

FIRM BROCHURE

A Client Guide to

BAKER ELLIS ASSET MANAGEMENT LLC

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February 29, 2024

This brochure provides information about the history, policies and practices of our firm. If you have any questions about the information in this brochure, please contact us at the above telephone number, or by email at Patricia@bakerellisllc.com.

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 Baker Ellis Asset Management LLC also is available at our website, www.bakerellisllc.com, and on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

We have not had any material changes to note since our last brochure dated March 16, 2023.

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Advisory Business

1. **Our history:** Baker Ellis was founded in March 2002 by Brian C. Baker, CFA, and Barnes C. Ellis. Both of us have extensive experience in the investment industry. We each own 50% of the firm. We have no outside owners or affiliated firms. The investment team includes firm founders Brian C. Baker and Barnes Ellis, as well as all Portfolio Managers.
2. **Our services:** Baker Ellis manages investment accounts for individuals, trusts, businesses, and foundations. We utilize fundamental analysis to identify what we consider attractive investments. Our accounts may include equities of any market capitalization or country; mutual funds; bonds; and other assets.
3. **Individual accounts:** Our accounts are individually managed, and client funds are not co-mingled. We are able to customize accounts to address the unique needs of individual clients, including complex tax considerations and socially conscious restrictions. Each of our services is customized to the client's needs. Therefore, we do not manage "model" portfolios. Each client can instruct us to avoid trading a security, industry, or investment vehicle if so desired. Due to the unique treatment of each client account, there may be instances where one account will not hold the same securities or perform similarly to other managed accounts.
4. **Assets under management:** As of December 31, 2023, we managed approximately \$792 million in discretionary assets. Our advisory contracts give us full discretion over all accounts, although we may occasionally accommodate requests from clients to manage all or part of their accounts on a consultative basis.

Fees and Compensation

1. **Fees:** Our fee is calculated as a percentage of assets under management. Fees are 1.5% or less annually. We do not have a fixed fee schedule but consider account size and investment objectives in determining our fee. Fees are negotiable.
2. **Automatic deduction:** Fees are deducted from accounts quarterly in advance. We calculate the amount due based on the closing value of the account at the end of the previous quarter. The custodian does not validate or check our fee, and we recommend that you do so. Account value shown may differ from the monthly account statement from your custodian due to timing differences in dividend recognition, calculation of accrued interest, and other factors. For clients who have multiple amounts, we can deduct our fee from a single taxable account upon request. We also may make exceptions for clients who prefer to receive an invoice from us and pay our fee separately. This agreement may be terminated at any time. Pre-paid advisory fee refunds will be calculated starting 30 days after termination notice received. If no written

notice is received, termination will be considered effective, and a refund will be calculated, as of 30 days from the date that the account is closed, or management authority is revoked by the client or custodian.

3. **Additional fees and expenses:** Your account will be subject to certain expenses in addition to our management fee that we do not charge nor receive. These fees that may occasionally be charged to your account, include but are not limited to, processing fees for the purchase or sale of no-load mutual funds; commissions and fees for stock transactions; commissions and fees on foreign trades; and custodial fees if charged by your custodian. In addition, mutual funds have internal operating expenses. We do not benefit from any of these fees and attempt to minimize them on your behalf. Please refer to the Brokerage Practices section on how we select the broker-dealers.

Performance-Based Fees and Side-By-Side Management

We do not charge performance fees. Our advisory fee is calculated only on assets under management. We believe this arrangement best aligns our interests with yours.

Types of Clients

We provide services to a number of types of clients:

- Individuals, including high-net-worth individuals
- Trusts, estates, and charitable organizations
- Corporations or other business entities
- Retirement plans

Our minimum investment usually is \$1 million per household, although we make occasional exceptions.

Methods of Analysis, Investment Strategies and Risk of Loss

1. **Analysis:** We rely primarily upon fundamental analysis to identify attractive investment opportunities. We perform our own research, and we also receive research from third parties. Through our research, we seek to identify companies that appear undervalued to us based on cash flows, growth potential and/or assets. We also analyze and compare asset classes, countries and macroeconomic policies in an effort to shape our broader thinking about how we want to position our client accounts at any given time.

2. **Investment Strategies:** We generally are long-term value investors, seeking to participate in the growth of companies through various economic cycles. We do not try to time the market, although we constantly seek to lean in the direction of opportunity and away from areas of greatest risk. We believe in balance and diversification. Our accounts generally have a wide range of equities and fixed-income exposure, including equities of various market capitalizations, industries and countries.
3. **Risk of Loss:** All investments in securities include a risk of loss that clients should be prepared to bear. Stocks may decline either because of general market weakness or factors specific to a company or industry. Bonds carry interest-rate risk, which means they may lose value in an environment of rising interest rates. Bonds also carry credit risk, or the risk that the issuing entity may default. Baker Ellis invests globally, and our foreign holdings could be adversely affected by political and economic conditions in other countries or by unexpected reductions in liquidity or fluctuations in currencies.

