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This brochure provides information about the qualifications and business practices of Retirement Alliance, Inc. If you have any questions about the contents of this brochure, please contact us at: (603) 647-5600, or by email at: KST.PIERRE@RETIREMENTALLIANCE.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 Retirement Alliance, Inc. is available on the SEC's website at www.adviserinfo.sec.gov using CRD #111488. Registration does not imply a certain level of skill or training.

March 18, 2011

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

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Advisory Business

Firm Description

Retirement Alliance, Inc., (“RAI”) was founded in 1967.

In 1994, Retirement Alliance emerged as a firm that concentrated on and specialized in daily valued, participant-directed retirement plans.

From those beginnings, we’ve remained true to being a high-touch, technology-driven record-keeping firm with complete dedication to a personalized and progressive way of thinking throughout the entire organization.

Today, as a privately held and independent retirement plan platform provider, we provide access to the nation’s top custodians—enabling us to offer a “true” open investment architecture environment.

Our experienced professionals service nearly 800 client plans representing 78,000 plan Participants and more than \$1.4 billion in assets.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

Principal Owners

RAI is wholly owned by Robert Blair.

Types of Advisory Services

RAI may provide investment advisory services and pension consulting services to Plan Sponsors.

As of December 31, 2010, RAI had \$85,188,294 in assets under management for approximately 78 plans. All of these plans are managed on a discretionary basis.

Types of Agreements

The following agreements define the typical client relationships.

Plan Administration Agreement

RAI provides record keeping, administration, and investment consulting for employer sponsored retirement plans. We specialize in designing and servicing participant directed 401(k), 403(b)(7), 457(b) plans and other qualified retirement plans. RAI also provides administration for Section 125-Flex Plans, non-qualified retirement plans, interfaced payroll services and Health Savings Accounts (HSA).

Although the Plan Administration Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client’s discretion. The Plan Trustees may terminate an Agreement by written notice to the other party.

Fees for Plan Administration are generally non-negotiable.

Pension Consulting Services

RAI may provide, at the election of Plan Trustees, investment advisory services. This service occurs at the creation of the relationship. RAI reviews the existing investments offered to Plan Participants and provides analysis and recommendations.

Investment Advisory Services

RAI provides 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. This type of engagement is on going and may be terminated by either party with 30 day written notice.

Termination of Agreement

A Client may terminate any of the aforementioned agreements at any time by notifying RAI in writing and paying the rate for the time spent on the engagement prior to notification of termination. If the client made an advance payment, RAI will refund any unearned portion of the advance payment.

RAI may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, RAI will refund any unearned portion of the advance payment.

Fees and Compensation

Description

RAI bases its fees on a percentage of assets under management, hourly charges, and participant statistics.

Investment advisory fees are generally negotiable. Plan Administration fees are generally non-negotiable.

Fee Billing

Investment management fees are billed quarterly, in advance, meaning that we invoice our clients at the beginning of the three-month billing period. Payment in full is expected upon invoice presentation. Fees are frequently deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

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:

Assets under Management:	Annual Fee:
On first \$2 million	0.48%
On next \$3 million	0.25%
Over \$5 million	0.15%

In circumstances where Pension Consulting Services are requested, the fee is bundled with the standard set up fee for pension accounts.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by our clients to RAI.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

RAI reserves the right to stop work on any account that is more than 90 days overdue.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

RAI does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

RAI generally provides investment advice to pension and profit sharing plans.

Client relationships vary in scope and length of service.

Account Minimums

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.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

RAI primarily utilizes Morningstar Research to determine funds to recommend.

In addition to the standard financial newspapers, magazines and trade newspapers, RAI maintains various subscriptions to both printed and software based services such as Barons, Schwablink, and Fidelity Advisor Channel.

Investment Strategies

RAI recommends an investment strategy using long-term purchases, short-term purchases and option writing.

The investment strategy for a specific Plan Participant is dictated by the Participant. RAI may provide education assistance to the Participants, if the Plan Sponsor requests that service.

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, which typically causes 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 erodes 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.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

RAI participates in no other financial industry activities except plan administration and investment advisory services.

Affiliations

RAI 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.

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

Code of Ethics

The employees of RAI 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.

Participation or Interest in Client Transactions

RAI and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the RAI Compliance Manual.

Personal Trading

The Chief Compliance Officer of RAI is Kim St. Pierre. All employee trades are reviewed under her direction each quarter. 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 client trades are mutual fund trades or exchange-traded fund trades which are traded at net asset values, employee trades do not affect client trades.

Brokerage Practices

Selecting Brokerage Firms

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

RAI does not receive fees or commissions from any of the custodial arrangements.

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.

Best Execution

RAI reviews the execution of trades at each custodian each quarter. The review is documented in the RAI Compliance Manual. Trading fees charged by the custodians is also reviewed on an annual basis. RAI does not receive any portion of the trading fees.

Soft Dollars

RAI receives some economic benefit from Custodians that hold client assets. Pricing of the Applicant's record keeping services is 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 RAI's service to its clients. No cash or other economic benefit is received in connection with giving advice to any specific client.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Client portfolios are maintained consistent with a model portfolio. The model is continuously monitored by Windhaven Investment Management ("Windhaven"). Adjustments to portfolios are made pursuant to trade signals provided by Windhaven. Windhaven is paid a percentage of the management fees collected on these portfolios. We review portfolio results provided by this arrangement on an annual basis consistent with the requirements of ERISA 404(a).

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a Plan participant's own situation.

Regular Reports

TD Trust Company provides reporting for the portfolios.

Client Referrals and Other Compensation

Incoming Referrals

RAI has been fortunate to receive many client referrals over the years. The referrals come 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.

Referrals Out

RAI has arrangements with NRLA.

Other Compensation

There is no other compensation, not previously discussed, received by RAI.

Custody

Account Statements

All assets are held at qualified custodians. These custodians provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the information provided by RAI

Investment Discretion

Discretionary Authority for Trading

RAI does not accept discretionary trading authority. All participant transactions are directed by the participant.

Voting Client Securities

Proxy Votes

RAI does not vote proxies for securities held in customer accounts.

Financial Information

Financial Condition

RAI does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because RAI does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

Business Continuity Plan

General

RAI has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

RAI has cross-trained employees to allow the continuation of services in the event that any one employee is lost due to death, disability or termination of services.

Information Security Program

Information Security

RAI maintains an information security program to reduce the risk that personal and confidential information may be breached.

Privacy Notice

Every October every existing advisory client will be provided with a copy of the following Privacy Notice. This notice sets forth our policy regarding the use and protection of client private information.

Privacy Notice

We value the business that clients have entrusted to us. In return, we promise to protect the private information that they provide in connection with that business. We understand that this information is sensitive and valuable. We have established procedures, which we believe will prevent the misuse of that information.

Collection and Use of Information

We collect information, such as name; address; tax identification number; plan participant names, social security numbers, dates of birth; current plan investment holdings, investment history and risk tolerance. This information is used for the purpose of designing and maintaining an Investment Policy Statement that is designed to meet the plan's investment objectives.

Disclosure of Information

Private client and plan participant information is disclosed to third parties who provide expert advice and/or custodial services. Our employees and nonaffiliated third parties have access to this information whenever necessary in performance of their respective duties. This information is also provided to regulatory authorities as necessary when requested by those authorities.

This information is provided to custodians after the plan has established an account by completing the appropriate form for the custodian. This form constitutes written consent to disclose any information necessary to establish and maintain accounts and to effect transactions in those accounts.

We hire nonaffiliated third parties to assist in the maintenance of our computer systems, to assist in the preparation of our financial statements and tax returns, and to assist in compliance matters. Information is shared with these parties on an as needed basis. Each of these individuals is required to sign a confidentiality agreement, which acknowledges the necessity of protecting such information.

Our industry is subject to routine inspection by various regulatory authorities. During the course of a routine inspection, it is customary for such regulators to inspect client files. Regulatory bodies have statutes and/or rules in place that prevent the dissemination of this information.

We do not sell our client lists, or disseminate private information for any purpose not directly related to the provision of the services, which you contracted for.

Retention and Destruction of Information

We keep all client information for a period of at least six years past the termination of our relationship with a client. Any client information that has been determined to be eligible for destruction is shredded prior to its disposal.

Procedures to Protect Information

All of our employees are required to sign a confidentiality agreement upon accepting a position with our firm. This agreement acknowledges the need to protect your privacy and safeguard your information.

All files are locked whenever the office is unoccupied, as is the office. Access to client files is restricted.

Your Rights

We gather private information for the purpose of providing the best possible service to our clients. Upon execution of an advisory agreement with this firm, you agree to provide us with this information and allow us to share this information on an as needed basis with nonaffiliated third parties.

The custodian, with whom we share this information, is chosen by the Trustees of each Plan. You have the right to request a copy of the custodian's privacy policy information.

You have the right to choose the expert from whom you receive legal and tax advice. Any information in our possession will only be provided to these persons as a result of an express written request submitted to us by you.

You do not currently have the right to refuse inspection of your information by the various regulatory bodies that may inspect our offices. You do have the right to contact these agencies directly and inquire as to the statutory authority under which they would disclose any information so obtained.