

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

**Resource Planning Group, Ltd.**

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

**7000 Peachtree-Dunwoody Rd., Bldg 6, #100 Atlanta****GA****30328****( 770 ) 671-9500**

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

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

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

**FORM ADV****Part II - Page 2**

Applicant:

**Resource Planning Group, Ltd.**

SEC File Number:

**801-43321**

Date:

**May 18, 2009****1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.  
(See instruction below.)**Applicant:**

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

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

**B.** Does applicant call any of the services it checked above financial planning or some similar term? . . . . .Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

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

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

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

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

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

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

**FORM ADV****Part II - Page 3**

Applicant:

**Resource Planning Group, Ltd.**

SEC File Number:

801- **43321**

Date:

**May 18, 2009****3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities                   | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities         |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on:   |
| <input checked="" type="checkbox"/> (3) foreign issues                     | <input checked="" type="checkbox"/> (1) securities                         |
|  | <input type="checkbox"/> (2) commodities                                   |
| <input type="checkbox"/> B. Warrants                                       | J. Futures contracts on:   |
| <input checked="" type="checkbox"/> C. Corporate debt securities           | <input type="checkbox"/> (1) tangibles                                     |
| (other than commercial paper)  | <input type="checkbox"/> (2) intangibles                                   |
| <input type="checkbox"/> D. Commercial paper                               | K. Interests in partnerships investing in:                                 |
| <input checked="" type="checkbox"/> E. Certificates of deposit             | <input type="checkbox"/> (1) real estate                                   |
| <input checked="" type="checkbox"/> F. Municipal securities                | <input type="checkbox"/> (2) oil and gas interests                         |
|  | <input type="checkbox"/> (3) other (explain on Schedule F)                 |
| G. Investment company securities:  | <input type="checkbox"/> L. Other (explain on Schedule F)                  |
| <input checked="" type="checkbox"/> (1) variable life insurance            |  |
| <input checked="" type="checkbox"/> (2) variable annuities                 |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                 |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

## A. Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Charting               | (4) <input checked="" type="checkbox"/> Cyclical           |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical              |  |

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

- |  |  |
|--|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services   |
| (2) <input type="checkbox"/> Inspections of corporate activities           | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input type="checkbox"/> Research materials prepared by others         | (7) <input type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services          | (8) <input type="checkbox"/> Other (explain on Schedule F)   |

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

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input type="checkbox"/> Short sales   |   |

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

**FORM ADV****Part II - Page 4**

Applicant:

**Resource Planning Group, Ltd.**

SEC File Number:

801-43321

Date:

**May 18, 2009****5. Education and Business Standards.**

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

Yes No  
☒ ☐

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

**6. Education and Business Background.**

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

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

Yes No  
☒ ☐

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

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

**FORM ADV****Part II - Page 5**

Applicant:

**Resource Planning Group, Ltd.**

SEC File Number:

801- 43321

Date:

**May 18, 2009****9. Participation or Interest in Client Transactions.**

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

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

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

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

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

Yes ☒ No ☐

(If yes, describe on Schedule F.)

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

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

**All portfolios are reviewed by either John E. Howard, Kevin R. Woods or DeWitt T. Weaver, III, all Principals in Resource Planning Group, Ltd. ("RPG"). The frequency of review is determined by the type of services the client has requested.**

**Professional Investment Management Service (PIMS) client accounts are monitored closely. In this program, RPG has a number of models, to which clients are matched in terms of investment objectives and other factors. These model portfolios of recommended securities are reviewed, in aggregate, on a regular basis. That is, all securities are monitored monthly for changes in performance, management style (in the case of mutual funds), and risk factors. Any perceived need for change is then considered for each client portfolio on an individual basis. All portfolios in this program are compared to their respective models on a monthly basis. Weightings are adjusted to more closely match the appropriate model as needed.**

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

**Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, RPG provides a quarterly report for each PIMS client. This report includes a summary of portfolio holdings, summary of transactions, and a performance evaluation that compares the performance of each investment and each asset class to commonly accepted market indices.**

**FORM ADV****Part II - Page 6**

Applicant:

**Resource Planning Group, Ltd.**

SEC File Number:

801-43321

Date:

**May 18, 2009****12. Investment or Brokerage Discretion.**

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

(1) securities to be bought or sold? . . . . .

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☒ ☐

(3) broker or dealer to be used ? . . . . .

Yes No

☒ ☐

(4) commission rates paid? . . . . .

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients? . . . . .

Yes No

☒ ☐

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

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

**13. Additional Compensation.**

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

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? . . . . .

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? . . . . .

Yes No

☒ ☐

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

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

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

Has applicant provided a Schedule G balance sheet? . . . . .

Yes No

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

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

Applicant:	SEC File Number:	Date:
<b>Resource Planning Group, Ltd</b>	<b>801-43321</b>	<b>May 18, 2009</b>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
<b>Resource Planning Group, Ltd</b>		<b>58-1642233</b>
Item of Form (identify)	Answer	
1.D	<p><b>SERVICES</b></p> <p>The applicant, Resource Planning Group, Ltd. (hereinafter "RPG") provides comprehensive advisory services for its clients. RPG may provide any number of services, including but not necessarily limited to: asset management, portfolio analysis and asset allocation services, in each case based on the client's investment objectives and financial circumstances.</p> <p>RPG's purpose is to assist its clients in accomplishing their long-term objectives in a cost effective manner, while minimizing the risk of loss of capital during the short-term. To this end, RPG is committed to the fee-only approach to financial services. RPG believes that any other method of compensation for an advisor focuses attention on the closing of transactions that benefit the advisor, and accordingly shifts the focus away from the long- and short-term benefits of the client.</p> <p><u>Professional Investment Management Service (PIMS)</u></p> <p>The PIMS program is available primarily on a discretionary basis, although non-discretionary arrangements may be made under limited circumstances. Under a discretionary arrangement, RPG will normally have the authority to supervise and direct the portfolio without prior consultation with the client. Once initial portfolio changes are implemented, RPG will, on an ongoing basis, review the client portfolios and monitor the investments to ensure that the arrangement of the portfolio is still commensurate with the client's goals and objectives.</p> <p>If a client chooses to retain RPG on a non-discretionary basis, all investment recommendations made by RPG are subject to client approval on an individual basis.</p> <p>The PIMS program offers the client the opportunity to utilize the widest range of services available from RPG. The PIMS program encompasses the following services, as they apply to each individual situation:</p> <ul style="list-style-type: none"> <li>- <b>Establish investment objectives.</b> This step involves developing the overall financial plan for a client. It includes income and liquidity planning, determining an acceptable level of portfolio volatility and estimating the investment return that will be necessary to accomplish the client's personal financial goals.</li> <li>- <b>Select acceptable asset classes.</b> This step involves consideration of various categories of investments for the purpose of establishing which ones are acceptable to the client for possible inclusion in the portfolio.</li> <li>- <b>Determine optimal asset class allocations.</b> Statistical modeling techniques are used to determine the weighting that is most appropriate for each selected asset class.</li> <li>- <b>Determine appropriate management allocation styles.</b> Within each asset class, a determination is made as to the appropriate style of security selection, giving due</li> </ul>	

