

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1**

OMB APPROVAL	
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Name of Investment Adviser: Retirement Alliance, Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number:
77 Pearl Street, Manchester NH 03101				(603) 647-5600

This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any governmental authority.

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(Schedules A B C D and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.

Applicant:  
Retirement Alliance, Inc.

SEC File Number:  
801- 47973

Date:  
04/21/2006

- 1. A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

**Applicant:**

- |                                     |  |     |   |
|-------------------------------------|--|-----|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services .....   | 100 | % |
| <input type="checkbox"/>            | (2) Manages investment advisory accounts not involving investment supervisory services .....   |     | % |
| <input type="checkbox"/>            | (3) Furnishes investment advice through consultations not included in either service described above ..  |     | % |
| <input type="checkbox"/>            | (4) Issues periodicals about securities by subscription .....  |     | % |
| <input type="checkbox"/>            | (5) Issues special reports about securities not included in any service described above .....  |     | % |
| <input type="checkbox"/>            | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices<br>which clients may use to evaluate securities ..... |     | % |
| <input type="checkbox"/>            | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities ...  |     | % |
| <input type="checkbox"/>            | (8) Provides a timing service .....  |     | % |
| <input type="checkbox"/>            | (9) Furnishes advice about securities in any manner not described above .....  |     | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term? ..... Yes ☐ No ☒

- C. Applicant offers investment advisory services for: (check all that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management      | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges  | <input type="checkbox"/> (5) Commissions       |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other             |

- D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

- 2. Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals                      | <input type="checkbox"/> E. Trusts, estates, or charitable organizations                               |
| <input type="checkbox"/> B. Banks or thrift institutions                | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies                        | <input type="checkbox"/> G. Other (describe on Schedule F)   |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans |  |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> A. Equity securities                                       | <input type="checkbox"/> H. United States government securities     |
| <input type="checkbox"/> (1) exchange-listed securities                             | <input checked="" type="checkbox"/> I. Options contracts on:        |
| <input type="checkbox"/> (2) securities traded over-the-counter                     | <input type="checkbox"/> (1) securities                             |
| <input type="checkbox"/> (3) foreign issuers  | <input type="checkbox"/> (2) commodities                            |
| <input type="checkbox"/> B. Warrants  | <input type="checkbox"/> J. Futures contracts on:                   |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles                              |
| <input type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> (2) intangibles                            |
| <input type="checkbox"/> E. Certificates of deposit                                 | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities                                    | <input type="checkbox"/> (1) real estate                            |
| <input type="checkbox"/> G. Investment company securities:                          | <input type="checkbox"/> (2) oil and gas interests                  |
| <input type="checkbox"/> (1) variable life insurance                                | <input type="checkbox"/> (3) other (explain on Schedule F)          |
| <input type="checkbox"/> (2) variable annuities                                     | <input type="checkbox"/> L. Other (explain on Schedule F)           |
| <input checked="" type="checkbox"/> (3) mutual fund shares                          |   |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

- |  |   |
|--|---|
| (1) <input type="checkbox"/> Charting    | (4) <input type="checkbox"/> Cyclical                                 |
| (2) <input type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical   |   |

B. The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases   |
| (4) <input type="checkbox"/> Corporate rating services                        | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F)   |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input type="checkbox"/> Short sales   |   |

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ----- ☒ Yes ☐ No  
(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a-
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input checked="" type="checkbox"/> (3) other investment adviser   | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? ☐ Yes ☒ No

(If yes, describe on Schedule F the partnerships and what they invest in.)

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**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

**10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

(If yes, describe on Schedule F)

**11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Retirement Alliance, Inc. provides continuous investment supervisory services. A principal of applicant will formally review each account on a quarterly basis. Clients are encouraged to contact applicant whenever client circumstances change or a question arises regarding their investments. Applicant maintains frequent client contact, monitors the market on a daily basis, and updates client holdings on a daily basis.

