

The Investment Advisor Alliance, LLC

For use with Betterment Institutional Only

Firm Brochure

This brochure provides information about the qualifications and business practices of The Investment Advisor Alliance, LLC. If you have any questions about the contents of this brochure, please contact us at 800-607-3340 or compliance@investmentadvisoralliance.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 The Investment Advisor Alliance, LLC (“IAA”) also is available on the SEC’s website at www.adviserinfo.sec.gov. The investment Advisor Alliance’s CRD number is 125185.

Please note that registration does not imply a certain level of skill or training.

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Item 2. Material Changes

The full brochure is available to prospects and clients at any time. Please contact an advisor or request one directly from IAA at 800-607-3340 or compliance@investmentadvisoralliance.com.

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Item 4. Advisory Business

A. Description of the Firm

The Investment Advisor Alliance (“IAA”) has been providing investment advisory services since 2005. IAA provides financial planning and investment management. IAA is wholly owned by Keeler Financial Services Holdings, LLC. The primary owner is Robert Keeler.

B. Types of Advisory Services

IAA and its advisors primarily provide financial planning and/or investment management of client portfolios. In providing advisory services, IAA solely relies on information provided by the client and the client’s other professional advisors. We do not verify information provided; you are reminded it is in your best interest to provide all information requested and notify your advisor promptly of any changes. IAA also provides TAMP services to unaffiliated Registered Investment Advisors and their clients. A distinct ADV Part 2A is available for those individuals.

Financial Planning

Financial Planning generally includes cash flow planning, tax planning, budgeting, risk tolerance review, education funding, retirement planning, investment analysis, and estate planning. Depending on your needs and goals not all the above may be covered. This service may include consultation, verbal recommendations, or a written plan document. Subsequent to the initial financial plan, advisors may be hired to provide review or monitoring services of said plan. Clients are not required to retain IAA or its agents as their financial planner to be eligible for other services and vice-versa.

Investment Management

Investment Management may be provided to clients as a stand-alone service. Client portfolios are constructed with respect to the client’s established financial plan or their age, time horizon, risk tolerance and investable assets. IAA representatives may manage client portfolios by directly choosing the securities, types of securities, and allocations or by selecting third party advisors for part or all of a portfolio.

Limitations on Types of Investments

IAA does not provide advice on alternative investments such as private placements, non-publicly traded securities, hedge funds, or similar types. Upon engaging IAA, the client will be informed of such limitations and may be provided with an opinion of the position.

C. Tailored Services and Client Restrictions

Advisory services provided to clients are matched to the client’s needs. We determine the best portfolio or course of action for each client based on their hopes, goals, dreams, age, time horizon, risk tolerance, and investable assets. Clients may request portfolios be handled in a more aggressive or more conservative manner than recommended if they acknowledge the risks of doing so. Clients may request in writing certain securities or types of securities be restricted; however, if the advisor feels it will be detrimental to the portfolio, prevent proper servicing of the account, deviate from our normal services, or be of excessive burden, IAA reserves the right to terminate the engagement. Clients should understand that when using Betterment Institutional the portfolios are limited to their offerings with little adjustment available.

D. Wrap Fee Programs

We do not manage portfolios for wrap fee programs. Betterment Institutional manages a wrap fee program.

E. Assets Under Management

As of December 31, 2019, The Investment Advisor Alliance managed approximately \$109,352,394; of which, all is managed on a discretionary basis.

Item 5. Fees and Compensation

A. Fee Schedules

The Investment Advisor Alliance charges fees in various formats based on the service provided. Clients engaging IAA for various services may be subject to a combination of these fees. Each representative offers his or her services for a distinct fee schedule that may be more or less than that which can be had with other parties or other representatives. Fees are negotiable. IAA and its representatives may charge a lesser or no fee to certain accounts for certain services after considerations including but not limited to future assets managed, value of assets managed, account composition, household accounts, client negotiations, etc. You may cancel your agreement with IAA within five (5) business days from the date signed without penalty.

Financial Planning Fees

Each advisor's services vary and may range from specific aspects to a comprehensive plan. As such, fees will vary based on the complexity of the plan, time with the client, and advisor's experience among other considerations. Clients receiving financial planning services will receive a separate financial planning contract.

