



Resource Planning Group, Ltd.

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March 31, 2011

This brochure provides information about the qualifications and business practices of Resource Planning Group, Ltd. ("RPG"). If you have any questions about the contents of this brochure, please contact us at (770) 671-9500. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Resource Planning Group, Ltd. is an investment advisory firm registered under the Investment Advisers Act of 1940. Registration of an investment adviser does not imply any level of skill training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser. Additional information about Resource Planning Group, Ltd. is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2. Material Changes

In July 2010, the United State Securities and Exchange Commission ("SEC") published "Amendments to Form ADV" which requires us to provide clients and prospective clients ("you, your, yours") with a brochure and brochure supplements written in plain English. This brochure dated March 31, 2011 is prepared according to the SEC's new requirements and rules. As a result, we are providing you with a brochure that not only looks different, but contains more information than our earlier disclosure documents.

In the past Resource Planning Group, Ltd. ("RPG, we, us, our, ours") offered or delivered information about our qualifications and business practices to clients on an annual basis. Going forward, we will see that you receive a summary of any material changes to our brochures by April 28th of each year. We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes will include the date of our last annual update of our brochure.

Currently, our brochure may be requested by contacting Maria Wasser, Compliance Associate at (770) 671-9500 or maria@rpgplanner.com. Our brochure is also available on our website www.rpgplanner.com. We will provide you with a new brochure at any time without charge. Additional information about our company may be found via the SEC's website: www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with RPG who are registered as investment adviser representatives of RPG. Information on our investment adviser representatives who work with your account can be found in our brochure supplements which begin on page 12.

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Item 4. Advisory Business

General Information

Resource Planning Group, Ltd. was founded 1991 and provides Fee-Only financial planning and investment advisory services to its clients. A Fee-Only planner is one who is compensated solely by the client and who does not receive any compensation that is contingent on the purchase or sale of a financial product. RPG does not sell any financial products or accept any commissions. Our compensation is derived from charging a flat fee for a financial plan and from charging a percentage fee of the assets under management for investment advisory services. RPG is an SEC registered investment advisory firm.

Principal Owners

John E. Howard and Georgia F. Howard are the principal owners of RPG. Please see the Brochure Supplement for more information on those who provide investment advice and have direct responsibility of client relationships.

Financial Planning

RPG offers financial planning services for a flat fee to clients. Our planning work may include advice that addresses a client's financial condition on one or more of the following topics: cash flow, investments, retirement goals, estate planning, risk management and income tax. The planning process generally follows a six step progression:

- ❖ Establishing and defining the relationship
 - We send a proposal letter describing the services offered and we quote a fee for the service
 - Upon acceptance of the proposal we send an engagement letter outlining the estimated number of meetings and time of completion.
- ❖ Gathering client data, including initial goals
 - This includes receiving statements of anything pertaining to the client's financial situation
 - We have the client identify any financial goals and objectives
- ❖ Analyzing and evaluating the data
 - We load the data into our planning software to provide an assessment of the client's current financial condition
 - A client's balance sheet, cash flow, income tax, insurance coverage and estate flow may be included in the analysis
- ❖ Developing and presenting the plan recommendations
 - We engage the client in 3-6 meetings to discuss their current financial condition, make recommendations, revise prior goals if necessary, identify any new goals, listen to the client's concerns, and make any appropriate adjustments
- ❖ Implementing financial plan recommendations
 - We send an Action Letter that summarizes the major topics covered which may include cash flow, investments, retirement goals, estate planning, risk management and income tax. Within each category, specific references are made to the client on how to implement each recommendation
 - RPG may help the client coordinate these recommendations, however, it is ultimately up to the client to do so as the client is under no obligation to act upon any of the recommendations made by RPG or to engage the services of any other recommended professional
- ❖ Monitoring the plan and recommendations
 - RPG will periodically review a client's financial plan and adjust any recommendations or data as the client's financial situation changes over time

Investment Advisory

RPG offers investment advisory services to clients for a percentage fee paid based on the managed portfolio value. When meeting with a potential client, RPG will gather data, ask relevant or necessary questions regarding feelings about risk and analyze the current portfolio. Once completed, we describe our investment methodology and contrast it with their current strategy and portfolio. In addition, we illustrate how the transfer process works, which securities in their current portfolio we would recommend selling or holding, and how we would re-allocate the portfolio. If hired, RPG develops the client's Investment Policy Statement (IPS) which outlines the investment objectives, strategy for investment, asset allocation (target percentage to Growth assets and Stable Value assets), estimated contributions or distributions and potential asset classes utilized in the portfolio. A client's IPS will be reviewed periodically and may change over time.

