

COLONY FAMILY OFFICES, LLC

**223 East Boulevard
Charlotte, North Carolina 28203
704-375-1115**

Disclosure Brochure

March 12, 2013

This brochure provides information about the qualifications and business practices of Colony Family Offices, LLC (“Colony”). If you have any questions about the contents of this brochure, please contact Scott W. Schattenfield, Managing Member, at (704)375-1115. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Colony is an investment adviser registered with the SEC. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser are intended to provide you with information to assist in your determination as to whether or not to retain the services of that investment adviser.

Additional information about ASN also is available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Colony Family Offices, LLC (“Colony”, we, our, ours) provides its disclosure brochure (“brochure”) to you when we enter into an advisory agreement with you. We then offer to deliver an updated brochure annually.

This is Colony’s initial brochure. No less than annually, our brochure will be updated. Within 120 days of our fiscal year end we will deliver a summary of material changes which have been made to our brochure since its last annual update. This summary will include information about how you may obtain an updated brochure at no charge, and it will include the date of the last annual update. We will provide updated disclosure information about material changes more frequently as needed.

Currently, our brochure may be requested by contacting Scott W. Schattenfield, Managing Member, by phone, at (704)375-1115 or by e-mail, at scott.shattenfield@colonyfamilyoffices.com. We will provide you with a copy of our current brochure at any time without charge.

Additional information about us and about our investment advisory representatives (“IARs”) is also available via the SEC’s website at: www.adviserinfo.sec.gov.

Information about your IAR may be found in the IAR’s supplement to our brochure.

Colony Family Offices, LLC

SEC Number 801-_____

CRD Numbr167017

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Advisory Business

Colony Family Offices, LLC (“Colony”, we, us, our, ours), located in Charlotte, is a Limited Liability Company formed in January, 2013 under the laws of North Carolina. Scott W. Schattenfield is the sole Managing Member and principal owner. Colony is an SEC registered investment adviser.

Colony was founded to serve a select group of ultra-high net worth families with objective, comprehensive and integrated wealth management advice. We focus on the entire wealth enterprise of each family with customized service which enables our families to make informed decisions.

Colony tailors its service offering to meet the needs of each family it serves. Based upon the direction of the family, we help coordinate and implement strategy across the following wealth management areas: financial planning, investment advisory, tax planning, education, philanthropic, operations and risk management.

When working with families, we utilize a priorities-based approach that enables the family to make informed decisions and work towards agreed upon goals and objectives.

Wealth Management Services

Colony offers wealth management on a discretionary and non-discretionary basis. Through discussions, interviews and questionnaires we will assist you in determining your investment objectives. We will create an Investment Policy Statement (“IPS”) based on your objectives, risk tolerance, liquidity needs, tax considerations and any other issues related to your financial situation. We will design customized strategic asset allocations and provide a framework for the management and oversight of the portfolio based on your IPS.

We will implement your investment strategy through a diversified portfolio comprised of both passive and active strategies. We will likely recommend and implement tactical allocations in order to seek to capitalize on short-term investment opportunities or defend against market risks or dislocations. We will engage third party investment managers whose approaches and history facilitate your strategy. We analyze investment managers based upon their investment strategies, experience, performance track record, reputations, and fee arrangements.

Portfolios may include domestic and foreign equities, fixed income, mutual and exchange traded funds, and private funds.

We will provide quarterly consolidated reporting, and meet with you no less frequently than annually to discuss the performance of your investments and update your financial information. Your IPS will be updated and revised as needed.

You should notify us promptly if there are any changes in your financial situation or investment objectives or if you wish to impose any reasonable restrictions upon the management of your account.

As part of our asset management services, we may provide the following component services separately, as requested by our clients:

- Investment Policy Statement creation and maintenance
- Asset Allocation Strategies
- Ad hoc Investment Research
- Consolidated Performance Reporting

Assets Under Management

This ADV Part 2A Brochure is the initial registration filing for Colony. Colony has no assets under management at this time.

Financial Planning and Consulting Services

For financial planning to be successful, all facets of your family's wealth enterprise must be coordinated, integrated and focused on to help achieve your ultimate goals. Our financial planning process is grounded on the discovery of the goals and objectives of your family and thorough review of your family's current situation and structures.

While the development of a comprehensive financial plan is important, we understand that the implementation and monitoring of your plan is critical to achieving your goals. Our service offering allows us to proactively monitor, administer and enhance various aspects of the overall plan.

