

Firm Brochure

(Part 2A of Form ADV)

Alpha Investment Consulting Group, LLC

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This brochure provides information about the qualifications and business practices of Alpha Investment Consulting Group, LLC. If you have any questions about the contents of this brochure, please contact us at: 414-319-4100, or by email at: info@alpha-investment.com. 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 Alpha Investment Consulting Group, LLC (CRD No. 139721) is available on the SEC's website at www.adviserinfo.sec.gov

Alpha Investment Consulting Group, LLC is a registered adviser with the SEC under the Investment Advisers Act of 1940. Registration does not imply a certain level of skill or training.

12/12/2012

Item 2. Material Changes Since Last Annual Updating Amendment

Future material changes to this brochure will be noted in this section and provided to clients promptly.

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4. Advisory Business

A. Firm Description

Alpha Investment Consulting Group, LLC ("Alpha") is an investment consulting company located in Milwaukee, Wisconsin, which was formed during 1996. Alpha provides services primarily to pension and profit sharing trusts, defined benefit plans, endowments, foundations and similar types of institutional clients. Alpha is an LLC and is privately held by employees of the firm. Robert Bukowski is an 80% owner. John Maier is a 20% owner. The firm is not affiliated with any other firm and is not engaged in any other business activity.

B. Types of Advisory Services

INSTITUTIONAL ACCOUNT CONSULTING SERVICES

The services provided by Alpha vary from client to client but generally are designed to (1) assist fund trustees, administrators and other clients in evaluating their investment goals and formulating investment policies, (2) provide, where requested, mutual fund and other securities recommendations, (3) provide investment manager searches and manager performance reports, and (4) occasionally, on an ad hoc basis, Alpha will act as an independent fiduciary for institutional clients such as when a client faces an internal conflict of interest or lack of expertise to make a specific fiduciary decision, a separate contract is required for these types of engagements detailing the specific responsibilities and terms. A description of Alpha's services and fees follows.

Setting Investment Objectives and Policies

A clearly defined investment policy is the foundation on which the administration and management of institutional account assets are built. To properly review investment performance, it must be measured against specific goals and objectives set forth in a client's written policy statement.

To develop policies and objectives for an institutional account, an Alpha counselor meets with the client to obtain background information about the client, the client's investment objectives and the composition of the client's portfolio and financial means. After research is completed, an analysis of the information collected is made and an investment policy statement prepared for the client's review and approval. The statement is the framework for the management of assets and is usually set forth in five report sections as follows:

Section I – Investment Responsibilities

These are the responsibilities of the fund's selected committee, the investment manager and the consultant, so that sound and prudent decisions can be made.

Section II – Investment Objectives

The objectives set forth the desired results and ones that cannot be guaranteed. Alpha focuses on investment objectives relative to inflation and the proposed disbursement schedule where possible.

Section III – Investment Policy

Policies can be controlled and monitored. It is through policy selection that Alpha hopes to optimize the likelihood of meeting client objectives. The principal component of policy, as we define it, is asset mix or the percentage of assets invested in various classes of securities.

Section IV – Investment Guidelines and Restrictions

These are the parameters within which a fund's investment committee and Alpha's consultant should operate in executing the investment policy and monitoring the program.

Section V – Review Procedures

These policies define the scope and depth of monitoring the investment managers against quantifiable objectives as defined in the investment policy and investment guidelines.

Asset Allocation

Alpha will make recommendations concerning the allocation of assets among various asset classes. This process is designed to assist in determining the most appropriate mix of assets based on historical rates of return for various classes of assets. Asset allocation also considers alternatives such as the number of investment managers appropriate for a portfolio, risk tolerance, the impact of different investment types and specific client disbursement and income requirements. Services include integration of investment goals, cash flow requirements, future liability and time horizon.

Alpha will analyze historical data by comparing various asset allocation mixes and their rates of return and risk levels. This is incorporated into a written investment policy statement which addresses the client's overriding long-term objectives.

Investment performance is monitored against a benchmark which describes an index or blend of indexes with specific asset allocation limits and asset classes. Each client's portfolio is, in effect, indexed on paper and recognizes daily cash

flows producing daily time-weighted rates of return for each asset class, each portfolio and for the aggregate of portfolios.

