
PART 2A OF FORM ADV/DISCLOSURE BROCHURE OF:

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This brochure provides information about the qualifications and business practices of R Consulting Group, LLC. If you have any questions about the contents of this brochure, please contact us at (312) 479-1806. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about R Consulting Group, LLC also is available on the SEC's website at www.advisorinfo.sec.gov.

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I. MATERIAL CHANGES

There are no material changes to this Brochure.

II. ADVISORY BUSINESS

This Disclosure Brochure provides clients with information about the qualifications and business practices of R Consulting Group, LLC ("Advisor"), a newly formed, privately-held Illinois limited liability company and independent investment advisory firm registered with the United States Securities and Exchange Commission since [date]. It also describes the services Advisor provides as well as background information on those individuals who provide investment advisory services on behalf of Advisor. Please contact Ed Murray, Manager and Chief Compliance Officer of Advisor, at (312) 479-1806 if you have questions about the content of this brochure. Additional information on the disciplinary history of Advisor is available on the Internet at www.adviserinfo.sec.gov/IAPD/. You can search this site by a unique identifying number known as a CRD number. The CRD number for Advisor is 155611. The amount of money under management on a discretionary basis is \$0.00. And the amount of money under management on a non-discretionary basis is \$0.00. The Advisor is primarily engaged in the business of serving investment management advisor offering ongoing advice on investments. Investment vehicle selection is at the discretion of the Advisor with input from the client.

III. FEES AND COMPENSATION

The management fees for the Advisor's services may be charged in one of two of the following ways:

Asset-Based Management Fee

The annual asset-based fee for the Advisor's services is charged as a percentage of assets under management and will not exceed 2.00% of the value of the portfolio. Clients are billed quarterly in arrears. The asset-based fee will be based on value of the client's account as of the last day of the prior calendar quarter.

For the first billing quarter, if an account is not opened at the beginning/end of a quarter, the asset-based fee will be based upon a pro-rata calculation of the aggregate market value of the client's assets under management. Details of the asset-based fee charged are more fully described in the advisory agreement entered into with the client.

Performance-Based Management Fee

Advisor offers a performance-based management fee for its services in lieu of the asset-based management fee described above. However, the performance-based management fee is only available to the following types of clients, and even then, only after the client fully understands the risks involved in performance-based management:

- Clients with at least \$750,000 under management with Advisor or more than \$1,500,000 of net worth;
- Clients who are "qualified purchasers" under section 2(a)(51)(A) of the Investment Company Act of 1940, as amended (the "1940 Act"); or
- Clients that are private investment companies exempted from the 1940 Act under section 3(c) (7) of the 1940 Act.

Each client that selects the performance-based management fee option will be required to complete an Investor Questionnaire, pursuant to which the client shall establish that the client is qualified to pay the performance-based management fee.

The performance-based management fee is determined as follows:

- The performance rate is negotiated on a client-by-client basis, but shall not exceed 20% of the increase in portfolio value.
- The client agrees to pay the performance-based management fee either quarterly or monthly, in arrears, for the investment advisory services rendered based upon the percentage period end portfolio valuation (appreciation of the net increase in the portfolio valuation less any reduction from all sources) and subject to a "high-water mark."
- Net cash flow will be computed monthly or quarterly by compiling an option and dividend transaction report in a spreadsheet format downloaded from the brokerage firm's web site.
- Whether the performance-based management fee will be paid to Advisor monthly or quarterly will be dependent upon the brokerage firm utilized and the agreement between the client and Advisor after the cash flow is

computed.

Fixed Fee Assignments

Advisor will also provide investment consulting and advisory services based upon a fixed fee (Hard Dollar) compensation structure encompassing the agreed duties and clearly defined responsibilities specifically assigned by the client and agreed to by the Advisor.

Fees Negotiable

Advisor retains the right to modify fees, in its sole and absolute discretion, on a client-by-client basis based upon the size, complexity, time requirements, service requirements and nature of the client investment objectives.

Direct Debiting of Client Accounts

Advisory fees may be directly debited from a client account provided the client provides written authorization permitting Advisor's fees to be disbursed directly from the client's account which is held by an independent custodian and the custodian agrees to disburse these fees (monthly or quarterly) based upon the proper direction provided by the client. In addition, the custodian will be responsible for providing a full accounting of the investment account including the amount of advisory fees paid directly to Advisor.

Deposits/Withdrawal Information

Asset deposits by a client into an account during the quarter will result in a pro-rate fee being billed to the client's account due to the efforts of Advisor to execute transactions with the additional assets based on the client's current option strategy, the option position (writing calls or puts) and availability of the type, class and services of option desired.

Termination of Client Relationship

A client has the right to terminate an investment advisory agreement without penalty within five (5) business days after entering into such agreement.

A client agreement may be canceled at any time, by either party, for any reason upon thirty (30) days' prior written notice. This will permit Advisor sufficient time to finalize transactions, if necessary, and enables the delivery of final

statements and release of documents. Upon termination, Advisor shall retain the management fee earned from the beginning of the current quarter through the date of termination and any balance of the management fee paid in advance will be refunded on a pro-rata basis.

For clients utilizing the performance-based management fee, upon termination, Advisor will be paid any performance fee due from the beginning of the last month through the date of termination. Refunds will be mailed directly to the client or credited back to the client account, usually within five (5) business days.

Trading and Other Costs

All fees paid to Advisor for investment advisory services are separate and distinct from transaction fees charged by broker dealers associated with the purchase and sale of equity securities and options. In addition, fees do not include the services of any co-fiduciaries, accountants, broker dealers, mutual funds or attorneys. See Section VI. Fees and Expenses for additional details.

IV. PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Advisor offers performance based fees, asset based fees and fixed fees as explained in Section III Fees and Compensation. Because performance based fees have the potential to be lucrative for the Advisor, a potential conflict is possible in that scarce investment opportunities or time may tend to be allocated to those accounts for financial reasons. The Advisor, however, takes its fiduciary duties very seriously and will attempt to divide its time appropriately and will use certain techniques to allocate scarce investment opportunities randomly.

V. TYPES OF CLIENTS

Advisor will offer its services to individuals, qualified retirement plans, corporate and municipal defined benefit plan, defined contribution plans, 401(k) plans and endowment funds and foundations. Generally, new separately managed account must have at least two million dollars. On occasion, exceptions to such minimum

account sizes are made because of existing client relationships or for other reasons, which the Advisor must make.

VI. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

EIR is a quantitative process that identifies emerging trends in domestic stock performance. Our models are expected to identify equity market capitalization and equity style rotation. Based upon the output and information; equity allocations will be shifted to the emerging performance style and capitalization and away from declining styles and capitalization. Dependent on the investment parameters for the client portfolios, the allocations may be more or less aggressive in capturing the rotation through higher or lower reallocations among the equity sectors. Investment Rotation methodologies have successfully been used by the founders as the core platform of a very successful investment management consulting practice over the past 15+ years. The methodology has been utilized with mid-market and institutional foundation, endowment and pension portfolios since 1993. As a result of the extensive experience of the principles, we have a strong proven track record for a process that works and provides stronger returns than buy and hold strategies.

Investing in securities, i.e., stocks, bonds and other investments include the risk of loss and clients should be prepared to bear the same.

VII. DISCIPLINARY ACTION

There are not any pending on appeal or concluded material civil, criminal or administrative actions against the Advisor or its principal.

VIII. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Currently, Mr. Murray has become affiliated with Birkelbach Securities as a registered representative and has sought to become registered in a handful of states. It is contemplated that upon the approval of the Advisor's license that he will drop that

affiliation and registrations. Therefore, no material conflict will exist going forward. The Advisor will have no material arrangements with other financial institutions.

IX. CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Advisor has adopted a Code of Ethics pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended, to prevent violations of federal securities laws. The Code of Ethics is predicated on the principle that Advisor owes a fiduciary duty to its clients. Accordingly, Advisor expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws. All officers, directors, partners and employees of Advisor and any other person who provides advice on behalf of Advisor and is subject to Advisor's control and supervision are required to adhere to the Code of Ethics. At all times, Advisor and its employees must (i) place client interests ahead of Advisor's; (ii) engage in personal investing that is in full compliance with Advisor's Code of Ethics; and (iii) avoid taking advantage of their position. Existing prospective clients may request a copy of Advisor's Code of Ethics by contacting Ed Murray, Manager and Chief Compliance Officer of Advisor, at (312) 479-1806.

