

**Firm Brochure
(Part 2A of Form ADV)**

Item 1 – Cover Page

Livingston & Jefferson, Inc.

441 Vine Street, Suite 442

Cincinnati, OH 45202-2813

(513) 852-8160

March 20, 2014

This brochure provides information about the qualifications and business practices of Livingston & Jefferson, Inc. If you have any questions about the contents of this brochure, please contact us at (513) 852-8160 and / or info@livijeff.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Livingston & Jefferson, Inc. also is available at the SEC's website www.adviserinfo.sec.gov (click on the link, select "investment adviser firm" and type in our firm name), where you will find both Part 1 and Part 2 of our Form ADV.

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

This Brochure does not contain any material changes in content from our last annual update, dated March 25, 2013, except for a brief description of the identity theft policy we adopted last year in response to SEC Regulation S-ID. In future filings, this section of the Brochure will address only those material changes that have occurred since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov. We may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form). If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer, Henry P. Evans at (513) 852-8160 or info@livijeff.com.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents.....	2
Item 4 – Advisory Business	3
Item 5 – Fees and Compensation	6
Item 6 – Performance-Based Fees and Side-By-Side Management	8
Item 7 – Types of Clients.....	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9 – Disciplinary Information	14
Item 10 – Other Financial Industry Activities and Affiliations	14
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	15
Item 12 – Brokerage Practices	16
Item 13 – Review of Accounts.....	19
Item 14 – Client Referrals and Other Compensation.....	20
Item 15 – Custody	21
Item 16 – Investment Discretion	21
Item 17 – Voting Client Securities.....	21
Item 18 – Financial Information.....	22
Item 19 – Requirements for State-Registered Advisers.....	22
Brochure Supplement(s)	
Henry P. Evans.....	23

Item 4 – Advisory Business

Livingston & Jefferson, Inc. was founded in 1991 by Henry P. Evans who remains our sole owner and serves as our President, Secretary and Chief Compliance Officer. The firm has no subsidiaries and is not affiliated with any other financial institutions or businesses. As of December 31, 2013, our assets under management were as follows:

Account Type	U.S. Dollar Amount	No. of Accounts
Discretionary	\$ 38,930,304	31
Non-discretionary	\$ 113,111,360	3
TOTAL	\$ 152,041,664	34

We give continuous fee-based investment advice to clients based on individual client needs and investment objectives. The clients' money is invested in specific, agreed upon asset classes such as fixed income and common stocks. We are not financial planners. We do fundamental analysis of the U.S. economy, industries, companies and products and the inter-action with world economies, sometimes supplemented by analysis of cycles, price charts and trendlines. Our data sources are publicly available. Some of the data is free to anyone. Some of the data can be bought at a newsstand. The remainder of the data is from research sources that control closely the distribution of their product. The thoughts we read are tempered by suspicion and judgment.

We believe a well-managed portfolio should be diversified across a number of types of securities, and we therefore do not limit our advice to only certain types of securities. Depending on a client's circumstances, we offer advice on all of the following securities categories:

- Equity securities (domestic and international)
- Investment company securities, including variable life insurance, variable annuities, mutual fund shares, and exchange traded funds (ETF's)
- Warrants
- Corporate debt securities, commercial paper, and bankers acceptances
- Certificates of deposit
- Municipal securities

- United States government securities, United States government agency securities and United States government-sponsored agency securities.
- Options contracts on securities -- Livingston & Jefferson, Inc. can offer advice on, and ask questions about options contracts on securities. Livingston & Jefferson, Inc. does not write options of any type, including covered options, uncovered options, or spreading strategies. However, a client may take complete responsibility for writing options, including covered options, uncovered options, or spreading strategies against securities or a portfolio of securities managed by Livingston & Jefferson, Inc.
- Money market funds

Our security analysis methods include:

- Fundamental analysis of the U.S. economy, industries, companies and products and the inter-action with world economies
- Charting prices and trends
- Technical analysis of prices and trendlines
- Cyclical analysis of prices and trends

Our main sources of information for doing our security analysis include:

- Financial newspapers, magazines and internet services
- Research materials prepared by others
- Annual reports, prospectuses, filings with the United States Securities and Exchange Commission
- Corporate rating services
- Timing services
- Company press releases

The investment strategies we use to implement any investment advice given to clients include:

- Long-term purchases (securities held at least a year)

- Short-term purchases (securities sold within a year)
- Trading (securities sold within 30 days)

We will give continuous investment advice to clients based on individual client needs and investment objectives. The clients may be individuals; banks and thrift institutions; pension and profit sharing plans; trusts, estates or charitable organizations; corporations or business entities other than those listed above; and IRA roll-overs of pension and profit sharing plans.

Three basic functions are at the core of the services we provide:

- *Objective Setting:* assisting the client in defining appropriate investment objectives and desired investment returns based upon the client's unique situation.
- *Asset Allocation:* Assisting a client in allocating its assets among different investment media – such as common stocks; warrants; debt instruments including but not limited to such instruments as U.S. Treasuries, U.S. Governments or Government-Sponsored Agencies, corporate debt, commercial paper, certificates of deposit, and municipal debt obligations; foreign securities; temporary cash investments; mutual fund shares; and exchange traded funds (ETF's) – in the manner most likely to achieve those investment objectives.
- *Investing the Assets:* Investing the client's money in the specific agreed upon asset classes, monitoring the assets purchased, and making trades when deemed appropriate for the client's investment objectives.

During the course of a year, in accordance with what Livingston & Jefferson, Inc. and the client believe to be necessary and in the best interest of the client, Livingston & Jefferson, Inc. might provide more than, all, a substantial portion, or only a part of the services enumerated above.

We do not issue any publications or reports on a subscription basis or for a fee, and we do not offer any wrap-fee products.

Clients may and sometimes do impose restrictions on investing in certain securities or types of securities.

Item 5 – Fees and Compensation

Our Basic Fee Schedule

Our fees are based on a percentage of the client's total assets under management with us, as follows:

\$10.00 per \$1,000 on first \$2,000,000

\$5.00 per \$1,000 on next \$3,000,000

\$4.50 per \$1,000 on next \$5,000,000

\$4.00 per \$1,000 on next \$10,000,000

\$3.75 per \$1,000 on next \$10,000,000

\$2.50 per \$1,000 on next \$10,000,000

\$2.00 per \$1,000 on next \$10,000,000

\$1.50 per \$1,000 on all additional funds managed

For this purpose, "total assets under management" means all assets held in the account, including all cash or cash equivalents (both principal cash and cash from income generated in the account).

The asset valuations are downloaded from a nationally recognized pricing service. After downloading, all client accounts are reconciled with the client's custodian's records, and the fee is calculated using values calculated by Livingston & Jefferson, Inc.

For new accounts, the fee is calculated as a percentage of total assets when management begins, with the fee prorated over the number of days remaining in the calendar quarter, and billed and collected in advance.

In some circumstances, the fees may be negotiable.

Fee Payment Options

Our clients may select from two options to pay for our services:

- *Direct debiting (preferred).* At the inception of the relationship and each quarter thereafter, we will notify your custodian of the amount of the fee due and payable to us through our fee schedule and contract. You and your custodian will see exactly how our requested fee is calculated and will be able to check the calculation. The custodian will deduct the fee from your Account or, if you have more than one account, from the account the client has designated to pay our advisory fees. Each month, you will receive a statement directly from your custodian showing all transactions, positions and credits / debits into or from your account; the statements after the quarter end will reflect these transactions, including the advisory fee paid by you to us.
- *Pay-by-check.* At the inception of an account and each quarter thereafter, we will send the client an invoice for our services. You will see exactly how our requested fee is calculated and you will be able to check the calculation. You may pay us by check or wire transfer.

Additional Fees and Expenses.

We do not receive, nor do we employ anyone who receives (directly or indirectly) any compensation from the sale of securities or investments that are purchased or sold for your account except, of course, the asset management fees payable under the schedule appearing above. As a result, we are a “fee only” investment adviser. We do not have any potential conflicts of interest present that relate to any additional (and un-disclosed) compensation from you or your assets that we manage.