Managed accounts are typically implemented on a discretionary basis, which provides RPG the authority to execute trades in a client account without having to first contact the client regarding the trade. A client may include other holdings and/or impose certain restrictions on their managed account with the understanding that these actions may adversely affect the portfolio performance and composition. Client's may have non-managed accounts that provide RPG the ability to execute trades on a non-discretionary basis. These accounts are not charged a management fee and trades are only placed at the client's direction.

In managing your investment portfolio, we consider your financial situation, risk tolerance, investment horizon, liquidity needs, tax considerations, investment objectives, and any other issues important to your state of affairs. You should notify us promptly if there are any changes in your financial situation or investment objectives or if you wish to impose any reasonable restrictions upon the management of your account.

Assets Under Management

As of December 31, 2010, RPG managed \$285,266,996 on a discretionary basis and \$106,095,950 on a non-discretionary basis.

Item 5. Fees and Compensation

General Fee Information

We offer our services on a Fee-Only basis. Our compensation is derived from charging a flat fee for a financial plan and from charging a percentage fee of the assets under management for investment advisory services.

Financial Planning Fees

For a financial plan, RPG may charge a fee ranging from \$2,400 to \$6,000 depending on the scope of the engagement. This fee is reflected in the proposal letter sent to the prospective client and agreed upon prior to RPG beginning the planning work. Typically, the fee is paid in advance, although certain payment schedules may be arranged. In the event of termination, RPG will prorate the fee based on the amount of work completed.

Investment Advisory Fees

Broker-dealers and other financial institutions that hold client accounts are referred to as custodians ("custodian/broker-dealer"). The custodian/broker-dealer determines the values of the assets in a client portfolio. Fees for the initial quarter are based on the value of the client's cash and securities on the date the custodian/broker-dealer receives them and are prorated based upon the number of calendar days in the calendar quarter that our agreement is in effect.

Our annual fee schedule, based on a percentage of assets under management, is described below:

First \$500,000	1.50%
Next \$2,000,000	1.00%
Above \$2,500,000	0.50%

All fees are negotiable at our sole discretion.

The client must authorize us to have the custodian/broker-dealer pay us directly by charging their account. Investment Advisory fees are paid quarterly, in advance. Fees will be prorated accordingly in the event a client's investment advisory services begin intra-quarter. Should a client terminate the advisory agreement we have entered into within five (5) business days from the date the agreement is executed, they will receive a full refund of any fees paid. Should a client terminate the advisory agreement after the initial five (5) business days from the date of agreement, the client will receive a refund of their most recent management fee based on the prorated number of days left in the current quarter less a 30 day notice requirement.

The client's custodian/broker-dealer provides statements that show the amount paid directly to us. The client is responsible for reviewing his or her custodian/broker-dealer's statement and verifying the calculation of our fees. The custodian/broker-dealer does not verify the accuracy of fee calculations; however, they may have maximum percentage tolerances that an account may be charged.

In addition to our fee, you may be required to pay other charges such as custodial fees, brokerage commissions, transaction fees, internal fees and expenses charged by mutual funds or exchange traded funds ("ETFs"), and other fees and taxes on brokerage accounts and securities transactions. None of these fees are paid to or are shared with us. Complete details of these internal fees and expenses are explained in the prospectuses for each investment. Clients are strongly encouraged to read these explanations before investing any money.

Please be sure to read the section entitled "Brokerage Practices," which follows later in this brochure.

Item 6. Performance-Based Fees and Side-By-Side Management

RPG does not have any performance-based fee arrangements.

Item 7. Types of Clients

We provide advisory services primarily to high net worth individuals, including their trusts, estates and retirement accounts. We also provide services to corporations or business entities, including their pension and profit sharing plans. As a condition for starting and maintaining an advisory relationship, we generally require a minimum portfolio size of \$500,000. We, at our sole discretion, may accept clients with smaller portfolios based upon certain factors including anticipated future earning capacity, anticipated future additional assets, account composition, related accounts, and pre-existing client relationships. We may consider the portfolios of client family members to determine if their portfolio meets the minimum size requirement.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

We select specific investments for client portfolios through a combination of fundamental analysis, technical analysis and performance momentum analysis.

Fundamental analysis is a method of evaluating the value of an investment relative to the price that the market has assigned to it. It entails studying overall economic and industry conditions as well as the financial condition and the quality of the offering company and its management and, in the case of actively managed mutual funds, the competence and style of the investment manager. Price to earnings ratios, price to book ratios, earnings growth rates, the amount of leverage and the presence or absence of the use of derivatives are all important in determining the suitability, value and relative attractiveness of an investment.

Technical analysis is a form of security analysis used to forecast the direction of prices through the study of past price and volume information. This data is typically translated into charts which are used to identify price patterns and market trends which may assist in deriving future price movements of a security, asset class, index, etc. We utilize technical analysis primarily to establish stop loss parameters for the growth assets in our client's portfolios.

Performance momentum analysis is a method of determining which investments are likely to persist in good performance relative to other investments and which investments are likely to persist in poor performance relative to other investments. Proprietary quantitative metrics intended to identify market trends assist us in making disciplined buy and sell decisions for the investment positions in our client portfolios.

Investment Strategies

The investment strategy for each client, described in their IPS, is based on their unique financial situation and tolerance for risk. When implementing a client's investment strategy, RPG primarily invests in publicly traded mutual funds and/or ETFs in an effort to obtain broadly diversified portfolios and mitigate company specific risk. We may invest in a variety of asset class categories including, but not limited to, the following: US Large Capitalization (Cap) Stocks, US Small Cap Stocks, International Stocks, Emerging Market Stocks, Commodities, Real Estate, Government Bonds, Corporate Bonds, International Bonds, Precious Metals, Inflation-Protected Securities, High Yield Bonds, Inverse/Bear Funds and Cash.

RPG assists clients in managing downside risk by the use of moving stop-loss targets for each growth asset in the portfolio. The stop-loss targets are not automatically executed by a client's custodian but are acted upon at the discretion of the RPG Investment Committee. These targets provide RPG with an objective and quantitative way to limit the risk of loss to client portfolios, but there can be no assurance that they will be effective in all instances.

Risk of Loss

While RPG manages client portfolios in a manner consistent with each client's risk tolerance, there can be no guarantee that our efforts will be successful. All client portfolios are subject to the risk of loss of principal, a reduction in earnings (including interest, dividends and other distributions) and the loss of future earnings. Due to the daily fluctuation of the stock market and the constant inflow of new information about companies and the economy, there may be periods of time when stock values decline causing client portfolios to lose principal.

Client portfolios are also subject to the management risk of RPG, as we may allocate client assets to particular asset classes, mutual funds or ETFs that may lose money or underperform the broader market. Investing in mutual funds and ETFs provides clients with broad diversification and mitigates concentrated company specific risk; however, these securities are still subject to the risks associated with the markets in which they operate and the particular skill of the manager overseeing each fund. Investments in non U.S. securities involve additional and unique risks that are related to differences in audit and reporting rules, differences in tax laws, currency risks and regulatory oversight differences.

RPG utilizes mutual funds and ETFs when investing in fixed-income securities for client portfolios. Fixed income securities, while generally less risky than equities, are still subject to the risk of loss. Specific risks include, but are not limited to, interest rate risk (increases in current interest rates may negatively affect the value of bonds), credit or issuer risk (risk of default), and maturity risk (changes in value associated with the timing of issuance).

Item 9. Disciplinary Information

RPG has not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

Item 10. Other Financial Industry Activities and Affiliations

John Howard, CEO/CCO of RPG, prepares tax returns for separate and typical compensation for a limited number of legacy clients.

Item 11. Code of Ethics; Participation or Interest in Client Transactions and Personal Trading

We have adopted a *Code of Ethics* ("Code") to address the securities-related conduct of our advisory representatives and employees. The Code includes our policies and procedures developed to protect client interests in relation to the following:

- ❖ The duty at all times to place client interests ahead of ours
- ❖ Prohibit favoring one client over another
- ❖ All personal securities transactions of our advisory representatives and employees be conducted in a manner consistent with the Code and avoid any actual or potential conflict of interest, or any abuse of an advisory representative's or employee's position of trust and responsibility;
- ❖ Provide for the review of transactions to discover and correct any same-day trades that result in an advisory representative or employee receiving a better price than a client.
- ❖ Advisory representatives may not take inappropriate advantage of their positions;
- ❖ Information concerning the identity of client security holdings and financial circumstances are confidential; and
- ❖ Independence in the investment decision-making process is paramount.

