

FORM ADV**Uniform Application for Investment Adviser Registration****Part II – Page 1**

Name of Investment Adviser:	
Minerva Planning Group	
Address: (Number and Street) (City) (State) (Zip Code)	Area Code: Telephone Number:
P.O. Box 77705 Atlanta, GA 30357	404-816-6688

This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if Required	Schedule G

(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV**Part II - Page 2**

Applicant:

Minerva Planning Group

SEC File Number:

801- 63180

Date:

2/11/2010

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.

(See instruction below.)

- Applicant:
- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>70%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u>%</u> |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>10%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u>%</u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u>%</u> |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u>%</u> |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>20%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u>%</u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>%</u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does the applicant call any of the services it checked above financial planning or some similar term? Yes ☒ No ☐

C. Applicant offers investment advisory services for: (check all that apply):

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

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Date:

2/11/2010

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- ☒ A. Equity Securities
(1) ☒ exchange-listed securities
(2) ☒ securities traded over-the-counter
(3) ☒ foreign issues
- ☒ B. Warrants
- ☒ C. Corporate debt securities
(other than commercial paper)
- ☒ D. Commercial paper
- ☒ E. Certificates of deposit
- ☒ F. Municipal securities
- ☒ G. Investment company securities
(1) ☒ variable life insurance
(2) ☒ variable annuities
(3) ☒ mutual fund shares

- ☒ H. United States government securities
- ☒ I. Options contracts on:
(1) ☒ securities
(2) ☐ commodities
- ☐ J. Futures contracts on:
(1) ☐ tangibles
(2) ☐ intangibles
- ☐ K. Interests in partnerships investing in:
(1) ☐ real estate
(2) ☐ oil and gas interests
(3) ☐ other (explain on Schedule F)
- ☐ L. Other (explain on Schedule F)

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

- (1) ☐ Charting (4) ☐ Cyclical
(2) ☒ Fundamental (5) ☐ Other (explain on Schedule F)
(3) ☐ Technical

B. The main sources of information applicant uses include: (check those that apply)

- (1) ☒ Financial newspapers and magazines (5) ☐ Timing services
(2) ☐ Inspections of corporate activities (6) ☒ Annual reports, prospectuses, filings with the Securities and Exchange Commission
(3) ☒ Research materials prepared by others (7) ☐ Company press releases
(4) ☒ Corporate rating services (8) ☐ Other (explain on Schedule F)

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- (1) ☒ Long term purchases (5) ☒ Margin transactions
(securities held at least a year)
(2) ☒ Short term purchases (6) ☒ Option writing, including covered options,
(securities sold within a year) uncovered options or spreading strategies
(3) ☐ Trading (securities sold within 30 days) (7) ☐ Other (explain on Schedule F)
(4) ☐ Short sales

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

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Date:

2/11/2010

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes



No



(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?

Yes



No



(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 5**

Applicant:

Minerva Planning Group

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801- 63180

Date:

2/11/2010

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes



No



(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

See Schedule F.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

See Schedule F.

Applicant:

Minerva Planning Group

SEC File Number:

801-63180

Date:

2/11/2010

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| | Yes | No |
| (2) amount of the securities to be bought or sold ? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| | Yes | No |
| (3) broker or dealer to be used ? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | Yes | No |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

	Yes	No
B. Does applicant or a related person suggest brokers to clients?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| | Yes | No |
| B. directly or indirectly compensates any person for client referrals? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

