

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: <b>New England Investment &amp; Retirement Group, Inc.</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
<b>231 Sutton Street Suites 2A/2B</b>	<b>North Andover</b>	<b>MA</b>	<b>01845</b>	<b>( 978) 975-2559</b>

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any government authority.**

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	February 2010	

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**SEC 1701 (8/98)**

*Compliance Advisory Services, Inc.*

**FORM ADV****Part II - Page 2**

Applicant:

**New England Investment & Retirement Group, Inc.**

SEC File Number:

**801-67679**

Date:

**05/23/2008**

## Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. **A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.

(See instruction below.)

Applicant:

- |                                     |     |   |     |
|-------------------------------------|-----|---|-----|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services .....  | 89% |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services .....  | 10% |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above .....  | 1%  |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription .....   | %   |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above .....   | %   |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... | %   |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | 0%  |
| <input type="checkbox"/>            | (8) | Provides a timing service .....   | %   |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above .....   | %   |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does the applicant call any of the services it checked above financial planning or some similar term? .....

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

C. Applicant offers investment advisory services for: (check all that apply):

- |                                     |     |  |                                     |     |                   |
|-------------------------------------|-----|--|-------------------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management      | <input type="checkbox"/>            | (4) | Subscription fees |
| <input checked="" type="checkbox"/> | (2) | Hourly charges                               | <input type="checkbox"/>            | (5) | Commissions       |
| <input type="checkbox"/>            | (3) | Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> | (6) | Other             |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** - Applicant generally provides investment advice to: (check those that apply)

- |                                     |    |                                  |                                     |    |   |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals                      | <input checked="" type="checkbox"/> | E. | Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/>            | B. | Banks or thrift institutions     | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/>            | C. | Investment companies             | <input checked="" type="checkbox"/> | G. | Other (describe on Schedule F)                                  |
| <input checked="" type="checkbox"/> | D. | Pension and profit sharing plans |                                     |    |   |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 3**

Applicant:

New England Investment &amp; Retirement Group, Inc.

SEC File Number:

801- 67679

Date:

05/23/2008

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities                   | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities         |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (3) foreign issues                     | <input checked="" type="checkbox"/> (1) securities                         |
|  | <input checked="" type="checkbox"/> (2) commodities                        |
| <input checked="" type="checkbox"/> B. Warrants                            |  |
|  | <input type="checkbox"/> J. Futures contracts on:                          |
| <input checked="" type="checkbox"/> C. Corporate debt securities           | <input checked="" type="checkbox"/> (1) tangibles                          |
| (other than commercial paper)  | <input checked="" type="checkbox"/> (2) intangibles                        |
|  |  |
| <input checked="" type="checkbox"/> D. Commercial paper                    | <input type="checkbox"/> K. Interests in partnerships investing in:        |
|  | <input checked="" type="checkbox"/> (1) real estate                        |
| <input checked="" type="checkbox"/> E. Certificates of deposit             | <input checked="" type="checkbox"/> (2) oil and gas interests              |
|  | <input checked="" type="checkbox"/> (3) other (explain on Schedule F)      |
| <input checked="" type="checkbox"/> F. Municipal securities                |  |
|  | <input checked="" type="checkbox"/> L. Other (explain on Schedule F)       |
| <input type="checkbox"/> G. Investment company securities                  |  |
| <input checked="" type="checkbox"/> (1) variable life insurance            |  |
| <input checked="" type="checkbox"/> (2) variable annuities                 |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                 |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

## A. Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting    | (4) <input checked="" type="checkbox"/> Cyclical           |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |  |

## B. The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

## C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 |   |
| (4) <input checked="" type="checkbox"/> Short sales  | (7) <input type="checkbox"/> Other (explain on Schedule F)  |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 4**

Applicant:

New England Investment &amp; Retirement Group, Inc.

SEC File Number:

801-67679

Date:

05/23/2008

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? .....

Yes No  
☒ ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- |                 |  |
|-----------------|--|
| • name          | • formal education after high school               |
| • year of birth | • business background for the preceding five years |

**7. Other Business Activities.** (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? .....
- Yes No  
☒ ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 5**

Applicant:

New England Investment &amp; Retirement Group, Inc.

SEC File Number:

801- 67679

Date:

02/09/2010

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.) Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? . . . . .

Yes ☒ No ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Every 6-12 months, Advisory Representatives will contact all financial planning clients and offer to review the plan. This will help to ensure that the plan still reflects Client's financial goals and objectives, and give Adviser the opportunity to amend the plan to accommodate any changes in Client's circumstances. This service is optional, and the Client is not obligated to accept. Asset Allocation accounts will be reviewed quarterly and rebalanced as necessary. Clients may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Generally, Advisory Representatives will monitor for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which client assets are invested and market shifts and corrections. Levels of reviews will vary depending on Client needs at the time of review as well as changes in the financial status or position (tax status or otherwise), financial goals, current market conditions, performance standards, suitability changes and age, among other things. Clients are advised that they should notify their Advisory Representative promptly of any changes to the Client's financial goals, objectives or financial situation as such changes may require Advisory Representative to review the Client's portfolio and make recommendations for changes. Client accounts will be reviewed by the Advisory Representative.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients will be provided with account statements reflecting the transactions occurring in the client's account at least on a quarterly basis. Client will be provided with confirmations for each securities transaction executed in the client's account.

