

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

OMB APPROVAL	
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Name of Investment Adviser: Alliance Benefit Group of Illinois, Inc.				
Address: (Number and Street) 456 Fulton Avenue, Suite 345	(City) Peoria	(State) IL	(Zip Code) 61602	Area Code: Telephone number: (309) 671-4200

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:  
Alliance Benefit Group of Illinois, Inc.

SEC File Number:  
801- 61112

Date:  
03/22/2010

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 .....   | 0   | % |
| <input type="checkbox"/>            | (2) Manages investment advisory accounts not involving investment supervisory services .....   |     | % |
| <input checked="" type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above ..  | 100 | % |
| <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
<input type="checkbox"/>	<input checked="" type="checkbox"/>

- 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 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 type="checkbox"/> A. Individuals                                 | <input type="checkbox"/> E. Trusts, estates, or charitable organizations                    |
| <input checked="" type="checkbox"/> B. Banks or thrift institutions     | <input 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 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 checked="" 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 checked="" 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 checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" 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 checked="" 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 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   |  |

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Applicant:  
Alliance Benefit Group of Illinois, Inc.

SEC File Number:  
801- 61112

Date:  
03/22/2010

**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 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.)

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

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Date:  
03/22/2010

**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 type="checkbox"/>	<input checked="" 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.

See Schedule F for details.

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

See Schedule F for details.

Applicant:  
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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 checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| (2) amount of the securities to be bought or sold? ..... | Yes <input checked="" type="checkbox"/> | No <input 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 checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes <input type="checkbox"/>            | No <input checked="" 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:

Alliance Benefit Group of Illinois, Inc.

SEC File Number:

801- 61112

Date:

03/22/2010

(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: Alliance Benefit Group of Illinois, Inc.		IRS Empl. Ident. No.: 37-0899315																												
Item of Form (identify)	Answer																													
1.D.	<p>Alliance Benefit Group of Illinois, Inc. (ABG or Applicant) provides investment advisory services to sponsors and trustees of Qualified and Non-qualified pension and profit sharing plans and banks or thrift institutions. ABG offers its services on a fee basis. Prior to engaging ABG to provide any investment advisory services, the client will be required to enter into an Investment Consulting Agreement ("Agreement") with ABG setting forth the terms and conditions under which ABG shall render its services.</p> <p>Item 1. A. (1) Alliance Benefit Group of Illinois, Inc. (ABG) may provide investment advisory services to Plan Participants in accordance with provisions of the Pension Protection Act of 2006. If Plan Participant advisory services have been contracted by the Plan Sponsor, fees for such services shall be as follows:</p> <table><tr><td>Assets under Management:</td><td>Annual Fee*:</td></tr><tr><td>On first \$500,000</td><td>2.00%</td></tr><tr><td>On next \$500,000</td><td>1.00%</td></tr><tr><td>On next \$2 million</td><td>0.75%</td></tr><tr><td>On next \$2 million</td><td>0.50%</td></tr><tr><td>On next \$5 million</td><td>0.25%</td></tr><tr><td>Over \$10 million</td><td>0.10%</td></tr></table> <p>Item 1. A. (3) ABG's investment advisory services include non-discretionary fiduciary and non-fiduciary services to its clients. Non-fiduciary services include development of a written Investment Policy Statement, assistance in establishing procedures for the Plan's Investment Committee, education of Plan Participants and assistance with other vendor services. Fiduciary services include advice regarding investment alternatives, analysis, and fund monitoring services. ABG will provide discretionary investment management services as described under ERISA Section 3(38) to clients who elect this service as set forth in the Agreement. Fees for investment advisory services to sponsors and trustees of qualified and non-qualified pension and profit sharing plans and banks or thrift institutions shall be as follows:</p> <table><tr><td>Assets under Management:</td><td>Annual Fee*:</td></tr><tr><td>On first \$500,000</td><td>1.00%</td></tr><tr><td>On next \$500,000</td><td>0.60%</td></tr><tr><td>On next \$2 million</td><td>0.50%</td></tr><tr><td>On next \$2 million</td><td>0.40%</td></tr><tr><td>On next \$5 million</td><td>0.25%</td></tr><tr><td>Over \$10 million</td><td>0.10%</td></tr></table> <p>*The above listed fees are maximum fees and may be reduced based upon the facts and circumstances of the case.</p>		Assets under Management:	Annual Fee*:	On first \$500,000	2.00%	On next \$500,000	1.00%	On next \$2 million	0.75%	On next \$2 million	0.50%	On next \$5 million	0.25%	Over \$10 million	0.10%	Assets under Management:	Annual Fee*:	On first \$500,000	1.00%	On next \$500,000	0.60%	On next \$2 million	0.50%	On next \$2 million	0.40%	On next \$5 million	0.25%	Over \$10 million	0.10%
Assets under Management:	Annual Fee*:																													
On first \$500,000	2.00%																													
On next \$500,000	1.00%																													
On next \$2 million	0.75%																													
On next \$2 million	0.50%																													
On next \$5 million	0.25%																													
Over \$10 million	0.10%																													
Assets under Management:	Annual Fee*:																													
On first \$500,000	1.00%																													
On next \$500,000	0.60%																													
On next \$2 million	0.50%																													
On next \$2 million	0.40%																													
On next \$5 million	0.25%																													
Over \$10 million	0.10%																													

