

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

Timonier Family Office, Ltd.
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This brochure provides information about the qualifications and business practices of Timonier Family Office, Ltd. If you have any questions about the contents of this brochure, please contact us at (336) 725-5010. 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 Timonier Family Office Ltd. (CRD No. 150748) is also available on the Securities and Exchange website at www.advisorinfo.sec.gov.

March 3, 2014

Item 2 Material Changes Since Last Annual Updating Amendment filed March 3, 2014

Future material changes to this brochure will be noted in this section and provided promptly to clients.

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Timonier Family Office, Ltd (“Timonier”) is a North Carolina corporation located in Winston-Salem, North Carolina. The firm specializes in providing discretionary and nondiscretionary wealth management services to individuals (families) and fiduciaries of trusts, estates, endowments, charitable organizations, corporations, other business entities as well as pension and profit sharing plans. Timonier Family Office was established by Tim L. Baker in 1997 as Baker Capital Advisors. During 2009, the firm was reorganized as Timonier Family Office, Ltd., to more effectively reflect its expanded wealth management suite of service offerings and professional personnel. The firm is owned by Mr. Baker and does not engage in any business other than advisory services. The firm’s services are described below.

WEALTH MANAGEMENT PROGRAM

With Portfolio Management Services

The firm takes a holistic, multi-generational approach to wealth management, working to accomplish the goals of our clients through a family mission statement which we refer to as the Wealthcare Plan. Upon establishing a relationship, the firm’s wealth advisers gather information from the client including investment objectives, cash flow requirements, risk tolerances, current asset data, as well as client goals and long-term vision. Timonier and its representatives provide financial advice which includes recommendations for appropriate investments for each client’s account. Wealth management services are provided on a discretionary basis as authorized by the client when signing the investment management agreement known as the “Chadburn.” Using this authority, the firm and its representatives may buy, sell or exchange securities without obtaining specific consent prior to each transaction.

In order for the firm to make appropriate decisions, it is important that the client provide accurate and complete responses to inquiries made by the firm’s representatives. Clients are also responsible for informing the firm of changes to the client’s investment objectives, restrictions, personal circumstances and other factors that will impact the account. The firm and its representatives will, on at least an annual basis, contact each client to determine whether there have been material changes which will affect management of the account. However, the ultimate responsibility remains with the client to inform the firm of such changes.

Investment options include common and preferred stocks, bonds, municipal securities, government securities, private equity, exchange-listed limited partnerships, mutual funds, exchange traded funds, unit investment trusts, real estate investment trusts, annuities and other investment options. Timonier makes extensive use of the structured asset class funds offered through Dimensional Fund Advisors. The firm will arrange for execution of trades, custody of assets with an independent custodian as well as performance reporting. Clients are free to contact their Timonier representative at any time.

To encourage our multi-generational approach and to transcend the wealth management philosophy to the generations to follow, Timonier provides incentives in its money management services to do so. Timonier will forego earning advisory fees on the second generation client accounts until they reach a \$50,000 level. Timonier waves all fees associated with the implementation and advisement of investments directed to college 529 savings plans. And finally, Timonier waves all fees associated with the implementation and advisement of Family Foundation accounts, otherwise known as Donor Advised Accounts, until they reach a \$100,000 level. Timonier feels this is its way of giving back in two areas that it values in the highest.

**Assets Under Management
As of 12/31/2013**

Discretionary:	\$132,887,664
Non-Discretionary:	\$48,494,802
Total:	\$181,382,466

INVESTMENT CONSULTING PROGRAM

Timonier also provides financial planning and investment counseling services on an hourly or flat fee basis to those clients seeking financial advice involving a particular investment or financial situation. Timonier provides counseling services designed to meet the client's specific financial objectives and needs. The service generally results in a financial plan, but may also involve more general counseling. Services may include project-planning arrangements in areas such as retirement planning, estate planning, college funding plans, cash flow analysis or analysis with regard to the investment of lump sum distributions from employer pension and profit sharing plans. In preparing a financial plan for a client, relevant information is gathered through personal interviews conducted by firm representatives and through documents and other information provided by the client. Services usually include an analysis of the client's financial circumstances, such as current assets, liabilities, short and long-term capital and liquidity needs, risk

tolerance as well as financial goals and objectives.

Should a client choose to implement the recommendations made by Timonier in the financial plan, Timonier suggests that the client consult with his/her attorney and tax consultant. The decision to implement any recommendation rests exclusively with the client and the client has no obligation to implement any such recommendation. All investment programs involve risk of loss and there is no guarantee that using the firm's investment counseling will produce specific results.

RETIREMENT PLAN CONSULTING SERVICES

Timonier can provide the following services to Retirement Plan Accounts:

ERISA Section 3(38) plan advisory services include Timonier performing discretionary investment management services as described below.

(a) Timonier will, in consultation with the plan fiduciary (or an authorized Representative thereof), develop an investment policy statement ("IPS") for the plan that addresses the selection, monitoring, and replacement of the plan's investment options. The IPS will set forth the number of general investment options and asset class categories to be offered to plan participants with a goal of providing a menu of investments that will allow for the creation of well-diversified portfolios designed to provide for long-term appreciation and capital preservation through a mix of equity and fixed income exposures. Timonier shall be solely responsible for the preparation of the IPS, the selection of the investment options based on the available investments offered under the platform selected by the client, and, if the plan is subject to ERISA, the qualified default investment alternative for the plan.

(b) Timonier will review the investment options available through the plan and will notify the plan's recordkeeper as to Timonier's instructions to add, remove and/or replace specific investment options to be offered to plan participants that meet the criteria set forth in the IPS. Timonier will monitor the investment options and, on a regular basis, provide reports to the plan fiduciary (or the authorized Representative thereof) and instructions to the plan's recordkeeper to remove and/or replace investments that no longer meet the IPS criteria. If the plan is subject to ERISA, Timonier shall, when removing funds, attempt to select or identify replacement funds with similar risk and return characteristics as the removed funds.

(c) Timonier will retain final decision-making authority with respect to removing and/or replacing investments in the core lineup, and neither the client

nor the plan fiduciary will have any responsibility to communicate instructions to any third-party, including the plan's recordkeeper, custodian and/or third-party administrator. Timonier shall not be responsible for any notices or other communications to the plan participants that may be required under ERISA, the Internal Revenue Code of 1986, as amended or other applicable law, but shall make its best efforts to provide client with sufficient advance notice of changes to the plan's investment options to enable client to comply with any applicable participant-level fee disclosure requirements.

(d) Timonier shall also provide the following investment management services:

Ongoing Investment Review and Manager Selection – Reviewing the fund options selected by periodically comparing them to appropriate peer group indices; reviewing the capital markets environment; performing fund style analysis; analyzing funds for retention and/or termination; performing fund searches to replace options or to offer additional options; making such fund changes as it deems necessary or advisable.

Provision of Model Portfolios – Timonier will provide model portfolios comprised of a diverse group of asset-class specific, no-load mutual funds and exchange-traded funds as investment options within the plan. Timonier will act as investment manager to those portfolios by selecting the specific funds to be included in each model. Plan participants can select a model portfolio or construct their own portfolio of funds from the funds otherwise available to them (or from other investments, if the client and the plan permit participants to use a brokerage window). Plan participants who select a model portfolio will own shares of each fund included in the model, in the proportion recommended in the model as of the initial date of investment. Timonier shall select, monitor, and change funds included in the model portfolios offered to plan participants from time to time as determined by Timonier in its sole discretion. Timonier shall, from time to time, direct the recordkeeper to rebalance account balances of plan participants to the extent necessary to comply with the current allocation of Timonier's model portfolios.

Ongoing Monitoring/Discretionary Services for Risk Based Model Portfolios – Taking discretion to manage, acquire, or dispose of funds in the model portfolios; taking discretion to change the portfolio allocations on an asset class or individual fund basis; reviewing the fund options selected in the model portfolios, as well as overall portfolio performance, and periodically comparing them to appropriate peer group and blended indices.

Trustee Consultation – Reviewing principles of successful investing and, to the extent the plan is subject to ERISA, reviewing ERISA guidelines and Section 404(c) compliance with client for participant directed plan requirements; evaluating the plan's current financial profile to aid in determining the appropriate asset allocation policy to match the risk tolerance and return objectives; and preparing allocation schedules necessary to determine the mix of desired investment options.