Financial plans will be reviewed periodically as needed, as the result of qualifying events or at the request of a client. Clients may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Printouts of account values will be provided to clients.

Asset Allocation accounts will be provided with quarterly performance reports.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 6**

Applicant:

New England Investment &amp; Retirement Group, Inc.

SEC File Number:

801-67679

Date:

08/31/2009

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold? . . . . .

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☒ ☐

(3) broker or dealer to be used ? . . . . .

Yes No

☐ ☒

(4) commission rates paid? . . . . .

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients? . . . . .

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? . . . . .

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? . . . . .

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? . . . . .

Yes No

☐ ☒

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	<b>801-67679</b>	<b>02/09/2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	New England Investment & Retirement Group, Inc. is referred to herein as "Applicant" or "Adviser." Associated persons of Adviser are referred to herein as "Advisory Representatives" or "Associated Persons."	
	Commonwealth Equity Services, LLP is a FINRA-registered broker/dealer and SEC-registered investment adviser. Commonwealth Equity Services, LLP has adopted the doing business as name of Commonwealth Financial Network. Please be advised that the firm's legal name will remain Commonwealth Equity Services, LLP (hereinafter referred to as "Commonwealth").	
Item 1 D	<p><u>Asset Allocation/Portfolio Monitoring Program</u></p> <p>Clients wanting to engage Adviser to manage Client's account will need to establish an account ("Account") with National Financial Services, LLC and grant trading authorization to Adviser. Generally, Adviser's minimum amount of assets per client in order to obtain asset allocation and portfolio monitoring services is \$100,000. Adviser will not maintain possession of Client's funds or securities. Custodial services for the managed Account will be provided through National Financial Services, LLC.</p> <p>Adviser offers these services on a discretionary basis. Advisory Representatives will gather information on a Client's financial history, goals, objectives, and financial concerns and assist Client in developing an asset allocation strategy. Adviser has created a series of model portfolios, each with its own unique objective. All information gathered from Client is confidential. Client will establish an Account and deposit cash, cash equivalents and securities and engage an Advisory Representative to allocate the assets in the Account by investing in the model portfolio best suited to the Client's needs and objectives. Based on the model portfolio's investment objectives, risk tolerance, etc. Adviser will monitor the model portfolio and its performance and make changes as necessary. While Accounts are monitored and reviewed to ensure the chosen model fits Client's objectives, such Accounts are not managed based on the individual needs of the Client. Therefore, clients are advised if changes are made to the model, the changes are applied across all client accounts invested similarly to the model without regard to the client's individual financial or tax situation.</p> <p>Advisory fees will be charged in advance on a calendar quarterly basis. Upon establishment of an Account, the fee will be based upon the proportion of the number of days remaining in the quarter and, thereafter, quarterly on the first working day of each calendar quarter.</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	<b>801-67679</b>	<b>02/09/2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>										
Item of Form (identify)	Answer											
	<p>The advisory fees payable upon initial implementation of the account may be paid by Client upon receipt of an invoice from Adviser or collected directly from the Account provided the Client has given Adviser written authorization. Advisory fees for all subsequent periods will be charged to and collected directly from the Account early in the quarter and will be based on the value of the portfolio as of the last working day of the previous quarter. Clients will be provided with a fee invoice that identifies the advisory fee, the value of the Account and how the fee was calculated. Additionally, Clients will be provided with an account statement reflecting the deduction of the advisory fee. If the Account does not contain sufficient funds to pay advisory fees, Adviser has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Client may reimburse the account for advisory fees paid to Adviser, except for ERISA and IRA accounts.</p> <p>Fees are negotiable and are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds. Adviser may or may not aggregate a client's multiple managed accounts together for determining the fee. Aggregation of accounts for purposes of determining the fee is subject to negotiation with Adviser. Advisory fees are in accordance with the following blended fee schedule:</p> <table border="1"> <thead> <tr> <th>Account Size**</th> <th>Maximum Annual Fee</th> </tr> </thead> <tbody> <tr> <td>First \$250,000*</td> <td>1.25%</td> </tr> <tr> <td>Next \$1,250,000</td> <td>1.00%</td> </tr> <tr> <td>Next \$3,500,000</td> <td>.75%</td> </tr> <tr> <td>Balance over \$5,000,000</td> <td>.65%</td> </tr> </tbody> </table> <p>*The minimum annual fee is \$1000.</p> <p>As an alternative to the above blended fee schedule, Adviser may charge Client a flat, fixed fee. This fee will be determined by Adviser and disclosed on Schedule A of the Asset Management &amp; Portfolio Monitoring Agreement.</p> <p>In addition to the advisory fees above, Client may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the Account. Adviser does not share in any portion of such fees. Additionally, Client may pay their proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such fees are not shared with Adviser and are compensation to the fund-manager. Clients should read the mutual fund prospectus prior to investing.</p>		Account Size**	Maximum Annual Fee	First \$250,000*	1.25%	Next \$1,250,000	1.00%	Next \$3,500,000	.75%	Balance over \$5,000,000	.65%
Account Size**	Maximum Annual Fee											
First \$250,000*	1.25%											
Next \$1,250,000	1.00%											
Next \$3,500,000	.75%											
Balance over \$5,000,000	.65%											

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).



