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This brochure provides information about the qualifications and business practices of Singer Potito Associates, Inc. If you have any questions about the contents of this brochure, please contact us at 413.256.1225. 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.

Additional information about Singer Potito Associates, Inc. is also available on the SEC website at www.adviserinfo.sec.gov.

March 2012

Material Changes

Summary of Material Changes Since Last Update

The U.S. Securities and Exchange Commission issued a rule in July 2010 requiring registered investment advisers to provide to prospective clients and clients a brochure in narrative plain English format. This is the initial brochure of Singer Potito Associates, Inc. under this new rule. In future editions of this brochure, we will summarize here or in a separate supplement material changes, if any, in the new edition compared to the most recent prior edition.

We have made no material changes to this brochure since March 29, 2011, the date of our last Form ADV annual updating amendment.

Full Brochure Available

If you would like to receive a complete copy of our brochure, please call us at 413.256.1225.

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Advisory Business

Firm Description

Singer Potito Associates, Inc. ("SPA," "we" or "the firm") was organized in June 1990 and incorporated in Massachusetts on June 1, 1992. Michael A. Potito, and Howard E. Singer, CFP, each own 50% of the firm. SPA provides financial planning and investment management services. Our clients are primarily individuals, trusts and small businesses.

SPA is a fee-only financial adviser, meaning that our only source of revenue is the fees paid by our clients for our financial planning and investment management services. We do not receive third party commissions or other fees/payments in connection with services we provide or investment products that our clients purchase.

Howard Singer and Michael Potito, who provide the financial planning and investment management services to the clients of the firm, are members of the National Association of Personal Financial Advisors (NAPFA), an organization open only to fee-only registered investment advisers.

Services

SPA offers two main services for clients: Financial Planning and Investment Management. All prospective clients start with an introductory meeting with either Mr. Singer or Mr. Potito, for which we do not charge. The purpose of this meeting is to introduce the client to the firm, explain our services in detail and the associated costs for those services.

Financial Planning: We provide financial planning services to individuals, including business owners contemplating or in the process of selling a business. We have developed a proprietary system called the *Amherst Cash Flow ModelSM*. Using our proprietary system, we work with a client to develop a comprehensive cash flow plan for the client's expected lifetime. Our goal is to quantify the client's vision of the future (in terms of cash flows and asset requirements) and the feasibility of achieving that future based on the client's current and future assets and income.

The financial plan generally includes, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

We include detailed investment advice and specific investment recommendations as part of each financial plan. Unless a client engages us for investment

management services, implementation of these recommendations is at the discretion and responsibility of the client.

Investment Management: We provide investment management services primarily on a discretionary basis¹ to individuals, their retirement plan accounts, trusts and employer-sponsored retirement plans. In providing investment management services, we assess the client's risk tolerance, needs, goals and objectives. We employ a portfolio management technique we call dynamic asset allocation. We do not apply a fixed percentage allocation of the client's assets among asset classes, which is a portfolio management technique that seeks to maintain a fixed percentage allocation among various asset classes at all times by periodically rebalancing the portfolio regardless of the manager's outlook for the various asset classes. Rather, we invest a client's assets in a mix of securities and asset classes by underweighting and overweighting those securities and asset classes that we believe are more apt to outperform or under perform a static asset allocation. A dynamic asset allocation approach attempts to incorporate external factors in the decision making process whereas a fixed asset allocation strategy does not attempt to recognize external factors nor recognize the portfolio manager's outlook beyond the original fixed asset allocation decision. We as investment managers believe external factors such as business cycles, economic cycles and the political environment have a very large impact on portfolio returns, and this is why we have purposefully chosen the dynamic style of portfolio management.

We invest client assets in the following types of securities:

- No load open-end mutual funds
- Exchange-traded index funds
- Closed-end mutual funds
- Individual fixed income securities
- Individual stocks

Mutual funds and index funds held in client portfolios are diversified among equity and fixed income, small and large cap, country and sector. We do not invest client assets in individual securities unless specifically requested by the client. We think that the types of securities in which we invest our clients—primarily mutual funds—provide greater diversification for a client's portfolio than investing only in individual securities. A portfolio invested in individual securities may over time outperform or underperform a portfolio of similar size invested in mutual funds.

