

Allegheny Investments, LTD
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March 2013

This Brochure provides information about the qualifications and business practices of Allegheny Investments, LTD (“Allegheny”). If you have any questions about the contents of this Brochure, please contact us at 412-367-3880 or comments@alleghenyfinancial.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.

Allegheny is a registered investment adviser. Registration of an Investment Adviser does not imply a certain level of skill or training.

Additional information about Allegheny also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Allegheny has updated Form ADV Part 2 (brochure) as part of the annual amendment process. There have been no material changes since our last annual brochure update dated March 2012.

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Item 4 – Advisory Business

Allegheny offers asset management, portfolio management and financial planning services to clients. Allegheny is a dually registered investment adviser and licensed broker dealer. Allegheny investment adviser representatives are also registered representatives of the broker-dealer. Allegheny is principally owned by its employee advisers.

Allegheny Financial Group (an affiliated investment adviser) was founded in 1976 by James D. Hohman and James J. Browne to provide comprehensive financial planning to clients in the Greater Pittsburgh area. Messrs. Browne and Hohman began attracting like-minded professionals intent on providing exceptional financial planning services to their clients. In 1977, Messrs. Hohman and Browne founded Allegheny to provide brokerage services for Allegheny clients. Today Allegheny is one of the oldest and largest independent broker dealers headquartered in Pittsburgh. Allegheny is a member of the Financial Industry Regulatory Authority “FINRA”, the Securities Investor Protection Corporation “SIPC”, and the Municipal Securities Rulemaking Board “MSRB”.

Allegheny provides the following investment advisory and financial planning services. Advisory services are tailored to the individual needs of the client. Clients may impose restrictions on investments in certain securities, or certain types of investments.

Asset Management Services

Allegheny Advisors may utilize a sophisticated Asset Management Program administered by in house personnel. Clients selecting this service are charged an asset management fee (described below). This service provides a comprehensive investment advisory service. This advisory service will coordinate the following processes; development of the basic investment strategy, setting reasonable investment objectives, determining an appropriate balance among major asset categories within the investment portfolio and specifying benchmarks for evaluating investment performance. Allegheny will employ the following strategies to enhance performance results and control portfolio risk; allocation of investment funds among a group of carefully selected professional money managers and use of special investment situations. Allegheny will monitor the client results on a continuous basis. Clients will receive semi-annual reports showing the value and status of investment positions along with semi-annual performance reviews with comparisons to specific benchmarks. For more information on these services, please contact your Allegheny advisor.

Advised Accounts

Allegheny Advisors have flexibility in their client dealings and often provide advisory services outside of Allegheny’s Asset Management Department. Generally, services include an analysis and summary of the client’s present financial assets and render investment planning recommendations and economic utilization of current income and assets both before and after taxes on a continuous basis. Advisers will periodically review the client’s finances and advise whether revisions are necessary due to changes in the client’s personal position, asset structure, tax situation or the then present investment climate. In these instances Allegheny clients have the option of working with Allegheny Advisors through one of the arrangements listed below:

- Managed Account - clients are charged an asset management fee (described below);
- Retainer - clients are billed a flat fee or on an hourly basis for planning services provided.

Financial Planning and Other Services

Allegheny develops individualized investment plans for each client based upon an analysis of client objectives, risk tolerance, time frame and other data. Allegheny clients may also contract with Allegheny Advisors for specific investment advice that is less comprehensive than a financial plan. Some Allegheny Advisors are qualified to provide advice, on a consultative basis, on various business and personal matters not involving securities.

Using a team approach and in conjunction with other professionals, Allegheny is qualified to provide assistance and advice concerning:

- Business purchase or disposition
- Business continuation planning

- Succession planning and legacy planning
- Business valuations
- Business financing

Private Fund Advisor

Supervised persons of Allegheny and affiliated persons advise private funds (“Funds”) as listed below. Private funds are generally available only to high-net worth individuals. Certain Allegheny advisors and other related entities (as disclosed in ADV Part 1) serve as General Partner and Advisors to the Funds. Offers to invest in Funds may only be made pursuant to appropriate offering documents.