**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Clients may make additions to the Account or withdrawals from the Account, provided the Account continues to meet minimum account size requirements. Additional deposits will be charged a prorated advisory fee if the deposit in aggregate for the quarter is equal to or greater than ten percent (10%) of Client's total net worth. Fee credits will be issued for partial withdrawals from an account during a calendar quarter that are equal to or greater than ten percent (10%) of Client's total net worth. No fee adjustments will be made for Account appreciation or depreciation.</p> <p>Clients may terminate investment advisory services obtained from Adviser, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with Adviser. Client will be responsible for any fees and charges incurred by Client from third parties as a result of maintaining the Account such as transaction fees for any securities transactions executed and Account maintenance or custodial fees. Thereafter, Client or Adviser may terminate investment advisory services with 30-days prior written notice. Should Client terminate investment advisory services during a quarter, Client will be charged a pro-rata portion of the advisory fee for the quarter up to the date of termination. Any unearned, pre-paid fees will be refunded to the Client.</p> <p>Adviser does not permit securities on which an Advisory Representative earned a commission to be charged an advisory fee for a minimum 1 year period after the securities were purchased. Any such securities that are transferred into an advisory account will be segregated for fee calculation purposes. After the 1 year moratorium period, the assets may be included in the account total for fee calculation purposes.</p> <p>Adviser will attempt to meet with Clients at least annually or at Client's request to discuss the Client's investment portfolio and to update the Client's financial information should any changes have occurred.</p> <p><u>Asset Management/Investment Supervisory Services</u></p> <p>In addition to Asset Allocation/Portfolio Monitoring services, Clients can engage Adviser to provide individualized Asset Management and Investment Supervisory Services. The same minimum account size, fee schedule and termination features apply to this service as those provisions stated under Asset Allocation/Portfolio Monitoring Program; however, instead of choosing and monitoring a model portfolio, Adviser will individually manage Client accounts on a discretionary basis providing continuous and regular asset management services.</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p><u>Wealth Management Consulting Services</u></p> <p>Adviser provides wealth management consulting services consistent with Client's financial and tax status, age, risk tolerance and investment objectives. Adviser will gather financial information and history from client including, but not limited to, retirement and financial goals, investment objectives, investment horizon, financial needs, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information required by Adviser in order to provide the investment advisory services requested. Based upon client's needs, Adviser will prepare a written financial plan addressing Client's needs.</p> <p>Financial plans are based on Client's financial situation at the time and are based on financial information disclosed by Client to Adviser. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. Adviser cannot offer any guarantees or promises that client's financial goals and objectives will be met. Further, client must continue to review any plan and update the plan based upon changes in Client's financial situation, goals, or objectives or changes in the economy. Should client's financial situation or investment goals or objectives change, clients must notify Adviser promptly of the changes.</p> <p>Adviser provides general non-securities advice on topics including tax planning analysis, estate planning analysis, business planning, retirement planning, education planning, budgeting and cash flow, risk management/insurance services, and/or fringe benefit analysis. Fees are negotiable and are charged in accordance with the fee schedule below.</p> <p><u>Fixed fee:</u> \$1,000 to \$5,000 – based on complexity, payable at the end of each month as invoiced by Adviser, or payable one-half (1/2) upon execution of the advisory agreement with Adviser and the balance due at the time of presentation of the plan, or payable upon completion of services prior to presentation of the plan, unless otherwise negotiated with the Client. Clients maintaining a non-qualified account with National Financial Services, LLC will have the option of paying as invoiced by Adviser or through a direct debit from their non-qualified account.</p> <p><u>Hourly fee:</u> - \$200 per hour, payable when services are rendered.</p> <p>An estimate of the hours will be calculated and is generally due upon execution of the agreement. Upon completion of the services rendered, the fees will be recalculated and adjusted accordingly. Prepayment of fees will not exceed \$500 per client, 6 months in advance.</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Client may terminate advisory services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, Client may terminate upon Adviser's receipt of Client's written notice to terminate and receive a refund of any unearned, pre-paid advisory fees for planning services. Client will be responsible for any time spent by Adviser in providing the Client advisory services or analyzing Client's situation.</p> <p>Client is advised that fees for wealth management consulting services are strictly for wealth management consulting services. Therefore, client may pay fees and/or commissions for additional services obtained such as asset management or products purchased such as securities or insurance.</p> <p><u>Investment Manager</u> Adviser is the Investment Manager of NEINV I, L.P., a hedge fund. As compensation for the investment management of the Partnership, the Partnership will pay Adviser monthly management fees equal to 1/12 of 1.25 percent of the net asset value of the Partnership attributable to the Limited Partners at the opening of business on the first day of each month. Payments will be made in advance of each monthly period. The management fee will be prorated in the event that the Partnership's initial closing takes place or additional Capital Contributions are made on a date other than the start of a month and a pro rata portion will be refunded if the Partnership ends on a date other than the last day of a month. Adviser and the General Partner may agree to waive the management fee in whole or in part for any Limited Partner, in which case the assets of the Partnership allocable to such Limited Partner subject to the waiver will be subtracted from the Partnership's net asset value attributable to the Limited Partners for purposes of calculating the management fee and the expense of the management fee will be specially allocated to those Limited Partners subject to the fee in a manner which reflects the waivers. Adviser and General Partner expect to waive the management fee for employees and affiliates of the General Partner. The General Partner is not subject to a management fee.</p> <p>Clients are advised positions in the hedge fund may generally be illiquid, unless an exception is made. If an exception is made, liquidations may be subject to a 3% early redemption fee.</p> <p><u>General</u> Advice offered by Advisory Representatives may involve investment in mutual funds. Mutual funds may carry loads (i.e. sales charges) that may be up-front or on a contingent deferred basis or be no-loads with no initial or contingent deferred</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>sales charges. Fees paid to Adviser or any investment adviser for advisory services are separate from the fees and expenses charged to shareholders of mutual fund shares by the mutual fund companies. A complete explanation of fees and expenses charged by mutual funds is contained in each mutual fund's prospectus. Clients are advised that Advisory Representatives may be Registered Representatives of Commonwealth Financial Network, a registered broker/dealer, member of the Financial Industry Regulatory Authority ("FINRA") and SIPC. Therefore, Advisory Representatives have a conflict of interest in recommending mutual funds that carry a load since such mutual funds will pay Advisory Representatives a commission should the purchase be made through Advisory Representatives.</p> <p>A conflict of interest may exist between the interests of Adviser and/or its Advisory Representatives and the interests of Client in that Adviser and Advisory Representatives offer financial planning and investment advisory services for a fee and also offer various securities products for which they may be paid a commission. The securities products available through Adviser may be limited to certain products that have been reviewed and made available for offering through the Broker/Dealer with which Advisory Representatives may be Registered Representatives.</p> <p>Lower fees for comparable services may be available from other sources. Material conflicts of interest that could cause the Adviser or Advisory Representatives to not render unbiased and objective advice are disclosed to the client in writing via the Form ADV, Part II. Adviser does not maintain possession of client funds or securities.</p> <p>Client is advised that the investment recommendations and advice offered by Adviser are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform Adviser promptly with respect to any changes in Client's financial situation and investment goals and objectives. Failure to notify Adviser of any such changes could result in investment recommendations not meeting the needs of Client.</p> <p><b>PRIVACY NOTICE</b> Adviser gathers various nonpublic information from clients in order to provide advisory products and services. Adviser does not share nonpublic information with nonaffiliated third parties except as permitted by law. Clients will be provided with a copy of Advisor's privacy policy upon establishment of a client relationship with Adviser and annually thereafter as long as client remains an active client.</p>	