	Yes	No
Has applicant provided a Schedule G balance sheet?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Adviser: Minerva Planning Group	SEC File Number: 801-63180	Date: 2/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
1 D.	<p>This brochure provides information about the qualifications and business practices of MINERVA PLANNING GROUP, INC. (hereinafter "MPG"). Please contact Micah Porter, President of MPG, if you have any questions about the contents of this brochure. 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.</p> <p>Additional information about MPG is available on the Internet at www.adviserinfo.sec.gov/IARD/. You can search this site by a unique identifying number, known as a CRD number. The CRD number for MPG is 127263.</p> <p>INVESTMENT SERVICES MPG offers a combination of the following advisory services, where appropriate, to individuals, trusts, estates and charitable organizations.</p> <p>Financial Consultation: MPG will meet with the client to discuss the client's current financial situation, determine the financial objectives and investment horizon, and identify any client imposed restrictions. MPG will then provide the client with a summary of client goals, resources, assumptions, and analysis of where they are relative to where they want to be.</p> <p><i>Fees:</i> Financial Consultations are billed on an hourly basis at the rate of \$190 per hour if consultations are led by principals and \$150 per hour if consultations are led by associate planners.</p> <p>Comprehensive Financial Plan: MPG also provides advice in the form of a Financial Plan. Clients purchasing this service will receive a written report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. In general, the financial plan will address any or all of the following areas of concern:</p> <ul style="list-style-type: none"> - PERSONAL: Family records, necessary savings, estate information and financial goals. -TAX & CASH FLOW: we will examine cash flow as it relates to funding or utilizing clients portfolio, and we will focus on tax efficiency, particularly as it relates to investing. -INSURANCE: for most plans, we will examine insurance coverage to confirm it is adequate to allow the client to meet his or her financial needs. -INVESTMENTS: upon completion of the plan, we will present the client a target investment allocation which is determined based on the results of the plan and the client's risk tolerance. <p><i>Fees:</i> Comprehensive planning is billed on an hourly basis at the rate of \$190 per hour if plans are completed by principals and \$150 per hour if plans are completed by associate planners. We provide a proposal to clients after an initial complimentary consultation outlining both the scope of the plan, as well as the amount of time – and thus the anticipated fees – required for the plan. We request a deposit of half the estimated cost</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:
Minerva Planning Group

SEC File Number:
801-63180

Date:
2/11/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

for the plan upon beginning the engagement, with the balance due upon completion of the planning phase.

Portfolio Design:

The financial plan provides a general recommendation of the type of portfolio a client needs, based on the client's risk tolerance and return needs. The general recommendation is what is known as a portfolio allocation, which illustrates how investments should be allocated to specific segments of the market. Some examples of segments include Large Cap U.S. Growth stocks, Foreign stocks in developed markets, the U.S. bond market and so on.

In portfolio design, we take the recommended allocation and use it to formulate an investment policy statement which sets the overall investment strategy. From this, then we formulate the client's specific investment recommendations. Specific considerations within the investment policy statement typically include:

- Risk tolerance, including the ability and willingness to take risk
- Return needs as outlined in your comprehensive plan
- Tax considerations, typically focused on maximizing after-tax returns
- Time horizon over which portfolio will fund needs
- Liquidity needs in the short-term

Once the investment policy is in place, we formulate specific account-by-account investment recommendations encompassing what should be purchased and what should be sold.

Fees: Portfolio design is billed at a declining rate based on the total portfolio size. That rate is as follows:

First \$500,000 .25% (one quarter of one percent)
Next \$500,000 .1625%
Next \$2 million .125%
\$3 million and above .0875%

The fee is payable upon completion of portfolio design.

Portfolio Management Services:

MPG provides continuous advice to a client regarding 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, MPG develops a client's personal investment policy and creates and manages a portfolio based on that policy. MPG will manage advisory accounts on a non-discretionary basis, although we may in the future begin managing accounts on a discretionary basis if we believe doing so would be in the interest of the client, and the client has expressly approved in writing granting us discretionary rights. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income), and these objectives are typically documented in a client Investment Policy Statement.

MPG will create a portfolio consisting of one or all of the following: individual equities, bonds, other investment products, and no-load, load-waived, and frontload mutual funds.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:
Minerva Planning Group

SEC File Number:
801-63180

Date:
2/11/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

MPG will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. The mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances. Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.

When appropriate to the needs of the client, MPG may recommend the use of margin transactions or option writing. Because these investment strategies involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.

Fees: The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the following schedule:

Assets under management Annual Fee (%)

First \$500,000 1.00%

Next \$500,000 0.65%

Next \$2 million 0.50%.