¹ In special circumstances, we will provide investment management services on a non-discretionary basis in respect of an account or accounts of a client that are ancillary to the primary account of the client that we manage on a discretionary basis.

Tailored Client Relationships

Our investment management services are tailored to the needs of each client. At the outset of each investment management engagement, based on information provided by the client, we work with the client to develop an Investment Policy Statement (IPS). A client's IPS is part of the client's contract with the firm. For clients who have gone through the financial planning process with us, the investment objective is generally to achieve the cash flows reflected in the financial plan (as it may be updated from time to time), as well as an average annual rate of return on the managed assets that exceeds the rate of inflation by a stated amount, such as 150 basis points, over a ten-year horizon. For non-financial planning clients, the investment objective is generally stated as achieving an average annual rate of return that exceeds the rate of inflation by a stated amount over a ten-year horizon. In the IPS, the client indicates a level of risk tolerance (low, moderate or high) measured by the percentage of the client's assets that may be invested in equity securities (40%, 60% and 80%, respectively). Client accounts are reviewed at least quarterly to adhere to this allocation. We do not invest client assets in individual equity securities except upon specific instruction from the client. Each client may indicate in his IPS types of securities and issuers in which the client's assets are not to be invested.

Assets Under Management

As of December 31, 2011, SPA managed client assets on a discretionary basis in the amount of approximately \$170 million and on a non-discretionary basis in the amount of approximately \$1 million.

Fees and Compensation

Investment Management Fees

SPA Investment Management service fees are based on a percentage of assets under management. Our current fee schedule is as follows:

- 1.00% on the first \$500,000;
- 0.90% on the next \$500,000;
- 0.65% on the next \$1,000,000;
- 0.50% on the next \$1,000,000; and
- 0.25% for the amounts over \$3,000,000 under management.

Fees are not negotiable.

Due to changes in our fee schedule over time, there are current client relationships in which the fees are lower than the fee schedule above. If we raise our fees, our practice is to "grandfather" existing clients to their then current fee schedule.

Our fees are calculated and payable quarterly in arrears, based on the quarter-end market value of the client's assets under management, adjusted for additions and withdrawals during the quarter. A client may choose to permit SPA to deduct fees

from the client's custodial account or to pay us by check. All clients receive a quarterly invoice regardless of their payment option.

We invest a significant portion of client assets in mutual funds. Mutual funds generally pay a management fee to the investment manager of the fund. A client invested in funds will bear these fees, as well as other fund expenses (administration, transfer agent, transactions costs, etc.), in addition to the fees payable to SPA.

Our clients do not pay custodial fees if they use the custodian we recommend. See section entitled "*Custody*" on page 10.

We are a fee-only investment adviser, which means that, as a matter of policy, neither the firm nor any of our personnel accepts compensation of any kind for the purchase or sale of securities or other investment products for a client. We believe this policy removes a potentially significant conflict between the interests of our clients and the interests of our firm.

Financial Planning

Our fees for financial planning services are billed at \$200 per hour. Total fees for financial plans usually run in the range of \$1,500 to \$5,000. The fee is estimated upon the facts known at the start of the engagement, and depends upon the complexity and individual situation. The fee is payable after we have completed the financial plan. The financial planning process typically involves three stages and, therefore, three meetings:

- The purpose of the first meeting is to discuss the scenarios the plan is intended to portray and to review data provided to us by the client, which we use to create the financial plan.
- The purpose of the second meeting is to review the plan we create in detail with the client, discuss changes, or discover errors.
- The purpose of the third meeting is to review the completed plan and to review the client's existing portfolio to discuss options.

The financial planning meetings do not involve the provision of investment management services.

If a client's situation turns out to be substantially different than disclosed at the initial meeting, a revised fee will be proposed. The client must approve the proposed new fee before we will undertake any additional work.

After delivery of the final financial plan to the client, the client may schedule future meetings as necessary for up to one year at no charge to the client. Additional review and follow up after one year are charged at agreed fees based on our hourly rates. If a client who has gone through the financial planning process with us thereafter engages us to provide investment management services, we do not charge for further financial plan reviews while the client continues as an investment management client.

Performance-Based Fees and Side-by-Side Management

We do not charge performance-based fees for any of our services.

Types of Clients

We provide financial planning services to individuals and investment management services to individuals, their retirement plan accounts, trusts, and employer-sponsored retirement plans of small businesses.

To engage our investment management services, a client must have a minimum of \$500,000 of investable assets. There is no asset minimum for our financial planning services.

Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategy

Our primary investment strategy for the management of client accounts is what we call a dynamic asset allocation approach, meaning that we do not generally apply a fixed allocation of the client's assets among asset classes. Rather, using a core and satellite approach, we invest a client's assets in a mix of securities and asset classes (which we will change from time to time) that we think will achieve the client's investment objectives. We use passively-managed index and exchange-traded funds as the core investments, and then add actively-managed funds when we think they offer greater opportunities to make a difference. Client portfolios are globally diversified in order to try to manage the risk associated with investing solely in traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents the client's objectives and desired investment strategy.

For further information, please refer to the section above titled "Advisory Business".

Methods of Analysis

The asset classes, and weightings among asset classes, we choose for a client's portfolios are based upon the client's cash flow requirements, risk tolerance, needs, and goals. At a macro level, we decide which asset classes to consider for our clients based on our view of world economics, political events, and business cycles. Once we have selected the asset classes that should be utilized, we turn

to the micro level and decide which of the asset classes and how much of each asset class to include in each client's portfolio based on each client's particular circumstances.

The securities analysis methods we use may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information we use in our analyses of securities are financial newspapers and publications, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Risk of Loss

Investing in securities involves risk of loss, and no matter how well we perform our services and how conservative we consider our investment strategy, our clients may experience losses and must be prepared to bear such losses. However, over many years of development, we believe our investment strategies reduce portfolio risk for our clients. In addition, in managing any client's portfolio, we always have in mind the client's current and emerging cash flow requirements. Our objective is to construct and manage a client's portfolio in a manner we think will meet the client's cash flow requirements without incurring unreasonable amounts of investment risk.

Disciplinary Information

Neither SPA nor any of its principals or employees has been involved in any legal or disciplinary events of any kind or nature, including any related to its financial planning or investment advisory business or any past or present clients.

Other Financial Industry Activities and Affiliations

Neither the firm nor either of its principals is engaged in, or has any affiliations with any other persons or entities engaged in, other financial services businesses, such as broker-dealers, investment companies or funds, other investment advisers or financial planners, banks, accounting or law firms, insurance businesses, and similar.

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

SPA has adopted and is committed to a Code of Ethics ("Code") that applies to all of our employees. We will provide a copy of our Code of Ethics to clients and prospective clients upon request. Our Code states that it is our fiduciary responsibility to our clients to practice objectivity, fairness and suitability, full disclosure, confidentiality, integrity, honesty, and professionalism. SPA exercises its best efforts to act in good faith and in the best interest of our clients. We provide written disclosure to our clients prior to our engagement as financial adviser, and thereafter throughout the term of engagement, of conflicts of interest which will or reasonably may compromise the impartiality or independence of our firm as their financial adviser. We do not receive any compensation or other remuneration that is contingent on any client's purchase or sale of a financial product. We do not receive a fee or other compensation from another party based on the referral of a client or the client's business.

SPA and its employees may buy or sell securities that are also held by clients. Employees may not trade for their own accounts ahead of client trades. We do not buy or sell securities for client accounts in which we or any related person has a material financial interest.

All trading for SPA's clients is executed by Howard E. Singer and Michael A. Potito. All trades made by employees are reported and reviewed quarterly. These reviews are intended to ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades would not generally affect the markets for those securities. SPA working capital is held in a money market fund. Otherwise, the firm does not own securities for its own account. It is our policy that the firm and its related persons may not at or about the same time buy a security that the firm is selling for clients, sell a security that the firm is buying for clients, or sell a security that the firm continues to hold in client accounts, unless the objectives of the client clearly indicate such a course of conduct.

