

FORM ADV**Part II - Page 1****Uniform Application for Investment Adviser Registration**

OMB APPROVAL

OMB Number: 3235-0049

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Hours per response.....4.07

Name of Investment Adviser: Lexington Investment Counsel				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
2300 Contra Costa Blvd., Suite 410	Pleasant Hill	CA	94523	(866) 802-4132

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Lexington Investment Counsel

SEC File Number:

801-N/A

Date:

06/09/2010**1. A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. Estimate (See instruction below.)

Applicant:

- | | | | |
|-------------------------------------|-----|---|---------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>90%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u> </u> % |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u> </u> % |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u> </u> % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u> </u> % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u> </u> % |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u> </u> % |
| <input type="checkbox"/> | (8) | Provides a timing service | <u> </u> % |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>10%</u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- | | | | |
|-----------|---|------------------------------|--|
| B. | Does applicant call any of the services it checked above financial planning or some similar term? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
|-----------|---|------------------------------|--|

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Lexington Investment Counsel

SEC File Number:

801- **N/A**

Date:

06/09/2010**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> (1) tangibles |
| (other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

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

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

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

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

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Lexington Investment Counsel

SEC File Number:

801-N/A

Date:

06/09/2010**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 5**

Applicant:

Lexington Investment Counsel

SEC File Number:

801- **N/A**

Date:

06/09/2010**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please refer to following Schedule F.

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

Please refer to following Schedule F.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 6**

Applicant:

Lexington Investment Counsel

SEC File Number:

801-N/A

Date:

06/09/2010**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lexington Investment Counsel	801- N/A	06/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lexington Family Office, LLC	IRS Empl. Ident. No.: 90-0088965
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Item of Form (identify)	Answer
Item 1.D.	<p><u>ADVISORY SERVICES AND FEES</u></p> <p>Lexington Family Office, LLC - DBA Lexington Investment Counsel (hereinafter "LEXINGTON" or the "firm") is an investment adviser registered with the Securities and Exchange Commission. LEXINGTON offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. LEXINGTON's services and fee arrangements are described in the following pages.</p> <p>Individuals associated with LEXINGTON will provide the firm's investment advisory services. These individuals are appropriately licensed, qualified or authorized to provide advisory services on LEXINGTON's behalf. Such individuals are known as Investment Adviser Representatives (IARs).</p> <p>LEXINGTON will offer to clients Investment Management Consulting services.</p> <p>Information will be obtained through personal interviews with each client. Information is obtained concerning the clients' current financial status, future goals and attitudes toward risk. Related documents supplied by the client are carefully reviewed, along with a questionnaire completed by the client. A written proposal, which includes a broad overview of the course of action LEXINGTON recommends for the client, is then prepared based upon the data gathered and information provided by the client. If the client chooses to proceed, LEXINGTON will then work with the client to implement the suggestions/recommendations made in the proposal.</p> <p>LEXINGTON's Investment Management Consulting consist of the following:</p> <ul style="list-style-type: none"> ➤ Portfolio Analysis ➤ Asset Allocation Studies ➤ Investment Planning in Trust or Partnerships ➤ Tax Efficient Portfolio Management <p>LEXINGTON provides investment and portfolio management consulting services to high net worth clientele. Professional management of a client's portfolio includes but is not limited to investing in Equities, Fixed Income, Real Estate and Cash Equivalent instruments. Portfolios are designed based on the client's investment objectives, risk tolerance, net worth, net income, and other various suitability factors.</p> <p>LEXINGTON manages client accounts on an individualized basis. Further restrictions and guidelines imposed by clients affect the composition and performance of portfolios. For these reasons, performance of portfolios within the same investment objective may differ and clients should not expect that performance of their portfolios would be identical with the average client of LEXINGTON.</p> <p>LEXINGTON may utilize the services of third party money managers (MM), to manage the client's assets and provide portfolio management services. All MMs that the firm recommends to its clients must be properly licensed as investment advisers with either the Securities and Exchange Commission or with the appropriate state authority(ies).</p> <p>Under these arrangements, LEXINGTON will gather information from the client about the client's financial situation, investment objectives, and reasonable restrictions the client may wish to impose on the management of the account. LEXINGTON will then assist the client in selecting a particular MM for account management. Thereafter, LEXINGTON will monitor</p>

