

RIVER GLEN WEALTH COUNSELORS

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FORM ADV PART 2 BROCHURE

This brochure provides information about the qualifications and business practices of River Glen Wealth Counselors. If you have any questions about the contents of this brochure, please contact us at 515-422-9040 or via e-mail at mbusick@riverglenwealth.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 River Glen Wealth Counselors is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for River Glen Wealth Counselors is 147012.

River Glen Wealth Counselors is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, Veerkloh, LLC will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

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Item 4 Advisory Business

Description of Services and Fees

River Glen Wealth Counselors is a registered investment adviser based in West Des Moines, Iowa. We are organized as a limited liability company and have been providing investment advisory services since 2008. Matthew Busick is our principal owner.

We provide personalized wealth management services designed to integrate your planning and investment goals and needs. Depending on the engagement, we offer our services on a fee basis which may include fixed fees as well as fees based upon assets under management.

The following paragraphs describe our services and fees. You may see the term Associated Person throughout this Brochure. Our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Wealth Management Services

Our Wealth Management Services include financial and tax planning, personal risk planning and discretionary investment planning. You will receive a written plan and other reports which can simplify and determine financial and investment alternatives by:

1. Defining and narrowing your objectives and investment options
2. Identifying areas of greatest concern
3. Creating a unique picture of your overall financial situation
4. Providing an effective and efficient way for us to address your unique financial needs and objectives.

You may elect to receive one or all of the following services and will be charged according to the fee schedule stated below which will be dependent on the scope and complexity of our relationship. Financial Planning and Consulting and Risk Planning may be provided on a one time or ongoing basis.

Financial and Tax Planning

We provide financial and tax planning services which cover topics such as cash flow, net worth, income taxes, retirement funding, education forecasting and other client specific issues.

Personal Risk Planning

We address important issues relevant to your overall life concerns which may become important as you mature in age. Areas discussed may include disability, long term care, estate planning and other client specific issues.

| Financial & Tax Planning | Initial | | | Ongoing | | |
|--------------------------|---------|--------|---------|---------|--------|-------|
| | Low | Medium | High | Low | Medium | High |
| Cash Flow Report | \$250 | \$500 | \$750 | \$125 | \$333 | \$563 |
| Net Worth Report | \$250 | \$500 | \$750 | \$125 | \$333 | \$563 |
| Income Tax Analysis | \$500 | \$750 | \$1,000 | \$250 | \$500 | \$750 |
| Education Funding Report | \$400 | \$600 | \$800 | \$200 | \$400 | \$600 |
| Retirement Report | \$500 | \$750 | \$1,000 | \$250 | \$500 | \$750 |

| Personal Risk Planning | Initial | | | Ongoing | | |
|--------------------------------------------|---------|---------|---------|---------|--------|---------|
| | Low | Medium | High | Low | Medium | High |
| Cash Flow at Disability Report | \$250 | \$500 | \$750 | \$125 | \$333 | \$563 |
| Health & Long Term Care Insurance Analysis | \$250 | \$250 | \$250 | \$125 | \$125 | \$125 |
| Cash Flow at Premature Death Report | \$250 | \$500 | \$750 | \$125 | \$333 | \$563 |
| Estate Plan Analysis | \$500 | \$1,000 | \$1,500 | \$250 | \$667 | \$1,125 |

Initial fixed fees will be due and payable according to the following schedule: 40% of the fee due up front, 30% due at midpoint and 30% due at delivery of the report/analysis. It is estimated that total initial fees will be paid over an 8-10 week period. Ongoing fixed fees will be due and payable monthly in arrears.

Discretionary Investment Planning

We will initially meet with you to obtain relevant information which will allow us to determine your investment objectives, suitability, risk tolerance and other client specific information.

Based upon the information we receive, we will provide you with an investment policy statement which will typically address investment goals, objectives, restraints, initial asset allocations and other client specific information.

After you approve the investment policy statement, we will establish an initial portfolio of securities for you which will be tailored to your investment objectives and risk tolerance. We will monitor the portfolio on an ongoing basis and will re-balance the portfolio as necessary based upon the investment policy statement, changes in market conditions, changes in investment objectives or your financial condition as well as other relevant factors.

With the exception of retirement plan accounts containing securities other than mutual funds, for accounts which are not custodied at Fidelity Brokerage Services, LLC, we will review such accounts at the beginning of our relationship and thereafter on an annual basis. We will not monitor such accounts on a continuous basis and it is your responsibility to implement any advice we offer on such accounts.

We require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the wealth management agreement you sign with our firm and/or trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

We may use one or more sub-advisors whereby the sub-advisor will have discretion to manage all or a portion of your account, which management may be based on one or more model portfolios developed by the sub-advisor. We will continuously monitor the performance of any accounts managed by a sub-

advisor and may hire and fire any sub-advisor without your consent. We will pay a portion of our fee to any sub-advisor(s) we use, however you will not pay a higher fee than our normal fee as a result of any sub-advisory relationships.

On an annual basis, investment planning fees are based on the following tiered fee schedule:

| Account Size | Annualized Fee |
|---------------------|-----------------------|
| First \$500,000 | 1.20% |
| Next \$500,000 | 0.90% |
| Next \$1,000,000 | 0.60% |
| Over \$2,000,000 | 0.30% |

Our annual investment planning fee is billed and payable monthly in arrears based on the value of your account on the last day of the month. If the wealth management agreement is executed at any time other than the first day of the month, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the month for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

You may terminate the wealth management agreement upon 30 days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Financial plans, analysis and reports are based on your financial situation at the time we present the plan, analysis and/or report to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

Pension Consulting Services

We offer pension consulting services to employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include review, preparation, and updates of investment policy statements, performance monitoring and reporting, advice on the plan menu of investments, annual meetings with Plan Sponsors, educational and enrollment services with the Plan's Committee and Participants, and annual meetings with the Plan's sponsor and Plan vendor evaluations. The ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary. You are free to seek independent advice about the appropriateness of any advice rendered.

We charge an annualized fee which shall be due and payable, quarterly in arrears, based upon the value of the Plan's assets at the end of the quarter. The fee shall be paid directly to us according to the following fee schedule**:

| Value of Plan Assets | Fee |
|---------------------------|-------|
| ===== | |
| \$0 - 399,999 | 0.85% |
| \$400,000 - 599,999 | 0.80% |
| \$600,000 - 799,999 | 0.75% |
| \$800,000 - 999,999 | 0.70% |
| \$1,000,000 - 1,249,999 | 0.65% |
| \$1,250,000 - 1,499,999 | 0.61% |
| \$1,500,000 - 1,749,999 | 0.59% |
| \$1,750,000 - 1,999,999 | 0.57% |
| \$2,000,000 - 2,249,999 | 0.54% |
| \$2,250,000 - 2,499,999 | 0.52% |
| \$2,500,000 - 2,749,999 | 0.50% |
| \$2,750,000 - 3,124,999 | 0.48% |
| \$3,125,000 - 3,499,999 | 0.46% |
| \$3,500,000 - 4,124,999 | 0.44% |
| \$4,125,000 - 4,874,999 | 0.42% |
| \$4,875,000 - 5,749,999 | 0.40% |
| \$5,750,000 - 6,999,999 | 0.38% |
| \$7,000,000 - 8,499,999 | 0.36% |
| \$ 8,500,000 - 9,999,999 | 0.34% |
| \$10,000,000 - 11,499,999 | 0.32% |
| \$11,500,000 - 12,999,999 | 0.30% |
| \$13,000,000 - 14,999,999 | 0.28% |
| \$15,000,000 - 16,999,999 | 0.26% |
| \$17,000,000 - 18,999,999 | 0.25% |
| \$19,000,000 - 21,999,999 | 0.24% |
| \$22,000,000 - 24,999,999 | 0.23% |
| \$25,000,000 - 27,999,999 | 0.22% |
| \$28,000,000 - 31,999,999 | 0.21% |
| \$32,000,000 - 35,999,999 | 0.20% |
| \$36,000,000 - 39,999,999 | 0.19% |
| \$40,000,000 - 44,999,999 | 0.18% |
| \$45,000,000 - 49,999,999 | 0.17% |
| \$50,000,000 - 54,999,999 | 0.16% |
| \$55,000,000 + | 0.15% |

**Minimum Annual Fee: \$3,000

Either party to the pension consulting agreement may terminate the agreement upon 30 days' written notice to the other party. In the event of termination, the pension consulting fees will be prorated for the quarter in which the termination notice is given.

Types of Investments

We primarily offer advice on exchange traded funds. We may also advise you on mutual funds, equity securities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, U.S. Government securities, options contracts on securities and interests in partnerships investing in real estate.

We may also recommend that certain clients invest in private placement/investments, which may include proprietary private equity, venture capital and direct investments into private companies. We will not, however, receive any compensation for the recommendations of proprietary investments. However related entities of our firm may receive compensation for the management of entities in which clients of the firm may invest. See the Other Financial Industry Activities and Affiliations section below for further information.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of January 20, 2012 we manage \$50,884,284 in client assets on a discretionary basis and \$9,182,124 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Please refer to the "Advisory Business" section in this Brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

Additional Fees and Expenses

As part of our investment advisory services, we may invest, or recommend that you invest in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through which your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this Brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

We generally require a minimum of \$500,000 to open and maintain an advisory account. We may waive this requirement in our discretion if, for example, you appear to have significant potential for increasing assets under our management. We will also house household client accounts to meet the stated account minimum.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- **Charting and Technical Analysis** - Charting analysis involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends. Technical Analysis involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks. The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.
- **Fundamental Analysis** - Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.
- **Long Term Purchases** - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- **Short Term Purchases** - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
- **Short Sales** - a securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price, but if the price of the shares increase, the potential losses are unlimited.
- **Margin Transactions** - a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.
- **Options Trading** - a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Margin accounts present special risks because you can lose more money than you deposit in your account. Additionally, the custodian can force the sale of securities in your account and can sell securities without contacting you.

The trading of options may be highly speculative and may entail more risk than those present when investing in other types of securities. Prices of options are generally more volatile than prices of other types of securities. When trading in options, you may run the risk of losing the entire investment in a relatively short period of time. In more risky options strategies, an investor could theoretically have an unlimited risk of loss.

We may use investment strategies that involve buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses during a volatile market. However, frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Unless advised otherwise, the custodian will default to using the FIFO (First In First Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we primarily recommend Exchange Traded Funds (ETFs) for client investments. You should be advised that investing in these types of securities involves risks including the occurrence of a severe market decline in one or more financial markets, risk of economic contraction or decline and inflation or deflation.

Exchange traded funds ("ETFs") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other funds, other securities or any combination thereof. The ETF will have a manager that trades the fund's investments in accordance with the fund's investment objective. While ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on ETFs can be reduced by the costs to manage the fund.

Item 9 Disciplinary Information

Mr. Matthew Busick has no reportable disciplinary information. Mr. Busick is the only management person of the firm.

Item 10 Other Financial Industry Activities and Affiliations

Matthew Busick is one of the principals of River Glen Private Capital, LLC, which is the Manager of RG Investors I, LLC and RGPC Investors, LLC. RG Investors I is a company formed for the purposes of investing in Sellit Social Commerce, Inc., a web development company which plans to provide services to social networking e-commerce businesses. RGPC Investors is a master LLC containing a series of single purpose LLCs that invest in the securities of private companies. River Glen Private Capital will receive compensation as manager of RG Investors I and RGPC Investors.