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

## Schedule F of

Form ADV  
Continuation Sheet for Form ADV  
Part II

Applicant:	SEC File Number:	Date:
<b>Resource Planning Group, Ltd</b>	<b>801-43321</b>	<b>May 18, 2009</b>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
<b>Resource Planning Group, Ltd</b>	<b>58-1642233</b>
Item of Form (identify)	Answer
1.D Continued	<p>regard to prevailing and anticipated market conditions. For example, between the growth and value styles, a value bias is implemented.</p> <ul style="list-style-type: none"> <li>- <b>Investment Type Selection.</b> In this step, a determination of the type of securities to be employed is made. The client and RPG discuss the various options, and decide to use individual equity securities, individual fixed income securities, open-end mutual funds, closed-end mutual funds, Exchange Traded Funds (ETF's) or a combination of some or all of these.</li> <li>- <b>Investment Selection.</b> RPG will review potential securities to be utilized. Those clients who do not grant discretionary authority to RPG will have the opportunity to approve all securities purchases as well as sales in the portfolio.</li> <li>- <b>Custodial arrangements.</b> The account custodian is responsible for providing the client with prompt confirmation of all trading activity, as well as monthly or quarterly account statements and year-end tax reports. Currently the full range of service offered by RPG is only available to clients whose accounts are custodied at Charles Schwab &amp; Co., Inc., Fidelity Investments, TD Ameritrade or any other similar entity acceptable to RPG.</li> <li>- <b>Account transfer.</b> Arrangements are made to accommodate the transfer of assets into the managed account.</li> <li>- <b>Monitoring.</b> Individual investments in the PIMS program are monitored regularly. RPG maintains a base recommended list, from which securities are chosen for individual clients. This overall list is reviewed daily, and any perceived need for change is then considered for each portfolio on an individual basis.</li> <li>- <b>Reporting.</b> RPG provides a quarterly performance report for clients in the PIMS program. This report includes a comparison to applicable indices.</li> </ul> <p><b>Proxy Voting</b></p> <p>In certain circumstances and in accordance with our client agreement, RPG shall vote proxies related to securities held in any PIMS account. We will vote proxies in such a way that, to the best of our knowledge, is in the best interest of each individual shareholder. We will consider only those factors that relate to the client's investment(s) or factors that are set forth in written instructions from the client.</p> <p>In general, RPG believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. We will generally vote <b>for</b>:</p> <ul style="list-style-type: none"> <li>• The election of directors (where no corporate governance issues are implicated);</li> <li>• Proposals that strengthen the shared interests of shareholders and management;</li> <li>• The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;</li> <li>• Proposals that we believe may lead to an increase in shareholder value;</li> </ul>

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



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

Applicant:	SEC File Number:	Date:
<b>Resource Planning Group, Ltd</b>	<b>801-43321</b>	<b>May 18, 2009</b>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
<b>Resource Planning Group, Ltd</b>	<b>58-1642233</b>

Item of Form (identify)	Answer
1.D Continued	<ul style="list-style-type: none"> <li>• Management recommendations adding or amending indemnification provisions in charter or by-laws;</li> <li>• Proposals that maintain or increase the rights of shareholders.</li> </ul> <p>We will generally vote <b>against</b> any proposals that we believe will have negative impact on shareholder value or rights.</p> <p>While all proxies will receive attention and consideration, more detailed research will be conducted for non-routine items and conflict of interest items. If RPG perceives a conflict of interest, our policy is to notify affected clients in writing, in order that they may choose the course of action they deem most appropriate.</p> <p>A copy of our complete policy, as well as records of proxies voted, is available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.</p> <p><u>Personal Financial Planning Service (PFP)</u> Personal Financial Planning services are also offered. Through individual consultations, each client's unique investment objectives are established. The process involves helping the client to determine his or her risk tolerance, identify cash flow and liquidity needs, and determine the most appropriate overall asset allocation for the client. Various financial planning software packages are utilized during this process.</p> <p><u>Money Manager Referrals</u> RPG may from time to time in the course of a relationship with a client recommend one or more third party money managers to manage all or a portion of the client's portfolio. In such circumstances, the client may elect to engage the third party money manager pursuant to a separate management agreement after reviewing Part II of the third party's Form ADV.</p> <p><b>FEE INFORMATION</b></p> <p><u>PIMS Fees</u> Fees are payable quarterly in advance, based on the appraised account value at the end of the previous quarter. If management begins after the start of a quarter, fees are generally prorated accordingly. The management agreement may be terminated by either party upon thirty (30) days' written notice. In the event of termination, any paid but unearned fees will be promptly refunded to the client. All fees paid to RPG for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally</p>

