

Resources Planning Group

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This Brochure provides information about the qualifications and business practices of Resources Planning Group. If you have any questions about the contents of this Brochure, please contact us at 312-781-2111. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Resources Planning Group is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or 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 Resources Planning Group also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated August 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Michael Marietti, Chief Compliance Officer, at (312) 781-2111 or mikem@rpgroup.com. Our Brochure is also available on our web site www.rpgroup.com, also free of charge.

Additional information about Resources Planning Group is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Resources Planning Group who are registered, or are required to be registered, as investment adviser representatives of Resources Planning Group.

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Item 4 – Advisory Business

Resources Planning Group, Inc. (also known as “RPG” or “the Advisor”) offers various investment advisory services to clients depending on the client’s needs. It offers these advisory services through its associated persons (referred to as “Advisory Representatives” or “Associated Persons”). RPG was formed in 1989 and is currently owned by both Terence Hennessy, President, and Joseph Hennessy, Vice President.

RPG offers asset allocation and portfolio monitoring services on a discretionary or non-discretionary basis. We review the accounts on a quarterly basis and we actively manage the account on a continual basis. We meet with the client and discuss their goals and objectives. We determine and present to the client an asset allocation we specifically tailor for them based upon their individual goals, objectives, risk tolerance and investment time horizon.

When managing discretionary accounts, we implement the asset allocation and periodically monitor the account. We will rebalance or reallocate the account as necessary.

When managing non-discretionary account, we will require the client’s authorization to implement any of the asset allocation. We will periodically monitor the account and we will make recommendations to the client concerning the rebalancing or reallocating the account. This account *will not be actively managed* and a buy and hold strategy will generally be used.

Resources Planning Group will not maintain custody of the client’s funds or securities. Usually Mesirow Financial is the custodian, although the client is free to choose their own custodian.

Clients may place limitations or restrictions on the securities that may be purchased or sold in their accounts. A client’s portfolio may consist of stocks, bonds, ETFs, load or no-load mutual funds, partnership investments and variable annuity or variable life sub-accounts.

As of July 31, 2011, Resources Planning Group is managing \$74,000,000 in discretionary accounts and \$1,000,000 in non-discretionary accounts

Item 5 – Fees and Compensation

All fees are subject to negotiation.

The specific manner in which fees are charged by Resources Planning Group is established in a client’s written agreement with Resources Planning Group. Resources Planning Group will generally bill its fees on a quarterly basis. Clients are billed in advance each calendar quarter. Clients may also elect to be billed directly for fees or to authorize Resources Planning Group to directly debit fees from client accounts. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts

initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Additionally, Clients will be provided with an account statement reflecting the deduction of the advisory fee. If the account does not contain sufficient funds to pay the advisor fees, RPG has limited authority to sell or redeem securities in sufficient amounts to pay the fee.

Ongoing portfolio monitoring and asset allocation fees are as follows:

<u>Portfolio value</u>	<u>Maximum Annual Fee</u>
\$1 st Million	1.35%
\$next Million	1.00%
\$ above 2 Million	negotiable

Resources Planning Group's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Resources Planning Group's fee, and Resources Planning Group shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Resources Planning Group considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

Resources Planning Group does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Resources Planning Group provides Portfolio Management and Financial Planning services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, private investment funds, trust programs, sovereign funds, , and other U.S. and international institutions.

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

The Advisor develops financial strategy based on the client's objectives, investment risk profile and resources available to implement and monitor planning strategies. RPG looks to diversify with in asset categories and asset managers. The performance of the portfolio is compared relative to a performance index for the asset category.

Monitoring the performance is an important aspect of the Advisor's service and focuses on changes in the economy and its sectors. The Advisor also monitors the investment allocation to try to reduce market risk and to maintain diversification within the risk profile of the Client

Investing in securities involves risk of loss that clients should be prepared to bear. Resources Planning Group Inc. services are are baed on the information provided by the Client. The Client is advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performances of the market and economy. However, ***past performance is in no way indicative of future performance.***

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Resources Planning Group or the integrity of Resources Planning Group 's management. Resources Planning Group has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Resources Planning Group Inc. and its Associated Persons are actively involved in the marketing of insurance products, including life and disability products, offering accounting services and offering financial planning services. Our Advisory Representatives may be licensed insurance agents and they are paid a commission for the various insurance products they offer.

From time to time, Resources Planning Group engages in business with other investment advisors and/or financial planning firms. These advisors or firms may provide services to new and existing clients. Generally, the outside entity will bill the client directly for their services. However, in some cases billing is performed by Resources Planning Group. RPG will disclose to the client any additional compensation that these advisors or firms pay to RPG. These firms are not related to Resources Planning Group.

Mssrs. Terrence and Joseph Hennessy are General Partners of one or more limited partnerships. Clients may be solicited to invest in these partnerships and some clients may be invested in these partnerships.

Mssrs. Terrence and Joseph Hennessy own an interest and may be officers in HLM Securities, a broker/dealer.

Mssrs. Terrence and Joseph Hennessy own an interest and may be officers in Hennessy Insurance. The main business of Hennessy Insurance is the offering of insurance products.

Resources Planning Group owns a controlling interest in Wealth Strategy Group. WSG is a consulting firm that is employed by individuals, companies and partnerships.

Joseph Hennessy is an accountant and President of Hennessy/Watson, Inc. an accounting services firm. Accounting services, including tax preparation are offered in addition to advisory services.

Advisory representatives may receive benefits such as assistance with conferences and educational meetings by product sponsors assisting with the cost of such events

Item 11 – Code of Ethics

Resources Planning Group has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Resources Planning Group must acknowledge the terms of the Code of Ethics annually, or as amended.

Resources Planning Group anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Resources Planning Group has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Resources Planning Group, its affiliates and/or clients, directly or indirectly, have a position of interest. Resources Planning Group's employees and persons associated with Resources Planning Group are required to follow Resources Planning Group's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Resources Planning Group and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Resources Planning Group's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Resources Planning Group will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Resources Planning Group's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Resources Planning Group and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Resources Planning Group's obligation of best

execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Resources Planning Group will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Resources Planning Group's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Michael Marietti, Chief Compliance Officer.

It is Resources Planning Group's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Resources Planning Group will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

The Adviser may require the use of a specific broker/dealer for certain sales in commissionable mutual funds or variable annuities.

Lower fees for comparable services may be available from other sources. Material conflicts of interest have been disclosed to the Client in writing via the Form ADV Part II that could cause the Advisor or Advisory Representative to render other than unbiased and objective advice. The Advisor does not maintain custody of the Client's funds or securities.

Proxies are sent directly to the client from their brokerage accounts or from Mesirow. The firm does not vote any client proxies.

Resources Planning Group Inc. may receive soft dollar benefits from the Broker /Dealer, or product sponsor, in the form of proprietary or third party research, educational expenses or conferences.

Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients.

Item 13 – Review of Accounts

Resources Planning Group will periodically review the holdings and allocation of the account which it has discretion to manage. This usually will happen annually if not more often. Some of the items that will affect when a review will occur are: movements in the markets, lifestyle changes of the clients along with economic or fundamental changes in the economy.

Item 14 – *Client Referrals and Other Compensation*

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Resources Planning Group urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Resources Planning Group usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Resources Planning Group observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Resources Planning Group's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Resources Planning Group in writing.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, Resources Planning Group does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Resources Planning Group may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Resources Planning Group's financial condition. Resources Planning Group has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers