

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

) **IN THE MATTER OF: JOSEPH J. HENNESSY;**
) **TERRANCE R. HENNESSY; MICHAEL J. MARIETTI;**
) **AND RESOURCES PLANNING GROUP, INC.**

FILE NO. C1200293

CONSENT ORDER

TO THE RESPONDENTS: Resources Planning Group, Inc. (CRD# 113735)
Attn: Terrance R. Hennessy, Chief Compliance Officer
150 North Wacker, Suite 2250
Chicago, Illinois 60606

Terrance R. Hennessy (CRD# 1072712)
21 North Hebert
Riverside, Illinois 60546

Michael J. Marietti IV (CRD# 1999823)
597 Aberdeen Road
Frankfort, Illinois 60423

James A. McGurk
Law Offices of James A. McGurk, P. C.
123 North Wacker Drive, Suite 250
Chicago, Illinois 60606-1912

WHEREAS, Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV on the 15th day of May 2018 executed a certain Stipulation to Enter Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV have admitted to the jurisdiction of the Secretary of State and service of the Amended Notice of Hearing of the Secretary of State, Securities Department, dated June 27, 2016 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order "Consent Order").

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WHEREAS, Respondents filed an Answer on or about December 2, 2016 in which they denied the substantive allegations of the Notice of Hearing.

WHEREAS, by means of the Stipulation, the Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Amended Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

- (1) Respondent Resources Planning Group, Inc. ("RPG") was an Illinois based Federal Covered Investment Adviser (FCIA) from September 7, 2001 until June 28, 2012. The Respondent engaged in the business of providing investment advisory services to the general public. Its last known address is 150 North Wacker, Suite 2250, Chicago, Illinois 60606.
- (2) Respondent Terrance R. Hennessy ("T. Hennessy") was the President of Respondent RPG from June 1986 to July 31, 2013 and the Chief Compliance Officer of Respondent RPG from November 2007 through July 2009. He was registered with the State of Illinois as an investment adviser representative with Respondent RPG from January 6, 2003 to December 31, 2009 and June 28, 2012 to October 25, 2012. His last known address is 21 North Hebert, Riverside, Illinois 60546.
- (3) Respondent Michael J. Marietti IV ("Marietti") served as Chief Compliance Officer of Respondent RPG from July 2009 through July 31, 2013. His last known address is 597 Aberdeen Road, Frankfort, Illinois 60423.
- (4) During the period of January 1, 2010 through July 31, 2012, Respondent RPG provided investment advisory services to residents of the State of Illinois when not in compliance with the filing requirements of Section 8 of the Act.
- (5) Section 130.839 of the Rules of the Act provides, inter alia, that:
 - 1) Effective October 1, 2002, each new applicant filing as an investment adviser or federal covered investment adviser shall file with the NASD, utilizing the IARD, a complete Form U-4 for each investment adviser representative and pay the filing fee specified in Section 130.110 of this Part.
 - 2) For purposes of the annual re-registration of investment adviser representatives, each investment adviser and federal covered investment adviser shall file with the NASD, utilizing the IARD, and pay the filing fee specified in Section 130.110 of this Part.

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9. Between January 1, 2010 and July 31, 2012, Respondent RPG collected management fees from clients of unregistered Investment Adviser.
10. Beginning January 1, 2010, Respondent RPG failed to file a complete U-4 for each Investment Adviser and to pay the filing fee as specified in Section 130.110.
11. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the provisions of the Act for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
12. Between January 2010 and the July 31, 2012, Respondent RPG collected management fees from clients of unregistered Investment Adviser Representatives.
13. Beginning January 1, 2010, Respondent RPG failed to file a complete U-4 for each Investment Adviser Representative and to pay the filing fee as specified in Section 130.110.
14. By virtue of the foregoing, the Respondent RPG has committed a violation of Section 12.D of the Act.
15. Section 8.E.1(g) provides, *inter alia*, that the registration of an investment adviser, investment adviser representative, dealer, or salesperson may be suspended or revoked if the Secretary of State finds that the investment adviser, investment adviser representative, dealer, or salesperson has been violated any provision of the Act.
16. Section 11.E(2) of the Act provides, *inter alia*, that if the Secretary of State shall find that any person has violated subsection J of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State.
17. Section 11.E(3) of the Act provides, *inter alia*, that if the Secretary of State shall find that any person is acting or has acted as a federal covered investment adviser, without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit or suspend the person from acting as a federal covered investment adviser in this State.

