

Alpha Pension Group, Inc.

Client Brochure

FORM ADV PART 2A

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This brochure provides information about the qualifications and business practices of Alpha Pension Group, Inc. If you have any questions about the contents of this brochure, please contact us at the telephone number listed on this cover page. 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 Pension Group, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Alpha Pension Group, Inc.'s CRD number is: 171290.

Item 2: Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure. Since this is the firm's initial Brochure there are no material changes to report at this time.

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Item 4: Advisory Business

Alpha Pension Group, Inc. ("Alpha Pension"), is majority-owned by the firm's President, Richard Cawthorne, and minority-owned by the firm's Vice President, Mark Salamone. Alpha Pension is organized in the State of Massachusetts, and is registered as an investment adviser with the U.S. Securities and Exchange Commission.

Alpha Pension provides comprehensive investment advisory, participant education and fiduciary services to retirement plan sponsors on a non-discretionary basis pursuant to an agreement. Our services related to investment consulting, fiduciary governance, and participant education are described below:

Investment Consulting Plan Level:

Our Investment Consulting services include the development and implementation of an Investment Policy Statement, periodic investment committee meetings, investment monitoring and reporting, and economic, manager and industry updates. These services are tailored to the specific needs to the firm's individual clients. Alpha Pension will honor any reasonable restrictions on investing in certain securities or types of securities imposed by the client in writing.

In determining the investments for inclusion in a plan, Alpha Pension will recommend the type and number of investments to be offered to participants and advise on criteria to screen the investments. Alpha Pension uses publicly available resources as well as information obtained from various software programs and relationship managers at the various fund companies when screening and identifying potential options for a plan. Alpha Pension does not have a financial relationship or any other conflict of interest with any fund family or investment that may be recommended for a client's plan. Clients have full authority to accept or reject any fund recommendations made by Alpha Pension.

Alpha Pension's investment recommendations generally include mutual funds, exchange-traded funds, collective investment funds, and insurance company separate accounts. We also may recommend certificates of deposit, U.S. government securities, insurance company fixed accounts, and money market funds. Alpha Pension will monitor the selected funds in a plan on an on-going basis. Funds not meeting the performance criteria established by Alpha Pension and agreed to by the client will be added to a watch list. Funds that continually do not meet expectations will be reviewed for possible replacement. All changes to the investments within a plan require client approval for processing.

Fiduciary Governance Services:

Alpha Pension will act as an ERISA 3(21) plan fiduciary, creating and maintaining a fiduciary audit file and checklist to fulfill the firm's fiduciary duty. The firm will develop a fee and revenue disclosure statement to conform with ERISA requirements.

Our comprehensive manager review process seeks to ensure competitive fees and services. We pre-qualify managers, coordinate and manage any questions from the vendors and prepare a comprehensive analysis of all vendor responses. We work with the client through the decision making process and recommend managers to service the plan. We benchmark fees, services and plan statistics to measure plan effectiveness.

Education Services

Alpha Pension provides ongoing education support to participants in defined contribution plans. Alpha Pension Group will conduct group education meetings and also meet individually with plan participants to provide investment guidance. Alpha Pension Group's education curriculum is comprehensive and includes guidance with asset allocation strategies, reviewing plan balances and completing a GAP analysis for plan participants, upon request.

At the plan fiduciary level, we provide specific education to all plan fiduciaries relative to their duties and responsibilities. We conduct the education with a goal of helping the fiduciaries conform to industry best practices.

Assets Under Management

As a new registrant Alpha Pension does not currently have any client assets under management.

Item 5: Fees and Compensation

In providing pension consulting services to plan sponsors, Alpha Pension's compensation will be based on a percentage of assets in the plan, a fixed fee, or a combination of both. Where the firm is compensated as a percentage of assets, this fee is assessed as part of the administrative fee which is assessed to all participants in the plan by the record keeper or custodian.

Our fees are negotiated in advance with the client and are dependent on a variety of factors, including: time, location, number of plan participants, nature of the services and complexity. Asset-based fees generally range from 0.25% to 1.00%, while fixed fees generally range from \$2,500 to \$50,000.

Our fees are charged quarterly in advance or arrears as agreed to in writing with the plan sponsor. Fees based on a percentage of assets under management are charged based upon the market value of all assets in the account at the end of the previous quarter. Assets under management fees for a partial quarter at the commencement of an agreement will be pro-rated based on the number of days the account was open during the quarter.

Consulting clients may, in addition to the fee types disclosed, elect to pay an hourly fee. Hourly rate projects are invoiced quarterly with fees ranging between \$100 and \$900 per hour depending on the personnel utilized, and the scope and complexity of the work to be performed.

Clients may make an election in the agreement: (1) to have asset under management fees deducted directly from their account(s) or (2) to be invoiced. The custodian or recordkeeper, as applicable, will provide at least quarterly statements to the client detailing the amount of the fee and the value of the client's assets on which the fees are based.

The fees paid to Alpha Pension for investment consulting, fiduciary governance, and education services are separate and distinct from fees charged by mutual funds or exchange traded funds. Clients also pay custodial and other fees charged by the custodian for services. In the case of a fixed level fee arrangement, Alpha Pension Group does not collect consulting fees and compensation from the underlying funds to avoid any conflicts of interest.

Upon termination of any account(s) or project, any prepaid but unearned fees will be promptly refunded to the client. Any fees that have been earned by us but not yet paid by the client will be immediately due and payable. The Client services agreement may be terminated by either party upon 30 days written notice to the other party.

Item 6: Performance-Based Fees and Side-By-Side Management

Alpha Pension does not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance based fees). Our advisory fee compensation is charged only as disclosed above in Fees and Compensation.

Item 7: Types of Clients

We currently provide investment advisory services and retirement plan consulting services to individuals, trusts, pension and profit sharing plans, corporations and business entities.

We require a minimum fee of \$5,000 to engage our services. However, we have discretion to waive the minimum requirements.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

The types of investments we recommend, our investment strategies and advice may vary depending upon each Client's specific financial situation. As such, we determine investments and allocations based upon predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Client restrictions and guidelines may affect the composition of the portfolio.

INVESTMENT STRATEGY

Alpha Pension screens and monitor various investment products. Using the monitoring criteria established in the Investment Policy Statement created with all clients, Alpha Pension will identify investments that are not meeting the stipulated requirements. These requirements are a combination of qualitative and quantitative criteria and include fund expenses, manager tenure, style, assets under management and performance measurements. In certain instances, additional criteria may be included based on client request. The same criteria are used when screening for new funds.

Investments that have not met IPS criteria are placed on a watch list. At each quarterly meeting, watch list funds are discussed and reviewed with the Investment Committee. Investments that fail the IPS criteria are considered for possible replacement. These replacement options are brought to the Committee for review and approval (or rejection). No changes can be made to a plan unless client approval is obtained.

Alpha Pension believes in maintaining a concise menu of funds, offering at least one option in each of the categories Alpha Pension has identified as a core defined contribution asset class. Additional non-core holdings may be added to a plan based on specific situations or client request. Alpha Pension will often recommend a mixture of passive and active funds for a plan.

In selecting specific funds for client plans, Alpha Pension will recommend different fund family complexes for the various categories, believing some fund families perform better in certain areas. Alpha Pension does not have a financial relationship or any other conflict of interest with these fund families and the recommendation will solely be based on the IPS criteria and an expectation that they will continue to meet this criteria. Alpha Pension's goal is to provide the best fund investment option available at the best possible cost.

TYPES OF INVESTMENTS

Alpha Pension's recommendations for investments include Mutual Funds (both passive and active), Exchange Trade Funds (ETFs), Separate Accounts, and Group Annuities, depending on the specific client situation. In some cases, multiple types of investments may be offered within the same plan. The type of investment chosen is driven by the character of the client's account and a goal to reduce client costs to the greatest extent possible.