In such case that hourly fees are charged, the fee shall be no more than \$300 per hour. When a flat fee is agreed upon and charged, it will vary depending on the services to be provided and may range to \$25,000 per year. When fees in excess of \$1,200 are collected the services agreed upon shall be delivered within six months.

Termination of services must be requested in writing. If the engagement is terminated prior to the completion of work, all fees due at the time of termination are due promptly if payment (or the balance of payment) upon delivery was chosen. If payment was made in advance, IAA will refund any unearned, prepaid fees within 30 days of written request of termination. If a flat fee agreement is being terminated, the advisor representative's standard hourly fee shall be used to determine the earned fee and the difference of the amount paid and earned fee shall be returned to the client.

Investment Management Fees

Investment Management fees are assessed for the management of assets whether provided directly by the representative or by selecting third party managers. Third party managers, like packaged products, have their own fees which are assessed; please see the Other Fees section below.

The fees, when assessed as a percent of assets, is generally 1.25% and capped at 1.70% when utilizing META strategies annually of AUM billed quarterly in advance. Deposits or withdrawals greater than \$10,000 will be billed (refunded) on a prorated basis. All deposits or withdrawals related to the initiation or termination of an advisory relationship will be billed (refunded) on a prorated basis regardless of value.

Fee calculations are based on calendar days. All accounts for a client are aggregated if breakpoints are included in your fee structure.

Our annual Advisory Fee for Betterment Institutional clients is an asset-based fee, which will be prorated and billed on a quarterly basis in arrears, based on the Client's average daily account balance for the prior quarter multiplied by 1.25% (i.e., $1.25\% \div 4$). Betterment charges an additional 0.25% based on the same methodology for a total of 1.50%.

You authorize us and the Independent Managers to deduct the Advisory Fee directly from the account(s) where such Assets are held, pursuant to applicable custody rules. It is your responsibility to verify the accuracy of the calculation of the Advisory Fee; the custodian will not do so.

In addition to the Advisory Fee, unaffiliated third parties may impose certain charges. These charges may include, but are not limited to, fees charged by Independent Managers, custodial fees, brokerage commissions, transaction fees, charges imposed directly by a mutual, hedge, index or exchange traded fund, fees imposed by variable annuity providers, certain deferred sales charges, odd-lot differentials, transfer taxes, and wire transfer and electronic fund fees. For our clients' accounts that Betterment Securities maintains, Betterment Securities generally does not charge you separately for custody services.

When assets are placed with third party managers IAA's normal investment management fees are applicable as stated above. In addition, the third party manager will assess their fee. When a third party manager is selected you will be given a copy of their ADV Part 2A and any other disclosure documents needed (wrap brochure for example) which will state their fees and expenses.

In addition to the portfolios regularly offered, IAA offers affiliated advisors and their clients the option of investing in our META portfolios. These are aggressive tactical strategies managed by IAA's home office. When the strategy is chosen you will be made aware of such and provided notice of the additional fee for the service, which may be up to 45 basis points atop the regular fees noted above. IAA also offers use of third party portfolio models; some of which have additional fees that will be disclosed at time of placement. The fees are available to advisors to view at any time and be used to determine the best course for your needs.

B. Payment of Fees

Client fees are due promptly after the invoice is presented.

Financial Planning fees are typically paid by check at engagement, at delivery of services, or 50% at engagement with the balance due at delivery of services. For existing investment management clients, we may be able to withdraw fees from a non-qualified account at the custodian with your permission and direction. Hourly fees are billed at the end of the month they were incurred. When payment is made by check, please include the invoice number and make the check payable to *The Investment Advisor Alliance LLC*. If you direct fees to be deducted directly from your account at a custodian, we will follow the requirements below when doing so.

Investment Management fees, with your permission, will be deducted directly from each of your accounts proportionally based on the total fee. If permission is not given, IAA will not accept the agreement or may terminate the advisory agreement. Betterment will calculate, invoice, and debit all fees for themselves and

IAA.

When we withdraw fees from your account at the custodian we will:

- send you an invoice coincidentally or prior to submitting the fees to the custodian
- use a custodian that provides you with quarterly, at minimum, statements showing all disbursements, including the fees
- have received written permission from you to be paid directly from the accounts held at the custodian.

Payments are never to be made directly to an advisor representative; if you are requested to do so, please contact us at 800-607-3340 or compliance@investmentadvisoralliance.com. We will not accept payment by check or credit card for investment management services. Prospects and clients are free to terminate their advisory agreement if they desire to pay by alternate means.

C. Other Fees

Fees stated are those of IAA; however, investing has other costs you should be aware of such as mutual fund or ETF expense ratios deducted in the invested vehicle, transaction fees payable to the custodian, custodian account maintenance fees, third party manager fees when another investment specialist is hired for all or part of your account, and any other fees are in excess and separate of IAA's fees.

D. Prepayment of Fees

As a normal course of business, IAA collects fees in advance. Both Financial Planning and Investment Management clients are assessed fees to be paid in advance and are potentially entitled to refunds upon receipt of a written request of termination. Calculation of refunds is described above in Item 5A.

E. Outside Compensation for the Sale of Securities

IAA and its advisor representatives do not earn commissions or any compensation for selling you securities or other investment products, including asset-based sales charges or service fees from mutual funds. Certain representatives, who are properly licensed, can and will earn insurance commissions. The sale of insurance products presents a conflict of interest; please see Item 10C for more information.

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

We do not charge based on performance.

Item 7. Types of Clients

IAA generally provides financial planning and/or investment management services to individuals, families, trusts, and closely held businesses of theirs. Each advisor representative determines their own minimum account or relationship size. Usually, the recommended minimum is \$100,000; however, exceptions may be made on a case-by-case basis.

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

A. Methods of Analysis and Investment Strategies

IAA's representatives generally engage in methods based in modern portfolio theory where the focus is on

proper asset allocation and vast diversification through exposures to several asset classes. Securities utilized to accomplish this may be exchange traded products (ETFs or ETNs), mutual funds, separate account manager portfolios, equities, and bonds. When a packaged product (mutual fund or exchange traded product) is not utilized, fundamental analysis is typically used.

Sources of information may include newspapers and magazines (such as the *Wall Street Journal* or *Financial Times*), Morningstar reports, prospectuses, independent research reports (such as Argus, S&P, or Reuters), SEC filings, and annual reports.

It should be noted investing involves risk of loss that is borne by the investor. You should be prepared to bear such a risk.

IAA offers various ways of investing your funds such as passive strategic, third party models in either strategic or tactical methods, and IAA's META portfolios. META portfolios are aggressive tactically allocated portfolios driven by mathematical analysis and comparison. Due to its nature it is further discussed here for your awareness. Mathematically Enabled Tactical Allocation (META) generally have the ability to take a wholly cash position, is not a tax efficient portfolio, may have many shorter term trades thus generating more transaction charges to the custodian, may make losing trades, and is a concentrated portfolio. IAA manages the sleeve constituent selections and number of sleeves to examine and the computer system ranks each constituent based on the automated algorithm. The best constituent per sleeve is added to the portfolio. All trading and allocation is managed by IAA. You and your advisor should thoroughly discuss the strategy prior to selecting this portfolio.

B. Material Risks

Long and short term purchases and options may be used to implement certain strategies of asset allocation and attempting to control risk. We attempt to minimize transactions when possible in an effort to reduce transaction costs, taxes, and other potential expenses.

Since the Investment Advisor Alliance offers a wide range of services through many representatives to clients with a multitude of goals, the Advisor may effect transactions in many different securities with various risks and attributes. Below is an informational listing of some, but not all, asset classes that are traded and some of their attributes and/or the concerns regarding trading as an individual trade or a block, especially if the block is not filled.

Investing involves the risk of loss, including principle, which the client should be prepared to assume.

C. Risks Associated with specific Security Types

IAA aims to deliver widely diversified portfolios to client that may contain securities that involve greater risk than others. Generally, these securities account for smaller portions of the portfolio as a whole.

Trading activity in small cap and international securities is often more volatile and less liquid than that of large cap domestic securities. This may affect the price the client receives in the marketplace when independent or multiple transactions are made. Such securities may be difficult to dispose of at an acceptable price or in a short time-frame when a client terminates an account or desires to raise cash.