Above \$3 million 0.30%

A minimum of \$500,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. MPG may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

The fees are billed quarterly, in advance, based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

The annual fee for portfolio management will include ongoing support for financial planning needs as well as investment management.

Socially Responsive Investing Services

MPG offers Investment Management for clients interested in socially responsive and sustainable investing. Our approach in developing the client portfolio is similar to that outlined above for Portfolio Management Services, but some or all of the client portfolio will be directed to investments meeting socially responsive criteria outlined by the client. Clients to whom socially responsive investing services are provided may also request comprehensive planning services, and the cost for those additional services will be based on the estimated time needed to provide those services, and the fee schedule for the Comprehensive Financial Plan outlined above will apply.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Adviser: Minerva Planning Group	SEC File Number: 801-63180	Date: 2/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:								
Item of Form (identify)	Answer									
	<p><u>Assets under management Annual Fee (%)</u></p> <table> <tr> <td>First \$250,000</td> <td>1.50%</td> </tr> <tr> <td>\$250,000 to \$500,000</td> <td>1.25%</td> </tr> <tr> <td>\$500,000 to \$1 million</td> <td>1.00%</td> </tr> <tr> <td>> \$1 million</td> <td>0.8%</td> </tr> </table> <p>Although there is no account minimum size, the minimum fee per year is \$200 for the Socially Responsive Investing Service.</p> <p>GENERAL INFORMATION: In certain circumstances, fees and account minimums may be negotiable.</p> <p>The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).</p> <p>A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. 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 agreement without penalty within five business days after entering into the agreement.</p> <p>All fees paid to MPG for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of MPG. In that case, the client would not receive the services provided by MPG which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by MPG to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p>Proxy Disclosure As a matter of firm policy and practice, MPG does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. MPG, however, may provide advice to clients regarding the clients voting of proxies.</p> <p>INVESTMENT STRATEGIES Long term investment strategies used to achieve targeted investment returns</p>		First \$250,000	1.50%	\$250,000 to \$500,000	1.25%	\$500,000 to \$1 million	1.00%	> \$1 million	0.8%
First \$250,000	1.50%									
\$250,000 to \$500,000	1.25%									
\$500,000 to \$1 million	1.00%									
> \$1 million	0.8%									

