

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

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Name of Investment Adviser: Newton One Advisors, LLC	
Address: (Number and Street) (City) (State) (Zip Code) 131 Continental Drive, Suite 206, Newark, DE 19713	Area Code: Telephone number: (302) 731-1326

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 governmental authority.

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(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.)

Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.

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

Applicant:	SEC File Number:	Date:
Newton One Advisors, LLC	801- 69525	12/31/09

- 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 .....  | 90 | % |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services .....  |    | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above ....   | 5  | % |
| <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 .....   | 5  | % |
| <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 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 type="checkbox"/>            | (2) | Hourly charges                               | <input checked="" type="checkbox"/> | (5) | Commissions       |
| <input checked="" type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input 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 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).**

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Applicant:  
Newton One Advisors, LLC

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801- 69525

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

- |  |  |
|--|--|
| <input type="checkbox"/> A. Equity securities  | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities                             | <input type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                     | <input type="checkbox"/> (1) securities                                    |
| <input type="checkbox"/> (3) foreign issuers   | <input type="checkbox"/> (2) commodities                                   |
| <input type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:                          |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles                                     |
| <input type="checkbox"/> D. Commercial paper   | <input type="checkbox"/> (2) intangibles                                   |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                 | <input type="checkbox"/> K. Interests in partnerships investing in:        |
| <input checked="" type="checkbox"/> F. Municipal securities                                    | <input checked="" type="checkbox"/> (1) real estate                        |
| <input type="checkbox"/> G. Investment company securities:                                     | <input type="checkbox"/> (2) oil and gas interests                         |
| <input checked="" type="checkbox"/> (1) variable life insurance                                | <input checked="" type="checkbox"/> (3) other (explain on Schedule F)      |
| <input checked="" type="checkbox"/> (2) variable annuities                                     | <input checked="" type="checkbox"/> L. Other (explain on Schedule F)       |
| <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 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 type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input type="checkbox"/> Short sales   |  |

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

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Applicant:  
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**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
- year of birth
- formal education after high school
- 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).**

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SEC File Number:  
801- 69525

Date:  
12/31/09

**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.

See Schedule F

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

See Schedule F

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Applicant:  
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**12. Investment or Brokerage Discretion.**

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

- |  | Yes                                 | No                                  |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? .....               | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (2) amount of the securities to be bought or sold? ..... | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (3) broker or dealer to be used? .....                   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (4) commission rates paid? .....                         | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |

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 product 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 <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |

(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 ☒

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

Applicant: Newton One Advisors, LLC	SEC File Number: 801- 69525	Date: 12/31/09
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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: Newton One Advisors, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
Item 1.D	<p style="text-align: center;"><b><u>ADVISORY SERVICES and FEES</u></b></p> <p>As an investment adviser registered with the SEC pursuant to the Investment Advisers Act of 1940, as amended, ("Advisers Act"), Newton One provides advisory services to clients in the following ways: (i) portfolio management services, (ii) selection of other investment advisers, (iii) pension consulting services, and (iv) financial planning services.</p> <p><b><u>Portfolio Management Services</u></b></p> <p><i>Services</i></p> <p>Newton One provides ongoing investment supervisory and management services to clients that have granted it investment discretionary authority ("Portfolio Management Services"). Portfolio Management Services are provided to individuals, including high net worth individuals. Through personal discussions with a client, Newton One ascertains the client's investment objective(s), develops an investment strategy and selects specific securities to be purchased and sold (the "Portfolio") in the client's advisory account (the "Account"). Newton One's Portfolio Management Services are provided in accordance with the client's stated investment objective(s) (e.g., stable, conservative, moderate and aggressive) for the client's financial goal(s).</p> <p>The Portfolio will consist of one or more of the following types of securities: mutual fund shares, structured notes, individual equity securities, exchange-traded funds, certificates of deposit, fixed income instruments, real estate investment trusts ("REITs") (both publicly traded and private placements), and/or hedge funds. Mutual funds will be selected on the basis of a number of criteria, including, but not limited to: the fund's investment objectives, performance history, fee structure, the asset class and/or the industry sector in which the fund invests, the fund's investment adviser's management track record and tenure and the client's tax situation.</p> <p><i>Fees</i></p> <p>Newton One's investment advisory fee for Portfolio Management Services (the "Portfolio Fee") will be charged as a percentage of assets under management according to the following schedule:</p> <p><b>Assets Under Management Maximum Annual Portfolio Fee</b></p> <p>First \$1 million 0.95% Next \$2 million 0.90% Next \$2 million 0.80% Next \$5 million 0.70% Beyond \$10 million 0.50%</p>

**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: Newton One Advisors, LLC	SEC File Number: 801- 69525	Date: 12/31/09
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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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>The Portfolio Fee may be negotiable in certain circumstances. Newton One's minimum Account size is \$100,000; however, such minimum may be waived in certain circumstances at Newton One's sole discretion.</p> <p>The Portfolio Fee will be assessed against the Account in advance at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance) of the Account at the end of the previous quarter. The Portfolio Fee for Accounts opened other than on the first day of the calendar quarter will be prorated based on the number of days remaining in such quarter. The advisory relationship may be terminated by either Newton One or the client at any time upon written notice to the other party. The Portfolio Fee for Accounts terminated other than on the last day of the calendar quarter will be refunded to the client on a pro rata basis.</p> <p>The Portfolio Fee does not include fees and expenses charged by broker-dealers executing orders for, or the custodian of, the client's Account, and it is separate and distinct from mutual fund fees and expenses, which are described in each fund's prospectus and generally include a management fee, custodian fee, transfer agent fee and brokerage charges for the fund's portfolio transactions. If a fund imposes a sales charge, the client may pay either an initial or deferred sales charge.</p> <p>A client could invest directly in the mutual funds, variable life insurance and/or variable annuities selected by Newton One; however, in such event, the client would not receive the investment advisory services provided by Newton One, which are designed to determine which investments are most appropriate to the client's financial condition and investment objective(s). Accordingly, the client should review all additional fees as well as the Portfolio Fee to understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided by Newton One.</p>	

**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:
Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
	<p><b><u>Separately Managed Accounts</u></b></p> <p><i>Schwab Managed Account Services</i></p> <p>As a function of its investment discretionary authority, Newton One may participate in certain of the Schwab Managed Account Services, including the Managed Account Select Program (the "Select Program"), the Managed Account Access Program (the "Access Program") (the Select Program and the Access Program are referred to collectively as the "Sponsor Programs") whereby Newton One may arrange for the management of all or a portion of a client's assets by one or more unaffiliated third-party investment advisers (each, a "Manager") without the client's specific consent.</p> <p><i>Sponsor Programs:</i></p> <p>Each of the Sponsor Programs is structured as a wrap-fee program, and Schwab acts as the sponsor of the programs. Schwab charges clients one bundled fee for assets placed in a Sponsor Program, which includes the fees for the Manager and for Schwab's brokerage, custody and research services. This "wrap fee" does not include Newton One's advisory fee, which is separate. In the Select Program, Schwab provides research to Newton One on a select group of Managers. However, in the Access Program, Schwab does not perform any screening or due diligence of the participating Managers; therefore, Newton One performs appropriate due diligence on each Manager prior to investing a client's assets with such Manager.</p> <p>Newton One is responsible for monitoring, and reporting to the client, the performance of the Sponsor Program account. Newton One periodically reviews the suitability of the investments in the Sponsor Program account and may recommend changes in specific securities or asset allocations utilized in the Sponsored Program account. Under certain circumstances, Newton One may use its discretionary authority to change the Sponsor Program in which a client is invested.</p> <p>For more information about the services offered and fees charged in the Sponsor Programs, please refer to Schwab's Schedule H, which will be provided to you.</p>