Trading fixed income products is often hindered by illiquid markets and, in many cases, the absence of an

exchange with market makers. Often there is only a limited quantity of an issue available for purchase or sale at a given time making block trading difficult or impossible. The bonds may be allocated to a single account, at the representative's discretion, when an account has a unique investment mandate, a specific need, or the allocation completes the position requirement. Alternatively, the purchase may be allocated at random. When it is infeasible to allocate fixed income securities across all accounts needed, an issue (potentially from a different issuer) of similar term, rating, credit enhancement, and structure shall be sought to fulfill the needs of the balance of accounts in a reasonable time frame to identify such an issue. Such securities may be difficult to dispose of at an acceptable price or in a short time-frame when a client terminates an account or desires to raise cash.

Clients are advised, all investments incur risks including the following: Loss of Principal Risk, Interest-rate Risk, Market Risk, Inflation Risk, Currency Risk, Reinvestment Risk, Business Risk, Liquidity Risk, and Financial Risk.

Item 9. Disciplinary Information

The Investment Advisor Alliance has not been involved in any disciplinary or legal events.

Item 10. Other Financial Industry Activities and Affiliations

A. Registration as a Broker-Dealer or Representative of a Broker-Dealer

Neither IAA, nor its management, are registered, or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither IAA, nor its management, are registered, or have an application pending to register as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Relationships material to the Advisory Business

Certain advisor representatives may be associated with or own their own insurance agency. The IAA parent company also owns an insurance agency, Wealth Protection Solutions. IAA executives may spend a portion of their time conducting insurance related business. Advisors' representatives may conduct insurance sales activities through the related agency. Clients may opt to use the services of the affiliated insurance company or the representative's agency, but are in no way required to do so and are encouraged to shop alternative insurance provider's quotes. This presents a conflict of interest where, as an insurance agent, a representative may earn a commission to make a sale of an insurance product. The commissions earned are separate and additional to the fees IAA charges. This conflict is mitigated by the client's ability to go to any source to obtain the recommended coverage. **You are in no way obligated, by contract or otherwise, to purchase insurance products through any representative of IAA.** The IAA parent company owns Bespoke Wealth Design, a tax consulting and preparation firm. Clients may use BWD for their tax and consulting services, but in no way are clients required to use BWD. Certain advisors may also be CPAs or tax preparers. **You are not required to use BWD or any other related tax services.**

D. Selection of Other Advisors and Compensation

As noted in Item 5A, representatives may recommend and hire outside (third party) investment managers.

When doing so, IAA does not receive any compensation from the advisor for doing so. Clients will be charged the third party advisor's fee separate of that of IAA; thus, no conflict of interest exists. Please refer to Item 5A for more details.

Item 11. Code of Ethics, Participation in Transactions, and Personal Trading

A. Code of Ethics

We have a Code of Ethics that establishes ideals for ethical conduct grounded in the principles of transparency and honesty. Clients and prospective clients may request a copy of our Code of Ethics.

B. Recommendations Involving Material Financial Interests

We do not recommend securities in which we have a proprietary interest. We do not act as principal and trade against client orders. We are not general partners of an investment partnership or advisors to an investment company.

C. Investment in Securities Recommended to Clients

IAA, or a related person or controlling persons, may sometimes buy and sell for its own account securities that it recommends to its clients. Client interests are considered prior to placement of orders for IAA representative's accounts. We do not believe that such transactions will have a significant impact on market prices of securities or client opportunities in those securities.

D. Trading Securities with Client Transactions

IAA, or a related person or controlling persons, may sometimes buy and sell for its own account securities that it recommends to its clients. If the client requests that IAA enter trades for such securities, the client's trades are generally placed ahead of, or with, the firm even though a representative is permitted to have a same day transaction after a client trade in the same security. Advisor does not believe that such transactions will have a significant impact on market prices of securities or client opportunities in those securities. If, however, it is determined that transactions by the firm, or a related person, are likely to have a significant impact on market prices, no transactions will be allowed by such persons or any related persons until the client's transactions have been effected. Clients of IAA are provided full disclosure and always have the unrestricted right to decline to implement any advice rendered on a non-discretionary basis

Item 12. Brokerage Practices when using Betterment Institutional

The Investment Advisor Alliance ("we"/"our") does not maintain custody of your assets, although we may be deemed to have custody of your assets if you give us authority to withdraw advisory fees 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. In this program our clients use MTG, LLC dba Betterment Securities ("Betterment Securities"), a registered broker-dealer and member of the SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Betterment Securities. Betterment Securities will hold your assets in a brokerage account and buy and sell securities when we and/or you instruct them to. While we recommend that you use Betterment Securities as custodian/broker, you will decide whether to do so and will open your account with Betterment Securities by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in

doing so. If you do not wish to place your assets with Betterment Securities, then we cannot manage your account on Betterment for Advisors (defined below).

HOW WE SELECT BROKERS/CUSTODIANS

We seek to recommend a custodian/broker 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:

- Capability to execute, clear, and settle trades (buy and sell securities for your account) itself or to facilitate such services.
- Capability to facilitate timely transfers and payments to and from accounts.
- Quality of services.
- Competitiveness of the price of those services and willingness to negotiate the prices.
- Reputation, financial strength, and stability.
- Prior service to us and our other clients.
- Request by your advisor.

YOUR BROKERAGE AND CUSTODY COSTS

For our clients' accounts that Betterment Securities maintains, Betterment Securities does not charge you separately for custody/brokerage services, but is compensated as part of the Betterment for Advisors (defined below) platform fee, which is charged for a suite of platform services, including custody, brokerage, and sub-advisory services provided by Betterment and access to the Betterment for Advisors platform. The platform fee is an asset-based fee charged as a percentage of assets in your Betterment account. Clients utilizing the Betterment for Advisors platform may pay a higher aggregate fee than if the investment management, brokerage and other platform services are purchased separately. Nonetheless, for those Clients participating in the Betterment for Advisors platform, we have determined that having Betterment Securities execute trades 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").

SERVICES AVAILABLE TO US VIA BETTERMENT FOR ADVISORS

Betterment Securities serves as broker-dealer to Betterment for Advisors, an investment and advice platform serving independent investment advisory firms like us ("Betterment for Advisors"). Betterment for Advisors also makes available various support services which may not be available to Betterment's retail customers. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Betterment for Advisors' 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 Betterment for Advisors' support services:

1. SERVICES THAT BENEFIT YOU.

Betterment for Advisors includes access to a globally diversified, low-cost portfolio of ETFs, execution of securities transactions, and custody of client assets through Betterment Securities. In addition, a series of model portfolios created by third-party providers are also available on the platform. Betterment Securities' services described in this paragraph generally benefit you and your account.

2. SERVICES THAT MAY NOT DIRECTLY BENEFIT YOU.

Betterment for Advisors 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, such as software and technology that may:

- Assist with back-office functions, recordkeeping, and client reporting of our clients' accounts.
- Provide access to client account data (such as duplicate trade confirmations and account statements).
- Provide pricing and other market data.

OUR INTEREST IN BETTERMENT SECURITIES' SERVICES

The availability of these services from Betterment for Advisors benefits us because we do not have to produce or purchase them. In addition, we do not have to pay for Betterment Securities' services. We may have an incentive to recommend that you maintain your account with Betterment Securities, based on our interest in receiving Betterment for Advisors and Betterment Securities' services that benefit our business 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 Betterment Securities as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Betterment Securities' services (see "How we select brokers/custodians") and not Betterment for Advisors and Betterment Securities' services that benefit only us or that may not directly benefit you.

BETTERMENT FOR ADVISORS' TRADING POLICY

When using the Betterment for Advisors platform, we and you are subject to the trading policies and procedures established by Betterment. These policies and procedures limit our ability to control, among other things, the timing of the execution of certain trades (including in response to withdrawals, deposits, or asset allocation changes) within your account. You should not expect that trading on Betterment is instant, and, accordingly, you should be aware that Betterment does not permit you or us to control the specific time during a day that securities are bought or sold in your account (i.e., to "time the market"). Betterment describes its trading policies in Betterment LLC's Form ADV Part 2A. As detailed in that document, Betterment generally trades on the same business day as it receives instructions from you or us. However, transactions will be subject to processing delays in certain circumstances. In particular, orders initiated on non-business days and after markets close generally will not transact until the next business day. Betterment also maintains a general approach of not placing securities orders during approximately the

first thirty minutes after the opening of any market session. Betterment also generally stops placing orders arising from allocation changes in existing portfolios approximately thirty minutes before the close of any market session. Betterment continues placing orders associated with deposit and withdrawal requests until market close. Betterment maintains a general approach of not placing orders around the time of scheduled Federal Reserve interest rate announcements. Furthermore, Betterment may delay or manage trading in response to market instability. For further information, please consult Betterment LLC's Form ADV Part 2A.