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## Schedule F of Form ADV

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	<b>801-67679</b>	<b>02/09/2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>	IRS Empl. Ident. No.: <b>04-3380382</b>
	Item of Form (identify)	Answer
		<p><b>WARRANTEES/REPRESENTATIONS</b>  Adviser does not represent, warrantee or imply that the services or methods of analysis used by Adviser can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to major market corrections or crashes. No guarantees can be offered that client's goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Adviser will provide a better return than other investment strategies.</p> <p><b>PROXY VOTING</b>  Adviser does not vote proxy material for clients. Each client is responsible for voting all proxy materials.</p>
	Item 2 G	Adviser serves as the Investment Manager of NEINV I, L.P., a hedge fund.
	Item 3 K(3)	Financial plans prepared by Adviser may include advice about direct participation programs including alternative energy programs, research and development programs, leasing programs and pooled commodities futures programs. The principals of Adviser are also the principals of Granite Investment Alternatives, LLC, the General Partner for NEINV I, LP, a hedge fund. If appropriate, the NEINV I, LP hedge fund may be recommended by Adviser to qualified clients.
	Item 3 L	Adviser may also give advice on investments on 529 plans, collateralized mortgage obligations (CMOs), hedge funds or other investments not listed.
	Item 5	All Investment Adviser Representatives ("IARs") of New England Investment & Retirement Group, Inc. must satisfy, at a minimum, the experience and education requirements set out by the individual states where they intend to offer or recommend services. Oftentimes, this will require the IAR to pass the North American Securities Administrators Association, Inc.'s Series 65 Uniform Investment Adviser Law Examination, the Series 66 Uniform Combined State Law Examination, or earn the Certified Financial Planner ("CFP") designation. Applicant also examines the overall experience and capability of the individual before allowing him or her to offer financial planning and/or other services. Generally, 5 years of industry related business experience is required.
	Item 6	<p><b>Nicholas J. Giacomakis</b> Year of Birth: 1967</p> <p>Business Background:  New England Investment &amp; Retirement Group, Inc., an investment adviser – position: President (07/1997-Present), Advisory Representative – 10/2004</p>

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>	IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer
	<p>to Present Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative/Advisory Representative – 12/1995 to Present Granite Investment Alternatives, LLC, a hedge fund General Partner – position: Principal - 05/2008 to Present.</p> <p><b>Jason A. Bunker</b> Year of Birth: 1975 Education: Rockhurst University, Kansas City, MO – attended from 1995 to 1998, graduated in 1998 with a BA/BS degree in Management Babson College, Babson Park, MA – attended MBA program in 2005 College for Financial Planning, 03/2009, obtained CERTIFIED FINANCIAL PLANNER™ certification</p> <p>Business Background: New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Advisory Representative – 11/2009 to Present Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative and Advisory Representative – 11/2009 to Present Fidelity Investments, a financial services firm – position: Fund Active Trader Consultant – 02/2007 to 10/2009 Commonwealth Financial Network, a broker/dealer/investment adviser – position: Trade Review Principal – 10/2003 to 02/2007.</p> <p><b>Richard M. Ellington</b> Year of Birth: 1967 Education: University of New Hampshire, Durham, NH – attended from 1985 to 1989, graduated in 1989 with a BS degree in Mathematics/Economics.</p> <p>Business Background: New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Analyst (04/2005-Present), Advisory Representative – 01/2006 to Present Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative/Advisory Representative – 04/2005 to Present. GBG Consulting Services, a consulting firm – position: Director of Financial Services – 12/2003 to 04/2005 Patron Edge, a customer service valuation firm – position: Owner – 01/1998 to</p>

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Present</p> <p>Ellington Financial Services, a financial services firm – position: Owner – 11/2003 to 04/2005</p> <p>Investors Capital Corporation, a broker/dealer – position: Registered Representative - 11/2003 to 04/2005</p> <p>Waddell and Reed, Inc., a broker/dealer – position: Registered Representative – 12/1999 to 11/2003.</p> <p><b>Stephen K. Kenda</b> Year of Birth: 1957</p> <p>Education:</p> <p>M.I.T., Cambridge, MA – attended from 1975 to 1979, graduated in 1979 with an SB degree in Chemical Engineering</p> <p>Business Background:</p> <p>New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Managing Partner/Director – 05/2007 to Present; Advisory Representative 11/2009 to Present</p> <p>Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative – 05/2007 to Present</p> <p>Granite Investment Alternatives, LLC, a hedge fund General Partner – position: Principal – 05/2008 to Present</p> <p>Hireability.com, LLC, a software/internet firm – position: CEO – 01/2007 to Present</p> <p>Kenda Systems, Inc., IT Recruitment – position: CEO – 10/1984 to 01/2007.</p> <p><b>Patrick M. Randall</b> Year of Birth: 1985</p> <p>Education:</p> <p>Bentley University, Waltham, MA – attended from 2003 to 2007, graduated in 2007 with a BS degree in Finance.</p> <p>McCallum Graduate School of Business, Waltham, MA – attended from 2007 to 2009, graduated in 2009 with a MS degree in Finance.</p> <p>Business Background:</p> <p>New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Research/Trading Assistant - 07/2007 to Present, Operations Manager – 09/09 to Present, Advisory Representative – 07/2009 to Present</p> <p>Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative – 03/2008 to Present; Advisory Representative – 06/2009 to Present.</p>	

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	<b>02/09/2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Bentley College, an educational institution – position: Full Time Student – 09/2003 to 05/2007</p> <p>Eastern Bank, a financial institution – position: Research Assistant/Intern – 11/2006 to 02/2007</p> <p>Fidelity Investments, a financial services firm – position: Fund Accounting Analyst – 05/2006 to 08/2006</p> <p>Tavern on the Water, a restaurant – position: Barback – 05/2006 to 08/2006</p> <p>Taylor Rental, a rental firm – position: Tenter – 05/2005 to 09/2005</p> <p>Bertuccis Ristorante, a restaurant – position: Carryout Personnel – 09/2004 to 05/2005.</p> <p><b>Charles E. Roberts</b> Year of Birth: 1971</p> <p>Education: Salem State College, Salem, MA – attended from 1989 to 1992, graduated in 1992 with a BS degree in Political Science.</p> <p>Business Background: New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Analyst (02/2004-Present), Advisory Representative – 01/2006 to Present</p> <p>Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative/Advisory Representative – 02/2004 to Present.</p> <p>Waddell and Reed, Inc., a broker/dealer – position: Registered Representative – 01/2003 to 02/2004</p> <p>Citistreet, a financial services firm – position: Retirement Services Specialist – 12/2001 to 01/2003</p> <p>VIP Broadbrand, an internet data backup firm– position: Sales Associate – 11/2000 to 11/2001</p> <p>Self Employed – position: Musician – 1/1999 to 11/2000.</p> <p><b>Andrew St. Pierre</b> Year of Birth: 1963</p> <p>Education: Salem State College, Salem, MA – attended from 1997 to 2001, graduated in 2001 with a BS degree in Business.</p> <p>Business Background: New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Operations Manager– 02/2009 to 11/2009, Compliance Officer– 08/2009 to Present, and Advisory Representative – 02/2009 to Present</p>	