B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients receive consolidated statements monthly from the custodian. Annually, the Trustees receive a review of the Funding Policy of the plan and performance of the funds. Qualified Plans are reviewed annually and minutes with the Trustees are recorded. These minutes compare the goals of the Funding policy with the actual performance. Any actions that are to be taken are also documented.

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**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  |                              |  |
|--|------------------------------|--|
| (1) securities to be bought or sold? .....               | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (4) commission rates paid? .....                         | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ..... Yes ☒ No ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. if the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- |   |   |  |
|---|---|--|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? ..... Yes ☐ No ☒

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Retirement Alliance, Inc.

SEC File Number:

801- 47973

Date:

04/21/2006

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Alliance, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
1.D.	<p>Retirement Alliance, Inc. ("RAI") was formed to provide comprehensive retirement services to the qualified plan market. RAI provides additional services to non-qualified company sponsored plans and individual plan participants. These comprehensive services include continuous investment supervisory services. Clients are encouraged to maintain constant contact with RAI regarding their circumstances and any changes in financial condition, company philosophy, investment strategy, or management related changes.</p> <p>Pension administration fees are charged using a base fee and adding a per participant fee. As of December 1, 2004 investment advisory fees are a percentage of assets managed. The percentage as of December 1, 2004 is calculated as follows:</p> <p style="padding-left: 40px;">First 2 million = 0.48%</p> <p style="padding-left: 40px;">Next 3 million = 0.25%</p> <p style="padding-left: 40px;">Over 5 million = 0.15%</p> <p>All fees are billed quarterly in advance. In cases where RAI is not the investment manager, Pension Administration collects fees for other investment advisors and passes those fees directly on to the other investment advisor. The fees to be collected in those instances are disclosed in the clients' agreement. Many clients have arrangements that were entered into before this new fee schedule. Not all clients are being charged fees according to the new fee schedule. A few clients have a negotiated fixed fee arrangement or a fixed percentage arrangement. These existing agreements are being honored, but this arrangement is no longer offered to new clients.</p> <p>In situations where compensation is payable before the service is provided, a client may terminate the contract with written advance notice and would receive a pro-rata refund.</p> <p>Clients whose accounts are invested in mutual funds are advised that the mutual fund annual fee includes a charge for advisory services provided to that mutual fund by the fund's account manager. Clients will be paying both the fee of this advisory firm as well as the fee of the mutual funds in which they are invested.</p> <p>Automatic Payment of Advisory Fees:</p> <p>Unless otherwise agreed, client's signing of the advisory agreement expressly grants the advisor the authority to demand payment directly from the custodian holding the client's funds and securities. The following conditions apply in this instance:</p> <p>a.) Qualified Custodian - A qualified custodian, or the mutual fund's transfer agent, will maintain the funds and securities held for clients in a separate account for each plan.</p> <p>b) Notice to clients - The client will be notified in writing of the qualified custodian's name, address, and the manner in which the funds or securities are maintained immediately upon the opening of an account.</p> <p>c) Account statements to clients. The qualified custodian will provide the client with an account statement, at least quarterly, identifying the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during the period.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Retirement Alliance, Inc.

SEC File Number:

801- 47973

Date:

02/21/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Alliance, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
3 & 6	Please see disclosure under Item 8.C.3 for accounts managed by "CMIS".	
4.A.	Regarding Mutual Fund management of portfolios, Retirement Alliance, Inc. utilizes primarily Morningstar Research.	
4.B.	In addition to the standard financial newspapers, magazines and trade newspapers, the company maintains various subscriptions to both printed and software based services such as Barons, Schwablink, and Fidelity Advisor Channel.	
5.	<p>Professionals engaged in investment services for RAI must possess a college degree from a four year nationally accredited college or university and successfully pass appropriate NASD testing. In addition all have significant experience in the fields of Pension Administration and/or Investment Management.</p> <p>Employees providing pension administration services are required to enroll in APA courses. This designation requires significant continuing education.</p>	
6.	<p>Robert J. Blair, born 3/24/49, graduated from LaSalle College with a BA in English and Philosophy and attended graduate school at the University of PA. Mr. Blair was the Treasurer of Retirement Alliance, Inc. from its incorporation in 1994 until December, 2003 at which time he assumed the role of President. Mr. Blair is primarily responsible for determining the investment advice given to clients.</p> <p>Shannon Blair, born on 3/11/77 has been employed with Retirement Alliance, Inc. since October, 2001. Prior to joining RAI, Shannon was a Custom Production Associate with Fidelity Investments in Smithfield, RI. Shannon graduated in 1999 from Gettysburg College with a BA in English.</p> <p>Kimberly St. Pierre was born in 1971. Mrs. St. Pierre attended Western New England College and graduated in 1994 with a Bachelor of Science in business administration. She has been with Retirement Alliance since 1995 and has held various positions within the company and is currently the Chief Operating Officer and Chief Compliance Officer.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**



**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

Retirement Alliance, Inc.

SEC File Number:

801- 47973

Date:

02/21/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Alliance, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
7.	The principal business of the Alliance is the administration of qualified plans. This would include filing government forms, preparation of plan documents and balancing of assets in plan trust accounts. Seventy percent of the business is Pension Administration.	
8.	<p>Windward Investment Management, Inc. ("Windward") provides a model portfolio which is used by RAI to manage accounts for clients that selected the LifeStyles Program. The management fee for this service is 100 basis points, split evenly between RAI and Winward.</p> <p>RAI and/or any of it's employees may invest in mutual funds that it also recommends to clients. Whereas these investments will not be of such volume to affect the market value of the investments, no conflict of interest will exist. RAI does not require reporting of personal securities trading because all client funds are invested in Mutual Funds.</p>	
9.	<p>RAI has adopted a Code of Ethics, the full text of which is available to Clients upon request. RAI has several goals in adopting this Code. First, the firm desires to comply with all applicable laws and regulations governing its practice, and the management of RAI has determined to set forth guidelines for professional standards, under which all associated persons are to conduct themselves. RAI has set high standards, the intention of which is to protect Client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith and fair dealing with Clients. All associated persons are expected to adhere strictly to these guidelines, as well as the procedures for approval and reporting established in the Code of Ethics primarily related to personal securities transactions and violations of the Code. In addition, the firm maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the firm or any person associated with the firm.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Retirement Alliance, Inc.

SEC File Number:

801- 47973

Date:

02/21/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Alliance, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
10.	RAI seeks out qualified plans with at least \$100,000 in assets available for investment. The minimum can be waived for start up plans with a potential to grow to the stated minimum within three years.	
12.B.	<p>RAI primarily uses the following firms as custodian for client accounts:</p> <p>Schwab Institutional Schwab Trust Fidelity Investments Matrix Settlement &amp; Clearing Services, LLC Vanguard</p> <p>RAI recommends clients open accounts with one of these firms. These firms offer RAI the following services that allow for better management of client accounts: Electronic trading confirmation downloads, electronic statements, investment research information, education materials, software, and dedicated service desks.</p>	
13.A.	<p>Revenue sharing - Clients are advised that RAI receives payments from the funds recommended by Applicant. A plan that uses Charles Schwab Trust Company or Fidelity to provide custodial services will have the payment credited to their omnibus account. RAI will receive 20% of this revenue sharing in addition to the other administrative and advisory fees from Charles Schwab Trust Company. Revenue Sharing payments from any other custodian received by RAI will be the sole property of RAI. This sharing arrangement is disclosed in the client agreements and the disclosure document (Part 2 of the ADV) provided to all new clients.</p>	
13.B.	<p>RAI has arrangements with Magna HR, Inc. of Solon, OH. RAI pays a percentage of the advisory fee collected from clients referred by Magna. These payments are made pursuant to a Solicitor's agreement.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**