

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

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This "plain English" brochure of Form ADV Part 2 is required to be furnished to clients of Investment Advisers, and provides information about the qualifications and business practices of Gregory Lyle & Co. If you have any questions about the contents of this brochure, please contact us at telephone number or email address above. 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 Gregory Lyle & Co. is also available on the SEC's website at www.adviserinfo.sec.gov. The Adviser's CRD number is 113683.

Changes

Item 4: Assets under management updated on February 13, 2012

Item 4: Assets under management updated on January 8, 2013

Cover page: Address updated on May 29, 2013

Item 4: Assets under management updated on January 23, 2014

Item 4: Assets under management updated on January 12, 2015

Item 4: Assets under management updated on January 18, 2016

The following material changes were made to the company's brochure on August 23, 2016:

- Item 5: Fees and Compensation updated.
- Item 10: Other financial industry activities and affiliations updated.
- Item 12: Brokerage Practices have been updated.

The following changes were made to the company's brochure on September 2, 2016:

- Cover page: Email address changed

Item 4: Assets under management updated on February 3, 2017

The following material changes were made to the company's brochure on March 23, 2018:

- Cover page: Email address changed
- Item 4: Assets under management updated.
- Item 15: Explanation of asset movement constituting custody of client funds updated.

The following change was made to the company's brochure on March 29, 2018:

- Item 5: Fees and Compensation updated.

Item 4: Assets under management updated on February 3, 2019

Item 4: Assets under management updated on January 20, 2020

The following change was made to the company's brochure on January 4, 2021:

- Item 4: Assets under management updated
- Item 5: More detail added to fee and invoicing descriptions
- Item 11: Code of Ethics information and Privacy Policy added.
- Item 19: Adviser time devoted to other activities has been updated.

Item 4: Assets under management updated on January 16, 2022

Item 4: Assets under management updated on March 17, 2023

Item 4: Assets under management updated on March 4, 2024

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Advisory Business

Gregory Lyle & Co. was formed in February 1988 and became an investment adviser registered with the Securities and Exchange Commission from April 14, 1989 through 1995, the State of Washington from 1995 through 2020, and the Securities and Exchange Commission from 2021 to date. Gregory Lyle is the sole shareholder of the Company, and is the only individual at the Company who makes investment decisions for clients.

Use of the term Investment Counsel is restricted by law. It may not be used unless the principal business of a firm is acting as a registered investment adviser and a substantial portion of such business is the giving of continuous advice about investment of funds based on the individual needs of each client.

In order to qualify to use the term Investment Counsel, the adviser may not engage in another potentially conflicting principal business such as a broker, dealer, or insurance representative.

To furnish personalized investment advice as defined in the Investment Adviser Act, an investment adviser is required to be familiar with the total financial situation of a client. Although the adviser may manage only a portion of a client's investment assets, he must do so considering the client's total financial situation.

Personalized investment supervisory services are the only type of advisory services provided by Gregory Lyle & Co. The Company does not issue securities reports, investment periodicals, charts, graphs, formulas or other devices for evaluating securities, or provide a timing service.

A client may impose restrictions on the Company against investing in certain types of securities. Clients may also restrict selected securities held in a client account from management by the Company.

As of December 31, 2023, the Company had authority over client assets of \$181,742,604. The company's regulatory assets under management were \$162,947,077, all of which were managed on a discretionary basis.

Fees and Compensation

Gregory Lyle & Co. has a standard quarterly fee for investment advisory services of one-tenth of 1% of assets under management, plus a \$125 account fee, computed and payable quarterly in advance. Fees are negotiable, and a fixed fee is possible. Hourly or fixed rate advice is available in regard to securities not under direct management. Fees may not be increased without the client's prior written consent. Fees are fully refundable within 5 business days of advance payment, and thereafter are pro-rated for any period services are not provided.

When authorized in writing by a client, fees are payable by deduction from the client's account upon written notice to the qualified custodian listed on the invoice. If not deducted from the client's account, fees are payable semi-annually, up to six months in advance, by separate remittance. In all instances, a written invoice will be sent to the client, including the fee, the formula used to calculate the fee, the fee calculation itself, the amount of assets under management on which the fee was based (if applicable), and the name of the qualified custodian. The invoice will be sent to the client concurrent with the request for payment or payment of the advisory fees. Clients are urged to compare this information with the fees listed in the account statement. The Company complies with WAC 460-24A-106 (Additional custody requirements for an investment adviser that directly deducts fees from client accounts).

Total fees are generally comparable or less than the fees commonly payable to equity mutual funds for management, and are generally less than fees payable to other investment advisers.

Clients will incur brokerage fees for transactions in their account which will be payable directly to the broker the client has chosen. Most brokers add their brokerage fee to the purchase cost settlement, or subtract it from the sale proceeds settlement, of a transaction.

If a mutual fund is purchased for an account, the client will incur a mutual fund management fee that is subtracted from the income payable by the mutual fund. Generally, the only mutual funds purchased by the Company for clients are money market mutual funds.