Colony will provide on-going services and written reports related to the following financial planning areas:

- Estate/trust/gift planning and review
- Life insurance summary and review
- Property and casualty insurance summary and review
- Debt review
- Cash projections and net worth planning
- Tax Planning

These services are based on your providing personal data such as family records, employment records, budgeting, assets, liabilities, estate information, and tax information. We will work closely with your attorney, accountant, insurance agent, and other advisers.

You choose whether or not to implement the recommendations made in your financial plan.

Although you may choose to implement the recommendations made in your financial plan through Colony, you are free to employ the services of any advisor of your choice, regardless of whether or not that person is affiliated with us.

Colony will also provide financial planning services and customized reporting on an ad hoc basis, separate from its wealth management services.

Fees and Compensation

Our services are offered on a fee only basis.

Should either one of us terminate the advisory agreement we have entered into before the end of a calendar quarter, you will only be charged our fee for the number of days during that quarter that our agreement was in effect.

Fees for Wealth Management and Financial Planning

Wealth management and financial planning services include ongoing comprehensive financial planning (estate planning, income tax planning, charitable gift planning, cash flow analysis, asset protection strategies and business continuity planning), the development and maintenance of investment policy, manager selection and monitoring, portfolio construction, ongoing due diligence and quarterly reporting. All fees are negotiable at our sole discretion.

Fees are calculated on the gross market value of the investment assets in your account on the last day of the preceding quarter, as determined by the account custodian.

Our fees are tiered, meaning that a different rate is applied to different portions of your assets, based on established breakpoints. Fees are payable quarterly in advance or arrears, as agreed and described in your advisory contract.

Our initial fee is calculated on the day your investment assets are received by your account custodian. The amount of the fee will be calculated based on the number of days remaining in the quarter.

Should either one of us terminate the advisory agreement we have entered into before the end of a billing period, any unearned fees that were deducted from your account as payment in advance will be returned to you by us. The amount refunded to you is calculated by dividing the most recent advisory fee you paid by the total number of days in the quarter. This daily fee is then multiplied by the number of calendar days in the quarter that our agreement was in effect. This amount, which equals the amount we earned for the partial quarter, is subtracted from the total fee you paid in advance to determine your refund.

If fees are paid in arrears, you will be assessed a pro rata charge for the number of days our services were provided.

The fee calculation will be adjusted for any contribution to or withdrawal from the account made during a billing period, when such contribution and/or withdrawal exceeds 25% of the account value. No adjustments will be made for smaller amounts.

We will bill you directly for our services, or you may authorize us to have your fees deducted directly from your account. This authorization may be included in your advisory agreement you will execute to retain our services.

Our maximum annual fees for wealth management are tiered according to the following schedule:

Assets Under Management	Maximum Annual Fee*
First \$30,000,000	0.85 %
Next \$20,000,000 up to \$50,000,000	0.50%
Next \$30,000,000 (up to \$80,000,000)	0.30%
Over \$80,000,000	0.25%

Example Tiered Fee Calculation based on \$70,000,000 assets:

$$\begin{aligned} \text{Annual Fee} = \\ (\$30,000,000 \times 0.85\%) + (\$20,000,000 \times 0.50\%) + (20,000,000 \times 0.30\%) \end{aligned}$$

Your custodian will provide you with statements that show the amount of the advisory fees paid directly to us. Your custodian does not verify the accuracy of our fee calculations so please review your statements carefully.

In addition to our fee, you may be required to pay other charges such as:

- custodial fees;
- brokerage commissions;
- transaction fees;
- internal fees and expenses charged by mutual funds, ETFs and variable annuities;
- fees charged by third party money managers;
- maintenance and termination fees for IRAs, certain retirement and qualified accounts; and,
- other fees and taxes on brokerage accounts and securities transactions.

None of these fees are paid to or shared with us.

Mutual fund companies, ETFs, and variable annuity issuers charge internal fees and expenses for their products. These fees and expenses are in addition to any advisory fees charged by us. Complete details of these internal fees and expenses are explained in the prospectuses for each investment.

If you purchase mutual fund shares through the custodian, you may pay a transaction fee that would not be charged if the transaction were made directly through the mutual fund company. Also, mutual funds held in accounts at brokerage firms may charge internal fees that are different from mutual funds held at the mutual fund company.

You may purchase shares of mutual funds directly from the mutual fund company without a transaction fee. Those investments, however, will not be part of our advisory relationship with you. This means that they will not be included in our investment strategies, investment performance monitoring, or investment reallocations.

Certain private funds and third party asset managers may charge performance based compensation, in addition to a management fee. Such fees are described in the respective private offering memorandum or disclosure brochures.

Please be sure to read the section entitled “Brokerage Practices,” which follows later in this brochure.

Fees for Financial Planning and Consulting Services

Fees for financial planning and consulting services provided independently of asset management are charged on a fixed-fee basis, subject to a minimum annual fee of \$65,000. Fixed fees are payable in advance on a quarterly basis as a retainer for our services, and will continue until the advisory contract is terminated by either party. Should the agreement be terminated prior to completion of contracted services, fees will be prorated.

On-going financial planning services may also be charged based as a percentage of the value of your investment account. The manner in which you are charged and the amount you will be charged will be negotiated, and described in your advisory agreement.

Performance-Based Fees

We do not charge performance-based fees for any of the services described in this brochure. Performance-based fees are generally based on a percentage of the capital gains on and/or appreciation of the client account assets.

Certain private funds may assess performance based fees. These are described in the respective private offering documents. Colony does not share in these fees.

Types of Clients

We provide advisory services primarily to high net worth individuals and their families, including their trusts, estates and retirement accounts. We also provide services to corporations, business entities and family foundations.

As a condition for starting and maintaining an advisory relationship with us, we generally require that family relationships have a minimum collective investment

account of \$10,000,000. We, at our sole discretion, may allow you to engage our services if you have a smaller account. Some of the factors we consider in making this determination include pre-existing client relationships we may have with you or your family members, any additional assets you are anticipated to receive in the future, your account composition, and your anticipated future earning capacity.

Methods of Analysis, Investment Strategies and Risk of Loss

Colony will allocate client portfolios among separately managed accounts, mutual funds, exchange traded funds, and private funds (including hedge fund, private equity, and venture capital).

We will engage Greycourt & Co., Inc. (“Greycourt”), a registered investment adviser, to assist us in research, manager selection and developing our asset allocation models.

In researching third party asset managers, Greycourt assesses the manager’s investment philosophy, investment disciplines, risk controls, experience, ownership structure, compensation structure, organizational stability, client base, and the personal integrity of its management and personnel. Review and due diligence of managers is on-going, and each manager is re-evaluated no less than every 18 months.

Additionally, in evaluating manager and investment opportunities, Colony will utilize publicly available information available through financial newspapers and magazines, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the SEC, company press releases, and personal interviews with company management.

Investment strategies generally include long term purchases (securities held at least a year), short term purchases (securities purchased and sold within a year), margin transactions, and option writing.

Although we manage your account in a manner we believe to be consistent with your specific investment objectives and risk tolerances, there can be no guarantee that our efforts will be successful. General economic conditions, current interest rates, the performance of a particular industry or a particular company, and any number of other factors can affect investment performance.

You should be prepared to bear the risk of loss. All investments are subject to loss, including (among other things) loss of principal, a reduction in earnings (including

interest, dividends and other distributions), and the loss of future earnings. Risks may include market, interest rate, issuer, general economic, geo-political, and currency exchange rate risks.

The risks associated with each managed product are described in the respective offering memorandum or prospectus.

The use of margin, options and short sales are higher risk strategies. It is possible to lose all of the principal you invest, and sometimes more. In a cash account, your risk is limited to the amount of money that you have invested.

In a margin account, your risk includes the amount of money invested plus the amount that has been loaned to you. When you short sell, your losses can be infinite.

Private funds are generally illiquid.

You should also be aware that certain transactions in the account (including account reallocations and rebalancing) may trigger a taxable event (unless your account is a qualified retirement or otherwise tax deferred account).

Disciplinary Information

We have not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

Other Financial Industry Activities and Affiliations

Scott Schattenfield, Managing Member, is a practicing attorney with and owner of Schattenfield Law Firm. This may create a conflict of interest with clients in that Mr. Schattenfield must divide his time between his law practice and providing advisory services. We address this conflict by working to ensure that Mr. Schattenfield and our advisory representatives devote sufficient time to provide services to our clients and their portfolios.

Legal services offered by Mr. Schattenfield are offered separately and independently of Colony.

Neither Mr. Schattenfield nor any advisory representative is registered or pending registration with or as a broker/dealer, a futures commission merchant, a commodity pool operator, a commodity trading advisor.

Colony receives no additional compensation directly or indirectly from the third party investment managers it recommends or engages to manage portions of your portfolios.

As mentioned above, Colony engages Greycourt Co., Inc. for research, manager selection, and other services. Colony and Greycourt are not affiliated. Colony pays Greycourt a quarterly retainer fee for the aforementioned services and such retainer is not based upon the level of client assets that Colony manages.

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

We have adopted a *Code of Ethics* (“*Code*”) to address the standard of business conduct required of our IARs and employees. The *Code* includes our policies and procedures developed to protect your interests in relation to the following:

- the duty at all times to place your interests ahead of ours;
- that all personal securities transactions of our IARs and employees be conducted in a manner consistent with the *Code* and avoid any actual or potential conflict of interest, or any abuse of an IAR’s or employee’s position of trust and responsibility;
- that IARs may not take inappropriate advantage of their positions;
- that information concerning the identity of your security holdings and financial circumstances are confidential; and
- that independence in the investment decision-making process is paramount.

We will provide a copy of the *Code* to you or any prospective client upon request.

We do not buy or sell securities for our own account that we also recommend to you. Our IARs and employees are permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for your account.

The personal securities transactions by our IARs and employees may raise potential conflicts of interest when they trade in a security that is owned by you, or is being considered for purchase or sale for your account.

We have adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our IARs and employees to act in your best interest,
- prohibit favoring one client over another, and
- monitor and review of transactions to discover and correct any same-day trades that result in an IAR or employee receiving a better price than a client.

Our IARs and employees must follow our procedures when purchasing or selling the same securities purchased or sold for your account.

Brokerage Practices

We will select the custodian and broker-dealer for your account (“custodian”), although we may agree to employ the services of a custodian you choose. Additionally, the third party asset managers we select to help manage your account may require specific custodians for their management.

We are independently owned and operated and not affiliated with any custodian. However, our use of a particular custodian is a beneficial business arrangement for us and for the custodian. Information regarding the benefits of this relationship is described below.

Our selection of a specific custodian is based in part on our existing relationships; the custodian’s financial strength; reputation; breadth of investment products; and, the cost and quality of custody and brokerage services provided to you and our other clients.

The determining factor in the selection of a particular custodian to execute transactions for your accounts is not the lowest possible transaction cost, but whether they can provide what is in our view the best qualitative execution for investment transactions for your account.

In addition to brokerage and custody services, services customarily made available to advisers include access to investments generally available to institutional investors; research; software; and, educational opportunities. Custodians may also make

available or arrange for these types of services to be provided to us by independent third parties. A custodian may discount or waive the fees it would otherwise charge for some of the services it makes available to us. It may also pay all or a part of the fees of a third party providing these services to us.

We receive economic benefits as a result of our relationship with custodians because we do not have to produce or purchase the products and services listed above. These services are not contingent upon us committing any specific amount of business to the custodians in trading commissions. Colony does not enter into any “soft dollar” arrangements with custodians and broker/dealers through which we receive research or other services based on commissions generated in your account or the number of transactions effected in your account.

Our recommendation of specific custodians may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to you and our other clients. This may create a conflict of interest for us. We nonetheless strive to act in your best interests at all times.

The custodians do not charge separately for holding our client accounts, but may be compensated by you through other transaction-related fees associated with the securities transactions they execute for your account.

Commissions and other fees for transactions executed through the custodians we recommend may be higher than commissions and other fees available if you use another custodian firm to execute transactions and maintain custody of your account. We believe, however, that the overall level of services and support provided to our clients by our recommended custodians outweighs the benefit of possibly lower transactions cost which may be available under other brokerage arrangements.

Many of the services described above may be used to benefit all or a substantial number of our accounts, including accounts not maintained through our recommended custodians. We do not attempt to allocate these benefits to specific clients.

The third party asset managers we select will have brokerage practices which may differ from ours. They are responsible for best execution and negotiating favorable commissions for transactions they execute in your account. As part of our initial and on-going due diligence of these managers, we will review their best execution policies.

Directed Brokerage

You may direct us in writing to use a particular custodian to execute some or all of the transactions for your account. If you do so, you may be responsible for negotiating the terms and arrangements for the account with that custodian.

We may not be able to negotiate commissions, obtain volume discounts, or best execution with custodians with which we do not have a pre-existing relationship. A difference in transaction fees and expenses may also exist between those charged to clients who direct us to use a particular custodian and other clients who do not.

Bunched Trading

Aggregated or “bunched trading” allows for the purchase or sale of a security for the accounts of multiple clients in a single transaction. If a bunched trade is executed, each participating client receives a price that represents the average of the prices at which all of the transactions in a given bunch were executed.

