FIRSTIME DESIGN LIMITED®

AN AMERICAN TIMEKEEPING COMPANY

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 18, 2015

TO THE SHAREHOLDERS OF FIRSTIME DESIGN LIMITED

Notice is hereby given that the Annual Meeting of Shareholders of FirsTime Design Limited will be held at FirsTime Manufactory, Inc., 2350 S. 170th Street, New Berlin, Wisconsin 53151, on Thursday, June 18, 2015, at 10:00 a.m. (local time), for the purpose of considering and voting upon the following matters:

1. To elect four (4) directors to hold office until the next annual meeting of shareholders and until their successors are duly elected and qualified;

2. To consider and act upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors is not aware of any other business to come before the meeting. Shareholders of record at the close of business on April 28, 2015, are the shareholders entitled to vote at the meeting and any adjournment or postponement thereof. **The Board recommends a vote "FOR" each nominee named in the proxy statement.**

We are enclosing a proxy for the annual meeting and a proxy statement. **Your vote is important no matter how large or small your holdings may be. To assure your representation at the meeting, please date the enclosed proxy, which is solicited by the Board of Directors, sign exactly as your name appears on the proxy and return the proxy immediately.**

The prompt return of proxies will save us the expense of further requests for proxies to ensure a quorum at the meeting. A self-addressed envelope is enclosed for your convenience. No postage is required if the envelope is mailed within the United States.

By Order of the Board of Directors

Pete Wierenga
Chairman of the Board

New Berlin, Wisconsin
May 4, 2015

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on June 18, 2015

This Proxy Statement and our 2014 Unaudited Annual Report are available through our website http://firstimeonline.com under the "Investors" link, which will automatically redirect investors to the OTC Markets website where the documents are available under the "Filings and Disclosure" tab.

FIRSTIME DESIGN LIMITED®

AN AMERICAN TIMEKEEPING COMPANY

2350 S. 170th Street
New Berlin, Wisconsin 53151

PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 18, 2015

We are providing this proxy statement to you in connection with the solicitation of proxies on behalf of our Board of Directors ("Board of Directors" or "Board"). The proxies will be used at our annual meeting of shareholders, which will be held at FirsTime Manufactory, Inc., 2350 S. 170th Street, New Berlin, Wisconsin 53151, on Thursday, June 18, 2015, at 10:00 a.m. (local time), and all adjournments or postponements thereof, for the purposes set forth in the attached Notice of Annual Meeting of Shareholders.

VOTING RIGHTS AND PROXY INFORMATION

This proxy statement and the enclosed form of proxy are being mailed to you on or about May 7, 2015. Execution of a proxy given in response to this solicitation will not affect your right to attend the annual meeting and vote in person. Presence at the annual meeting of a shareholder who has signed a proxy does not in itself revoke a proxy. You may revoke your proxy at any time before it is exercised by: (a) duly executing and delivering to our Corporate Secretary a later dated proxy relating to the same shares prior to the exercise of such proxy, (b) filing with our Corporate Secretary at or before the meeting a written notice of revocation bearing a later date than the proxy, or (c) attending the meeting and voting in person (attendance at the meeting will not in and of itself constitute revocation of a proxy).

All shares of common stock represented at the meeting by properly executed proxies received prior to or at the meeting, and not revoked, will be voted at the meeting in accordance with the instructions thereon. The shares represented by executed but unmarked proxies will be voted **FOR** the persons nominated for election as directors and on such other business or matters which may properly come before the annual meeting in accordance with the best judgment of the persons named as proxies in the enclosed form of proxy.

The annual meeting could be adjourned if, for example, a quorum does not exist or if a quorum exists but sufficient votes to approve a proposal are not received. In determining whether to adjourn the annual meeting, the following factors may be considered: the percentage of votes actually cast, the percentage of votes voted for and against a proposal, the nature of any further solicitation and the information to be provided to shareholders with respect to the reasons for the solicitation. Any adjournment will require the affirmative vote of a majority of those shares that are represented at the annual meeting in person or by proxy. For purposes of any adjournment, proxies will be voted "**FOR**" adjournment unless you direct otherwise by writing anywhere on the enclosed proxy that you will vote against any adjournments.

