

Item 1 – Cover Page

RPCM, LLC
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November 6, 2012

This Brochure provides information about the qualifications and business practices of RPCM, LLC dba RiverPoint Capital Management, LLC (“RiverPoint”). If you have any questions about the contents of this Brochure, please contact us at (513) 421-3100. 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. RiverPoint 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 RiverPoint 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.

We recently joined Mariner Wealth Advisors, LLC, a wealth management firm headquartered in Leawood, Kansas. This relationship brought about several material changes to our Form ADV 2A Firm Brochure, including a change in business name from RPCM, LLC to RiverPoint Capital Management, LLC. In addition, our current ownership and industry affiliations have changed. We now have relationships and arrangements that are material to our advisory business with related persons that are either an investment adviser, broker-dealer or investment company. These affiliations are detailed in Item 10 of this ADV Part 2A. Furthermore, we have added disclosures related to client referrals we receive from Charles Schwab & Co., Inc. (“Schwab”) through our participation in Schwab Advisor Network (“the Service”).

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 (513) 421-3100.

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Item 4 – Advisory Business

RPCM, LLC dba RiverPoint Capital Management, LLC (“RiverPoint,” “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. On October 22, 2012, RiverPoint Capital Management, Inc., an SEC registered investment adviser doing business since 1995, contributed its assets and assigned all client agreements to RiverPoint in exchange for 100% of the membership interests of RiverPoint. RiverPoint is now owned by Mariner Wealth Advisors, LLC and RiverPoint Capital Management, Inc. Mariner Wealth Advisors, LLC is wholly owned by Mariner Holdings, LLC, an independent financial services firm. The Bicknell Family Holding Company, LLC holds a controlling interest in Mariner Holdings and the Bicknell Family Management Company Trust holds a controlling interest in the Bicknell Family Holding Company. RiverPoint Capital Management, Inc. is owned by Valerie Newell and Leon Loewenstine.

RiverPoint 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, RiverPoint develops a client’s personal investment policy and creates and manages a portfolio based on that policy. RiverPoint 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. RiverPoint, generally, only manages client investment accounts on a discretionary basis. As of September 30, 2012, approximately 99% of RiverPoint’s assets under management were managed on a discretionary basis with the balance managed on a non-discretionary basis.

As of September 30, 2012, RiverPoint’s regulatory assets under management are \$1,242,400,375.

Unsupervised Assets

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

Customized Investment Management

RiverPoint’s client accounts are tailored to address the specific goals, objectives and constraints of that client. When developing investment strategies for each client individually, RiverPoint 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 RiverPoint's ability to invest in certain broadly-defined asset classes (e.g., emerging market stocks) and specific types of securities (e.g., tobacco stocks).

RiverPoint 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, RiverPoint 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, RiverPoint 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 RiverPoint 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. RiverPoint periodically reviews this IPS with the client and updates the document as the client's circumstances and needs evolve and change.

Financial Planning

RiverPoint manages its clients' investments within the larger context of the client's overall wealth management and financial planning process. Specifically, RiverPoint offers advice 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. RiverPoint 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

RiverPoint 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, RiverPoint may collect non-public, personal information from sources such as (a) information provided by clients on applications or other documents provided to RiverPoint; and/or (b) information regarding clients' investment and securities transactions. RiverPoint 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. RiverPoint does not sell customer lists. Clients with questions regarding RiverPoint's Privacy Policy should contact RiverPoint's Chief Compliance Officer at krisw@riverpointcm.com.

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%

RiverPoint 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 RiverPoint's investment advisory services.

General Information on Fees

RiverPoint 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 RiverPoint 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, RiverPoint's fees and account minimum may be negotiable.

RiverPoint'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. RiverPoint uses no-load mutual funds in client investment portfolios. Such charges, fees, and commissions are exclusive of and in addition to RiverPoint's fee, and RiverPoint does not receive any portion of these commissions, fees, and costs. None of RiverPoint'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

RiverPoint 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

RiverPoint 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

RiverPoint 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.

RiverPoint 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

We have relationships and arrangements that are material to our advisory business or to our clients with related persons that are either an investment adviser, broker-dealer or investment company.

Other Investment Adviser

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

- 440 Investment Group, LLC (“440”) (CRD No. 155399);
- Adams Hall Wealth Advisors, LLC (“Adams Hall”) (CRD No. 107355);
- Ascent Investment Partners, LLC (“AIP”) (CRD No. 152533);
- Convergence Investment Partners, LLC (“CIP”) (CRD No. 148472);
- Mariner Real Estate Management, LLC (“MREM”) (CRD No. 159261);
- Mariner Wealth Advisors, LLC (“MWA”) (CRD No. 140195);
- Mariner Wealth Advisors-Omaha, LLC (“MWA-Omaha”) (CRD No. 109904);
- Montage Investments, LLC (“Montage”) (CRD No. 152607);
- Nuance Investments, LLC (“Nuance”) (CRD No. 148534);
- Palmer Square Capital Management LLC (“Palmer Square”) (CRD No. 155697);
- RiverPoint Capital Management, Inc. (“RiverPoint”) (CRD No. 109068);
- Tactical Investment Managers, LLC (“TIM”) (CRD No. 155912); and,
- Tortoise Capital Advisors, L.L.C. (“TCA”) (CRD No. 123711), respectively.

Broker-Dealer

We are affiliated, and under common control, with Montage Securities, LLC (“Montage Securities”) (CRD No. 154327), a broker/dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investment Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB). However, no securities transactions for our clients will be executed through Montage Securities.

Investment Company or Other Pooled Investment Vehicles

One of our Advisory Affiliates is the investment adviser to the Convergence Core Plus Fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Convergence Core Plus Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to Palmer Square Absolute Return Fund administered by UMB Fund Services. All relevant information, terms and conditions relative to the Absolute Return Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to the Palmer Square SSI Alternative Income Fund administered by UMB Fund Services. All relevant information, terms and conditions relative to the Alternative Income Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to the Nuance Concentrated Value Fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Nuance Concentrated Value Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to the Tortoise MLP & Pipeline Fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Tortoise MLP & Pipeline Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment manager of Montage Seed Capital, LLC. One of our Advisory Affiliates is the investment manager to the Palmer Square Multi-Strategy Fund L.P. (“PSMSF”) and Palmer Square Multi-Strategy Fund, Ltd. (“PSMSF Ltd”), both fund of funds comprised of a diversified portfolio of managers employing a variety of investment strategies; Palmer Square Opportunity Fund L.P. (“PSOF”), a fund of funds designed to capitalize on market opportunities; Colony Multi-Strategy Fund, L.P. (“CMSF”); Palmer Square Emerging Manager Fund L.P. (“PSEMF”); and Palmer Square Emerging Manager Fund II, L.P. (“PSEMF II”), (together, the “private funds”).

All relevant information, terms and conditions relative to the private funds including the investment objectives and strategies, minimum investments, qualification requirements, suitability, fund expenses, risk factors, and potential conflicts of interest, are set forth in the offering documents (which typically include confidential private offering memorandum, Limited Partnership Agreement, and Subscription Agreement), which each investor is required to receive and/or execute prior to being accepted as an investor.

One of our Affiliates due to common control is the investment manager to Mariner Real Estate Partners (“MREP”), Mariner Real Estate Partners II (“MREP II”), Mariner Real Estate Partners III (“MREP III”), and Mariner Real Estate Partners III A (“MREP III A”), all of which are pooled investment vehicles focusing on real estate investments. MREP and MREP II are closed to any new investors.

Accounting Firm

We are under common control with Mariner Consulting, a Certified Public Accounting Firm. We do not render accounting advice or tax preparation services to our clients. Rather, to the extent that a client requires accounting advice and/or tax preparation services, we, if requested, will recommend the services of a Certified Public Accountant, all of which services shall be rendered independent of RPCM pursuant to a separate agreement between the client and the Certified

Public Accountant, referral or otherwise. We shall not receive any of the fees charged by any recommended Certified Public Accountant, referral or otherwise.

Law Firm

One of our affiliates, Kirk Lambright, is a licensed practicing attorney. Mr. Lambright maintains a limited legal practice, separate and distinct from our investment advisory activities. No portion of any other services rendered by us to our clients should be interpreted as legal advice. Rather, clients should defer to the advice of their own attorney.

Insurance Company or Agency

We are under common control with Power Group Company LLC; Mariner Insurance Resources, LLC; Power Group Risk Services; ERS Insurance, Inc.; and ERS Securas LLC; duly licensed insurance agencies. We do not render or recommend insurance advice or services to our clients. Certain of our Advisory Affiliates, in their individual capacities, are licensed insurance agents with these companies and in such capacity may recommend on a fully disclosed basis the purchase of certain insurance-related products.

