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This brochure provides information about the qualifications and business practices of Alliance Benefit Group of Illinois, Inc. If you have any questions about the contents of this brochure, please contact us at: (309) 671-4200, or by email at: Linda.Blossom@abgemail.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 Alliance Benefit Group of Illinois, Inc. is available on the SEC's website at www.adviserinfo.sec.gov using CRD #117678. Registration does not imply a certain level of skill or training.

February 27, 2014

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

This brochure has been updated to reflect the current assets under management.

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Advisory Business

Firm Description

Alliance Benefit Group of Illinois, Inc., ("ABG") was founded in 1967. Our primary objective is to provide our client plan sponsors and participants with high quality retirement and investment education services. We are committed to providing the tools that will equip plan participants for retirement with adequate retirement income. We offer comprehensive services to meet our clients' needs for total benefit outsourcing. Our daily valuation record keeping service is SAS 70 Level II audited by an independent auditing firm for "certified quality". In addition, our firm is CEFEX certified to ensure operational integrity.

ABG 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.

Alliance Benefit Group of Illinois, Inc. does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

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

ABG is employee owned. John Blossom is a 75% stockholder. No other person owns more than 5%.

Types of Advisory Services

Alliance Benefit Group of Illinois, Inc. (ABG) may provide investment advisory services to Plan Participants in accord with provisions of the Pension Protection Act of 2006.

ABG 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.

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 will be debited directly from the client's account or paid directly by the client as set forth in the Agreement. ABG has no physical 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.

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.

As of December 31, 2013, Alliance Benefit Group of Illinois, Inc. had \$572,374,708 in assets under management for approximately 140 clients. Approximately \$118,842,519 is managed on a discretionary basis, and \$453,532,189 is managed on a non-discretionary basis.

Types of Agreements

The following agreements define the typical client relationships.

Plan Administration Agreement

Alliance Benefit Group of Illinois 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. Alliance Benefit Group of Illinois 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.

Fiduciary Services Agreement

Alliance Benefit Group of Illinois, Inc. (ABG) may provide, at the election of Plan Trustees, investment advisory services to Plan Participants in accord with provisions of the Pension Protection Act of 2006. This Agreement is ongoing and may be terminated by either party with 30 days written notice.

Non-Fiduciary Agreement

ABG 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 Alliance Benefit Group of Illinois, Inc. 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, Alliance Benefit Group of Illinois, Inc. will refund any unearned portion of the advance payment.

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

Fees and Compensation

Description

Alliance Benefit Group of Illinois, Inc. 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 arrears, meaning that we invoice our clients after the three-month billing period has ended. Payment in

full is expected upon invoice presentation. Fees are usually 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 \$500,000	.50%
On next \$500,000	.40%
On next \$2 million	.30%
On next \$7 million	.25%
Over \$10 million	.10%

*The above listed fees are maximum fees and may be reduced based upon the facts and circumstances of the case.

If Plan Participant advisory services have been contracted by the Plan Sponsor, fees for such services shall be as follows:

Assets under Management:	Annual Fee*:
On first \$500,000	2.00%
On next \$500,000	1.00%
On next \$2 million	.75%
On next \$2 million	.50%
On next \$5 million	.25%
Over \$10 million	.10%

*The above listed fees are maximum fees and may be reduced based upon the facts and circumstances of the case.

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.

Alliance Benefit Group of Illinois, Inc., in its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated

future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

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 Alliance Benefit Group of Illinois, Inc.

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

Past Due Accounts and Termination of Agreement

Alliance Benefit Group of Illinois, Inc. 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.

Alliance Benefit Group of Illinois, Inc. 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

Alliance Benefit Group of Illinois, Inc. generally provides investment advice to pension and profit sharing plans.

Client relationships vary in scope and length of service.

Account Minimums

Alliance Benefit Group of Illinois, Inc. does not have a minimum account size.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis and technical analysis.

The main sources of information include financial newspapers, magazines, and software, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment Strategies

Each Plan Sponsor receiving fiduciary services executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

The investment strategy for a specific Plan Participant is dictated by the Participant. ABG 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, 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

Alliance Benefit Group of Illinois, Inc participates in no other financial industry activities except plan administration and investment advisory services.

