

Aspen Grove Capital, LLC

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This brochure provides information about the qualifications and business practices of Aspen Grove Capital, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number and/or e-mail address above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Aspen Grove Capital, LLC is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The verbal and written communications of an investment adviser provide you with information you need to determine whether to hire or retain the advisor.

Additional information about Aspen Grove Capital, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 MATERIAL CHANGES

Since our last filing in 2011, Aspen Grove Capital, LLC is applying for federal registration.

Please contact us if you would like a copy of the ADV Part 2A in its entirety, free of charge.

ITEM 3

TABLE OF CONTENTS

Item 1: Cover Sheet	
Item 2: Material Changes	
Item 3: Table of Contents	
Item 4: Advisory Business	4
Item 5: Fees and Compensation	4
Item 6: Performance-Based Fees and Side-By-Side Management.....	5
Item 7: Types of Clients.....	5
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	5
Item 9: Disciplinary Information	6
Item 10: Other Financial Industry Activities and Affiliations	6
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading....	6
Item 12: Brokerage Practices	7
Item 13: Review of Accounts	8
Item 14: Client Referrals and Other Compensation	8
Item 15: Custody	8
Item 16: Investment Discretion.....	8
Item 17: Voting Client Securities.....	9
Item 18: Financial Information.....	9

ITEM 4: ADVISORY BUSINESS

Aspen Grove Capital, LLC (referred to as “we,” “our,” “us,” or “Aspen Grove”). Our Principal is Jeffrey C. Kirwood.

Aspen Grove is a multi-family office that provides a trusted and holistic approach to investment management services across multiple asset classes. Our primary focus is on hedge fund, private and public equity and real estate investing.

At the inception of a client relationship and on an ongoing basis, we determine and maintain an Investment Policy for each family. The Investment Policy is highly customized and aligned to each family’s risk appetite, lifestyle needs and long-term wealth creation and wealth transfer goals. Clients may impose restrictions on the investments we make.

Assets under management

As of March 31, 2013 we manage approximately \$100,000,000 of assets on a discretionary basis.

ITEM 5: FEES AND COMPENSATION

Grove offers the following fee structures:

Asset-based Fee. Fees range from 0.35% - 1.5% per year of the assets under management. These fees are billed at the end of each quarter, based on the assets under management as of the last day of the calendar quarter. Fees are based on the level of services to be offered to the client.

Fixed Fee. Fixed fees range from \$250,000 to \$2,000,000 per year and are negotiated with the client. The fee is billed in at the end of the calendar year. Fees are based on the level of services to be offered to the client.

Once the client has chosen the preferred fee structure, fees will be determined based on the services to be offered to the client.

You will receive a detailed invoice each year which outlines our fees and how they are calculated.

You will receive a statement from your custodian which shows your holdings.

You are responsible for reviewing the accuracy of the fees being billed, as the custodian will not do so.

You may elect to pay by wire transfer or check rather than having payment deducted directly from your account.

Clients may terminate the advisory relationship by providing 90 days written notice. We will prorate the advisory fees earned through the termination date and send you an invoice for the advisory fees due.

Other Costs Involved

In addition to our advisory fee shown above, you are responsible for paying fees associated with advisory services for your account. These fees include:

- mutual fund loads (if applicable). These charges are paid to brokers as a form of commission.
- management fees for ETFs and mutual funds. These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses of the ETF or mutual fund.
- management fees charged by managers of underlying investments, such as hedge funds, private equity funds, real estate, etc.
- brokerage costs and transaction fees for any securities or fixed income trades. These are generally charged by your custodian and/or executing broker.
- reporting fees

Additional information about brokerage costs and services is provided in “Item 12: Brokerage Practices.”