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lexington Investment Counsel	801- N/A	06/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lexington Family Office, LLC		IRS Empl. Ident. No.: 90-0088965												
Item of Form (identify)	Answer													
Item 1.D. (continued)	<p>the MM's performance; review reports provided to the client by the MM; communicate information to the MM as warranted; conduct periodic reviews of the client's account; and assist the client in understanding and evaluating the services provided by the MM, among other services. LEXINGTON's primary objective is to align the client with the appropriate adviser to allow the client to capitalize on opportunities that will strengthen or enhance their personal portfolio. LEXINGTON may enter into such arrangements with other third party institutions or professional MMs in the future.</p> <p>The MM will actively manage the client's portfolio and will assume investment discretion and trading authority over the managed account. Under such arrangements, LEXINGTON will not manage or obtain investment discretion or trading authority over the assets in any client's managed account. However, LEXINGTON will assume discretionary authority to hire and fire MMs, give instructions to MMs to buy or sell for tax purposes, distributions and reallocate the client's assets to other MMs, where such action is deemed to be in the best interest of the client.</p> <p>When appropriate to the needs of the client, LEXINGTON may manage the client account(s) directly. Such advice will typically involve providing a variety of services, which may include investment buy/sell recommendations and asset allocation, including the potential selection of mutual funds and/or exchange traded funds for the client's account based upon an analysis of their individualized needs, goals and objectives. Under such arrangements, LEXINGTON will assume full discretionary and trading authority over the investments held in the client's account. This will include the authority to determine, without prior client consent, the securities, and the amount of securities, to be bought or sold, the broker or dealer to be used, and the commission rates to be paid.</p> <p>In limited circumstances, and at LEXINGTON's discretion, the firm may enter into non-discretionary arrangements with advisory clients. Where LEXINGTON enters into non-discretionary arrangements with clients, LEXINGTON will obtain the client's approval prior to the execution of a trade.</p> <p>The fee for portfolio management services AND other wealth management services when billed on a percentage of assets is based on the following tiered fee schedule:</p> <table border="0"> <thead> <tr> <th>Managed Assets</th> <th>Annualized Fee</th> </tr> </thead> <tbody> <tr> <td>\$0 - \$1,000,000</td> <td>1.25%</td> </tr> <tr> <td>\$1,000,001 - \$3,000,000</td> <td>0.85%</td> </tr> <tr> <td>\$3,000,001 - \$5,000,000</td> <td>0.65%</td> </tr> <tr> <td>\$5,000,001 - \$10,000,000</td> <td>0.50%</td> </tr> <tr> <td>Over \$10,000,000</td> <td>Negotiable</td> </tr> </tbody> </table> <p>Minimum Annual Fee \$5,000</p> <p>Fees are negotiable on a case-by-case basis. Although LEXINGTON believes the combined advisory fee charged by the firm and the MMs are competitive, total fees exceeding 3% of assets under management could be considered excessive. Comparable services may be obtained from other sources at a lower price.</p> <p>The management fee will be calculated based on the investment account assets market value on the last day of the quarter, including any margin balances, and payable at the beginning of each calendar quarter. A pro rata fee will be charged for any period less than a full quarter. In the event that there is a withdrawal of investment account assets or the</p>		Managed Assets	Annualized Fee	\$0 - \$1,000,000	1.25%	\$1,000,001 - \$3,000,000	0.85%	\$3,000,001 - \$5,000,000	0.65%	\$5,000,001 - \$10,000,000	0.50%	Over \$10,000,000	Negotiable
Managed Assets	Annualized Fee													
\$0 - \$1,000,000	1.25%													
\$1,000,001 - \$3,000,000	0.85%													
\$3,000,001 - \$5,000,000	0.65%													
\$5,000,001 - \$10,000,000	0.50%													
Over \$10,000,000	Negotiable													

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lexington Investment Counsel	801- N/A	06/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lexington Family Office, LLC	IRS Empl. Ident. No.: 90-0088965
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>Wealth Manager (Adviser) or Wealth Management Agreement is terminated during a calendar year, a pro-rata refund will be issued to the client for unearned management fees.</p> <p>On margin balances LEXINGTON will assess its advisory fee on the gross balance of the account.</p> <p>Client accounts will be held in custody at, and securities will be purchased or sold through, the facilities of TD Ameritrade, Inc. ("TD Ameritrade"), an unaffiliated broker dealer. Clients are hereby advised that there are transaction charges involved with purchasing or selling securities. LEXINGTON does not share in any portion of the brokerage fees/transaction charges imposed by TD Ameritrade.</p> <p>LEXINGTON will either invoice the client directly for the advisory fees or the qualified custodian holding the clients' funds and securities will debit the client account directly for the advisory fees. Where the client account is debited directly for the advisory fee, the client will provide written authorization permitting the fees to be paid directly from their account held by the qualified custodian. LEXINGTON will not have access to client funds for payment of fees without client consent in writing. Further, the qualified custodian agrees to deliver a quarterly account statement directly to the client. The client is encouraged to review their account statements for accuracy. LEXINGTON will receive a duplicate copy of the statement that was delivered to the client.</p> <p>The Wealth Management Agreement ("Agreement") shall be effective on and from the date signed and unless otherwise terminated as provided therein, shall run through one (1) full year from the date signed. The Agreement thereafter shall automatically renew for successive one (1) year periods. Notwithstanding anything to the contrary contained in the Agreement, either party may terminate the Agreement at any time upon 30 days written notice to the other party. Any termination of the Agreement shall be deemed to occur as of the termination date set forth in such notice.</p> <p><u>General Information on Advisory Services and Fees</u></p> <p>The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).</p> <p>All fees paid to LEXINGTON are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. Such fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges a client may pay an initial or deferred sales charge. The client should review all fees charged by mutual funds, LEXINGTON and others to fully understand the total amount of fees to be paid by the client.</p> <p>LEXINGTON does not represent, warrant or imply that the services or methods of analysis employed by the firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.</p> <p>LEXINGTON shall never have custody of any client funds or securities, as the services of an independent custodian will be use for these asset management services.</p> <p>All material conflicts of interest under CCR Section 260.238 (k) are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lexington Investment Counsel	801- N/A	06/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lexington Family Office, LLC		IRS Empl. Ident. No.: 90-0088965
Item of Form (identify)	Answer	
Item 1.D. (continued)	While the firm endeavors at all times to offer clients its specialized services at reasonable costs, the fees charged by other advisers for comparable services may be lower than the fees charged by LEXINGTON.	
Item 3.L.	<p><u>TYPES OF INVESTMENTS</u> LEXINGTON reserves the right to advise clients on any other type of investment that it deems appropriate based on the clients stated goals and objectives. LEXINGTON may also provide advice about any type of investment held in a client's portfolio at the inception of the advisory relationship.</p>	
Item 4.A.(5)	<p><u>METHODS OF ANALYSIS</u> LEXINGTON uses Modern Portfolio Theory ("MPT") as one of its core investment strategies. MPT is a sophisticated investment decision making approach that theoretically permits an investor to classify, estimate, and control both the kind and the amount of expected risk and return through proper asset allocation.</p>	
Item 5.	<p><u>EDUCATION AND BUSINESS STANDARDS</u> As general standards, LEXINGTON requires associated persons involved in determining or giving investment advice to have at least a four-year college degree and at least five years of related business experience. Further, such individuals must meet all examination or experience requirements of the state(s)/jurisdiction(s) in which the person provides advisory services.</p>	
Item 6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u> Ryan Sharp Bird Year of Birth: 1968 Formal Education After High School <ul style="list-style-type: none"> California State University 08/1987 - 05/1992 Business Background Preceding Five Years: <ul style="list-style-type: none"> Lexington Family Office, L.L.C DBA Lexington Investment Counsel 08/2007 - Present President Longview Financial Group, Inc. 09/2009 - Present Registered Representative QA3 Financial Corp. 01/2006 - 09/2007 Registered Representative QA3 Financial LLC. 01/2006 - 09/2007 Investment Adviser Representative Banc of America Investment Services 08/2003 - 12/2005 Financial Advisor Merrill Lynch, Pierce, Fenner & Smith, Inc. 03/2002 - 08/2003 Financial Advisor David Neil Jones Year of Birth: 1956 Formal Education After High School <ul style="list-style-type: none"> University of Central Florida 1978 Business Background Preceding Five Years: <ul style="list-style-type: none"> Lexington Family Office, L.L.C DBA Lexington Investment Counsel 07/2009 - Present </p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lexington Investment Counsel	801- N/A	06/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lexington Family Office, LLC		IRS Empl. Ident. No.: 90-0088965
Item of Form (identify)	Answer	
Item 7. C. Item 9. B.	<p>Investment Adviser Representative</p> <ul style="list-style-type: none"> ▪ Banc of America Investment Services 03/2001 - 03/2009 <p>Financial Advisor</p> <p><u>OTHER BUSINESS ACTIVITIES/PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></p> <p>Certain IARs of LEXINGTON may be registered representatives, licensed to sell securities through Longview Financial Group, Inc., ("Longview"), a securities broker/dealer registered with the Securities and Exchange Commission and Financial Industry Regulatory Authority. In this capacity, IARs of the Firm are involved in the sale of securities of various types, including, but not limited to, stocks, bonds, and mutual funds. IARs of LEXINGTON may receive compensation on the sale of securities, including 12b-1 distribution fees from investment companies (mutual funds) in connection with the placement of Clients' funds into investment companies, through their capacities as registered representatives of Longview. A conflict of interest may be present when an IAR of LEXINGTON recommends that a Client invests in a security which results in a commission being paid to the IAR.</p>	
Item 9.E.	<p>LEXINGTON or individuals associated with the Firm may buy or sell – for their personal account(s) - investment products identical to those recommended to clients. It is the expressed policy of LEXINGTON that employees shall not have priority in any purchase or sale over clients' accounts. ⁽¹⁾⁽²⁾</p> <p>LEXINGTON has adopted a Code of Ethics, the full text of which is available to clients and prospective clients upon request. LEXINGTON has several goals in adopting this Code. First, the Firm desires to comply with all applicable laws and regulations governing its practice, and the management of LEXINGTON has determined to set forth guidelines for professional standards, under which all associated persons of the Firm are to conduct themselves. The Firm has set high standards, the intention of which is to protect client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to adhere strictly to these guidelines, as well as any procedures for approval and reporting established in the Code of Ethics primarily related to violations of the Code. In addition, LEXINGTON maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by LEXINGTON or any person associated with the Firm.</p> <p>Footnotes:</p> <p>⁽¹⁾ This investment policy has been established recognizing that some securities being considered for purchase and/or sale on behalf of LEXINGTON's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with LEXINGTON's records in the manner set forth above.</p> <p>⁽²⁾ The foregoing does not apply to certain types of securities, such as obligations of the U.S. Government, and shares in open-end mutual funds. Open-end mutual funds are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds by Advisory Representatives are not likely to have an impact on the prices of the fund shares in which clients invest.</p> <p>Confidentiality:</p> <p>As an employee of LEXINGTON, associated persons may learn confidential information concerning LEXINGTON and its clients. "Confidential information" generally means all information not publicly available (through the media or public records) and includes, but is not limited to:</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lexington Investment Counsel	801- N/A	06/09/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lexington Family Office, LLC		IRS Empl. Ident. No.: 90-0088965
Item of Form (identify)	Answer	
Item 10.	<ul style="list-style-type: none"> ▪ The composition of client portfolios. ▪ Certain records, procedures and other proprietary information. ▪ Family and personal information. <p>It is LEXINGTON's policy that individuals employed by the firm must not disclose, directly or indirectly, any confidential information to anyone other than LEXINGTON personnel and authorized professional advisors such as broker dealers, attorneys, and accountants who need such information in order to discharge their professional services.</p> <p><u>CONDITIONS FOR MANAGING ACCOUNTS</u> LEXINGTON charges a minimum annual fee of \$5,000 to open and maintain an account.</p> <p>Generally, LEXINGTON manages investment advisory accounts, which meet a minimum of \$2,000,000 under management, per client or client family. LEXINGTON may waive the account minimum, at its discretion, for example, where the client shows significant potential to increase assets under management.</p>	
Item 11. A., B.	<p><u>REVIEW OF ACCOUNTS/REGULAR REPORTS</u> Client accounts are reviewed at least on a quarterly basis and quarterly performance reports are provided to each client.</p> <p>Portfolios are reviewed quarterly with the client if the client has engaged LEXINGTON in an ongoing Wealth Management Agreement. At the request of the client and if agreed to by LEXINGTON's representative, portfolio reviews can be done less frequently than quarterly but not less than annually. This level of review does not apply to hourly arrangements, flat fee arrangements, or non-fee based accounts.</p> <p>In addition to the quarterly performance reports reference above, the custodian will send monthly statements to the client. Additional reports are prepared at LEXINGTON's discretion. Hourly and one-time Wealth Management services do not include quarterly reporting or annual reviews.</p>	
Item 12.A. (1), (2), (3), (4)	<p><u>INVESTMENT OR BROKERAGE DISCRETION</u> Generally, clients grant LEXINGTON complete discretion over the selection and amount of securities to be bought or sold, the broker or dealer to be used, and the commission rates to be paid for their account without obtaining their prior consent or approval. However, LEXINGTON's investment authority may be subject to specified investment objectives and guidelines, and/or conditions imposed by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio, restrictions or prohibitions of transactions in the securities of a specific industry, and/or directed brokerage.</p>	
Item 12.B. Item 13.A.	<p><u>SUGGESTION OF BROKERS/ADDITIONAL COMPENSATION</u> As disclosed above under Items 7.C and 9.B., associated persons of LEXINGTON may be registered as registered representatives of Longview. Longview is required to supervise the securities trading activities of its representatives. As such, IARs who are registered representatives of Longview are subject to FINRA/NASD Conduct Rule 3040 that may restrict such registered individuals from conducting securities transactions away from Longview unless Longview provides the representative with written authorization. Therefore, clients are advised that IARs may be limited to conducting certain securities</p>	

