

Uniform Application for Investment Adviser Registration

Name of Investment Advisor: TERRIL BROTHERS, INC.						
Address:	(Number & Street)	(City)	(State)	(Zip Code)	Area Code:	Phone No:
	11906 MANCHESTER RD.	ST. LOUIS	MO	63131	(314)	965-0344

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:

TERRIL BROTHERS, INC.

SEC File Number:

801-15619

Date

6/12/07

1. A. Advisory Services & 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..... | <u>98%</u> |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services..... | <u>N/A</u> |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above..... | <u>N/A</u> |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription..... | <u>N/A</u> |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above..... | <u>N/A</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>N/A</u> |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities..... | <u>2%</u> |
| <input type="checkbox"/> (8) Provides a timing service..... | <u>N/A</u> |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above..... | <u>N/A</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.)

- | | | |
|------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------|
| | Yes | No |
| B. Does applicant call any of the services it checked above financial planning or some similar term? | <input type="checkbox"/> | <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 checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input 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:

- The services provided, including 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 checked="" type="checkbox"/> B. Banks or thrift institutions | <input checked="" 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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Applicant:	SEC File Number:	Date:
TERRIL BROTHERS, INC.	801-15619	6/12/07

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 | <input checked="" type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input checked="" type="checkbox"/> (1) securities |
| | <input checked="" type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input checked="" type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input checked="" type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input checked="" type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <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)

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

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

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

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

- | | |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> (1) Long term purchases (securities held at least a year) | <input checked="" type="checkbox"/> (5) Margin transactions |
| <input checked="" type="checkbox"/> (2) Short term purchases (securities sold within a year) | <input checked="" type="checkbox"/> (6) Option writing, including covered options, Uncovered options, or spreading strategies. |
| <input checked="" type="checkbox"/> (3) Trading (securities sold within 30 days) | <input type="checkbox"/> (8) Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (4) 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?..... ☒ 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 advisor | <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).

Applicant:	TERRIL BROTHERS, INC.	SEC File Number:	801-15619	Date:	6/12/07
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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 clients.
- ☐ 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
☐ ☒

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.

-- REVIEWS ARE CONDUCTED AT LEAST ONCE PER WEEK.

-- REVIEWS ARE TRIGGERED BY ANY FUNDAMENTAL NEWS OF SIGNIFICANCE, FOR EXAMPLE:
EARNINGS, ANNOUNCEMENTS, FEDERAL RESERVE RATE ACTION, COMPANY STOPPED TRADING
ON EXCHANGE, ETC.

-- ONE (1) REVIEWER: PRESIDENT

-- ACCOUNTS ASSIGNED: ALL REVIEWING FOR DECISION MAKING IS THE RESPONSIBILITY OF THE
PRESIDENT. NO LIMIT ON ACCOUNTS.

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

-- CLIENTS ARE SENT REPORTS QUARTERLY.

-- REPORTS INCLUDE ASSETS HELD, TOTAL MARKET VALUE, AND A COMPARISON FROM PREVIOUS
PERIOD REPORTS.

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Applicant: TERRIL BROTHERS, INC.	SEC File Number: 801-15619	Date: 6/12/07
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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 checked="" type="checkbox"/> | <input type="checkbox"/> |