A majority of the shares of common stock, 6-2/3 cents par value, present in person or represented by proxy and entitled to vote, shall constitute a quorum for purposes of the meeting. Other than the election of directors, our management has no knowledge of any matters to be presented for action by the shareholders at the annual meeting.

Only holders of record of common stock at the close of business on April 28, 2015, are entitled to vote at the annual meeting and at any adjournment or postponement thereof.

Abstentions and broker non-votes will be counted for purposes of determining the presence of a quorum, but do not constitute a vote "for" or "against" any matter and will be disregarded in the calculation of votes cast.

If your shares are held in "street name" by a broker, nominee, fiduciary or other custodian (referred to as a financial intermediary), you may not vote in person at the annual meeting unless you first obtain a proxy issued in your name from your financial intermediary. Otherwise your financial intermediary will send you a full meeting package including a voting instruction form to allow you to instruct your financial intermediary how to vote your shares. Your financial intermediary may permit you to vote by the Internet or by telephone. A broker non-vote occurs when your financial intermediary submits a proxy card with respect to your shares, but declines to vote on a particular matter, either because such nominee elects not to exercise its discretionary authority to vote on the matter or does not have discretionary authority to vote on the matter. Your financial intermediary has the authority under New York Stock Exchange rules to vote your unvoted shares on certain routine matters, but not on the election of directors.

On April 28, 2015, we had outstanding and entitled to vote 1,514,363 shares of common stock. The record holder of each outstanding share of common stock is entitled to one vote.

The Board would like to have all shareholders represented at the meeting. Whether or not you plan to attend, please complete, sign and date the enclosed proxy and return it in the accompanying postpaid return envelope as promptly as possible. A proxy given pursuant to this solicitation may be revoked at any time before it is voted. Proxies may be revoked by: (a) duly executing and delivering to our Corporate Secretary a later dated proxy relating to the same shares prior to the exercise of such proxy, (b) filing with our Corporate Secretary at or before the meeting a written notice of revocation bearing a later date than the proxy, or (c) attending the meeting and voting in person (attendance at the meeting will not in and of itself constitute revocation of a proxy). Any written notice revoking a proxy should be delivered to our Corporate Secretary at 2350 S. 170th Street, New Berlin, Wisconsin 53151.

ELECTION OF DIRECTORS

At the annual meeting, the holders of common stock will elect four (4) directors to hold office until the next annual meeting and until their successors are duly elected and qualified. Unless the shareholders otherwise specify, the shares represented by the proxies received for the election of four (4) directors will be voted in favor of the election as directors of Andrew L. Bass, Christopher D. Bering, Jeffrey P. Cowie, and Pete D. Wierenga.

The Board has no reason to believe that any of the listed nominees will be unable or unwilling to serve as director if elected. However, in the event that any of the nominees should be unable or for good cause unwilling to serve, the shares represented by proxies received will be voted for substitute nominees selected by the Board. Directors will be elected by a plurality of the votes cast at the annual meeting (assuming a quorum is present). Consequently, and assuming a quorum is present, any shares not voted at the annual meeting, whether due to abstentions, broker non-votes or otherwise, will have no impact on the election of directors. Votes will be tabulated by inspectors of election appointed by the Board.

If your shares are held in "street name" by your financial intermediary, your financial intermediary may only vote your shares for the election of directors with your specific voting instructions. Therefore, we urge you to respond to your financial intermediary so that your vote will be cast.

The table below sets forth certain information about the Board's nominees for election as directors. Except as otherwise noted, each nominee has engaged in the principal occupation or employment and held the offices shown for more than the past five years. The table provides information as of April 28, 2015, about each nominee. The information presented includes information each director has given us about his age, all positions he holds, his principal occupation and business experience for the past five years, and the names of publicly-held companies (other than the company) or registered investment companies, if any, of which he currently serves as a director or has served as a director during the past five years.

In addition to the information presented below regarding each nominee's specific experience, qualifications, attributes and skills, we also believe that each nominee has a reputation for integrity, honesty and adherence to high ethical standards. Each nominee has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to the company and the Board, and each nominee takes a conservative and

thoughtful approach to addressing issues facing the company. The combination of skills and attributes identified herein led to the conclusion that each of the nominees should serve as a director.

