

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

International Alliance Services, Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

458875 10 1

(CUSIP Number)

Rick L. Burdick, P.C.  
Akin, Gump, Strauss, Hauer & Feld, L.L.P.  
711 Louisiana  
Suite 1900  
Houston, Texas 77002  
(713) 220-5800

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 21, 1997

(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [X]. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes.)

CUSIP No. 458875 10 1

|      |  |                              |
|------|--|------------------------------|
| (1)  | Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons      | Alliance Holding Corporation |
| (2)  | Check the Appropriate Box if a Member of a Group (See Instructions)                  | (a)<br>(b)                   |
| (3)  | SEC Use Only   |                              |
| (4)  | Source of Funds (See Instructions)   | 00                           |
| (5)  | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  | [ ]                          |
| (6)  | Citizenship or Place of Organization   | Delaware                     |
|      | Number of Shares Beneficially Owned by Each Reporting Person With                    |                              |
|      | (7) Sole Voting Power  | 0                            |
|      | (8) Shared Voting Power  | 7,751,556                    |
|      | (9) Sole Dispositive Power   | 0                            |
|      | (10) Shared Dispositive Power  | 0                            |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 7,751,556<br>(See Item 5)    |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | [ ]<br>(See Item 5)          |
| (13) | Percent of Class Represented by Amount in Row (11)                                   | 21.6%<br>(See Item 5)        |
| (14) | Type of Reporting Person (See Instructions)  | HC CO                        |

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|      |  |                            |
|------|--|----------------------------|
| (1)  | Names of Reporting Persons. S.S. or I.R.S Identification Nos. of Above Persons       | Joseph E. LoConti          |
| (2)  | Check the Appropriate Box if a Member of a Group (See Instructions)                  | (a)<br>(b)                 |
| (3)  | SEC Use Only   |                            |
| (4)  | Source of Funds (See Instructions)   | 00                         |
| (5)  | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  | [ ]                        |
| (6)  | Citizenship or Place of Organization   | Ohio                       |
|      | Number of Shares Beneficially Owned by Each Reporting Person With                    |                            |
|      | (7) Sole Voting Power  | 6,684,300                  |
|      | (8) Shared Voting Power  | 7,751,556                  |
|      | (9) Sole Dispositive Power   | 6,684,300                  |
|      | (10) Shared Dispositive Power  | -0-                        |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 14,435,856<br>(See Item 5) |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | [ ]<br>(See Item 5)        |
| (13) | Percent of Class Represented by Amount in Row (11)                                   | 39.4%<br>(See Item 5)      |
| (14) | Type of Reporting Person (See Instructions)  | IN                         |

Alliance Holding Corporation, a Delaware corporation ("Alliance"), and Mr. Joseph E. LoConti (together, the "Reporting Persons" and individually, the "Reporting Person") hereby make the following statement pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder. This Statement is an amendment to the Schedule 13D dated October 18, 1996, as amended by the Schedule 13D dated January 31, 1997 and the Schedule 13D dated April 3, 1997, filed by each of the Reporting Persons (collectively, the "Original Schedule 13D").

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On April 21, 1997, MGD Holdings Ltd., a Bermuda corporation controlled by Mr. Michael G. DeGroote ("MGD"), purchased from International Alliance Services, Inc. (the "Issuer") an aggregate of 555,556 units of the Issuer for \$9.00 per unit in a private placement. Each unit is comprised of one share of common stock, \$.01 par value per share, of the Issuer ("Common Stock") and one warrant to purchase one share of Common Stock at an exercise price of \$11.00 per share, exercisable for a three year period from the date of issuance (a "Unit"). As a result of the voting trust described in the Original Schedule 13D (the "Voting Trust"), the Reporting Persons are deemed to beneficially own the 555,556 shares of Common Stock acquired by MGD in such transaction. No consideration was paid by either Reporting Person in connection with such acquisition.

ITEM 4. PURPOSE OF THE TRANSACTION

The Reporting Persons are deemed to have acquired the securities described in Item 3 as a result of the Voting Trust and had no role in the decision resulting in such acquisition. In addition, the Reporting Persons share neither investment control nor a pecuniary interest in any of the securities described in Item 3.

ITEM 5. INTEREST IN SECURITIES OF ISSUER

(a)(i) As of May 1, 1997, Alliance beneficially owned an aggregate of 7,751,556 shares of Common Stock constituting approximately 21.6% of the 35,968,419 shares of Common Stock deemed outstanding as of May 1, 1997. All of the shares of Common Stock beneficially owned by Alliance are owned of record by Westbury pursuant to the terms of the Voting Trust. On March 25, 1997, Alliance and Westbury entered into an agreement to terminate such Voting Trust, subject to the receipt of any necessary regulatory approvals. Accordingly, if and when such approval is obtained, Alliance would not beneficially own any shares of Common Stock and would no longer be a reporting person for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.

(ii) As of May 1, 1997, Mr. LoConti beneficially owned an aggregate of 14,435,856 shares of Common Stock, which includes warrants to purchase 688,800 shares of Common Stock and 7,751,556 shares of Common Stock owned of record by Westbury, representing approximately 39.4% of the 35,968,419 shares of Common Stock deemed outstanding as of May 1, 1997. Mr. LoConti disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.

Mr. LoConti has indirect beneficial ownership of the shares of Common Stock owned of record by Westbury as a result of the Voting Trust. If and when regulatory approval is obtained to terminate such trust, Mr. LoConti would beneficially own 6,684,300 shares of Common Stock constituting approximately 18.4% of the 35,968,419 shares of Common Stock deemed outstanding as of May 1, 1997.

(b)(i) As of May 1, 1997, Alliance shared voting power with respect to 7,751,556 shares of Common Stock owned of record by Westbury pursuant to the Voting Trust.

(ii) As of May 1, 1997, Mr. LoConti shared voting power with respect to 7,751,556 shares of Common Stock owned of record by Westbury. In addition, Mr. LoConti has sole voting and investment power with respect to an additional 6,684,300 shares of Common Stock.

(c) Within the last 60 days, the Reporting Persons and persons named in Item 2 have affected the following transactions not previously reported:

(i) On April 21, 1997, as a result of the Voting Agreement, the Reporting Persons are deemed to have acquired 555,556 shares of Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1: Joint Filing Agreement

SIGNATURES

After reasonable inquiry and to the best of my respective knowledge and belief, I certify that the information set forth in this Statement is true, correct and complete.

ALLIANCE HOLDING CORPORATION

Dated: May 5, 1997

By: /s/ Joseph E. LoConti  
-----  
Joseph E. LoConti,  
Chairman of the Board and President

Dated: May 5, 1997

By: /s/ Joseph E. LoConti  
-----  
Joseph E. LoConti

INDEX TO EXHIBITS

Exhibit 1: Joint Filing Agreement

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of International Alliance Services, Inc. dated April 21, 1997 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

ALLIANCE HOLDING CORPORATION

Dated: May 1, 1997

By: /s/ Joseph E. LoConti  
-----  
Joseph E. LoConti  
Chairman of the Board and President

Dated: May 1, 1997

By: /s/ Joseph E. LoConti  
-----  
Joseph E. LoConti