Provider Analysis – Reviewing performance and risk measures and administrative

and investment-related fees for various investment options; performing an investment or administrative vendor search.

Implementation Assistance – Assisting with investment option/custodial applications, if requested.

Participant Education – Introducing employees to plan features, benefits, and costs and reviewing principles of successful investing, including market history and strategic asset allocation; summarizing investment options available to participants, and providing general asset allocation guidelines. Timonier intends to conform to Department of Labor (DOL) guidelines for initial and ongoing participant education meetings. Timonier does not intend to render individualized advice or advice regarding IRA rollovers under this Agreement and, therefore, will not be considered a fiduciary under ERISA at the participant level for investment advice.

(e) Timonier will also provide the following ongoing Retirement Plan Consulting to Client as described below:

Other Advisory Services – Summarizing total plan expenses on an annual basis; assisting client with plan participant communication pieces; working with the client to assist with plan objectives and goals (i.e., increase participation, reduce number of loans, etc.) and keeping up-to-date on industry trends and discussing with client.

Participant Education – Meeting annually with participants to review plan features, benefits, costs, and principles of successful investing, including market history and strategic asset allocation; summarizing investment options available to participants, and providing general asset allocation guidelines. Timonier intends to conform to Department of Labor (DOL) guidelines for initial and ongoing participant education meetings. Timonier does not intend to render individualized advice or advice regarding IRA rollovers under the agreement and, therefore, will not be considered a fiduciary under ERISA at the participant level for investment advice.

WEALTH MANAGEMENT PROGRAM
Schedule of Fees

<u>Assets Under Management</u>	<u>Annual Fee (Paid Quarterly)</u>
\$0 to \$500,000	1.00%
\$500,001 to \$1,000,000	0.90%
\$1,000,001 to \$2,500,000	0.75%
\$2,500,001 to \$5,000,000	0.65%
\$5,000,000 to \$10,000,000	0.50%
Over \$10,000,000	0.30%

Clients are charged a fee calculated by applying one quarter of the annual fee schedule percentage to the account's market value each quarter end or as negotiated by the client and Timonier. The market value, which may be determined on an account-by-account basis or on an aggregated household basis, is calculated as of the last business day of the previous calendar quarter. The fee will be debited, with written agreement, from the client's account in advance, or in arrears as determined by the management agreement. The fee does not include transaction commissions or account maintenance charges.

If the account is established any day other than the first day of the quarter, the fee due for the first billing period is paid on a prorated basis. The account custodian will establish fair market value for fee calculation purposes. The custodian will not determine whether fees are properly calculated and it is the client's responsibility to verify the accuracy of the billing.

Timonier's fees may be more or less than those charged by the firm to another client for similar services and by other advisors for similar services. In the event that exchange traded funds or mutual funds are included within a client portfolio, the funds will charge additional and separate internal fees as described in the fund prospectus. In addition, the client's custodian may charge a commission or transaction fee with each purchase or sale. (Note: Please see Section 12 regarding brokerage).

Clients may terminate the agreement at any time in its entirety by giving Timonier written notice of termination. Any unearned fees will be refunded based on the number of days remaining in the period as defined by the agreement.

INVESTMENT CONSULTING PROGRAM FEES

Timonier may charge fees for Investment Consulting Services based on an hourly or flat fee as explained below. Fees do not include charges by attorneys, accountants or other third party service providers.

Hourly fee: Timonier's hourly fee varies from \$100 to \$500 per hour and depends upon the nature and the scope of the advice requested by the client, the nature of the research required to complete the project and the nature and number of reports required by the client. The hourly fee may be calculated based upon each professional staff member's time spent on the project. Prior to the engagement, the client will sign an agreement which provides an estimate of the total fee for services. One-half of the fee is due upon contract signing. The balance is due after services are provided.

Flat fee: Timonier's flat fee is quoted in advance and usually ranges from \$500 to \$25,000 depending on the nature and the scope of the advice requested by the Client, the nature and number of investments in a client's portfolio, the amount and nature of research required to complete the project and the scope and number of reports requested by a client. Flat fees are negotiated based on the nature of the work. Prior to engagement, the client signs an agreement which provides an estimate of the total fee for services. One-half of the estimated fee is due upon signing of the advisory agreement with the balance due after services are provided.

