

Part 2A of Form ADV: Firm *Brochure*

Item 1 Cover Page

Northeast Financial Consultants, Inc.
Elwood B. Davis, President

P.O. Box 2630, Westport, CT 06880

Phone: (203) 226-8997

Fax: (203) 222-9105

Elwood@nfc-westport.com

FORM ADV PART 2 BROCHURE

Dated March 13, 2012

This brochure provides information about the qualifications and business practices of Northeast Financial Consultants, Inc. If you have any questions about the contents of this brochure, please contact us at 203-226-8997 and/or Elwood@nfc-westport.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Northeast Financial Consultants, Inc. is a Registered Investment Advisor – NOTE: Such registration does not imply a certain level of skill or training.

Additional information about Northeast Financial Consultants, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

This brochure is dated March 13, 2012 and contains the following material changes from our previous ADV Part 2 dated March 15, 2011.

- Item 4
 - Patrice Reilly has been named the Chief Compliance Officer.
 - It came to our attention during 2011 NFC improperly included certain non-discretionary assets in the discretionary amounts and vice versa. We have corrected the miscalculation with this filing.

Table of Contents

Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9 – Disciplinary Information	9
Item 10 – Other Financial Industry Activities and Affiliations	10
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
Item 12 – Brokerage Practices	12
Item 13 – Review of Accounts.....	13
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	15
Item 16 – Investment Discretion.....	16
Item 17 – Voting Client Securities	17
Item 18 – Financial Information	18
Item 19 – Requirements for State-Registered Advisors.....	19

Item 4 Advisory Business

Northeast Financial Consultants, Inc [NFC] is a multi-family office providing investment advice, tax and estate planning, tax preparation services, and advice on life and casualty insurance. We also provide advice on charitable giving, and act as executor and trustee for clients looking for these services. NFC was formed February 1, 1983 and was incorporated October 28, 1999. Elwood Davis owns 100% of the stock and the officers of the corporation are Elwood Davis and Catherine Davis. Patrice Reilly is the office and operations manager, as well as the Chief Compliance Officer of NFC. Only she and Elwood Davis have the ability to place client trades for NFC.

NFC is an SEC registered investment advisor. NFC does notice filings in the following States: Connecticut, Florida, New Jersey, New York, and Texas.

NFC works with each client to review the clients risk tolerance and then develop an asset allocation in line with that clients objectives. NFC will make recommendations in individual equities and bonds, mutual funds, and investment managers. For accredited investors with a higher risk tolerance, NFC will also recommend option strategies, hedge funds, and private placement opportunities. These funds may have investments in arbitrage, currencies, commodities, CMBS, distressed debt, mezzanine debt, opportunistic real estate and other investment disciplines. To a limited number of clients who have expressed interest, NFC has also recommended direct investments in real estate and venture capital investments. NFC restricts its recommendations to those listed above and clients may impose restrictions on investing in certain securities if they desire.

NFC does not participate in wrap fee programs, does not receive part of mutual fund fees, or receive commissions on securities it recommends.

As of January 1, 2012 NFC manages \$1,094,188,374 of assets on a discretionary basis and \$1,256,773,736 on a non-discretionary basis.

EDUCATION AND BUSINESS BACKGROUND

Elwood B. Davis

Date of Birth: December 18, 1952

Mr. Davis received a B.S. in Economics from Wharton School in December, 1974, and concurrently, a B.A. in Psychology from the University of Pennsylvania. He received his Juris Doctor from St. John's University School of Law in June, 1977, and is licensed to practice law in New York and Florida. After law school, Mr. Davis did post-graduate work in New York University School of Law's LLM program in Taxation at night from July 1977 to August 1978, when he joined the Ayco Corporation, a national financial counseling firm, headquartered in Albany, New York. Mr. Davis was an account manager for four years with Ayco Corporation, working with senior executives at over fifteen "Fortune 500" companies. He left Ayco on February 1, 1983 to start Northeast Financial Consultants. He is currently the President and sole Investment Advisor at Northeast Financial Consultants.

Patrice S. Reilly

Date of Birth: August 2, 1965

Ms. Reilly joined Northeast Financial Consultants in October 1996 and currently serves as the Office Manager, Operations Manager and Chief Compliance Officer. Prior to joining NFC she spent 10 years working in the financial services industry at Quick and Reilly, Inc. (1986 – 1988) and then at Dean Witter Reynolds, Inc. (1988 – 1996). Beginning as a wire operator she became a Series 7 Registered Representative in 1988 and eventually worked her way up to Registered Sales Assistant to the Assistant Branch Manager as well as serving as the Assistant Operations Manager of Dean Witter's Greenwich, CT office.

Item 5 Fees and Compensation

Flat fees are charged on an individual (family) basis as negotiated with each client. A small, but increasing, percentage of families and Trusts are charged as a percentage of assets under management, ranging between .25% and 1.00%. All relationships are terminable at any time by either party, with fees being refunded on a prorated basis.

Clients may elect to have fees billed directly to them or have their fees debited from their brokerage account. Flat fee arrangements are typically billed annually after July 1st. Some families are billed quarterly in arrears. Accounts which are charged on a percentage basis are billed quarterly, semi-annually, or annually, in arrears.

In addition to the fees charged by NFC, clients also pay commissions to the brokerage firms, money managers and mutual fund companies. These fees are further discussed in Section 8 – Brokerage practices. Clients investing in alternative investments are also paying management fees of up to 4% plus performance fees of up to 20% of their returns as outlined in the Private Placement Memorandum provided by each alternative investment.

Elwood Davis serves on the boards of two private companies, Private Client Resources and Main Street Connect where he receives Board compensation. Elwood Davis and several clients have invested in these companies.

