



Parsons Capital Management, Inc.

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This brochure provides information about the qualifications and business practices of Parsons Capital Management, Inc. If you have any questions about the contents of this brochure, please contact Peter M. Hunt, Chief Compliance Officer, at (401) 521-2440. 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.

Parsons Capital Management, Inc. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information from which you can make a determination to hire or retain an adviser.

Additional information about Parsons Capital Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

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 we provide to clients as required by SEC Rules. This brochure dated December 31, 2010 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 section of the brochure will discuss only specific material changes that are made to the brochure and provide clients with a summary of such changes. We will reference the date of our last annual update of our brochure and provide you with a new brochure as necessary.

Currently, our brochure may be requested by contacting Peter M. Hunt, Chief Compliance Officer at (401) 521-2440 or peter@parcap.com.

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Item 4 – Advisory Business

Advisory Firm

Parsons Capital Management, Inc. (PCM) is an independently owned SEC registered investment advisor. The firm was founded in 1993 and is headquartered in Providence, Rhode Island. The firm maintains a satellite office in Mystic, Connecticut. J. Geddes Parsons, President, and Robert W. Parsons, Vice President are the founding partners of the firm. Peter M. Hunt, Treasurer and Chief Compliance Officer, joined the firm in 1994.

Investment Management and Advisory Services

Parsons Capital Management, Inc. provides investment advisory and investment management services, consulting services and financial planning services to its clients.

In investment management services, PCM consults with each client in order to define the client's financial and investment objectives. When necessary, PCM will consult with a client's outside advisers such as attorneys and accountants in order to assist in defining these objectives. During this process, PCM will assist the client in determining their income or principal needs, investment time horizon, specific investment limitations, tax circumstances and tolerance for risk. After the objectives are determined, PCM will work with clients to plan and implement a specific investment program and strategy tailored to that individual client.

PCM manages investment portfolios that may comprise domestic and international stocks, preferred stocks, and convertible securities; government and agency bonds, sovereign debt issues, tax-exempt bonds, corporate bonds, exchange traded funds, mutual funds, master limited partnerships, limited partnerships and money market funds.

Upon the request of a client, assets managed by PCM may be coordinated with assets not managed by PCM. These assets may include but are not limited to: 401k plans, 529 plans, trust accounts, defined benefit plans, and deferred compensation plans. By monitoring the outside assets of a client, PCM helps maintain consistent and productive strategies for investment portfolios, helping to achieve the client's long-term goals and objectives.

In addition, PCM sometimes provides advice to clients not specifically related to investments. This advice may include matters relating to financial planning, tax issues, or estate planning.

Further, PCM may engage in consulting services related to portfolio asset allocation, portfolio evaluation or security analysis. On occasion, PCM has been asked to provide services as expert witnesses in a legal action.

Finally, PCM offers financial planning services with an in-depth evaluation and analysis of clients' current financial picture.

As of December 31, 2010 PCM managed 1,136 discretionary accounts with a market value of \$823,177,279 and 15 non-discretionary accounts with a market value of \$14,891,068.

Item 5 – Fees and Compensation

Investment Management Fee Schedule

The basic fee schedule for Investment Management Services is as follows:

- 1.00% per year up to \$3 million
- 0.80% per year for amounts over \$3 million
- 0.80% per year for charitable accounts

Variations from this fee schedule are offered relative to the size of a portfolio or its composition.

Most fees are calculated based on the value of a portfolio at the close of each calendar quarter and are charged in arrears. It is standard practice to charge the fee directly to the client's account; however, if the client would like to be billed directly for fees incurred, they have that option. An account may be terminated at any time by written or oral notification. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

Historically, some portfolios have been charged on a monthly basis and can retain that schedule. Securities which are not publicly traded are valued at cost unless otherwise agreed to.

PCM's fees may be negotiable depending on a client's unique situation – such as the size of the aggregate total relationship, family holdings, low cost basis securities, fixed

income holdings, certain passively managed investments and pre-existing relationships with clients. Certain clients may pay more or less than others depending on the amount of assets, type of account, the time involved, the degree of responsibility assumed, the complexity of the engagement, special skills needed, and knowledge of the client's financial situation.

PCM's fees do not include certain charges imposed by third-parties which may include the following: custodial fees; brokerage commissions; platform fees or fees paid to sub advisors; mutual fund or money market management fees; 12b-1 fees and sub transfer fees; administrative expenses; mutual fund transaction fees; IRA and qualified retirement plan fees and other charges required by law.