The agreement between the firm and a client for investment consulting may be terminated by either party providing ten days advance written notice to the other. Any fee due, but not yet paid is due promptly after termination of the agreement. Any unearned portion of the prepaid fee is returned to the client.

RETIREMENT PLAN CONSULTING SERVICE FEES

For Retirement Plan Consulting Services, Timonier charges a quarterly fee and will bill clients, in advance or in arrears, as negotiated between the plan sponsor and the firm based on the following fee schedule:

<u>Account Value</u>	<u>Annual Fee (Paid Quarterly)</u>
\$1,000,000 to \$5,000,000	0.50%
Over \$5,000,000	0.35%

Or a Flat Fee negotiated between Timonier and the client.

Account values are calculated as of the last business day of each calendar quarter. The initial fee is based upon the value of the investments in the account as of the effective date of the Retirement Plan Consulting Services Agreement. For any partial calendar quarter of service, the fee is prorated based on the number of days that the account is open during the quarter. The fee applicable to assets deposited to the account which exceed \$20,000 is prorated from the date of the deposit. No adjustment of the fee is made for withdrawals of assets from the account during the quarter.

The agreement for services may be terminated by 30 days advance written notice. Upon termination, any prepaid fee is prorated and returned to the client.

The firm does not bill, nor accept performance-based fees.

Timonier Family Office provides customized wealth management solutions to individuals, families, trusts, estates, charitable organizations, corporations and other business entities as well as pension and profit-sharing plans.

We typically require an initial investment of \$1,000,000. However, we take a holistic approach to wealth management and therefore, this initial investment often encompasses several family members and/or multiple generations within a family. Timonier may waive this initial requirement, depending on the circumstances of a particular client.

Endowment, trust and retirement plan account consulting services are available for accounts with an initial investment value of \$2,000,000.

Timonier Family Office takes a holistic, multi-generational approach to wealth management. This structure follows a century-old concept used by wealthy families that could afford to hire a professional staff for their own use. Our advisors are in harmony with family wishes and in continuous communication with one another.

The centerpiece, the guidepost and the most important element of our wealth management services is the development of the Wealthcare Plan. During initial meetings, our team works with its client families to determine retirement horizon assumptions, cash flow and liquidity needs, risk tolerances, tax constraints and estate planning issues as well as each family's visions and dreams for their future.

Based on the financial studies developed from our Wealthcare Plan, a target portfolio allocation is established, investing in the markets of stocks, bonds, cash and real estate. The portfolio allocations of our clients range from ultra-conservative to ultra-aggressive depending upon the particular and unique circumstances of each client. After initial allocations are set, we rebalance to target weightings when variances move beyond set boundaries. At a minimum, this evaluation takes place annually, but also happens "as needed" when events require reallocation of investments.

We believe that asset allocation is the primary determinant of long-term portfolio performance. The allocation between stocks, bonds, cash and real estate as well as the mix of large, small, growth, value, domestic and international stocks explains approximately 96% of portfolio returns.

As a result of three decades of experience, we have embraced the continuity of results provided by "structured" portfolio investment management. We have discovered that active investment management is inconsistent...costly, and thus ineffective. We are architects designing portfolios matching the liability and timeline needs of our clients. Most often we are implementing long-dated portfolios (often multi-generational) which provide advantages offered by a structured management approach. These advantages include low transaction costs, minimal asset class drift, low turnover and often, greater tax efficiency.

Our core belief is that markets are "efficient," meaning prices reflect the knowledge and expectations of all investors at any moment in time. We are "long only" investors. We reject the use of classical technical analysis, manager/fund switching, and market timing.

The firm does not guarantee results of investment advice and thus losses may occur with any strategy, including conservative strategies applied or recommended by Timonier.

All investments carry risk, including the possible loss of principal. However, some risks are worth taking. Gain is rarely accomplished without this exposure, but not all risks carry a reliable reward. Financial science over the last fifty years has brought us to a better understanding of the risks that are worth taking and the risks that are not.

We believe that the fundamental investment risk is not losing one's money, but outliving it. Risk has changed, because life has changed. Families are experiencing thirty years of retirement and during this period, the cost of living can triple. So the risk is not loss of principal, it is the extinction of your purchasing power while you are still alive. We believe there is strength in diversification. Successful investing means not only capturing risks that generate expected return, but also reducing risks that do not. To all these, diversification is the antidote. It washes away the random fortunes of individual stocks and positions your portfolio to capture the returns of broad economic forces.

Item 9 Disciplinary Information

Neither Timonier Family Office Ltd. nor any of its management staff have been involved in any legal or disciplinary event which would be material to a client's or a potential client's evaluation of our advisory business or of our personal integrity.

Item 10 Other Financial Industry Activities and Affiliations

Investment adviser representatives of Timonier Family Office may also be qualified as Certified Public Accountants and as such, through the firm, may also provide tax planning and other accounting services to clients and to others. In addition, investment adviser representatives of Timonier may be licensed to sell insurance products.

To the extent accounting and insurance products are recommended to clients, a conflict of interest exists since service fees and commissions will be earned if accounting services are provided or if insurance products are purchased.

Timonier Family Office has established a Code of Ethics applicable to all persons who have access to confidential client records or access to recommendations being made for client accounts. Designed to prevent conflicts of interest between the financial interests of clients and the interests of the firm's staff, the Code requires such "access persons" to obtain preapproval of certain "reportable" securities transaction, to report these transactions on a quarterly basis and to report all securities positions in which they have a beneficial interest at least annually. The reporting requirements allow Timonier management to determine whether to allow or prohibit certain employee securities purchases and sales based on transactions made, or anticipated to be made, in the same securities for client accounts. The Code also establishes certain bookkeeping requirements related to federal reporting rules.

As a matter of policy, the firm does not, as a principal, buy securities for itself from or sell securities to any client, nor act as a broker for any client nor recommend securities in which we or any related person have financial interest.

The Code of Ethics is required to be reviewed annually and updated as necessary. A complete copy of the Code is available by contacting Timonier Family Office, 121-B Reynolda Village, Winston-Salem, North Carolina, 27106, and (336) 725-5010.

Timonier Family Office selects brokers and executes client transactions in a manner such that commissions, fees and other expenses are competitive within the industry and, at a minimum, do not exceed the usual and customary brokers' commissions. The duty to ensure best execution means that the firm has an obligation to execute securities transactions so that quality execution prices are obtained and that the total costs provide the most favorable broker-dealer services received in terms of research, execution capability, commission rates, financial responsibility and responsiveness to the money manager.

To determine whether quality execution services are obtained, a variety of factors are reviewed by the Chief Compliance Officer or his designate on a quarterly basis including but not limited to:

- Current transaction costs
- The size and nature of the transactions
- Timeliness of order processing to obtain price
- Ability to maintain confidentiality of trading intentions
- Timeliness and accuracy of trade confirmations
- Ability to place trades in difficult market environments
- Execution facilitation services provided
- Recordkeeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition and business reputation

We do not have any soft dollar arrangements. We do not receive client referrals from any broker-dealer.

Client account transactions are typically completed independently for each account. We may however, purchase or sell the same securities or instruments for a number of clients simultaneously. When appropriate, orders for the same security may be aggregated or combined to facilitate best execution and to reduce brokerage commissions or other costs. During this process, no participating client is favored over another client. Each client will receive the average price for all of the trades executed to complete the batched order. Securities purchased or sold in batched transactions are allocated pro-rata to all participating client accounts in proportion to the size of the order placed for each account.

Timonier may recommend that clients establish brokerage accounts with TD AmeriTrade Institutional, a division of TD AmeriTrade, Inc, or with Raymond James Financial Services, Inc. (collectively “Brokers”) members of FINRA/SIPC, to maintain custody of clients’ assets and to effect trades for their accounts. Timonier is independently owned and not formally affiliated with the Brokers. The Brokers provide Timonier with access to institutional trading and custody services which are not available to the Brokers’ retail investors. These services generally are available to independent investment advisors, without cost, on an unsolicited basis to financial firms who maintain a minimum threshold of client assets. The firm receives no compensation from the Brokers (other than the services and arrangements described herein).

The Brokers also make available to Timonier, products and services which assist the firm in managing and administering client accounts. These products include software and other technology that provide access to client account data such as trade confirmations and account statements, facilitate trade execution and allocation, market research, pricing information and other market data, facilitate payment of advisory fees from client accounts and assist with back-office functions, recordkeeping and client reporting. These services are generally used to service a substantial number of advisory accounts and may include accounts not custodied with the Brokers.