**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:
Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
	<p><b><u>Pension Consulting</u></b></p> <p>Newton One designs and services various types of qualified retirement plans, including: Profit Sharing Plans, Target Benefit Pension Plans, Defined Benefit Pension Plans, 401(k) Plans, Age-Weighted Plans, and New Comparability or Class Based Plans. The services provided may include, but are not limited to: (i) consulting with the plan's investment committee, (ii) preparing and maintaining the plan's investment policy statement, (iii) performing asset allocation analysis, (iv) recommending specific securities as investment options for the plan, (v) performing investment manager searches, (vi) monitoring of investment manager performance, (vii) preparing performance reviews on a quarterly basis, (viii) performing benchmark analysis and/or investment manager peer analysis, and (ix) providing individualized investment advice to plan participants.</p> <p>Pension consulting fees charged by Newton One for plan design and structure (e.g., Defined Benefit, Profit Sharing, Age-Weighted, etc.) are negotiable and generally range from \$1,500 to \$2,000 per plan and other forms of flat fees, if Newton One does not invest the plan's assets. The same amount of fee is charged by Newton One for an annual review of the plan's design and structure. If Newton One does invest the plan's assets, it charges a fee of 25 to 100 basis points. In addition, Newton One's fees may be satisfied by its IAR's receipt of sales commissions and/or asset-based fees relating to securities products purchased by a pension client; however, such commissions shall not exceed the amount of the advisory fee negotiated by such pension client.</p> <p>Newton One acknowledges in its agreements with pension clients, where applicable, that it is a "fiduciary," as such term is defined under Section 3(21)(A) of the Employee Retirement Income Security Act of 1974 ("ERISA"), and will act in a manner consistent with the requirements of ERISA imposed on such fiduciary. Additionally, Newton One may act as an "investment manager," as defined under Section 3(38) of ERISA, with respect to pension clients for which it exercises the power to manage, acquire or dispose of any pension client's assets.</p> <p>The pension consulting agreement may be terminated, without penalty, upon sixty (60) days' written notice, or at any time upon the mutual, written consent of the parties thereto.</p>

**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:

Newton One Advisors, LLC

SEC File Number:

801- 69525

Date:

12/31/09

(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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<b>Exit Planning for Business Owners</b>  Using a systematic approach, Newton One works with business owners who want to leave their business successfully but don't know how to accomplish that goal. This process uses the owners' advisors (legal, accounting, valuation and business consulting) or, if desired, specialists recommended by Newton One to help business owners: (i) maximize the value they receive on the sale or transfer of their business; (ii) create and preserve value as profitably as possible in the sale; and (iii) integrate personal, financial and estate planning goals with the goals of their business to maximize profit and minimize tax liability. Newton One charges a flat three-part fee for its exit planning services, which generally ranges from \$15,000 to \$50,000 and is charged quarterly in installments, in advance of each of the three stages of services. The exit planning process may result in Newton One recommending that the business owner purchase securities and, in such event, if such recommendations are executed through a Newton One IAR who is also a registered representative of M Securities, the IAR will may receive transaction-related commission and/or other compensation that is in addition to Newton One's exit planning fee. Such transaction-related commission or compensation is in addition to the three-part fee for exit planning services.	

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:
Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p><b><u>Financial Planning Services</u></b></p> <p>Newton One provides advice to individuals related to setting and achieving long-term financial goals. Financial Planning may include advice concerning investments, tax planning, asset allocation, risk management, retirement planning and estate planning.</p> <p>Newton One normally charges a flat fee, generally ranging from \$5,000 to \$15,000 and fees may be negotiable. The client will execute a Financial Planning Agreement that contains the agreed upon fee and terms of payment prior to commencement of Financial Planning services. Generally, Financial Planning fees are in addition to any fees charged by Newton One for the Portfolio Management Services and/or sub-adviser services. Also, a Newton One IAR may act as the agent of record for transactions for a Financial Planning client and, in such cases, <u>the IAR may receive commissions or other compensation at the time of sale and/or asset-based trail commissions from mutual funds, variable insurance products and/or private funds relating to a client's investment in such securities.</u> Such compensation is in addition to the Financial Planning fee, and the amount of such compensation will be provided to a client upon request. See the response to Item 13.A, below, for additional information about compensation arrangements among M Financial Group, Member Firms and IARs.</p> <p>Financial Planning fees are due and payable as follows: upon presentation of the plan, or as otherwise agreed at the time a Financial Planning Agreement is executed. The Financial Planning Agreement may be terminated by the client at any time, without penalty, prior to the completion of the plan by providing written notice to Newton One. Upon termination, the client will be billed based upon the estimated number of hours spent on the development of the plan at the hourly rate of \$200 to \$400, although in no case will the fee exceed the fixed fee agreed upon by the client. The client is entitled to any work product that has been completed by the IAR at the time of termination.</p>	
Item 3.G	Investment Company securities such as variable life insurance and variable annuities are not held under the RIA, they are managed by the insurance side of Newton One.	
Item 3.K	Wells REIT and Timber funds are included in the overall portfolio management of select accounts. There are also Tremont and Man-IP hedge funds.	