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not receive a performance-based fee

ITEM 7: TYPES OF CLIENTS

Our clients are individuals and high net worth individuals. Generally we require that clients maintain a minimum of \$50 million under management with us. However, we may waive that minimum at our sole discretion.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

All of our investment strategies are based on fundamental research, rigorous due diligence and risk mitigation. Each asset class has its own investment process, but across all asset classes we look at the free cash flow nature of each asset, the management team's capabilities, and we always strive to uncover and disclose the potential risk factors in an investment.

We invest across all asset classes, with a core focus on the following three asset classes:

- 1) Private equity risks: illiquidity, loss of a management team, competition, loss of a major customer or supplier, among other risks.
- 2) Real estate risks: illiquidity, natural or unnatural disasters not covered by insurance, freezing of the credit markets, loss of tenants or customers, competition, among other risks.
- 3) Hedge funds: illiquidity, fraud by the general manager, poor portfolio management skills, too much leverage, style drift, among other risks.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situation at all times. We cannot guarantee the successful performance of an

investment and we are expressly prohibited from guaranteeing accounts against losses arising from market conditions.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of the investment advisor and each investment advisor representative providing investment advice to you. We have no information of this type to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As a registered investment advisor, we are required to disclose when we, or any of our principals, have any other financial industry affiliations. Neither Aspen Grove nor our principal has outside business affiliations that are material to our clients.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

We have adopted a set of enforceable guidelines (Code of Ethics), which describe unacceptable conduct by Aspen Grove and our associated persons. Summarized, this Code of Ethics prohibits us from:

- placing our interests before yours,
- using non public information gathered when providing services to you for our own gains, or
- engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

Please contact us if you would like to receive a full copy of this Code of Ethics.

Personal Trading for Associated Persons

We may buy or sell some of the same securities for you that we already hold in our personal account. We may also buy for our personal account some of the same securities that you already hold in your account. It is our policy not to permit our associated persons (or their immediate relatives) to trade in a way that takes advantage of price movements caused by your transactions.

We may restrict trading for a particular security for our accounts or those of our associated person if there is a pending trade in that security in a client account. Trades for our accounts (and those of our associated persons) will be placed after client trades have been completed. When our trades are placed after our client trades, we may receive a better or worse price than that received by the client. Aspen Grove acknowledges its fiduciary duty to act in the best interest of the client.

Aspen Grove and its associated persons may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.

All persons associated with us are required to report all personal securities transactions to us quarterly.

ITEM 12: BROKERAGE PRACTICES

Recommendation of Broker/Dealers

In recommending broker/dealers to execute portfolio transactions, we make a good faith judgment in determining which broker/dealer would be appropriate. We take into consideration not only the available prices and rates of brokerage commissions, but also other relevant factors that may include (without limitation):

- the execution capabilities of the broker/dealer,
- research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis),
- custodial and other services provided by the broker/dealer that are expected to enhance our general portfolio management capabilities,
- the size of the transaction,
- the difficulty of execution,
- the operational facilities of the broker-dealers involved,
- the risk in positioning a block of securities, and
- the quality of the overall brokerage and research services provided by the broker/dealer.

Aggregation of Orders

There are occasions on which portfolio transactions will be executed as part of concurrent authorizations to purchase or sell the same security for another client or one or more of our associated persons.

We may choose to block (aggregate) trades for your account with those of other client accounts. When we place a block trade, all participants included in the block receive the same price per share on the trade. The price is calculated by averaging the price of all of the shares traded. Due to the averaging of price over all of the participating accounts, aggregated trades could be either advantageous or disadvantageous. Commission costs are not averaged. You will pay the same commission whether your trade is placed as part of a block or on an individual basis. The objective of the aggregated orders will be to allocate the executions in a manner that is deemed equitable to the accounts involved.

Aspen Grove will aggregate clients' assets to make investments in private equity funds, venture capital funds, or hedge funds that have minimum investment requirements or more favorable terms that cannot be met by an individual client on a stand-alone basis. We may also aggregate client funds to make a direct private equity, direct real estate or direct venture capital investment.

Aspen Grove acknowledges its fiduciary duty to act in the best interest of the client.

