

RETIREMENT INVESTMENT ADVISORS

FORM ADV Part 2A

January 1, 2011

This Brochure provides information about the qualifications and business practices of Retirement Investment Advisors. If you have any questions about the contents of this brochure, please contact us at 305-595-2740 or info@netretire.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 but has been sent to the Florida Office of Financial Regulation, Division of Securities.

Retirement Investment Advisors is a registered investment advisor. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you would use for determining whether to hire or retain an Advisor.

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Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that all advisors provide to clients as required by SEC Rules. This brochure dated 01/01/2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this item will discuss only specific material changes that are made to the brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure. We will further provide clients with a new brochure as necessary based on changes or new information, at any time, without charge. Currently, our brochure may be requested by contacting us at 305-595-2740 or it may be downloaded from our web site www.netretire.com.

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Item 4 – Advisory Business

Retirement Investment Advisors (RIA) is a privately owned financial advisory firm. It was incorporated in 2000 and the principal owner is James L. Shaw.

RIA focuses on providing mutual fund selection and monitoring assistance and services to Plan Trustees of defined contribution retirement plans with self-directed participant investments from a menu of mutual funds.

RIA does not have any assets under management. We do not have custody of any plan assets nor do we have trading authority over any funds of our clients.

Item 5 – Fees and Compensation

RIA's management fee is a percentage of the market value of the assets held by the defined contribution retirement plan. For mutual fund selection and monitoring services, there is a regular annual fee of \$1,000 or, if greater, 0.175% of the first \$10 million of the value of the plan's mutual funds. Mutual funds include money market funds and stable value funds. The annual fees are billed on a pro-rata basis at the beginning of each plan fiscal quarter.

Any other services not described above are billed according to established hourly billing rates for the employees of our firm devoting time to client matters. These hourly billing rates range from \$150 per hour for administrators to \$325 per hour for consultants.

All fees paid to RIA for advisory services are separate from fees for brokerage commissions, transaction fees and other related costs and expenses which may be incurred by the client. Mutual funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to RIA's fee. RIA receives no portion of these other charges, fees and commissions.

RIA receives no compensation based on mutual funds selected.

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

Fees charged by RIA are asset-based. The firm does not charge performance-based fees.

Item 7 – Types of Clients

RIA offers its services exclusively to defined contribution retirement plans with self-directed participant investments from a menu of mutual funds, but RIA does not provide services or investment advice to any individual participant.

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

RIA's services are applicable only to defined contribution plans with participant-directed investments from a menu of daily valued mutual funds. The scope of our selection and monitoring service is to (a) establish initial mutual fund selection criteria for the Plan Trustee, (b) prepare initial and annual mutual fund reports and quantitative analyses for the Plan Trustee of each individual mutual fund within the plan's mutual fund menu, (c) establish criteria for the Plan Trustee for replacement of a mutual fund with substandard return/risk characteristics, (d) prepare draft of written investment policy statement for review, modification, and use by the Plan Trustee, and (e) prepare periodic mutual fund fact sheets for use by the Plan Trustee.

We may use one or more of the following methods of analysis or investment strategies when providing investment advice:

Charting Analysis, which involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.

Fundamental Analysis, which involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Risk of Loss - Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of our advisory business or the integrity of our management. RIA has no history of any disciplinary action.

Item 10 – Other Financial Industry Activities and Affiliations

RIA, its representatives, and its employees shall fully and completely disclose to plan clients that RIA is affiliated with Shaw & Company.

Shaw & Company provides and supports an internet administrative system for 401(k) plans and other qualified retirement plans that have self-directed participant investments. Shaw & Company uses Charles Schwab Trust Company as its primary, but not exclusive, mutual fund trading platform because Charles Schwab Trust Company's large universe of mutual funds available for use by 401(k) plans and other qualified retirement plans includes approximately 3,000 mutual funds from over 300 mutual fund families.

If a plan client selects Shaw & Company to provide internet administrative services for its qualified retirement plan(s), the use of RIA's mutual fund selection and monitoring services for the plan client's qualified retirement plan(s) shall be entirely voluntary and not required.