Manager Search and Selection Services

Alpha performs several functions while providing its manager search and selection services. First, Alpha analyzes a client's need for investment management services through interviews, compilation of written background data and examination of the client's written investment policies. Alpha then considers whether the client's objectives can best be met by employing the services of one or more investment management firms and/or mutual funds.

Alpha and the client mutually determine which type of investment managers would be most advantageous to the client based primarily on the experience and performance of the managers in managing assets similar to those of the client. Alpha reviews the qualifications and performance of potential managers with the client. Factors reviewed when selecting money managers include:

- Investment Team
- Ownership and Incentive Structure
- Investment Administration
- Investment Decision Process
- Past Performance
- Risk Profile
- Expenses
- Investment Strategy
- Portfolio Characteristics
- Flexibility of Management Style
- Status of Organization

Alpha's primary focus is to determine whether a manager is suited to meet the investment needs of the client. When determining which managers should be presented to a client, Alpha considers such factors as the manager's ability to manage risk, and whether the manager can comply with restrictions placed on an account by a client, and other factors. For these reasons, investment managers having higher historical portfolio return results may not necessarily be presented to a client.

Once an investment manager is selected by a client, Alpha will provide the investment manager with the investment policy statement which explains the client's investment objectives, risk tolerances, any restrictions and the standards against which performance will be measured. Once a manager begins services, there is no restriction on the ability of a client to contact the manager directly. Direct communication between managers and clients is encouraged by Alpha. To the extent that any manager desires to terminate the investment advisory relationship with a client, it is free to do so at any time.

If the client becomes dissatisfied with a manager for any reason, Alpha will conduct a new search process for the client, as described above, and once a client approves of the replacement manager, the existing manager is terminated by notice from the client and replaced.

Performance Monitoring Services

Alpha's performance monitoring service is designed to evaluate and monitor the performance of an investment manager in a systematic and uniform fashion from one time period to the next. Alpha's consulting report is a comprehensive evaluation of the performance of a client's portfolio and is designed as a tool for management decision making. The consulting report provides a client with objective investment performance on a time weighted basis and compares portfolio results with the number of yardsticks that allow clients to put their portfolio's investment performance in proper perspective. The consulting report:

- Provides a standard evaluation on a consistent basis, and an impartial method of determining the need for an investment manager change.
- Compares investment managers' performance with your investment objectives and specific investment benchmarks, as well as other managers.
- Monitors the risk characteristics of your fund.
- Measures the risk-adjusted returns of your fund.

Alpha personnel will review each consulting report with the client to ensure the client understands its contents. All consulting reports contain a written analysis and evaluation of a client's account performance. Clients may receive the reports either quarterly, semi-annually or annually as they desire.

Factors which may lead Alpha towards recommending that a client replace a manager include performance deficiencies, a change in investment style, changes in key personnel or lack of communication with a client.

Other Services

Administration, Custodian, Trustee Search and Review

Alpha provides a detailed comparison of all the services necessary for the efficient administration of client assets. This is followed by a comparison of the charges for these services. We recommend that clients undertake this every two to three years so that comparisons can be made and the client's bargaining position enhanced when negotiating fees.

Fiduciary Audits

Alpha will review existing fiduciary processes regarding investments and fiduciary decision-making and due diligence and make recommendations for improvement. Alpha will assist in implementing the recommendations and monitor results. Alpha will also review plans for operational and structural compliance with ERISA 404(c).

Independent Fiduciary Services

Alpha will act as an independent fiduciary in special situations where the existing fiduciaries may be unable to act in the best interests of the plan due to potential conflicts of interest.

Consultation of Manager Fees

Alpha has found the quickest way to increase returns is to reduce fees. Alpha reviews and comments on the fees the fund is being charged for investment services. Alpha compares and contrasts your fees with its other clients and will recommend fee negotiations where appropriate.

Commission Analysis and Review of Soft Dollars

Alpha's experience has shown that fund performance can be improved by reducing trading costs. The firm will concentrate this review on the commissions the fund is paying through the investment managers. Alpha will document which firms are receiving the majority of the trades and what cents per share the fund is paying. The Service will compare this to other clients and the industry standards and make recommendations when necessary.

401(k)/Participant Directed Investment Option Assistance

401(k) investment option development
401(k) option manager search
401(k) participant communications

Alpha also offers administrator, trustee and custodian search services designed to assist clients in locating a provider whose services are suited to a client's requirements and constraints. The service is designed to provide objective, quantifiable information upon which a client can base a decision on which service provider to use.

