

Item 1 – Cover Page

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October 8, 2012

This Brochure provides information about the qualifications and business practices of RPCM, LLC (“RPCM”). If you have any questions about the contents of this Brochure, please contact us at (913) 647-9700. 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. RPCM 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 through which you determine to hire or retain an Adviser.

Additional information about RPCM is also available via the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” amending the disclosure document that we provide to clients as required by SEC Rules.

As this is a new form ADV Part 2, there are no material changes to disclose.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure if requested based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at (913) 647-9700.

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Item 4 – Advisory Business

RPCM, LLC (“RPCM,” “we,” or “us”) is an investment adviser registered with the SEC since October 2012. We are a limited liability company organized under the laws of Delaware since October 2012. We are owned by RiverPoint Capital Management, Inc. RiverPoint Capital Management, Inc. is owned by Valerie Newell and Leon Loewenstine.

RPCM provides continuous advice to clients regarding financial and wealth planning and the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client’s particular circumstances are established, RPCM develops a client’s personal investment policy and creates and manages a portfolio based on that policy. RPCM provides this service to individuals, foundations, trusts, estates, charitable organizations, pension and profit sharing plans and corporations, but may also provide them on a sub-advisory basis to banks and investment advisers. RPCM, generally, only manages client investment accounts on a discretionary basis.

As of October 5, 2012, RPCM’s regulatory assets under management are \$0.

Unsupervised Assets

Clients, generally, do not impose restrictions on the investment strategies of RPCM, but from time to time this may be appropriate and is allowed by RPCM. Occasionally, advisory clients may have investments, such as large stock positions with a low cost basis, that they do not want RPCM to actively manage. These clients may request that RPCM segregate these holdings in an existing investment portfolio. These assets will not be actively managed, nor charged a fee, by RPCM.

Customized Investment Management

RPCM’s client accounts are tailored to address the specific goals, objectives and constraints of that client. When developing investment strategies for each client individually, RPCM considers a range of client-specific factors that can impact the investment management process, including a client’s:

- 1) Risk tolerance;
- 2) Investment time horizon;
- 3) Current and future cash needs;
- 4) Tax position;
- 5) Financial and estate planning goals and strategies;
- 6) Philanthropic goals; and
- 7) Other unique circumstances.

Clients may impose restrictions on RPCM’s ability to invest in certain broadly-defined asset classes (e.g., emerging market stocks) and specific types of securities (e.g., tobacco stocks).

RPCM obtains information about these client-specific factors during conversations with the client in which the above topics are discussed in detail. In addition, with the client’s request and consent, RPCM may also consult with a client’s accountant, estate planning attorney and other

service professionals that may influence a client's financial future (e.g., insurance agent, banker). These discussions can be an important component in the development of a comprehensive plan for the client's financial future.

Once these factors are fully discussed, RPCM develops an Investment Policy Statement (IPS), in coordination with the client. This IPS document serves as an important written guideline for both the client and RPCM in the ongoing management of the client's investment portfolio. Among other items, the IPS stipulates the asset allocation parameters, risk tolerance, return objectives, performance benchmarks, and other important constraints. RPCM periodically reviews this IPS with the client and updates the document as the client's circumstances and needs evolve and change.

Financial Planning

RPCM manages its clients' investments within the larger context of the client's overall wealth management and financial planning process. Specifically, RPCM offers complimentary advice, at no additional charge, on a range of wealth management issues which complement its management of the client's investment portfolio, including: estate planning, retirement planning, education planning, income tax planning, liability planning, and insurance planning, among other areas. RPCM does not prepare tax returns, practice law, sell insurance, or make loans. However, we offer our objective, unbiased advice to our clients on the full range of wealth management topics, in order to better serve our clients and help them manage their financial affairs.

Privacy Policy

RPCM does not disclose any non-public, personal information (such as name, address or tax identification number) about its clients or former clients to anyone except as permitted by applicable law or required by regulation. To conduct regular business, RPCM may collect non-public, personal information from sources such as (a) information provided by clients on applications or other documents provided to RPCM; and/or (b) information regarding clients' investment and securities transactions. RPCM maintains physical and technological safeguards to protect unauthorized disclosure and will notify clients of its policies and practices in this regard on an annual basis or at any time at which there is a material change in its policies which would require clients' consent. RPCM does not sell customer lists. Clients with questions regarding RPCM's Privacy Policy should contact RPCM.