As of 12/31/2012, Allegheny (including its related brokerage clients) and its related affiliate (Allegheny Financial Group, a registered RIA) managed \$3,095,300,000 of client assets. Collectively, the related entities managed \$261,700,000 of discretionary assets and \$2,833,600,000 of non-discretionary assets.

Item 5 – Fees and Compensation

Allegheny Advisors are compensated for providing financial services in the following ways:

- Flat or Hourly Fees
- Asset Management Fees
- Private Fund Fees

Flat or Hourly Fees

Fees for financial planning and other services described above may be negotiated on a flat, retainer, or hourly basis. Allegheny’s maximum hourly fee is \$500.00. Fees are negotiated in advance between the Advisor and the Allegheny client. The amount of the fee charged is determined by several factors including, but not limited to, the size and complexity of the portfolio, the client’s other assets and liabilities, the breadth of the issues explored and any other ancillary advice or services that the client may require. The ultimate plan created may be comprehensive in nature, or may address an individual issue. Typically, half of the fee is paid upon execution of the contract, and the remainder is due upon completion of the work. However, Allegheny clients and Advisors may make other arrangements that are mutually agreeable to all parties.

Asset Management Fees

Asset management fees are calculated as a percentage of assets under management and generally billed at least semi-annually. The following are the maximum permissible asset management fees payable by the client to Allegheny:

- 1.50% of assets under management less than \$100,000
- 1.25% of assets under management from \$100,000 to \$300,000
- 1.00% of assets under management from \$300,000 to \$2,500,000
- 0.75% of assets under management from \$2,500,000 to \$5,000,000
- 0.50% of assets under management for amounts in excess of \$5,000,000

Allegheny may, in its sole discretion, deviate from this schedule. Allegheny retains the right to negotiate fees on a client-by-client basis. Each client’s facts, circumstances and needs are considered in determining the client fee. Allegheny considers the complexity of the client, amount and types of assets managed, related accounts and other factors. Clients may choose whether fees are deducted from the client’s account or clients may receive a bill for services provided. Clients may terminate their advisory contract with Allegheny upon 30 (thirty) days written notice. In cases where fees are collected in advance and upon termination of a management agreement, any prepaid, unearned fees will be refunded to the client. Allegheny will prorate the refund according to the number of days remaining in the billing period.

For the purpose of asset management fee calculations Allegheny may combine the advisory accounts of immediate family members or other related accounts. Allegheny, in its sole discretion, may permit an Allegheny Advisor to include additional accounts.

Private Fund Fees

Private fund fees are detailed in the Fund offering documents. These fees generally include management fees and performance-based fees (described below).

Brokerage Commissions and Other Fees

Fees assessed and collected by an outside manager or fund company are not included in this schedule. In addition to the fees charged by Allegheny, clients may incur brokerage, custodial or mutual fund fees and expenses. Some investments may have additional fees embedded within the product. Please discuss your individual account with your Allegheny Advisor.

In addition to advisory fees, Allegheny Advisors who are licensed as registered representatives of a broker-dealer and/or licensed as insurance agents or brokers may receive additional compensation. These individuals may implement investment recommendations for advisory clients and receive separate yet customary compensation including, commissions, 12b-1 fees or other transaction related compensation.

Receipt of these commissions may present a conflict of interest and it may give Allegheny and the Advisor an incentive to recommend an investment product based on the compensation received. Allegheny addresses this conflict by disclosing to clients brokerage and other expenses. Allegheny clients will receive notification of commissions.

Allegheny endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Allegheny in and of itself creates a conflict of interest and may indirectly influence Allegheny's choices for investments, custody and brokerage services.

In certain advisory accounts, Allegheny recommends "level" load funds, and credits the 12b1 fees received on these purchases against the negotiated advisory fee. In appropriate circumstances Allegheny will recommend "no load" funds.

