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This brochure provides information about the qualifications and business practices of Newton One Advisors, LLC "Newton One". If you have any questions about the contents of this brochure, please contact us at (302) 731-1326 or info@NewtonOneAdvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about Newton One also is available on the SEC's website at www.AdviserInfo.sec.gov.

Summary of Material Changes

As you may be aware, the format that registered investment advisers are required to use in order to inform clients of the nature of advisory services provided, types of clients served, fee charged, potential conflicts of interest and other information has changed.

In the past, we were only required to offer you our updated brochure on an annual basis. Under the new rules, we are required to annually provide each client with these amended disclosures, rather than merely making the offer. If there had been changes to our brochure since our last regulatory filing, we would be required to inform you of these changes. However, there have been no material changes to the Firm's brochure since its last required filing, dated March 30, 2012. Nevertheless, if you would like a copy of the complete brochure, please let us know and we will be happy to provide one to you at no charge.

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Advisory Business

General Information

Newton One Advisors, LLC was formed in 2001 and provides financial planning, portfolio management and pension consulting services to its clients. Newton One is also a licensed insurance agency.

At the outset of each advisory client relationship, Newton One spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying financial goal & objectives of the client.

Newton One provides portfolio management services based on the information gathered from clients. Newton One generally develops with each client:

- investment portfolio for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Client Profile");
- the client's investment objectives (the "Investment Plan").

The Client Profile is a reflection of information as described above. The Investment Plan outlines the types of investments Newton One will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Clients may elect to retain Newton One to prepare a full financial plan. In certain cases, clients subsequently retain Newton One to manage the investment portfolio on an ongoing basis.

Portfolio Management

At the beginning of a client relationship, Newton One meets with the client, gathers information and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by Newton One based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, Newton One will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, Newton One will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on Newton One in the management of their investment portfolios, such as prohibiting specific security positions in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Newton One.

Sub-Advisory Relationship

Newton One has entered into a sub-advisory agreement with M Financial Group, whereby M Financial Group serves as a portfolio manager and sub-adviser for certain client accounts. Both Newton One and M Financial Group enter into an investment management agreement with the relevant client. However, M Financial Group provides day-to-day investment management services to the clients, subject to Newton One's oversight and monitoring.

Wrap Programs

From time to time and in accordance with the Investment Plan for a client, Newton One may utilize the separate account managers, each a "Manager", available in a Wrap Program. A Wrap Program is one that charges one fee (the "wrap fee") for both the Manager's fee and the transaction expenses incurred by the account. Newton One's fee is charged separately from and in addition to the wrap fee.

Newton One has chosen the Managed Account Select and Access Program ("Managed Account Program" or "Program") sponsored by Charles Schwab & Co, Inc. ("Schwab") for this purpose. The Managed Account Program allows Newton One to arrange for the management of all or a portion of a client's assets by one or more unaffiliated Managers in the Program. The Program offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client. Newton One may make changes in the selection of Managers without the client's specific consent.

Schwab charges clients one bundled fee for assets placed in the Managed Account 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 charged separately according to the fee schedule described in the **Fees and Compensation** section of this brochure. 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.

Newton One is responsible for monitoring, and reporting to the client, the performance of the Managers in the wrap program, and periodically reviews the suitability of the investments in such accounts.

For more information about the services offered and fees charged in the Program, please refer to Schwab's Schedule H, which is provided to all clients participating in the Managed Account Program.

Pension Consulting

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.

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.

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.

Financial Planning

One of the services offered by Newton One is Financial Planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Retirement Plan Analysis
- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives.
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once Financial Planning advice is given, the client may choose to have Newton One implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by Newton One under a Financial Planning engagement and/or engage the services of any recommended professional.

Principal Owners

Harold T. Hollinger is the principal owner of Newton One. The Company has five additional partners, each with a minority ownership stake. Please see **Brochure Supplements**, Appendix A, for more information on Mr. Hollinger and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2012, Newton One managed \$169,137,038 on a discretionary basis, and no assets on a non-discretionary basis.

Fees and Compensation

General Fee Information

Fees paid to Newton One are exclusive of all custodial and transaction costs paid to the client's custodian, brokers, Managers or other third party consultants. Fees paid to Newton One are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Newton One and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Financial Planning Fees

Newton One normally charges a \$400 hourly rate 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 others fees charged by Newton One, account custodians, and others. Also, a Newton One Investment Advisory Representative ("IAR") may act as the agent of record for transactions for a Financial Planning client and, in such cases, 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. Such compensation is in addition to the Financial Planning fee, and the amount of such compensation will be provided to a client upon request.

Financial Planning fees are due and payable either 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 approximately \$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.

Portfolio Management Fees

The annual fee schedule, based on a percentage of assets under management, is as follows:

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%

The minimum portfolio value is generally set at \$100,000. Newton One does not impose a minimum annual fee. Newton One may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Newton One deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either Newton One or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to Newton One from the client will be invoiced or deducted from the client's account prior to termination.

Sub-Advisory Relationship

As part of the sub-advisory agreement, Newton One receives a portion of the fee charged by M Financial Group for its advisory services.

Wrap Program Fees

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.

Pension Consulting Fees

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 \$3,000 per plan, if Newton One does not invest the plan's assets. The same amount of fee may be 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 an annual fee ranging from 0.25% to 1.00% of the value of the Plan's assets. 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. Please see Other Compensation below for more information.

Other Compensation

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.

Generally, Newton One IARs are also registered representatives of a broker-dealer, M Securities. In the role of registered representative, 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.

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 Manager. Such compensation is in addition to the advisory fees paid to Newton One and the Manager, and the amount of such fees will be provided to a client upon request.

Performance-Based Fees and Side-By-Side Management

Newton One does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on

a performance fee basis. Because Newton One has no performance-based fee accounts, it has no side-by-side management.

Types of Clients

Newton One serves individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$100,000. Minimum annual fees may apply. Under certain circumstances and in its sole discretion, Newton One may negotiate such minimums.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

In accordance with the Investment Plan, Newton One will primarily invest in mutual funds, ETF's, separate accounts, WRAP programs, alternative investments (such as hedge funds, investment company securities and structured notes) and REIT's. The few common stock positions held in accounts are generally client directed.

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. Newton One uses quantitative screening using Zephyr Style Advisor and quantitative and qualitative analysis with Morningstar Principia.

The structured notes (i.e. buffered-return enhanced notes, principal-protected note) Newton One may purchase for client accounts is a form of a debt security issued by an investment bank. The return on such notes may be 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. Structured notes investment decisions are based on, but not limited to, the issuer's credit rating, the client's investment objectives/risk profile, and current/anticipated capital market conditions.

Investment Strategies

Newton One's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Risk of Loss

While Newton One seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While Newton One manages client investment portfolios based on Newton One's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying mutual funds and other securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Newton One allocates

assets to asset classes that are adversely affected by unanticipated market movements, and the risk that Newton One's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Newton One will invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. Newton One may invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. Newton One may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. Newton One may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Disciplinary Information

Newton One has no disciplinary events to report.

Other Financial Industry Activities and Affiliations

As noted in “Fees and Compensation”, Newton One investment adviser representatives (“IARs”) are also registered representatives of a broker-dealer, M Securities. Please see “Fees and Compensation” for more information.

Tom Hollinger, CEO of Newton One, 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 www.mfin.com/DisclosureStatement.htm.

In addition, as described above, Newton One has entered into a sub-advisory agreement with M Financial Group, whereby M Financial Group serves as a portfolio manager and sub-adviser for certain client accounts. Newton One receives a portion of the fee charged by M Financial Group for its advisory services. A potential conflict of interest exists because Newton One recommended M Financial Group to certain clients and Newton One's CEO shares in the profits of M Financial Group. In effort to address this potential conflict of interest, Newton One no longer intends to place clients in the M Financial Group sub-advisory program.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

Newton One has adopted a Code of Ethics (“the Code”), the full text of which is available to you upon request. Clients interested in obtaining a copy of the Code should contact Newton One's Chief Compliance Officer, Scott Snyder. Newton One's Code has several goals. First, the Code is designed to assist Newton One in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Newton One owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires Newton One associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Newton One's associated persons (managers, officers and employees). Under the Code's Professional Standards, Newton One expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Newton One associated persons are not to take inappropriate advantage of their positions in relation to Newton One clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Newton One's associated persons may invest in the same securities recommended to clients. Under its Code, Newton One has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities.