We will provide a copy of the Code to existing clients or any prospective client upon request. Our advisory representatives and employees are permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for client account(s). Advisory representatives and employees must follow our procedures when purchasing or selling the same securities purchased or sold for client accounts. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is owned by a client or considered for purchase or sale by a client.

Item 12. Brokerage Practices

Custodian Selection

We may recommend that the custodian/broker-dealer for a client account be Charles Schwab & Co., Inc. ("Schwab"), Fidelity Investments ("Fidelity") or TD Ameritrade Institutional ("TD Ameritrade"), a division of TD Ameritrade, Inc.

The custodian/broker-dealer will assist us in servicing client accounts. We are independently owned and operated and not affiliated with the custodian/broker-dealer. Our use of the custodian/broker-dealer is, however, a beneficial business arrangement for us and for the custodian/broker-dealer. Information regarding the benefits of this relationship is described below.

In recommending the custodian/broker-dealer responsible for executing transactions for your portfolios, we consider at a minimum the custodian/broker-dealer's existing relationship with us, financial strength, reputation, reporting capabilities, execution capabilities, pricing and types and quality of research. The determining factor in the selection of the custodian/broker-dealer to execute transactions for client accounts is not the lowest possible transaction cost, but whether the custodian/broker-dealer can provide what is in our view the best qualitative execution for a client account.

The custodian/broker-dealer provides us with access to its institutional trading and custody services, that includes brokerage, custody, research and access to mutual funds and other investments. Some of which are generally available only to institutional investors or would require a significantly higher minimum initial investment. We are not required to affect a minimum volume of transactions or maintain a minimum dollar amount of client assets to receive these services.

The custodian/broker-dealer does not charge separately for holding our clients accounts, but may be compensated by clients through other transaction-related fees associated with the securities transactions it executes for client accounts.

The custodian/broker-dealer also makes available to us other products and services that benefit us but may not benefit clients directly. Some of these products and services assist us in managing and administering our client accounts, such as software and other technology that:

- ❖ Provide access to account data including:
 - duplicate trade confirmations,
 - bundled duplicate account statements, and
 - access to an electronic communication network for client order entry and account information;
- ❖ Facilitate trade execution, including:
 - access to a trading desk serving advisory participants exclusively and
 - access to block trading which provides the ability to combine securities transactions and then allocate the appropriate number of shares to each individual account;
- ❖ Provide research, pricing information and other market data;
- ❖ Facilitate payment of our fees from client accounts; and
- ❖ Assist with back-office functions, record keeping and client reporting; and
- ❖ Distribute compliance publications.

The custodian/broker-dealer also makes available to us other services intended to help us manage and further develop our business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing.

The custodian/broker-dealer may also make available or arrange for these types of services to be provided to us by independent third parties. The custodian/broker-dealer may discount or waive the fees it would otherwise charge for some of the services it makes available to us. It may also pay all or a part of the fees of a third party providing these services to us. Thus, we receive economic benefits as a result of our relationship with the custodian/broker-dealer, because we do not have to produce or purchase the products and services listed above.

Because the amount of our compensation or the products or services we receive may vary depending on the custodian/broker-dealer we recommend to be used by our clients, we may have a conflict of interest in making that recommendation. Our recommendation of specific custodian/broker-dealers may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to clients. Nonetheless, we strive to act in our clients best interests at all times.

Commissions and other fees for transactions executed through the custodian/broker-dealer may be higher than commissions and other fees available through the use another custodian/broker-dealer firm to execute transactions and maintain custody of client accounts. We believe, however, that the overall level of services and support provided to our clients by the custodian/broker-dealer outweighs the benefit of possibly lower transaction costs which may be available under other brokerage arrangements.

Many of the services described above may be used to benefit all or a substantial number of our accounts, including accounts not maintained at the custodian/broker-dealer. We do not attempt to allocate these benefits to specific clients.

Trading / Best Execution

Clients may direct us in writing to use a particular custodian/broker-dealer to execute some or all of the transactions for their account. If a client does so, he or she is responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions,

obtain volume discounts, or best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

For ETFs, we may engage in block trading, which is the purchase or sale of a security for the accounts of multiple clients in a single transaction. If a block trade is executed, each participating client receives a price that represents the average of the prices at which all of the transactions in a given block were executed. Executing a block trade allows for a consistent price received across all client accounts. If the order is not completely filled, the securities purchased or sold are distributed among participating clients on a pro rata basis or in some other equitable manner.