Advisor or individuals associated with Advisor may buy, sell, or hold in their personal accounts the same securities that Advisor recommends to its clients and in accordance with Advisor's internal compliance procedures. Such trades will occur simultaneously with or after trades placed on behalf of clients.

To minimize conflicts of interest, and to maintain the fiduciary responsibility Advisor has for its clients, Advisor has established the following policy: An officer, director, or employee of Advisor shall not buy or sell securities for a personal portfolio when the decision to purchase is substantially derived, in whole or in part, by reason of employment with Advisor, unless the information is also available to the investing public on reasonable inquiry. The foregoing will relate to derivative transactions, warrants, options, and futures as well. No person associated with Advisor shall prefer his or her own interest to that of any client. Personal trades in securities being purchased or sold for clients may be affected simultaneously with or after trades are affected for clients. Advisor personnel may not anticipate trades to be placed for clients.

X. BROKERAGE PRACTICES

Investment Management

When placing portfolio transactions for client accounts, Advisor's primary objective is to obtain the best price and best execution, taking into account the costs, promptness of execution and other qualitative considerations. Advisor evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These include the broker's trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving Advisor. Also in consideration is such brokers' provision or payment of the costs of research and other investment management-related services (the provisional payment of such costs by brokers are referred to as payment made by "soft dollars", as further discussed in the "Client Referrals and Other Compensation" Section XII of this Disclosure Brochure). Accordingly, if Advisor determines in good faith that the amount of trading costs charged by a broker is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, the client may pay trading costs to such broker in an amount greater than the amount another broker might charge. Advisor receives a benefit, i.e., research products or services that it does not need to pay for by using client commissions or markups or markdowns. This may lead to an incentive to recommend a broker based on the advantage to Advisor rather than clients' interest in more favorable execution. This research is generally used for all clients and not other particular accounts that generated the credits. For reasons of economy of effort, Advisor does direct soft dollar credits proper timely to those accounts that generate them.

Directed Brokerage

Certain clients may direct Advisor to use particular brokers for executing transactions in their accounts. To the extent brokerage transactions are placed with particular brokers as directed by a client, Advisor's ability to achieve best execution may be eliminated. Clients who direct Advisor to use particular brokers may pay higher commissions than those that do not. Advisor reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than a broker dealer recommended by Advisor, if Advisor believes that the broker dealer would adversely affect Advisor's fiduciary duty to the client and/or ability to effectively service the

client portfolio. Advisor will not recommend, request or require a client to execute a specific broker.

Aggregation and Allocation of Trades

It is the objective of Advisor to provide a means of allocating trading and investment opportunities between advisory clients on a fair and equitable basis and in compliance with all applicable state and federal guidelines. With respect to clients' accounts with substantially similar investment objectives and policies, Advisor may often seek to purchase or sell a particular security in each account. Advisor will aggregate orders only when such aggregation is consistent with Advisor's duty to seek best execution and is consistent with the investment objective of each client. No client account will be unfairly favored over any other account. Each client that participates in an aggregated order will participate based on the average execution price in that particular security. All transaction costs will be allocated pro rata based on each client's participation in the transaction. All securities purchased or sold, whether the order is filled completely or partially, will then be allocated pro rata based on the assets of each account. The Advisor will not direct brokerage for client referrals.

XI. REVIEW OF ACCOUNTS

Each account will be reviewed by Ed Murray, Manager and Chief Compliance Officer of Advisor, as contracted for with the client at the inception of the advisory relationship. Accounts are reviewed in the context of each client's investment objectives and guidelines, ensuring that the structure of the portfolio is coordinated with these objectives, at least quarterly. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. For individuals, major life events may trigger non-periodic reviews. Such events may include marriage, divorce, birth of children and inheritance, etc. The Equity Investment Rotation methodology produces reports on a quarterly basis regarding asset allocations for the domestic equity marketplace. The investment markets and client portfolios are reviewed on an ongoing and continuous daily basis with formal and periodic reviews by the Co-Managers. Adjustments are made as determined by the models, and on an annual basis unless the Co-Managers believe it is more efficient for the fund because of trading costs, tax inefficiencies or other basis, to adjust its allocations at a later time. Clients will receive monthly and/or quarterly statements and confirmations from their respective broker-dealer(s) and/or custodian(s). Advisor will provide reports as agreed as part of our advisory relationship. Advisor's Business Continuity Plan is available upon request by calling

(312) 479-1806.