The choice of share classes is a complex issue. Please discuss this with your Allegheny Advisor or Allegheny Compliance to ensure that you understand the choices involved. Additional information on this topic is available by reading the investment prospectus and on websites maintained by the Securities and Exchange Commission (www.sec.gov) and the Financial Industry Regulatory Association (www.FINRA.org).

Once the financial or advisory plan is complete, the Allegheny client may elect to have the plan executed by their Allegheny Advisor through the affiliated broker-dealer; they may execute the plan on their own; or they may choose to have another broker dealer execute the plan.

Item 6 - Performance-Based Fees and Side by Side Management

Allegheny does not use performance fee arrangements with individual clients. Some Allegheny Advisors and related entities may enter into such arrangements with Private Funds. These arrangements present a conflict of interest that may create an incentive to favor accounts with a performance-based fee over other accounts. Allegheny addresses this conflict in the management process of these funds. Given the specialized nature of these arrangements any client considering such an investment will be given detailed information concerning the fee structure and risks of these investments.

Item 7 - Types of Clients

Allegheny provides investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations, corporation and other business entities, pension plans, individual retirement account plans, and profit sharing plans. Allegheny sets no minimum account limit for opening or maintaining an account.

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

Allegheny advisors place a strong emphasis on the financial planning process. During this process, Allegheny advisors:

- a. **DEFINE CLIENT OBJECTIVES** Our Allegheny Advisors ask questions and discover key client issues and concerns, based upon their extensive experience, to build a meaningful evaluation of our clients' finances.

These questions include determining risk tolerance, education needs, retirement objectives, long and short-term goals and objectives.

- b. **DEVELOP A FINANCIAL PLAN** Allegheny Advisors analyze assets and liabilities and evaluate risk tolerances to develop a clear picture of our clients' financial status. This enables us to build a plan to meet each client's objectives. The financial plan may contain programs to enhance cash flow, decrease tax liabilities, enhance the funding educational goals or a comfortable retirement, or meet a business or organization's financial goals. Our planning tools enable Allegheny Advisors to chart detailed projections to account for factors that impact our clients' finances, and anticipate changing needs. At the end of the process, Allegheny Advisors provide a very specific set of recommendations. Clients then decide whether to implement these recommendations.
- c. **IMPLEMENT THE FINANCIAL PLAN** Allegheny Advisors work with a team of specialists to select the most appropriate fund managers, insurance providers, and risk managers to ensure consistent portfolio performance.
- d. **MONITOR AND REFINE THE FINANCIAL PLAN** Allegheny Advisors support our clients' portfolio with ongoing and original research to measure performance. Allegheny Advisors report to clients through detailed reports and updates and one-on-one meetings.

Allegheny Advisors primarily use mutual funds in their investment strategy. Risks associated with this include:

Market conditions- The prices of, and the income generated by, the common stocks, bonds and other securities held by the fund may decline due to market conditions and other factors, including those directly involving the issuers of securities held by the fund.

Investing in growth-oriented stocks- Growth-oriented stocks may involve larger price swings and greater potential for loss than other types of investments.

Investing in income-oriented stocks- Income provided by the fund may be reduced by changes in the dividend policies of, and the capital resources available at, the companies in which the fund invests.

Investing in bonds- Rising interest rates will generally cause the prices of bonds and other debt securities to fall. In addition, falling interest rates may cause an issuer to redeem, call or refinance a security before its stated maturity, which may result in the fund having to reinvest the proceeds in lower yielding securities. Longer maturity debt securities may be subject to greater price fluctuations than shorter maturity debt securities.

Bonds and other debt securities are subject to credit risk, which is the possibility that the credit strength of an issuer will weaken and/or an issuer of a debt security will fail to make timely payments of principal or interest and the security will go into default. Lower quality debt securities generally have higher rates of interest and may be subject to greater price fluctuations than higher quality debt securities.

Investing in securities backed by the U.S. government- Securities backed by the U.S. government are guaranteed by the U.S. Treasury or the full faith and credit of the U.S. government are guaranteed only as to the timely payment of interest and principal when held to maturity. Accordingly, the current market values for these securities will fluctuate with changes in interest rates. Securities issued by government sponsored entities and federal agencies and instrumentalities are neither issued nor guaranteed by the U.S. government.

Investing in mortgage-backed and asset-backed securities- Many types of bonds and other debt securities, including mortgage-back securities, are subject to prepayment risk, as well as the risks associated with investing in debt securities in general. If interest rates fall and the loans underlying these securities are prepaid principal in lower yielding securities, thus reducing the fund's income. Conversely, if interest rates increase and the loans underlying the securities are prepaid more slowly than expected, the expected duration of the securities may be extended. This reduces the potential for the fund to invest the principal in higher yielding securities.

Thinly traded securities- There may be little trading in the secondary market for particular bonds or other debt securities, which may make them more difficult to value or sell.

Investing outside the United States- Securities of issuers domiciled outside the United States, or with significant operations outside the United States, may lose value because of political, social or economic developments in the country or region in which the issuer operates. These securities may also lose value due to changes in the exchange rate of currencies which are more volatile and/or less liquid than those in the United States. Investments outside the United States may also be subject to different settlement and accounting practices and different regulatory, legal and reporting standards than those in the United States. These risks may be heightened in connection with investments in developing countries.

Management- The investment advisor to the fund actively manages the fund's investments. Consequently, the fund is subject to the risk that the methods and analyses employed by the investment adviser may not produce the desired results. This could cause the fund to lose value or its results to lag relevant benchmarks or other funds with similar objectives.

Equity Market Risk- Overall stock market risks may affect the value of the investments in equity strategies. Factors such as U.S. economic growth and market conditions, interest rates, and political events affect the equity markets.

Investment Selection Risk- Our judgments about the attractiveness, value and potential appreciation of a particular asset class or individual security may be incorrect and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole or our intrinsic value approach may fail to produce the intended results. Our estimate of intrinsic value may be wrong or even if our estimate of intrinsic value is correct, it may take a long period of time before the price and intrinsic value converge.

Investing in securities involves the risk of loss. Your investment in a fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency, entity or person. You should consider how this fund fits into your overall investment program.

Item 9 - Disciplinary Information

Allegheny is a dually registered broker-dealer and investment adviser. As a broker-dealer, Allegheny has been involved in some regulatory and civil settlements. However, none of these matters involved advisory clients, or Allegheny's activities as an investment adviser. For more information on these brokerage issues you may contact Compliance at Allegheny by email or telephone. Information is also available on the FINRA website at www.finra.org/brokercheck.

Item 10 - Other Financial Industry Activities and Affiliations

As noted previously, Allegheny is a dually registered broker-dealer and investment adviser.

Registered Representatives and Affiliated Broker-Dealer

Some members of management and other personnel are registered representatives of the affiliated broker-dealer. In this capacity they may implement investment recommendations for advisory clients and receive separate yet customary compensation including, commissions, 12b-1 fees or other transaction related compensation.

Receipt of commissions may present a conflict of interest and it may give Allegheny and the Advisor an incentive to recommend an investment product based on the compensation received. Allegheny addresses this conflict by disclosing to clients brokerage and other expenses. Allegheny clients will receive notification of commissions.

Allegheny endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Allegheny in and of itself creates a conflict of interest and may indirectly influence Allegheny's choices for investments, custody and brokerage services.

Insurance Agents

Some members of management and other personnel are licensed insurance agents and may receive additional compensation for the implementation or purchase of insurance products for advisory clients. Allegheny is a licensed insurance broker.

Other Professional Services

Some Allegheny Advisors are involved in other business activities including accounting services and other professional services. Please see the supplement for information concerning your advisor.

