

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Marsh Asset Management, LLC

Address: (Number and Street)

3716 106th Ave. N.

(City)

Clearwater

(State)

FL

(Zip Code)

33762

Area Code: Telephone Number:

(727) 540-0600

**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**Part II - Page 2**

Applicant:

Marsh Asset Management, LLC

SEC File Number:

801-N/A

Date:

02/08/2010**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. **EST**
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|---------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>50%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u> </u> % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>20%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u> </u> % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u> </u> % |
| <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 | <u> </u> % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>20%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u> </u> % |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>10%</u> |

(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 checked="" type="checkbox"/> | No <input 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 checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when 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 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).

FORM ADV**Part II - Page 3**

Applicant:

Marsh Asset Management, LLC

SEC File Number:

801- **N/A**

Date:

02/08/2010**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 | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <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 checked="" type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

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

- | | |
|--|--|
| (1) <input 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 type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" 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 type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input 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).

FORM ADV**Part II - Page 4**

Applicant:

Marsh Asset Management, LLC

SEC File Number:

801-N/A

Date:

02/08/2010**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?

Yes No
☐ ☒

(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 | • formal education after high school |
| • year of birth | • 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:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (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?.....

Yes No
☐ ☒

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

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

FORM ADV**Part II - Page 5**

Applicant:

Marsh Asset Management, LLC

SEC File Number:

801- **N/A**

Date:

02/08/2010**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.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 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
<input checked="" type="checkbox"/>	<input type="checkbox"/>

(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.

Refer to Schedule F, Item 11.A.

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

Refer to Schedule F, Item 11.B.

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

FORM ADV**Part II - Page 6**

Applicant:

Marsh Asset Management, LLC

SEC File Number:

801-N/A

Date:

02/08/2010**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

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

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(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 unless applicant is registered or registering only with the Securities and Exchange Commission; 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

☐ ☒**Answer all items. 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:

Marsh Asset Management, LLC

SEC File Number:

801-

Date:

02/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Marsh Asset Management, LLC		IRS Empl. Ident.No.: Available Upon Request
Item of Form (identify)	Answer	
Item 1.D.	<p>ADVISORY SERVICES AND FEES</p> <p>Marsh Asset Management, LLC (hereinafter "MAM" or the "Firm") offers investment advisory services to individuals, trusts, estates, charitable organizations, corporations, and other business entities. The Firm's services and fee arrangements are described in the following pages.</p> <p>MAM is a limited liability company formed under the laws of the state of Florida. This Schedule F narrative provides Clients with information regarding MAM and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory Client of MAM.</p> <p>Please contact Suzanne D. Marsh, Managing Member/Chief Compliance Officer, if you have any questions about this Schedule F narrative. Additional information about MAM is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for MAM is 151206.</p> <p>Financial Planning Services</p> <p>The Firm offers broad-based, modular, and consultative financial planning services. Broad-based financial planning services will typically involve providing a variety of services, principally advisory in nature, to Clients regarding the management of their financial resources based upon an analysis of their individual needs. An Investment Adviser Representative (IAR) of the Firm will first conduct a complimentary initial consultation. After the initial consultation, if the Client decides to engage the Firm for financial planning services, an IAR will conduct a follow up meeting, or series of meetings and discussions, during which pertinent information about the Client's financial circumstances and objectives is collected. Once such information has been reviewed and analyzed, a written financial plan – designed to achieve the Clients' stated financial goals and objectives – will be produced and presented to the Client. The primary objective of this process is to allow the Firm to assist the Client in developing a strategy for the successful management of income, assets and liabilities in meeting the Client's financial goals and objectives. For Clients who only require advice on a single aspect of their finances, the Firm offers modular financial planning/general consulting services.</p> <p>The Firm charges an hourly fee of \$400 per hour for Financial Planning Services. The total fee to the Client will be based on the estimated number of hours to complete the services and will take into consideration the complexity and scope of the plan. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances the cost/time could potentially exceed the initial estimate. In such cases, the Firm will notify the Client and may request that the Client approve the additional fee. The Firm requires that 50% of the fee be paid in advance, with the remaining portion due upon completion of the services rendered. Under no circumstances will the Firm require prepayment of a fee more than six months in advance and in excess of \$500.</p> <p>Financial plans are based on the Client's financial situation at the time the plan is presented and on financial information provided by the Client to the Firm. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. The Firm cannot offer any guarantees or promises that the Client's financial goals and objectives will be met. As the Client's financial situation, goals, objectives, or needs change, the Client must notify the Firm promptly.</p>	