Disciplinary Information

No member of Baker Ellis has ever been the subject of any professional complaint or legal, financial, or disciplinary action.

Other Financial Industry Activities and Affiliations

We do not have any other professional activities or affiliations that are material to our advisory business or our clients.

Code of Ethics

Baker Ellis has adopted a Code of Ethics that governs potential conflicts of interest that we may have in providing our services to you. This Code of Ethics is designed to ensure that we meet our fiduciary obligation to you and to prevent violations of securities laws. Our Code is comprehensive and is distributed to each employee at the time of hire. We also supplement the Code with an annual compliance meeting and ongoing monitoring of personal trading activity by members of the firm.

Our Code includes the following:

- Requirements related to client confidentiality;
- Prohibitions on insider trading and other prohibited activities;
- Limitations on giving or receiving gifts from colleagues or clients;
- Guidelines on priority of transactions when trading for personal accounts;

- Procedures for monitoring employee holdings.

We encourage members of the firm to own the same securities as we purchase for clients. However, we recognize that this has the potential to create conflicts, particularly involving thinly traded securities. Our Code requires investment professionals to exercise judgment and sensitivity in priority of transactions, always placing the interests of our clients first.

A complete copy of our Code of Ethics is available upon request.

Brokerage Practices

1. **Selecting brokers:** We work with an array of brokerage firms and custodians. Most of our accounts are held at Fidelity Investments, which we believe provides us with high-quality executions, low fees, and a high level of financial stability. However, we are able to work with other custodians in certain cases. We do not receive any compensation in exchange for utilizing Fidelity or any other custodian.
2. **Brokerage charges and fees:** Trading commissions are paid by the client at the account level. Baker Ellis seeks to minimize them wherever possible when placing orders and will review them on a regular basis.
3. **Research and prime brokerage:** We may occasionally execute trades through other brokers and then transfer the shares to your account. In such cases, we select brokers on the basis of overall assistance to the firm and our clients with regard to transaction abilities, commissions, responsiveness and value of research services. Such services benefit us because we do not have to pay for the research we receive. When we trade away in this manner, the commission or mark-ups paid to the executing broker may be higher than the lowest available. In addition, our custodians may restrict our ability to allocate shares of such trades to accounts of a minimum size. We may also trade away for some accounts and not others, resulting in higher net expenses on certain trades for some clients. We believe such differences are negligible.
4. **Soft-dollar arrangements:** We do not participate in any arrangements in which we guarantee order flow to brokers in return for research or other benefits.
5. **Directed brokerage:** Clients occasionally ask us to utilize a particular brokerage or custodian. We try to accommodate such requests, although clients should recognize that their choice of broker or custodian may result in higher commissions, fees, and expenses.
6. **Order aggregation:** In some cases, we may aggregate orders for multiple accounts, in which case each client receives the same average price in a transaction. In other cases, we may execute orders individually for an account or accounts. Aggregating orders can help us conduct our business more efficiently and provides consistency in the price received by each client.

Review of Accounts

1. **Periodic reviews:** The two partners of Baker Ellis review all accounts on a periodic basis. We perform a comprehensive review in conjunction with the production of performance reports that we send to clients each quarter. We also perform reviews of individual accounts on a rolling basis. We also review accounts in response to various triggers, such as deposits or withdrawals, transfers, contacts with clients and changes in client objectives.
2. **Reports and statements:** We generate individualized written performance reports for each client on a quarterly basis. These reports show account performance relative to various market benchmarks, net of fees. We also provide a quarterly newsletter with commentary on economic trends and investment strategy. In addition, our account custodians provide monthly brokerage statements to clients. These statements show current balances, holdings and transactions, including deduction of any management fees or other costs. Clients may also have online access to accounts through their custodian. Monthly statements from Fidelity Investments are branded with the Baker Ellis logo.

Client Referrals and Other Compensation

Baker Ellis does not have any third-party solicitation or referral arrangements.

Baker Ellis does provide additional bonus compensation to employees who bring in new client relationships, which presents a conflict of interest. Our Code of Ethics requires investment professionals to exercise good judgement and always place the interest of our clients first.

Custody

We do not have physical custody of client assets. The only time that we are able to access your money is to deduct our management fees. The custodian does not verify the accuracy of fee calculations. We encourage you to verify their accuracy.

We do not accept checks for deposit to your account in our office. Checks should be sent directly to the custodian (e.g., Fidelity). The custodian also issues withdrawals directly from your account. Typically, through a written standing letter of authorization, we can have money sent from your account to an identically titled account or payable to you at your address of record, or to a designated third party without your signature.