Private Funds

Some members of management are shareholders and/or general partners or managing members of limited partnerships of limited liability corporations formed for investment purposes. Advisory clients may be solicited to invest in these Funds. Funds are available only to high net worth individuals and may involve certain additional risks. General Partners and other related entities are compensated in accordance with the partnership offering documents. A list of these related entities is disclosed on Schedule D of Form ADV Part 1. Form ADV Part 1 can be accessed by following the directions on the Cover Page of this Brochure. Clients interested in investing in the Funds should refer to Fund offering documents.

Item 11 - Code of Ethics

Allegheny has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Allegheny must acknowledge the terms of the Code of Ethics annually, or as amended. Allegheny's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Allegheny Compliance.

Allegheny anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Allegheny has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Allegheny, its affiliates and/or clients, directly or indirectly, have a position of interest. Allegheny's employees and persons associated with Allegheny are required to follow Allegheny's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Allegheny and its affiliates may trade for their own accounts in securities and investments which are recommended to and/or purchased for Allegheny's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Allegheny will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Allegheny's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Allegheny and its clients.

It is Allegheny's policy that the firm will not affect any principal or agency cross securities transactions for client accounts, with the exception of a very limited number of bond transactions with pre-notification to the clients. Allegheny will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client.

A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise since Allegheny is dually registered as a broker-dealer and investment adviser.

Item 12 – Brokerage Practices

Generally, clients select the broker-dealer and custodian for their accounts. Allegheny may recommend and clients may select our affiliated broker-dealer, clearing through National Financial Services (“NFS”), a FINRA registered broker-dealer, member SIPC. Broker-dealers and custodians are generally compensated by account holders through commissions and other transaction related fees.

Affiliated Broker-Dealer

As described in Item 5 and Item 10 of this brochure, Management and other personnel are registered representatives of an affiliated broker-dealer. In this capacity they may implement investment recommendations for advisory clients and receive separate yet customary compensation including, commissions, 12b-1 fees or other transaction related compensation. Clients may execute our advice through a broker dealer of their choice. The client’s choice of broker dealer will not impact the investment advice.

Allegheny endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Allegheny in and of itself creates a conflict of interest and may indirectly influence Allegheny’s choices for investments, custody and brokerage services.

The majority of our clients select our affiliated broker-dealer. Allegheny and NFS have entered into a revenue participation program, wherein Allegheny may receive reduced fees or enhanced compensation based upon a certain volume of transactions. NFS provides Allegheny with access to their institutional trading and custody services. NFS services include the execution of securities transactions, custody, operations and technology services. Custodians and You may discuss this arrangement with your Allegheny Advisor, or contact Allegheny Compliance.

Soft Dollar Arrangements

Allegheny does not have any soft-dollar arrangement and does not receive any soft-dollar benefits.

Brokerage for Client Referrals

Allegheny does not recommend broker-dealers to clients in exchange for client referrals.

Directed Brokerage

Allegheny does not permit, require, request or recommend clients to direct brokerage.

Trade Aggregation

Allegheny does not aggregate client trades.

Best Execution

Clients have the option of selecting a broker dealer to execute the advisory plan. AI may or may not provide the lower cost and better execution. The brokerage commissions for sale of securities charged by AI may be higher or lower than those charged by other broker dealers. AI may not be able to negotiate volume discounts or to obtain best execution in some transactions. Since AI is under common control with Allegheny, this may encourage the investment advisor representatives to place the transaction with AI as opposed to a different broker dealer. Allegheny does not receive compensation for directing orders to particular broker dealers or market centers for execution.

Item 13 – Review of Accounts

Allegheny Advisors typically contact their clients at least semi-annually, as well as offer to schedule meetings with them at least annually to review the performance of Allegheny clients’ advisory accounts, and discuss any changes in the clients’ finances, financial goals, or profile. An Allegheny supervising principal reviews client transactions. Each financial plan or report is reviewed by at least one Allegheny Advisor in addition to the Advisor preparing the plan.

Allegheny Advisors monitor client portfolios continuously. Allegheny supervising principals, in conjunction with Compliance, review client information on an ongoing basis. Allegheny relies in part on technology but also reviews and audits other information.

