



Resource Planning Group

Invest Smart. Spend Right. Live Well.

Resource Planning Group, Ltd.

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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 a wealth management and investment advisory firm registered under the Investment Advisers Act of 1940. Additional information about Resource Planning Group, Ltd. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

This Brochure is prepared in the revised format required by the SEC beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any change to our policies, practices, or conflicts of interest made since our last required "annual update" filing on March 27, 2013. In the event of any material changes, this Summary is provided to all clients within 120 days of our fiscal year-end. Of course the complete Brochure is available to clients at any time upon request.

Currently, our brochure may be requested by contacting Marjorie Edenfield, Compliance Associate, at (770) 671-9500 or marjorie@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.

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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 adviser 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 percentage fee of the assets under management for investment advisory services. Financial Planning is not offered as a stand-alone service for a separate fee and is provided in conjunction with the management of the portfolio.

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 for client relationships.

Type and Value of Assets Currently Managed

As of December 31, 2012, RPG managed \$178,220,896 on a discretionary basis and no assets on a non-discretionary basis.

Financial Advisory Services

RPG offers comprehensive financial planning and investment advisory services to clients for a fee based on the managed portfolio value. Our work typically includes advice that addresses a client's financial condition on some or all of the following topics:

- cash flow planning;
- asset allocation;
- portfolio construction;
- investment policy statement design;
- investment implementation;
- tax management;
- tax planning;
- education planning;
- retirement planning;
- estate planning;
- risk management;
- philanthropic planning;
- pension optimization;
- stock option analysis;
- concentrated stock management;
- liquidity management;
- asset protection; and
- consolidated investment reporting.

The planning process generally begins with RPG gathering data, asking relevant or necessary questions, assessing feelings and opinions about risk, analyzing the current portfolio, and preparing a balance sheet, cash flow statement, tax projections, and summary of insurance coverage. Once completed, we utilize all of this information and analysis to recommend improvements to the financial plan and determine a suggested investment allocation.

In managing an investment portfolio, we consider a client's financial situation, risk tolerance, investment horizon, earning's potential, liquidity needs, tax considerations, investment objectives, and any other important issues to the state of affairs. We also seek to understand a client's personal values and family situation. We then assist in establishing an account structure and cash flow system that will fund those needs in a manner that is coordinated with the investment policy and financial plan, giving due regard to

the attendant income tax consequences. On an annual, or more frequent basis, we reconcile cash flows to ensure that the plan remains on track to achieve the financial objectives.

RPG develops an Investment Policy Statement (IPS) which formally outlines the investment objectives, strategy for investment, asset allocation, estimated cash flows, and asset classes utilized in the portfolio. Portfolios are 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.

Item 5 - Fees and Compensation

General Fee Information

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

Fees paid to RPG are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 – Brokerage Practices*** for additional information. Fees paid to RPG are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, RPG and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Advisory Fees

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

<u>Assets Under Management</u>	<u>Annual Fee</u>
First \$2,500,000	1.00%
Next \$2,500,000	0.75%
Next \$5,000,000	0.50%
Above \$10,000,000	0.25%

All fees are negotiable at our sole discretion.

These fees cover all financial advice including financial planning and investment management. The minimum portfolio value is generally set at \$500,000 and the minimum annual fee for any client is \$5,000. These minimums are established to cover the time that is required to construct a financial plan. RPG may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where RPG deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. Fees are prorated for contributions or withdrawals exceeding \$20,000 that result in a prorated fee amount of \$20 or greater. If management begins after the start of a quarter, fees are prorated accordingly. With client authorization, unless other arrangements are made, fees are normally debited directly from client account(s).

Either RPG or the client may terminate the Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to RPG from the client will be invoiced or deducted from the client's account prior to termination.

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

RPG does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because RPG has no performance-based fee accounts, it has no side-by-side management.

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 and require a minimum annual fee of \$5,000. We, at our sole discretion, may accept clients with smaller portfolios or waive the minimum annual fee based upon certain factors including anticipated future earning capacity, anticipated future additional assets, account composition, related accounts, and pre-existing client relationships. We may also 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

RPG's investment methodology applies a disciplined systematic process which seeks to exploit empirically persistent factors such as value, momentum, trend, carry, capitalization, and low beta, among others. The portfolio management approach is based largely on academic research and long-term empirical evidence of the factors which explain return and risk. Many of the anomalous factors can be explained by behavioral finance and the inherent likelihood of humans to make irrational decisions which disrupt the efficient functioning of markets.

RPG constructs broadly diversified investment portfolios using a consistent application of the discipline and generally employing low cost investment vehicles to gain exposures to various asset classes. This methodology relies on RPG's belief that choosing active managers or forecasting the return of securities to build a portfolio is inefficient and increases risks unnecessarily. The approach is commonly referred to as passive investment methodology.

Occasionally, RPG will seek to utilize asset classes or strategies in the portfolio where there are limited or no passive investment options. In these cases, RPG may employ active management where investments are selected based on a number of fundamental factors.

RPG employs technical analysis primarily to apply dynamic risk management for the growth assets in our client's portfolios. The foundation of this risk management approach is that market risk is not static. RPG seeks to use basic technical analysis to understand the level of market risk and adjust the portfolio risk accordingly to maintain a more consistent level of portfolio risk. Technical analysis is a form of 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.

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 and strategies including, but not limited to, the following: US Large Capitalization (Cap) Stocks, US Small Cap Stocks, International Stocks, Emerging Market Stocks, Commodities, Real Estate, Managed Futures, Long-Short Equity, Global Macro, Arbitrage, Government Bonds, Corporate Bonds, International Bonds, Precious Metals, Inflation-Protected Securities, High Yield Bonds, and Cash.

RPG assists clients in managing downside risk by the use of dynamic hedging in the growth allocation of each portfolio. The hedges are not automatically executed by a client's custodian but are systematically designed and acted upon with discretionary oversight of the RPG Investment Committee. These hedges provide RPG with an objective and quantitative way to reduce the risk of loss to client portfolios, but there can be no assurance that they will be effective in all instances.

RPG's strategic approach is to invest each portfolio in accordance with the plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Risk of Loss

While RPG seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While RPG manages client investment portfolios based on RPG's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that RPG allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that RPG's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, RPG may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. RPG will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. RPG may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will

devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Lower-Rated Securities Risk. RPG may invest portions of client assets into securities rated below investment-grade, sometimes called "high-yield" or "junk" bonds, which generally have more credit risk than higher-rated securities. Companies issuing high yield fixed-income securities are not as strong financially as those issuing securities with higher credit ratings. These companies are more likely to encounter financial difficulties and are more vulnerable to changes in the economy, such as a recession or a sustained period of rising interest rates, which could affect their ability to make interest and principal payments.

Foreign Securities Risks. RPG may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Emerging Markets Risk. RPG may invest client portfolios in emerging markets securities. Countries with emerging markets have relatively unstable governments, social and legal systems that do not protect shareholders, economies based on only a few industries, and securities markets that trade a small number of issues.

Real Estate Risk. RPG may invest portions of clients' asset in Real Estate Investment Trusts ("REITS"). REIT share prices may decline because of adverse developments affecting the real estate industry and real property values. In general, real estate values can be affected by a variety of factors, including supply and demand for properties, the economic health of the country or of different regions, and the strength of specific industries that rent properties.

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

Neither RPG nor its Management Persons have any other financial industry activities or affiliations to report.

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

Code of Ethics and Personal Trading

RPG has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. RPG's Code has several goals. First, the Code is designed to assist RPG in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, RPG owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with RPG (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for RPG's associated persons. Under the Code's Professional Standards, RPG expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, RPG associated persons are not to take inappropriate advantage of their positions in relation to RPG clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time RPG's associated persons may invest in the same securities recommended to clients. Under its Code, RPG has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because client accounts are invested almost exclusively in open-end mutual funds and ETFs, there is little opportunity for a conflict of interest between personal trades by RPG associated persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, RPG's goal is to place client interests first.

Consistent with the foregoing, RPG maintains policies regarding participation in initial public offerings (IPOs) and private placements to comply with applicable laws and avoid conflicts with client transactions. If a RPG associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with RPG's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, RPG seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, RPG may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of RPG's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

RPG may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. RPG may also effect trades for client accounts at Schwab, or may in some instances, consistent with RPG's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although RPG may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. RPG is independently owned and operated and is not affiliated with Schwab.

Schwab provides RPG with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as RPG maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For RPG client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-

related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to RPG other products and services that benefit RPG but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of RPG accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist RPG in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of RPG's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help RPG manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to RPG. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to RPG. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of RPG personnel. In evaluating whether to recommend that clients custody their assets at Schwab, RPG may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

RPG also participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. RPG receives some benefits from TD Ameritrade through its participation in the program and RPG may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between RPG's participation in the program and the investment advice it gives to its clients, although RPG receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to RPG by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by RPG's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit RPG but may not benefit its client accounts. These products or services may assist RPG in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help RPG manage and further develop its business enterprise. The benefits received by RPG or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by RPG or its related persons in and of itself creates a potential conflict of interest and may indirectly influence RPG's choice of TD Ameritrade for custody and brokerage services.

RPG personnel serve on the TD Ameritrade Institutional Operations Panel ("Panel"). The Panel consists of approximately twenty-four independent investment advisors that advise TD Ameritrade Institutional

("TDA Institutional") on issues relevant to the independent advisor and their experience with TD Ameritrade's service, technology and products. The Panel meets in person on average three to four times per year and conducts periodic conference calls on an as needed basis. Investment advisors are appointed to serve on the Panel for a three year term by TDA Institutional sales, service and senior management. An investment advisor may serve longer than three years if appointed to additional terms by TDA Institutional senior management. At times, Panel members are provided confidential information about TDA Institutional initiatives. Panel members are required to sign confidentiality agreements. TD Ameritrade, Inc. ("TD Ameritrade") does not compensate Panel members. However, TD Ameritrade pays or reimburses RPG or its related persons for the travel, lodging and meal expenses that RPG personnel incur in attending Panel meetings. The benefits received by RPG or its personnel by serving on the Panel do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by RPG or its related persons in and of itself creates a potential conflict of interest and may indirectly influence RPG's recommendation of TD Ameritrade for custody and brokerage services.

Directed Brokerage

Clients may direct RPG to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that RPG has with Schwab and TD Ameritrade is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing RPG to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with RPG that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

RPG may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts. Block trading allows RPG to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

RPG will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of RPG's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all RPG's transactions in a given security on a given business and transaction costs will be assessed at the custodian's commission rate applicable to each account. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges

may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

RPG will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of RPG. RPG's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and RPG will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Item 13 - Review of Accounts

Managed portfolios are reviewed on a monthly 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 the advisory team at RPG.

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.

For those clients to whom RPG provides separate financial planning services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of RPG's investment adviser representatives or principals.

Item 14 - Client Referrals and Other Compensation

As noted above, RPG may receive some benefits from Schwab and TD Ameritrade based on RPG's participation in the programs of each. Please see ***Item 12 - Brokerage Practices*** for more information.

TD Ameritrade Referral Program

RPG receives client referrals from TD Ameritrade through 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 our 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.

Other Solicitors

Other than TD Ameritrade's AdvisorDirect program, RPG has one legacy solicitation arrangement under which we compensate a former Solicitor for prior client referrals. In consideration of such referrals, we pay a portion of our on-going investment advisory fee to the Solicitor. We do not charge such clients any fees or costs higher than the standard fee schedule offered to our other clients. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, RPG entered into a written agreement with the Solicitor under which, among other things, the Solicitor was required to disclose his compensation arrangements to prospective clients before clients entered into an agreement with RPG.

Item 15 - Custody

Schwab and TD Ameritrade are the custodians of nearly all client accounts at RPG. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify RPG of any questions or concerns. Clients are also asked to promptly notify RPG if the custodian fails to provide statements on each account held.

From time to time and in accordance with RPG's agreement with clients, RPG will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, RPG manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, RPG will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving RPG the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. RPG then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with RPG.

and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between RPG and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with RPG's client agreement, RPG does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact RPG with questions relating to proxy procedures and proposals; however, RPG generally does not research particular proxy proposals

Item 18 - Financial Information

RPG does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.



Resource Planning Group

Invest Smart. Spend Right. Live Well.

Brochure Supplement for

John E. Howard, JD, CPA, CFP[®], PFS

CRD #2110089

of

Resource Planning Group, Ltd.

10 Glenlake Parkway
South Tower, Suite 150
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(770) 671-9500

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August 31, 2013

This brochure supplement provides information about John Howard and supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Marjorie Edenfield, 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 E. Howard

Year of birth: 1950

Formal education:

- ❖ Bachelor of Science, Accounting, University of Tennessee, 1974
- ❖ Juris Doctorate (JD)*, Emory University School of Law, 1980

** A Juris Doctorate degree is the degree commonly conferred by law schools.*

Business background:

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

Professional Designations:

Certified Public Accountant ("CPA")

A CPA is a Certified Public Accountant. All CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. While the exam is the same regardless of where it is taken, every state/jurisdiction has its own set of education and experience requirements that individuals must meet. However, most states require at least a bachelor's degree and a concentration in accounting, and at least one year of public accounting experience under the supervision of or verification by a CPA. Once the designation is attained, the CPA is required to meet continuing education requirements.