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; 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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: TERRIL BROTHERS, INC.	SEC File Number: 801-15619	Date: 6/12/07
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: TERRIL BROTHERS, INC.	IRS Employment ID No: 59-2003558
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Item of Form (identify)	Answer												
1D.	<p>-- TERRIL & COMPANY DOES NOT OFFER ANY PUBLICATIONS OR SUBSCRIPTIONS FOR A FEE.</p> <p>-- BASIC FEE SCHEDULE IS AS FOLLOWS:</p> <table border="1"> <thead> <tr> <th>ASSETS UNDER MANAGEMENT</th><th>FEE AS A %</th></tr> </thead> <tbody> <tr> <td>FIRST \$ 1,000,000</td><td>1%</td></tr> <tr> <td>NEXT \$ 2,000,000</td><td>.75 OF 1%</td></tr> <tr> <td>NEXT \$ 2,000,000</td><td>.6 OF 1%</td></tr> <tr> <td>BALANCE OVER \$ 5,000,000</td><td>.5 OF 1%</td></tr> <tr> <td>* ALL FEES ARE NEGOTIABLE</td><td></td></tr> </tbody> </table> <p>-- FEES ARE NOT PAID IN ADVANCE.</p> <p>-- A CLIENT MAY TERMINATE SERVICES AT ANY TIME. NOTIFICATION IS REQUIRED BY WRITTEN LETTER, FAX, OR PHONE.</p> <p>-- COMPENSATION IS PAID QUARTERLY.</p> <p>-- HOURLY CHARGES: \$ 150 / HOUR.</p> <p>-- TERRIL & COMPANY (UNLESS INSTRUCTED OTHERWISE BY CLIENT) WILL VOTE THE PROXIES FOR SECURITIES ON ANY PERTINENT MATTERS.</p>	ASSETS UNDER MANAGEMENT	FEE AS A %	FIRST \$ 1,000,000	1%	NEXT \$ 2,000,000	.75 OF 1%	NEXT \$ 2,000,000	.6 OF 1%	BALANCE OVER \$ 5,000,000	.5 OF 1%	* ALL FEES ARE NEGOTIABLE	
ASSETS UNDER MANAGEMENT	FEE AS A %												
FIRST \$ 1,000,000	1%												
NEXT \$ 2,000,000	.75 OF 1%												
NEXT \$ 2,000,000	.6 OF 1%												
BALANCE OVER \$ 5,000,000	.5 OF 1%												
* ALL FEES ARE NEGOTIABLE													
3L.	<p>-- TERRIL & COMPANY OFFERS ADVICE ON REAL ESTATE, INVESTMENT ART OR COLLECTIBLES</p> <p>-- TERRIL & COMPANY OFFERS ADVICE ON CLOSELY HELD PRIVATE BUSINESS OPPORTUNITIES, MERGERS, AND BUY-OUTS OF COMPANIES.</p>												
4B.	-- SUCH AS ANALYST MEETINGS, INDUSTRY CONFERENCES, CORPORATE VISITS.												
5.	-- MINIMUM OF 4 YEARS OF COLLEGE.												
6.	<p>-- JOHN JOSEPH TERRIL</p> <p>YEAR OF BIRTH: 1953</p> <p>DEGREE: B.A. ECONOMICS</p> <p>INVESTMENT ADVISOR – LAST 28 YEARS WITH TERRIL & COMPANY</p>												
9.	<p>-- TERRIL & COMPANY (CONTROL PEOPLE) MAY BUY OR SELL SECURITIES FOR OWN ACCOUNT WHICH TERRIL & COMPANY MAY ALSO RECOMMEND TO CLIENTS.</p> <p>-- ESTABLISHED POLICY: IF THE TRANSACTION HAS A VALUE OF \$ 25,000 OR MORE, ADVISOR BUYS FOR CLIENTS' ACCOUNTS FIRST BEFORE BUYING FOR OWN ACCOUNT, OR SELLS FOR CLIENTS' ACCOUNTS FIRST BEFORE SELLING FOR OWN ACCOUNT. IF THIS IS NOT APPLICABLE, THEN ALL DETAILS OF THE TRANSACTION ARE REPORTED TO THE CLIENTS BEFORE THE EFFECTED PURCHASE OR SALE (INCLUDING DATE, PRICE, AND REASON FOR THE TRANSACTION). TERRIL & COMPANY ATTEMPTS TO AVOID ALL POSSIBILITIES OF ANY CONFLICTS OF INTEREST.</p>												