Clients will receive monthly statements directly from the custodian. Confirmation statements will be issued by the custodian for all trading activity, unless the client direct otherwise.

XII. CLIENT REFERRALS AND OTHER COMPENSATION

From time to time, Advisor may retain solicitors to refer clients to Advisor. If a client is introduced to Advisor by either an unaffiliated or an affiliated solicitor, Advisor may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Advisor's management fee, and shall not result in any additional charge to the client. If the client is introduced to Advisor by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of Advisor's written disclosure statement as same is set forth in this Disclosure Brochure, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between Advisor and the solicitor, including the compensation to be received by the solicitor from Advisor. Any affiliated solicitor of Advisor shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Advisor's written disclosure statement as same is set forth in this Disclosure Brochure. Individuals from the Advisor will likewise be compensated by the Advisor making referrals, but this will not affect the amount paid by the client.

Economic Benefits

Advisor may recommend that clients establish brokerage accounts with certain registered broker-dealers to maintain custody of clients' assets and to effect trades for their accounts. While Advisor is not affiliated with these broker-dealers, they may provide Advisor with access to its institutional trading and operations services, which are typically not available to retail investors. These services may include research, brokerage, custody, 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. These broker-dealers may also make

available to Advisor other products and services that benefit Advisor but may not benefit its clients' accounts. Some of these other products and services assist Advisor in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Advisor's fees from its clients' accounts, and assist with back-office support, record keeping and client reporting. Many of these services generally may be used to service all or a substantial number of Advisor's accounts, including accounts not maintained at the specific broker-dealer that is offering this particular service.

These broker-dealers also provide Advisor with other services intended to help Advisor manage and further develop its business enterprise. These services may include consulting, publications, conferences and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, these broker-dealers may make available, arrange and/or pay for these types of services to Advisor by independent third parties. These broker-dealers 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 Advisor. While as a fiduciary Advisor endeavors to act in its clients' best interests, Advisor's recommendation that clients maintain their assets in accounts with these broker-dealers may be based in part on the benefit to Advisor of the availability of some of the foregoing products and services and not solely on the nature cost or quality of custody and brokerage provided by these broker-dealers which may create a conflict of interest.

XIII. CUSTODY

The Advisor does not provide custodianship of assets, but rather has client's open up accounts with other third-party broker-dealers or institutions to hold clients' securities. Those institutions will send monthly or quarterly statements separate and apart from those sent by the Advisor. Please review both sets of statements carefully for any discrepancies.

XIV. INVESTMENT DISCRETION

Advisor requests that it be provided with written authority to determine the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as required. All such amendments shall be submitted in writing. Advisor generally has discretionary authority to make the following determinations without obtaining the consent of the client before the transactions are effected: (1) which securities are bought and sold for the account and (2) the total amount of securities to be bought and sold. Advisor's authority in making investment related decisions may be limited by account guidelines, investment objectives and trading restrictions, as agreed between Advisor and the client. To effectuate the foregoing, the Advisor will execute a Limited Power of Attorney that allows it to place trades without prior consultation of the client, but not remove or deposit funds from the account.

XV. VOTING CLIENT SECURITIES AND OTHER PROCEEDINGS

Advisor does not vote proxies on behalf of its clients. Therefore, although Advisor may provide investment advisory services relative to client investment assets, Advisor's clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. Advisor and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. Clients should note that Advisor will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the clients account(s), including, but not limited to, the filing of Proofs of Claim in class action settlements. If desired, clients may direct Advisor to transmit copies of class action notices to the client or a third party. Upon such direction, Advisor will make commercially reasonable efforts to forward such notices in a timely manner.

XVI. FINANCIAL INFORMATION

The Advisor will not require the prepayment of any fees.