Brokerage Practices

Recommending Broker/Custodian

Except as described below, we currently require our new investment management clients to use Fidelity Investments for brokerage and custody services, primarily based on our assessment of Fidelity's ability to obtain best execution of transactions at very reasonable commission rates. We do not receive client referrals from Fidelity, nor do we receive any commissions or other compensation from third parties. In recommending Fidelity Investments, we have taken into consideration the following factors:

- The overall financial condition of the firm
- The firm's ability to execute a broad range of transactions in both stock and bond markets
- The research capabilities of the firm
- Low transaction charges, including commissions, if any, charged to clients
- The ability of the firm to electronically transfer client account data to SPA
- On-line access to client account information by both SPA and its clients
- The quality of the client account reporting by the firm

As a result of the size of our client asset base custodied at Fidelity, we are able to negotiate what we consider to be favorable transaction charges for our clients. Our clients do not pay separate custody fees to Fidelity. In addition, Fidelity may discount or waive some fees or charges that might otherwise be levied on the firm for such things as electronic file download, on-line trading and other on-line services, training classes, performance measurement software and real time market quotations. We also receive research materials from Fidelity, which we use in managing all client accounts. We believe that clients do not pay higher transaction charges than those obtainable from other brokers as a result of our receiving these benefits and services from Fidelity, which are used for the benefit of all our clients.

In special situations for new clients who maintain their primary brokerage account with Fidelity and for some legacy clients, clients may select a custodian/broker other than Fidelity, but we will not manage such accounts on a discretionary basis. For such accounts, we will only make recommendations to the client, who then must arrange to implement the recommendations. In such situations, we are not able to monitor transactions or negotiate commissions for the client. As a result, SPA cannot be responsible for obtaining the best execution of transactions and the client may pay higher commission rates.

Best Execution

To evaluate best execution, SPA reviews the execution of client trades quarterly, and documents the review. To assess the competitiveness of the transaction charges by Fidelity, we review client transaction charges on an annual basis and compare them with similar charges available in the market, taking into account the factors described above as applied to other brokerage firms.

Order Aggregation

We generally do not aggregate client orders. Our clients are primarily invested in mutual funds and exchange-traded funds. It is our view that, for these types of securities, order aggregation does not garner any significant client benefit nor does the failure to aggregate orders result in any significant client cost, although clients may pay or receive different prices on transactions in the same security

effected at about the same time and commissions, if any, may be higher than would be payable if we had aggregated orders.

Review of Accounts

Periodic Reviews

We review all accounts for which the firm provides investment management services at least monthly. Howard Singer and Michael Potito conduct these reviews.

Review Triggers

Other conditions that may trigger a review of client accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Reports

We provide investment management clients with quarterly written reports which show assets held, account balances, and a time weighted return for the periods covered by the report. The report also includes the invoice for our investment management fee for the quarter. All client funds and securities are held at an independent custodian which generates and sends reports at least quarterly directly to the client.

We provide our financial planning clients with a written report at the conclusion of the financial planning process. Thereafter, we provide reviews and updates to their *Amherst Cash Flow ModelSM* when requested by the client. As discussed above in the section captioned "Fees and Compensation", there is no charge for these updates for the first year of the engagement, but we do charge after the first year unless the client has engaged us to provide investment management services.

Client Referrals and Other Compensation

SPA does not receive any economic benefits, other than the fees paid by our clients, for the services we provide to our clients.

We have been fortunate to receive many client referrals over the years. The referrals come from existing clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. We do not compensate the persons who make these referrals in any manner.

SPA does not accept referral fees or any form of remuneration from other professionals, such as lawyers and accountants, when a prospect or client is referred to them.

Custody

All client assets (cash and securities) are held and registered in the client's name at a qualified custodian. These custodians provide account statements directly to clients at least quarterly. Fidelity sends clients monthly account statements. As described above, SPA provides clients with a consolidated quarterly report of the client's accounts. We urge our clients to review thoroughly the reports they receive from the custodian of their account(s) and to compare such reports with the reports they receive from us.

Note: As we are authorized by most of our clients to deduct our investment management fees from their accounts, we are considered to have constructive custody over such accounts. However, actual physical custody of such clients' cash and securities is maintained with a qualified custodian, usually Fidelity. All other distributions or withdrawals from client accounts require signed paperwork by the client.