WHEREAS, by means of the Stipulation, the Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV acknowledged, without admitting or denying the truth thereof, that the Secretary of State has adopted the following additional Finding of Fact:

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18. That Section 11.E (4) of the Act provides that in addition to any other sanction or remedy contained in this subsection E, the Secretary of State, after finding that any provision of this Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of this Act, may issue an order of public censure against the violator, and may charge as costs of investigation all reasonable expenses, including attorney's fees and witness fees.

WHEREAS, by means of the Stipulation, the Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV have acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusions of Law:

- (1) The Respondent RPG has committed a violation of Section 12.D of the Act;
- (2) The Respondent RPG is subject to the entry of an order prohibiting or suspending Respondent from acting as a federal covered investment Adviser, investment adviser or investment adviser representative in the State of Illinois pursuant to Section 11.E(3) of the Act; and
- (3) The Respondent is subject to a FINE pursuant to Section 12.D and Section 11.E(4) of the Act.

WHEREAS, by means of the Stipulation, Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV have acknowledged and agreed that they shall comply with all provisions of the Illinois Securities Law of 1953 (815 ILCS 5/1 et seq., as amended) and the Rules and Regulations of the Under the Illinois Securities Law of 1953.

WHEREAS, by means of Stipulation Respondent Resources Planning Group, Inc., has acknowledged and agreed that Resources Planning Group, Inc. shall be permanently prohibited from offering or selling securities and/or engaging in the business of providing investment advisory services in and/or from the State of Illinois.

WHEREAS, by means of the Stipulation, Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV have acknowledged and agreed that they shall collectively be levied costs incurred during the investigation of this matter in the amount of Five Thousand Dollars (\$5,000.00), to be paid by certified or cashier's check made payable to the Office of the Illinois Secretary of State, Securities Audit and Enforcement Fund.

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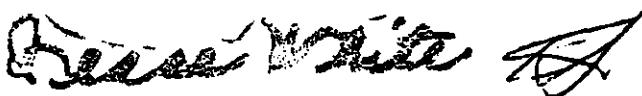
WHEREAS, by means of the Stipulation, Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV have acknowledged and agreed that they have submitted with the Stipulation a certified or cashier's check in the amount of Five Thousand Dollars (\$5,000.00) to cover the costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Illinois Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV shall comply with all applicable provisions of the Illinois Securities Law of 1953 (815 ILCS 5/1 et seq., as amended) and the Rules and Regulations of the Under the Illinois Securities Law of 1953.
2. Respondent Resources Planning Group, Inc. shall be permanently **PROHIBITED** from offering or selling securities and/or engaging in the business of providing investment advisory services in and/or from the State of Illinois.
3. Respondents Resources Planning Group, Inc., Terrance R. Hennessy and Michael J. Marietti IV collectively shall be levied costs incurred during the investigation of this matter in the amount of Five Thousand Dollars (\$5,000.00). Said costs shall be paid by certified or cashier's check, made payable to the Illinois Secretary of State, Securities Audit and Enforcement Fund.
4. The Amended Notice of Hearing issued in this matter is hereby dismissed.

ENTERED: This 23rd day of May 2018.



JESSE WHITE
Secretary of State
State of Illinois

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NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12(D) of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, 735 ILCS 5/3 -101 *et seq.* and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:

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