Executing a bunched trade allows transaction costs to be shared equally and on a pro rata basis among all of the participating clients. If the order is not completely filled, the securities purchased or sold are distributed among participating clients on a pro rata basis or in some other equitable manner.

Colony may aggregate trades only when we reasonably believe that the combination of the transactions provides better prices for clients than had individual transactions been placed for clients.

Transactions for non-discretionary client accounts are generally not bunched with transactions for discretionary client accounts. Transactions for the accounts of our advisory representatives and employees may be included in bunched trades. They will receive the same average price and pay the same commissions and other transaction costs, as clients.

Transactions for the accounts of our advisory representatives or employees will not be favored over transactions for client accounts.

We are not obligated to include any client transaction in a bunched trade. Bunched trades will not be effected for any client’s account if doing so is prohibited or otherwise inconsistent with that client’s investment advisory agreement. No client will be favored over any other client.

Third party asset managers will aggregate transactions according to the written disclosure of their practices.

Review of Accounts

We will review your account on an on-going and periodic basis to monitor that your investments and investment strategies are consistent with your Investment Policy Statements. Additionally, we will meet with you no less frequently than annually to review your account. During this annual review, we will update your financial information, and confirm or amend your IPS as required. Additional reviews may be triggered by economic or political events, or by client request.

All reviews are conducted by your advisory representative and coordinated with our staff. Mr. Schattenfield oversees all account reviews.

As previously noted, we strongly encourage you to advise us of any changes in your personal circumstances, your investment goals or objectives, and your risk tolerances to ensure that your investments and investment strategies are most appropriate for you.

On a monthly or quarterly basis, as agreed with you, we will provide consolidated performance reports detailing your holdings, transactions, withdrawals and contributions. These reports are not a substitute for the statements you receive directly from your account custodian. You should compare the reports we provide with those provided by the custodian.

At your request, we will also create customized reports.

Client Referrals and Other Compensation

Colony receives certain economic benefits as a result of our participation in the institutional brokerage programs of custodians we may recommend. Those benefits are described in detail in the preceding section entitled “Brokerage Practices.”

Except as described above, Colony does not receive direct or indirect compensations related to our advisory services other than the advisory fees paid to us by our clients.

We do not compensate any person who is not our advisory representative or employee for client referrals.

Custody

Your assets are held by qualified custodians. However, Colony may be deemed to have custody when you authorize us to deduct our advisory fees directly from your custodial accounts. At least quarterly, you will receive statements from your account custodian. The statements will show the advisory fees paid to us. Your custodian does not verify the accuracy of fee calculations so please review the fees carefully.

You should also confirm that the transactions in your account are consistent with the investment goals and the objectives for your account.

Please contact your advisory representative or our Chief Compliance Officer, Scott Schattenfield, promptly should you have any questions or concerns regarding your account.

Investment Discretion

As previously noted, we offer our advisory services on a discretionary basis (meaning that we do not need advance approval from you to determine the type and amount of securities to be bought and sold for your account) and a non-discretionary basis (meaning that we need advance approval from you to determine the type and amount of securities to be bought and sold for your accounts).

We may only exercise discretion if you have provided that authority to us in writing. This authorization is typically included in the investment advisory agreement you enter into with us.

The discretionary authority you grant to us does not allow us to withdraw funds from your account (other than to withdraw our advisory fees which may only be done with your prior written authorization).

We will exercise discretion in a manner consistent with the stated investment objectives for your account.

Typically under third party investment management arrangements, the third party investment manager exercises discretion in the management of your account. All securities transactions are selected and executed by that manager. We do not manage or obtain discretionary authority over the assets in those accounts. You may,

however, grant us the discretionary authority to hire and fire such third party managers on your behalf.

Voting Client Securities

Third party asset managers generally will vote proxies for securities in the accounts they manage in accordance with their respective proxy procedures.

Colony will vote proxies for securities in the portfolios it directly manages, in accordance with its policies and procedures. These proxy voting policies and procedures include guidelines that Colony follows in order to minimize conflicts of interest and to help ensure that it votes proxies in a manner consistent with the best interests of its clients.

You may obtain a copy of our Proxy Voting Procedures by contacting Scott Schattenfield at 704-375-1115. You may also contact Mr. Schattenfield to obtain information about how we voted your securities.

Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you. We have not been the subject of any bankruptcy proceedings.