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative - 08/2001 to Present; Advisory Representative – 08/2006 to Present</p> <p>Beacon Investment Management, LLC, an investment adviser – position: Brokers Assistant – 05/2001 to 02/2009; Advisory Representative 08/2006 - 02/2009</p> <p>State Street Bank, a financial institution – position: Technical Support Analyst III – 03/2001 to 05/2001.</p> <p><b>Miriam C. Weiler</b> Year of Birth: 1951</p> <p>Education: University of Massachusetts, Boston, MA – attended from 1986 to 1989, graduated in 1989 with a BS degree in Finance.</p> <p>Business Background: New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Consultant (11/1998-Present), Advisory Representative –01/2006 to Present</p> <p>Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative/Advisory Representative –01/1999 to Present.</p> <p>M.C. Weiler Inc., an accounting firm– position: Accountant –01/2001 to Present</p> <p>Joseph A. Savasta Co., Inc., an accounting firm– position: Accountant –01/1989 to 12/2000.</p> <p><b>Bruce C. Worthington</b> Year of Birth: 1967</p> <p>Education: West Virginia University, Morgantown, WV – attended from 1985 to 1991, graduated in 1991 with a BA degree in Finance</p> <p>College of Business and Finance, Online classes– attended from 2004 to Present.</p> <p>Business Background: New England Investment &amp; Retirement Group, Inc., an investment adviser – position: Analyst (07/2004-Present), Advisory Representative – 01/2006 to Present</p> <p>Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative/Advisory Representative – 02/1999 to Present</p> <p>Recreational Equipment Inc., a retail firm – position: Cashier – 08/1991 to Present.</p>	

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Item of Form (identify)	Answer	
Item 7 A, B, C	<p>Advisory Representatives may be licensed insurance agents and offer various insurance products for which they will be paid a commission. They spend approximately 10% of their time offering insurance products. In addition, Nick Giacomakis and Stephen Kenda are Principals of Granite Investment Alternatives, LLC, the General Partner for NEINV I, LP, a hedge fund. This occupies 20% of their time.</p> <p>Advisory Representatives have obtained securities licenses and are Registered Representatives and Advisory Representatives of Commonwealth Financial Network, an SEC investment adviser and registered Broker/Dealer, member FINRA and SIPC. They spend approximately 60% of their time offering securities products on a commission or fee basis with Commonwealth. The remainder of the time is spent acting in the capacity as an Advisory Representative for Applicant.</p> <p>Advisory Representatives may be Registered Representatives and Advisory Representatives of Commonwealth, a registered Broker/Dealer, member FINRA and SIPC and an SEC registered investment adviser. Clients are under no obligation to purchase or sell securities through Advisory Representatives. However, if they choose to implement the plan with Adviser, commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at Commonwealth than at other Broker/Dealers. Advisory Representatives may have a conflict of interest in having clients purchase securities and/or insurance related products through Commonwealth in that the higher their production with Commonwealth the greater potential for obtaining a higher pay-out on commissions earned. Further, Advisory Representatives may be restricted to only offering those products and services that have been reviewed and approved for offering to the public through Commonwealth. Commonwealth is a FINRA-registered broker/dealer, and is also licensed as a broker/dealer with the states in which Commonwealth's or its representatives offer securities to clients. Commonwealth's Registered Representatives may act as the advisory client's representative in the execution of securities transactions on a normal and customary basis. The applicable provisions of Section 206 of the Investment Adviser's Act of 1940 are strictly complied with in the execution of each transaction.</p> <p>Advisory Representatives, in their dual capacity, may offer clients the services of Commonwealth, an investment advisory firm registered with the US Securities and Exchange Commission. In return, Advisory Representatives may share in a portion of the advisory fees. Clients shall receive the appropriate Adviser's Form ADV Part II or equivalent brochure (in the case of SEI's AMP disclosure is made to the client via Commonwealth's Form ADV Part II).</p>	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Advisory Representatives may be licensed with various insurance companies as life, health and accident insurance brokers with all the appropriate state Departments of Insurance, and may receive customary commissions on insurance products sold. In such instances, there is no advisory fee associated with these insurance products.</p> <p>Adviser is the Investment Manager of NEINV I, L.P., a hedge fund. Adviser will spend approximately 20% of its time acting as an Investment Manager.</p>	
Items 8 D	<p>A related person of NEINV is Granite Investment Alternatives, LLC, a General Partner to a Limited Partnership in which clients are solicited to invest. Nick Giacomakis and Stephen Kenda are Principals of the General Partner for NEINV I, L.P., a hedge fund.</p> <p>Adviser is the Investment Manager of NEINV I, L.P., a hedge fund. The Partnership invests in combination of a variety of diverse hedge fund managers with proven track records and direct investments. In addition, the Partnership may hold debt securities for cash management and defensive purposes. The Investment Manager (i.e., Adviser) may retain sub-advisers to select some of the funds with which the Partnership will invest. In seeking to achieve its investment objectives, it is expected that the Partnership may employ a substantial degree of leverage. Funds with which the Partnership invests may employ leverage as well. In addition, the Investment Manager is authorized to engage in a wide range of transactions designed to enhance the Partnership's return, such as margin transactions, securities lending and repurchase agreements. The Partnership may also purchase and write options on stocks, bonds, currencies, or market indices, thereby allowing the Partnership to leverage its returns from specific securities, and invest in a wide variety of other instruments.</p> <p>Clients should read the offering memorandum carefully. Hedge funds typically are considered more risky, often have limitations for liquidations, and may have conflicts of interest. The offering memorandum will contain disclosure outlining material information, risks, and conflicts of interest.</p>	
Item 9 B, D, E	<p>Please refer to disclosure under Items 7 and 8.</p> <p>Advisory Representatives may be Registered Representatives with Commonwealth and, as such, must execute securities transactions through Commonwealth, unless Advisory Representatives obtain authorization to execute securities transactions through another Broker/Dealer. In such instances, the Associated Persons may receive normal and customary commissions for such transactions. Commissions</p>	