Item 12. Brokerage Practices

A. Factors Used to Select Custodians

IAA may choose brokers for client accounts, or in other cases, may recommend the services of brokers upon a client's request. Advisor representatives will typically recommend the custodian they use most to best facilitate their client service. Such choices and/or recommendations are based on client needs, total costs, and ease of use for clients. This discretionary authority extends to the selection of external money managers for client accounts. These brokers/custodians commissions may be higher or lower than those charged by other brokers. IAA does not receive any consideration from brokers in return for recommendations. The advisor has discretionary authority to determine the securities bought or sold, the amount of securities to be bought or sold, the broker or dealer to be used, and commission rate paid. IAA and representatives understand the duty to achieve best execution for clients.

Each representative will typically choose one custodian to hold client accounts, though in some cases may use multiple. Custodians are unaffiliated companies, which must be approved by IAA management. The custodian may provide varying levels of market analytics, research, quotes, market access, mutual funds, and technology to the advisor to assist in managing client funds, not specific to any individual account. Typically it will be the custodian or clearing broker of the custodian where the account is opened that will become the executing broker. In some cases, a prime brokerage, step-out, or DVP execution will be made for clients depending on need. Each custodian maintains a separate fee schedule; the custodian recommended to a client may have fees that are more expensive than other custodians. Clients who direct use of a non-approved broker may not receive the same fee schedule, execution quality, execution price (it may be better or worse) or other benefits of using a recommended custodian. Clients who can provide a "trading" or "limited power of attorney" to trade outside of an approved custodian will receive executions that may be greatly different than those of clients orders executed at an approved custodian or other directed broker. Alternatively, if a client wishes to utilize a directed broker he or she may enter the order him/herself and there may be a potential for price disparity between them and other clients. All recommendations to a client's company retirement plan are on a non-discretionary basis. The recommendation is made to the client and it is the client's responsibility to make the changes with their brokerage or administrator.

1. Research and Other Soft Dollar Benefits

IAA does not participate in "soft-dollar" programs. IAA receives from each custodian access to their Institutional platform to facilitate the management of client accounts. Included in all Institutional platforms are varying levels of market analytics, research, quotes, market access, mutual funds reviews, and technology to the advisor to assist in managing client funds, not specific to any individual account. While this presents a conflict of interest, these nominal 'benefits' received are used for the good of all clients in

that they create economies of scale and efficiency, allowing our advisors to properly handle and service the number of accounts under their management.

2. Brokerage for Client Referrals

IAA receives no referrals from broker-dealers or any third party in exchange for placement of client funds at a particular entity.

3. Directed Brokerage

We strongly recommend use of the representative's chosen custodian. In some cases, a prime brokerage, step-out, or DVP execution will be made for clients depending on need. Clients who direct use of a non-approved broker may not receive the same fee schedule, execution quality, execution price (it may be better or worse) or other benefits of using a recommended custodian. Clients who can provide a "trading" or "limited power of attorney" to trade outside of an approved custodian will receive executions that may be greatly different than those of clients orders executed at an approved custodian or other directed broker. Alternatively, if a client wishes to utilize a directed broker he or she may enter the order him/herself and there may be a potential for price disparity between them and other clients. All recommendations to a client's company retirement plan are on a non-discretionary basis. The recommendation is made to the client and it is the client's responsibility to make the changes with their brokerage or administrator.

