



PLEASE MARK VOTES AS IN THIS EXAMPLE

REVOCABLE PROXY ALLIANCE BANCORP, INC. OF PENNSYLVANIA

Special Meeting of Shareholders
DECEMBER 29, 2010

1. Approval of a Plan of Conversion and Reorganization and the transactions contemplated thereby pursuant to which, among other things, Alliance Bancorp, Inc. of Pennsylvania, a newly formed Pennsylvania corporation ("Alliance Bancorp-New"), will offer for sale shares of its common stock, and shares of common stock of Alliance Bancorp currently held by public shareholders will be exchanged for shares of common stock of Alliance Bancorp-New upon the conversion of Alliance Mutual Holding Company, Alliance Bank and Alliance Bancorp from the mutual holding company structure to the stock holding company form.

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. The following Information Proposals:

	For	Against	Abstain
2A. Approval of a provision in the Articles of Incorporation of Alliance Bancorp-New providing for the authorized capital stock of 50,000,000 shares of common stock and 10,000,000 shares of serial preferred stock compared to 15,000,000 shares of common stock and 5,000,000 shares of preferred stock in the charter of Alliance Bancorp.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2B. Approval of a provision in the Articles of Incorporation of Alliance Bancorp-New requiring super-majority shareholder approval for mergers, consolidations and similar transactions, unless they have been approved in advance by at least two-thirds of the board of directors of Alliance Bancorp-New.	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2C. Approval of a provision in the Articles of Incorporation of Alliance Bancorp-New requiring super-majority shareholder approval of amendments to certain provisions in the Articles of Incorporation and Bylaws of Alliance Bancorp-New.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2D. Approval of a provision in the Articles of Incorporation of Alliance Bancorp-New to limit the voting rights of shares beneficially owned in excess of 10% of the outstanding voting securities of Alliance Bancorp-New.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adjournment of the Special Meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the Special Meeting to approve the Plan of Conversion and Reorganization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

The Board of Directors recommends that you vote "FOR" approval of the Plan of Conversion and Reorganization, "FOR" the informational Proposals and "FOR" the adjournment of the Special Meeting, if necessary, to solicit additional proxies.

Please sign this Proxy exactly as your name(s) appear(s) on this Proxy. When signing in a representative capacity, please give title. When shares are held jointly, only one holder need sign.

Please be sure to date and sign this proxy card in the box below.

	Date
_____ Sign above _____ Co-holder (if any) sign above _____	

IF YOU WISH TO PROVIDE YOUR INSTRUCTIONS TO VOTE BY TELEPHONE OR INTERNET, PLEASE READ THE INSTRUCTIONS BELOW

FOLD AND DETACH HERE IF YOU ARE VOTING BY MAIL

PROXY VOTING INSTRUCTIONS

Shareholders of record have three ways to vote:

1. By Mail; or
2. By Telephone (using a Touch-Tone Phone); or
3. By Internet.

A telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned this proxy. Please note telephone and Internet votes must be cast prior to 3 a.m., December 29, 2010. It is not necessary to return this proxy if you vote by telephone or Internet.

Vote by Telephone

Call Toll-Free on a Touch-Tone Phone anytime prior to 3 a.m., December 29, 2010:

1-866-849-9662

Vote by Internet

anytime prior to 3 a.m., December 29, 2010 go to

<https://www.proxyvotenow.com/allb>

Please note that the last vote received, whether by telephone, Internet or by mail, will be the vote counted.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Shareholders to be Held on December 29, 2010. The Proxy Statement/Prospectus as well as driving directions to the special meeting are available on our website at www.allianceanytime.com under the tabs "Stockholder Information - Press Releases and Financial Reports."

Your vote is important!



REVOCABLE PROXY
ALLIANCE BANCORP, INC. OF PENNSYLVANIA

SPECIAL MEETING OF SHAREHOLDERS
December 29, 2010
3:00 p.m.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ALLIANCE BANCORP, INC. OF PENNSYLVANIA FOR USE AT THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 29, 2010 AND AT ANY ADJOURNMENT THEREOF.

The undersigned hereby appoints the Board of Directors of Alliance Bancorp, Inc. of Pennsylvania ("Alliance Bancorp"), or any successors thereto, as proxies with full powers of substitution, to represent and vote, as designated below, all the shares of common stock of Alliance Bancorp held of record by the undersigned on November 8, 2010 at the Special Meeting of Shareholders to be held at the Llanerch Country Club, located at 950 West Chester Pike, Havertown, Pennsylvania on Wednesday, December 29, 2010, at 3:00 p.m., Eastern time, or at any adjournment thereof.

THE SHARES OF COMMON STOCK OF ALLIANCE BANCORP, INC. OF PENNSYLVANIA WILL BE VOTED AS SPECIFIED. IF NOT OTHERWISE SPECIFIED, THIS PROXY WILL BE VOTED FOR APPROVAL OF THE PLAN OF CONVERSION AND REORGANIZATION, FOR EACH OF THE INFORMATIONAL PROPOSALS, FOR THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES AND OTHERWISE AT THE DISCRETION OF THE PROXIES. YOU MAY REVOKE THIS PROXY AT ANY TIME PRIOR TO THE TIME IT IS VOTED AT THE SPECIAL MEETING.

The undersigned hereby acknowledges receipt of the Notice of Special Meeting of Shareholders of Alliance Bancorp, Inc. of Pennsylvania called for December 29, 2010, the accompanying Proxy Statement/Prospectus prior to the signing of this Proxy.

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR PROVIDE YOUR INSTRUCTIONS TO VOTE VIA THE INTERNET OR BY TELEPHONE.

(Continued, and to be marked, dated and signed, on the other side)



FOLD AND DETACH HERE



ALLIANCE BANCORP, INC. OF PENNSYLVANIA – SPECIAL MEETING, DECEMBER 29, 2010

YOUR VOTE IS IMPORTANT!

You can vote in one of three ways:

1. Call **toll free 1-866-849-9662** on a Touch-Tone Phone. There is **NO CHARGE** to you for this call.

or

2. Via the Internet at <https://www.proxyvotenow.com/allb> and follow the instructions.

or

3. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS