

**Resources Management Corp
Corporate Center West – Suite 200
433 South Main Street
West Hartford, CT 06110
860-561-1245 Phone
860-561-1310 Fax**

March 31, 2012

**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of Resources Management Corp. If you have any questions about the contents of this brochure, please contact us at 860-561-1245. 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 Resources Management Corp is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Resources Management Corp is 104674.

Resources Management Corp 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

A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

Resources Management Corp (RMC) was incorporated in 1979. Its initial activity was as financial adviser to John G. Martin and other members of the Heublein (Smirnoff vodka and A-1 Sauce) family. In 1984, RMC registered with the SEC as an investment adviser. It is also registered with the states of Connecticut, Massachusetts, Vermont, New Hampshire and Florida.

RMC is a privately held company and is equally owned by Mr. Frank M. Loehmann Jr. and Mr. Michael W. Herlihy.

B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

Resources Management Corp (RMC) provides both discretionary and non-discretionary investment advisory services to high net-worth individuals and their families, institutions, corporations and municipalities. RMC manages a wide array of accounts including but not limited to, personal and trust accounts, retirement accounts (pension plans, 401Ks, IRAs), profit-sharing accounts, cash management accounts and charitable gift annuity programs.

Discretionary and some non-discretionary accounts are individually constructed with an equity and fixed income component and managed to achieve specific client objectives.

C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

The first step in Resources Management Corp's investment process is to collaborate with the client to determine the client's needs, objectives and risk tolerance. The second step is the selection of asset classes through the process of strategic asset allocation which helps identify the best blend of money market funds, fixed income securities and equities that will increase the probability of achieving the client's objectives while reducing overall portfolio risk. Strategic asset allocation should be distinguished from tactical asset allocation or "market-timing" which we do not employ.

Once steps one and two are completed, a set of written Investment Guidelines which address asset allocation targets, client imposed restrictions, if any, and account and client objectives, are drafted and sent to the client for review, comment and eventual acceptance.

D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

Resources Management Corp does not participate in any wrap fee programs.

E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date "as of" which you calculated the amounts.

As of December 31, 2011, Resources Management Corp managed \$311,000,000 of assets on a fully discretionary basis and \$121,000,000 of assets on a non-discretionary basis.

Fees and Compensation

Form ADV Part 2A, Item 5

A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

Resources Management Corp's (RMC) basic fee schedule is calculated based upon the average value of assets under management. The general fee structure is computed at the rate of 1% for the first \$1,000,000 of assets managed for all client related accounts on an aggregate basis and is reduced as asset values grow.

The fee is negotiable under special circumstances.

With respect to termination, either client or RMC may terminate the relationship upon notice to the other party. Since the client's assets are held by a third party custodian, the client may simply notify the custodian of the dissolution of the relationship and direct the custodian as to the disposition of the assets. There are no termination fees assessed by RMC.

B. Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.

Clients have the option of having the quarterly fees deducted directly from the account or having the billing sent directly to them for payment. If the client elects to have fees paid from the account, the election must be made in writing and placed on file at the custodian. A copy of the billing is sent to the client for reference.

Management fees are billed quarterly, in arrears, and are based upon the average portfolio fair market value for the quarter, adjusted for withdrawals made during the quarter.

C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.

All Resources Management Corp client accounts are held by independent third party custodians. In cases where these custodians are banking institutions, client accounts may be subject to custodial fees. In cases where accounts are held at a brokerage firm, accounts may be subject to account maintenance fees which vary from brokerage firm to brokerage firm.

All brokerage transactions executed by RMC on behalf of the client's account are subject to brokerage commissions which are paid directly to the broker.

In the event mutual funds and/or Exchange Traded Funds (ETFs) are purchased in a client's account in an effort to obtain diversity, these funds are purchased with no front-end or back-end fees, but we will point out to the client that there are ongoing management expenses associated with each fund.

Account maintenance fees, brokerage commissions and fund expenses, when applicable, are in addition to the management fees charged by RMC.

See also the Section on Brokerage Practices on Page 12.

D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

Resources Management Corp's fees are billed in arrears. Refunds are generally not applicable. All business matters are however, always reviewable between client and management.

E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items [5.E.1](#), [5.E.2](#), [5.E.3](#) and [5.E.4](#).

NOT APPLICABLE

1. Explain that this practice presents a conflict of interest and gives you or your supervised persons an incentive to recommend investment products based on the compensation received, rather than on a client's needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to clients. If you primarily recommend mutual funds, disclose whether you will recommend "no-load" funds.
2. Explain that clients have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.
3. If more than 50% of your revenue from advisory clients results from commissions and other compensation for the sale of investment products you recommend to your clients, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.
4. If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.

Resources Management Corp does not charge performance-based fees.

Types of Clients

Form ADV Part 2A, Item 7

Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

Resources Management Corp (RMC) manages a wide array of accounts, including, but not limited to, personal and trust accounts, retirement accounts (pension plans, 401Ks, IRAs), profit-sharing accounts, cash management accounts and charitable gift annuity programs.

RMC generally prefers a minimum dollar amount of assets under management of \$500,000 per client relationship.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.

Resources Management Corp determines the asset allocation of each portfolio initially by examining the client's objectives and risk tolerance against the background of current market opportunities. Interest rate levels, market trends and economic conditions are key variables when determining asset allocation.

For the growth component of our client's portfolios, RMC tries to invest in companies that have the highest probability of outperforming the Standard & Poor's Index of 500 companies (S&P 500) over time. In concluding that a company is a "Core" holding, we use both qualitative and quantitative concepts. Specifically, we look to invest in companies that have outperformed the S&P500 over the past two, five and ten-year periods and show evidence of being able to continue this outperformance in the future.

We look to a number of factors including, but not limited to, estimated earnings growth, indebtedness, price/value ratios, PE ratios, consistency of earnings and the quality of management.

We purchase independent research to obtain this information and use brokerage house research only to corroborate the information purchased from the independent sources.

It is a highly disciplined and focused decision-making process that is augmented by professional judgment.

The fixed income component of a portfolio and the ratings associated therewith are driven by the client objectives and outlined in the client's Investment Guidelines.

It is always important to remember that there are risks associated with investing in securities and that past performance is never any guarantee of future results.

B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Not Applicable

C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

Not Applicable

Disciplinary Information

Form ADV Part 2A, Item 9

If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a management person has been involved in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the management person's favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the "date" of an event is the date that the final order, judgment, or decree was entered, or the date that any rights of appeal from preliminary orders, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a management person has been involved in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a client's or prospective client's evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a client's or prospective client's evaluation.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a management person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;

Not Applicable

2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;

Not Applicable

3. was found to have been involved in a violation of an investment-related statute or regulation; or

Not Applicable

4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

Not Applicable

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory

agency, or any foreign financial regulatory authority in which your firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or

Not Applicable

2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority

(a) denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business;

Not Applicable

(b) barring or suspending your firm's or a management person's association with an investment-related business;

Not Applicable

(c) otherwise significantly limiting your firm's or a management person's investment-related activities; or

(d) imposing a civil money penalty of more than \$2,500 on your firm or a management person.

Not Applicable

C. A self-regulatory organization (SRO) proceeding in which your firm or a management person

Not Applicable

1. was found to have caused an investment-related business to lose its authorization to do business; or

Not Applicable

2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership;

(ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

Not Applicable

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

Not Applicable

B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.

Not Applicable

C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships.

Not Applicable

D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

Not Applicable

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

Form ADV Part 2A, Item 11

- A. If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to [SEC rule 204A-1](#) or similar state rules. Explain that you will provide a copy of your code of ethics to any client or prospective client upon request.

Resources Management Corp's (RMC) code of ethics is based on the principle that all employees of the Company and certain related persons have a fiduciary responsibility to place the interest of clients ahead of their own and the Company's. A complete copy of the RMC code of ethics will be provided to clients or prospective clients upon request.

- B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Not Applicable

- B. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

Resources Management Corp (RMC) may recommend the purchase and/or sale of publicly traded securities in which RMC and/or its employees or a related person may hold a position. To insure that employees and related persons have placed the interest of the client before their own interest, all RMC employees and related persons' security transactions are reported to and reviewed by RMC's Chief Compliance Officer at least quarterly. In addition, at least annually, employees and related persons deliver to the Chief Compliance Officer a statement of their security holdings.