Alpha's custodian search service includes evaluating a custodian's reporting, transaction settlement, cash management and other services most important to the client.

C. Tailored Relationships

Alpha's advisory services are tailored to fit the needs of each individual client. Investment policy statements are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

D. Wrap Fee Programs

Not applicable.

E. Discretionary/Non-discretionary

Alpha is not a money manager and does not directly manage client assets. For the clients where we exercise discretion in selecting investment managers, the assets under management total \$57 million as of 12/31/2010. Alpha does not take discretion to choose individual stocks and bonds.

5. Fees and Compensation

A. Description

Fees for Institutional Account Consulting Services

Alpha's fee covers all of the consulting services described above. The firm generally does not offer services on less than a comprehensive basis.

Fees for consulting services to institutional accounts are usually quoted as a flat fee, hourly fee, asset-based fee, or a combination of these fees, subject to negotiation. The factors considered by Alpha in determining the fee include number of portfolios being monitored, complexity of services being provided, and total value of assets in the accounts. The fee due Alpha is agreed to between the client and Alpha before services begin.

Fees are negotiable, but our standard fee schedule is as follows:

Annual Retainer Fee

\$50,000 on accounts \$20 to \$100 Million
\$75,000 on accounts \$100 to \$250 Million
Negotiated over \$250 Million

We do not maintain a fee schedule for projects and/or discreet services. Fees are negotiated per project. Travel/miscellaneous expenses are included in the annual retainer fee.

B. Fee Billing

Generally, Alpha bills clients quarterly, in arrears, as services are provided.

Certain independent fiduciary engagements which are expected to be completed within six months are billed in advance, with one half of the fee paid at the time of engagement and the rest due upon completion of the service.

C. Other Fees

Prospective clients should also be aware that in addition to Alpha's fee, each mutual fund in which a client's assets are invested also pays its own advisory fees and other expenses and, depending on the fund, a client can invest directly in the shares issued by a mutual fund without incurring any advisory management fees.

In addition, clients pay their investment managers an annual asset-based fee. Those managers do not process transactions through Alpha. Instead, they exercise discretion to process transactions elsewhere, or through each client's designated custodian.

Although Alpha believes its services are competitively priced, clients may be able to obtain similar advisory services at higher or lower prices if acquired elsewhere. Because Alpha's fees are negotiable, clients receiving similar services may pay more or less than other clients even though the services are similar.

D. Termination of Agreement

Generally fees are paid quarterly, in arrears, as services are provided. Clients may choose to pay in advance.

Upon termination of the services agreement, Alpha will refund all advance fees paid but not yet earned, prorated from the date of termination. The consulting services agreement may be terminated by a client or Alpha upon 30 days advance written notice.

E. Compensation for Sales of Securities

Not applicable. Alpha does not accept compensation for the sale of securities or other investment products.

6. Performance-Based Fees

Not applicable. Alpha does not accept performance based fees.

7. Types of Clients

Alpha Investment Consulting Group, LLC generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporate retirement funds, foundations, endowment funds, and various health and welfare funds.

Client relationships vary in scope and length of service.

Although the firm does not generally impose a minimum dollar size on accounts it will accept, it generally will not recommend its institutional account consulting services to an account unless assets under management are \$10,000,000. The minimum account size may be waived.

8. Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis

Alpha believes that market research is performed by numerous organizations and in some respects has been commoditized. Alpha draws upon investment managers and other market participants to create a mosaic of the opportunity set for investors. We review a substantial amount of research. Our role is to filter the research and bring relevant information for clients to make decisions.

Alpha purchases return databases containing more than 10,000 investment managers/products from multiple vendors - PSN Enterprise (Informa), eVestment, and Morningstar. All liquid asset classes (including hedge funds and non U.S.) are covered in the purchased databases. Private equity and Venture Capital partnerships are subject to capital raises and availability. Thus, they are opportunistic in nature and tracked internally. In addition, we maintain a more thorough due diligence file on all the managers engaged by clients and those actively under consideration.

PerTrac software is used for quantitative portfolio testing and scenario analysis. PerTrac was originally created for the hedge fund industry and is also purchased software. Micropal is an additional software tool used for asset allocation and market analysis. It was created by S&P and later sold to Morningstar.