These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, Newton One has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain securities, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, Newton One's goal is to place client interests first.

Consistent with the foregoing, Newton One maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a Newton One associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Newton One's written policy.

Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Newton One seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Newton One may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Newton One's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Newton One may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. Newton One may also effect trades for client accounts at Schwab, or may in some instances, consistent with Newton One's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although Newton One may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. Newton One is independently owned and operated and is not affiliated with Schwab.

Schwab provides Newton One with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as Newton One maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Newton One client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to Newton One other products and services that benefit Newton One but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of Newton One accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist Newton One in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of Newton One's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help Newton One manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Newton One. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Newton One. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of Newton One personnel. In evaluating whether to recommend that clients custody their assets at Schwab, Newton One may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Aggregated Trade Policy

Newton One typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, Newton One may aggregate trades together for multiple client accounts, most often when these accounts are being directed to buy or sell the same securities at the same time. If such an aggregated trade is not completely filled, Newton One will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by Newton One or its officers, directors, or employees will be excluded first.

Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Newton One. Also, portfolios are reviewed upon client request or upon receipt of information material to the management of a client portfolio, such as a change in a client's individual situation. Scott R. Snyder, Newton One's Chief Investment Officer, review all accounts.

For those clients to whom Newton One provides separate financial planning and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of Newton One's investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, Newton One provides a quarterly report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Client Referrals and Other Compensation

As noted above, Newton One may receive some benefits from Schwab based on the amount of client assets held at Schwab. Please see ***"Brokerage Practices"*** for more information.

From time to time, Newton One may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to Newton One. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, Newton One enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before they enter into an agreement with Newton One.

Custody

Schwab is the custodian of nearly all client accounts at Newton One. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Newton One of any questions or concerns. Clients are also asked to promptly notify Newton One if the custodian fails to provide statements on each account held.

From time to time and in accordance with Newton One's agreement with clients, Newton One will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades and other similar issues.

Investment Discretion

As described above under ***"Advisory Business"***, Newton One manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, Newton One will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving Newton One the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Newton One then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Newton One and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between Newton One and the client.

Voting Client Securities

As a policy and in accordance with Newton One's client agreement, Newton One does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact Newton One with questions relating to proxy procedures and proposals; however, Newton One generally does not research particular proxy proposals.

Financial Information

Newton One does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore has no disclosure for this Item.

Brochure Supplement for
H. Thomas Hollinger, CLU, ChFC
of

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This brochure supplement provides information about Tom Hollinger, and supplements the Newton One Advisors, LLC ("Newton One") brochure. You should have received a copy of that brochure. Please contact Newton One at (302) 731-1326 if you did not receive Newton One's brochure, or if you have any questions about the contents of this supplement.

Additional information about Tom Hollinger is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

H. Thomas Hollinger (year of birth 1949), President and CEO, has over 33 years of experience in the financial services industry, and founded Newton One in 2001. Tom and his firm specialize in investment management, comprehensive financial and estate planning, qualified and non-qualified retirement planning, and the selection and implementation of custom insurance products. Newton One works with hundreds of majority proprietors and corporations along the East Coast with most of their clients being highly compensated individuals and physicians.

Tom graduated from Elizabethtown College with a B.A. in marketing and management in 1971. He earned both his Chartered Financial Consultant (ChFC*) and Chartered Life Underwriter (CLU*) designations from the American College. He is a registered investment representative with M Holdings Securities, Inc. Tom co-authored the book *Wealth Enhancement & Preservation* and is the creator of the highly acclaimed "Physician As A Business" seminar series.

* The Chartered Financial Consultant (ChFC) is a financial planning designation for the insurance industry awarded by the American College of Bryn Mawr. ChFCs must meet experience requirements and pass exams covering finance and investing. They must have at least three years of experience in the financial

industry, and have studied and passed an examination on the fundamentals of financial planning, including income tax, insurance, investment and estate planning.