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: TERRIL BROTHERS, INC.	SEC File Number: 801-15619	Date: 6/12/07
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: TERRIL BROTHERS, INC.	IRS Employment ID No: 59-2003558
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Item of Form (identify)	Answer
12 A,B	<p>-- TERRIL & COMPANY DETERMINES SECURITIES TO BE BOUGHT OR SOLD. BROKERS ARE SELECTED ON THEIR ABILITY TO EXECUTE TRADES EFFICIENTLY AND AT DISCOUNT RATES. EFFORTS ARE USED TO DO BUSINESS "NET" FOR CLIENTS TO AVOID PAYING COMMISSIONS. ANY FREE RESEARCH PROVIDED BY BROKERAGE FIRMS IS USED TO BENEFIT ALL CLIENTS. HOWEVER, IT IS NOT USED AS A CONSIDERATION WHEN SELECTING A BROKER. TERRIL & COMPANY DOES NOT DIRECT BUSINESS IN RETURN FOR RESEARCH.</p> <p>-- IN SOME CASES, NO BROKERS ARE USED. TERRIL & COMPANY WILL CROSS SECURITIES BETWEEN CLIENTS. THIS GENERALLY OCCURS WITH FIXED INCOME SECURITIES WHEN A CLIENT REQUESTS FUNDS FROM HIS/HER ACCOUNT(S). IF TERRIL & COMPANY IS SEARCHING FOR FIXED INCOME INVESTMENTS FOR OTHER CLIENTS, TERRIL & COMPANY BELIEVES "CROSSING" THESE SECURITIES AT FAIR MARKET VALUE BETWEEN CLIENTS BENEFITS BOTH CLIENTS, ELIMINATING BROKER FEES OR MARK-UPS. THE ACTUAL PRICE AT WHICH SECURITIES ARE CROSSED IS DETERMINED BY TERRIL & COMPANY. VARIOUS BOND PRICING SERVICES ARE CONSULTED, BUT THE FINAL PRICE IS THE DECISION OF TERRIL & COMPANY. IF A CLIENT REQUESTS, TERRIL & COMPANY WILL NOT CROSS SECURITIES FOR HIS/HER ACCOUNT(S).</p> <p>-- TERRIL & COMPANY GENERALLY BUYS OR SELLS SECURITIES IN "BLOCK TRADES", OR VOLUME. THIS SOMETIMES ALLOWS TERRIL & COMPANY TO NEGOTIATE A BETTER PRICE FOR THE SECURITIES PURCHASED OR SOLD ON BEHALF OF CLIENTS. TERRIL & COMPANY OFTEN USES PRICE LIMITS ON TRADES TO AVOID DRIVING THE PRICE UP OR DOWN DUE TO TERRIL & COMPANY BUYING OR SELLING. THE LIMITS ARE ARBITRARILY SET BY TERRIL & COMPANY BASED ON THEIR OPINION OF CURRENT MARKET CONDITIONS. AS A RESULT OF THIS POLICY, IT IS POSSIBLE TRADES MAY TAKE TWO OR THREE DAYS TO COMPLETE. SOMETIMES, FROM DAY TO DAY, PRICES CAN MOVE IN FAVOR OF THE TRADE. THIS CAN RESULT IN CLIENTS OF TERRIL & COMPANY RECEIVING DIFFERENT PRICES. TERRIL & COMPANY EXERCISES EFFORTS NOT TO FAVOR ONE CLIENT VERSUS ANOTHER WHEN ALLOCATING TRADES AT DIFFERENT PRICES. THE MAIN PART OF THIS EFFORT IS OFTEN FLIPPING A COIN TO DETERMINE THE STARTING POINT ON THE CLIENT ALLOCATION LIST. PRICES CAN ALSO MOVE AGAINST THE TRADE. THIS COULD RESULT IN ONE CLIENT MAKING A GAIN OR LOSS ON A SECURITY THAT ANOTHER CLIENT DID NOT, DUE TO PRICE LIMITS OR ALLOCATION PROCEDURES PLACED ON THE TRADE BY TERRIL & COMPANY.</p> <p>-- TERRIL & COMPANY DOES NOT EMPLOY AN OUTSIDE FIRM FOR DISASTER RECOVERY SERVICES. WE DO STORE COMPUTER DATA OFF-SITE AND RELY UPON OFF-SITE INFORMATION HELD BY CUSTODIAN BANKS. IN THE EVENT OUR FACILITIES ARE DESTROYED BY FIRE, TORNADO, ETC WE WILL ATTEMPT TO CONTACT ALL CLIENTS AS SOON AS POSSIBLE WITH PHONE NUMBERS AND A NEW PHYSICAL LOCATION FOR OUR OFFICE. WE HAVE LONG HELD A POST OFFICE BOX TO RECEIVE OUR MAIL AND WOULD CONTINUE TO RECEIVE SAME. WE OWN THE RIGHTS TO OUR WEBSITE AND RECEIVE E-MAIL AT THIS SITE WHICH WOULD CONTINUE. UPON CLIENT REQUEST, IF NECESSARY, WE WILL PROVIDE THEM WITH A PERSONAL CELL PHONE NUMBER FOR JOHN TERRIL.</p>