- C. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

In the event that a potential conflict of interest may arise from an employee placing a personal trade, the employee must have the Chief Compliance Officer sign off on the proposed transaction(s) before execution.

Brokerage Practices

Form ADV Part 2A, Item 12

A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Each client designates a third-party custodian who may be a broker. Under these circumstances, Resources Management Corp (RMC) must use the broker of the client's choice. If a client designates a third-party custodian who is not a broker, then the broker to be used on a given transaction may be chosen by RMC.

The choice of a third-party custodian is that of each client. If a client requests a specific broker/custodian, this choice is determinative. If a client asks for comments regarding broker/custodians, Resources Management Corp (RMC) quite often will discuss four criteria which the client should consider:

- 1) The financial stability of the broker/custodian;
- 2) The availability of third-party insurance to protect the client's assets held by the broker/custodian;
- 3) The ability of the broker to execute transactions in a timely and accurate manner;
- 4) The costs of executing transactions through the broker.

Subject to any client agreement with a broker, RMC endeavors to obtain the lowest execution cost for each client. This may be achieved through negotiation with the broker and/or through block transactions that will further reduce transaction costs. Lowered commission rates inure to the benefit of both the client and RMC as it reduces client's costs, thereby increasing asset value, which is the basis for RMC's compensation.

1. Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.

Resources Management Corp has no soft dollar arrangements.

- a. Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.

Not Applicable

- b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your clients' interest in receiving most favorable execution.

Not Applicable

- c. If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.

Not Applicable

- d. Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

Resources Management Corp has no soft dollar arrangements.

- e. Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year.

Not Applicable

f. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received.

Not Applicable

2. Brokerage for Client Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

a. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.

Not Applicable

b. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.

Not Applicable

3. Directed Brokerage.

a. If you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their clients to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money.

Not Applicable

c. If you permit a client to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of client transactions. Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Not Applicable

B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.

Resources Management Corp (RMC) will aggregate buy and sell orders when the opportunity presents itself. For example, if RMC decides to sell all the positions of one security from a group of accounts, the order to sell will be aggregated. In almost all client brokerage arrangements, RMC has negotiated per share commission rates that are the same regardless of the number of shares traded.

Review of Accounts

Form ADV Part 2A, Item 13

A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.

Resources Management Corp (RMC) reviews all client accounts on a monthly basis. The review includes specific attention to asset allocation guidelines, sector allocations, and the individual weightings of securities within the portfolio all with an overall consideration of a client's goals and objectives. The reviews are conducted by the portfolio manager who is assigned primary responsibility for the account.

B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.

Not Applicable

C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

At their option, clients will receive either monthly or quarterly Account Appraisals and Realized Gain/Loss statements from Resources Management Corp (RMC). These statements are in addition to the statements which all clients receive on a monthly basis directly from the custodian. RMC reconciles their records and those of the custodian on a monthly basis. All of these reports are in writing.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

- A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

Not Applicable

- B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.

Under certain circumstances, commercial and savings banks may elect to refer a client to Resources Management Corp. (RMC) for discretionary portfolio management, particularly when the referring bank has no in-house investment capacity. The referring bank and RMC may enter into a consulting arrangement wherein it is the referring bank's responsibility to furnish RMC with critical financial information about the client on an ongoing basis. The referring bank and RMC may conclude that the bank is in the best position to provide relevant information and counsel to RMC concerning the financial affairs of the client in order to insure that the investment program is specific to the client. When the referring bank and RMC enter into such a consulting agreement, RMC may pay the referring bank an annual fee for these updating services at a rate to be determined by the scope of each individual engagement. This consulting fee is disclosed to the client in writing and acknowledged by the client.

Custody

Form ADV Part 2A, Item 15

If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.

All RMC clients receive monthly account statements from a qualified custodian which is usually a broker-dealer or a bank. In addition, RMC sends accounts statements to its clients either monthly or quarterly depending on the client's preference. RMC account statements are reconciled monthly to the custodial statements. Clients should carefully review custodial statements and compare them to RMC statements.

Investment Discretion

Form ADV Part 2A, Item 16

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

Resources Management Corp (RMC) manages most client portfolios on a fully discretionary basis. This discretion generally is conditioned by the Investment Guidelines that are specific to each client. Within the Guidelines, there may be restrictions upon portfolio asset allocation, prohibited transactions (i.e. short sales), prohibited securities (i.e. lettered, restricted, foreign, etc.) and other limitations upon discretion. Similarly there may be limitations on the amount of any individual security to be purchased (i.e. limited to 6% of the fair market value of the portfolio)

Investment Guidelines are drafted by RMC after collaboration with the client. The Guidelines are then reviewed by and signed by the client.

Investment discretion is granted to RMC under the terms of a Discretionary Investment Management Agreement which is executed by both RMC and the client.

Voting Client Securities

Form ADV Part 2A, Item 17

A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to [SEC rule 206\(4\)-6](#). Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.

Resources Management Corp (RMC) will accept authority to vote any proxies received by it. RMC employs the services of a third party, Broadridge Financial Solutions – ProxyEdge.com, to vote client proxies.

ProxyEdge utilizes the Glass Lewis Investment Manager Guidelines to vote these proxies for RMC clients. These guidelines and the Glass Lewis approach to proxy analysis can be reviewed at their website ... www.glasslewis.com.

C. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.

In the event that a client retains proxy voting rights, they may contact Resources Management Corp either by phone or mail with questions about a particular proxy issue and/or a particular solicitation.

Financial Information

Form ADV Part 2A, Item 18

A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.

1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.

Not Applicable

2. Show parenthetically the market or fair value of securities included at cost.

Not Applicable

3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to [Article 2 of SEC Regulation S-X](#).

Not Applicable

B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.

None

C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

If you are registering or are registered with one or more state securities authorities, you must respond to the following additional Item.

Not Applicable

Thomas P. Fuller

Resources Management Corp

433 South Main Street, Suite 200

West Hartford, Connecticut 06110

(860) 561-1245

March 31, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Thomas P. Fuller that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Resources Management Corp if you did not receive Resources Management Corp's brochure or if you have any questions about the contents of this supplement.

Additional information about Thomas P. Fuller is available on the SEC's website at www.adviserinfo.sec.gov.¹

¹ Include the following on the cover page of the supplement: (1) The supervised person's name, business address and telephone number (if different from yours); (2). Your firm's name, business address and telephone number. If your firm brochure uses a business name for your firm, use the same business name for the firm in the supplement; and (3) The date of the supplement.

Display on the cover page statements containing the following or other clear and concise language conveying the same information, and identifying the document as a "brochure supplement:"

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Additional information about Thomas P. Fuller is available on the SEC's website at www.adviserinfo.sec.gov.

Note: You do not have to include this statement directing clients to the public website unless the supervised person is an investment adviser representative required to register with state securities authorities. The above information must be on the cover page of the supplement but need not be the only information on the cover page of the supplement. If other information is included on the cover page of the supplement, the above information must be on the top of the first page of the supplement.

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Educational Background and Business Experience

Form ADV Part 2B, Item 2

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

Disclose the supervised person's name, age (or year of birth), formal education after high school, and business background (including an identification of the specific positions held) for the preceding five years. If the supervised person has no high school education, no formal education after high school, or no business background, disclose this fact. You may list any professional designations held by the supervised person, but if you do so, you must provide a sufficient explanation of the minimum qualifications required for each designation to allow clients to understand the value of the designation.

Thomas P. Fuller

Year of Birth: 1952

Formal Education after High School:

- B.A., Hobart College, Geneva, NY - 1975

Business Background for the Previous Five Years:

- Resources Management Corp, Vice President & Portfolio Manager – 1994 through present

Certifications:

- None

Disciplinary Information

Form ADV Part 2B, Item 3

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. was found to have been involved in a violation of an investment-related statute or regulation; or
4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

NOT APPLICABLE

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;
 - (b) barring or suspending the supervised person's association with an investment-related business;
 - (c) otherwise significantly limiting the supervised person's investment-related activities; or
 - (d) imposing a civil money penalty of more than \$2,500 on the supervised person.

NOT APPLICABLE

C. A self-regulatory organization (SRO) proceeding in which the supervised person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

NOT APPLICABLE

D. Any other proceeding in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a proceeding (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.

NOT APPLICABLE

Other Business Activities

Form ADV Part 2B, Item 4

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

A. If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

- If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.
- If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client's needs.

NOT APPLICABLE

B. If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person's income or involve a substantial amount of the supervised person's time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person's time and income, you may presume that they are not substantial.

NOT APPLICABLE

Additional Compensation

Form ADV Part 2B, Item 5

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If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

NOT APPLICABLE

Supervision

Form ADV Part 2B, Item 6

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Explain how you supervise the supervised person, including how you monitor the advice the supervised person provides to clients. Provide the name, title and telephone number of the person responsible for supervising the supervised person's advisory activities on behalf of your firm.

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The person responsible for supervision is Frank M. Loehmann, Jr., Chief Executive Officer & Chief Compliance Officer (860-561-1245).

Requirements for State-Registered Advisers

Form ADV Part 2B, Item 7

****If you are registered or are registering with one or more state securities authorities, you must respond to the following additional items.**

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING, UNLESS YOU ARE REGISTERED OR REGISTERING WITH THE SEC. IF YOU ARE REGISTERED OR REGISTERING WITH THE STATE, YOU MUST ANSWER EACH ITEM. IF AN ITEM IS NOT APPLICABLE, YOU MUST STATE THAT IT IS NOT APPLICABLE.

A. In addition to the events listed in Item 3 of Part 2B, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

NOT APPLICABLE

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

NOT APPLICABLE

Michael W. Herlihy

Resources Management Corp

433 South Main Street, Suite 200

West Hartford, Connecticut 06110

(860) 561-1245

March 31, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Michael W. Herlihy that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Resources Management Corp if you did not receive Resources Management Corp's brochure or if you have any questions about the contents of this supplement.

Additional information about Michael W. Herlihy is available on the SEC's website at www.adviserinfo.sec.gov.¹

¹ Include the following on the cover page of the supplement: (1) The supervised person's name, business address and telephone number (if different from yours); (2). Your firm's name, business address and telephone number. If your firm brochure uses a business name for your firm, use the same business name for the firm in the supplement; and (3) The date of the supplement.

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This brochure supplement provides information about Michael W. Herlihy that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Frank M. Loehmann, Jr., Chief Compliance Officer of if you did not receive [name of advisory firm]'s brochure or if you have any questions about the contents of this supplement.

Additional information about Michael W. Herlihy is available on the SEC's website at www.adviserinfo.sec.gov.

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Educational Background and Business Experience

Form ADV Part 2B, Item 2

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Michael W. Herlihy

Year of Birth: 1960

Formal Education after High School:

- B.S., Business Administration, Stonehill College, North Easton, MA - 1983

Business Background for the Previous Five Years:

- Resources Management Corp, President & Chief Operations Officer – 2005 through present

Certifications:

- None

Disciplinary Information

Form ADV Part 2B, Item 3

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. was found to have been involved in a violation of an investment-related statute or regulation; or
4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

NOT APPLICABLE

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;
 - (b) barring or suspending the supervised person's association with an investment-related business;
 - (c) otherwise significantly limiting the supervised person's investment-related activities; or
 - (d) imposing a civil money penalty of more than \$2,500 on the supervised person.

NOT APPLICABLE

C. A self-regulatory organization (SRO) proceeding in which the supervised person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

NOT APPLICABLE

D. Any other proceeding in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a proceeding (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.

NOT APPLICABLE

Other Business Activities

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NOT APPLICABLE

- B. If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person's income or involve a substantial amount of the supervised person's time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person's time and income, you may presume that they are not substantial.

NOT APPLICABLE

Additional Compensation

Form ADV Part 2B, Item 5

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NOT APPLICABLE

Supervision

Form ADV Part 2B, Item 6

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- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

NOT APPLICABLE

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

NOT APPLICABLE

Kathryn R. Hutcheson

Resources Management Corp

433 South Main Street, Suite 200

West Hartford, Connecticut 06110

(860) 561-1245

March 31, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Kathryn R. Hutcheson that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Resources Management Corp if you did not receive Resources Management Corp's brochure or if you have any questions about the contents of this supplement.