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:
Minerva Planning Group

SEC File Number:
801-63180

Date:
2/11/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	include strategic asset allocation and dollar-cost averaging.	
5.	EDUCATION AND EXPERIENCE REQUIREMENTS: Advisory persons associated with MPG must possess, minimally, a college degree and/or appropriate business experience and all required licenses.	
6.	OFFICERS' EDUCATION AND EXPERIENCE: Micah S. Porter BORN: 1969 <u>Education :</u> Masters in International Business, from University of SC in 1993 BA/BS, Interdisciplinary Studies in the Honors Program, from University of SC in 1991 <u>Employment History:</u> Vice President of Operations, Minerva Planning Group from 06/03 to Present. Regional Sales Director, XO Communications from 12/97 to 5/03. <u>Examinations and professional designations:</u> Chartered Financial Analyst; 2006 EMPLOYEES' EDUCATION AND EXPERIENCE: Renee Weese BORN: 1955 <u>Education :</u> Masters in Business Administration from Emory University, 2002 <u>Employment History:</u> Financial Planning Consultant, Minerva Planning Group 2007-Present Vice President of Hartford Financial Services Group 1996-2006 Sr. Vice President of Omni Insurance Group 1986-1996 <u>Examinations and professional designations:</u> Series 65, 2006 Peter Krull BORN: 1969 <u>Education:</u> Bachelor of Arts, Communications from Bethany College, 1994 <u>Employment History:</u> Financial Advisor, LPL Financial 2004-2010 Financial Advisor, BB&T Investment Services 2003-2004 Financial Advisor, Merrill Lynch 1999-2003 <u>Examinations and Professional Designations</u> Series 7, 1999	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Adviser: Minerva Planning Group	SEC File Number: 801-63180	Date: 2/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
9.	<p>Series 24, 2004 Series 66, 1999</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS MPG does not currently recommend individual stocks for purchase, as the investment strategy focuses on investments in mutual funds. Thus, the risk of insider trading is quite low. The Chief Compliance Officer will assume responsibility for receiving an attestation of accounts on an annual basis from all employees.</p> <p>Should MPG implement trading strategies in the future which involve individual stocks, procedures will be implemented concurrently to ensure that client trades take precedence in all cases over trades for MPG or its employees. In addition, to ensure adherence to its fiduciary responsibility, MPG has to following policies:</p> <p>1) MPG emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where MPG is granted discretionary authority of the client's account.</p> <p>2) MPG requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</p> <p>3) Any individual not in observance of the above may be subject to termination.</p> <p>Our code of ethics makes clear our duty to place our clients' interests first at all times, and that is reflected in our trading policy. Our code of ethics will be made available to any client upon request.</p>	
10.	<p>CONDITIONS FOR MANAGING AN ACCOUNT</p> <p>Portfolio Management Services: MPG requires a minimum account of \$500,000 for Portfolio Management Services clients. This account size may be negotiable under certain circumstances. MPG may group certain related client accounts for the purposes of achieving the minimum account size.</p> <p>Please refer to Item 1.D. of this Schedule F narrative for complete detail.</p> <p>Financial Planning/Consulting Services: There are no account or net worth minimums for Financial Planning and/or Consulting Services clients.</p>	
12 A.	<p>INVESTMENT DISCRETION MPG currently has no discretionary clients, although we may elect in the future to take discretion of the assets of those clients for whom we feel it would be beneficial for the clients. We will only do so in instances in which the client has agreed in writing to allow MPG to exercise discretion.</p>	
12 B.	<p>DIRECTED BROKERAGE - BROKERAGE RECOMMENDATIONS Portfolio Management: As MPG does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients must direct MPG as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:
Minerva Planning Group

SEC File Number:
801-63180

Date:
2/11/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

12 B.

MPG will 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.

MPG participates in the T.D. Ameritrade services program offered to independent investment advisers by T.D. Waterhouse Investment Services, Inc. (Waterhouse), an NASD registered broker dealer.

Clients in need of brokerage and custodial services will have T.D. Ameritrade recommended to them. As part of the Ameritrade program, MPG receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 13.A. of this Schedule F narrative).

MPG reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than T.D. Ameritrade, if MPG believes that the broker dealer would adversely affect MPG's fiduciary duty to the client and/or ability to effectively service the client portfolio.

Financial Planning/Consulting:

MPG's financial planning and consulting practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Clients will be required to select their own broker dealers and insurance companies for the implementation of financial planning and/or consulting recommendations. MPG may recommend any one of several brokers. MPG clients must independently evaluate these brokers before opening an account. The factors considered by MPG when making this recommendation are the broker's ability to provide professional services, MPG's experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. MPG's financial planning and consulting clients may use any broker or dealer of their choice.

ADDITIONAL BENEFITS

As indicated under the disclosure for Item 12.B., MPG utilizes the services of the T.D. Ameritrade Investment Services, Inc. (T.D. Ameritrade program). While there is no direct linkage (except in certain circumstances) between the investment advice given to clients and MPG's participation in the T.D. Ameritrade program, economic benefits are received by MPG which would not be received if MPG did not give investment advice to clients. These benefits include: A dedicated trading desk that services T.D. Ameritrade participants exclusively, a dedicated service group and an account services manager dedicated to MPG's accounts, access to a real-time order matching system, ability to 'block' client trades, electronic download of trades, balances and positions, access, for a fee, to an electronic interface with T.D. Ameritrade's software, duplicate and batched client statements, confirmations and year-end summaries, and the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements). T.D. Ameritrade also provides access to investment research software and information on a discounted or cost-free basis.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:
Minerva Planning Group

SEC File Number:
801-63180

Date:
2/11/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

13 A.

ADDITIONAL COMPENSATION

Although we do not currently do so, MPG may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. MPG is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by MPG and all applicable Federal and/or State laws will be observed.

Complete amended pages in full, circle amended items and file with execution page (page 1).