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**FORM ADV PART 2A.
BROCHURE**

This brochure provides information about the qualifications and business practices of Minerva Planning Group. If you have any questions about the contents of this brochure, please contact us at 404-816-6688. 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 Minerva Planning Group is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Minerva Planning Group is 127263.

Minerva Planning Group 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.

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Advisory Business

Form ADV Part 2A, Item 4

Minerva Planning Group's registration was granted by the U.S. Securities and Exchange Commission on May 27, 2004. Micah Sanders Porter (CRD Number 4780133) is Chief Executive Officer and Chief Compliance Officer of the firm. Mr. Porter owns one hundred (100%) percent of the equity of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries, which have any ownership interest in the firm. As of December 31, 2010, the firm managed, on a discretionary basis \$23,579,965 which represented 212 accounts and on a nondiscretionary basis, \$44,810,664 which represented 226 accounts. Client assets are managed on an individualized basis. Clients may impose restrictions on their accounts.

INVESTMENT SERVICES

MPG offers a combination of the following advisory services, where appropriate, to individuals, businesses, trusts, estates and charitable organizations.

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.

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:

- 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.

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.

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. 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.

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 hourly fee schedule for the Comprehensive Financial Plan outlined below will apply.

Fees and Compensation

Form ADV Part 2A, Item 5

GENERAL INFORMATION ABOUT FEES:

In certain circumstances, fees and account minimums may be negotiable.

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).

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.

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.

Financial Consultation Fees: Financial Consultations are billed on an hourly basis at the rate of \$190 per hour.

Comprehensive Financial Planning Fees: Comprehensive planning is billed on an hourly basis at the rate of \$190 per hour. 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 for the plan upon beginning the engagement, with the balance due upon completion of the planning phase.

Portfolio Design Fees: *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 Fee: 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 Fees:

Assets under management Annual Fee (%)

First \$250,000 1.50%

\$250,000 to \$500,000 1.25%

\$500,000 to \$1 million 1.00%

> \$1 million 0.8%

Although there is no account minimum size, the minimum fee per year is \$200 for the Socially Responsive Investing Service.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

None.

Types of Clients

Form ADV Part 2A, Item 7

Individuals, trusts, estates and charitable organizations.

CONDITIONS FOR MANAGING AN ACCOUNT

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.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

METHOD OF ANALYSIS will be fundamental analysis, which means we seek investment strategies which involve analyzing a firm's financial statements thoroughly, and investing in those in which a favorable return is expected based on the analysis.

INVESTMENT STRATEGIES will be long term investment strategies used to achieve targeted investment returns including strategic asset allocation and dollar-cost averaging. Our investment strategy involves choosing a long-term allocation for each client. Each allocation is comprised of a variety of different asset classes, and we make tactical changes to the allocations from time-to-time when we feel particular asset classes are misvalued. To implement our investment strategy, we use a mixture of individual bonds, mutual funds and exchange traded funds.

RISK OF LOSS: All investments in securities will carry some degree of risk of loss.

Disciplinary Information

Form ADV Part 2A, Item 9

None.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

None.

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

Form ADV Part 2A, Item 11

The firm is in and shall continue to be in compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. The firm is in compliance with its responsibilities concerning the reporting and monitoring of personal securities transactions. In addition, the firm hereby discloses that it has adopted a written Code of Ethics in compliance with SEC Rule 204A-1. The President of the firm carries out all compliance related mandates as set forth by The Code of Ethics. 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. A copy of the firm's Code of Ethics is available upon request by all clients and prospective clients.

MPG does not currently recommend individual stocks for purchase, as the investment strategy focuses on investments in mutual funds and exchange traded 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.

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 the following policies:

- 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.
- 2) MPG requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 3) Any individual not in observance of the above may be subject to termination.

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 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.

As indicated in this narrative brochure statement, 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:

- Receipt of duplicate client confirmations;
- Receipt of electronic duplicate statements;
- Access to a trading desk serving investment adviser firm participants exclusively, and providing research, pricing information, and other market data;

- Access to the investment adviser portion of their web sites which includes practice management articles, compliance updates, and other financial planning related information;
- Access to certain research materials with respect to securities, including, for example, rating reports on individual companies from Standard and Poors' or other sources;
- Access to other vendors (such as insurance or compliance providers, or providers of research or other materials) on a discounted fee basis, where services to our firm are provided at discounted fees under an arrangement with the custodians;
- Permitting MPG to access an electronic communication network for client order entry and to access clients' account information and which may otherwise assist MPG with its back-office functions, including recordkeeping and client reporting;
- Conferences at which advisors and employees of our firms may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology; and
- Visits by, or access to, custodial personnel, or free software provided by such custodians, which may aid MPG with respect to our practice management and business development activities.