The Company will not purchase mutual funds or other securities for a client on which the Company receives a commission.

Performance-Based Fees and Side-By-Side Management

Gregory Lyle & Co. does not charge performance based or "hedge fund" type fees.

Types of Clients

Gregory Lyle & Co. will provide investment advice to individuals, trusts, estates, charitable organizations, pension and profit sharing plans, corporations and other business entities. A majority of the Company's clients are individuals.

The minimum size for a managed client account(s) is generally \$250,000.

Methods of Analysis, Investment Strategies and Risk of Loss

The method of analysis used by the Company for valuing securities is fundamental analysis -- valuation made on the basis of forecasted free cash flow and perceived asset values. The Company does not make investment decisions based on charting, technical analysis, cyclical analysis, or similar forecasts of future behavior of the markets.

The main sources of information used by the Company in evaluating securities are annual reports, prospectuses, filings with the Securities and Exchange Commission, research materials prepared by others, corporate rating services, press releases, financial newspapers, magazines, and personal observation of product or service in the marketplace.

The Company may employ any type of investment strategy in the performance of its investment discretion, including long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing, unless restricted in writing by the client. Option writing will only be used as a hedging strategy, and not as a primary investment. The Company has historically focused on long-term purchases of common equities, and expects that to remain its primary focus.

Investing in securities involves risk of loss that clients must be prepared to bear. Securities purchased may suffer a maximum loss of 100% (along with the possibility of unlimited gain), while short sales of securities may suffer an unlimited loss (along with the possibility of a maximum 100% gain). For this reason, short sales of securities are rarely undertaken by the Company.

Margin transactions (borrowing money from a broker to purchase securities) involves risk of loss greater than non-margin transactions since the client has levered his assets to make an investment greater than he would otherwise be able to make. The Company does not purposefully engage in margin transactions except as a short-term method to purchase securities pending settlement of an executed sale.

Investments made by the Company may not be diversified, which increases both risk and possible return. The Company generally purchases between 12 and 20 stocks for an account, depending on a client's attitude toward risk. The goal of the Company is to have an investment profile that does not represent the broad market.

The Company may make investments that would not meet the prudent investor rule regarding diversification, and does not accept delegation of trustee investment decisions pursuant to the prudent investor rule.

Disciplinary Information

There currently are or have not been any legal or disciplinary events involving the company or a management person that are material to a client's or prospective client's evaluation of the company's advisory business, or the integrity of its management.

Other Financial Industry Activities and Affiliations

Gregory Lyle & Co. is not affiliated with any broker, dealer, investment company, insurance company, financial adviser, bank, real estate broker, or pension consultant. The Company avoids potential conflicts of interest caused by affiliations with members of the investment community. The Company utilizes clearing, custody, or other brokerage services provided by National Financial Services LLC or Fidelity Brokerage Services LLC through Fidelity Institutional Wealth Services.

The Company does not receive commissions or other remuneration in regard to securities purchased or sold for a client.

Advisory relationships with clients are personal and confidential. Client accounts may not be assigned by Gregory Lyle & Co. to another investment advisor.

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

All employees of Gregory Lyle & Co have a fiduciary obligation to act in the best interest of the client at all times. When dealing with investment advisory clients and services, employees are to fully disclose all material facts concerning any conflicts of interest that exist or arise. A conflict of interest may arise when a person or firm has an incentive to serve one interest at the expense of another interest or obligation. Employees are required to abide by all applicable federal securities laws.

Gregory Lyle & Co. does not recommend to clients, or buy or sell for client accounts, securities in which it or a related person has a material financial interest of the security.

Gregory Lyle & Co. will usually buy or sell a security for itself or a related person at the same time it takes a similar action for its clients. Orders for a particular security are generally placed for clients in the chronological order in which clients became clients of the Company, followed by placement of orders for the Company or a related party. If the positions being bought or sold are large in comparison to the trading volume in a security, it is possible that earlier transactions could have an adverse price effect upon later transactions.

Due to inherent conflict of interests, the Company will not sell securities to nor purchase securities from clients.

Client securities are held in a brokerage account over which the Company has trading authorization, but without withdrawal authority other than payment of fees. The Company will not vote a client proxy in regard to securities held.

Privacy Statement

The Company does not disclose the identity, investments or any other confidential personal information about customers or former customers to anyone, except as required by law or to service providers who need to know that information to provide services to you. Access to confidential personal information about clients is restricted to those employees and service providers who need to know that information to provide services, and safeguards are maintained to protect such information.

Brokerage Practices

Clients may choose the broker with which they wish to maintain an account. The Company will attempt to obtain the best commission rate possible for its client with the chosen broker. At the present time, the Company recommends Fidelity Brokerage Services because of the substantial savings on commissions compared to full service brokers, and the quality of service provided.

In order to eliminate any incentive for the Company to recommend a particular broker, neither the Company nor a related party will accept client referrals from brokers or third parties.

Due to inherent conflict of interests, Gregory Lyle & Co. does not accept research or other products or services (“soft dollar benefits”) other than execution from a broker or a third party in connection with client securities transactions.