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	<p>may be higher or lower at Commonwealth than at other Broker/Dealers. The possible receipt of said commissions and the possibility of any conflict of interest are fully disclosed in advance.</p> <p>Advisory Representatives may buy or sell securities identical to those securities recommended to clients. Therefore, Advisory Representatives may have an interest or position in certain securities that are also recommended and bought or sold to clients. Any such securities transactions are likely to be insignificant in relation to the market as a whole. As a practice the transactions, if any, are executed after related client transactions have been executed. Advisory Representatives will not put their interests before a client's interest. Advisory Representatives may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients. However, in all cases, full disclosure is provided to the client. Adviser is required to maintain a list of all securities holdings for its associated persons. Further, associated persons are prohibited from trading on non-public information or sharing such information. Clients have the right to decline any investment recommendation. Adviser and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable securities regulations.</p> <p>As disclosed in Item 8.D, the principals of Adviser are also the principals of Granite Investment Alternatives, LLC, the General Partner for NEINV I, LP, a hedge fund. If appropriate, the NEINV I, LP hedge fund may be recommended by Adviser to qualified clients. The principals of Adviser have a financial interest in recommending that clients invest in the NEINV I, LP hedge fund as they will earn additional compensation if clients elect to invest in the hedge fund. The relationship between the principals of the Adviser and the principals of the hedge fund presents a conflict of interest since the Adviser has a financial incentive to recommend the NEINV I, LP hedge fund over other hedge funds with which the Adviser has no relationship. Clients should consider the Adviser's conflict of interest in recommending its clients to purchase units of the NEINV I, LP hedge fund and should consider seeking independent advice from a disinterested third party prior to making an investment in the NEINV I, LP hedge fund at the recommendation of Adviser.</p> <p><b>CODE OF ETHICS</b></p> <p>Adviser has a fiduciary duty to Clients to act in the best interest of the Client and always place the Client's interests first and foremost. Adviser takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as Adviser's policies and procedures. Further, Adviser strives to handle Clients' non-public information in such a way to protect</p>	