Item 5 – Fees and Compensation

The annual fee for investment advisory services is charged as a percentage of assets under management, according to the schedule below.

<u>Assets Under Management</u>	<u>Account Annual Fee (%)</u>
First \$1 million	1.00%
Next \$1 million	0.80%
Next \$1 million	0.70%
Over \$3 million	0.50%

RPCM does not charge a separate fee for the services listed under the FINANCIAL PLANNING section above.

A minimum of \$1,000,000 in assets is typically required for RPCM's investment advisory services.

General Information on Fees

RPCM bills its fees in advance, at the beginning of each calendar quarter, based upon the market value of the client's account at the end of the previous calendar quarter. Client accounts may be aggregated for fee arrangement purposes. Clients may elect to be billed for fees or authorize RPCM to directly deduct fees from their accounts. 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. The client has the right to terminate an investment advisory agreement at any time upon receipt of written notice. Under certain circumstances, RPCM's fees and account minimum may be negotiable.

RPCM's fees are exclusive of brokerage commissions, transaction fees, and other costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians and brokers, such as 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. RPCM uses no-load mutual funds in client investment portfolios. Such charges, fees, and commissions are exclusive of and in addition to RPCM's fee, and RPCM does not receive any portion of these commissions, fees, and costs. None of RPCM's owners or employees accepts any compensation or commissions for the sale of securities or other investment products.

Item 12 further describes the factors that we consider 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

RPCM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

RPCM provides investment advisory services to individuals, foundations, trusts, estates, charitable organizations, pension and profit sharing plans and corporations, but may also provide them on a sub-advisory basis to banks and investment advisers.

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

RPCM invests client assets in publicly-traded equity, preferred equity, mutual fund and fixed income securities. All publicly-traded securities are impacted by the general economic environment and global business and political events. The primary risk with equity securities is price risk, which can be impacted by market sentiment and corporate actions. Publicly-traded preferred equity securities are subject to price risk, interest rate risk, credit risk, as well as risks associated with the relatively less liquid market for the securities. Publicly-traded mutual funds are subject to price risk, market sentiment, and investor flows into and out of the fund. Publicly-traded fixed income securities are subject to price risk, interest rate risk, credit risk, as well as risks associated with the relatively less liquid market for the securities.

Our portfolio construction process begins with the determination of a client's risk tolerance, return objectives, and any special circumstances that need to be considered, including financial and estate planning issues, investment time horizon, tax position, future spending plans, income needs, etc. Once these investment parameters have been established, an appropriate asset allocation range will be set in the client's Investment Policy Statement.

RPCM selects individual securities based upon fundamental analysis performed by our research investment professionals. We rely primarily on publicly-available information in our analysis, supplemented by the third-party research and analytical tools. Our investment strategies are intended to be long-term in nature. We do not engage in frequent trading in order to exploit short-term market fluctuations, though we will re-balance client portfolios in order to keep them aligned with their predetermined asset allocation. We also adjust the asset allocation of our client portfolios in response to certain market conditions, as well as in response to a client's personal circumstances.

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 us or the integrity of our management. We have no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Other Investment Adviser

We are affiliated, and under common control, with one other SEC registered investment adviser:

- RiverPoint Capital Management, Inc. (“RiverPoint”) (CRD No. 109068)

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

RPCM has adopted a Code of Ethics (the “Code”) for all of the employees 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, 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 employees at RPCM must acknowledge the terms of the Code of Ethics annually, or as amended, in writing.

RPCM’s Code of Ethics requires pre-approval for the acquisition of securities in a limited offering (e.g., private placement) or an initial public offering (IPO). Our Code also includes oversight, enforcement and recordkeeping provisions. A copy of RPCM’s Code of Ethics is available to our advisory clients upon request to the Chief Compliance Officer at RPCM’s principal office address.

RPCM, or individuals associated with RPCM, may buy or sell securities identical to those recommended to clients for their personal accounts. It is the expressed policy of RPCM that no person employed by RPCM may purchase or sell any security in close proximity to a transaction being implemented for an advisory account, and therefore, preventing such employees from benefitting from transactions placed on behalf of client advisory accounts.

RPCM or any related person may have an interest or position in a certain security which may also be recommended to a client. As these situations may represent a conflict of interest, RPCM has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A Director, officer or employee of RPCM shall not buy or sell securities for their personal portfolio where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of RPCM shall prefer his or her own interest to that of the advisory client.
- 2) RPCM requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 3) Any individual not in observance of the above may be subject to termination.