Certified Financial Planner™ Professional

The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Personal Financial Specialist ("PFS")

The PFS designation is granted exclusively to CPA's with the combination of extensive tax expertise and comprehensive knowledge of personal financial planning. The requirements for the PFS credential are established by the PFP (Personal Financial Planning) staff at the AICPA (American Institute of CPA's), the National Accreditation Commission, along with the PFS Credential Committee, and accurately reflect the depth and breadth of experience and technical expertise required to obtain this credential. The 5 major requirements are: (1) Obtain CPA licensure (2) join the AICPA and be a member in good standing (3) complete a comprehensive PFP education, consisting of a minimum of 80 hours of PFP training and education within the five year period preceding the date of the PFS application (4) fulfill 3,000 hours of personal financial planning business experience and (5) pass a PFP examination.

Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mr. Howard has no such disciplinary information to report.

Other Business Activities

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

Additional Compensation

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

Supervision

John Howard is the Chief Executive Officer and co-owner of RPG and also serves as Chief Compliance Officer. Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried out by Mr. Howard and other staff members of the firm.

As Chief Compliance Officer, Mr. Howard is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at (770) 671-9500.



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Brochure Supplement for

Jason D. Lina, CFA, CFP®

CRD #2943859

of

Resource Planning Group, Ltd.

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August 31, 2013

This brochure supplement provides information about Jason Lina and supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Marjorie Edenfield, 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 Jason Lina is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Jason D. Lina

Year of birth: 1975

Formal education:

- ❖ Bachelor of Arts, Davidson College, 1998
- ❖ MBA, Tuck School of Business at Dartmouth College, 2003

Business background:

- ❖ Resource Planning Group, Ltd, Lead Advisor, (11/11 – Present)
- ❖ DCA Global Wealth Management, Advisor (05/04 – 11/11)
- ❖ Jefferson Pilot Financial, Investment Analyst (07/03 – 05/04)
- ❖ Trusco Capital Management, Portfolio Analyst (07/98 – 07/01)

Professional Designations:

Chartered Financial Analyst® (“CFA”)

The Chartered Financial Analyst® designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

Certified Financial Planner™ Professional

The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mr. Lina has no such disciplinary information to report.

Other Business Activities

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

Additional Compensation

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

Supervision

John Howard, Chief Executive Officer, of RPG is responsible for supervising Mr. Lina and for reviewing accounts. Mr. Howard can be reached at (770) 671-9500.



Resource Planning Group

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Brochure Supplement for

John D. Evans, III, CFP®

CRD #6048501

of

Resource Planning Group, Ltd.

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August 31, 2013

This brochure supplement provides information about John Evans and supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Marjorie Edenfield, 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:

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

Business background:

- ❖ Resource Planning Group, Ltd, Advisor, (05/06 – Present)
- ❖ Army National Guard, Company Commander (07/12 – Present)
- ❖ Army National Guard, Executive Officer (12/08 – 07/12)
- ❖ Army National Guard, Platoon Leader (12/01 – 12/08)
- ❖ Resource Planning Group, Ltd, Associate (02/02 – 05/06)

Professional Designations:

Certified Financial Planner™ Professional

The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mr. Evans has no such disciplinary information to report

Other Business Activities

Mr. Evans is employed by the Georgia Army National Guard as the Company Commander of the 248th Medical Company. This is a military organization and is not investment-related.

Additional Compensation

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

Supervision

John Howard, Chief Executive Officer of RPG, is responsible for supervising Mr. Evans and for reviewing accounts. Mr. Howard can be reached at (770) 671-9500.



Resource Planning Group

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Brochure Supplement for

Elizabeth A. Bosworth, CFP®

CRD #6116443

of

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August 31, 2013

This brochure supplement provides information about Elizabeth Bosworth and supplements the Resource Planning Group brochure. You should have received a copy of that brochure. Please contact Marjorie Edenfield, 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 Elizabeth Bosworth is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Elizabeth A. Bosworth

Year of birth: 1983

Formal education:

- ❖ Bachelor of Arts in Spanish, University of Georgia, 2005

Business background:

- ❖ Resource Planning Group, Ltd, Advisor, (01/12 – Present)
- ❖ Resource Planning Group, Ltd, Associate (07/09 – 01/12)
- ❖ SunTrust Banks, Inc, High Net Worth Banking Consultant (09/08-07/09)
- ❖ SunTrust Banks, Inc, Client Service Associate (11/07-09/08)
- ❖ SunTrust Banks, Inc, Financial Service Representative (01/07-11/07)
- ❖ The Bolton Group, Inc, Consultant (02/06-12/06)

Professional Designations:

Certified Financial Planner™ Professional

The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Ms. Bosworth has no such disciplinary information to report.

Other Business Activities

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

Additional Compensation

Ms. Bosworth does not receive any additional compensation related to the advisory services provided to you.

Supervision

John Howard, Chief Executive Officer of RPG, is responsible for supervising Ms. Bosworth and for reviewing accounts. Mr. Howard can be reached at (770) 671-9500.