Investments in RG Investors I and RGPC Investors are offered only by way of subscription and other relevant documents. Investors should refer to such documents for a complete description of the risks, terms and requirements associated with these investments. Investors in RG Investors I and RGPC Investors may also be advisory clients of our firm and are hereby advised that any compensation received by River Glen Private Capital, as Manager of RG Investors I and RGPC Investors, is separate and apart from the advisory fees charged by our firm. Because Mr. Busick has made an investment in RG Investors I, and also because of Mr. Busick's status as Manager of River Glen Private Capital, LLC, we may have an incentive to recommend RG Investors I and RGPC Investors to clients over other investment products.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations

of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Matthew Busick, at 515-422-9040 or via e-mail at mbusick@riverglenwealth.com.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Please refer to the "Brokerage Practices" section in this Brochure for information on our block trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of Fidelity Brokerage Services, LLC ("Fidelity"), a securities broker-dealer and a member of the New York Stock Exchange and the Securities Investor Protection Corporation. We believe that Fidelity Brokerage Services, LLC ("Fidelity") provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by Fidelity Brokerage Services, LLC ("Fidelity") including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services Fidelity provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

We may receive from Fidelity, without cost, computer software and related systems support, which allows us to better monitor client accounts maintained at Fidelity. We may receive the software at no cost, because we render investment management services to Clients that maintain accounts at Fidelity whose aggregate total assets at Fidelity exceed the established minimum required in order for an investment adviser to receive the software without cost. In addition, Fidelity may provide for discounts of other purchased software that permits us to better advise the Clients on their investments.

Such research products and services are not considered to be paid for with soft dollars. However, because such services could be considered to provide a benefit to our firm, we may have a conflict of interest in directing your brokerage business to Fidelity.

Directed Brokerage

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

Our firm or sub-advisors may use may combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). When orders are aggregated, we will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

In the event orders are not aggregated, clients may receive different prices for the same securities transactions. Furthermore, you may not be able to buy or sell the same quantity of securities and may be charged higher fees or commissions, than if transactions were aggregated.

Item 13 Review of Accounts

Review of Accounts

Matthew Busick, Managing Member, or Dawne Garvey, Investment Adviser Representative, will monitor your individual advisory accounts on a continuous basis and will conduct an internal review of accounts at least three times per year. Triggering factors that may stimulate a review include, but are not limited to:

- significant market corrections,
- large deposits or withdrawals from an account,
- substantial changes in the value of a client's portfolio,
- a change in your investment objectives,
- year-end tax planning, and/or,
- security specific events.

If you elect to receive ongoing planning services, we will review and update financial plans on a periodic basis as agreed upon.

Reports to Clients

You will receive reports from us based upon the services you select. You will also receive statements directly from the account custodian(s) on a monthly basis.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with Fidelity.

Item 15 Custody

Because Mr. Busick is one of the principals of River Glen Private Capital, LLC, which is the Manager of RG Investors I, LLC and RGPC Investors as discussed in the Other Financial Industry Activity and Affiliations Section above, we may be deemed to have custody of client assets. RG Investors I and RGPC Investors are subject to an annual surprise examination by an independent CPA.

We directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent qualified custodian. You will receive account statements from the independent qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

We will also provide statements to you reflecting the amount of advisory fee deducted from your account.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, please contact Matthew Busick at 515-422-9040 or via e-mail at mbusick@riverglenwealth.com.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary wealth management agreement, a power of attorney, and/or trading authorization forms.

You will grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. We may delegate our discretionary authority to one or more sub-advisors. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$500 in fees six or more months in advance nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.

Item 19 State Registered Investment Advisers

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of our firm.

Neither our firm, nor any persons associated with our firm are compensated for advisory services with performance-based fees. Please refer to the "Performance-Based Fees and Side-By-Side Management" section above for additional information on this topic.