Under no circumstances does RIA and/or Shaw & Company specify or require that their respective services must be "bundled" or used together for any plan's client's qualified retirement plan(s).

RIA does not have relationships with other third parties that could involve conflicts of interest.

Item 11 – Code of Ethics

RIA will not disclose any information about any client to anyone, except as may be necessary for business purposes in order to serve the needs of the client.

Advertising, promotions, materials and information distributed by RIA to clients, prospective clients and to the public will not knowingly include intentional false claims or misleading information.

RIA, its representatives and its employees will not make payments, give gifts or provide gratuities to any person or entity affiliated with a client, a prospective client or a business referral source. Conversely, RIA, its representatives and its employees will not receive payments, gifts or gratuities from any person or entity affiliated with a client, prospective client or business referral source.

RIA, its representatives and its employees will fully and completely disclose to clients and prospective clients that RIA and Shaw & Company are affiliated organizations. Neither RIA nor Shaw & Company will specify or require that their respective services must be “bundled” or used together for any client’s qualified retirement plan(s).

RIA, its representatives and its employees do not have any discretionary control or trading authorization for the assets of any RIA client. However, RIA, its representatives and its employees will not: (a) employ any device, scheme or artifice to defraud any client or prospective client; (b) engage in any transaction, practice or course of business which operates as a fraud or deceit upon any client or prospective client; (c) engage in any act, practice or course of business which is fraudulent, deceptive or manipulative; or (d) knowingly sell any security to or purchase any security from a client, or knowingly act as a broker for a person other than such client to effect any sale or purchase of any security for the account of a client.

RIA requires its representatives and its employees to report all personal securities transactions and holdings to RIA and RIA reviews such reports regularly. Each RIA director, officer, representative and employee must review, understand and sign RIA’s Insider Trading Policies and Code of Ethics.

A copy of RIA’s code of ethics will be provided to any client or prospective client upon request.

Item 12 – Brokerage Practices

RIA does not have any discretionary control over the assets of any client. RIA does not have the authority to determine the securities to be bought or sold, the amount of securities to be bought or sold, or the broker/dealer to be used by any client.

For internal purposes only, RIA has purchased various accounting software and information services such as PortfolioCenter, Morningstar Principia Pro, Dial-A-Data, Wall Street Journal, etc.

Item 13 – Review of Accounts

As part of its advisory services RIA will prepare periodic mutual fund fact sheets for use by the Plan Trustee, at least quarterly.

Clients receive standard account statements from investment sponsors and brokerage firms quarterly, monthly and as transaction occur, not from RIA.

Item 14 – Client Referrals and Other Compensation

RIA receives no compensation for client referrals.

Item 15 – Custody

RIA does not have custody of any client funds. Client assets are held at a qualified custodian such as Charles Schwab Trust Company, a registered broker-dealer and member of SIPC. Further, client funds and securities are held separately in the name of the client.

Item 16 – Investment Discretion

RIA does not have or accept any discretionary authority to manage securities accounts on behalf of clients.

Item 17 – Voting Client Securities

RIA does not have any authority to and does not vote proxies on client securities. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. RIA does not provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisors are required to provide you with certain financial information or disclosures about RIA's financial condition. RIA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

RIA does not require the prepayment of more than \$500 in fees per clients, six months or more in advance.

Item 19 – Requirements for State-Registered Advisors

The principal executive officer and management person is James L. Shaw. Mr. Shaw holds a B.A. degree in mathematics from Indiana University. He is an Enrolled Actuary, an Associate in the Society of Actuaries, a Member of the American Academy of Actuaries and a Member of the American Society of Pension Professionals and Actuaries.

Mr. Shaw is also the principal executive officer and management of Shaw & Company, which is discussed in **Other Financial Industry Activities and Affiliations**. Pension design and consulting services with Shaw & Company account for approximately 90% of Mr. Shaw's time.

RIA does not receive any performance-based fees.

RIA and its employees do not have any legal or disciplinary events or history to disclose.

RIA and its employees have no relationships or arrangements with issuers of securities.