The Brokers also make available other services intended to assist management firms such as Timonier Family Office in the development of further business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing.

At all times, the firm is cognizant of its fiduciary responsibilities and will endeavor to act in its clients’ best interests. Timonier’s recommendation that clients maintain their assets in accounts with either Broker may be based in part on the benefit to Timonier of the availability of some of the foregoing products and not solely on the nature, cost or quality of custody and brokerage services provided by the Brokers which could create a potential conflict of interest.

In the event of a trade error, it is the firm’s policy to take whatever action is necessary to make the client’s account whole. An error clearing account may be established in the firm’s name and used to absorb order error results, including gains and losses. Any gains generated within this account may benefit the firm.

The investment professionals of Timonier Family Office continuously monitor wealth management portfolios. These professionals include Wealth Management Advisors and the Tax Director. These professionals provide continuous and regular investment advice, tax management services, ongoing review of client portfolios and regular communication with clients.

Detailed, in-depth reviews with the client are triggered by changes in the client's financial situation or objectives, by client request and by account review intervals established by the firm. Client reviews are offered as frequently as set forth in the management agreement and additionally as often as the client and the investment professionals at Timonier deem appropriate.

Information reviewed includes the suitability of the client's current asset allocation, the risk of any high concentrations in individual securities, material changes to client's financial situation, specific investment objectives, any portfolio restrictions, tax issues and investment results. During these reviews, clients are provided a written account overview and performance reporting from Timonier.

Wealth management clients and retirement plan consulting clients receive a report of account transactions and positions at least quarterly from their independent custodian. Clients also have access to their current account information on an ongoing basis through the firm's website.

Reports to clients receiving investment counseling services are provided as frequently as agreed upon in advance between Timonier and the client.

Item 14 *Client Referrals and Other Compensation*

The firm does not compensate any related person or any third party for client referrals.

The firm does not have custody of client funds or securities. These funds and assets are always held by an independent third-party custodian. See Item 12. Clients receive account statements not less than quarterly from their custodian. Any activity during a monthly period activates a statement for that particular month as well. Statements are mailed to clients in physical format or can be replaced with an electronic statement at the client request. Clients should carefully review these statements.

The firm provides investment advice to its Wealth Management clients on a discretionary basis. Clients grant discretionary authority to Timonier in the written authorization granted in the advisory agreement known as "The Chadburn." For these clients, the firm has the authority to determine the executing broker/dealer, the specific securities to be purchased or sold, the amount to be purchased or sold, the market levels at which the transactions will be executed and the time of the execution without prior consultation with the client. Limitations may be imposed by the client in the form of specific constraints on any area of discretion within the written investment management agreement. Timonier also has discretion to hire and terminate third party money managers whom additionally have discretion to place orders.

When providing Investment Consulting services, the firm and its advisors are not granted discretion to select brokerage firms or to purchase or sell securities. The client selects the brokerage firm and also decides upon the investments to buy or sell.

When providing Retirement Plan Consulting services, the firm and its advisors do not have discretion with regard to investment choices made by plan participants nor discretion as to brokerage.

The firm generally votes proxies for its clients, but clients may retain proxy voting responsibility if they so choose. In addition, the firm will abide by specific voting guidelines on certain policy issues if requested by a particular client on a case-by-case basis.

Timonier's policy and procedures relating to voting proxies are structured to ensure that proxies are voted in the best interests of the client and in a manner designed to maximize the value of client investments. To evaluate a particular proxy proposal, Timonier will consider the period of time we anticipate that the voting shares of the company are to be held by the client, the size of the position, the costs and benefits involved to the company of the proxy proposal, the governance documents of the affected company as well as its management and operations.

The firm typically votes proxies in accordance with management's recommendations since the capability of the management team is one of the criteria used by Timonier during the fund selection process. Exceptions to the rule occur when we believe that management is acting on its own behalf instead of the well-being of the company and its shareholders and as a result, we may elect to vote against management's recommendations. In addition, the firm may opt to withhold votes or vote against management's slate of directors as a means of communicating its dissatisfaction with the current board or management team.

