

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Terry Asset Management, LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
2 Boar's Head Place	Charlottesville	VA	22903	(434) 296-7266

This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV	Applicant	SEC File Number	Date
Part II - Page 2	Terry Asset Management, LLC	801-	9/24/01

1	A	Advisory Services and Fees. (check the applicable boxes)	For each type of service provided, state the approximate % of total advisory billings from that service (See instruction below)	
		Applicant:		
	<input checked="" type="checkbox"/>	(1) Provides investment supervisory services		100%
	<input type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services		0%
	<input type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above		0%
	<input type="checkbox"/>	(4) Issues periodicals about securities by subscription		0%
	<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above		0%
	<input type="checkbox"/>	(6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities		0%
	<input type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities		0%
	<input type="checkbox"/>	(8) Provides a timing service		0%
	<input type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above		0%
		(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)		
	B	Does applicant call any of the services it checked above financial planning or some similar term?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
	C	Applicant offers investment advisory services for: (check all that apply)		
	<input checked="" type="checkbox"/>	(1) A percentage of assets under management	<input type="checkbox"/>	(4) Subscription fees
	<input type="checkbox"/>	(2) Hourly charges	<input type="checkbox"/>	(5) Commissions
	<input checked="" type="checkbox"/>	(3) Fixed fees (not including subscription fees)	<input type="checkbox"/>	(6) Other
	D	For each checked box in A above, describe on Schedule F		
		<ul style="list-style-type: none">the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a feeapplicant's basic fee schedule, how fees are charged and whether its fees are negotiablewhen compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date		
2	Types of clients	- Applicant generally provides investment advice to: (check those that apply)		
	<input checked="" type="checkbox"/>	A Individuals	<input checked="" type="checkbox"/>	E Trusts, estates, or charitable organizations
	<input type="checkbox"/>	B Banks or thrift institutions	<input type="checkbox"/>	F Corporations or business entities other than those listed above
	<input type="checkbox"/>	C Investment companies	<input type="checkbox"/>	G Other (describe on Schedule F)
	<input checked="" type="checkbox"/>	D Pension and profit sharing plans		

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Terry Asset Management, LLC

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3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A Equity securities | <input checked="" type="checkbox"/> H United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E Certificates of deposit | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| G. Investment company securities | <input type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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5 Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

YesNo

☐☒

(If yes, describe these standards on Schedule F.)

6 Education and Business Background.

For

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions

On Schedule F, give the

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7 Other Business Activities. (check those that apply)

☐ A Applicant is actively engaged in a business other than giving investment advice

☐ B Applicant sells products or services other than investment advice to clients

☐ C The principal business of applicant or its principal executive officers involves something other than providing investment advice

(For each checked box describe the other activities, including the time spent on them, on Schedule F)

8 Other Financial Industry Activities or Affiliations. (check those that apply)

☐ A Applicant is registered (or has an application pending) as a securities broker-dealer

☐ B Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.

C Applicant has arrangements that are material to its advisory business or its clients with a related person who is a

☐ (1) broker-dealer

☐ (7) accounting firm

☐ (2) investment company

☐ (8) law firm

☐ (3) other investment adviser

☐ (9) insurance company or agency

☐ (4) financial planning firm

☐ (10) pension consultant

☐ (5) commodity pool operator, commodity trading adviser or futures commission merchant

☐ (11) real estate broker or dealer

☐ (6) banking or thrift institution

☐ (12) entity that creates or packages limited partnerships

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements)

D Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?

YesNo

☐☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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9 Participation or Interest in Client Transactions.

Applicant or a related person (check those that apply)

- ☐ A
- As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B
- As broker or agent effects securities transactions for compensation for any client.
- ☐ C
- As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D
- Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E
- Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions)

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☐ ☒

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A Describe below the reviews and reviewers of the accounts. For reviews, include their frequency, different levels, and triggering factors For reviewers, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each

See Item 11.A. on Schedule F.

B Describe below the nature and frequency of regular reports to clients on their accounts

See Item 11.B. on Schedule F.

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12 Investment or Brokerage Discretion.

A	Does applicant or any related person have authority to determine, without obtaining specific client consent, the	Yes	No
	(1) securities to be bought or sold?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	(2) amount of the securities to be bought or sold?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	(3) broker or dealer to be used?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	(4) commission rates paid?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

B	Does applicant or a related person suggest brokers to clients?	Yes	No
		<input checked="" type="checkbox"/>	<input type="checkbox"/>

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it, and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received

13 Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:			
A	is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?	Yes	No
		<input type="checkbox"/>	<input checked="" type="checkbox"/>
B	directly or indirectly compensates any person for client referrals?	Yes	No
		<input type="checkbox"/>	<input checked="" type="checkbox"/>

(For each yes, describe the arrangements on Schedule F.)

14 Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant

- has custody of client funds or securities; or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- | | | |
|--|--------------------------|-------------------------------------|
| Has applicant provided a Schedule G balance sheet? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule F of
Form ADV

Continuation Sheet for Form ADV Part II

Applicant:

SEC File Number

Date

Terry Asset Management, LLC

10/29/01

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1 Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Terry Asset Management, LLC

IRS Empl Ident No

Item of Form (identify)	Answer
1.D.	<p>Advisory Services and Fees</p> <p><u>Services provided.</u> Applicant furnishes investment advisory services to clients, defined as the giving of continuous advice to clients as to the investment of assets on the basis of individual needs of each client. Services are provided on a discretionary basis, although Applicant may consider a nondiscretionary arrangement under certain circumstances.</p> <p>Prior to opening an account, a prospective investor will be asked to complete a questionnaire ("client profile") to assist Applicant in determining the investor's investment goals and objectives and tolerance for risk. Based on the results of the questionnaire and other information provided by the prospective investor, Applicant or its principal will make a preliminary recommendation as to whether the investor should establish an account with Applicant.</p> <p>The preliminary recommendation, and the client's selection of an investment strategy, will be subject to confirmation by Applicant's principle. Once an investor has selected an investment strategy, Applicant will invest the client's account assets and manage on an ongoing basis the client's account assets based on the investment strategy that the client has selected. An appropriate representative of Applicant will be available during normal business hours to answer any client questions, including assisting clients concerning any changes in clients' financial circumstances or goals.</p> <p>Investment advice and portfolio decisions are based primarily upon judgment and experience after analyzing available information. Applicant considers and uses a wide variety of publicly available market and economic information and factors to make investment decisions. This information is derived from many sources, including financial newspapers and magazines, research materials prepared by others, corporate rating services, press releases and publicly available filings with government and regulatory agencies.</p> <p>Where Applicant has discretionary authority for an account, Applicant's principle will make all investment decisions for the account and, when he deems appropriate and without prior consultation with the client, buy, sell, exchange, convert, and otherwise trade in any stocks, bonds, other securities, and other financial instruments, subject to any written investment guidelines and/or restrictions as the client may from time to time deliver to Applicant. In addition, such authority will allow Applicant to exercise whatever powers the client may possess with respect to any of the assets in the account, as the Applicant deems necessary and appropriate in the management of the account.</p> <p>Applicant does not act as custodian for any client accounts. Rather, the client appoints a custodian to have possession of the assets of the account, to settle transactions for the account, and to accept instructions from Applicant regarding the assets in the account. In addition, the custodian notifies Applicant of additions to or withdrawals from the account. The client is responsible for the acts of the custodian and all direct expenses to the account, such as custodial fees, brokerage expenses, etc.</p> <p><u>Fees.</u> Fees are based on assets under management. They are calculated and charged on a prorated basis quarterly in arrears. Applicant will receive an annual management fee equal to .70% of assets under management.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Terry Asset Management, LLC		10/29/01

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Terry Asset Management, LLC	IRS Empl. Ident. No.
Item of Form (Identify)	Answer	
	Fees are negotiable. Compensation is not payable before service is provided and fees for any period less than a full quarter will be prorated on a daily basis	
6	Education and Business Background <u>Michael W. Terry</u> Business Background: Terry Asset Management, LLC, Principal (August 2001 – Present), Bayston Capital Management, Assistant (January 1998 – June 2001); University of Virginia, Student (June 1997 – January 1998), Unemployed (June 1996 – June 1997) Educational Background: University of Virginia, B.A. (Classics, with a specialization in Ancient Greece), 1986; Washington & Lee University School of Law, J.D., 1989; Georgetown University Law Center, LL.M, 1991 Date of Birth: July 24, 1963.	
9.E	Participation or Interest in Client Transactions Occasionally, Applicant and/or its principal may own securities in which Applicant's clients have a position. Trading for clients will be executed first after which time Applicant and/or its principal may trade in their own accounts. This practice applies to both purchases and sales. It is recognized that after initial positions are taken for both clients and Applicant and/or its principal, there may be additional trading when positions are adjusted or executions are done for new accounts. Applicant has suitability standards for recommending investments to its clients to prevent potential conflicts of interest from influencing an investment recommendation.	
11.A	Review of Accounts Applicant's Principal, Mr. Terry regularly reviews each account's portfolio based upon, among other factors, the account's investment objective, client guidelines, market conditions and changes in the client's financial status communicated by the client. Mr. Terry reviews each account's portfolio transactions to ensure the accurate input of securities transactions, deposits and withdrawals. Certain account activities are reviewed daily, such as securities trades, deposits and withdrawals. Other account activities including the issuance of client account statements are reviewed monthly. Factors that may trigger adjustments to accounts could include changes in the following: fundamentals, technicals; position to total assets; client objectives; direct client transactions. The criteria are applied to all reviews. There are no different levels of reviews.	
11.B	Applicant or a broker-dealer will mail account statements to clients monthly, unless the client designates more frequent statements. Applicant will mail a quarterly accounting of holdings and total market value. In addition, clients receive confirmation statements with written confirmation of every order executed for their account from the broker-dealer or other custodian maintaining custody of the clients' assets.	
Complete amended pages in full, circle amended items and file with execution page (page 1)		

Schedule F of
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Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number	Date
Terry Asset Management, LLC		10/29/01

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Full name of applicant exactly as stated in Item 1A of Part I of Form ADV		IRS Empl. Ident. No.
Terry Asset Management, LLC		
Item of Form (Identify)	Answer	
12.A.B.	<p>Investment or Brokerage Discretion</p> <p>In those accounts where Applicant assumes discretionary authority, the only limitation on Applicant's authority will be those limitations set forth in a client's investment policy.</p> <p>So long as Applicant obtains the best executions and the commissions paid are reasonable in relation to the value of the brokerage and other services for the account, Applicant may cause a broker or dealer to be paid commissions in excess of those that another broker or dealer would charge. Applicant may in certain instances authorize the payment of specified increased brokerage commissions in return for certain research services from the broker, provided the requirements of Section 28(e) of the Securities Exchange Act of 1934 are met. Research obtained under this provision will be used to service all of Applicant's accounts.</p> <p>A client may, by written notice to Applicant, direct that transactions for his or her account to be placed with specific brokers, dealers, or banks; provided, however, that for accounts subject to the Employee Retirement Investments Securities Act, a client must agree to indemnify and hold Applicant harmless from all liability and costs asserted or incurred by reason of Applicant's good faith compliance with such a directive. For client directed relationships, Applicant has no authority over commission rates. Applicant will monitor for best execution and alert the client if it appears that unreasonable charges are being incurred.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).