B. Aggregation of Trades and Block Trading

Depending on the advisor representative and nature of the advisory relationship, transactions may be either executed independently or may be entered into a block, or batch trade, where all eligible clients will receive the same execution price. Note the transactions fees levied by custodians for execution services may be a flat or minimum rate; therefore, the per-share cost may vary per client and account. Generally, transactions will be effected independently. Independently executed trades will potentially receive prices different than those of other clients and those differences may be substantial depending on the timing of order entry. Independent transactions may be the result of use of a client directed broker, specific client reviews, or use of a non-block trading system, even if such is available. Individual trades such as mentioned are subject to receiving differing prices than similar orders entered in the same day. Executions related to the establishment of an account, termination of an account, addition of funds, and/or withdrawal of funds are likely to be traded independently and thus may not receive like transactions to other accounts.

The advisor may, but is not required to block or batch trades. A block trade will be used when the representative intends to trade the same security on the same side for several accounts at approximately the same time. If an advisor uses a block trade to execute a trade for multiple clients it shall be allocated as if each client had separate orders then aggregated to create the block. The percentage of the client's portfolio being transacted may differ substantially, with some accounts receiving no shares, due to the varying investment goals, client needs, and restrictions that may have been requested among other factors. If a block trade is partially executed, meaning the total shares attempted were not executed, the allocation to each client will be reduced proportionally. In such case as the reduced allocation to a client account is deemed by the representative to be too small, not cost effective, and/or of minimal impact to the portfolio the representative may use his or her discretionary authority to allocate those shares to other client accounts as if the order was not entered on said client's behalf. Alternatively, if only a small percentage of the original order is executed, the smaller positions or accounts may be filled with shares from the reduced execution based on the advisors discretion regarding the potential affect a minimal

amount of shares may have on a particular account. Advisor representatives are to make every effort to distribute all shares in the proportions as originally planned. When a representative is entering a block trade with the custodian in the same issue and side and there are trades to be executed away from the custodian, the block shall be sent to the market first. Subsequent independent transactions may not receive the same price as discussed above.

Advisor representatives each provide distinct services to client accounts. Some representatives will make common use of block trading since portfolios they manage are derived from the same structure with like securities in each portfolio. Some representatives manage portfolios customized to specific client needs and, as such, each may vary greatly. In this case, each portfolio is examined independently and trades are entered as they are decided upon. However, representatives may still use block trading when it is deemed, in their opinion, that it would be beneficial or have made a decision to advise multiple clients to buy or sell the same security and the accounts are managed on a discretionary basis. Additionally, each advisor has access to only their clients, thus clients should have no expectation of participating in any block not directed by their advisor. These practices may result in clients receiving various prices.

Item 13. Reviews of Accounts

A. Frequency and Nature of Reviews

The advisor representative managing the relationship is responsible for all account reviews. Certain representatives may conduct periodic reviews, such as on an annual basis. In addition, and more commonly, accounts will be reviewed upon updated information from clients that may materially change their objective. Registered investment advisor representatives who are part of IAA management may periodically conduct random account reviews. Accounts will be reviewed by a minimum of one representative who is responsible for all their clients (1-50+ each). Reviewers will be instructed to identify inconsistencies between the current holdings, the target holdings, market conditions, opinions, expectations, and any new suitability information to the clients' accounts. As per law, representatives are not individually registered in New York.

B. Other than Periodic Review Triggers

Review triggers may include updated information from clients that may materially change their objective, life events, relatively large market movements, addition or withdrawal of funds, revised expectations, and any new suitability information to the clients' accounts.

C. Content and Frequency of Regular Reports Provided to Clients

Statements are issued at least quarterly or after completed transactions by the custodian as applicable rules and regulations may apply. IAA does not provide regular performance reporting. Some advisor representatives may opt to distribute performance reports quarterly.

Item 14. Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice to Clients

IAA and its representatives receive no compensation or economic benefit, directly or indirectly, from any source for advice rendered to clients except as described in Item 12A-1.

IAA may accept certain engagements where the fee is paid for by FinancialPoint Inc. FinancialPoint is contracted by the US Department of Veteran's Affairs to administer the Beneficiary Financial Counseling Services program; which is offered to beneficiaries of Servicemembers' Group Life Insurance, Servicemembers' Group Life Insurance Family Coverage, Veterans' Group Life Insurance, and TSGLI claimants. This benefit is ongoing and may include a comprehensive plan or any portion requested by the beneficiary, as well, as any consulting related to maintaining, disposing, or gaining economic value to the client. This does not include investment management.