Allegheny Advisors and Allegheny home office personnel are available during normal business hours to answer questions or other inquiries from Allegheny clients.

Item 14 – Client Referrals and Other Compensation

Allegheny does not accept or allow our supervised persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Allegheny may directly or indirectly compensate others for client referrals. When compensating others Allegheny will follow the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940 and any corresponding securities law requirements. At the time of the referral Allegheny will disclose the nature of the relationship and provide a written disclosure statement. Referral arrangements will not result in any additional fees to clients.

Item 15 – Custody

Clients receive statements at least quarterly from the qualified custodian that holds and maintains the client's investment assets. Allegheny urges you to carefully review such statements and compare such official custodial records to the reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Allegheny Advisors generally do not take custody of any client funds or securities. In the few instances where an Advisor does have custody, Allegheny closely monitors the account and obtains all required regulatory audits.

Item 16 – Discretion

Allegheny may receive limited discretionary authority from a client to select the identity and amount of securities to be bought or sold. Clients must provide written authorization to allow Allegheny discretionary authority. In all cases, this discretion is exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Allegheny observes the investment policies, limitations and restrictions as provided by the client.

Investment guidelines and restrictions must be provided to Allegheny in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Allegheny does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Clients will receive proxies or other solicitations directly from their custodian or transfer agent. We may provide clients with assistance regarding proxy issues if they contact us with questions.

Item 18 – Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about Allegheny's financial condition. Allegheny has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. Allegheny may require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we have included financial statements from an independent auditor.



INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders
Allegheny Investments, Ltd.

Report on the Financial Statements

We have audited the accompanying statement of financial condition of Allegheny Investments, Ltd. (the "Company") as of December 31, 2012; the related statement of comprehensive income, changes in stockholders' equity, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934; and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Allegheny Investments, Ltd. as of December 31, 2012, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information contained in Schedules I, II, III, and IV is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information in Schedules I, II, III, and IV has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information in Schedules I, II, III, and IV is fairly stated in all material respects in relation to the financial statements as a whole.

A. R. Brodman, A.C.

Wexford, Pennsylvania
February 27, 2013

ALLEGHENY INVESTMENTS, LTD.
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2012

ASSETS

Cash and cash equivalents	\$ 596,528
Broker deposit	50,000
Trading securities, net	1,177,017
Receivables, net	1,219,334
Accounts receivable - related party	125,871
Furniture and fixtures - net of accumulated depreciation of \$194,481	2,918
Prepaid expenses	<u>167,028</u>
Total assets	<u>\$ 3,338,696</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES

Commissions payable	\$ 920,916
Accrued expenses	<u>247,336</u>
Total liabilities	<u>1,168,252</u>

STOCKHOLDERS' EQUITY

Common stock - voting; no par value; 25,000 shares authorized; 1,320 shares issued and 1,254 shares outstanding	33,750
Class N non-voting stock; no par value; 25,000 shares authorized; none issued and outstanding	-
Paid-in capital	116,430
Retained earnings	2,034,695
Treasury stock, 66 shares at cost	<u>(14,431)</u>
Total stockholders' equity	<u>2,170,444</u>

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 3,338,696</u>
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The accompanying notes are an integral part of the financial statements.

ALLEGHENY INVESTMENTS, LTD.
NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations – Allegheny Investments, Ltd. (the “Company”) is a full-service broker dealer firm, offering access to a wide range of financial products and services, and specializing in consumer-oriented financial planning.

Use of Estimates – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investments – Investments in equity securities that have readily determinable fair values are classified and accounted for as trading securities. Realized and unrealized gains and losses on trading securities are included in other income.

Furniture and Fixtures – Furniture and fixtures are carried at cost. Maintenance and repairs are charged to expense as incurred. Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is recognized.

Depreciation – Depreciation is calculated using straight-line and various accelerated methods over the useful lives of the assets.