RPCM does not affect any principal or agency cross securities transactions for client accounts. RPCM does not cross trade 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 generally 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

For discretionary clients, RPCM has written authority to determine which securities and the amounts of securities that are bought or sold without obtaining prior client approval. In addition, RPCM is provided authority to determine the broker-dealer to be used and the commission rates to be paid.

For clients who have provided RPCM with discretion to select the broker-dealer to be used and the commission rates to be paid, RPCM seeks to select those broker-dealers who will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research and other services which will help RPCM in providing investment management services to clients. RPCM may, therefore, recommend the use of (or use) a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Certain broker-dealers that RPCM selects to execute may from time to time also refer clients to RPCM. RPCM will not make commitments to any broker-dealer to compensate that broker-dealer through transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and RPCM's interest in receiving future referrals.

RPCM may aggregate client trades into "blocks" where possible and when advantageous to clients. This "blocking" of trades permits the trading of aggregate "blocks" of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a pro-rated basis among all accounts included in any such "block." "Block" trading allows RPCM to execute equity trades in a more timely and equitable manner. However, no RPCM employee's personal trades will ever be included in any client "blocks." RPCM has adopted a clear written policy for the fair and equitable allocation of transactions (e.g. pro rata allocation).

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist us in our investment decision-making process. Such research generally will be used to service all of our clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest.

Item 13 – Review of Accounts

The RPCM Investment Committee continuously monitors the investment holdings of client accounts. Individual accounts are reviewed regularly by Portfolio Managers, and more frequent reviews may be triggered by material changes in the client's individual circumstances, or in response to investment decisions made by the RPCM Investment Committee.

RPCM clients receive monthly statements directly from their broker-dealer and custodian. These monthly reports include a listing of all transactions, asset allocation, portfolio summary and account holdings. RPCM send to each of its clients a monthly written market outlook newsletter. Client communication may also include in-person meetings, as directed by the client, and contact by phone and/or email as needed.

Item 14 – Client Referrals and Other Compensation

RPCM may from time to time compensate, directly or indirectly, a person or a company for client referrals. RPCM is aware of the special considerations promulgated pursuant to Rule 206(4)-3 under the Investment Advisers Act of 1940. As such, appropriate client disclosure shall be made, all written instruments will be maintained by RPCM and all applicable Federal and/or State laws will be observed.

We may recommend affiliate investment advisers' services to manage a portion of a client's assets. Any of the clients recommended by us may incur additional fees. Clients are advised that a conflict of interest exists to the extent we recommend affiliate investment adviser services.

We may have clients that are solicited to invest in investment-related limited partnerships or limited liability companies for which one of our related persons serves as the general partner or manager.

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. We urge clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to clients. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

RPCM receives discretionary authority from the client when a client signs the Investment Advisory Agreement, which is a limited power of attorney to buy and sell securities on the client's behalf. Such discretion is exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, RPCM observes the investment policies, limitations and restrictions of the clients for which it advises. Clients generally do not impose significant restrictions on investing in certain securities or types of securities. Investment guidelines and restrictions must be provided to RPCM in writing.

Item 17 – Voting Client Securities

Proxy Voting

RPCM fully supports the improvements in corporate governance. We will encourage corporations to continue to better their accounting, management structures and board of director independence. Our investment approach demands high standards for the companies in which we invest. Our proxy decisions will have the same requirements.

RPCM invests significant resources researching issues in the proxy decision-making process. We review and analyze proxy statements, financial reports and research reports in order to make the best decision to maximize long-term economic value for our clients. Our ultimate goal is to exercise the right of shareholders in support of sound corporate governance and ethical responsibility within the companies in which we have invested.

Investment advisory clients may elect to delegate their proxy voting authority to RPCM. Alternatively, clients may, at their election, choose to receive proxies related to their own accounts, in which case RPCM may consult with clients as requested. When RPCM has discretion to vote proxies of its clients, it will vote those proxies in the best interests of its clients and in accordance with RPCM's established policies and procedures.

RPCM has retained a service to consolidate our proxy voting electronically. With few exceptions, we will only vote proxies that are delivered electronically. Because of the time involved in the setup process, it may take several weeks for new accounts to have their proxies voted. RPCM will attempt to vote each proxy; however, certain situations may prevent us from voting a proxy. RPCM accepts no liability for voted or non-voted proxies.