Mr. Christopher D. Bering is the Chief Executive Officer of FirsTime Design Limited and subsidiaries Lee Middleton Original Dolls, Inc. and FirsTime Manufactory, Inc.

Except as otherwise described herein, all of our nominees will hold office until the next annual meeting of shareholders and until their respective successors are duly elected and qualified. We have no arrangements or understandings with any other person pursuant to which any of our nominees have been selected for their respective positions.

Name	Length of Service	Age	Principal Occupation; Public Directorships
Andrew L. Bass	Since 2011	28	Director of Research at North Star Investments since 2013. Equity Analyst at Berlin Financial Ltd. from 2011-2013. Research Associate at Harris Associates LP from 2009-2011.
Christopher D. Bering	Since 2013	40	Chief Executive Officer of FirsTime Design Limited since December 2013; Appointed President in January 2011, and assumed the position of Chief Operating Officer in 2012. Served as Creative and Marketing Director for FirsTime from 2001 to 2010.
Jeffrey P. Cowie	Since 2013	62	Career in the manufacturing sector - serving both industrial and consumer markets - spanned over 28 years, and retired in 2003 as Vice President of Marketing and Sales with Johnson Level and Tool Mfg. Co, Inc.
Pete D. Wierenga	Since 2009	60	Vice- President of Godwin Plumbing since 1987; President of Godwin Hardware Stores since 1988; Vice-President and Co-Founder of Millennia Telecom, Inc.; serves on the Board of Directors of Meritage Hospitality Group.

The Board recommends the foregoing nominees for election as directors and urges each shareholder to vote "FOR" Messrs. Bass, Bering, Cowie, and Wierenga. Shares represented at the annual meeting by executed but unmarked proxies will be voted "FOR" all of the above nominees.

THE BOARD OF DIRECTORS AND ITS COMMITTEES

General Board Matters. The Board previously had a standing Compensation Committee and Audit Committee, but the functions of those committees are now performed by the Board as a whole. The Board does not have a Nominating Committee, Audit Committee, or Compensation Committee. The Board believes that it is appropriate not to have such Committees because the Board's independent directors can adequately serve the function of addressing the matters that would be brought before these Committees for resolution. The Board has determined that Messrs. Bass, Cowie, and Wierenga are independent under the independence standards of The NASDAQ Stock Market LLC (referred to as NASDAQ).

The Board held numerous regular and special meetings during the year ended December 31, 2014. Each serving director attended at least 75% of the aggregate of (a) the total number of meetings of the Board and (b) the total number of meetings held by all committees of the Board, if any, on which he served.

General Nominating Policies, Procedures and Processes. The independent directors of the Board (as determined under the independence standards of NASDAQ) are responsible for identifying, evaluating and recommending nominees for director. The independent directors are currently Messrs. Bass, Cowie, and Wierenga. In identifying and evaluating nominees for director, the independent directors seek to ensure:

1. That the Board possesses, in the aggregate, the strategic, managerial and financial skills and experience necessary to fulfill its duties and to achieve its objectives; and

2. That the Board is comprised of directors who have broad and diverse backgrounds, possessing knowledge in areas that are of importance to us.

The independent directors look at each nominee on a case-by-case basis regardless of who recommended the nominee to determine whether the proposed candidate meets the Board's minimum qualifications for eligibility, director criteria and is otherwise suitable for further consideration. In looking at the qualifications of each candidate to determine if his or her election would further the goals described above, the independent directors may take into account all factors they consider appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge.

At a minimum each director nominee, whether an independent director-recommended nominee or a shareholder-recommended nominee must have displayed the highest personal and professional ethics, integrity, values and sound business judgment. Further, each nominee for director should possess the following specific qualities and skills:

1. Exhibit high standards of integrity, commitment and independent thought and judgment and be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.

2. Have substantial management experience and/or financial expertise or prior Board experience with a public company or other relevant experience with a range of skills that will allow a Board member to provide sound guidance with respect to our operations and interests.

3. Have the ability to dedicate sufficient time, energy and attention to ensure the diligent pursuit of his or her duties, including attending Board and committee meetings and reviewing all material in advance.

4. Have the ability to discus major issues and come to a reasonable conclusion. The capability to understand, effectively discuss and make appropriate judgments with respect to issues of importance to us. While being collegial, the candidate should have the ability to be direct and not afraid to disagree on important issues.