Directed Brokerage

You may instruct us to execute any or all securities transactions for your account with or through one or more broker/dealers designated by you. In these cases, you are responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by the broker/dealers and you are satisfied with the terms and conditions. We have no responsibility for obtaining the best prices or any particular commission rates for transactions with or through the broker/dealer in these situations. You recognize that you may not obtain rates as low as you might otherwise obtain if we had discretion to select broker/dealers other than those chosen by you. If you would like us to cease executing transactions with or through the designated broker/dealer you must notify us in writing.

ITEM 13: REVIEW OF ACCOUNTS

On at least a quarterly basis, we review and aggregate client custodian accounts, brokerage and bank statements, hedge fund statements, private equity statements, real estate fund statements, tax filings, and personal financial statements including net worth, and monthly P & L statements. All accounts are reviewed by Jeff Kirwood - Executive Director & Managing Member.

Each quarter, clients receive a management discussion and analysis, client custodian accounts, brokerage and bank statements, hedge fund statements, private equity statements, real estate fund statements, tax filings, and personal financial statements including net worth, and monthly P & L statements.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We may engage solicitors to provide client referrals. We pay these solicitors a portion of the fees we earn for managing the client that was referred. If you are referred by a solicitor, this practice will be disclosed in writing and we will comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended and any similar state rule or statute.

ITEM 15: CUSTODY

Custody is defined as an investment advisory firm, its related entities, and/or its personnel having direct access to your funds or securities. We protect your assets by requiring that you use a "qualified custodian" that sends you account statements at least quarterly. Further, we request that you review our statements regularly and compare them to the statements you receive from your account custodian. If you find significant discrepancies, you should notify us and the custodian.

We have custody of your assets to the extent that we have the authority to instruct your account custodian to deduct our fee directly from your account. This fee deduction is reported to you quarterly in the statements you receive from your custodian and Aspen Grove, and you should contact us if you have any question about the accuracy of the fee calculation.

Jeff Kirwood serves as executor for some trust accounts; an independent representative is named for each trust and custodial statements are sent directly to the trust representative.

ITEM 16: INVESTMENT DISCRETION

You may provide discretionary authority for us to manage your assets. Discretionary authority means that you are giving us a limited power of attorney to place trades on your behalf. This limited power of attorney does not allow us to withdraw money from your account, other than our

agreed upon advisory fees if you agree to give us that authority.

You grant us discretionary authority by completing the following items:

Sign a contract with us that provides a limited power of attorney for us to place trades on your behalf. Any limitations to the trading authorization will be added to this agreement.

Provide us with discretionary authority on the new account forms that are submitted to the broker/dealer acting as custodian for your account(s).

We also offer non-discretionary advisory services. If you elect to engage us to manage assets on a non- discretionary basis, we will contact you before each trade is placed in your account.

Clients may place restrictions on the investments we make, including specific sectors or securities.

ITEM 17: VOTING CLIENT SECURITIES

As a matter of policy and as a fiduciary to our clients, we have responsibility for voting proxies for your portfolio securities consistent with your best economic interests. We maintain written policies and procedures as to the handling, research, voting and reporting of proxy voting and make appropriate disclosures about our proxy policies and practices. Our policy and practice includes the responsibility to monitor corporate actions, receive and vote client proxies and disclose any potential conflicts of interest as well as making information available to clients about the voting of proxies for their portfolio securities and maintaining relevant and required records. You may provide direction regarding any particular proxy solicitation.

You may elect to retain the authority to vote the proxies yourself. In this case, you will receive proxies and other related paperwork directly from your custodian. Upon request we will provide guidance about voting a specific proxy solicitation.

You may request a copy of our Proxy Policies and Procedures and/or information about how a proxy was voted at any time.

ITEM 18: FINANCIAL INFORMATION

In some instances, clients provide pre-payment of more than \$500 in fees, six months or more in advance. We have never filed for bankruptcy and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.