Additional information about Kathryn R. Hutcheson is available on the SEC's website at www.adviserinfo.sec.gov.¹

¹ Include the following on the cover page of the supplement: (1) The supervised person's name, business address and telephone number (if different from yours); (2). Your firm's name, business address and telephone number. If your firm brochure uses a business name for your firm, use the same business name for the firm in the supplement; and (3) The date of the supplement.

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Additional information about [name of supervised person] is available on the SEC's website at www.adviserinfo.sec.gov.

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Educational Background and Business Experience

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Kathryn R. Hutcheson

Year of Birth: 1949

Formal Education after High School:

- B.A., Manhattanville College, Purchase, NY - 1971

Business Background for the Previous Five Years:

- Resources Management Corp, Investment Analyst/Portfolio Manager – 1999 through present

Certifications:

- None

Disciplinary Information

Form ADV Part 2B, Item 3

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2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. was found to have been involved in a violation of an investment-related statute or regulation; or
4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

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1. was found to have caused an investment-related business to lose its authorization to do business; or
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 - (c) otherwise significantly limiting the supervised person's investment-related activities; or
 - (d) imposing a civil money penalty of more than \$2,500 on the supervised person.

NOT APPLICABLE

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NOT APPLICABLE

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NOT APPLICABLE

Additional Compensation

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Requirements for State-Registered Advisers

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A. In addition to the events listed in Item 3 of Part 2B, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

NOT APPLICABLE

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

NOT APPLICABLE

Frank M. Loehmann, Jr.

Resources Management Corp

433 South Main Street, Suite 200

West Hartford, Connecticut 06110

(860) 561-1245

March 31, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Frank M. Loehmann, Jr. that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Resources Management Corp if you did not receive Resources Management Corp's brochure or if you have any questions about the contents of this supplement.

Additional information about Frank M. Loehmann, Jr. is available on the SEC's website at www.adviserinfo.sec.gov.¹

¹ Include the following on the cover page of the supplement: (1) The supervised person's name, business address and telephone number (if different from yours); (2). Your firm's name, business address and telephone number. If your firm brochure uses a business name for your firm, use the same business name for the firm in the supplement; and (3) The date of the supplement.

Display on the cover page statements containing the following or other clear and concise language conveying the same information, and identifying the document as a "brochure supplement:"

This brochure supplement provides information about Frank M. Loehmann, Jr. that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Michael W. Herlihy, President & Chief Operating Officer of RMC if you did not receive Resources Management Corp's brochure or if you have any questions about the contents of this supplement.

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Educational Background and Business Experience

Form ADV Part 2B, Item 2

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

Disclose the supervised person's name, age (or year of birth), formal education after high school, and business background (including an identification of the specific positions held) for the preceding five years. If the supervised person has no high school education, no formal education after high school, or no business background, disclose this fact. You may list any professional designations held by the supervised person, but if you do so, you must provide a sufficient explanation of the minimum qualifications required for each designation to allow clients to understand the value of the designation.

Frank M. Loehmann, Jr.

Year of Birth: 1945

Formal Education after High School:

- B.A., Colgate University, Hamilton, NY - 1967
- Masters of Science in Accounting, Northeastern University, N/E, Boston, MA – 1968

Business Background for the Previous Five Years:

- Resources Management Corp, Chairman & Chief Executive Officer – 1984 through present

Certifications:

- Certified Public Accountant, State of Connecticut

Applicants for a Connecticut CPA Certificate must have a minimum of 150 semester hours of college education, which includes:

- A baccalaureate degree from a four-year college,
- A minimum of 36 semester hours in accounting (which may include basic or an introductory accounting course),
- 30 semester hours in economics and business administration,
- At least 60 semester hours in general education

Connecticut utilizes the AICPA Uniform CPA Exam as its exam requirement for a Connecticut CPA Certificate. Connecticut requires an individual pass the ACPA Uniform CPA Exam by sitting for all parts not previously passed.