**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:
Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 3.L	<p align="center"><b><u>TYPES OF INVESTMENTS</u></b></p> <p>The structured notes (i.e. buffered-return enhanced notes, principal-protected note) Newton One may purchase for client accounts is a form of an intermediate term debt security issued by a bank. The return on such notes is linked to the performance of an underlying market index and depends on whether, and the extent to which, the underlying return is positive or negative. Investments may be fully exposed to any decline in the underlying index. The notes may not be listed on any securities exchange, are intended to be held to maturity and may trade at a discount to their value until maturity.</p>	
Item 5	<p align="center"><b><u>EDUCATION AND BUSINESS STANDARDS</u></b></p> <p>Newton One advisory personnel, dispensing investment advice must possess, minimally, a four-year college degree and all required licenses.</p>	
Item 6	<p align="center"><b><u>EDUCATION AND BUSINESS BACKGROUND</u></b></p> <p><b>H. Thomas Hollinger</b>, President and CEO, <b>founded Newton One in 2001</b> and has over 33 years experience in the financial services industry. Tom and his firm specialize in qualified and non-qualified retirement planning, investment management, comprehensive financial and estate planning, and the selection and implementation of custom insurance products. Tom was born in 1949 and graduated from Elizabethtown College with a B.A. in marketing and management in 1971. He has earned both his Chartered Financial Consultant and Chartered Life Underwriter designations from the American College and is a registered representative of M Securities.</p> <p><b>Scott R. Snyder, CFA</b>, Executive Vice President and Director of Investment Advisory Services, joined Newton One in 2003. From 2001 to 2003, Scott served as Compliance Officer and Portfolio Analyst for Philadelphia International Advisors, LP. Prior to that, Scott worked with the Glenmede Trust Company, The Vanguard Group of Investors, and SEI Investments. Scott is responsible for the asset allocation, investment implementation, and performance monitoring of over \$150 million in the assets under Newton One's management. Scott was born in 1973 and completed his undergraduate degree in Accounting from Bloomsburg University in 1995 and earned an MBA in Finance from Temple University in 2003. Scott has earned the right to use the following professional designations: Chartered Financial Analyst (CFA), Certified Financial Planner (CFP), and Certified Investment Management Analyst (CIMA). In addition, he is a registered representative of M Securities. He is a member of the Association for Investment Management and Research and the Financial Analysts of Philadelphia.</p>	