Advisory fees payable to us do not, however, include all the fees you will pay when we purchase or sell securities for your account(s). The following list of fees or expenses are what you may pay directly to third parties, whether a security is being purchased, sold or held in your account(s) under our management. Fees charged are by the broker-dealer / custodian. We do not receive, directly or indirectly any of these fees charged to you. They are paid to your broker, custodian or the mutual fund or other investment you hold.

Possible third party fees include:

- Brokerage commissions
- Transaction fees
- Exchange fees
- SEC fees

- Advisory fees and administrative fees charged by Mutual Funds (MF), Exchange Traded Funds (ETFs)
- Advisory fees charged by sub-advisers (if any are used for your account)
- Custodial Fees
- Deferred sales charges (on MF or annuities)
- Odd-Lot differentials
- Deferred sales charges (charged by MFs)
- Transfer taxes
- Wire transfer and electronic fund processing fees
- Commissions or mark-ups / mark-downs on security transactions

Please see Item 12 of this brochure for a complete discussion of our brokerage practices.

Account Cancellation and Refunds

Client accounts may be cancelled at any time by either the client or Livingston & Jefferson, Inc. upon 30 days prior written notice.

Since our fees are payable a quarter in advance, a refund will be due you in the event your account is closed before the end of the quarter for which fees were paid, after the 30-day account closure notice period. Refunds are calculated by dividing the number of days remaining in the quarter after the 30 day notice takes effect by the total calendar number of days in the calendar quarter, times the total amount of fees that were collected in advance for that particular quarter.

Item 6 – Performance-Based Fees and Side-By-Side Management

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance based fees). Our advisory fee compensation is charged only as disclosed in Item 5 above.

Item 7 – Types of Clients

We may provide our services to all types of clients, including among others the following:

- Individuals, including high net worth individuals
- Trusts, estates and charitable organizations

- Corporations or other business entities
- Endowments and foundations
- Not for profit entities
- IRAs and Roth IRAs
- 401(k) plans

There is no minimum account size required to open an account or to maintain an account once opened.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Analysis

We study individual companies and their products; the industries in which they operate; and how they are affected by U.S. economic and monetary policy. If applicable to their businesses, we also consider how economic, monetary and political policies in other parts of the world might affect our companies.

We pay particular attention to corporate financial statements. We study projected earnings per share growth rates and the price/earnings ratio we might have to pay for the projected earnings per share growth. Questioning and examining the numbers is always required.

We place great emphasis upon dividend growth, projecting how fast individual dividends might grow in percentage terms and relative to the projected dividend growth of the Standard & Poors' 500 dividend. We also note dividend pay-out ratios, and whether the dividend pay-out ratio might rise, fall or stay the same.

We always use corporate bonds that we follow from an equity research standpoint. When buying corporate issues, we are interested in such things as:

- purpose of the debt issue proceeds
- finances of the issuer
- size of the debt issue
- debt ratings

- debt covenants
- debt ratios
- interest coverage ratios

A client's state of residence often determines which municipal issues we might buy for the client. When buying municipal issues, we consider the economic and business climate of:

- state issuers
- state agency issuers
- state sponsored agency issuers
- cities
- school districts
- providers of essential services such as water, sewer, gas, electricity

We are interested in such things as:

- purpose of the debt issue proceeds
- will the interest paid be tax-exempt or taxable?
- finances of the issuer
- size of the debt issue
- size of the particular maturity in which we have an interest
- debt ratings
- debt covenants
- debt ratios
- interest coverage ratios
- percent of taxes collected
- population trends

- largest employers in the taxing district
- trends in housing construction permits and housing starts
- labor relations of the issuer
- age of the infrastructure

When buying municipal issues, we are interested in:

- unlimited tax, general obligation debt
- limited tax debt
- voted tax debt
- debt service paid from earmarked water, sewer, gas, or electric revenues

Investment Strategies

Fixed Income Investment Philosophy. At Livingston & Jefferson we use only high quality, fixed income investments with a conservative approach. Capital preservation is always our number one objective. In using high quality bonds and notes we normally emphasize United States Treasury and Agency securities, but depending on the type of account, and with the client's permission, we use AAA to A quality corporate bonds and trust preferreds or AAA to A municipal bonds, depending on circumstance. We always use corporate bonds and trust preferreds that Livingston & Jefferson follows from an equity research standpoint. In most cases we use a ladder maturity schedule with a short to intermediate range of one to twelve years. Occasionally, in some accounts, we will use maturities as long as twenty years. Beyond the use of U.S. Government securities, normally we would use a maximum of 5% of the total portfolio in a specific name.