5. Have the ability, when requested by the Board, to represent us and our business effectively to the financial press, investment institutions and other company and shareholder constituencies.

6. As applicable or desirable, meet the requirements for independence set forth under the independence standards of NASDAQ.

7. Either (a) have direct business exposure to our major businesses and the major businesses of our subsidiaries and/or (b) be ready to participate in direct learning experiences about our major businesses and the major businesses of our subsidiaries.

7. As applicable or desirable, for independent directors, possess experience in the review of financials of comparable levels of difficulty as our financials and meet the additional independence requirements under Securities and Exchange Commission rules.

Process for Shareholder Director Nominees. While the independent directors of the Board are solely responsible for identifying and recommending director nominees to the Board, they will consider candidates recommended by our shareholders for election as directors.

Each shareholder recommendation should include information about the shareholder bringing the nomination. At a minimum, this information should include the number of shares held by such shareholder and the period of time such shares have been held by the shareholder. Each shareholder recommendation should also include information about the nominee. At a minimum, this information should include (a) the name and age of the nominee; (b) the nominee's business background for at least the past five years; (c) any directorships that the nominee holds in other companies or has held for the past five years; (d) any relationships of the nominee to us, including share ownership; and (e) a description of all arrangements or understandings between such shareholder and each nominee and any other person pursuant to which the nomination is being made.

A shareholder recommendation for a director nominee should be delivered to our Corporate Secretary at 2350 S. 170th Street, New Berlin, Wisconsin 53151. The deadline for receipt of shareholder nominations is January 31 of each year.

The independent directors of the Board will review whether the proposed candidate meets the Board's minimum qualifications for eligibility, director criteria and is otherwise suitable for further consideration. The independent directors of the Board will use the same process and standards for reviewing shareholder recommendations for director nominees as they do for other potential director nominees.

Shareholder Communications with Board of Directors. Shareholders may communicate with the Board (or individual directors serving on the Board) by sending written communications, addressed to any director or to the Board of Directors as a group, to our Corporate Secretary at 2350 S. 170th Street, New Berlin, Wisconsin 53151, who will ensure that this communication (assuming it is properly marked *care of the Board of Directors* or *care of a specific director*) is delivered to the Board or the specified director, as the case may be. Commercial advertisements or other forms of solicitation will not be forwarded.

Attendance of Directors at Annual Meetings. All members of the Board are expected to attend the annual meeting of shareholders barring other significant commitments or special circumstances.

Leadership Structure. Our board of directors is led by a Chairman, while our management team is led by a Chief Executive Officer (CEO), both positions being elected by our board of directors. We have the discretion to determine whether to combine or separate the positions of Chairman and CEO. Pete D. Wierenga serves as the Chairman of the Board and in such capacity presides over meetings of the Board. Our CEO is Christopher D. Bering, and he manages the business and affairs of the company under the direction of the Board. We currently separate the positions of Chairman of the Board and CEO. The Board has reviewed this leadership structure and has determined that it is the most appropriate structure for the company because it enables the CEO to focus on running the company's business while the Board Chair focuses on the affairs of the Board.

Board Role in Risk Oversight. The Board oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and enhance shareholder value. A fundamental part of risk management is not only understanding the risks a company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the company. The involvement of the full Board in setting the company's business strategy is a key part of its assessment of management's appetite for risk and also a determination of what constitutes an appropriate level of risk for the company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Ownership by Directors, Nominees and Executive Officers

The following table sets forth information regarding the beneficial ownership of our common stock as of April 28, 2015, by: (a) each director and nominee; (b) each of the executive officers named in the Summary Compensation Table under "Executive Compensation – Summary Compensation Table" that is currently serving the company; and (c) by all of the directors, nominees and executive officers (including the executive offers named in the Summary Compensation Table) as a group. Except as otherwise indicated, the named individuals have sole power to vote and dispose of such shares. None of the named individuals have pledged any of their shares as security.

Directors, Nominees and Executive Officers	Amount Beneficially Owned	Percentage of Voting Power of Common Stock
Andrew L. Bass (1)	102,526	6.8%
Christopher D. Bering (2)	31,000	2.0%
Jeffrey P. Cowie	0	0.0%
Pete D. Wierenga	117,326	7.7%
All Directors, Nominees and Executive Officers as a Group (4 Persons) Common Stock	250,852	16.6%

(1) Includes 37,973 shares of common stock held jointly with or by his family (shared voting and dispositive power).