Real Estate Broker or Dealer

We are under common control with Mariner Real Estate Management, LLC. One of our affiliates, Ryan Anderson, is a licensed real estate broker and owner of Mariner Real Estate Management, LLC. Certain of our Advisory Affiliates may recommend, on a fully disclosed basis, the purchase of certain real estate properties to clients.

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

RiverPoint 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 RiverPoint must acknowledge the terms of the Code of Ethics annually, or as amended, in writing.

RiverPoint’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 RiverPoint’s Code of Ethics is available to our advisory clients upon request to the Chief Compliance Officer at krisw@riverpointcm.com.

RiverPoint, or individuals associated with RiverPoint, may buy or sell securities identical to those recommended to clients for their personal accounts. It is the expressed policy of RiverPoint that no person employed by RiverPoint 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.

RiverPoint 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, RiverPoint has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A Director, officer or employee of RiverPoint 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 RiverPoint shall prefer his or her own interest to that of the advisory client.
- 2) RiverPoint 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.

RiverPoint does not affect any principal or agency cross securities transactions for client accounts. RiverPoint 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, RiverPoint has written authority to determine which securities and the amounts of securities that are bought or sold without obtaining prior client approval. In addition, RiverPoint is provided authority to determine the broker-dealer to be used and the commission rates to be paid.

For clients who have provided RiverPoint with discretion to select the broker-dealer to be used and the commission rates to be paid, RiverPoint 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 RiverPoint in providing investment management services to clients. RiverPoint 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 RiverPoint selects to execute may from time to time also refer clients to RiverPoint. RiverPoint 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 RiverPoint's interest in receiving future referrals.

RiverPoint receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through RiverPoint's participation in Schwab Advisor Network ("the Service"). The Service is designed to help investors find an independent investment adviser. Schwab is a broker-dealer independent of and unaffiliated with RiverPoint. Schwab does not supervise RiverPoint and has no responsibility for RiverPoint's management of clients' portfolios or RiverPoint's other advice or services. RiverPoint pays Schwab fees to receive client referrals through the Service. RiverPoint's participation in the Service may raise potential conflicts of interest described below.

RiverPoint pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab. The Participation Fee paid by RiverPoint is a percentage of the value of the assets in the client's account. RiverPoint pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to RiverPoint quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by RiverPoint and not by the client. RiverPoint has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs RiverPoint charges clients with similar portfolios who were not referred through the Service.

RiverPoint generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from, Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at

Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, RiverPoint will have an incentive to recommend that client accounts, referred by Schwab, continue to be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees are based on the amount of assets in accounts of RiverPoint's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus RiverPoint will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts at Schwab.

For accounts of RiverPoint's clients maintained in custody at Schwab, Schwab generally does not charge the client separately for custody but receives compensation from the client in the form of commissions or other transaction-related compensation on securities trades Schwab executes for the client's account. Clients also pay Schwab a fee for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, RiverPoint may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. RiverPoint nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for RiverPoint's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

RiverPoint participates in the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab Institutional). Charles Schwab & Co. is a member of NYSE/SIPC.

If clients do not have a preexisting brokerage or custodial relationship, RiverPoint typically recommends that clients consider the alternative of directing RiverPoint to place all trades through Schwab Institutional. RiverPoint also recommends other custody alternatives including US Bank's Trust Group. RiverPoint has evaluated Schwab Institutional Services and believes that they provide RiverPoint clients with a blend of execution services, commission costs and professionalism that will assist RiverPoint in obtaining best execution for transactions. While RiverPoint has a reasonable belief that Schwab Institutional is able to obtain best execution and competitive prices, RiverPoint will not be independently seeking best execution price capability through other broker-dealers. RiverPoint reserves the right to decline acceptance of any client account that directs the use of a broker-dealer other than Schwab Institutional, if RiverPoint believes that this would adversely affect RiverPoint's duty to obtain best execution. In directing the use of Schwab Institutional Services, or another broker-dealer, it should be understood that RiverPoint may not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.

RiverPoint 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 RiverPoint to execute equity trades in a more timely and equitable manner. However, no RiverPoint employee’s personal trades will ever be included in any client “blocks.” RiverPoint has adopted a clear written policy for the fair and equitable allocation of transactions (e.g. pro rata allocation).

RiverPoint may recommend any one of several bank custody departments, or brokers, including Schwab Institutional Services. RiverPoint clients must independently evaluate these brokers and custody alternatives before opening an account. The factors considered by RiverPoint when making these recommendations are the custodian’s or broker’s ability to provide professional services, RiverPoint’s experience with the broker or custodian, the broker’s or custodian’s reputation, and the broker’s or custodian’s financial strength, among other factors.