Assets and their economic lives or recovery period are as follows:

<u>Assets</u>	<u>Economic Lives/ Recovery Period</u>
Furniture and fixtures	3 - 10 years

Depreciation expense for the year ended December 31, 2012, amounted to \$3,449.

Cash Flows – For purposes of the Statement of Cash Flows, the Company considers highly liquid investments, purchased with original maturities of three months or less that are not held for sale in the ordinary course of business, to be cash equivalents.

Concentrations of Credit Risk – The Company’s principal activities include sales of securities, real estate partnerships, annuities, and insurance contracts with the majority of the clients located in the western Pennsylvania area. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Receivables – Receivables primarily consist of revenue due to the Company being a distributor for various investment and insurance products. The Company has reviewed the accounts receivable, and management considers the balance at year-end to be substantially collectible.

Advertising Costs – The Company’s policy is to expense advertising costs in the year in which they occur. Advertising expense for the year ended December 31, 2012, amounted to \$152,166.

Commissions – Commissions and related clearing expenses are recorded on a trade-date basis as securities transactions occur.

2. INVESTMENTS

Investment securities have been classified according to management's intent. A summary of investments classified as trading at December 31, 2012, is as follows:

	2012
Mutual funds - municipals	\$ 1,169,520
Other investments	7,497
Total	\$ 1,177,017

Trading securities gains included in earnings as of December 31, 2012, include \$18,658 of dividends and \$8,079 related to the change in unrealized gains for assets held at December 31, 2012.

3. CASH RESERVE

The Company has cash of approximately \$50,000, which has been segregated in a special reserve account for the benefit of customers under Rule 15c3-3 of the Securities and Exchange Commission.

4. INCOME TAXES

The Company, with the consent of its stockholders, has elected to have its income taxed as an S Corporation under Section 1372 of the Internal Revenue Code, which provides that in lieu of corporate income taxes, the stockholders are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes is included in these financial statements.

The Company recognizes and measures its unrecognized tax benefits in accordance with FASB ASC 740, *Income Taxes*. Under that guidance, the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances, and information available at the end of each period. The measurement of unrecognized tax benefits is adjusted when new information is available, or when an event occurs that requires a change. There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. The Company's federal and state income tax returns for taxable years ending prior to 2009 are closed for purposes of examination by the Internal Revenue Service and state taxing authorities.

5. PROFIT SHARING PLAN

The Company is involved in a joint profit sharing plan under Section 401(k) of the Internal Revenue Code with the other member of its controlled group. All full-time employees are eligible for the plan, regardless of age or years of service. The Company's allocated contribution was approximately \$155,164 to the plan during the year ended December 31, 2012.

6. RELATED-PARTY TRANSACTIONS

The Company has a receivable of \$125,871 from an affiliated corporation for various expenses that have been allocated between the corporations based on calculations.

7. OPERATING LEASES

The Company and an affiliated corporation have entered into a seven-year and five-month lease for the facilities they currently occupy. The total monthly rental is \$0 for the first five months; \$29,304 for the next three and a half years; and \$30,847 for the remaining three and half years. The Company's portion of these rental payments is \$0 for the first five months; \$19,103 for the next three and half years; and \$20,109 for the remaining three and a half years. During 2007, the Company and an affiliated company entered into an additional lease agreement for office space on an additional floor of the facility that they currently occupy. The total monthly rental for the additional space is \$0 for the first two months; \$8,691 for the next 22 months; and \$9,148 for the remaining 41 months. The Company's portion of these rental payments is \$0 for the first two months, \$5,666 for the next 22 months and \$5,964 for the remaining 41 months.

7. OPERATING LEASES (Continued)

The Company and an affiliated corporation have entered into a nine-year lease for the facilities they currently occupy. The first payment on this lease agreement will commence in March of 2013. The total monthly rental is \$42,257 for the first three years; \$44,269 for the next three years; and \$46,282 for the remaining three years. The Company's portion of these rental payments is \$27,552 for the first three years; \$28,864 for the next three years; and \$30,176 for the remaining three years.