Affiliations

Alliance Benefit Group of Illinois, Inc. 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 Alliance Benefit Group of Illinois, Inc. 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

Alliance Benefit Group of Illinois, Inc. 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 Alliance Benefit Group of Illinois, Inc. Compliance Manual.

Personal Trading

The Chief Compliance Officer of Alliance Benefit Group of Illinois, Inc. is Linda Blossom. All employee trades are reviewed 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

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

Alliance Benefit Group of Illinois, Inc. does not receive fees or commissions from any of the custodial arrangements.

Best Execution

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

Soft Dollars

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.

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

The funds listed on our Recommended Funds list are monitored constantly for changes to fund management or investment style.

ABG 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). Account reviews are performed more frequently when market conditions dictate.

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

ABG 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 members of the ABG Investment Committee.

Client Referrals and Other Compensation

Incoming Referrals

Alliance Benefit Group of Illinois, Inc. 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

Alliance Benefit Group of Illinois, Inc. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

There is no other compensation received by ABG.

Custody

Account Statements

All assets are held at qualified custodians, which means the 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 Quarterly Monitoring Reports provided by Alliance Benefit Group of Illinois, Inc.

Investment Discretion

Discretionary Authority for Trading

Alliance Benefit Group of Illinois, Inc. accepts discretionary authority to manage some Plan Participant securities accounts. For those accounts, Alliance Benefit Group of Illinois, Inc. has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

The client approves the custodian to be used and the commission rates paid to the custodian. Alliance Benefit Group of Illinois, Inc. does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in our client accounts on the client's behalf so that we may promptly implement the investment policy that the clients have approved in writing.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. Our clients sign a limited power of attorney so that we may execute the trades that they have approved.

Voting Client Securities

Proxy Votes

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

Financial Information

Financial Condition

Alliance Benefit Group of Illinois, Inc. 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 Alliance Benefit Group of Illinois, Inc. 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

Alliance Benefit Group of Illinois, Inc. 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

Alliance Benefit Group of Illinois, Inc. 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.

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Information Security Program

Information Security

Alliance Benefit Group of Illinois, Inc. maintains an information security program to reduce the risk that personal and confidential information may be breached.

Privacy Notice

Alliance Benefit Group of Illinois, Inc has adopted this policy with recognition that protecting the privacy and security of the personal information we obtain about our clients is an important responsibility. We also know that our clients expect us to service their Plan in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about clients. We want our clients to know what information we collect and how we use and safeguard that information.

WHAT INFORMATION WE COLLECT

We collect certain nonpublic personal identifying information about Plan Participants (such as Participants' name, address, social security number, etc.) from information that our clients provide us via Plan enrollment applications, contribution files or other forms as well as communications (electronic, telephone, written or in person) with our clients or the client's authorized representative (such as an attorney, accountant, etc.). We also collect information from the Plan's custodial platform about the Plan's accounts and transactions (such as purchases, sales, account balances, inquiries, etc.)

WHAT INFORMATION WE DISCLOSE

We do not disclose the nonpublic personal information we collect about our clients' Plans to

anyone except: (i) in furtherance of our business relationship with them and then only to those persons necessary to effect the transactions and provide the services that they authorize (such as authorized broker-dealers, custodians, independent managers, etc.); (ii) to persons assessing our compliance with industry standards (e.g. regulatory authorities, etc.); (iii) our attorneys, compliance consultant, accountants and auditors; or (iv) as otherwise provided by law.

We are permitted by law to disclose the nonpublic personal information to governmental agencies and other third parties in certain circumstances (such as third parties that perform administrative services on our behalf). These third parties are prohibited from using or sharing the information for any other

purpose. If our clients decide at some point to either terminate our services or become an inactive client, we will continue to protect any nonpublic information in accordance with our privacy policy, as may be amended from time to time.

SECURITY OF CLIENT INFORMATION

We maintain physical, electronic and procedural safeguards to protect a Plan's nonpublic personal information.

CHANGES TO OUR PRIVACY POLICY OR RELATIONSHIP WITH OUR CLIENTS

Our policy about obtaining and disclosing information may change from time to time. We will provide notice of any material change to this policy before we implement the change.