Transactions for nondiscretionary client accounts are not combined with transactions for discretionary client accounts. Transactions for the accounts of our employees and advisory representatives may be included in block trades. They receive the same average price and pay the same commissions and other transaction costs, as clients. Transactions for the accounts of our advisory representatives or employees will not be favored over transactions for client accounts.

Item 13. Review of Accounts

Managed portfolios are reviewed on a quarterly basis, but may be reviewed more frequently based on client requests and/or when deemed necessary by RPG. RPG provides all investment advisory clients with a quarterly performance report which includes information such as investment performance, index performance, portfolio holdings, asset allocation, contributions, withdrawals, and quarterly management fees. All portfolios are reviewed by John E. Howard, CEO/CCO.

Each account custodian is responsible for providing monthly statements which includes securities held (price, cost basis if available, unrealized gain/loss), trading activity, management fees paid, dividend and interest received, realized gain or loss from trading activity and cash balances. In addition, the custodian provides trade confirmations, 1099s and year-end realized gain/loss reports. Clients also have the option of utilizing their custodian's online access which may provide current day pricing of securities and may potentially lower their trading commissions.

Item 14. Client Referrals and Other Compensation

We receive certain economic benefits as a result of our participation in the custodian/broker-dealer's institutional program. Those benefits are described in detail in the preceding section entitled "Brokerage Practices."

We receive client referrals from various professionals and Certified Public Accountants (collectively referred to as "Solicitors") with whom we have written Solicitor agreements. In consideration of such referrals, we pay a portion of our investment advisory fee to such Solicitors. In many instances, the Solicitor may continue to be involved in the relationship with the client in a way that assists us in servicing the client's needs for tax and financial planning advice. Our employment of such professionals may raise potential conflicts of interest described below.

We pay Solicitors an on-going fee for each client who is referred to us with whom we have an investment advisory relationship. This fee (the "Solicitation Fee") is usually a percentage (typically 25%, but not more than 35%) of the advisory fee that a client pays to us. We may also pay such Solicitors the Solicitation Fee on any advisory fees collected from a client who is referred to us by a client referred to us by the Solicitor. We will not charge such clients any fees or costs higher than the standard fee schedule offered to our other clients.

Our relationship with Solicitors raises potential conflicts of interest. For example, we might be reluctant to be critical of advice rendered by such Solicitor to the client and we will be discouraged from referring such clients to others who might compete with the Solicitor. We may also have an incentive to refer non-

Solicitor clients to the Solicitor. We recognize that our relationship with Solicitors does not diminish our duty to place our client's interests first.

Additionally, we may receive client referrals from TD Ameritrade through our 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, we 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.

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 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. We pay TD Ameritrade an on-going fee for each successful client referral. This fee (the "Solicitation Fee") is usually a percentage (not to exceed 25%) of the advisory fee that a client pays to us. We will also pay TD Ameritrade the Solicitation Fee on any advisory fees collected from a client's immediate family members who reside with the client, if such relationship is based on the client's recommendation. If a client is referred through AdvisorDirect, we will not charge the client any fees or costs higher than its standard fee schedule offered to our clients, nor will we pass Solicitation Fees paid to TD Ameritrade on to the client. 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.

Our 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, we 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, we have agreed not to solicit clients referred to us through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish accounts at other custodians, except when its fiduciary duty requires doing so. We recognize that our participation in AdvisorDirect does not diminish our duty to seek best execution of trades for client accounts.

For accounts held at TD Ameritrade under AdvisorDirect, TD Ameritrade does not charge the client separately for custody but does receive compensation from our 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.

Item 15. Custody

Each account custodian is responsible for providing monthly statements which include securities held (price, available cost basis, unrealized gain/loss), trading activity, management fees paid, dividend and interest received, realized gain or loss from trading activity and cash balances. In addition, the custodian provides trade confirmations, 1099s and year-end realized gain/loss reports. Clients also have the option of utilizing their custodian's online access, which may provide current day pricing of securities and may potentially lower their trading commissions.

We encourage clients to carefully review these statements and compare them to the account statements that RPG may provide you.