Equity Investment Philosophy. Our equity philosophy is more easily understood than most. Livingston & Jefferson is a high quality, fundamental, growth stock manager, with an objective of investing in as many companies as possible that raise both the earnings and dividends 10% or more per year. In the event that the 10% target isn't reached in some cases, the minimum percentage objective should be sufficiently more than the inflation rate. Occasionally, but not often, we do invest in companies that pay no dividends if the potential is sufficiently attractive. The companies that we normally use are leaders in their industries, have strong balance sheets, excellent management, company products and/or services that are easily understood, and the management/directors or insiders have a larger

than normal ownership of their own common stock. We normally use companies with large market capitalizations and mid-size market capitalizations.

Our equity portfolios usually are fully invested or nearly fully invested. We normally are not market timers. We do not believe it is possible to consistently predict major movement in the equity market. On rare occasions, depending on the particular account, the objective, or due to special circumstances, we do raise the cash and equivalents to a higher than normal percentage to take advantage of unusual conditions.

Livingston and Jefferson occasionally does time purchases and sales of individual names in our portfolios on a valuation basis to improve our overall performance. As long as the future growth and dividend story stays intact we retain these high quality growth companies. If a particular company appears reasonably priced or overly expensive, we might purchase additional shares or sell a portion of the position. If the long-term picture deteriorates, we would replace it with a more attractive company with better potential for the client. Occasionally, but not often, a few growth-cyclical or value equities are used on a temporary basis in certain periods of the economic cycle to improve performance. Our investment philosophy usually results in low turnover and fewer commissions paid by the client.

Livingston & Jefferson can approve portfolio changes in a very short period of time due to the decision making process and size of our firm.

We must reckon with times when business conditions sour and asset prices turn down. We must cope with environments in which investors throw caution to the wind and drive asset values to historically unreasonable levels. Therefore, holding a portion of a portfolio in cash equivalents may at times be the most prudent course of action.

Risk of Loss

We do not believe that our particular investment strategies, or the specific securities we recommend to our clients, involve significant or unusual risks that are not inherent in investing generally. However, all investments in securities involve a potential risk of loss of principal (invested amount) and any profits that have not been realized (the securities were not sold to “lock in” the profit), and we cannot guarantee any level of performance or that you will not experience a loss of your account assets. Some, but certainly not all of the reasons for this inherent risk of any investing include the following:

- When interest rates rise, bond prices decline. Generally, long maturity bonds are more volatile than short maturity bonds; low coupon bonds are more volatile than high coupon bonds; low quality bonds may be more volatile than high quality bonds.
- Recession, depression or other economic conditions
- Events such as a credit crisis, followed by prolonged periods of economic instability or recession, that lead to:
 - Significant or prolonged decline in the value of a particular security or group of securities and impairment of assets
 - Significant decline in investment income due to reduced or eliminated dividend payouts from a particular security or group of securities
- Prolonged low interest rate environments or other factors that limit the ability to generate growth in investment income, or interest rate fluctuations that result in declining values of fixed-maturity investments
- Actions of federal, state or local governments or agencies defaulting on debt obligations or threatening to do so, or raising taxes
- Adverse outcomes from legal or regulatory developments
- An event such as when the U.S. stock market declined from October 2007 into early March 2009, and only U.S. Treasury Bills maintained their value as the credit-worthiness of assets around the world such as money funds, mortgages, stocks and bonds were called into question.
- Events or actions, including unauthorized intentional circumvention of controls, that reduce a government's, government agency's, corporation's, municipality's, or money fund's internal accounting controls
- Events such as an epidemic, natural catastrophe or terrorism that could hamper or disrupt the operations of a government, government agency, corporation, municipality, or money fund

Item 9 – Disciplinary Information

Neither our firm nor any of our supervised persons or other employees or associates have ever been subject to any legal or disciplinary proceedings.

Item 10 – Other Financial Industry Activities and Affiliations

Livingston & Jefferson, Inc.'s only business is giving investment advice. We do not sell any product or service other than investment advice to clients. We are not a registered broker-dealer, and none of our supervised persons or other employees are registered representatives of any broker-dealer firms.

Livingston & Jefferson, Inc. has no other industry activities or affiliations. Specifically, we have no affiliation with and receive no compensation from:

- Broker-dealers.
- Investment companies
- Other investment advisers
- Financial planning firms
- Banking or thrift institutions
- Accounting firms
- Law firms
- Insurance companies or agents
- Pension consultants
- Real estate brokers or dealers
- Sponsors or syndicators of limited partnerships

We do not recommend or select other investment advisers for our clients.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

As required by regulation (and because it's good business), we have adopted a Code of Ethics that governs a number of potential conflicts of interest we have when providing our advisory services to you. This Code of Ethics is designed to ensure we meet our fiduciary obligation to our clients (and prospective clients) and to create a culture of compliance within our firm. We will provide a copy of our Code of Ethics to any client or prospective client at any time upon request.

Our Code is comprehensive, is distributed to each employee at the time of hire, and annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.

Our Code includes the following:

- Requirements related to the confidentiality of your account information
- Prohibitions on:
 - Insider trading (if we are in possession of material, non-public information)
 - The acceptance of gifts and entertainment that exceed our policy standards
- Reporting of gifts and business entertainment
- Pre-clearance of employee and firm transactions
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call "reportable securities" as mandated by regulation)
- On an annual basis, we require all employees to re-certify to our Code, identify members of their household and any account over which they have "beneficial ownership" (i.e. an account they directly own or an account over which they have authority to purchase and sell or vote the securities, securities held in certificate form and all securities they own at that time).

Our Code does not prohibit personal trading by employees (or our firm). As you may imagine, as a professional investment adviser, we follow our own advice. As a result, we may purchase or sell the same or similar securities (or securities that are suitable for an employee or related account but not suitable for any client, including you) after we complete transactions for your account and the accounts of our other Clients. We recognize that there is a possibility that our firm or its employees who trade in the same securities as clients might benefit from a client's market activity in that security. However, in light of the relatively small volumes involved, we believe it is unlikely to occur. Nevertheless, we attempt to minimize any such conflicts of interest through the operation

of our Code of Ethics, which requires all personal transactions by our supervised persons to be reviewed and approved in advance, and because any personal trading may only be conducted after client trading is completed.

Due to the well-known security vulnerabilities of Facebook, Twitter and other social media services, it is our company's policy that such services are not to be used for communications between our company and its clients, communications among our employees, or for any other business related purposes.

SEC Regulation S-ID, identity theft "red flag" rules, became effective in 2013. These rules apply to our firm because we sometimes receive client requests to transfer funds from their accounts to third parties, often family members, which we in turn transmit to the client's custodian. To comply with Regulation S-ID, we adopted Identity Theft Policies and Procedures which provide that we will not process a request to wire or otherwise transfer client funds unless either our President Mr. Evans has personally spoken with the client or otherwise verified that it is actually the client that is requesting the funds transfer, or the transfer is made in accordance with pre-existing procedures established with the client.

Item 12 – Brokerage Practices

Broker-Dealer Recommendations and Selection

We do not require our clients to use any particular brokerage firms, and if a client chooses to designate a specific broker-dealer for the client's transactions, we will honor that designation. Unless a client has designated the use of a specific broker-dealer, we will choose which brokerage firm to use for each transaction.

We have no affiliation with any brokerage firm, and we base our recommendations of brokers solely on our independent analysis of each broker's expertise with particular types of securities, pricing structure and execution capabilities. We do not choose brokers based on "soft dollar" benefits we might receive from them (as discussed below).