The Chief Compliance Officer is ultimately responsible for determining whether there are any circumstances that might give rise to a conflict of interest during the proxy voting process due to a business relationship between Timonier and the company or for any other reason. If such a conflict should arise, the Chief Compliance Officer will decide if the proxy may be voted by Timonier or whether it should be referred to the client for voting. Alternatively, the firm may consult directly with the client to obtain the client's consent before voting the proxy. Timonier will not refrain from voting proxies simply because a conflict exists. The firm acknowledges its fiduciary obligation to take action on all proxies.

Clients may obtain information on how proxies were voted as well as a copy of our proxy voting policy and procedures by contacting us at 121-B Reynolda Village, Winston-Salem, NC 27106 or (336) 725-5010.

The firm has no financial condition that would impair its ability to meet its contractual commitments to its clients.

Part 2B of Form ADV: *Brochure Supplement*

Item 1 Cover Page

Tim L. Baker
Timonier Family Office, Ltd.
121-B Reynolda Village
Winston-Salem, NC 27041
(336) 725-5010

This brochure supplement provides information about Tim Baker that supplements the Timonier Family Office brochure. You should have received a copy of that brochure. Please contact Timonier Family Office if you did not receive Timonier's brochure or if you have questions about the contents of this supplement.

Additional information about Tim Baker (CRD No. 1256333) is available on the SEC's website at www.advisorinfo.sec.gov.

Item 2 Educational Background and Business Experience

Tim was born March 25, 1958 in Newport News, Virginia. He graduated from the University of South Carolina with a bachelor's degree in Business Administration in 1980. He has worked within the financial industry for more than 25 years.

Tim founded Timonier Family Office, Ltd (previously known as Baker Capital Advisors, Ltd.) in 1997, a wealth management office providing financial guidance to families and fiduciaries. Tim was affiliated with NFP Securities, Inc from September 2004 through June 2009 as a financial advisor.

Tim is President of the Carolina Alumni Association of the Piedmont Triad. He is a member of the Investment Management Consultants Association and the International Association for Financial Planning and holds the designation of Certified Investment Management Analyst (CIMA).

Item 3 Disciplinary Information

There are no outstanding legal or disciplinary events material to a client's or a potential client's evaluation of Tim Baker, his character, or her ability to serve in an advisory capacity at Timonier Family Office, Ltd.

Item 4 Other Business Activities

Mr. Baker is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Mr. Baker does not derive additional compensation or economic benefit from outside the firm.

Item 6 Supervision

Tim L. Baker is the firm's Chief Compliance Officer and is responsible for all supervisory duties. Given his prominent role, he is responsible for supervising his own accounts and activities as well as those of all employees of Timonier Family Office, Ltd. He can be reached at 121-B Reynolda Village, Winston-Salem, NC 27106 or at (336) 725-5010.

Part 2B of Form ADV: *Brochure Supplement*

Item 1 Cover Page

James M. Eggers
Timonier Family Office, Ltd.
121-B Reynolda Village
Winston-Salem, NC 27041
(336) 725-5010

This brochure supplement provides information about James Eggers that supplements the Timonier Family Office brochure. You should have received a copy of that brochure. Please contact Timonier Family Office if you did not receive Timonier's brochure or if you have questions about the contents of this supplement.

Additional information about James Eggers is available on the SEC's website at www.advisorinfo.sec.gov.

Item 2 Educational Background and Business Experience

Jimmy brings over ten years of experience with national accounting firms to Timonier Family Office. Born June 29, 1977 in Mobile, Alabama, Jimmy graduated with a bachelor's degree in Accounting from Appalachian State University in 2001 and immediately began his career with BDO Seidman, LLP where he worked in the tax department as an associate and subsequently as a Manager until he joined Timonier Family Office as Tax Director in September, 2008.

Jimmy is a member of AICPA (American Institute of CPAs) as well as NCACPA (NC Association of CPAs).

Item 3 Disciplinary Information

There are no outstanding legal or disciplinary events material to a client's or a potential client's evaluation of James Eggers, his character, or her ability to serve in an advisory capacity at Timonier Family Office, Ltd.

Item 4 Other Business Activities

Mr. Eggers is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Mr. Eggers does not derive additional compensation or economic benefit from outside the firm.