We perform daily reconciliations of your account using a leading portfolio management system. We use this system to generate the quarterly reports we send to you. The values on our reports may vary slightly from the monthly statements you receive from the custodian. Common reasons for this include dividends that may be received after the end

of a reporting period, and differences in the accounting treatment of accrued interest. We encourage you to compare the statements you receive from your custodian and the reports we send you. For tax and other purposes, the custodial statement should serve as the official record of your account and assets.

Investment Discretion

Our advisory contract gives us full discretion to select securities for your account, including amount, timing of transactions and the brokers that we use. We seek to minimize any commission rates paid to the custodian in relation to transactions placed in the account.

Voting Client Securities (Proxy Voting)

Unless you specifically request otherwise, we vote proxies related to securities in portfolios that we manage. We seek to vote proxies in the best economic interest of our clients. We will not subordinate the economic interest of our clients to any other entity or interested party, including Baker Ellis or its principals. In the event of a potential conflict of interest, Baker Ellis may choose to refrain from voting, defer the vote to the client, or obtain a recommendation from an independent third party.

A copy of our Proxy Voting Policy and how we have voted or plan to vote on any proposals involving securities in our portfolios is available upon request.

Financial Information

We do not have any financial condition that could impair our ability to meet our contractual obligations to you. Because we do not solicit or require payment of fees more than six months in advance, we are not required to provide a balance sheet or audit from an accounting firm.

Privacy Notice

Baker Ellis Asset Management LLC is committed to preserving the confidentiality of personal information received about you. A detailed understanding of your financial position and objectives is critical to the performance of our responsibilities. We ask clients for a wide range of information in order to fulfill these responsibilities and also to meet regulatory requirements. This information may be received from you on applications or other forms or communicated verbally. We do not disclose this information to any person or outside entity with the exception of companies that are

necessary in order to service your account. If you decide to close your account or become an inactive client, we will adhere to the privacy policies and practices described in this notice. We maintain physical, electronic and procedural safeguards to guard your personal information. We reserve the right to change these policies at any time. If you have any questions about our policies and procedures, please contact us.

Brochure Supplement: Brian C. Baker, CFA

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This brochure supplement provides information about Brian C. Baker, CFA, to accompany our Firm Brochure. Please contact Brian if you did not receive our brochure or if you have any questions related to the brochure or this supplement.

Additional information about Brian is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Brian, born April 1, 1965, co-founded Baker Ellis in 2002 and has served as principal and chief investment officer of the firm since its inception. He holds a BA in history from the University of California at Berkeley (1986). He has earned the designation of Chartered Financial Analyst, an international professional certification offered by the CFA Institute to financial analysts who complete a series of three examinations.

Disciplinary Information

Brian has never been the subject of any material investment-related legal or disciplinary actions.

Other Business Activities

Brian is not engaged in any other substantial investment-related business or occupation.

Additional Compensation

Brian does not receive compensation for providing advisory services outside Baker Ellis.

Supervision

Given that Brian is a principal of the Firm, he is not under the direct supervision of any one individual.

Brochure Supplement: Barnes C. Ellis

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Additional information about Barnes is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Barnes, born April 6, 1965, co-founded Baker Ellis in 2002 and serves as principal and chief compliance officer of the firm. He holds a BA in Government from Harvard College (1987).

Disciplinary Information

Barnes has never been the subject of any material investment-related legal or disciplinary actions.

Other Business Activities

Barnes is not engaged in any other substantial investment-related business or occupation.

Additional Compensation

Barnes does not receive compensation for providing advisory services outside Baker Ellis.

Supervision

Given that Barnes is a principal of the Firm, he is not under the direct supervision of any one individual.

Brochure Supplement: John Beckley “JB” Groh, CFA, CFP

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This brochure supplement provides information about John Groh to accompany our Firm Brochure. Please contact Barnes if you did not receive our brochure or if you have any questions related to the brochure or this supplement.

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

Educational Background and Business Experience

JB, born April 1, 1968, joined Baker Ellis in 2016 and serves as an analyst. He holds a Bachelor of Science in Business Administration (Finance) from the University of Arizona and a Masters of Business Administration (Finance and Accounting) from the Eller School of Management at the University of Arizona. JB has earned the designation of Chartered Financial Analyst, an international professional certification offered by the CFA Institute to financial analysts who complete a series of three examinations. JB has earned the designation of Certified Financial Planner, a national certification offered by the Certified Financial Planner Board of Standards. JB is a member of the Portland (Ore.) Society of Financial Analysts.

Disciplinary Information

JB has never been the subject of any material investment-related legal or disciplinary actions.

Other Business Activities

JB is not engaged in any other substantial investment-related business or occupation.

Additional Compensation

JB does not receive compensation for providing advisory services outside Baker Ellis. JB is eligible to receive bonus compensation from Baker Ellis for bringing in new client relationships, which presents a conflict of interest, as he has a financial incentive to do so.

Supervision

JB is under the direct supervision of Brian, our Chief Investment Officer. Brian may be contacted at 503.320.0985.