Receipt of payment from a third party is a conflict of interest; however, this is mitigated by the advisor being required to act in the client's best interests and that FinancialPoint has no control over the advice given. Additionally, the client may pursue alternate advisors.

We receive a non-economic benefit from Betterment for Advisors and Betterment Securities in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Betterment Securities. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability to us of Betterment for Advisors' and Betterment Securities' products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

B. Compensation Paid for Client Referrals

On occasion IAA may compensate a third party as solicitor. Any such arrangement for compensation will be disclosed, in writing and in advance to the prospect. When doing so we will abide by SEC Rule 206(4)-3, or similar state statutes and rules. The solicitor shall not be an individual who cannot become licensed as an advisor representative, shall enter into a written agreement, will provide the IAA ADV part 2A to the prospect, and will provide the solicitor's disclosure document to the prospect. Such compensation may be in the form of a percentage of client fees from the referred work or as a fixed sum.

Item 15. Custody

The Investment Advisor Alliance does not take custody of client funds at any time. Custody of client accounts is held at a "qualified custodian" per SEC Rule 206(4)-2(d)(6), or similar state statutes and rules. Clients will receive account statements directly from the custodian and should carefully review the statements.

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Betterment Securities to deduct our advisory fees directly from your account. Betterment Securities maintains actual custody of your assets. Your statements will be available for you to review on the activity section of your Betterment for Advisors account portal. You will also receive account statements directly from Betterment Securities at least quarterly at www.bettermentsecurities.com. You should carefully review those statements promptly.

Item 16. Investment Discretion

We provide investment management services on a discretionary basis. This allows IAA to determine and execute a course of action in a client's portfolio without first consulting you. Discretionary authority

facilitates trading in your accounts on your behalf so we may promptly implement an investment strategy. The standard IAA Investment Advisor Contract and custodian application forms include a limited power of attorney to conduct discretionary trading in client accounts. We may facilitate a non-discretionary account on a case-by-case basis determined by the advisor servicing the relationship.

Item 17. Voting Client Securities

IAA and its representatives will not accept voting authority and at no time should be requested to provide a recommendation regarding proxy voting. Clients will receive proxies directly from the issuer and should directly contact the issuer with questions.

Item 18. Financial Information

A. Balance Sheet

We do not require or request prepayment of more than \$1200 in fees per client more than six month in advance. Therefore, IAA is not required to include a balance sheet.

B. Financial Condition

IAA has no financial impairments that would preclude us from meeting our contractual commitments to clients.

C. Bankruptcy in the Past Ten Years

Neither IAA, nor its management, have been subject of a bankruptcy filing in the past ten years.

Item 19. Requirements for State Registered Advisors

Robert Keeler is the CEO and COO of The Investment Advisor Alliance.

A. Educational and Business Background

Robert W. Keeler Jr graduated from Stevens Institute of Technology with a Bachelor's degree. Robert entered the industry in 1998. He has worked as a member of the New York Stock Exchange for Keeler & Co. LLC (2003-2006), a broker dealer, and investment advisor representative for Keeler & Co., LLC (from 2003) and Robert Keeler, sole proprietorship (2000-2003). In 2009 Keeler & Co., LLC became the Investment Advisor Alliance where Mr. Keeler is CEO.

B. Other Business Activities

Mr. Keeler is also an owner of Keeler Financial Services Holdings LLC, the parent company of IAA and other financial services related firms. He has an active role in each subsidiary's day-to-day operations and business. Other affiliations are Advisor Technology Services LLC, Bespoke Wealth Design LLC, and Wealth Protection Solutions LLC. These outside businesses take less than 10% of Mr. Keeler's time during business hours.

C. Performance-Based Fees

IAA does not charge performance fees.

D. Disciplinary Information

1. Arbitration

Mr. Keeler has never been involved in an arbitration claim.

2. Civil and Administrative Proceedings

Mr. Keeler has never been found liable in a *civil, self-regulatory organization, or administrative proceeding* of any kind.

E. Relationships with Issuers of Securities

We do not have any relationships with issuers of securities.