Item 6 Supervision

Mr. Tim L. Baker is the firm's Chief Compliance Officer and is responsible for all supervisory duties, including supervision of Mr. Eggers' activities with respect to client accounts. Mr. Baker can be reached at 121-B Reynolda Village, Winston-Salem, NC 27106 or (336) 725-5010.

Part 2B of Form ADV: *Brochure Supplement*

Item 1 Cover Page

Janice J. French
Timonier Family Office, Ltd.
121-B Reynolda Village
Winston-Salem, NC 27041
(336) 725-5010

This brochure supplement provides information about Janice French that supplements the Timonier Family Office brochure. You should have received a copy of that brochure. Please contact Timonier Family Office if you did not receive Timonier's brochure or if you have questions about the contents of this supplement.

Additional information about Janice French (CRD No. 4360906) is available on the SEC's website at www.advisorinfo.sec.gov.

Item 2 Educational Background and Business Experience

Janice Jacoby French was born on September 30, 1960 in Moses Lake, Washington. She graduated summa cum laude from Wesleyan College in 1982 with a bachelor's degree in Business Administration. She also holds an MBA from the University of Tampa.

Janice has worked within the financial services community for over 25 years. During the period of August 1996 through January 2009 she served as a Portfolio Manager for Howland and Associates, LLC, a Tampa-based asset management firm, servicing taxable and tax-exempt portfolios as well as acting as a liaison to the institutional pension community. During 2009 and 2010 Janice worked with Rice Financial Products as a fixed income analyst and trader.

She joined Timonier Family Office, Ltd. in September, 2010. Janice holds the Chartered Financial Analyst (CFA) designation and is a member of the CFA Institute.

Item 3 Disciplinary Information

There are no outstanding legal or disciplinary events material to a client's or a potential client's evaluation of Janice French, her character, or her ability to serve in an advisory capacity at Timonier Family Office, Ltd.

Item 4 Other Business Activities

Ms. French is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Ms. French does not derive additional compensation or economic benefit from outside the firm.

Item 6 Supervision

Tim L. Baker is the firm's Chief Compliance Officer and is responsible for all supervisory duties, including supervision of Ms. French's activities with respect to client accounts. Mr. Baker can be reached at 121-B Reynolda Village, Winston-Salem, NC 27106 or (336) 725-5010.

Part 2B of Form ADV: *Brochure Supplement*

Item 1 Cover Page

Nicholas C. Baker
Timonier Family Office, Ltd.
121-B Reynolda Village
Winston-Salem, NC 27041
(336) 725-5010

This brochure supplement provides information about Nicholas C. Baker that supplements the Timonier Family Office brochure. You should have received a copy of that brochure. Please contact Timonier Family Office if you did not receive Timonier's brochure or if you have questions about the contents of this supplement.

Additional information about Nicholas Baker is available on the SEC's website at www.advisorinfo.sec.gov.

Item 2 Educational Background and Business Experience

Nicholas Cole Baker was born on March 6, 1985 in Winston-Salem, NC. He graduated from the University of South Carolina with a bachelor's degree in Mass Communication and Public Relations and a minor in Business in 2007. Nicholas has worked in the residential real estate community for over five years from January 2008 through May 2013 as a liaison for buyers and sellers in the Charlotte, NC and surrounding areas.

Nicholas joined Timonier Family Office, Ltd on May 1, 2013. He holds the Series 65 license and is currently enrolled in the College for Financial Planning in route to obtaining his CFP designation and his AAMS designation. He continues to hold his North Carolina and South Carolina real estate license.

Item 3 Disciplinary Information

There are no outstanding legal or disciplinary events material to a client's or a potential client's evaluation of Nicholas Baker, his character or his ability to serve in an advisory capacity at Timonier Family Office, Ltd.

Item 4 Other Business Activities

Mr. Baker holds real estate licenses in the states of North Carolina and South Carolina.

Item 5 Additional Compensation

Mr. Baker does not derive additional compensation or economic benefit from outside the firm.

Item 6 Supervision

Tim L. Baker is the firm's Chief Compliance Officer and is responsible for all supervisory duties, including supervision of Mr. Nicholas Baker's activities with respect to client accounts. Mr. Baker can be reached at 121-B Reynolda Village, Winston-Salem, NC 27106 or (336) 725-5010.