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	<p>transactions through Longview.</p> <p>Where the Firm provides independent portfolio management services, LEXINGTON participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC. TD Ameritrade is an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisers, services which include custody of securities, trade execution, clearance and settlement of transactions. LEXINGTON receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 13.A. below). The Firm and/or its IARs may receive benefits such as assistance with conferences and educational meetings from product sponsors.</p> <p>There is no direct link between the Firm's participation in the TD Ameritrade Institutional program and the investment advice it gives to its Clients, although LEXINGTON receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to LEXINGTON by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by LEXINGTON's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit LEXINGTON but may not benefit its Client accounts. These products or services may assist LEXINGTON in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help LEXINGTON manage and further develop its business enterprise. The benefits received by the Firm or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to Clients, the Firm endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by LEXINGTON or its related persons in and of itself creates a potential conflict of interest and may indirectly influence LEXINGTON's choice of TD Ameritrade for custody and brokerage services.</p> <p>In selecting a broker dealer based on discretionary authority or in suggesting a broker dealer on behalf of a non-discretionary account, LEXINGTON will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the broker's reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.</p> <p>Best execution is not measured solely by reference to commission rates. Paying a broker a higher commission rate than another broker might charge is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. In addition, LEXINGTON may cause the account to pay a higher commission in recognition of the value</p>