Item 6 *Performance-Based Fees* and Side-By-Side Management

NFC does not charge performance based fees.

Item 7 Types of *Clients*

NFC provides advice to individuals, trusts, Foundations and Donor Advised Funds. At the present time NFC is not accepting new families as clients. NFC will give advice to new entities established by existing client families.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

NFC's starting point in developing a strategy for a family's investments is their risk tolerance and investment goals. We also look at the macroeconomic picture and focus on economic growth and inflation expectations. We believe the most important investment decision is asset allocation and typically take a long term investment view. We are not "traders." In fixed income we focus on the quality of the issuers and duration. There is a material risk of devaluation of principal if interest rates increase. The longer the maturity length of the portfolio, the greater the risk.

We feel the proper allocation to fixed income should provide enough cash flow for the client's spending needs. Any excess can be invested in equities, real estate, and other investments. When investing in equities we typically recommend mutual funds and are most comfortable with managers that are value investors. These managers typically invest in stocks with low P/E multiples. There is still risk in investing in stocks and we believe a client needs a long term investment horizon for these investments.

We only recommend start-up venture investments to very high net worth clients who have the risk tolerance to lose their entire investment commitment to such an investment and the business expertise to understand the risk of a start-up company.

There is an inherent risk of loss when investing in any security which clients should be prepared to bear.

Item 9 Disciplinary Information

There are no disciplinary proceedings against NFC or Elwood Davis.

Item 10 Other Financial Industry Activities and Affiliations

NFC is not affiliated with any broker-dealer, law firms, or accounting firms. Through the years NFC has worked with many different law firms and, when asked, will make a recommendation to meet a client's particular legal need.

Item 11 Code of Ethics, Participation or Interest in *Client* Transactions and Personal Trading

NFC believes that high ethical standards are essential for the continuing success of its business. NFC has adopted a Code of Ethics and Standards of Conduct which is reviewed and agreed to annually by all employees. A copy of the Code of Ethics and Standards of Conduct is available to any client or prospective client upon request.

All employee trading is monitored and all employees are bound by a watch list of securities they are not allowed to trade in. This list includes all public companies where an NFC client is an officer or a member of the Board of Directors.

If an employee buys or sells a security recommended to clients, employee trades are not put in until all client trades are completed. Client trades are always entered prior to any employee trades of the same security.

Item 12 Brokerage Practices

NFC recognizes its duty of best execution when executing trades on behalf of its clients. NFC does not require client's securities to be custodied with a particular broker. Clients may choose what brokerage firm(s) they wish to use. In selecting brokers or dealers to execute transactions, NFC is not required to solicit competitive bids and does not have an obligation to seek the lowest available commission.

NFC maintains most client accounts with Fidelity Investments and Charles Schwab & Company. Due to the large Assets Under Management [AUM] with these firms NFC is able to negotiate low commission rates for all accounts linked to NFC at these firms. Because of these relationships, NFC has certain Institutional Investment Products available to its clients. These include access to certain mutual funds that are closed to the general public, and the waiver of front-end loads on certain mutual funds.

Both Fidelity Investments and Charles Schwab provide NFC with access to research. Charles Schwab also provides NFC with material on SEC compliance. NFC uses Portfolio Center as its client management and performance reporting software. Portfolio Center is owned by Charles Schwab who discounts the price of this software to NFC. Typically the discount is \$2,800. Charles Schwab also has an annual conference called "IMPACT" and will waive its registration fee if Elwood Davis or Patrice Reilly wish to attend.

Item 13 Review of Accounts

All client investments are reviewed by Elwood B. Davis, President and Investment Advisor, when sending out quarterly performance reviews. He looks at investments more frequently at the request of a client or in preparation of a client meeting. He may also look at a particular investment held by all clients with a view towards selling such position.

Item 14 *Client Referrals and Other Compensation*

NFC currently does not accept new client families and has no history of providing compensation for referrals.

Item 15 *Custody*

NFC is deemed to have custody of client's assets where Elwood Davis is trustee or co-trustee on an account. NFC is also deemed to have custody if we have been granted the authority to send funds out of a client account. In other words if NFC can withdraw client assets without needing the clients signature, we are deemed to have custody. In all of these relationships a third party qualified custodian, such as Fidelity Investments or Charles Schwab, will send clients statements at least quarterly. It is recommended that clients compare these third party statements with the quarterly performance reports sent by NFC.

Under SEC rules beginning in 2010, NFC has hired the accounting firm, Capossela, Cohen, LLC to perform an annual surprise audit of the accounts where NFC is deemed to have custody.

Item 16 Investment Discretion

NFC accepts discretion to manage securities on behalf of clients when trading authorization is given on a brokerage account. When Elwood Davis is acting as trustee, he would have full discretion to make investment decisions. In most cases, but not all, Elwood Davis discusses investments, prior to execution, with the family involved to ensure the client's investment objectives are being met.

Item 17 Voting *Client* Securities

Clients can authorize NFC to vote proxies for their securities but it is not required.

All proxies are reviewed by NFC and voted in the best interests of our clients. It is the general policy of NFC to vote proxies according to management recommendations.

As required by the SEC, NFC keeps records of all proxies it has voted for the last 6 years, copies are available to any client who would like to review them.

A copy of NFC's proxy policy is mailed to all clients annually.

Item 18 Financial Information

NFC is not required to produce a financial statement as it does not bill clients 6 months in advance.

Item 19 Requirements for State-Registered Advisors

NFC is a registered investment advisor with the SEC. NFC is not required to register with the State of Connecticut. NFC does notice filings with Connecticut, Florida, New Jersey, New York, and Texas and pays annual fees to these States.