**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:	SEC File Number:	Date:
Alliance Benefit Group of Illinois, Inc.	801- 61112	03/22/2010

(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: Alliance Benefit Group of Illinois, Inc.		IRS Empl. Ident. No.: 37-0899315
Item of Form (identify)	Answer	
	<p>Fees will be debited directly from the client's account or paid directly by the client as set forth in the Agreement. ABG has no constructive custody of client assets. Registrant will send a statement to the client detailing the amount of the fee, the value of the client's assets upon which the fee was based, and the manner in which the fee was calculated. It shall be the client's responsibility to verify the accuracy of the fee calculation. The Custodian shall not determine whether the fee is correctly calculated.</p> <p>Fees shall be pro-rated and charged quarterly in arrears. All fees are negotiable. No fee shall be based upon capital gains or capital appreciation of assets. The investment advisory relationship may be terminated by either Registrant or client, without penalty, upon 30 days written notice served to the other party.</p>	
3.L.	ABG may also provide advice including Guaranteed Investment Contracts (GIC's), Collective Investment Trusts (CIT's) and Exchange Traded Funds (ETF's).	
4.B (6) & (8)	ABG may recommend that clients authorize the active discretionary management of a portion of their assets by and/or among certain Independent Manager(s), based upon the stated investment objectives of the client. When recommending an Independent Manager to a client, ABG shall review information about the Independent Manager (s) such as its disclosure statement (ADV) and/or material supplied by the Independent Manager(s) or independent third parties for a description of the Independent Manager's investment strategies, past performance risk results to the extent available.	
5.	ABG's advisory persons must possess a college degree and/or equivalent business experience and required licenses.	
6.	<p>John D. Blossom, Jr. Born: 1940 Post-Secondary Education:Theological Foundation - 1998; MBA; Bradley University - Business Administration and Business Law; University of Colorado - Economics and Finance Recent Business Background:Alliance Benefit Group of Illinois, Inc. - President/CEO; 5/1967 to Present</p> <p>Linda B. Blossom Born: 1951 Post-Secondary Education:Illinois State University - 1973; BS, Music Education Recent Business Background:Alliance Benefit Group of Illinois, Inc.- Vice President Investment Services/CCO; 9/1974 to present</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:

Alliance Benefit Group of Illinois, Inc.

SEC File Number:

801- 61112

Date:

03/22/2010

(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: Alliance Benefit Group of Illinois, Inc.		IRS Empl. Ident. No.: 37-0899315
Item of Form (identify)	Answer	
6. (cont.)	<p>Daphne M. Weitzel Born: 1963 Post-Secondary Education:Northern Illinois University - 1985; BA, Journalism Recent Business Background:Alliance Benefit Group of Illinois, Inc. - Chief Operating Officer; 6/1998 to Present</p> <p>Patrick A. Bearss Born: 1953 Post-Secondary Education:St. Mary of the Plains - 1975; BA and BS Recent Business Background:Independent Bankers Bank - Investment Consultant; 2/2004 to 1/2010; Alliance Benefit Group of Illinois, Inc. - Vice President &amp; Investment Adviser Representative; 2/2010 to Present</p> <p>Harold W. Brewer Born: 1956 Post-Secondary Education:David Lipscomb University - Fall, 1974-Spring 1975 (Pre-med); Illinois Central College - Spring, 1976-Fall,1978 (Business Administration) Recent Business Background:Alliance Benefit Group of Illinois, Inc. - Investment Analyst; 1/2004 to Present</p> <p>Nick A. Klein Born: 1980 Post-Secondary Education:Illinois Wesleyan University - 2002; BA, Business Administration Recent Business Background:Alliance Benefit Group of Illinois, Inc. - Investment Consultant; 7/2007 to Present; AG Edwards, Registered Rep 1/2005 to 6/2007</p>	
7.A.& C.	ABG is an independent record keeper and third party administrator (TPA) for retirement plan record keeping and reporting and compliance services. ABG provides administration and actuarial services to retirement plans of all types. Persons associated with the Registrant ("Associated Persons") have responsibilities for sales and delivery of consulting and related services for retirement plans. A majority (over 50%) of the regular business duties and time of these persons is dedicated to these non-advisory activities.	
7.B.	ABG does not sell investment products or services other than the investment advisory services described above. The firm sells independent record keeping, third party administration (TPA), payroll service and actuarial services to retirement plan sponsors and trustees.	

**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:

Alliance Benefit Group of Illinois, Inc.

SEC File Number:

801- 61112

Date:

03/22/2010

(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: Alliance Benefit Group of Illinois, Inc.		IRS Empl. Ident. No.: 37-0899315
Item of Form (identify)	Answer	
9.	<p>ABG has adopted a code of ethics that sets forth the standards of conduct expected of its Associated Persons and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Advisers Act, its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Applicant or any of its Associated Persons. The Code of Ethics also requires that certain of the Applicant's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.</p> <p>Clients may contact ABG to request a copy of its Code of Ethics.</p> <p>Unless specifically permitted in the Applicant's Code of Ethics, none of ABG's Access Persons may effect for themselves or for their immediate family (i.e. spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for the purchase or sale, on behalf of any of the Applicant's clients.</p> <p>When ABG is purchasing or considering for purchase any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when the Applicant is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.</p>	
9.E.	<p>ABG does not buy nor sell for itself securities that it also recommends to clients. However, persons associated with ABG ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with ABG's policies and procedures. The Applicant has adopted a code of ethics referred to in Item 9 above</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:

Alliance Benefit Group of Illinois, Inc.

SEC File Number:

801- 61112

Date:

03/22/2010

(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: Alliance Benefit Group of Illinois, Inc.		IRS Empl. Ident. No.: 37-0899315
Item of Form (identify)	Answer	
11.A.	The Applicant shall perform reviews in accordance with standards as set forth in the client's written Investment Policy Statement (IPS) at least annually (or more frequently as agreed upon with the client). Quarterly monitoring reports (QMR's) will be provided to the client. The reviewers are the five (5) members of the ABG Investment Committee. These individuals include those listed in Item 6 above, with the exception of Daphne Weitzel (Chief Operating Officer).	
11.B.	The Applicant shall perform reviews in accordance with standards as set forth in the client's written Investment Policy Statement (IPS) at least annually (or more frequently as agreed upon with the client). Quarterly monitoring reports (QMR's) will be provided to the client.	
Item 12. A. (1)	When the client has elected investment management services as described under ERISA Section 3(38), the Applicant shall have the responsibility to direct the purchases and sales of securities (primarily mutual funds) in accordance with the client's written Investment Policy Statement (IPS).	
Item 12. A. (2)	See Item 12. A. (1) above.	
Item 12. B.	ABG primarily uses the following platforms as Custodian for client accounts: Schwab Institutional; Schwab Trust Company; Fidelity Investments; Matrix Settlement & Clearing Services, LLC; and TD Ameritrade Trust Company  ABG recommends that clients open accounts with one of the above mentioned companies. These companies offer ABG the following services which facilitate better management of client accounts. Electronic trading confirmation downloads, electronic statements, investment research information, education materials, software, and dedicated service desks.	
Item 13. A.	ABG receives some economic benefit from Custodians that hold client assets. Pricing of the Applicant's record keeping services are indirectly impacted by the gross assets held by the Custodian on behalf of all clients. Certain client support services are provided by Custodians to facilitate the ABG's service to its clients. No cash or other economic benefit is received in connection with giving advice to any specific client.	

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