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Item 13.B.	<p>of "research services" and additional brokerage products and services a broker-dealer has provided or may be willing to provide.</p> <p><i>Directed Brokerage</i> In limited circumstances and at the Firm's discretion, some Clients may instruct LEXINGTON to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct the Firm to use a particular broker should understand that this may prevent LEXINGTON from effectively negotiating brokerage compensation on their behalf and may also prevent LEXINGTON from obtaining the most favorable net price and execution. Moreover, Clients that direct brokerage may incur additional costs for performance reporting. Thus, when directing brokerage business, Clients should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that LEXINGTON would otherwise obtain for its Clients.</p> <p>While LEXINGTON and its associated persons, as part of their fiduciary duty, endeavor to put the interest of the Clients first, Clients should be aware that receipt of additional compensation itself creates a potential conflict of interest.</p> <p><u>Compensation for Client Referrals</u> Employee and non-employee (outside) solicitors, e.g. unaffiliated broker/dealers, investment advisers, accountants, attorneys, etc., who are directly responsible for bringing a client to LEXINGTON, may receive compensation from LEXINGTON for the client referral. Under these arrangements, the client does not pay higher fees than LEXINGTON's normal/typical advisory fees.</p> <p>Such arrangements will comply with the requirements set forth under the Investment Advisers Act of 1940 and/or the applicable state Securities Acts, including the requirement for a written agreement between LEXINGTON and the solicitor. Non-employee solicitors must provide a copy of LEXINGTON's ADV Part II (Disclosure Brochure) and a separate solicitor's disclosure statement regarding the relationship between the solicitor and LEXINGTON to the prospective client at the time of the solicitation or referral. The client will be requested to acknowledge this arrangement prior to acceptance of the client's account for advisory services. Applicable state laws may require these persons to become either licensed or registered as representatives of LEXINGTON or as an independent investment adviser.</p> <p><u>Miscellaneous</u> <i>Proxy Voting</i> LEXINGTON will not vote proxies on behalf of Client accounts. Although on rare occasions and only at the Client's request, LEXINGTON may offer Clients advice regarding corporate actions and the exercise of proxy voting rights.</p> <p><i>Class Action Lawsuits</i> From time to time, securities held in the accounts of Clients will be the subject of class action lawsuits. LEXINGTON has no obligation to determine if securities held by the Client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a Client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, the Firm has no obligation or responsibility to initiate litigation to recover damages on behalf of Clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose</p>	

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	<p>securities are held by Clients.</p> <p>Where the Firm receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a Client, it will forward all notices, proof of claim forms, and other materials, to the Client. Electronic mail is acceptable where appropriate, and the Client has authorized contact in this manner.</p>	

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