Item 16. Investment Discretion

Managed accounts are typically implemented on a discretionary basis, meaning that we do not need advance approval from a client to determine the type and amount of securities to be bought and sold for

his or her account. A client may include other holdings and/or impose certain restrictions on their managed account with the understanding that these actions may adversely affect the portfolio performance and composition. Client's may have non-managed accounts that provide RPG the ability to execute trades on a non-discretionary basis. Non-discretionary means that we need advance approval from a client to determine the type and amount of securities to be bought and sold for their account. These accounts are not charged a management fee and trades are only placed at the client's direction.

We do not, however, have the ability to choose the broker-dealer through which transactions will be executed. Additionally, we do not have the ability to withdraw funds from your account (other than to withdraw our advisory fees, which may only be done with your prior written authorization.) This discretion is used in a manner consistent with the stated investment objectives for your account, if you have given us written authorization to do so. We only exercise discretion in accounts where we have been authorized by you. This authorization is typically included in the investment advisory agreement you enter into with us.

Item 17. Voting Client Securities

In certain circumstances and in accordance with our client agreement, we will vote proxies related to securities held in any account. We will vote proxies in such a way that, to the best of our knowledge, is in the client's best interest. We will consider only those factors that relate to a client's investment(s) or factors that are set forth in a client's written instructions.

In general, we believe that voting proxies in accordance with the following guidelines, with respect to such routine items, is in a client's best interests. We will generally vote for:

- ❖ The election of directors (where no corporate governance issues are implicated);
- ❖ Proposals that strengthen the shared interests of shareholders and management;
- ❖ The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;
- ❖ Proposals that we believe may lead to an increase in shareholder value;
- ❖ Management recommendations adding or amending indemnification provisions in charter or by-laws;
- ❖ Proposals that maintain or increase the rights of shareholders.

We will generally vote against any proposals that we believe will have negative impact on shareholder value or rights. While all proxies will receive attention and consideration, more detailed research will be conducted for non-routine items and conflict of interest items. If we perceive a conflict of interest, our policy is to notify a client in writing, so that a client may choose the course of action that he or she deems most appropriate.

We do not take any action or give any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. We will, however, forward to you any information received by us regarding class action legal matters involving any securities held in your accounts.

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.

Item 18. Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and we have not been the subject of a bankruptcy proceeding.

Brochure Supplement for

John E. Howard, JD, CPA, CFP®

Resource Planning Group, Ltd.

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(770) 671-9500

www.rpgplanner.com

March 31, 2011

This brochure supplement provides information about John Howard that supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Maria Wasser, Compliance Associate, if you did not receive Resource Planning Group's brochure or if you have any questions about the contents of this supplement.

Additional information about John Howard is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

John Howard

Year of birth: 1950

Formal education:

- ❖ Bachelor of Science, Accounting, University of Tennessee, 1974
- ❖ Juris Doctor, Emory University School of Law, 1980

Business background:

- ❖ Resource Planning Group, Ltd., CEO, CCO, Principal, (01/91- Present)
- ❖ John Elson Howard, P.C. (law firm), President, (09/86 - 12/05)
- ❖ John Elson Howard, CPA , Sole Proprietor, (11/85 - 09/91)

Professional Designations:

CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”). The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

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Certified Public Accountant (CPA)

A CPA license is legally required in order to do particular jobs, such as public accounting (independent auditing). State laws govern what CPAs can and cannot do with their license.

Requirements vary by state, but in general, in order to sit for the CPA exam, applicants must have a bachelor's degree with 120 semester hours. To obtain the CPA designation, applicants must pass the Uniform CPA Exam, gain relevant work experience and meet additional educational requirements. Overall, additional educational requirements usually consist of 24-30 semester hours in accounting, earned through a graduate or bachelor's degree in business. Many states also require a minimum number of one to two years accounting and/or auditing experience.

Aside from the experience requirements, a CPA license usually takes about 18 months to complete beyond the educational requirements. Many students choose to pursue a masters degree in accounting to fulfill their educational requirements.

Although classroom requirements are a major requirement, the CPA exam is a difficult task in its own right. Exams are administrated by the American Institute of Certified Public Accountants, the governing body of CPAs in the United States. The 14-hour computerized exam consists of four sections:

1. Auditing and attestation
2. Financial accounting and reporting
3. Regulation
4. Business environment and concepts

Disciplinary Information

John Howard has not been the subject of any legal or disciplinary event.

Other Business Activities

John Howard provides legal, estate and tax counseling for separate and typical compensation for a limited number of clients.