Investment Discretion

Our investment management clients give us discretionary authority to manage the assets in the account(s) identified in the client's agreement with us. We exercise this authority subject to the client's investment management agreement with us, including the client's IPS. In the IPS, a client may restrict us from investing in certain types of securities and issuers and impose other limitations on our discretion. Our discretionary investment management agreement with a client provides that the client will execute all such forms as are reasonably required to permit us to exercise our discretionary investment authority over the client's account(s). This generally includes a limited trading power of attorney over the client's account(s) in a form provided by the custodian/broker. The client's signature on this paperwork provides our discretionary investment authority.

Voting Client Securities

SPA does not vote securities held in client accounts or participate in shareholder actions related to securities held in client accounts, such as class actions. Clients are responsible for voting and taking other shareholder actions related to securities held in their accounts. We arrange for proxy materials and information related to shareholder actions to be forwarded to our clients, and we will discuss such materials with our clients.

Financial Information

SPA is not subject to any financial impairment or condition that would preclude the firm from meeting our contractual commitments to our clients.

Under Securities and Exchange Commission rules, we are not required to provide clients with a balance sheet or other financial statements.

Brochure Supplement

This brochure supplement provides information about Howard E. Singer, Michael A. Potito, and A. Terry Singer that supplements the above brochure of Singer Potito Associates, Inc., of which this supplement is a part. Please call Terry Singer at 413.256.1225 if you have any questions about the contents of this supplement. Additional information about Howard E. Singer, Michael A. Potito, and A. Terry Singer is available on the SEC's website at www.adviserinfo.sec.gov.

Education and Business Standards

SPA requires that personnel who provide investment management services to clients meet the following minimum standards: (1) a minimum of 15 years' experience in the financial services industry, and (2) a degree from an accredited four-year college.

Professional Certifications

Our employees have earned certifications and credentials that are described below.

Certified Financial Planner (CFP): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. Requirements for CFP certification:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully passing the Candidate Fitness Standards and background check.
- Maintain license through required continuing education of 30 credits biannually for CFP and 60 credits biannually for NAPFA certification.

HOWARD E. SINGER

Born 1948

Education:

- George Washington University (two years) then transferred to University of Colorado
- University of Colorado, graduated in 1969, BA in English
- Columbia University, graduated in 1973 with MFA in Directing

Business Experience:

Mr. Singer is Vice President and co-owner of SPA since its inception in 1990, and a member of NAPFA (National Association of Personal Financial Advisors). He has been involved in the financial services industry since 1980 and devotes a substantial amount of time to investments, portfolio design, macroeconomic research, estate and retirement planning as well as retirement living options.

Certifications: CFP earned in 1993 and continuously maintained

Disciplinary or Legal Events: None

Other Business Activities: None

Additional Compensation: None

MICHAEL A. POTITO

Born 1952

Education:

- Holyoke Community College, graduated 1976 with Associates Degree
- American International College, graduated 1981, BA Finance & Marketing
- Participant in MBA program in Finance (no degree received)

Business Experience:

Mr. Potito is President and co-owner of the firm since its inception in 1990, and a member of NAPFA (National Association of Personal Financial Advisors). He has been involved in the financial services industry since 1979, and has many years of experience in investments and portfolio design, estate planning, business succession, income tax planning, insurance, business valuation and issues pertaining to retirement living options (life care communities). He uses his special knowledge in these areas to quantify client financial planning and cash flow data to create custom models using the Amherst Cash Flow ModelSM which is a proprietary financial planning model developed by Mr. Potito and Mr. Singer.

Disciplinary or Legal Events: None

Other Business Activities: None

Additional Compensation: None

A. TERRY SINGER

Born 1954

Education:

- University of South Florida, two years (no degree received)
- University of Massachusetts, graduated 1980, BS Design

Certifications: CFP earned in 1997 and continuously maintained

Business Experience:

Ms. Singer has been the operations manager of SPA since its inception.

Disciplinary or Legal Events: None

Other Business Activities: None

Additional Compensation: None