

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 3710 / November 5, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-15604

In the Matter of

**RESOURCES PLANNING
GROUP, INC.,**

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(e) OF THE
INVESTMENT ADVISERS ACT OF 1940,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 203(e) of the Investment Advisers Act of 1940 (“Advisers Act”) against Resources Planning Group, Inc. (“Respondent” or “Respondent RPG”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(e) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that

1. Respondent RPG is an investment adviser registered with the Commission since 2001 with its principal place of business in Chicago, Illinois.

2. On September 16, 2013, a judgment was entered by consent against Respondent RPG, permanently enjoining it from future violations of Sections 206(1) and 206(2) of the Advisers Act, in the civil action entitled Securities and Exchange Commission v. Resources Planning Group, Inc. and Joseph J. Hennessy, Civil Action Number 12-CV-9509, in the United States District Court for the Northern District of Illinois.

3. The Commission's complaint alleges that between at least February 2007 and April 2012, RPG engaged in a fraudulent scheme and violated its fiduciary duty to its clients in connection with the sale of promissory notes and units in the Midwest Opportunity Fund, LLC ("MOF"), a private equity fund that Joseph J. Hennessy ("Hennessy"), an RPG co-owner and principal, co-founded in 2004. The complaint further alleges that Hennessy made misrepresentations about the nature and prospects of the MOF investment and failed to inform investors about the existence of MOF promissory notes that Hennessy had personally guaranteed. The complaint also alleges that Hennessy misappropriated investor funds to make MOF debt payments, and otherwise engaged in a variety of conduct which operated as a fraud and deceit on investors.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent RPG's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 203(e) of the Advisers Act that the registration of Respondent RPG be, and hereby is, revoked.

By the Commission.

Elizabeth M. Murphy
Secretary