* The Chartered Life Underwriter (CLU) is a professional designation for individuals who wish to specialize in life insurance and estate planning. Individuals must complete five core courses and three elective courses, and successfully pass all eight two-hour, 100-question examinations in order to receive the designation.

Disciplinary Information

There is no disciplinary information to report regarding Mr. Hollinger.

Other Business Activities

Newton One is a licensed insurance agency and as such provides insurance services. Certain individuals associated with Newton One may also be insurance agents of Newton One. As such, these individuals, in their separate capacities as insurance agents, will be able to effect insurance transactions and will receive separate, yet customary compensation for effecting any such transactions.

Tom is also a registered representative of M Holding Securities, Inc and 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 www.mfin.com/DisclosureStatement.htm.

Other than selling insurance and investment products, Mr. Hollinger is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Additional Compensation

As stated above, Mr. Hollinger has no other income or compensation to disclose.

Supervision

As the majority owner of Newton One, Tom Hollinger supervises all duties and activities of the firm, and is responsible for all advice provided to clients. His contact information is on the cover page of this disclosure document.

Brochure Supplement for
Scott R. Snyder, CFA, CFP[®], CIMA

of

Newton One Advisors, LLC

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Newark, Delaware 19713

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February 18, 2011

This brochure supplement provides information about Scott Snyder, and supplements the Newton One Advisors, LLC ("Newton One") brochure. You should have received a copy of that brochure. Please contact Newton One at (302) 731-1326 if you did not receive Newton One's brochure, or if you have any questions about the contents of this supplement.

Additional information about Scott Snyder is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Scott R. Snyder (year of birth 1973) joined Newton One Advisors, LLC in 2003 and serves as a partner and Chief Investment Officer. From 2001 to 2003, Scott served as Compliance Officer and Portfolio Analyst for Philadelphia International Advisors, LP. Prior to that, he 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 the client assets under Newton One's management.

Scott 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. Scott is a member of CFA Institute and the CFA Society of Philadelphia

* The Chartered Financial Analyst ("CFA") is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional

conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charter holder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

* The CFP® designation is granted by the Certified Financial Planner Board of Standards, Inc. (the "Board"). To attain the CFP® designation, the candidate must complete the required educational, examination and experience requirements set forth by the Board. Certain other designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

* The Certified Investment Management Analyst ("CIMA") is a professional designation for individuals awarded by the Investment Management Consultants Association to experienced financial consultants who have successfully completed the rigorous education program and have met the other certification requirements. The CIMA professional provides objective investment advice and guidance to both individuals and institutions. This professional integrates a complex body of investment knowledge and applies it systematically and ethically to assist clients in making prudent investment choices.

Disciplinary Information

There is no disciplinary information to report regarding Mr. Snyder.

Other Business Activities

In his role as a registered representative of M Securities, Mr. Snyder 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.

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. Such compensation is in addition to the advisory fees paid to Newton One and any sub-adviser, and the amount of such fees will be provided to a client upon request.

Other than selling insurance and investment products, Scott is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Additional Compensation

Other than as stated above, Mr. Snyder has no other income or compensation to disclose.

Supervision

As the majority owner of Newton One, Tom Hollinger supervises all duties and activities of the firm, and is responsible for all advice provided to clients. His contact information is on the cover page of this disclosure document.

Brochure Supplement for
William F. Denney, CLU

of

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February 18, 2011

This brochure supplement provides information about Bill Denney, and supplements the Newton One Advisors, LLC (“Newton One”) brochure. You should have received a copy of that brochure. Please contact Newton One at (302) 731-1326 if you did not receive Newton One’s brochure, or if you have any questions about the contents of this supplement.

Additional information about Bill Denney is available on the SEC’s website at **www.AdviserInfo.sec.gov**.

Educational Background and Business Experience

William F. Denney (year of birth 1966) joined Newton One Advisors, LLC on June 1, 2006 and serves as a Partner and Executive Vice President. After spending over 19 years with The Northwestern Mutual Financial Network, Bill was named Executive Vice President responsible for business development and operations. He specializes in working in the ultra-affluent marketplace dealing in complex planning for business succession and continuity, retirement, estate and charitable needs.

Bill received his B. S. in Marketing from Penn State University and is a former Board Member of the Union League of Philadelphia. Currently, Bill is the President of the Wilmington Tax Group and Treasurer of the Estate Planning Council of Delaware. He is a member of the Philadelphia Estate Planning Council, the Delaware Captive Insurance Association, and the Mid-Atlantic Hedge Fund Association. He is a life member of the Million Dollar Round Table, Court of the Table, and a Top of The Table Qualifier, placing him among the top 1% of life insurance advisors in the world. Bill is also a member the Society of Financial Services Professionals and has earned numerous industry honors.

He holds a Chartered Life Underwriter (CLU) designation and FINRA Series 6, 7, 63, and 65 licenses. He is married with three children and resides in Wallingford, PA and Far Hills, NJ. He enjoys golf, tennis, fly fishing, and coaching his children's sports.

* The CLU is a professional designation for individuals who wish to specialize in life insurance and estate planning. Individuals must complete five core courses and three elective courses, and successfully pass all eight two-hour, 100-question examinations in order to receive the designation.

Disciplinary Information

There is no disciplinary information to report regarding Mr. Denney.

Other Business Activities

Newton One is a licensed insurance agency and as such provides insurance services. Certain individuals associated with Newton One may also be insurance agents of Newton One. As such, these individuals, in their separate capacities as insurance agents, will be able to effect insurance transactions and will receive separate, yet customary compensation for effecting any such transactions.

In his role as a registered representative of M Securities, Mr. Denney 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.

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. Such compensation is in addition to the advisory fees paid to Newton One and any sub-adviser, and the amount of such fees will be provided to a client upon request.

Other than selling insurance and investment products, Bill is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Additional Compensation

Other than as stated above, Mr. Denney has no other income or compensation to disclose.

Supervision

As the majority owner of Newton One, Tom Hollinger supervises all duties and activities of the firm, and is responsible for all advice provided to clients. His contact information is on the cover page of this disclosure document.

Brochure Supplement for
Brian J. Carney, CFP[®], ChFC, CFS

of

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February 18, 2011

This brochure supplement provides information about Brian Carney, and supplements the Newton One Advisors, LLC ("Newton One") brochure. You should have received a copy of that brochure. Please contact Newton One at (302) 731-1326 if you did not receive Newton One's brochure, or if you have any questions about the contents of this supplement.

Additional information about Brian Carney is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Brian J. Carney (year of birth 1979) joined Newton One Advisors, LLC in February of 2009 and serves as a partner and Executive Vice President responsible for business development. Previously, Brian spent 7 years with Securian Financial Group where he was awarded Advisor of the Year for his firm in 2008. Brian specializes in complex retirement plan design and business and estate planning strategies for affluent professionals, closely-held business owners, physicians and dentists.

Brian is a graduate of Ursinus College and is a past Chair of the Young Advisors Team of the New Castle County section of NAIFA and a frequent speaker to medical and dental groups throughout the Tri-State area. He is a board member of the Society of Financial Services Professionals and belongs to the Estate Planning Council of Delaware and the Wilmington Tax Group. Brian has been a qualifying member of

the Million Dollar Roundtable (MDRT) several times and holds his NASD series 6,7,63, 65 licenses. He obtained the Certified Financial Planner* (CFP) designation from the CFP Board of Standards as well as the Chartered Financial Consultant* (ChFC) designation from the American College. Brian also has the professional designation as a Certified Fund Specialist* (CFS).

Brian is the President of the Tatnall School Alumni Council and a member of the Board of Trustees. He currently resides in Hockessin, Delaware with his wife, Kristen, and three children. In his free time, Brian enjoys spending time with his family, running and playing golf.

* The CFP® designation is granted by the Certified Financial Planner Board of Standards, Inc. (the "Board"). To attain the CFP® designation, the candidate must complete the required educational, examination and experience requirements set forth by the Board. Certain other designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

* The ChFC is a financial planning designation for the insurance industry awarded by the American College of Bryn Mawr. ChFCs must meet experience requirements and pass exams covering finance and investing. They must have at least three years of experience in the financial industry, and have studied and passed an examination on the fundamentals of financial planning, including income tax, insurance, investment and estate planning.

