paying the rate for the time spent on the investment advisory engagement before notification of termination. If the client made an advance payment, Riverplace Capital Management, Inc. will refund any unearned portion of the advance payment.

Riverplace Capital Management, Inc. may terminate the investment management agreement at any time by notifying the client in writing. If the client made an advance payment, Riverplace Capital Management, Inc. will refund any unearned portion of the advance payment.

Fees and Compensation

Description

Riverplace Capital Management, Inc. bases its fees on a percentage of assets under management. Fees are negotiable.

Fee Billing

Investment management fees are billed quarterly, in advance, meaning that we invoice you before the three-month billing period has begun. 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.

Other Fees

Custodians may charge transaction fees on purchases or sales of securities. These transaction charges or commissions 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.

Riverplace Capital Management, Inc., in its sole discretion, may waive its minimum fee and/or 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.).

Expense Ratios

When mutual funds are used in a portfolio, generally there can be a management fee charge for the services of the fund investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their

services. These fees are in addition to the fees paid by you to Riverplace Capital Management, Inc.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

Riverplace Capital Management, Inc. reserves the right to stop work on any account that is more than 30 days overdue.

Performance-Based Fees and Side by Side Management

Sharing of Capital Gains

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

Riverplace Capital Management, Inc. does not use a performance-based fee structure because of the potential 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.

Types of Clients

Description

Riverplace Capital Management, Inc. generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations or business entities and state or municipal entities.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$100,000 of assets under management, which equates to an annual fee of \$1250.

Riverplace Capital Management, Inc. has the discretion to waive the account minimum. Accounts of less than \$100,000 may be set up when the client and the advisor anticipate the client will add additional funds to the accounts bringing the total to \$100,000 within a reasonable time. Other exceptions will apply to employees of Riverplace Capital Management, Inc. and their relatives, or relatives of existing clients.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that Riverplace Capital Management, Inc. may use include Morningstar Principia mutual fund information, Morningstar Principia stock information, Charles Schwab & Company's service, Advisor Intelligence, and the World Wide Web.

Investment Strategies

The primary investment strategy used on client accounts is dynamic asset allocation. This means that we use an extensive internal watch list, individual as well as sector weightings proactively adjusted to anticipate market conditions, and rebalancing position weightings as necessary.

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 a Client Profile that documents their objectives and desired investment strategy.

Risk of Loss

All investment programs have certain risks to the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **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 not buy as much as 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.

Disciplinary Information

Legal and Disciplinary

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

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The employees of Riverplace Capital Management, Inc. have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Riverplace Capital Management, Inc. and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employee trades are placed 3:45 PM or later or after client trading has been completed for the day. Employees comply with the provisions of the *Riverplace Capital Management, Inc. Compliance Manual*.

Personal Trading

The Chief Compliance Officer of Riverplace Capital Management, Inc. is Terri Kimball. She reviews all employee trades each quarter. Her trades are reviewed by Peter Bower. 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. Since most employee trades are small trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

Riverplace Capital Management, Inc. does not have any affiliation with brokerage firms. Specific custodian recommendations are made to clients based on their need for such services. Riverplace Capital Management, Inc. recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

Riverplace Capital Management, Inc. recommends brokerage firms such as Charles Schwab & Co., Inc. Institutional and Pershing Advisor Services.

Riverplace Capital Management, Inc. *does not* receive fees or commissions from any of these arrangements.

Best Execution

To minimize trading costs, Riverplace Capital Management, Inc. has most trades done by client's custodial broker. We have determined that having the custodian execute most trades is consistent with seeking "best execution." Trading away from the custodial broker can incur commission costs by the executing broker as well as charges by the custodial broker settling the trades. "Best execution" means the most favorable terms for a transaction based on all relevant factors, including price, commissions/trading costs.

Soft Dollars

Riverplace Capital Management, Inc. does not participate in any soft dollar arrangements.

Order Aggregation

Where possible, trades are aggregated or block traded when advantageous to clients. Block trading permits the execution of aggregate blocks of securities composed of assets from multiple client accounts. Block trading may allow execution of equity trades in a timelier, more equitable manner, at an average share price. Aggregation of mutual funds does not garner any client benefit.

Review of Accounts

Periodic Reviews

Account reviews are performed at least quarterly by Peter E. Bower, Portfolio Manager. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

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

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on a quarterly basis. Clients are encouraged to meet at least annually with a portfolio manager or staff and more often if needed. Clients receive written quarterly portfolio reports. The written updates may include a portfolio statement and performance.

Client Referrals and Other Compensation

Incoming Referrals

We will accept client referrals from independent marketing representatives (IMRs). The IMR will provide certain ongoing services to the referrals, including responding to questions and other services to be agreed upon by the IMR and our firm. Each IMR shall enter into an agreement with our firm in accordance and compliance with the provisions of the Rule 206(4)-3 of the Investment Advisors Act of 1940.

A Referral Agreement is prepared and executed by the IMR and a principal of our firm before receiving compensation. The agreement specifies the duties of the IMR including providing each person solicited on behalf of our firm a

current copy of this document (our Firm brochure), as well as a separate document entitled "IMR Disclosure Statement" at the time of solicitation. IMR will deliver a duly executed copy of the Disclosure as soon as practical. MR's compensation will be a percentage of our normal and customary fee as indicated in our fee schedule. Client's fee will not be increased to cover the IMR's referral fee. The percentage of compensation shall be determined by our firm and the IMR based on the services to be provided and their mutual agreement.

Referrals Out

Riverplace Capital Management, Inc. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

SEC "Custody"

From time to time, Riverplace Capital Management, Inc. may be considered to have custody of certain types of accounts, such as when an employee acts as a trustee of an unrelated trust and the firm acts as the investment adviser to that trust. When the firm has such custody, an annual surprise audit of those custodied accounts is performed by an independent CPA firm in compliance with SEC requirements.

Account Statements

All assets are held at qualified custodians who provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by Riverplace Capital Management, Inc.

Investment Discretion

Discretionary Authority for Trading

Riverplace Capital Management, Inc. accepts discretionary authority to manage securities accounts on behalf of clients. Riverplace Capital 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, Riverplace Capital consults with the client before each trade to obtain concurrence if a blanket trading authorization has not been given.

The client approves the custodian to be used and the commission rates paid to that custodian. Riverplace Capital Management, Inc. does not receive any of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

If a client holds securities that are not under our discretion, such assets are classified as “unsupervised.” Unsupervised assets will not be included in our performance reports nor will we charge management fees of these assets.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney with your custodian so that we may execute the trades that you have approved.

Voting Client Securities

Proxy Votes

Unless the client designates otherwise, Riverplace Capital Management, Inc. votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy.

We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. We vote proxies in a manner designed to promote shareholders’ best interests. Our firm will retain all proxy voting records for the required period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of investment committee minutes detailing voting decisions and a copy of each written client request for information on how our firm voted proxies.

Financial Information

Financial Condition

Riverplace Capital Management does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client six months or more in advance.

Riverplace Capital Management does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

Riverplace Capital Management has never been the subject of a bankruptcy petition.

Business Continuity Plan

General

Riverplace Capital Management, Inc. has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Privacy Notice

Riverplace Capital Management, Inc. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.