The following is a schedule of future minimum rental payments required under the above leases as of December 31, 2012:

<u>Year Ended</u>	<u>Amount</u>
2013	\$ 327,663
2014	330,621
2015	330,621
2016	343,741
2017	346,365
Thereafter	1,490,417

Rental expense amounted to \$337,587 for the year ended December 31, 2012.

8. STOCKHOLDERS' EQUITY

The stockholders of the Company entered into an agreement stipulating, among other things, the terms under which the Company's stock can be sold or transferred. The agreement provides that ownership of the Company will be determined by the cumulative gross revenues produced for the Company by each revenue producer at a price determined in accordance with the agreement. The agreement also requires that the Company redeem the shares owned by a stockholder upon death, disability, or retirement if those shares are not purchased by any of the other stockholders.

9. NET CAPITAL REQUIREMENTS

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rules (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital shall not exceed 15 to 1. At December 31, 2012, the Company had net capital of \$1,293,650 which was \$1,043,650 in excess of its required net capital of \$250,000. The Company's net capital ratio was .90 to 1.

10. LITIGATION

The Company is subject to legal proceedings and claims which have arisen in the ordinary course of its business and have not been fully adjudicated. These actions, when finally concluded and determined, will not, in the opinion of management, have a material adverse effect upon the financial position of the Company.

11. FAIR VALUES OF FINANCIAL INSTRUMENTS

The following disclosures show the hierarchal disclosure framework associated with the level of pricing observations utilized in measuring assets and liabilities at fair value. The three broad levels are defined as follows:

11. FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

- Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.
- Level II: Pricing inputs are other than the quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities includes items for which quoted prices are available but traded less frequently and items that are fair-valued using other financial instruments, the parameters of which can be directly observed.
- Level III: Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

This hierarchy requires the use of observable market data when available.

The following tables present the assets reported on the Statement of Financial Condition at their fair value as of December 31, 2012, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

December 31, 2012				
	Level I	Level II	Level III	Total
Assets:				
Investments, trading	\$ 1,177,017	\$ -	\$ -	\$ 1,177,017
Total	\$ 1,177,017	\$ -	\$ -	\$ 1,177,017

Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. If a quoted market price is available for a financial instrument, the estimated fair value would be calculated based upon the market price per trading unit of the instrument. Trading investment securities are valued based upon quoted market prices.

Financial instruments are defined as cash, evidence of ownership interest in an entity, or a contract that creates an obligation or right to receive or deliver cash or another financial instrument from or to a second entity on potentially favorable or unfavorable terms. Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between willing parties other than in a forced liquidation or sale. If a quoted market price is available for a financial instrument, the estimated fair value would be calculated based upon the market price per trading unit of the instrument.

As certain assets such as furniture and equipment are not considered financial instruments, the estimated fair value of financial instruments would not represent the full value of the Company. Cash and cash equivalents, broker deposit, investments, trading and receivables would be considered financial instruments. At December 31, 2012, the carrying amount of all financial instruments approximates fair value. In addition, the Company is obligated for the delivery of financial instruments that are not included on the accompanying Statement of Financial Condition. The fair value of these financial instruments approximates the commitment amount, as disclosed in Note 12, to deliver these financial instruments.

12. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

In accordance with industry practice, the Company records clients' transactions on a trade date basis with settlement dates that generally can occur up to 30 days subsequent to the trade date. The Company is, therefore, exposed to risk of loss on these transactions in the event of the client's or broker's inability to meet other terms of their contracts, in which case the Company may have to purchase or sell financial instruments at prevailing market prices. The exposure to loss would be the difference in market prices between the date the financial instrument was traded and the date the financial instrument was ultimately disposed. At December 31, 2012, the Company had unsettled transactions of approximately \$3,874,232.

13. SUBSEQUENT EVENTS

Management has reviewed events occurring through February 27, 2013, the date the financial statements were issued, and no other subsequent events occurred requiring accrual or disclosure.