Gregory Lyle & Co. may aggregate client purchases through an aggregation program offered by certain brokers. Under an aggregation program, block trades are made, following which securities are allocated among clients in predetermined amounts at a uniform average price.

Review of Accounts

All client accounts are reviewed periodically by Gregory Lyle, the Company's principal executive officer. Securities held by clients are monitored regularly, and a security may be sold without a review of the client's portfolio. Client investment reviews are also conducted when a security is identified as a desirable purchase and possible addition to a client's portfolio. Changes in client cash positions are reviewed monthly, and may trigger investment action.

A semi-annual report is made to clients, which reviews investment performance. An annual report may also be provided to furnish relevant tax information about transactions that may not be available from the custodian. Other reports are prepared as the Company feels necessary. Brokerage account reports are delivered monthly from the broker selected by the client to clients and to the Company.

Client Referrals and Other Compensation

Gregory Lyle & Co. does not accept compensation from third parties for referrals for investment advice or investment advisory services.

Neither Gregory Lyle & Co. nor a related person pays any party directly or indirectly for client referrals.

Custody

The Company does not accept access to or custody of client funds. This includes authority to move funds to a third party account. The Company will accept written authority from a client to move funds to an account registered in the same name as the client's account. Custody of client funds, or a general power of attorney over a client account (the power to withdraw funds), is not needed to efficiently exercise the duties of an investment adviser.

Gregory Lyle & Co. will only manage accounts registered in a client's name.

Investment Discretion

Gregory Lyle & Co. only accepts accounts for which it receives a limited trading authorization for the purchase and sale of securities, rather than a general authorization giving the Company access to client funds. The limited trading authorization gives the Company discretionary authority to buy or sell a security for a client's account at a price and in an amount determined by the adviser without the client's previous specific approval.

The Company does not limit itself to investment in any particular type of asset or company. Unless restricted in writing by the client, any type of investment will be made in which the Company believes the risk/reward ratio is better than competing investment possibilities.

Voting Client Securities

Clients will receive proxies and other solicitations directly from the company in which they own securities, or indirectly from the broker holding their securities.

Gregory Lyle & Co. does not vote for the client on matters involving client securities that normally arise in conjunction with an annual meeting of shareholders.

As an investment decision, the Company will vote for the client on a matter involving merger or sale of a company, if allowed by the broker. If it cannot vote for the client, the Company will advise the client how to vote on the merger or sale.

Financial Information

Gregory Lyle & Co. does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients.

Neither the Company nor a related party has ever been the subject of a bankruptcy petition.

Requirements for State-Registered Advisers

Gregory Lyle is principal executive officer of Gregory Lyle & Co., and is the only individual at the Company who makes investment decisions for clients. He is the Company's sole investment adviser representative.

Mr. Lyle was born in 1951, and was raised in Bellevue, Washington. He attended the University of Washington from 1969 to 1977, and was graduated summa cum laude with a B.S. in Business Administration in 1973, and a J.D. in Law in 1977. Prior to the formation of Gregory Lyle & Co., Mr. Lyle was an attorney in private practice.

Mr. Lyle has never been involved in a legal or disciplinary event material to a client or prospective client's evaluation of him or his integrity.

Mr. Lyle occasionally provides legal and tax advice to clients of Gregory Lyle & Co., to which he devotes an average of about 5 and 10 hours per month, respectively. He is also president of Ballard Canal Company, Inc., a lessor of real property, to which he devotes about 17 hours per month.

Investment Strategy Supplement

The Company believes strongly that common stocks (equities) are likely to provide superior returns over time when compared to other investments of comparable liquidity. Common stocks are therefore likely to represent the majority of investments made by the Company for its clients.

Gregory Lyle & Co. does not make direct investments for clients in real estate and other investments inherently lacking liquidity. (Indirect investment in real estate may be made through readily tradable securities, however.)

Although the Company favors investment in equities, a client may request that emphasis be placed on fixed income securities (bonds or preferred stock). The Company may place such an emphasis without request if it feels that fixed income securities provide the best risk/reward ratio at any given time.

It is highly unlikely that Gregory Lyle & Co. would make an equity investment for clients through a mutual fund, other than at the request of a client as a non-managed security on which a management fee is not collected. The Company believes it is being paid to make equity investments for clients, not to choose other advisers to make such investment decisions. Using equity mutual funds as an investment vehicle subject to Company fees would substantially increase total advisory fees paid by clients.

Except for accounts with substantial bond positions, investment in bonds may be made through a low-fee mutual fund in order to avoid the high commission/spread cost associated with purchase or sale of smaller amounts of a particular bond, and to obtain a wider diversification of bond issues.

If the Company feels it advisable to reduce holdings of common stocks at any time, it will usually use excess cash to increase money market balances, rather than purchase bonds or other fixed income securities. The Company believes that the small increase in income from longer term fixed income investments generally does not make them a suitable short-term investment when considering the associated risk of capital depreciation due to a possible rise in interest rates.