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**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
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	<p><b>Jennifer Hickman</b>, Chief Compliance Officer and Director of Investment Operations, joined Newton One in 2007. Prior to that, Jennifer worked as a fund accounting supervisor at PFPC from 2005 to 2006. Jennifer worked in the Private Bank of JPMorgan as a portfolio specialist for high net worth accounts from 2000 to 2005 and spent additional time in the Investment Bank of JPMorgan Chase supporting the Fed Fund Traders as well as serving as an Operations Manager. Jennifer was born in 1978 and earned her undergraduate degree in Business Administration from the University of Delaware in 2000. In addition, she is a registered representative of M Securities.</p> <p><b>Eric C. Pressler</b>, Executive Vice President and Director of Pension Services, joined Newton One in 2003 and has over 13 years of experience in the financial services industry. Prior to joining Newton One, Eric worked for Citigroup as a Financial Consultant from 2002 to 2003 and has also worked for T. Rowe Price and Mercantile Bank as a Client Account Manager. Eric serves as the relationship manager of more than 125 qualified retirement plans representing over \$100 million in assets under management. Eric was born in 1970 and earned his Bachelor's degree in Management from Gettysburg College in 1992 and a Masters of Business Administration from Loyola College in 1999. In addition, Eric is a registered representative of M Securities, as well as Life and Health insurance licenses.</p> <p><b>William F. Denney</b>, CLU, Executive Vice President, prior to joining Newton One on June 1, 2006, Bill spent over 19 years with Northwestern Mutual Financial Network, where he was named Executive Vice President responsible for business development and operations. Bill specializes in working in the ultra-affluent marketplace dealing in complex planning for business succession and continuity, retirement, estate and charitable needs. Bill was born in 1966 and received his B. S. in Marketing from Penn State University in 1988 and is a member of the Union League of Philadelphia where he has served as a member of The Board of Directors. He is a qualifying member of the Million Dollar Round Table and has earned numerous industry honors. Bill has earned his Chartered Life Underwriter (CLU) designation and is also a registered representative of M Securities.</p> <p><b>Brian J. Carney</b>, CFP, ChPC, CFS, Executive Vice President, joined Newton One in 2009. From 2001 to 2008, Brian was an Executive Vice President responsible for business development strategies with Securian Financial Group. He specializes in complex wealth management, business and estate planning strategies for affluent professionals, closely-held business owners, physicians and dentists. Brian was born in 1979 and is a 2001 graduate of Ursinus College and a past chair of the Young Advisors Team of the New Castle County section of NAIFA. He has been a qualifying member of the Million Dollar Roundtable (MDRT) since 2004. Brian obtained the Certified Financial Planner designation from the CFP Board of Standards as well as the Chartered Financial Consultant designation from American College. He is the Vice President of the Tatnall School Alumni Council and a member of the Vistage Trusted Advisor Group of the Brandywine Valley. Brian is a registered representative of M Securities.</p>	

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

Applicant:

Newton One Advisors, LLC

SEC File Number:

801- 69525

Date:

12/31/09

(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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 7	<p><b>Stacy Vanore</b>, Retirement Plan Client Service Associate, joined Newton One in 2007. Stacy most recently worked as an account manager at BISYS Retirement Services. Prior to that as she spent time as an enrollment specialist with Great-West and as a client service representative with Fidelity Investments. Stacy was born in 1974 and earned her undergraduate degree in Business Administration from Tarleton State University in 1995. She is a registered representative of M Securities.</p> <p style="text-align: center;"><b><u>OUTSIDE BUSINESS ACTIVITIES</u></b></p> <p>In addition to providing investment advisory services, Newton One is a licensed insurance agency and sells insurance products to its clients. This insurance business represents approximately 50% of Newton One's total business.</p>	
Item 8	<p style="text-align: center;"><b><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></b></p> <p>Generally, Newton One investment adviser representatives ("IARs") are also registered representatives of a broker-dealer, M Securities. The IAR may receive commissions or other compensation at the time of sale of investment products to Newton One advisory clients and/or asset-based trail commissions from mutual funds or variable insurance products relating to a client's investment in such securities. Such compensation is in addition to the advisory fee paid to Newton One, and the amount of such compensation will be provided to a client upon request.</p>	

