



A L L I A N C E

W E A L T H A D V I S O R S

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**Firm Disclosure Brochure
March, 2020**

This brochure provides information about the qualifications and business practices of Alliance Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at 570-961-1516 and/or info@alliancewealthadvisors.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 Wealth Advisors is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Material Changes

Material Changes since the September 2019 Amendment

March 2020:

- Removed tiered fee tables to simplify management fee descriptions.
- Added references to investment and consulting services on a non-discretionary basis for Pension, 401(k) and Profit Sharing Plans.

September 2019:

- Disclosures have been added to Sections 12 and 15 to reflect a new custodial relationship with Charles Schwab.

Item 3 Table of Contents

Item 2 Material Changes	2
Item 3 Table of Contents	3
Item 4 Advisory Business	4
Item 5 Fees and Compensation	5
Item 6 Performance-Based Fees and Side-By-Side Management	6
Item 7 Types of Clients	7
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 Disciplinary Information	10
Item 10 Other Financial Industry Activities and Affiliations	10
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	10
Item 12 Brokerage Practices	11
Item 13 Review of Accounts	16
Item 14 Client Referrals and Other Compensation	16
Item 15 Custody	17
Item 16 Investment Discretion	17
Item 17 Voting Client Securities	17
Item 18 Financial Information	17

Item 4 Advisory Business

Alliance Wealth Advisors, LLC

Alliance Wealth Advisors, LLC, (“Alliance”), a Delaware limited liability company, was organized in 2017 to provide wealth management and financial planning services to clients. Alliance Wealth Advisors specializes in Comprehensive Financial Planning, Fee-Based Wealth Management, Risk-based Investing, Tax Planning, Retirement Planning, Retirement Income Strategies, Insurance Planning and Implementation: Life, Health, and Long-term care. These services provided are based on the unique needs of each client. Alliance also provides investment and consulting services on a non-discretionary basis for Pension, 401(k) and Profit Sharing Plans.

As of February 20, 2020, Alliance had the following Regulatory Assets Under Management:

- \$239,863,521.68 in Discretionary Regulatory Assets Under Management;
- \$0 in Non-Discretionary Regulatory Assets Under Management; and
- \$239,863,521.68 in Total Regulatory Assets Under Management.

Financial Planning

As wealth advisors, we tailor our investment advice for each client to address his/her financial goals, objectives and risk tolerance. We endeavor to consider the client’s complete financial outlook when making investment recommendations and planning for his/her future. Therefore, we may structure our investment advice in view of any outside investments held by the client, considering each investment’s effect on the client’s total portfolio. At the request of a client, we may perform due diligence and furnish advice on current or potential outside investments or provide investment management services for certain outside investments, which may include ongoing research and analysis, benchmarking and rebalancing. Our financial planning service includes:

- Budgeting and cash flow
- Financial statements
- Life and long-term care insurance consulting
- Investment due diligence, management and portfolio construction
- Financial independence planning
- Estate planning and wealth transfer
- Education and specific goal/need planning
- Foundation management and charitable giving
- Business investment analysis and succession planning
- Retirement planning

These services may be undertaken on a comprehensive or modular basis. Clients may impose reasonable restrictions or mandates on the management of their accounts if we determine, in our sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to the Firm’s management efforts.

Investment Management Program

As described in Item 8, Alliance offers a discretionary asset management programs known as the Alliance Investment Management Program that utilizes Alliance asset management and passes through transaction and other fees to the client.

For clients in the Alliance Investment Management Program, Alliance currently utilizes multiple strategies as the basis for implementing a client's investment plan. The strategies range from conservative, moderate, moderately aggressive and aggressive, and each portfolio may be further customized using varying degrees of asset categories. Each portfolio is then reviewed with the client prior to implementation and periodically thereafter. Clients in the Alliance Investment Management Program may impose reasonable restrictions or mandates on the management of their accounts if we determine, in our sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to the Firm's management efforts.

Clients in the Alliance Investment Management Program may authorize Alliance to periodically rebalance their investments. For these clients Alliance will make appropriate adjustments by buying and selling portfolio securities if the client's asset allocation deviates by 20% or more from the desired strategy. Alliance will also periodically revise the strategies and make corresponding portfolio adjustments.

Held Away Account Services

We provide additional services for accounts not under our Investment Management Service where it is not possible for us to enact trades through a client's normal custodian (see Item 12). These accounts, also known as "Held-Away Accounts", are primarily 401(k) accounts, 529 plans, and annuities. The additional services may include meeting with clients regularly to review the current holdings in these accounts, suggesting appropriate trades which are then enacted by the clients, monitoring the accounts based on information made available to us by the clients, and providing performance reporting on an ongoing basis. Held Away Account Services require the client to provide account data to us on a regular basis or to make such data available to us. Accordingly, there is a risk that our advice in connection with Held Away Accounts may be impacted to the extent that account data is not available or is inaccurate.

Item 5 Fees and Compensation

Alliance's Investment Management Program Fee

The fee for the Alliance Investment Management Program is negotiated based on the client's level of assets under management. The fee generally ranges up to 1.75% per year per account with a minimum fee of \$25 per month per account.

The Investment Management fee is payable monthly in advance and will be debited directly from the client's account(s) unless the client has made other payment arrangements with Alliance. The fee will be calculated based upon the client's account value as of close of trading on the last business day of each month for the prior calendar month and will be debited from the client's account on the following month. If a month ends on a Saturday, Sunday or market holiday, the month-end will be the last market business day of the month.

An initial fee will be charged for new accounts that are not open a full month. The initial billing period begins when the client signs the Alliance fee agreement and Alliance accepts the fee agreement. The initial billing period is adjusted for the number of days remaining in the initial month and will run from the date the assets are received by the custodian through the last business day of the initial month.

Fees will be first debited from any free credit cash balance or money market in the client's account and if there is not enough available, Alliance has the discretion to sell securities in order to make cash available for the fee.

To calculate the household fee, Alliance will use the market value of all assets under management for the client's household and multiply that amount by the agreed upon fee %. The result is then multiplied by an

amount equal to the number of calendar days in the applicable month divided by the number of calendar days in the year (365 or 366). Arrangements can be made to deduct one account's fee portion from another account (i.e. pay the fee for a retirement account from a non-retirement account).

If Alliance or the client terminates the fee arrangement, a pro-rated fee for the billing period will be calculated for the period beginning on the first date of the billing period through and including the date of termination and the amount of the pro-rated fee will be credited to the client's account.

Alliance's Retirement Plan Consulting Program Fee

The fee for the Alliance Retirement Plan Consulting Program is negotiated based on the client's level of assets under management. The fee generally ranges up to 1.25% with a minimum monthly fee of \$250 per month per plan as a flat fee for smaller plans. The Retirement Plan Consulting fee is payable monthly either in advance or in arrears, depending on the plan provider.

Brokerage fees and Commissions

As discussed in Item 12, for clients in the Alliance Investment Management Program, your custodian may charge brokerage commissions, mark-ups/mark-downs and fees for services that will be deducted from a client's account in addition to the management fees charged by Alliance. Moreover, certain investments such as mutual funds and ETFs include a management fee charged by the fund's manager. These fees are not charged directly to the client but are included in the fund's overall investment return.

Financial Planning Fee

Alliance Financial Planning clients will generally be charged a separate fee for financial planning. Financial planning fees start at \$500. The fee is based on the complexity of the client's financial situation, number of goals and meetings per year, however it is negotiable and in some cases it may be waived or combined with the Alliance Investment Management fee. Arrangements can be made to deduct the financial planning fee from another account (i.e. pay the fee for a retirement account from a non-retirement account, or to have the fee paid directly to Alliance.

Held Away Account Fees

Fees for services provided to Held-Away Accounts may be a percentage of assets under management per client household according to the following fee schedule, or an annual fixed fee, payable monthly in advance. Fees may be deducted from Client's account as authorized above, or receive an invoice which is due upon receipt.

Clients who request that we provide advice regarding investments held in accounts away from, such as employer 401k plans or other immobile plans, may also be charged various plan fees in addition to the advisory fee charged by our firm. Such fees may include plan administration fees, investment fees, service fees, sales charges, management fees, or other fees as well as fees inherent in the investments selected. We encourage clients to review any plan or account fees being charged with plan administrators in order to fully understand the fees and expenses of the plan.

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

Alliance does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 Types of Clients

Alliance Management Program

Alliance Wealth Advisors provides services primarily to individuals, institutions, businesses, trusts and Pension, 401(k) and Profit Sharing Plans.

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

Investment Strategy

Alliance takes a comprehensive, financial planning approach with our clients. There are many factors that go into designing a portfolio, we take the time up front to learn about our clients' financial goals, objectives, perspective on risk, and liquidity needs.

We then develop an asset allocation strategy to support their goals through professional investment management, research, and analysis. Once we develop their asset allocation, we build a customized portfolio by selecting the proper mix of securities to best fulfill the client's individual circumstances. After establishing their portfolio, we continue to monitor its progress toward their objectives, update if necessary, and provide ongoing support.

Alliance may use one or more the following analytical criteria to select the funds and securities in its recommended portfolio:

- i. Fundamental Analysis - involves analyzing individual companies and their industry groups by reviewing financial statements, management and industry outlook.
- ii. Past risk-adjusted performance and expense ratios relative to other investments within the same asset class having similar investment objectives.
- iii. Consistency of performance and rankings over time.
- iv. The historical volatility and downside risk of each proposed investment.
- v. Consistency of investment style and tenure of the portfolio manager.
- vi. How each investment complements the others in the portfolio.
- vii. Economic conditions and comparisons to other investment opportunities.

Each quarter Alliance reevaluates portfolios and rebalances them as necessary. We use our proprietary research along with research from Morningstar, Raymond James, Fidelity Advisor, Goldman Sachs, and Fi360: Fund and ETF screener for equity, fund research and asset allocation research. For portfolio risk assessment, the company utilizes Riskalyze. Riskalyze is a software service that provides risk management analytics for investing. Based on the risk metrics of each portfolio, the software assigns Risk Number and projects the potential investment outcomes on the upside and downside for investment portfolios. Projections on potential investment outcomes are no guarantees of outcomes and Riskalyze is only used a reference in the investment decision making process. Based on the risk metrics of each portfolio, the software projects the potential investment outcomes on the upside and downside for investment portfolios. Clients have access to this information via the company's client web portal. Projections on potential investment outcomes are no guarantees of outcomes and may be only used a reference in the investment decision making process.

Risks of Loss

Past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, bonds, and pooled investment vehicles) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

We do not represent to any client, either directly or indirectly, any level of performance or any representation that our professional services will not result in a loss to the Client's invested assets. We do our very best as an investment adviser to manage risk exposures and to prevent losses; however, losses cannot be prevented in all cases. Below are certain additional risks associated when investing in securities through our investment management program.

- **Market Risk** – Any market, whether stocks, bonds, or other asset classes goes up and down as a result of overall market conditions. When markets go down, this can result in a decrease in the value of client investments. This is also referred to as systemic risk.
- **Equity (stock) market risk** – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- **Fixed Income Risk** – When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- **Interest Rate Risk** - The value of fixed income investments tends to decline as interest rates rise. As a result, investors who own fixed income investments through pooled vehicles such as ETFs or mutual funds, and investors who seek to sell fixed income investments prior to maturity, may incur losses.
- **ETF and Mutual Fund Risk** – When our firm invests in an ETF or mutual fund, it will bear additional expenses based on its pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund, including equities, fixed income, commodities, and derivatives on such securities. In addition, ETFs and closed-end mutual funds may trade at a premium or discount to the net asset value of their underlying portfolio securities. As a result, there is a risk that an investment in an ETF or a closed end mutual fund may result in the client paying more for, or selling for less, the portfolio securities, than a direct investment in the underlying securities. This risk, however, is offset by the additional costs of investing directly in the underlying securities.
- **Master Limited Partnerships ("MLPs")** - MLPs are collective investment vehicles, the partnership interests in which are publicly traded on national securities exchanges. MLPs invest primarily in companies within the energy sector that engage in qualifying lines of business, such as natural resource production and mineral refinement. MLPs are therefore subject to the underlying volatility of the energy industry and may be adversely affected by changes to supply and demand,

regional instability, currency spreads, inflation and interest rate fluctuations, and environmental risks among other such factors. In addition, MLPs operate as pass-through tax entities, meaning that investors are liable for their pro rata share of the partnership taxes, regardless of the types of accounts where the interests are held.

- Real Estate Investment Trusts (“REITs”) - REITs are collective investment vehicles, the interests in which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle’s shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.
- Liquidity Risk – High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling their securities at all, or at an advantageous time or price because Alliance and the Client’s broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios.
- Concentration Risk – Portfolios managed by Alliance may from time to time be concentrated in a single security, geographic region, or asset class. The value of Client accounts will vary considerably in response to changes in the market value of that individual security, region or asset class. This may result in higher volatility.
- Foreign Investing and Emerging Markets Risk – Foreign investing involves risks not typically associated with U.S. investments, and the risks may be exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social and economic developments affecting one or more foreign countries. In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.
- Inflation, Currency, and Interest Rate Risks – Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor’s future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by Alliance may be affected by the risk that currency devaluations affect Client purchasing power.
- Legislative and Tax Risk – Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government’s guarantee of ultimate payment

of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations (particularly for ETF securities dealing in natural resources). In certain circumstances a Client may incur taxable income on their investments without a cash distribution to pay the tax due.

- **Counterparty Risk** – Counterparty risk is the risk to Alliance that the counterparty to a services contract will not fulfill its contractual obligations. Should the counterparty fail to fulfill its obligations to AWA, clients could potentially incur significant losses and may have access to their accounts and investments limited or restricted.
- **Advisory Risk** – There is no guarantee that Alliance judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results. Alliance judgment may prove to be incorrect, and a Client might not achieve her investment objectives. In addition, it is possible that we fail to manage our business such that Alliance remains a going concern which would be disruptive to our Clients as they would need to find a new investment advisor.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies managed by Alliance. Prospective Clients should read this entire Form ADV and all accompanying materials provided by Alliance before deciding whether to invest with us. In addition, as our investment philosophy develops and changes over time, an investment with Alliance may be subject to additional and different risk factors. Alliance will promptly amend this Brochure if and when any information regarding its investment risks becomes materially inaccurate.

Item 9 Disciplinary Information

Alliance is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Alliance does not have any required disclosures for this Item.

Item 10 Other Financial Industry Activities and Affiliations

Neither Alliance nor any of its Investment Adviser Representatives are affiliated with any other financial industry institutions.

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

Alliance and persons associated with Alliance ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Alliance policies and procedures.

Alliance has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). Alliance Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by Alliance or any of its associated persons. The Code of Ethics also requires that certain Alliance personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When Alliance is engaging in or considering a transaction in any security on behalf of a client, no Access Person may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Access Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by Access Persons to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact Alliance to request a copy of its Code of Ethics.

Item 12 Brokerage Practices

The custodians and brokers we use

Alliance does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use Raymond James’ Investment Adviser Division (“RJ”) or Charles Schwab & Co., Inc. (“Schwab”), each a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with either RJ or with Schwab. Either custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to. You will decide which custodian to use and will open your account by entering into an account agreement directly with the selected custodian. We do not open the account for you, although we may assist you in doing so.

How we select brokers/custodians

We seek to recommend a custodians that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds ETFs, etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security and stability

- Prior service to us and our clients
- Availability of other products and services that benefit us, as discussed below.

Any commissions paid by Alliance clients comply with its duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Alliance determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution’s services, including among others, the value of research provided, if any, execution capability, commission rates, and responsiveness. Alliance seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Alliance periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The client may direct Alliance in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and Alliance will not seek better execution services or prices from other Financial Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by Alliance (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Alliance may decline a client’s request to direct brokerage if, in Alliance sole discretion, such directed brokerage arrangements would result in additional operational difficulties

Transactions for each client generally will be effected independently, unless Alliance decides to purchase or sell the same securities for several clients at approximately the same time. Alliance may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Alliance clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Alliance clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Alliance determines to aggregate client orders for the purchase or sale of securities, including securities in which Alliance Supervised Persons may invest, Alliance generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Alliance does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Alliance determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, Alliance may

exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Raymond James

RJ provides us with access to its institutional brokerage services – trading, custody, reporting and related services – many of which are not typically available to RJ’s retail customers. RJ also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. RJ’s support services described below are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. The availability to us of RJ’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. Here is a more detailed description of RJ’s support services:

RJ’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Raymond James include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. RJ’s services described in this paragraph generally benefit the client and the client’s account.

RJ also makes available to us other products and services that benefit us but may not directly benefit the client or its account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Raymond James’ own and that of third parties. We may use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at RJ. In addition to investment research, RJ also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
 - facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
 - provide pricing and other market data;
 - facilitate payment of our fees from our clients’ accounts; and
 - assist with back-office functions, recordkeeping and client reporting.
- RJ also offers other services intended to help us manage and further develop our business enterprise.

These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and,
- access to employee benefits providers, human capital consultants and insurance providers.

RJ may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. RJ may also discount or waive its fees for some of these services or pay all or a part of a third party’s fees. RJ may also provide us with other benefits such as occasional business entertainment of our personnel.

The availability of services from RJ benefits us because we do not have to produce or purchase them. We don’t have to pay for these services, and they are not contingent upon us committing any specific amount of business to RJ in trading commissions or assets in custody.

Expenses Support and Credit Facility

RJ has provided the firm with support for certain expenses it may incur. In addition, RJ has provided a loan to Alliance to assist our business operations, and the loan is guaranteed by the Firm's Managing Members. The terms of the loan require that management fees to Alliance be paid to an account at RJ for deduction of interest and principal payments on the loan before Alliance may access such management fees. The loan agreement contains various representations and covenants by Alliance including, among others, that Advisor will have at all times at least \$120 million in end client net assets under Advisor's management at RJ ("Assets Under Management at RJ") for a period of five years, and that Alliance will comply with all applicable laws, regulations, and agreements, and obtain all necessary licenses, consents and permits. Upon the occurrence and during the continuance of an event of default under the loan agreement, RJ may terminate and/or accelerate the loan, which may have a material adverse effect on the Alliance ability to perform services for you.

Some of the products, services and other benefits provided by RJ, including the loan noted above, benefit Alliance and may not benefit Alliance client accounts.

As discussed in Item 10 above, the recommendation by Alliance or Alliance representatives that a client buy a commission product presents a conflict of interest, as the receipt of commissions and maintenance of the credit facility may provide an incentive to recommend investment products based on commissions to be received, and benefits of the credit facility, rather than on a particular client's need.

Alliance recommendation or requirement that a client place assets in RJ's custody may be based in part on benefits RJ provides to Alliance, or Alliance agreement to maintain certain Assets Under Management at RJ, and not solely on the nature, cost or quality of custody and execution services provided by RJ.

Alliance places trades for its clients' accounts subject to its duty to seek best execution and its other fiduciary duties. Alliance may use broker-dealers other than RJ to execute trades for client accounts maintained at RJ, but this practice may result in additional costs to clients so that Alliance is more likely to place trades through RJ rather than other broker-dealers. RJ's execution quality may be different than other broker-dealers.

Charles Schwab

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, stocks, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program. Although Schwab's commission rates and fees applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a certain total level of assets in accounts at Schwab, similar benefits may be available to clients who contact Schwab directly to arrange for electronic delivery of documents. This commitment benefits you because the overall commission rates asset-based fees you pay may be lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for accounts that use Schwab as the custodian. We have determined that having Schwab execute

most trades for accounts that use Schwab as the custodian is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”).

Products and services available to us from Schwab

Schwab Advisor Services is Schwab’s business serving independent investment advisory firms like Alliance. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

Services that benefit you. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account. Schwab has also offered to reimburse certain Transfer of Account Exit Fees charged by clients’ former custodian(s).

Services that may not directly benefit you. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients’ accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support
- Schwab Advisor Services offers Alliance Wealth Advisors up to \$20,000 to use towards technology, marketing and research related expenses. Under this limited one-time offer, these payments are distributed based on the level of client assets on deposit at Schwab.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay

all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. This creates an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business and Schwab's payment for services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as a custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

Item 13 Review of Accounts

Account Reviews

Alliance monitors its clients' investment management portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Where Alliance provides advisory and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by the Partners of Alliance. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the firm and to keep Alliance informed of any changes thereto. The firm contacts ongoing investment advisory clients at least annually to review its previous services and recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and General Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for their accounts. Clients may also receive reports from Alliance that includes relevant account and/or market-related information such as an inventory of account holdings and account performance on a monthly basis or as otherwise agreed upon with the client. Clients should compare the account statements they receive from their custodian with any supplemental reports they receive from Alliance and/or the Independent Managers.

Held Away Account Services

We review these accounts on a routine basis as data is refreshed by the custodian. The client's custodian provides quarterly reports showing account performance, balances and holdings.

Item 14 Client Referrals and Other Compensation

Alliance is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, Alliance is required to disclose any direct or indirect compensation that it provides for client referrals. Alliance does not have any required disclosures to this Item, however, the firm may occasionally refer clients to members of the community such as lawyers and accountants who have made, or may make, referrals to the firm. Consequently, there is the potential for a conflict of interest where Alliance makes such referrals.

Alliance receives an economic benefit from RJ and Schwab in the form of the support products and services each makes available to us. These products and services, how they benefit us, and the related conflicts of interest are described above under Item 12 Brokerage Practices. The availability to us of products and services from RJ and Schwab is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 Custody

An outside Financial Institution will act as the qualified custodian for client accounts. The client's selected Financial Institution will be the custodian for clients' assets in the Alliance Investment Management Program.

As previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure, the outside Financial Institution will debit advisory fees from client accounts and remit them to Alliance or the client may arrange to pay them directly. As a result, under government regulations, we are deemed to have custody of a client's assets if the client authorizes us to instruct their custodian to deduct our advisory fees directly from the client's account.

Clients receive account statements directly from their custodian at least quarterly. They will be sent to the email or postal mailing address the client provides to their custodian. Clients should carefully review those statements promptly when received. We also urge clients to compare the account statements to the periodic portfolio reports clients receive from us.

Item 16 Investment Discretion

For discretionary accounts, we have full trading authority under a limited power of attorney assigned to us in the client agreement. As a result, we will determine both the investments, and how much of each, should be purchased or sold on each client's behalf. In making investment decisions, we adhere to the investment strategy outlined in each client's Investment Policy Statement.

Nondiscretionary accounts are managed for clients who are unwilling or unable to provide limited power of attorney to us.

Item 17 Voting Client Securities

Alliance is required to disclose if it accepts authority to vote client securities. Alliance does not vote client securities on behalf of its clients. Clients' proxies are voted either by the Independent Managers or the clients themselves.

Item 18 Financial Information

Alliance is not required to disclose any financial information pursuant to this Item due to the following:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years.