Schwab Institutional provides RiverPoint with access to institutional trading and operations services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers at no charge to them so long as a total of at least \$10 million of the adviser’s clients’ account assets are maintained at Schwab Institutional. Schwab Institutional services may include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab Institutional Services also makes available to RiverPoint other products and services that benefit RiverPoint but may not benefit its clients’ accounts. Schwab Institutional Services makes available to RiverPoint a software application called Baseline which RiverPoint uses in its research activities. Some of these other Schwab products and services assist RiverPoint in managing and administering clients’ accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of RiverPoint’s fees from its clients’ accounts, and assist with back-office support, recordkeeping and client reporting. Schwab Institutional Services may also provide RiverPoint with other services intended to help RiverPoint manage and further develop its business enterprise. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance and marketing.

The availability to RiverPoint of the foregoing products and services is not contingent upon RiverPoint committing to Schwab Institutional any specific amount of business (assets in custody or trading).

RiverPoint receives from broker-dealers products or services that are used for investment research. RiverPoint may defray the portion of the costs of such products or services attributable to research usage through directing brokerage commissions generated by client transactions (soft dollars). This may be done without prior agreement or understanding by the client and done at RiverPoint’s discretion. RiverPoint does not attempt to put a specific dollar value on the services

rendered or to allocate the relative costs or benefits of those services among clients, believing that research RiverPoint receives will help RiverPoint to fulfill its overall duty to all of its clients. RiverPoint may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers selected by RiverPoint may be paid commissions for effecting transactions for RiverPoint's clients that exceed the amounts other broker-dealers would have charged for effecting the same transactions. RiverPoint must make a good faith determination that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed in terms of either a particular transaction or RiverPoint's overall duty to its clients.

Item 13 – Review of Accounts

The RiverPoint 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 RiverPoint Investment Committee.

RiverPoint 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. RiverPoint sends a written market outlook newsletter to clients periodically. 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

RiverPoint may from time to time compensate, directly or indirectly, a person or a company for client referrals. RiverPoint 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 RiverPoint 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

RiverPoint 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, RiverPoint 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 RiverPoint in writing.

Item 17 – Voting Client Securities

Proxy Voting

RiverPoint 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.

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

RiverPoint 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. RiverPoint will attempt to vote each proxy; however, certain situations may prevent us from voting a proxy. RiverPoint accepts no liability for voted or non-voted proxies.

On rare occasions, RiverPoint 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.

RiverPoint 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 RiverPoint's complete proxy voting policies and procedures by contacting RiverPoint. A client may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of RiverPoint's complete proxy policies and procedures or how RiverPoint voted proxies for his/her account, RiverPoint 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, RiverPoint 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.

RIVERPOINT CAPITAL MANAGEMENT, LLC PRIVACY POLICY

FACTS	WHAT DOES RIVERPOINT CAPITAL MANAGEMENT, 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 RiverPoint Capital Management, LLC (“RiverPoint”) chooses to share; and whether you can limit this sharing.		
Reasons we can share your personal information		Does RiverPoint Capital Management, 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. RiverPoint 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 RiverPoint and otherwise as permitted by law. Any such contract entered by RiverPoint will include provisions designed to ensure that the third party will uphold and maintain privacy standards when handling personal information. RiverPoint 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. RiverPoint 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. RiverPoint 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 (513) 421-3100		

Who is providing this notice?	RiverPoint Capital Management, LLC
How does RiverPoint Capital Management, 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>RiverPoint limits access to personal information to individuals who need to know that information in order to service your account.</p>
How does RiverPoint Capital Management, 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 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> <ul style="list-style-type: none"> ■ RiverPoint 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. RiverPoint does not share confidential information with affiliates so that they can market their services or products to you.
Non-affiliates	<p>Companies not related by common ownership or control. They can be financial and non-financial companies.</p> <ul style="list-style-type: none"> ■ RiverPoint may share personal information described above for business purposes with non-affiliated third parties performing transaction processing or servicing on behalf of RiverPoint and otherwise as permitted by law. Such companies may include broker-dealers, banks, investment advisers, mutual fund companies and insurance companies. RiverPoint may also share personal information with parties who provide technical support for our hardware and software systems and our legal and accounting professionals. RiverPoint does not share with non-affiliates so that they can market their services or products to you.
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> ■ RiverPoint does not jointly market with nonaffiliated financial companies.