Research and Other Soft Dollar Benefits

Buying and selling securities generates brokerage commissions. Certain brokerage firms allow us to use the brokerage commissions to obtain various research products (known as "soft dollar benefits"), such as:

- Fundamental analysis products
- Economic analysis and commentary
- Industry and company research and opinions
- Charting and technical analysis and opinions

All soft dollar benefits we receive qualify for the safe harbor in Section 28(e) of the Securities Exchange Act of 1934.

Such soft dollar benefits are advantageous to our firm because when we receive them, it relieves our firm of the burden of paying for such products. For this reason, there is a potential conflict of interest, since we could have an incentive to use or recommend a broker based on our interest in receiving the cost-free research or other products and services, rather than on our clients' interest in receiving the most favorable execution. However, it is not our intent to pay commissions higher than those obtainable from other brokers for the same service, and generally we seek best execution for the client without regard to any soft dollar benefits we might receive. In some instances there might not be another broker through whom the same products, research, commentary, opinions and services are available, and if those uniquely available items are of significant importance to our clients' accounts, we would include that factor in our best execution analysis. Livingston & Jefferson, Inc. has an obligation to ensure that brokerage services provided are for the express benefit of the client. We will act in good faith in directing commission business to ensure that fairness and loyalty to the client are maintained. Periodically, the President of Livingston & Jefferson, Inc. critically assesses the value received from all the brokerage services, and there is a review procedure to ensure that commission business is being designated solely in accordance with our clients' best interests.

These products add value to all of the accounts of Livingston & Jefferson, Inc. The research is used to service all of our accounts, and not just those accounts paying for it. Because the research acquired as soft dollar benefits is used to service all of our accounts, it is possible that a client using a directed broker will receive the benefits of research that his commission dollars have not purchased.

Brokerage commission schedules used will be supplied to the client upon request. The commissions that our client pays may not be the absolute lowest available anywhere, but we believe that the research products, commentary, opinions and services obtained with commission dollars will add value to our clients' accounts.

Brokerage For Client Referrals

Our broker selections and recommendations are not related in any way to client referrals we might receive from particular brokerage firms. We do not seek such referrals, and we have never received client referrals from any brokerage firms.

Client Directed Brokerage

Our clients, may, by written notice to us, direct that transactions for their account be placed with specific brokers, dealers or banks, but only in compliance with such conditions as we may from time to time deem necessary, and subject to our right to vary from the direction should we deem it advisable to do so, in the client's interest. In these cases, the client must represent and warrant that any such direction (a) is for the exclusive purpose of providing benefits to the client (and beneficiaries of a plan) or defraying reasonable expenses administering the account or plan, and (b) will not cause the account to engage in a "prohibited transaction" described in ERISA, if an ERISA account. The client must recognize that any such direction may result in the account paying higher brokerage commissions or receiving less favorable prices than might otherwise be possible.

It has been our experience that requiring all municipal bond and/or corporate bond purchases be done with a directed broker invariably limits the choice of items available for purchase, and the purchase price generally will be greater than what we could have paid elsewhere for the same item. Having to sell a municipal bond and/or corporate bond through a directed broker prevents us from putting two or more brokers in competition to get the best price for our client.

Block Trading

From time to time we may recommend the purchase or sale of a security by a number of our clients at the same point in time. This will provide an opportunity to obtain favorable terms from a brokerage firm by grouping or "bunching" multiple trades together. In such cases, we employ procedures designed to ensure that all of our clients fairly share the benefits of such blocked trades on a *pro rata* basis. These procedures include:

- A requirement to document in advance all client accounts to participate in a block trade and the means of allocating available securities among our accounts (the "Allocation Statement").
- That all participating accounts will receive the same execution price or average share price for all transactions made by Livingston & Jefferson, Inc. in a particular security

on a particular day (subject to the differences caused by the use of particular brokerage firms specified by clients which may have their own differing fee schedules.)