Additional Compensation

Mr. Howard does not receive any additional compensation related to the advisory services provided to you.

Supervision

Though as Principal owner of RPG, John Howard, supervises all duties and activities of the firm, he is required to adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Mr. Howard gives to you by performing the following reviews:

- ❖ A review of relevant account opening documentation when the relationship is established
- ❖ A daily review of account transactions
- ❖ Review custodial information on a quarterly basis to assess account activity
- ❖ Perform annual oversight so that Mr. Howard is aware of your current financial situation, objectives, and individual investment needs
- ❖ A review of client correspondence on an as needed basis.

Brochure Supplement for

Eric B. Toole, MBA, CFP®

Resource Planning Group, Ltd.

10 Glenlake Parkway
South Tower, Suite 150
Atlanta, GA 30328

(770) 671-9500

www.rpgplanner.com

March 31, 2011

This brochure supplement provides information about Eric Toole that supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Maria Wasser, Compliance Associate, if you did not receive Resource Planning Group's brochure or if you have any questions about the contents of this supplement.

Additional information about Eric Toole is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Eric Toole

Year of birth: 1975

Formal education:

- ❖ BA, Finance, University of Georgia, 1997
- ❖ MBA, Personal Financial Planning, Georgia State University, 2003

Business background:

- ❖ Resource Planning Group, Principal, (08/08 – Present)
- ❖ SunTrust Bank, Client Advisor, (07/97 – 04/08)

Professional Designations:

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Disciplinary Information

Eric Toole has not been the subject of any legal or disciplinary event.

Other Business Activities

Mr. Toole is not engaged in any business activities other than those related to Resource Planning Group, Ltd.

Additional Compensation

Mr. Toole does not receive any additional compensation related to the advisory services provided to you.

Supervision

Mr. Toole is supervised by John Howard, CEO & Chief Compliance Officer. Mr. Howard can be reached at (770) 671-9500.

We supervise Mr. Toole by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Mr. Toole gives to you by performing the following reviews:

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Brochure Supplement for

C. Brandon Downs, CFP®

Resource Planning Group, Ltd.

10 Glenlake Parkway
South Tower, Suite 150
Atlanta, GA 30328

770-671-9500

www.rpgplanner.com

March 31, 2011

This brochure supplement provides information about Brandon Downs that supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Maria Wasser, Compliance Associate, if you did not receive Resource Planning Group's brochure or if you have any questions about the contents of this supplement.

Additional information about Brandon Downs is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

C. Brandon Downs

Year of birth: 1981

Formal education:

- BS, Business Administration and Economics, University of Richmond, 2003

Business background:

- Resource Planning Group, Ltd, Principal, (08/08 – Present)
- SunTrust Bank, Client Advisor, (03/06 – 06/08)
- Jackson State Bank of Trust, Credit Analyst, (09/03 – 10/05)

Professional Designations:

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Disciplinary Information

Brandon Downs has not been the subject of any legal or disciplinary event.

Other Business Activities

Mr. Downs is not engaged in any business activities other than those related to Resource Planning Group, Ltd.

Additional Compensation

Mr. Downs does not receive any additional compensation related to the advisory services provided to you.

Supervision

Mr. Downs is supervised by John Howard, CEO & Chief Compliance Officer. Mr. Howard can be reached at (770) 671-9500.

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Brochure Supplement for

John D. Evans III, CFP®

Resource Planning Group, Ltd.

10 Glenlake Parkway
South Tower, Suite 150
Atlanta, GA 30328

(770) 671-9500

www.rpgplanner.com

March 31, 2011

This brochure supplement provides information about John Evans that supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Maria Wasser, Compliance Associate, if you did not receive Resource Planning Group's brochure or if you have any questions about the contents of this supplement.

Additional information about John Evans is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

John D. Evans III

Year of birth: 1978

Formal education:

- ❖ Bachelors of Business Administration, North Georgia and State University, 1997-2001

Business background:

- ❖ Resource Planning Group, Ltd, Advisor, (05/06 – Present)
- ❖ US Army, Platoon Leader (01/05 – 05/06)

Professional Designations:

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Disciplinary Information

John Evans III has not been the subject of any legal or disciplinary event.

Other Business Activities

Mr. Evans is not engaged in any business activities other than those related to Resource Planning Group, Ltd.

Additional Compensation

Mr. Evans does not receive any additional compensation related to the advisory services provided to you.

Supervision

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