METHODS OF ANALYSIS

We may use one or more of the following methods of analysis when formulating investment advice:

Top-down global macro-economic analysis involves a big-picture analysis of the prevailing economic, demographic and social trends followed by a more focused analysis at the country level, then the industry level and ultimately the specific security level.

Mutual fund/exchange traded fund analysis involves qualitative analysis looking at factors such as the background and experience of the fund manager and/or the fund company (style, consistency, risk-adjusted performance, management expenses, average daily trading volume, etc.)

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. This type of analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below perceived value. The risk is that the market will fail to reach expectations of perceived value.

INVESTMENT RISK OF LOSS

Alpha Pension is a non-discretionary investment adviser under Section 3(21) of ERISA. The Client is the "responsible plan fiduciary" for the control and/or management of the assets of the Plan, and for the selection and monitoring of service providers for the Plan, in accordance with the requirements of ERISA. Clients retain and exercise final decision-making authority and responsibility for the implementation (or rejection) of any recommendations or advice rendered to Client by Alpha Pension.

Investments are subject to various market, political, currency, economic, business and other risks, and may not always be profitable. Passive funds do not attempt to manage volatility, use defensive strategies, or reduce the effects of any long-term period of poor investment performance. The risks of mutual funds and ETFs generally reflect the risks of owning the underlying securities they hold. Mutual funds and ETFs have management fees that increase their costs. The lack of liquidity of an ETF could result in the price of the ETF being more volatile.

Alpha Pension does not and cannot guarantee financial or investment results. **Past performance should never be viewed as a guarantee of future performance.**

Item 9: Disciplinary Information

Neither Alpha Pension nor its management persons have any legal or disciplinary events to report at this time for this Item 9.

Item 10: Other Financial Industry Activities and Affiliations

Richard Cawthorne, President, and Mark Salamone, Vice President, along with numerous Alpha Pension staff are registered with NYLIFE Securities.

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

Alpha Pension has adopted a Code of Ethics (the "Code") that sets forth the high ethical standard of business conduct expected of Alpha Pension's personnel. The Code of Ethics describes the firm's fiduciary duties and obligations to clients as well as the firm's practice of supervising the personal

securities transactions of employees who maintain access to client information. Alpha pension personnel must adhere to the policies and procedures set forth in the Code.

Our Code requires, among other things, that each employee:

- Comply with all applicable federal securities laws;
- Act with integrity and competence with the public, clients, prospective clients, and other participants in the capital markets;
- Adhere to the highest standards with respect to any potential conflicts of interest with clients;
- Conduct all personal securities transactions in a manner consistent Alpha Pension's policy; and
- Report violations of the Code.

Alpha Pension, and related persons of Alpha Pension, may invest in the same securities (or related securities, e.g., warrants, options or futures) that Alpha pension or any of its related persons recommend to clients. Some of these investments may be placed at, or about the same time as, the placement of client securities transactions. This presents a conflict of interest, as the firm and its related persons may be incented to benefit from client transactions by placing their own interests ahead of those of the firm's clients.

It is our express policy that no person employed by or affiliated with Alpha Pension shall prefer his or her own interest to that of a client or make personal investment decisions based on the investment decisions of our clients. Alpha Pension requires that client transactions in securities be placed ahead of those of the firm or its related persons.

Alpha Pension will provide a copy of its Code to clients and prospective clients upon request.

Item 12: Brokerage Practices

Alpha Pension does not select Plan Providers or brokerage firms for client transactions, but may, if consulted with, provide recommendations for such firms. All plan sponsors select the method and forum for executing and custody of the plan assets. As a matter of policy and practice, we do not utilize research, research-related products and other services obtained from broker-dealers on a soft dollar commission basis.

Item 13: Review of Accounts

For Investment Consulting Clients, Alpha Pension conducts quarterly investment committee meetings. The firm also performs investment monitoring and reporting on a quarterly basis, and utilizes a "watch list" for underperforming investments. Additional reviews will be conducted where there is a material change impacting the financial outlook of the client.