Neither our firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceedings or administrative proceedings.

Neither our firm, nor any of our management persons have a material relationship or arrangement with any issuer of securities.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Matthew Busick at 515-422-9040 or via e-mail at mbusick@riverglenwealth.com if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the trade error will be maintained by the executing broker-dealer and you will not keep the profit.

**MATTHEW BUSICK
DAWNE GARVEY**

RIVER GLEN WEALTH COUNSELORS

**2600 WESTOWN PARKWAY, SUITE 346
WEST DES MOINES, IA 50266**

515-422-9040

MBUSICK@RIVERGLENWEALTH.COM

May 14, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Matthew Busick, and Dawne Garvey that supplements River Glen Wealth Counselor's brochure. You should have received a copy of that brochure. Please contact Matthew Busick at 515-422-9040 or via e-mail at mbusick@riverglenwealth.com if you did not receive River Glen Wealth Counselors' brochure or if you have any questions about the contents of this supplement.

Additional information about Matthew Busick, and Dawne Garvey is available on the SEC's website at www.adviserinfo.sec.gov.

MATTHEW DEAN BUSICK

Item 2 Educational Background and Business Experience

Born: August 28, 1967

Formal Education after High School:

- University of Iowa, MBA, Business Administration, 2002
- Northwestern University, BS, Social Policy, 1990

Business Background for the Previous Five Years:

- River Glen Wealth Counselors, Managing Member, 08/2006 to Present
- River Glen Private Capital, LLC, Principal, 12/2008 to Present
- Ameriprise Financial Services, Inc., Registered Representative, 09/1994 to 07/2008

Item 3 Disciplinary Information

Matthew Busick has no reportable disciplinary information.

Item 4 Other Business Activities

Matthew Busick does not engage in any other business activities beyond the services he provides through River Glen Wealth Counselors and as described in our Brochure.

Item 5 Additional Compensation

Matthew Busick does not receive any additional compensation for advisory services beyond the fee-based compensation he receives through River Glen Wealth Counselors and as described in our Brochure.

Item 6 Supervision

Dawne Garvey is responsible for supervising Matt Busick's advisory activities. Mrs. Garvey can be reached at (515) 422-9040 or dgarvey@riverglenwealth.com. Mrs. Garvey monitors e-mail communications and reviews client accounts, client analysis and client correspondence on a periodic basis to ensure fulfillment of contracted for services based on the client's Wealth Management Agreement (WMA) and to ensure Mr. Busick is following the Code of Ethics and Privacy Policy established by the firm.

Item 7 Requirements for State Registered Advisers

Matthew Busick does not have, or has ever had, any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.

DAWNE SHAREE GARVEY

Item 2 Educational Background and Business Experience

Born: July 6, 1965

Formal Education after High School:

- Upper Iowa University, BS, Business Administration, 2003

Business Background for the Previous Five Years:

- River Glen Wealth Counselors, Investment Adviser Representative, 07/2008 to Present
- Ameriprise Financial Services, Inc., Registered Principal, 11/2006 to 07/2008
- Ameriprise Financial Services, Inc., Registered Representative, 07/2001 to 07/2008

Item 3 Disciplinary Information

Dawne Garvey has no reportable disciplinary information.

Item 4 Other Business Activities

Dawne Garvey does not engage in any other business activities beyond the services she provides through River Glen Wealth Counselors.

Item 5 Additional Compensation

Dawne Garvey does not receive any additional compensation for advisory services beyond the fee-based compensation she receives through River Glen Wealth Counselors.

Item 6 Supervision

Matthew Busick is responsible for supervising Dawne Garvey's advisory activities. Mr. Busick can be reached at (515) 422-9040 or mbusick@riverglenwealth.com. Mr. Busick monitors Mrs. Garvey's e-mail communications and reviews client accounts on a periodic basis.

Item 7 Requirements for State Registered Advisers

Dawne Garvey does not have, or has ever had, any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.