

Paul P. St. Onge

SEC UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Part 2 of Form ADV

Uniform Requirements for the Investment Adviser Brochure

Under SEC rules I am required to deliver to clients and prospective clients a brochure disclosing information about me.

Part 2 of Form ADV consists of a series of items that contain disclosure requirements for my brochure. The items require narrative responses. I must respond to each item. I must include the heading for each item immediately preceding my response to that item and provide responses in the same order as the items appear in Part 2. If an item does not apply to my business, I must indicate that item is not applicable.

Item 1 Cover Page

Paul P. St. Onge
5586 Post Road
East Greenwich RI 02818
401-884-9080

Brochure

This brochure provides information about the qualifications and business practices of Paul P. St. Onge. If you have any questions about the contents of this brochure, please contact us at 401-884-9080. 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 Paul P. St. Onge also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

I am amending my brochure for my annual update and it does not contain material changes from my last annual update.

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Item 4 Advisory Business

I offer a complete assessment of your financial situation and a coordinated plan. All aspects of your family's finances will benefit from the careful scrutiny of a trained professional analyzing them in light of your own objectives as well as the current tax and economic environments. I assume the responsibility of selecting individual investments, but only after consulting at length with you regarding the portion of your money that should be dedicated to various types of assets. I review your overall financial picture and integrate with your tax planning and recommend specific action. I currently (as of 12/31/11) manage approximately \$150 million of client assets, with approximately \$140 million on a discretionary basis and approximately \$10 million on non-discretionary basis. I have been in business since 1983 and I am the 100% owner.

Item 5 Fees and Compensation

I am compensated in accordance with the following annual negotiable fee schedule:

Annual Fee for Assets invested in individual securities:

Market Value:

Amounts to \$1,000,000.....	1%
\$1,000,000 to \$4,000,000.....	.75%
Over \$4,000,000.....	.625%

Annual Fee for Assets invested in investment companies (mutual funds):

Market Value:

Amounts to \$1,000,000.....	.75%
\$1,000,000 to \$4,000,000.....	.625%
Over \$4,000,000.....	.5%

Annual Fee for Assets monitored and included in the quarterly accounting statement but not available to be reallocated. .15%

Other Assets.....As quoted

Investment management fees are calculated quarterly in advance based upon the market value of the assets and you can select to have fees deducted from assets or billed. Transaction commissions, including 12b-1 fees received by Paul P. St. Onge Company Broker-Dealer are credited to reduce investment management fees due. You will also incur the customary brokerage fees and charges assessed by funds and custodians. You will obtain a full refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period.

I am the 100% owner of Paul P. St. Onge Company Broker-Dealer and as a result accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. All of this compensation related to you is disclosed to you and credited against your advisory fee. Normally this practice presents a conflict of interest and gives me an incentive to recommend investment products based on the compensation received, rather than on your needs. However, because I credit you for any of this compensation, the conflict is avoided. I primarily recommend load mutual funds. You have the option to purchase recommended investment products through other brokers or agents that are not affiliated with me.

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

I do not accept performance-based fees - that is, fees based on a share of capital gains on or capital appreciation of your assets.

Item 7 Types of Clients

I generally provide investment advice to individuals. An account minimum of \$1 million is generally required for new accounts.

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

I analyze your current financial situation and develop an investment strategy for you based on your risk tolerance and my assessment of current investment environment. Your current financial situation is demonstrated by your assets and liabilities and your tax situation. The investment environment encompasses economic conditions, business conditions, interest rates, equity market conditions and other dynamic factors that I consider. I am not an active trader and do not believe in market timing. I do adhere to a macro asset allocation strategy and believe asset allocation to different equity classes is the most significant factor influencing investment results. My recommendations are not guaranteed and investing in securities involves risk of loss that you should be prepared to bear.

Item 9 Disciplinary Information

There are no legal or disciplinary events that are material to a your evaluation of my advisory business or the integrity of my management.

Item 10 Other Financial Industry Activities and Affiliations

I am the 100% owner of Paul P. St. Onge Company a registered as a broker-dealer.

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

I have adopted a code of ethics pursuant to SEC rule 204A-1. This code places high value on ethical conduct living up not only to the letter of the law, but also to my ideals. The code of ethics sets forth a standard of business conduct that reflects my fiduciary obligations to comply with the federal securities laws. The code of ethics is designed to prevent fraud by reinforcing fiduciary principles that govern my

conduct. The code of ethics sets out ideals for ethical conduct premised on fundamental principals of openness, integrity, honesty and trust. A copy of the code of ethics is available to you at any time.

I invest in the same securities that I recommend to you. My investing activity is done at the same prices as your pricing. I consider this a sound practice since I effectively eat my own cooking.

Item 12 Brokerage Practices

I recommend the execution your transactions through Paul P. St. Onge Company. This assures that the transactions will be executed according to my instructions and the execution cost is controlled by me. You receive credit for compensation received by Paul P. St. Onge Company. You may select another execution venue. I generally do not aggregate the purchase or sale of securities for various accounts because the securities purchased and the frequency of the trading do not warrant it. If it is advantageous to execute an aggregated transaction, every participant will participate at the same price level.

Item 13 Review of Accounts

I review your accounts and financial plans when necessary and at least annually. I determine if your investment allocation is appropriate and if action is required related to financial and tax planning. I provide a written quarterly report to you of my general investment analysis.

Item 14 Client Referrals and Other Compensation

I do not pay anyone for client referrals. I attend conferences sponsored by investment management and clearing organizations that provide products that I recommend to clients. Some meals and accommodations are provided to me by them. These conferences provide information and insight that enhance my advisory services and I obtain a better understanding of the capabilities of the organizations.

Item 15 Custody

I may function as a trustee or other fiduciary for you and therefore have custody of your funds or securities. A qualified custodian sends quarterly, or more frequent, account statements directly to you and you should carefully review those statements. You also receive quarterly reports from me and you should compare the account statements they receive from the qualified custodian with the reports you receive from me.

Item 16 Investment Discretion

I accept discretionary authority to manage securities accounts on your behalf. You may limit this authority. You execute a power of attorney for this authority.

Item 17 Voting Client Securities

I do not accept authority to vote client securities.

Item 18 Financial Information

I do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore have not included a balance sheet for the most recent fiscal year.