* The Certified Fund Specialist ("CFS") is a certification indicating an individual's expertise in mutual funds and the mutual fund industry. These individuals advise clients on which mutual funds best suit their particular needs. The CFS designation does not license individuals to buy or sell mutual funds; however, in many cases Certified Fund Specialists do have this license, which enables them to buy and sell the funds for their clients. The CFS is the oldest designation in the mutual fund industry. Training is provided by the Institute of Business & Finance (IBF) in the form of a 60-hour self-study program. Course topics include, but are not limited to, portfolio theory, dollar-cost averaging and annuities. The course includes a final exam, administered by FINRA, and an open-book case study.

Disciplinary Information

There is no disciplinary information to report regarding Mr. Carney.

Other Business Activities

In his role as a registered representative of M Securities, Mr. Carney 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.

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. Such compensation is in addition to the advisory fees paid to Newton One and any sub-adviser, and the amount of such fees will be provided to a client upon request. Other than selling insurance and investment products, Brian is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Additional Compensation

Other than as stated above, Mr. Carney has no other income or compensation to disclose.

Supervision

As the majority owner of Newton One, Tom Hollinger supervises all duties and activities of the firm, and is responsible for all advice provided to clients. His contact information is on the cover page of this disclosure document.

Brochure Supplement for

Eric C. Pressler

of

Newton One Advisors, LLC

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February 18, 2011

This brochure supplement provides information about Eric Pressler, and supplements the Newton One Advisors, LLC ("Newton One") brochure. You should have received a copy of that brochure. Please contact Newton One at (302) 731-1326 if you did not receive Newton One's brochure, or if you have any questions about the contents of this supplement.

Additional information about Eric Pressler is available on the SEC's website at **www.AdviserInfo.sec.gov**.

Educational Background and Business Experience

Eric C. Pressler (year of birth 1970) joined Newton One Advisors, LLC in September of 2002 and serves as a partner and Executive Vice President of Retirement Plan Consulting. Eric has over 20 years of experience in the Qualified Plan industry. He is responsible for the on-going management of more than 150 retirement plans representing over \$250 million in assets under advisement. Prior to joining Newton One, Eric had experience with Citigroup in Retirement Plan Sales, with T. Rowe Price in Plan Operations and as a Mid-Market Client Account Manager, and with Mercantile Bank as a 401k Director. In his career, Eric has worked with hundreds of clients in numerous industries to help them successfully implement and manage employee retirement programs.

Eric earned his Bachelor's degree in Management from Gettysburg College and a Masters of Business Administration from Loyola College in Maryland. He is an Accredited Investment Fiduciary* (AIF) and holds NASD Series 7 and Series 65 licenses, as well as Life and Health insurance licenses. Eric is currently pursuing the Certified 401(k) Professional designation as a student at The Retirement Advisor University at UCLA Anderson School of Management Executive Education.

Eric was recognized in 2009 by The 401(k) Wire as one of the 300 Most Influential Advisors in Defined Contribution.

Disciplinary Information

There is no disciplinary information to report regarding Mr. Pressler.

Other Business Activities

Newton One is a licensed insurance agency and as such provides insurance services. Certain individuals associated with Newton One may also be insurance agents. As such, these individuals, in their separate capacities as insurance agents, will be able to effect insurance transactions and will receive separate, yet customary compensation for effecting any such transactions.

In his role as a registered representative of M Securities, Mr. Pressler 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.

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. Such compensation is in addition to the advisory fees paid to Newton One and any sub-adviser, and the amount of such fees will be provided to a client upon request.

Other than selling insurance and investment products, Eric is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Additional Compensation

Other than as stated above, Mr. Pressler has no other income or compensation to disclose.

Supervision

As the majority owner of Newton One, Tom Hollinger supervises all duties and activities of the firm, and is responsible for all advice provided to clients. His contact information is on the cover page of this disclosure document.