Consulting Services

PCM may provide consulting services including analysis of portfolios held outside PCM, security analysis, financial planning, or expert witness services.

Fees for Consulting Services may be charged on an hourly basis (ranging from \$100 to \$500 per hour) or on a fixed fee basis (ranging from \$1,000 to \$20,000). Consulting fees are generally paid in arrears when all work is complete.

Financial Planning

The standard fee for financial planning services ranges from \$450 to \$1,000 depending on the size of the assets and complexity of the issues involved.

Custody, Payment of Compensation, and Trusteeship

Client assets will be held in the custody of a bank, trust company, custodian or brokerage firm agreed upon by the client and PCM. The custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to PCM. Though PCM will assist the client in establishing and maintaining accounts at the custodian, PCM shall have no responsibility or liability with respect to custodial arrangements or the acts, omissions or other conduct of the custodian.

The client generally authorizes PCM to debit fees directly from the client's account at the custodian, except for those clients who choose the option to be billed directly. For client accounts that receive quarterly reports, PCM sends a copy of the invoice to the client stating the amount of the fee, the value of the client's assets on which the fee was based, and

the specific manner in which the fee was calculated. Clients who have their fees taken out monthly do not receive copies of invoices.

PCM officers and employees may act as trustee(s) for trusts of clients and non-clients. If a PCM officer or employee acts as a trustee for non-client accounts, a trustee fee may be charged to that trust.

Neither PCM nor any management person at PCM receives any compensation for the sale of securities or other products.

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

PCM does not use any performance-based fees. PCM does not participate in side-by-side management.

Item 7 – Types of Clients

PCM provides investment management services to high net worth individuals, qualified retirement plans, corporate pension and profit-sharing plans, charitable institutions, endowments, trusts, estates, foundations, and corporations.

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

Sound portfolio management is the result of investment management experience gathered over numerous market cycles, an in-depth analysis of the current securities markets, and a thorough understanding of the financial needs and risk tolerance of our clients. Our objective is to construct unique portfolios structured to meet the individual goals and objectives of each client. After evaluating the income and principal needs, time horizon, tax issues and risk tolerance of each client as well as reviewing the historical relationship between asset classes, their potential returns and risks, we recommend appropriate asset class targets and manage the portfolio within specific ranges around those targets.

All of our portfolio managers share in the investment process. The cornerstone of our investment process is research – fundamental, quantitative and technical. We use an array of digital and printed media from well-respected global research institutions to supplement our

in-house economic and market outlooks. Our research is reinforced with direct contacts with company management and top-rated industry analysts.

We use a disciplined investment approach to strategically allocate assets among cash equivalents, fixed income securities, common stocks and, where appropriate, alternative investments.

Our equity selection process is focused on the long term and blends earnings-driven growth forecasts with quantitative value screens from a broad universe of large, mid and small capitalization stocks, both domestic and international.

Our fixed-income selection process may utilize either an active or passive investment style. From interest rate anticipation to sector weighting, we strive to build high quality bond portfolios to meet our clients' total return objectives.

Investing in common stocks can expose one to certain risks. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different sectors of the market can react differently to these developments.

Foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, regulatory, market, economic, or currency developments and can perform differently from the U.S. market.

The value of an individual security or a particular type of security can be more volatile than, and can perform differently from, the market as a whole.

Investing in fixed income securities also carries certain security and market risks. Generally, the risk associated with a specific bond is relative to its type (government, corporate, municipal, etc.), sector of the economy (financial, industrial), quality of the issuer, coupon, price, and length to maturity. In addition, there are fixed income market risks including but not limited to the level and direction of interest rates, political trends, monetary policy, fiscal policy, and currency factors.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PCM or the integrity of PCM's management.

Neither PCM nor any manager or employee of PCM has been involved in any legal or disciplinary actions.

Item 10 – Other Financial Industry Activities and Affiliations

Neither PCM nor any management person at PCM is registered or has an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, or a commodities trading advisor.

Neither PCM nor any management person at PCM has any relationship or arrangement that is material to our advisory business with any broker-dealer, investment company, other investment advisor, commodity fund, hedge fund, bank, accounting firm, law firm, pension consultant, real estate broker, or sponsor of a limited partnership.