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Applicant:	SEC File Number:	Date:
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>information from falling into hands that have no business reason to know such information and provides Clients with Adviser's Privacy Policy. As such, Adviser maintains a Code of Ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with applicable securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about Client transactions. Further, Adviser's Code of Ethics establishes Adviser's expectation for business conduct. A copy of our Code of Ethics will be provided to any Client or prospective Client upon request.</p>	
Item 10	<p>Adviser generally requires a minimum amount of assets be deposited to an account for the purpose of obtaining asset management services. As further disclosed in Item 1D, Adviser will generally require Clients to deposit a minimum of \$100,000 (cash or securities) to a brokerage account in order to participate in investment advisory services offered by Adviser. However, under certain circumstances, Adviser may waive the minimum account size requirement and accept accounts less than \$100,000. Such circumstances may include, but not be limited to, 1) additional assets will soon be deposited or 2) Client has other accounts with Adviser. Clients are advised that performance may suffer due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Performance of smaller accounts may vary from the performance of accounts with more dollars invested since fluctuations in the market may affect smaller accounts more.</p> <p>The minimum single investment commitment by a purchaser of Interests in the NEINV I, L.P is \$500,000. The General Partner reserves the right to reduce the minimum single investment commitment on a case-by-case basis.</p>	
Item 12 A (1), (2)	<p>Clients may grant Adviser authorization to manage Client's account on a discretionary basis. Client will grant such authority to Adviser by execution of a Limited Trading Authorization form. Client may terminate discretionary authorization at any time upon receipt of written notice by Adviser.</p> <p>Additionally, Client is advised that:</p> <ol style="list-style-type: none"> <li>1. Client may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations;</li> <li>2. Advisory Representative must obtain written Client consent to establish any mutual fund, variable annuity, or brokerage account;</li> <li>3. Client authorizes the custodian at which Client's cash and securities will be custodied.</li> </ol>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	<b>801-67679</b>	<b>02/09/2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
Item 12 B	<p>Refer to disclosure under Item 7.</p> <p>Advisory Representatives may be Registered Representatives of Commonwealth Financial Network, a registered broker/dealer, member FINRA and SIPC. They may have limited access to certain product sponsors where selling agreements have been executed by Commonwealth.</p> <p>Advisory Representatives who are Registered Representatives of Commonwealth are subject to FINRA Conduct Rule 3040 which may restrict such registered individuals from conducting securities transactions away from Commonwealth unless Commonwealth provides the Representative with written authorization. Therefore, clients are advised that Advisory Representatives may be limited to conducting securities transactions through Commonwealth and its clearing firm, National Financial Services, LLC.</p> <p>Advisory Representatives may suggest that financial planning clients use Commonwealth as the Broker/Dealer for executing securities transactions. Clients are not obligated to use Commonwealth as the Broker/Dealer, and are free to use the Broker/Dealer of their choice. However, if the financial planning client wishes to implement the plan or advice through the Associated Persons of New England Investment &amp; Retirement Group, Inc., then the Client may only use Commonwealth to do so.</p> <p>Client transactions will be charged according to Commonwealth's then-current commission schedule and clients may pay higher commission rates and other fees than otherwise available. The client may be assessed transaction fees charged by custodians and/or product sponsors, in addition to normal and customary commissions, all of which are fully disclosed to the client. Commissions may be higher or lower at Commonwealth than at other Broker/Dealers. These fees and expenses are separate and distinct from any financial planning fee(s) charged by Adviser.</p> <p>The products offered by Adviser are described in Part II, Item 3, and the services offered are described in Part II, Items 1D. Research is conducted by the means described in Part II, Item 4.A. and 4.B., and if there is a separate fee for this research, it is stipulated in Part II, Item 1.D.</p>	
Item 13 A	<p>Advisory Representatives who are Registered Representatives may receive trail commissions (i.e. 12b-1 fees) for a period of time. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. 12b-1 fees may be initially paid to Commonwealth and a portion passed to the Advisory</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>New England Investment &amp; Retirement Group, Inc.</b>	801-67679	02/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>New England Investment &amp; Retirement Group, Inc.</b>		IRS Empl. Ident. No.: <b>04-3380382</b>
Item of Form (identify)	Answer	
	<p>Representatives. The receipt of such fees could represent an incentive for Advisory Representatives to recommend funds with 12b(1) fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest. In addition, Adviser may receive a portion of the management and administrative fees charged to clients by Third-Party Managers. In such cases, the client shall be informed that the associated person is receiving such revenue in addition to any financial planning fee(s) paid by the client. Advisory Representatives will not offset any financial planning fees by the amount of 12b-1 fees received; however, 12b(1) fees will be credited back to all retirement accounts.</p> <p>Adviser and/or Advisory Representatives may receive benefits such as assistance with conferences and educational meetings from product sponsors.</p> <p>Commonwealth, the Broker/Dealer with which Advisory Representatives are registered, may negotiate discounted rates with various outside vendors. Services such as electronic statements and discounts on research and educational materials may be available to Adviser. It is Adviser's policy to only accept those products and services that directly enhance Adviser's ability to provide quality services to all Clients.</p>	
Item 13 B	<p>Adviser and its Advisory Representatives may enter into arrangements with individuals ("Solicitor") whereby the Solicitor will refer clients who may be a candidate for investment advisory services offered by Adviser. In return, Adviser will agree to compensate the Solicitor for the referral. Compensation to the Solicitor is dependent on the client entering into an advisory agreement with Adviser for advisory services. Compensation to solicitor will be a percentage of Adviser's advisory fee or a flat fee as agreed upon between Adviser and Solicitor. Adviser's referral program is in compliance with the federal regulations as set out in 17 CFR section 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement entered into between Adviser and Solicitor. The Solicitor will be required to provide the client with a copy of Adviser's Form ADV Part II and a Solicitor Disclosure brochure at the time the referral is made to Adviser. Solicitor is not permitted to offer the client any investment advice on behalf of Adviser. Clients' advisory fees will not be increased as a result of compensation being shared with Solicitor.</p>	
	<p>For Massachusetts Residents: Massachusetts General Laws Section 203A requires disclosure that information about the disciplinary history and the registration of said investment adviser and its associated person(s) may be obtained by contacting the Public Reference Branch of the Securities and Exchange Commission at (202) 942-8090 or the Massachusetts Securities Division at (617) 727-3548."</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).