To the extent recommendations are made, the firm suggests asset allocations, such as the percent of assets that should be in equities, bonds, or cash equivalents as part of its service. When analyzing portfolio performance, Alpha often uses standard market indexes such as the Russell and S&P indices and other indices as yardsticks to measure portfolio performance. The specific decisions about which securities to buy or sell to meet the asset allocation targets decided upon by a client is left to the investment managers selected by the client.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from

a steady stream of customers who buy electricity no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

B. Investment Strategies

The primary investment strategy used on client accounts is strategic asset allocation. We use passively-managed index and mutual funds as the core investments, and then add actively-managed funds where there are greater opportunities to make a difference. Portfolios are diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an investment policy statement that documents their objectives and their desired investment strategy.

When providing institutional account consulting services, Alpha will make specific recommendations about mutual funds and other investments having investment characteristics and performance history consistent with a client's objectives. The firm primarily makes recommendations for the long-term.

C. Types of Securities

Not applicable. Alpha Investment Consulting Group, LLC does not recommend a particular type of security. Please refer to risks listed earlier.

9. Disciplinary Information

A. Criminal or Civil Actions

Not applicable.

B. Administrative proceedings before the SEC or any other regulatory agency.

Not applicable.

C. Self-Regulatory Organization (SRO) Proceedings

Not applicable.

10. Other Financial Industry Activities and Affiliations

A. Broker Dealer

Not applicable. Alpha Investment Consulting Group, LLC is not registered as a securities broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor

Not Applicable. Alpha Investment Consulting Group, LLC is not registered as a futures commission merchant, commodity pool operator or commodity trading advisor.

C. Affiliations

Alpha Investment Consulting Group, LLC has no arrangements that are material to its advisory or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

D. Conflicts of Interest

Alpha Investment Consulting Group, LLC receives no compensation directly or indirectly from other investment advisors or money managers and has no material conflicts of interest.

11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

Our code of ethics covers topics such as insider trading, family relationships, gifts, confidentiality and privacy policies.

The employees of Alpha Investment Consulting Group, LLC have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

B. Participation or Interest in Client Transactions

Not applicable. Alpha does not have a material financial interest in any securities it recommends.

C. and D. Personal Trading

Employees of the firm may purchase and sell mutual funds which they also may recommend (as a managed fund) to clients.

Alpha employees are restricted from purchasing stocks of publicly traded clients.

Because Alpha does not process transaction orders, it has not established a procedure relating to giving priority to client transactions.

A member of Alpha's Compliance Committee reviews all employee trades each quarter. His/her trades are reviewed by another member of the Committee. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

12. Brokerage Practices

A. Selecting Brokerage Firms

Alpha Investment Consulting Group, LLC does not have any affiliation with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. Alpha Investment Consulting Group, LLC recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

Alpha has performed custodian searches since the inception of the firm. The process begins with a documentation of the client requirements, followed by a formal written request for proposal issued to leading national and regional providers. Responses are graded across multiple categories to allow the Committee or decision maker to weigh the strengths and weaknesses of each provider along with the requirements of the organization. Frequent criteria include the following:

- Corporate Strength
- Commitment to the Custody Business
- Reporting Capabilities & Delivery Standards
- Transition Process
- Fees – Structure & Magnitude

B. Soft Dollars

Not applicable. Alpha does not receive soft dollar benefits or any other kind of commission from broker-dealers or any other third party.

C. Brokerage for Client Referrals

Not applicable.

D. Directed Brokerage

Not applicable.

13. Review of Accounts

A. Periodic Reviews

Account reviews are performed monthly by advisor Robert Bukowski, Senior Consultant, along with the client's analyst. Account reviews are performed more frequently when market conditions dictate.

Client portfolios are reviewed for compliance with investment policy guidelines. Our client performance report is designed to review portfolio guideline compliance with variances from the policy detailed.

B. Review Triggers

Other conditions that may trigger a review are changes in market conditions, specific information received regarding a client's investment managers, new investment information, or changes in a client's own situation.

C. Regular Reports

We prepare performance reports internally on a monthly basis and formal reports for our clients on a quarterly basis, which are promptly e-mailed and/or delivered via hard copy, depending on each client's preferences. Flash reports can also be produced at other times per the client's request.

Our client performance report is designed to review portfolio guideline compliance with variances from the policy. Included in our quarterly report is market environment information, asset allocation history and analysis, investment return, total and individual manager performance data, total fund attribution analysis and risk/return statistics.