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

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

Applicant:

**Resource Planning  
Group, Ltd**SEC File  
Number:**801-43321**

Date:

**May 18, 2009**

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
<b>Resource Planning Group, Ltd</b>	<b>58-1642233</b>

Item of Form (identify)	Answer								
1.D Continued	<p>include a management fee and other expenses. If the fund also imposes a sales charge, a client could pay an initial or deferred sales charge. Fees paid to RPG are exclusive of all custodial and transaction costs paid to account custodian, brokers or other third party consultants. The client should review all fees charged by mutual funds, RPG and others to fully understand the total amount of fees to be paid by the client.</p> <p>Fees are based on a percentage of assets under management. The annual fee schedule for these services is as follows:</p> <table> <tr> <th>Client Assets Under Management</th><th>Fee (as a percentage of assets)</th></tr> <tr> <td>First \$500,000</td><td>1.50%</td></tr> <tr> <td>Next \$2,000,000</td><td>1.00%</td></tr> <tr> <td>Balance over \$2,500,000</td><td>0.50%</td></tr> </table> <p>Generally, RPG only accepts portfolios valuing \$500,000 or more in the PIMS program. Minimum annual fees may apply, at RPG's discretion. However, under certain circumstances, fees and minimums may be negotiable.</p> <p><b><u>Personal Financial Planning Program Fees</u></b></p> <p>Fees for these services are charged a fixed fee, depending on the scope of services required. Fees are established using estimates of the professional time required at rates that range from \$100 to \$250 per hour, depending on the personnel involved and the type of service. A retainer of not less than 50% of the fixed fee is required before work begins.</p> <p><b>5. EDUCATION AND BUSINESS STANDARDS</b></p> <p>All individuals providing investment advice on behalf of RPG are required to be properly licensed or otherwise qualified by applicable regulatory agencies. RPG also requires any associated person involved in determining or giving investment advice to have significant applicable experience in an appropriate field of work.</p>	Client Assets Under Management	Fee (as a percentage of assets)	First \$500,000	1.50%	Next \$2,000,000	1.00%	Balance over \$2,500,000	0.50%
Client Assets Under Management	Fee (as a percentage of assets)								
First \$500,000	1.50%								
Next \$2,000,000	1.00%								
Balance over \$2,500,000	0.50%								

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

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

Applicant:

**Resource Planning  
Group, Ltd**SEC File  
Number:**801-43321**

Date:

**May 18, 2009**

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
<b>Resource Planning Group, Ltd</b>	<b>58-1642233</b>

Item of Form (identify)	Answer
6.	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p><i>John Elson Howard</i> <i>DOB 8/5/1950</i></p> <p><b>Education</b> Bachelor of Science, Accounting, University of Tennessee, 1974 Juris Doctor, Emory University School of Law, 1980</p> <p><b>Business Background</b> CEO, Principal, Resource Planning Group, Ltd., 01/1991- present President, John Elson Howard, P.C. (law firm), 09/1986 - 12/2005 Sole Proprietor, John Elson Howard, CPA , 11/1985 - 09/1991</p> <p><b>Examinations</b> Certified Public Accountant, Georgia Board of Accountancy, 1976 State Bar Exam, Georgia State Bar, 1980 Certified Financial Planner, AICPA, 1990 FINRA Variable Contract &amp; Investment Company Exam, 1990</p> <p><i>Kevin Ronald Woods</i> <i>DOB 03/23/1963</i></p> <p><b>Education</b> AAS, State University of New York, 1983 College for Financial Planning, 2006</p> <p><b>Business Background</b> COO, CCO, Principal, Resource Planning Group, Ltd., 12/2002 - present Independent Financial Advisor, American Wealth Management, 04/1994 - 11/2002</p> <p><b>Examinations</b> Certified Financial Planner, Board of Certified Financial Planners, 2006 FINRA Series 65, Adviser Law Exam, 2002 FINRA Series 7, General Securities Representative, 1989 FINRA Series 63, Uniform Securities Agent State Law Exam, 1989</p>