In Connecticut, licensees are required to take 40 hours of continuing professional education per year.

Disciplinary Information

Form ADV Part 2B, Item 3

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. was found to have been involved in a violation of an investment-related statute or regulation; or
4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

NOT APPLICABLE

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;
 - (b) barring or suspending the supervised person's association with an investment-related business;
 - (c) otherwise significantly limiting the supervised person's investment-related activities; or
 - (d) imposing a civil money penalty of more than \$2,500 on the supervised person.

NOT APPLICABLE

C. A self-regulatory organization (SRO) proceeding in which the supervised person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

NOT APPLICABLE

D. Any other proceeding in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a proceeding (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.

NOT APPLICABLE

Other Business Activities

Form ADV Part 2B, Item 4

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

- A. If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.
- If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.
 - If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client's needs.

NOT APPLICABLE

- B. If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person's income or involve a substantial amount of the supervised person's time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person's time and income, you may presume that they are not substantial.

NOT APPLICABLE

Additional Compensation

Form ADV Part 2B, Item 5

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

NOT APPLICABLE

Supervision

Form ADV Part 2B, Item 6

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

Explain how you supervise the supervised person, including how you monitor the advice the supervised person provides to clients. Provide the name, title and telephone number of the person responsible for supervising the supervised person's advisory activities on behalf of your firm.

Purchases of securities can only be made from the RMC Buylist which is prepared by the Investment Committee every other week.

Significant telephone conversations and meetings with clients are documented in memorandums which are reviewed by the Chief Compliance Officer. Almost all client meetings are attended by at least two members of the Portfolio Management Group.

The person responsible for supervision is Frank M. Loehmann, Jr., Chief Executive Officer & Chief Compliance Officer (860-561-1245).

Requirements for State-Registered Advisers

Form ADV Part 2B, Item 7

****If you are registered or are registering with one or more state securities authorities, you must respond to the following additional items.**

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A. In addition to the events listed in Item 3 of Part 2B, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

NOT APPLICABLE

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

NOT APPLICABLE

William F. Weaver

Resources Management Corp

433 South Main Street, Suite 200

West Hartford, Connecticut 06110

(860) 561-1245

March 31, 2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about William F. Weaver that supplements the Resources Management Corp's brochure. You should have received a copy of that brochure. Please contact Resources Management Corp if you did not receive Resources Management Corp's brochure or if you have any questions about the contents of this supplement.

Additional information about William F. Weaver is available on the SEC's website at www.adviserinfo.sec.gov.¹

¹ Include the following on the cover page of the supplement: (1) The supervised person's name, business address and telephone number (if different from yours); (2). Your firm's name, business address and telephone number. If your firm brochure uses a business name for your firm, use the same business name for the firm in the supplement; and (3) The date of the supplement.

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Additional information about William F. Weaver is available on the SEC's website at www.adviserinfo.sec.gov.

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Educational Background and Business Experience

Form ADV Part 2B, Item 2

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William F. Weaver

Year of Birth: 1952

Formal Education after High School:

- B.A., Economics, Amherst College, Amherst, MA – 1971
- MBA, Finance, University of New Haven, West Haven, CT – 1985

Business Background for the Previous Five Years:

- Resources Management Corp, Portfolio Manager – March, 2011 through present
- Northeastern Banking Services Group (Wethersfield, CT),
Affiliated Managing Director – August-March, 2011
- First Funding Corp (New Haven, CT), CFO – August 2009-June 2010
- LibertyPointe Bank (New York, NY), EVP & CFO – July 2005-August 2009

Certifications:

- None

Disciplinary Information

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1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
 3. was found to have been involved in a violation of an investment-related statute or regulation; or
 4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

NOT APPLICABLE

- B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person
1. was found to have caused an investment-related business to lose its authorization to do business; or
 2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;
 - (b) barring or suspending the supervised person's association with an investment-related business;
 - (c) otherwise significantly limiting the supervised person's investment-related activities; or
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NOT APPLICABLE

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Additional Compensation

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Supervision

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- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

NOT APPLICABLE

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NOT APPLICABLE