(2) Includes 16,800 shares of common stock held jointly with or by his family (shared voting and dispositive power).

Shareholders Owning More Than Five Percent

The following table provides information concerning persons known by us to beneficially own more than five percent of our voting securities as of April 28, 2015.

Name and Address	Amount Beneficially Owned	Percentage of Voting Power Of Common Stock
Thomas G. Berlin (1) 1325 Carnegie Avenue Cleveland, OH 44115	259,877	17.2%
Rich Margolin 488 Berkeley Avenue South Orange, NJ 07079	183,166	12.1%

(1) Includes 38,937 shares of common stock with shared voting and dispositive power.

EXECUTIVE COMPENSATION

The Board is responsible for all aspects of the compensation packages offered to our executive officers and directors. The Board determines the compensation package to be paid to each executive officer and director. The Board does not delegate its authority, and generally does not engage an outside national professional consulting firm to assist in determining or recommending the amount or form of executive and director compensation. In the case of executive officers other than the Chief Executive Officer, the Board also considers the job performance evaluation and recommendation of the Chief Executive Officer before determining or recommending the compensation for such executive officer.

Summary Compensation Table

The following table sets forth certain information concerning the compensation earned during 2014 by our principal executive officer as of December 31, 2014. The person named in the table is sometimes referred to herein as the "named executive officer".

2014 Summary Compensation Table

Name and Principal Position	*Year*	*Salary*	*Bonus*	*Total*
Christopher D. Bering Chief Executive Officer and President	2014	$120,000	$5,000	$125,000

The company currently has only one executive officer, Mr. Bering. Our Chairman of the Board, Mr. Wierenga, is not paid a salary. Mr. Wierenga is paid for his board service, $6,000 per year as detailed below. Mr. Bering does not have an employment agreement with the company.

Director Compensation

The following table summarizes the director compensation for 2014 for all of our non-employee directors.

Name	Director Fees	Total
Andrew L. Bass	$6,000	$6,000
Jeffrey P. Cowie	$6,000	$6,000
Pete D. Wierenga	$6,000	$6,000

Each of the independent directors did not receive any additional compensation in 2014 for regular committee meetings, if any, or special meetings of the Board. In 2015, it is expected that each non-employee director will receive an annual retainer fee of $6,000.

RELATED PERSON TRANSACTIONS

We had no transactions during 2014, and none are currently proposed in which we were a participant and in which any related person had a direct or indirect material interest.

OTHER MATTERS

The matters in the foregoing Notice of Meeting and Proxy Statement are, as far as our Board knows, the only matters which will be presented for consideration at the annual meeting. If any other matters properly come before the annual meeting, the individuals named in the accompanying proxies will vote on them, in accordance with their best judgment exercising the authority conferred thereby.

MISCELLANEOUS

Shareholder Proposals

Any proposals of shareholders intended to be presented at the 2015 annual meeting of shareholders must be received by our Corporate Secretary at our principal executive offices in a reasonable amount of time before we begin to print and send our proxy materials, to be considered for inclusion in our proxy statement and proxy relating to such meeting. Additionally, if we do not receive notice of a shareholder proposal in a reasonable amount of time before we begin to print and send our proxy materials, the persons named in the proxies solicited by our Board for the 2015 annual meeting may exercise discretionary voting power with respect to such proposal.

Solicitation Expenses

We will bear the cost of solicitation of proxies. We will reimburse financial intermediary for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of the common stock. In addition to

solicitation by mail, our directors, officers and regular employees may solicit proxies personally or by telegraph or telephone without additional compensation.

Financial Information

Our financial statements for the fiscal year ended December 31, 2014, which are unaudited, and related financial information are available through our website http://www.firstimeonline.com under the "Investors" link, which will automatically redirect investors to the OTC Markets website where the documents are available under the "Filings and Disclosure" tab.

BY ORDER OF THE BOARD OF DIRECTORS



Pete D. Wierenga
Chairman of the Board

Waukesha, Wisconsin
May 4, 2015