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Continuation Sheet for Form ADV  
Part II**

Applicant:	SEC File Number:	Date:
<b>Resource Planning Group, Ltd</b>	<b>801-43321</b>	<b>May 18, 2009</b>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
6. Continued	<p><b><i>DeWitt Thompson Weaver, III</i></b> <b><i>DOB October 9, 1965</i></b></p> <p><u>Education</u> BA, Accounting, cum laude, Southern Methodist University, 1988</p> <p><u>Business Background</u> CFO, Principal, Resource Planning Group, Ltd, July 2008 - Present President, Weaver Capital Management, LLC, April 2005 - Present General Partner, WRH Capital Management, LLP, April 1996 - March 2005</p> <p><u>Professional Certifications/Examinations</u> Certified Financial Planner, 1996 FINRA Series 65, Investment Adviser Examination, 1999 FINRA Series 7, General Securities Representative Examination, 1996</p> <p><b><i>Eric Bowen Toole</i></b> <b><i>DOB February 28, 1975</i></b></p> <p><u>Education</u> BBA, Finance, University of Georgia, 1997 MBA, Personal Financial Planning, Georgia State University, 2003</p> <p><u>Business Background</u> Principal, Resource Planning Group, August 2008 – Present Client Advisor, SunTrust Bank, July 1997 – April 2008</p> <p><u>Professional Certifications/Examinations</u> Certified Financial Planner, 2004</p> <p><b><i>Charles Brandon Downs</i></b> <b><i>DOB May 26, 1981</i></b></p> <p><u>Education</u> BS, Business Administration and Economics, University of Richmond, 2003 Executive Program for Financial Planning, University of Georgia, 2008</p> <p><u>Business Background</u> Service Advisor, Resource Planning Group, Ltd, August 2008 – Present Client Advisor, SunTrust Bank, March 2006 – June 2008 Credit Analyst, Jackson State Bank of Trust, September 2003 – October 2005 Student, University Of Richmond, August 1999 – May 2003</p>

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<b>Resource Planning Group, Ltd</b>	<b>801-43321</b>	<b>May 18, 2009</b>

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6. Continued	<p>Student, Holy Innocents Episcopal School, August 1995 – May 2009</p> <p><u>Professional Certifications/Examinations</u>  Certified Financial Planner, 2008  FINRA Series 7, General Securities Representative Examination, 2006  FINRA Series 66, Uniform Combined State Law Examination, 2006</p>
8.  C, D	<p><b>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</b></p> <p>John Howard, President of RPG, provides legal, estate and tax counseling for separate and typical compensation for limited number of clients.</p> <p>RPG is affiliated with another registered investment adviser, Fisherman Capital Management, LLC. ("Fisherman"). Fisherman is the General Partner of The Fisherman Fund, L.P., ("the Fund") a private fund. DeWitt T. Weaver, III is an owner in both RPG and Fisherman. From time to time, RPG clients may be introduced to Fisherman for the purpose of investing in the Fund. The Fund will generally charge a lower fee to RPG clients who invest in the Fund.</p>
9.  E	<p><b>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</b></p> <p><u>Code of Ethics</u></p> <p>RPG has adopted a Code of Ethics, the full text of which is available to you upon request.</p> <p>RPG has several goals in adopting this Code. First, RPG desires to comply with all applicable laws and regulations governing its practice. Next, the management of RPG has determined to set forth guidelines for professional standards, under which all associated persons are to conduct themselves. RPG has set high standards, the intention of which is protect client interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to strictly adhere to these guidelines, as well as the procedures for approval and reporting established in the Code. RPG has instituted, as a deterrent, a policy of disciplinary actions to be taken with respect to any associated person who violates the Code.</p> <p>Finally, RPG has adopted specific policies and procedures designed to assist in the implementation of the guidelines outlined in the Code. Our procedures include specific steps taken with regard to the treatment of aggregated or bundled trading activities. This also includes policies and procedures relating to the required approval and reporting of the</p>