Participation in the custodian's institutional programs also provides access to certain mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors, such as the mutual funds of Dimensional Funds Advisors.

The benefits received through participation in the custodians' institutional programs may at times depend upon the amount of transactions directed to, or amount of assets placed in custody with, the custodians.

Generally, many of the services provided to MPG by these custodians may be utilized to service all or a substantial number of our clients' accounts. Educational, research, or other services provided by these or other custodians, or by mutual fund companies, may benefit all of MPG's or MPG's clients, or may benefit only some clients.

We Do Not Participate in Certain Referral Programs. To maintain its independence and objective advice, MPG has chosen to not participate in the referral programs of TD Ameritrade (whereby clients of brokerage firms could be referred to our firm). MPG will continue to avoid certain relationships with custodians (brokerage firms, etc.) and investment product providers which it believes might materially hamper its independence in its providing advice to its clients or result in clients paying higher mutual fund management, administrative, or other product-related fees and costs. For this and other reasons, MPG does not participate in the client referral programs which may be sponsored by such custodians.

About Our Relationships with Dimensional Fund Advisors (DFA Funds)

Following a stringent interview process, MPG was granted access by Dimensional Funds Advisors (DFA) to its mutual funds at the time of MPG's inception of operations. Dimensional Funds Advisors is a Santa Monica, California-based mutual fund company with over 40 funds and over \$164 billion of assets under management (as of December 31, 2009).

While there is no direct linkage between the investment advice given and the approval of MPG to access the mutual funds of Dimensional Funds Advisors, economic benefits are received which would not be received if MPG did not give investment advice to clients. These benefits, which are also received by other Registered Investment Adviser firms granted access to the DFA funds, include:

- Attendance at seminars hosted by Dimensional Funds Advisors at which the investment products of Dimensional Funds Advisors are explained, academic instruction is given on asset allocation strategies, and financial planning and practice management instruction is given. MPG pays all of the travel and hotel costs for members and staff attending these seminars. Dimensional Funds Advisors provides, at

no charge to MPG and the other attendees at such seminar, the speakers and facilities for the seminar, occasional luncheons or dinners, and the materials handed out at the seminar;

- Access to the "financial advisor" portion of the Dimensional Funds Advisors web site (www.dfaus.com), which contains additional academic research, practice management articles, newsletters, educational video presentations, software, and investment returns data;
- Use of the DFA Returns and DFA Allocation Evaluator software programs and accompanying data, which can be utilized to ascertain how different asset classes (as represented by various indices) and different mutual funds of Dimensional Funds Advisors have performed over time and which provide a method for calculation based upon historical results of rate of return and standard deviation for those asset classes and mutual funds;
- Occasional practice management conferences involving, as well as one-on-one conferences and telephone conferences with, Dimensional Funds Advisors' team members, including its Regional Directors, research staff, and tax staff, and guest speakers, to discuss specific issues relating to academic research relating to investment theory and/or relating to practice management and business development issues;

MPG is under no obligation to recommend the mutual funds of Dimensional Funds Advisors to MPG's clients. MPG recommends funds of Dimensional Funds Advisors or other mutual fund companies or other investment products only when MPG believes they best suit the client's objectives. MPG does not provide any payment to Dimensional Funds Advisors for the access provided to MPG's clients. Dimensional Funds Advisors does not pay to MPG any direct monetary compensation in order to recommend the funds of Dimensional Funds Advisors.

Review of Accounts

Form ADV Part 2A, Item 13

Mr. Porter, Mr. Krull and Ms. Weese undertake periodic reviews on behalf of all financial planning clients. With respect to asset management clients, either continuous or periodic portfolio reviews are undertaken. There are no independent triggering factors.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

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.

Custody

Form ADV Part 2A, Item 15

None.

Investment Discretion

Form ADV Part 2A, Item 16

The firm will have the ability, in some cases, to decide, without first obtaining client consent, which securities to buy or sell on behalf of its traditional advisory clients.

Voting Client Securities

Form ADV Part 2A, Item 17

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.

Financial Information

Form ADV Part 2A, Item 18

No financial reporting is required because the firm does not receive fees more than six months in advance.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

Not Applicable.

Additional Information

None.