14. Client Referrals and Other Compensation

A. Incoming Referrals

Alpha Investment Consulting Group, LLC has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

B. Referral Compensation

Not applicable. Alpha Investment Consulting Group, LLC does provide any compensation for any referral.

15. Custody

Custody of Client Funds

Not applicable. Alpha makes custodial recommendations, but does not act as a custodian for client assets. Clients are encouraged to compare any report provided by the firm to the reports received from the client's account custodian.

16. Investment Discretion

A. Discretionary Authority for Trading

Alpha will accept discretionary authority to manage investment accounts for some clients. We do not manage individual stocks and bonds, rather we accept responsibility to select investment managers for separate accounts or mutual funds. This responsibility is delegated to us in our engagement letter with the client. Assets are held in a custodial account under the client's control and we issue our directions to the client for implementation.

17. Voting Client Securities

A. Proxy Voting

We do not vote publicly held client securities.

18. Financial Information

Balance Sheet

Not applicable. Alpha Investment Consulting Group, LLC does not require prepayment of fees six months or more in advance.

Financial Condition

Not applicable. Alpha Investment Consulting Group, LLC does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

Bankruptcy

Not applicable. Alpha Investment Consulting Group, LLC has not been the subject of a bankruptcy petition in the last 10 years.

Part 2B of Form ADV: Brochure Supplement

John Michael Maier

Alpha Investment Consulting Group, LLC
111 E. Kilbourn Avenue, Suite 1600
Milwaukee, WI 53202

Phone: (414) 319-4100

This brochure supplement provides information about John Michael Maier that supplements the Alpha Investment Consulting Group, LLC brochure. You should have received a copy of that brochure. Please contact Laura Loos, Executive Assistant, if you did not receive Alpha Investment's brochure or if you have any questions about the contents of this supplement. Additional information regarding Mr. Maier (CRD No. 2641627) can be found at the SEC's website www.adviserinfo.sec.gov.

2. Educational Background and Business Experience

For: John Michael Maier

A. Year of Birth

1953

B. Formal Education

BS University of Wisconsin-Madison 1977, JD University of Wisconsin Law School 1984

C. Business Background

- 2002-2007 - Stewart-Peterson Group, COO
- 1984-2002 Emjay Corporation, CEO, Wells Fargo Retirement Plan Services Inc., CEO, and Maier/Hauswirth Investment Advisors, Partner.

3. Disciplinary Information

A. Criminal or Civil Actions

Not applicable.

B. Administrative proceedings before the SEC or any other regulatory agency.

Not applicable.

C. Self-Regulatory Organization (SRO) Proceedings

Not applicable.

D. Revocation or Suspension

Not applicable.

4. Other Business Activities

Not applicable.

5. Additional Compensation

Not applicable.

6. Supervision

All independent fiduciary engagements are reviewed by Robert Bukowski at inception and conclusion. Mr. Bukowski is also responsible for overseeing Mr. Maier's activities for compliance purposes.

Part 2B of Form ADV: Brochure Supplement

Robert Bukowski

Alpha Investment Consulting Group, LLC
111 E. Kilbourn Avenue, Suite 1600
Milwaukee, WI 53202

Phone: (414) 319-4100

This brochure supplement provides information about Robert Bukowski that supplements the Alpha Investment Consulting Group, LLC brochure. You should have received a copy of that brochure. Please contact Laura Loos, Executive Assistant, if you did not receive Alpha Investment's brochure or if you have any questions about the contents of this supplement. Additional information regarding Mr. Bukowski (CRD No. 1005454) can be found at the SEC's website www.adviserinfo.sec.gov.

2. Educational Background and Business Experience

For: Robert Bukowski

A. Year of Birth

1957

B. Formal Education

BBA, University of Wisconsin-Madison

C. Business Background

Alpha Investment Consulting Group LLC
Senior Consultant and Partner, 1996 – Present

3. Disciplinary Information

A. Criminal or Civil Actions

Not applicable.

B. Administrative proceedings before the SEC or any other regulatory agency.

Not applicable.

C. Self-Regulatory Organization (SRO) Proceedings

Not applicable.

D. Revocation or Suspension

Not applicable.

4. Other Business Activities

Not applicable.

5. Additional Compensation

Not applicable.

6. Supervision

Mr. Bukowski's activities are reviewed by Mr. Maier for compliance purposes.