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
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9. Continued	personal securities transactions of our personnel; required holdings reports for personnel; insider trading education and prohibitions; and client privacy protection. Such policies and procedures will serve to assist in reviewing the effectiveness of the implementation of the Code on an ongoing basis.
10.	<b>CONDITIONS FOR MANAGING ACCOUNTS</b> Generally, RPG only accepts portfolios valuing \$500,000 or more in the PIMS program. Minimum annual fees may apply, at RPG's discretion. However, under certain circumstances, fees and minimums may be negotiable.
12. A	<b>INVESTMENT OR BROKERAGE DISCRETION</b> (1) and (2) With respect to those accounts that RPG manages on a discretionary basis, RPG will normally have the authority to determine which securities are to be bought and sold, the amount of the securities to be bought and sold, and the timing of such transactions.  (3) and (4) Clients will generally have the opportunity to select the custodian and/or broker-dealer of their choice; however, clients in need of custodial services will normally have Charles Schwab & Co., Inc. ("Schwab"), Fidelity Investments ("Fidelity"), TD Ameritrade Institutional ("TD Ameritrade"), a division of TD Ameritrade, Inc., or any other similar entity acceptable to RPG, recommended to them. Each of these and other firms whose services are utilized by RPG are collectively referred to as "the Brokers", and each is a FINRA-registered broker/dealer. Depending on the choice made by the client, RPG may or may not have the opportunity to negotiate commissions paid by the client, and RPG's ability to obtain best execution may be impaired. (Please see 12 B below.)
12. B	<b>SUGGESTED BROKERS</b> RPG participates in the Institutional programs of the Brokers. These firms offer service programs to independent investment advisers. These programs normally include, without limitation, custody of securities, trade execution, and clearance and settlement of transactions. As part of the programs, RPG receives some benefits. (Please see the disclosure under Item 13A of this Schedule F narrative.) When given the discretion to do so, RPG will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commission is based on the broker's ability to provide professional services, competitive commission rates, research and other services which will help RPG in providing investment advisory services to clients. RPG may therefore recommend (or use) the use of a broker/dealer who provides useful research and securities transaction services even though a lower commission may be charged by a different broker/dealer, who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all of RPG's clients, and not all of such research may be useful for

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13. A	<p>the account for which the particular transaction was effected.</p> <p><b>ADDITIONAL COMPENSATION</b></p> <p>While there is no direct link between the investment advice given and participation in the programs mentioned above, economic benefits are received. These benefits may include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving adviser participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; receive discounts on compliance, marketing, technology, and practice management products or services provided to adviser by third party vendors; ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The Brokers may also make available to RPG other services intended to help RPG manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, the Brokers may make available, arrange and/or pay for these types of services rendered to RPG by independent third parties. The Brokers may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to RPG, and/or may pay for travel expenses relating to participation in such training. The benefits received through participation in the program do not necessarily depend upon the proportion of transactions directed to each of the firms.</p>	
B	<p><u>Referrals</u></p> <p>From time to time RPG may pay referral fees to Hewitt Financial Services, LLC, and TD Ameritrade for soliciting clients for RPG, subject to the requirements of Rule 206(4)-3 of the Advisers Act.</p> <p><b>Hewitt Financial Services, LLC</b></p> <p>RPG receives client referrals from Hewitt Financial Services, LLC ("Hewitt") through RPG's participation in Hewitt AdvisorConnection ("AdvisorConnection"). AdvisorConnection is designed to help investors find independent investment advisors. Hewitt is a registered investment adviser and broker/dealer independent of and unaffiliated with RPG. Hewitt does not supervise RPG and has no responsibility for RPG's management of clients' portfolios or RPG's other advice or services. RPG pays Hewitt fees to receive client referrals through AdvisorConnection. RPG's participation in AdvisorConnection may raise potential conflicts of interest described below.</p> <p>RPG pays Hewitt a participation fee on all referred clients' accounts that are maintained in</p>	