On rare occasions, RPCM or its management may have a conflict of interest with regard to a particular proxy vote. In those instances, we will either defer the vote directly to the client or use an independent third-party voting source.

RPCM may occasionally vote a certain client's proxies differently from the proxies of other clients because of particular individuals clients' interests.

Clients may obtain a copy of RPCM's complete proxy voting policies and procedures by contacting RPCM. A client may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of RPCM's complete proxy policies and procedures or how RPCM voted proxies for his/her account, RPCM will promptly provide such information to the client.

Securities Claim Filing

In order to provide our clients with quality and effective service in responding to class action requests, we have engaged the services of Chicago Clearing Corporation (CCC). CCC is a claims filing specialist in security class action settlements.

CCC will monitor all claims, collect the required documents, file the necessary forms and collect the final judgment on the client's behalf. CCC collects a contingency fee totaling 20% on any settlement proceeds and will distribute the balance to the client.

Clients may choose not to participate in this service.

Because we are able to provide this service to our clients through CCC, RPCM will not be monitoring class action suits or processing claims on behalf of our clients.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.

RPCM, LLC PRIVACY POLICY

FACTS	WHAT DOES RPCM, LLC DO WITH YOUR PERSONAL INFORMATION?	
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.	
What?	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <p>■ Name; ■ Social Security number; ■ Address; ■ Assets; ■ Income; ■ Account Balances; ■ Account Transactions; ■ Transaction History; ■ Transaction or Loss History; ■ Investment Experience; ■ Risk Tolerance; ■ Retirement Assets; ■ Checking Account Information; ■ Employment Information; ■ Wire Transfer Instructions.</p> <p>If you decide at some point to either terminate our services or become an inactive customer, we will continue to adhere to our privacy policy, as may be amended from time to time.</p>	
How?	All financial companies need to share clients' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their clients' personal information; the reasons RPCM, LLC ("RPCM") chooses to share; and whether you can limit this sharing.	
Reasons we can share your personal information	Does RPCM, LLC share?	Can you limit this sharing?
For our everyday business purposes— such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes. RPCM may share personal information described above for business purposes with a non-affiliated third party if the entity is under contract to perform transaction processing or servicing on behalf of RPCM and otherwise as permitted by law. Any such contract entered by RPCM will include provisions designed to ensure that the third party will uphold and maintain privacy standards when handling personal information. RPCM may also disclose personal information to regulatory authorities as required by applicable law.	No.
For our marketing purposes— to offer our products and services to you	Yes. RPCM shares personal information for our marketing purposes as permitted by law.	Yes.
For joint marketing with other financial companies	No.	We don't share.
For our affiliates' everyday business purposes— information about your transactions and experiences	Yes. RPCM shares personal information with affiliates as permitted by law.	No.
For our affiliates' everyday business purposes— information about your creditworthiness	No.	We don't share.
For nonaffiliates to market to you	No.	We don't share.
QUESTIONS?	Call (913) 647-9700	

Who is providing this notice?	RPCM, LLC
How does RPCM, LLC protect my personal information?	<p>To protect your nonpublic personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>RPCM limits access to personal information to individuals who need to know that information in order to service your account.</p>
How does RPCM, LLC collect my personal information?	<p>We collect your personal information, for example, when you</p> <p>Complete account paperwork; ■ Seek advice about your investments; ■ Direct us to buy securities; ■ Direct us to sell your securities; ■ Enter into an investment advisory contract; ■ Give us your contact information.</p> <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> ■ sharing for affiliates' everyday business purposes—information about your creditworthiness ■ affiliates from using your information to market to you ■ sharing for non-affiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>

Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <p>■ RPCM may share personal information described above for business purposes as permitted by law with our affiliates. Our affiliates include financial intermediaries such as investment advisers. RPCM does not share confidential information with affiliates so that they can market their services or products to you.</p>
Non-affiliates	<p>Companies not related by common ownership or control. They can be financial and non-financial companies.</p> <p>■ RPCM may share personal information described above for business purposes with non-affiliated third parties performing transaction processing or servicing on behalf of RPCM and otherwise as permitted by law. Such companies may include broker-dealers, banks, investment advisers, mutual fund companies and insurance companies. RPCM may also share personal information with parties who provide technical support for our hardware and software systems and our legal and accounting professionals. RPCM does not share with non-affiliates so that they can market their services or products to you.</p>
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <p>■ RPCM does not jointly market with nonaffiliated financial companies.</p>