Neither PCM nor any management person at PCM recommends or selects other investment advisors for our clients and receives compensation for such recommendations.

Item 11 – Code of Ethics

Code of Ethics

PCM is a fiduciary and therefore has the responsibility to render professional, continuous, and unbiased investment advice. Fiduciaries owe their clients a duty of honesty, good faith, and fair dealing. As a fiduciary, PCM must act at all times in the client's best interest and must avoid or disclose any conflicts of interest. PCM employees are required to comply with a Code of Ethics. The Code contains provisions necessary to deter misconduct and conflicts of interest and to detect any violation. The Code's key provisions include:

- Statement of General Principles
- Policy on Personal Securities Transactions and Reporting
- Policy on IPO's and Private Placements
- Code of Conduct
- Insider Trading
- Annual Acknowledgements

Failure to comply with the requirements of the Code of Ethics may result in disciplinary action, including termination of employment. PCM will provide a copy of its Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

With respect to the purchase and sale of securities, PCM requires that its employees never knowingly purchase or sell securities, directly or indirectly, for themselves in any way or at any time that could be detrimental to any client. No employee shall receive a more favorable price on the same day that a client trades in the same security. However, transactions in stocks which possess a high degree of liquidity on a regular basis and logically could not be impacted by the transactions of an employee, are exempt from this one day policy. Specifically, a stock that trades an average of one-half million (500,000) shares or more per day for 3 consecutive months, or in the case of any stock that trades below \$5.00 per share, the average daily volume over the past 3 months should be greater than two million (2,000,000) shares, as determined by our quote system, will be exempt from this one day policy.

On a quarterly basis, all securities trading by PCM managers and employees in personal or family accounts are reviewed by the Chief Compliance Officer.

Principal or Agency Cross Transactions

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

PCM does not engage in any principal or agency cross security transactions for client accounts. Further, PCM does not engage in cross trades between client accounts. PCM is not registered as a broker-dealer.

Item 12 – Brokerage Practices

Investment or Brokerage Discretion

For discretionary accounts, PCM retains full authority to select securities to be bought and sold and the amount of securities to be bought and sold. While there are no specific limits on this authority, PCM endeavors to meet the clients' goals by taking into account the

investment objectives and risk parameters of that account which has been discussed with and approved by the respective client.

If necessary, PCM will accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on an account must be presented to PCM in writing.

Securities transactions for accounts managed by PCM are executed by brokers whom PCM deems to be well established and financially sound. The criteria utilized in the selection of brokers for effecting securities transactions are the experience and skill of the firm's securities traders, the financial responsibility, administrative efficiency and breadth of services rendered and the value, in PCM's opinion, of research services provided with respect to the transaction to be executed and with respect to PCM's overall perspective of the securities market. From time to time clients may pay commissions higher than those obtainable from other brokers in return for research services or custodial services. Investment research furnished by brokers may be used in servicing all accounts and may not necessarily be used in connection with only those accounts that paid commissions to the broker providing the research.

Brokerage Selection and Commissions

Clients shall have the right to direct PCM in writing to use a particular broker/dealer to execute some or all transactions for client's account. In that case, the client will negotiate terms and arrangements with that broker/dealer. As a result, the client may pay higher commissions or other transaction costs.

Soft Dollar Policy

Securities transactions initiated by PCM will generate commissions collected by the brokerage house selected to execute the transaction. A portion of this commission business is directed to brokerage firms that provide research to PCM. This research is used to assist the managers of PCM in making investment decisions.

Another portion of the commission business that is created by PCM trades is directed to our primary custodians, Merrill Lynch and Fidelity Investments, in the format known as "soft dollars." Both Merrill Lynch and Fidelity maintain "soft dollar" accounts for PCM whereby the custodian pays for certain investment related expenses (e.g. Bloomberg, Baseline, Advent) in exchange for a certain amount of brokerage commissions. In part, these soft dollars are used to pay for a portion of the custody expenses of Merrill Lynch and Fidelity Investments to PCM.

The use of soft dollars can present a conflict as to the appropriateness of use and the amount of the commissions involved. PCM maintains a strict soft dollar policy and reviews this policy on an annual basis.

Item 13 – Review of Accounts

Review of Accounts

Client investment accounts are formally reviewed on at least a quarterly basis. Each individual portfolio manager is responsible for reviewing the investment accounts under his/her management. In addition, reviews may be triggered by capital additions or withdrawals, changes in market outlook or investment strategy, or the sale or purchase of a security.