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13. Continued	<p>custody though one or more broker/dealers maintaining a fee-sharing relationship with Hewitt and a separate fee on all accounts that are maintained at, or transferred to, another custodian. The participation fee paid by RPG includes a percentage of the fees the client owes to RPG and an annual retainer. RPG pays Hewitt the participation fee for as long as the referred client's account remains in custody at Hewitt. The part of the participation fee based on the fees the client owes to RPG is billed to RPG quarterly and may be increased, decreased or waived by Hewitt from time to time. The participation fee is paid by RPG and not by the client. RPG agrees not to charge clients referred through AdvisorConnection fees or costs greater than the fees or costs RPG charges clients with similar portfolios who were not referred through AdvisorConnection.</p> <p>For accounts of RPG's client maintained in custody at broker/dealers having a fee-sharing arrangement with Hewitt, Hewitt will not charge the client separately for custody but will receive compensation indirectly from RPG's clients in the form of commission or other transaction-related compensation on securities trades executed through this participating broker/dealer. RPG acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody through Hewitt's arrangements with third party broker/dealers may be executed through a different broker/dealer than trades for RPG's other clients. Thus, trades for accounts of clients referred through AdvisorConnection may receive different quality of execution than that of other clients of RPG.</p> <p>RPG generally pays Hewitt a separate fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from broker/dealers having fee-sharing agreements with Hewitt. This separate fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Hewitt. The fee is higher than the participation fees that RPG would generally pay in a single year. Thus, RPG will have an incentive to recommend that client accounts be held in custody through broker/dealers having fee-sharing agreements with Hewitt.</p> <p><b>TD Ameritrade</b> RPG may receive client referrals from TD Ameritrade through RPG's participation in TD Ameritrade's AdvisorDirect program ("AdvisorDirect"). AdvisorDirect is designed to assist clients in finding an independent investment adviser. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, RPG may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade.</p> <p>TD Ameritrade is a discount broker-dealer independent of and unaffiliated with RPG and there is no employee or agency relationship between the two parties. TD Ameritrade has</p>

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13. Continued	<p>established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisers. TD Ameritrade does not supervise RPG and has no responsibility for RPG's management of client portfolios or RPG's other advice or services. RPG pays TD Ameritrade an on-going fee for each successful client referral. This fee (the "Solicitation Fee") is usually a percentage (not to exceed 15%) of the advisory fee that the client pays to RPG. RPG will also pay TD Ameritrade the Solicitation Fee on any advisory fees collected from the referred client's family members who reside with the referred client, if such relationship is based on the recommendation of the original referred client. RPG will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients, nor will RPG pass Solicitation Fees paid to TD Ameritrade on to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.</p> <p>RPG's participation in AdvisorDirect raises a potential conflict of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisers that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, RPG may have an incentive to recommend to clients that the assets under management be held at TD Ameritrade and to place client transactions with TD Ameritrade. In addition, RPG has agreed not to solicit client referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish accounts at other custodians, except when its fiduciary duty requires doing so. RPG recognizes that its participation in AdvisorDirect does not diminish its duty to seek best execution of trades for its clients' accounts.</p> <p>For accounts held at TD Ameritrade under AdvisorDirect, TD Ameritrade does not charge the client separately for custody but does receive compensation from RPG's clients in the form of commissions or other transaction-related compensation on securities trades executed through TD Ameritrade. TD Ameritrade also receives a fee for clearance and settlement of trades executed through outside broker/dealers, which is in addition to fees charged by the other broker/dealer.</p>

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