For Fiduciary Governance Clients, Alpha Pension conducts an annual benchmarking analysis to measure plan effectiveness in relation to the fees and services.

Item 14: Client Referrals and Other Compensations

Alpha Pension does not compensate other parties for client referrals and does not receive compensation from any person for client referrals.

Item 15: Custody

Alpha Pension is not deemed to have custody of Client funds or Securities. Alpha Pension's clients may instruct the custodian to debit the client's account for advisory fees each quarter. The custodian makes all fee calculations and does not take instruction with regard to the payment of fees from Alpha Pension.

All clients who have elected to have our fees deducted directly from their account(s) should receive information as to fee deduction in the account statement from their qualified custodian. Clients should review these account statements, and compare them to our reports.

Item 16: Investment Discretion

Alpha Pension manages clients' assets on a non-discretionary basis. The management of assets on a non-discretionary basis requires us to first obtain client authorization before we act on any recommendations made to the client's account.

Item 17: Voting Client Securities

We will not vote proxies. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies.

Item 18: Financial Information

We do not require or solicit the prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to provide financial information in response to this Item.

FORM ADV Uniform Application for Investment Adviser Registration
Part 2B: Brochure Supplements
Investment Adviser Representatives and/or Supervised Persons: Supplemental information
Item 1: Cover Page

Alpha Pension Group, Inc.

Firm CRD #: 171290

70 Westview Street

Lexington, MA 02421

Telephone: (617) 916-0335

Facsimile: (617) 916-0333

Issue date: September 30, 2014

Item 2: Educational Background and Business Experience

Individual Full Name, Title or Designation: Richard Cawthorne, President

CRD # 2941950

Year Born: 1976

Education:

- Bentley College, Waltham MA, Bachelor of Science, Finance, 1999
- Suffolk University, Boston, MA, MBA, 2003

Licenses/Professional Designations: No Professional Designations

Business Background

Before joining Alpha Pension Group, Inc., Mr. Cawthorne's professional associations included a registered representative positions with NYLife Securities LLC and MFS Fund Distributors. He has also had insurance experience with New York Life Insurance Co.

Item 3: Disciplinary Information

The investment adviser representative listed above does not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Item 4 & 5: Other Business Activity and Additional Compensation

Mr. Cawthorne also serves as a registered representative with NYLife Securities Inc. and as a Registered Investment Advisor with Eagle Strategies. Firm personnel have a fiduciary duty to act in the best interest of the firm's clients and are prohibited from engaging in any activity that might jeopardize the client or their accounts. All personnel are supervised and regularly monitored for violations of firm policy.

Item 6: Supervision

Mr. Cawthorne serves as President and is principally responsible for the supervision of all advisory activities of the firm. Questions related to the activities of the firm may be directed to Mr. Cawthorne at the phone number listed on the cover of this brochure supplement.

Item 2: Educational Background and Business Experience

Individual Full Name, Title or Designation: Mark Salamone, Vice-President

CRD # 4699902

Year Born: 1980

Education: Bentley College, Waltham, MA, Bachelor of Science, Finance, 2002

Licenses/Professional Designations: No Professional Designations

Business Background

Before joining Alpha Pension Group, Inc., Mr. Salamone's professional associations included registered representative and registered service assistant positions with NYLife Securities LLC. He has also had insurance experience with New York Life Insurance Co.

Item 3: Disciplinary Information

The investment adviser representative listed above does not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Item 4 & 5: Other Business Activity and Additional Compensation

Mr. Salamone also serves as a registered representative with NYLife Securities Inc. and as a Registered Investment Advisor with Eagle Strategies. Firm personnel have a fiduciary duty to act in the best interest of the firm's clients and are prohibited from engaging in any activity that might jeopardize the client or their accounts. All personnel are supervised and regularly monitored for violations of firm policy.

Item 6: Supervision

Mr. Salamone is supervised by the President, Richard Cawthorne. Questions related to the activities of the firm may be directed to Mr. Cawthorne at the phone number listed on the cover of this brochure supplement.