Answer all items. 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:
Marsh Asset Management, LLC	801-	02/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Marsh Asset Management, LLC		IRS Empl. Ident.No.: Available Upon Request
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>The Client is under no obligation to act on the Firm's financial planning recommendations. Moreover, if the Client elects to act on any of the recommendations, the Client is under no obligation to implement the financial plan through the Firm.</p> <p>The Client may terminate the agreement within five business days of the date of acceptance without penalty. After this five-day period, either party may terminate the agreement upon written notice to the other party. Any pre-paid unearned fees will be refunded to Client on a pro rata basis. The Client will incur a pro rata charge for financial planning and/or consulting services rendered prior to such termination.</p> <p>Portfolio Management Services</p> <p>The Firm provides discretionary and non-discretionary portfolio management services where the investment advice provided is tailored to meet the needs and investment objectives of the Client. Subject to any written guidelines, which the Client may provide, the Firm will be granted discretion and authority to manage the account. Accordingly, the Firm is authorized to perform various functions, at the Client's expense, without further approval from the Client. Such functions include the determination of securities and amount of securities to be purchased/sold, the broker/dealer to be used, and the commission rate to be paid. Once the portfolio is constructed, the Firm provides ongoing supervision and rebalancing of the portfolio as changes in market conditions and Client circumstances may require. Where the Firm enters into non-discretionary arrangements with Clients, the Firm will obtain Client approval prior to the execution of transactions.</p> <p>The Firm charges an annualized fee of 2% of the value of assets under management for Portfolio Management Services. Fees are billed and payable quarterly in advance based on the value of the Client's account on the last day of the previous quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter.</p> <p>The Firm requires a minimum account size of \$100,000 to open and maintain a portfolio management account. In its sole discretion, the Firm may waive or lower such minimum. Also at its discretion, the Firm may allow accounts of members of the same household to be aggregated for purposes of meeting the account minimum. The Firm may allow such aggregation, for example, where the Firm services accounts on behalf of minor children of current Clients, individual and joint accounts for a spouse, and other types of related accounts.</p> <p>Payment of advisory fees will be made by the qualified custodian holding the Client's funds and securities provided that the following requirements are met:</p> <ul style="list-style-type: none"> • The Client provides written authorization permitting the fees to be paid directly from the Client's account held by the custodian. The Firm does not have access to Client funds for payment of fees without Client consent in writing. • The Firm sends the Client an invoice showing the amount of the fee, the value of the assets on which the fee is based, and the specific manner in which the fee was calculated. • The custodian agrees to send the client a statement, at least quarterly, indicating all amounts dispersed from the account including the amount of the advisory fee paid directly to the Firm. <p>The Client is encouraged to review all account statements for accuracy. The Firm will have access to a duplicate copy of the statement delivered to the Client.</p>	
Answer all items. 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:
Marsh Asset Management, LLC	801-	02/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Marsh Asset Management, LLC		IRS Empl. Ident.No.: Available Upon Request
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>The Client may terminate the agreement within five business days of the date of acceptance without penalty. After this five-day period, either party may terminate the agreement upon 30-day written notice to the other party. Any pre-paid unearned fees will be refunded to Client on a pro rata basis. The Client will incur a pro rata charge for services rendered prior to such termination.</p> <p>Selection of Other Advisers</p> <p>The Firm may recommend that Clients utilize the services of a third party investment adviser ("TPA") to manage a portion of, or their entire portfolio. After gathering information about the Client's financial situation and objectives, an IAR of the Firm will make recommendations regarding the suitability of a TPA or investment program based on, but not limited to, performance, methods of analysis and fees of the TPA, the Client's financial needs, investment goals, tolerance for risk, and investment objectives. The Firm will periodically monitor the performance of the TPA(s) to ensure their performance and investment style remains aligned with the investment goals and objectives of the Client.</p> <p>The Firm may share in the advisory fees charged by the TPA. Fees paid by the Client to the TPA are established and payable in accordance with the Form ADV Part II or other equivalent disclosure document provided by each TPA to whom the Client is referred and these fees may or may not be negotiable. Such compensation may differ depending upon the individual agreement the Firm has with each TPA. As such, the Firm or its IARs may have an incentive to recommend one TPA over another TPA with whom it has less favorable compensation arrangements or other advisory programs offered by TPAs with which it has no compensation arrangements. In addition, if the investment program recommended to a Client is a wrap fee program, the Client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program.</p> <p>Clients may be required to sign an agreement directly with the TPA(s) selected. The Client, the Firm or the TPA, in accordance with the provisions of those agreements, may terminate the advisory relationship. If the TPA is compensated in advance, the Client will typically receive a pro rata refund of any prepaid advisory fees upon termination of an advisory agreement.</p> <p><i>General Information on Advisory Services and Fees</i></p> <p>MAM does not represent, warrant, or imply that the services or methods of analysis employed by the Firm can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or declines.</p> <p>Advice offered by MAM may involve investments in mutual funds, exchange traded funds, and other investment products that charge additional fees. Clients are hereby advised that all fees paid to MAM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. MAM's fees are also separate and distinct from fees charged by exchange traded funds and other investment products. Further, there may be transaction charges involved with purchasing or selling of securities. MAM does not share in any portion of the custodial fees/brokerage fees/transaction charges imposed by the custodian holding the Client funds or securities. The Client should review all fees charged by mutual funds, MAM, and others to fully understand the total amount of fees to be paid by the Client.</p>	