Reviewers include J. Geddes Parsons – President and Managing Director; Robert W. Parsons – Vice President, Secretary and Managing Director; Peter M. Hunt – Treasurer and Managing Director; Edwin G. Fischer, Jr. – Investment Advisor; David von Hemert – Managing Director; Ruth K. Mullen – Managing Director; John H. Mullen – Investment Advisor; John B. Trevor, IV – Investment Advisor

The reviewers have responsibility for portfolio management and account maintenance. This includes communication with clients and their tax advisers, asset allocation, portfolio management and selection of individual securities.

In addition, PCM clients receive quarterly reports from PCM. These quarterly reports typically include a portfolio evaluation, a fee calculation invoice (except for portfolios that pay fees monthly), an economic and market outlook, and a letter from the portfolio manager.

Most custodians send trade confirmations from the broker executing trades for the client's account. PCM receives or has access to client statements generated by the custodian.

Item 14 – Client Referrals and Other Compensation

Neither PCM nor any management person at PCM engages the services or compensates any outside advisers for providing advice or advisory services to PCM clients. PCM does not engage the services or compensate any person for client referrals.

Item 15 – Custody

PCM does not offer physical custody of assets. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. PCM urges clients to carefully review such statements and compare official custodian records to the account statements that are provided by PCM. Our statements may vary from custodian statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

In situations where PCM acts as a trustee or co-trustee and therefore has the authority to make distributions from accounts, PCM is deemed to have custody of those assets. For these accounts, PCM engages the services of an outside accounting firm to perform an annual surprise audit.

Item 16 – Investment Discretion

PCM usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

Specific investment limitations and restrictions must be provided to PCM in writing.

Item 17 – Voting Client Securities

Proxy Voting

PCM does not vote proxies for its clients and recommends that clients individually exercise their right to vote. Some clients request not to receive company-related material which includes proxy statements and this material is sent directly to PCM. Proxy material that is sent directly to PCM at the clients' request will not be voted by PCM; proxy materials will be discarded. Every client who elects to have proxy material sent to PCM must acknowledge this policy in writing.

Item 18 – Financial Information

The balance sheet attached presents fairly, in all material respects, the assets and liabilities of PCM as of December 31, 2010 and 2009 in conformity with accounting principles generally accepted in the United States of America.

PCM 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.

PARSONS CAPITAL MANAGEMENT, INC.

BALANCE SHEETS
December 31, 2010 and 2009

| ASSETS | 2010 | 2009 |
|--|---------------------|---------------------|
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 558,001 | \$ 291,847 |
| Fees receivable | 996,506 | 883,502 |
| Prepaid expenses | - | 5,726 |
| Total current assets | <u>1,554,507</u> | <u>1,181,075</u> |
| EQUIPMENT | | |
| Office equipment | 125,561 | 114,759 |
| Furniture and fixtures | 109,157 | 108,176 |
| Leasehold improvements | 7,812 | 6,912 |
| | <u>242,530</u> | <u>229,847</u> |
| Less accumulated depreciation | <u>(180,787)</u> | <u>(160,586)</u> |
| | <u>61,743</u> | <u>69,261</u> |
| OTHER ASSETS | | |
| Deposits | 820 | - |
| Investments | 35,675 | 30,650 |
| | <u>36,495</u> | <u>30,650</u> |
| | <u>\$ 1,652,745</u> | <u>\$ 1,280,986</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Cash overdraft | \$ - | \$ 27,648 |
| Accounts payable | 201,104 | - |
| Accrued expenses | 1,199 | 1,966 |
| Total current liabilities | <u>202,303</u> | <u>29,614</u> |
| STOCKHOLDERS' EQUITY | | |
| Common stock, \$1 par value; authorized 8,000 shares; issued and outstanding 1,110 shares | 1,110 | 1,110 |
| Additional paid-in capital | 160,890 | 160,890 |
| Retained earnings | 1,258,359 | 1,069,909 |
| Accumulated other comprehensive income | 30,083 | 19,463 |
| | <u>1,450,442</u> | <u>1,251,372</u> |
| | <u>\$ 1,652,745</u> | <u>\$ 1,280,986</u> |

See Notes to Financial Statements