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

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Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
Item 10	<p>Also, the IAR may receive commissions or other compensation at the time of sale and/or asset-based trail commissions from mutual funds, variable insurance products and/or private funds relating to a client's investment in such securities through a sub-adviser. Such compensation is in addition to the advisory fees paid to Newton One and the sub-adviser, and the amount of such fees will be provided to a client upon request. Also, see the disclosure in Item 13.A, below, for additional information about compensation arrangements among M Financial Group, its Member Firms and the IARs.</p> <p>Outside of the the Newton One Advisors, LLC 401(k) Profit Sharing Plan, Newton One does not buy or sell securities or investment products for its own account. An IAR may (i) recommend to clients that they buy or sell securities or investment products in which the IAR has a financial interest, or (ii) buy or sell securities or investment products for his own personal accounts that he also recommends to clients. Access Persons, as defined below, are prohibited from entering a personal order to buy or sell a security if Newton One has knowledge of a pending recommendation or an un-executed order to buy or sell the same security for a client. IARs are prohibited from entering a personal order to buy or sell a security if the IAR has knowledge of a client's un-executed market order to buy or sell the same security. Also, an IAR may not trade ahead of a client's limit order. Newton One's internal policies prohibit any person affiliated with Newton One from purchasing or selling securities for his or her own account ahead of any client's purchases or sales.</p> <p>Newton One has adopted a Code of Ethics which expresses its commitment to ethical conduct, including conduct relating to personal securities transactions by IARs. Under the Code of Ethics, a director, officer, employee or supervised person of Newton One is identified as an Access Person if the person (i) has access to nonpublic information about client securities transactions, (ii) is involved in making securities recommendations to clients, and (iii) has access to such recommendations that are nonpublic. An Access Person must obtain prior written authorization from Newton One's Chief Compliance Officer before directly or indirectly acquiring any beneficial ownership in a security in (i) an initial public offering, or (ii) a limited offering (private placement).</p> <p>Each Access Person must report all personal securities holdings at the time of becoming associated with Newton One and at least annually from that time forward. Additionally, each Access Person must submit reports of all personal securities transactions on a quarterly basis. Each IAR is required to perform investment advisory services in accordance with the investment objectives of the client and the Code of Ethics. In all professional activities, each IAR and other supervised persons are required to perform services in accordance with the applicable laws, rules and regulations of governmental agencies, other presiding authorities, and established policies of Newton One. Clients and prospective clients may request a copy of the Code of Ethics from an IAR or by calling Jennifer Hickman at (302) 731-1326.</p> <p style="text-align: center;"><b><u>CONDITIONS FOR MANAGING ACCOUNTS</u></b></p> <p>Newton One requires that Portfolio Management Services accounts be established with a minimum of \$100,000. In its sole discretion, Newton One may waive the minimum account size under certain circumstances.</p>

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

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Newton One Advisors, LLC	801- 69525	12/31/09

(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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 11	<b><u>REVIEW OF ACCOUNTS</u></b>	
Item 11A.	<b>Account Review Process:</b> While the underlying securities in the client portfolios are periodically monitored by the following Newton One personnel: Scott R. Snyder, Executive Vice President and Director of Investment Advisory Services, and Jennifer Hickman, Director of Investment Operations. Each client account is reviewed annually by the Executive Vice President of Newton One's Investment Consulting division. Accounts are reviewed in the context of the client's stated objectives. More frequent reviews may be triggered by material changes in certain variables, such as the client's individual circumstances or the market, political or economic environment.	
Item 11B.	<b>Report frequency:</b> In addition to confirmations of transactions and monthly brokerage statements a Newton One client receives from its custodian, Newton One will provide a detailed quarterly account summary of portfolio holdings and investment performance.	
Item 12	<b><u>INVESTMENT OR BROKERAGE DISCRETION</u></b>  Pursuant to client authorization, Newton One exercises investment discretionary authority to (i) determine the securities, and the amount of securities, to be bought or sold for a client's Portfolio Management Services account; and (ii) select sub-advisers without the client's consent to each transaction or selection. Newton One provides investment advisory services based upon the client's investment objectives, financial situation and investment restrictions, if any. As a result, Newton One may give advice and/or take action with respect to a client that may differ from advice given or action taken with respect to other clients. Also, transactions in a specific security may not be executed for all client accounts at the same time or same price.  In connection with Portfolio Management Services, Newton One may select brokers or third party money managers without specific client consent or suggest brokers to clients for execution of investment advisory recommendations. In determining which brokers or third party money managers will be selected or suggested to a client, Newton One will comply with its fiduciary duty to seek best execution of client transactions and consider relevant factors concerning a broker, such as: (i) the broker's or third party money manager's facilities, reliability, expertise, level of back office support and financial position; (ii) the broker's or third party money manager's ability to effect transactions, particularly with regard to such aspects as timing, order size and ability to obtain best execution; (iii) research and related brokerage services provided by such broker to Newton One, notwithstanding that a particular client may not be the direct or exclusive beneficiary of such services; and (iv) any other factors Newton One considers to be relevant, including a client's request to use a particular broker or money manager.	

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

Applicant:

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Generally, Newton One will select the client's custodian for execution of transactions, subject to best execution considerations. Generally, commission rates are determined by the custodian. For M Securities client accounts for which Charles Schwab &amp; Co., Inc. ("Schwab") provides custody, Schwab generally does not charge separately for custody but is compensated by clients through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Newton One receives certain benefits from Schwab, including (i) discounts or subsidies related to the costs of performance reporting, (ii) reduced commission rates on certain mutual fund trades, equity and/or Exchange-Traded Funds securities, and (iii) market news and real-time quotations. There is no charge to Newton One for these Schwab services at this time. However, clients may pay commissions higher than those obtainable from other brokers in return for such benefits provided to Newton One.</p> <p>Additionally, Newton One IARs who are registered representatives of M Securities may participate in M Securities' non-cash sales incentive program ("Program") for its broker-dealer registered representatives. Commission and other compensation earned by the IARs on transactions executed for Newton One clients may apply toward the calculation of overall production for purposes of qualifying an IAR to participate in the Program.</p> <p>Newton One will periodically monitor client transactions to determine if best execution has been achieved. While commissions and overall net price are factors of best execution, the determinative factor is whether the transaction represents the best qualitative execution for the account at the time of its execution. However, if a client directs Newton One to use a broker-dealer selected by the client (a "directed broker"), Newton One does not have the authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved in connection with transactions effected through a directed broker. Additionally, there may be a disparity in commission rates charged to clients by different directed brokers.</p> <p>With respect to client accounts managed by a sub-adviser, the sub-adviser may choose to utilize an affiliated or unaffiliated broker-dealer of the sub-adviser to act as executing broker-dealer and/or custodian for Newton One clients. In such cases, the sub-adviser and the executing broker-dealer it selects have the obligation to seek best execution for client transactions. Each sub-adviser executes transactions in compliance with its own best execution policies and procedures.</p>	

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

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: Newton One Advisors, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 13	<b><u>ADDITIONAL COMPENSATION</u></b>	
Item 13A	<p><b>Additional Compensation:</b></p> <p>Ownership of M Financial Group</p> <p>Tom Hollinger, CEO, is a stockholder of M Financial Group, which is the parent company of M Securities. As a stockholder, he shares in the profits of M Financial Group via periodic stock dividends. M Financial Group also maintains an Incentive Compensation Plan pursuant to which it annually distributes to Member Firms most of M Financial Group's consolidated net profits. Although distributions under the Plan are, to some extent, averaged among the various Member Firms, lines of business, and cost centers of M Financial Group, a significant portion of plan distributions are made in proportion to the revenue that a Member Firm generates. Distributions of dividends and Incentive Compensation to Member Firms are in addition to compensation paid by unaffiliated insurance carriers and other financial service providers with respect to specific investment products. For more information on M Financial Group, please go to <a href="http://www.mfin.com/DisclosureStatement.htm">www.mfin.com/DisclosureStatement.htm</a>.</p>	
Item 13B	<p><b>Client Referrals:</b> Newton One has arrangements whereby it compensates other persons for client referrals (each, a "Solicitor"). Each Solicitor is paid a percentage of the investment advisory fee charged to the referred client by Newton One. Generally, Newton One will not charge a client referred by a Solicitor an investment advisory fee rate higher than it would charge other clients; however, if a higher fee rate is charged, this fact will be disclosed to the potential client in the required Solicitor's disclosure document before the client establishes an advisory relationship with M Securities.</p>	

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