Answer all items. 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:

Marsh Asset Management, LLC

SEC File Number:

801-

Date:

02/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Marsh Asset Management, LLC		IRS Empl. Ident.No.: Available Upon Request
Item of Form (identify)	Answer	
Item 3.L.	TYPES OF INVESTMENTS MAM may also provide advice on any type of investment held in a Client's portfolio at the time of review. In addition, MAM reserves the right to advise Clients on any other type of investment that it deems appropriate based on the Client's stated goals and objectives.	
Item 6.	EDUCATION AND BUSINESS BACKGROUND Suzanne D. Marsh <i>Year of Birth:</i> 1965 <i>Formal Education after High School</i> <ul style="list-style-type: none">Florida State University, B.A., Business, 1988.St. Mary's College, A.A., 1985. <i>Business Background for the Previous Five Years:</i> <ul style="list-style-type: none">Marsh Asset Management, LLC, Managing Member/Chief Compliance Officer, 08/2006 to Present.A.G. Edwards & Sons, Inc., Financial Advisor, 12/2004 – 08/2006.Raymond James & Associates, Inc., Financial Advisor, 10/2001 – 12/2004.	
Item 7.C.	OTHER BUSINESS ACTIVITIES Suzanne D. Marsh, Managing Member of Marsh Asset Management, LLC, is a licensed insurance agent and can effect transactions in insurance products and earn commissions for these activities.	
Item 9.E.	PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS MAM has adopted a Code of Ethics, the full text of which is available to Clients and prospective Clients upon request. MAM has several goals in adopting this Code. First, the Firm desires to comply with all applicable laws and regulations governing its practice. The management of MAM has determined to set forth guidelines for professional standards under which all associated persons of MAM are to conduct themselves. MAM has set high standards, the intention of which is to protect Client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith and fair dealing with Clients. In addition, MAM maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by MAM or any person associated with the Firm. <i>Privacy Policies</i> The Firm views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act, the Firm has instituted policies and procedures to ensure that customer information is kept private and secure. The Firm does not disclose any nonpublic personal information about its customers or former customers to any non-affiliated third parties, except as permitted by law. In the course of servicing a Client's account, the Firm may share some information with its service providers, such as transfer agents, and custodians. The Firm may also share non-public information with affiliated accounting Firms and law Firm as permitted by Clients. The Firm restricts internal access to nonpublic personal information about the Client to those employees who need to know that information in order to provide products or services to the Client. As emphasized above, it has always been and will always be the Firm policy never to sell information about current or former customers or their accounts to	

Answer all items. 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:
Marsh Asset Management, LLC	801-	02/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Marsh Asset Management, LLC		IRS Empl. Ident.No.: Available Upon Request
Item of Form (identify)	Answer	
	<p>anyone. It is also the Firm's policy not to share information unless required to process a transaction, at the request of a customer, or as required by law.</p> <p>A copy of the Firm privacy policy notice will be provided to each Client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, the Firm will deliver a copy of the current privacy policy notice to its Clients on an annual basis.</p>	
Item 10.	<p>CONDITIONS FOR MANAGING ACCOUNTS</p> <p>The Firm requires a minimum account size of \$100,000 to open and maintain a portfolio management account. In its sole discretion, the Firm may waive or lower such minimum.</p>	
Item 11.A.	<p>REVIEW OF ACCOUNTS</p> <p>Suzanne D. Marsh, Managing Member of MAM, will monitor portfolio management accounts on an ongoing basis. Formal reviews will be conducted on a semi-annual or annual basis. Triggering factors that may stimulate additional reviews include, but are not limited to, life changing events, change in employment status, changes in a Client's investment objectives, income and cash flows, family status, disposition of assets, gifts or inheritances and health status. Clients are responsible for informing MAM of such triggering factors.</p>	
Item 11.B.	<p>REPORTS TO CLIENTS</p> <p>Clients will receive reports from their account custodian(s) at least quarterly.</p>	
Item 13.A.	<p>ADDITIONAL COMPENSATION</p> <p>Suzanne D. Marsh is a licensed insurance agent and can effect transactions in insurance products and earn commissions for these activities. MAM expects that Clients to whom it offers advisory services may also be Clients for whom Ms. Marsh acts as an insurance agent. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Ms. Marsh for placing the Client in insurance products. Clients to whom the firm offers advisory services are informed that they are under no obligation to use Ms. Marsh for insurance services and may use the insurance brokerage firm and agent of their choosing.</p>	

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