- When block trades are filled in their entirety, they will be allocated as stated in the advance Allocation Statement. If the order is only partially filled, it will be allocated on a *pro-rata* basis, or in the case of smaller accounts, on a *de minimus* basis in which very small accounts may receive a full allocation before large accounts are allocated on the *pro-rata* basis.

Item 13 – Review of Accounts

All accounts will be reviewed formally by Henry P. Evans, our President, on a quarterly basis. Each account will be reviewed by reviewing the percentage invested in each broad class of assets (e.g., equities, fixed income, or temporary cash equivalents) to the total amount of assets; reviewing the percentage that each security in a class is to the total assets in the class; examining each asset in the account to see if the assets are believed to still be allocated appropriately to best try and achieve the client's stated investment objectives within the risk parameters that the client is willing to accept. If change is needed, then making the change in discretionary accounts; and consulting with the client concerning the recommended changes in non-discretionary accounts, then making agreed upon changes in the non-discretionary accounts.

Accounts also will be reviewed by Mr. Evans more frequently on an informal basis. The informal reviews may be triggered by such things as change in the price of a particular asset or perceived change in the outlook for a particular company or industry, change in an earnings estimate, or a dividend payment. Informal reviews may also be triggered by the addition of a new security to the approved list or the deletion of a security from the approved list. Informal reviews may also be triggered by the addition of cash or securities to the account or client requests for a withdrawal of cash or securities. This list is not intended to be a complete list of all those events which might trigger a review of one or all accounts under management.

In order to notify clients of a change in an investment recommendation, a list will be maintained of all clients and the securities that each holds.

We provide our clients with monthly written reports which include a cover letter containing any announced dividend increases by the common stocks in the portfolio, plus:

- Total Assets Report listing:
 - The par value of each bond
 - The number of shares of each preferred or common stock
 - The cost of each security
 - The market value of each security at month end
 - The indicated annual income for each security
 - The current yield of each security
- A monthly income and expense report, listing:
 - Income paid by each item for the month
 - Any expenses paid from the account
 - Management fees paid to Livingston & Jefferson, Inc. whether from the account, or paid directly by the client
- A Monthly purchase and sale report listing purchases and sales during the month
 - only generated if there was a purchase or sale during the month
- A Realized Gains and Losses Report
 - only generated if a bond was called or matured, or a common stock was sold
 - shows date of purchase, and date of sale
 - shows cost and net sale proceeds
 - indicates whether the realized gain or loss is short-term or long-term
- A copy of the broker confirmation for any sales or purchases during the month
- Year-to-date realized capital gains and losses report (provided quarterly only)

Item 14 – Client Referrals and Other Compensation

We do not receive any compensation or economic benefits for providing investment advice to our clients, other than the fees paid by the clients.

We do not presently compensate any third parties for referring clients to us. In the future, if a client were to be introduced to us by a third party, whether affiliated or unaffiliated, we could pay such a third party solicitor a fee as permitted by Rule 206(4)-3 promulgated under the Investment Advisers Act of 1940 or corresponding state laws, including the requirement

of a written solicitor agreement and the requirement of specific disclosures to the client. Any fees would be paid solely from the investment management fees we earn from the referred client and would not result in any additional charge to the client.

Item 15 – Custody

We do not maintain custody of any client assets. Clients must appoint an independent broker-dealer, bank or other qualified custodian to hold and maintain their investment assets. All such custodians should provide statements to the clients at least quarterly. We strongly urge you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

We accept discretionary authority to manage accounts on behalf of our clients. This authority is established by means of express language included in our portfolio management agreement as well as through authorization forms required by the applicable brokerage firms. Our clients do not customarily restrict our discretionary authority but are free to do so if they wish.

Item 17 – Voting Client Securities

We do accept authority from our clients to vote the securities they own. Our internal supervisory procedures include a proxy voting policy adopted pursuant to SEC Rule 206(4)-6 which provides that we are to vote proxies related to client-owned securities in a manner solely in the interest of the client, and that in arriving at a voting decision, we are to consider only those factors which relate to the client's investment, such as how the vote will economically impact the value of the investment. Proxies will generally be voted in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors, and maintain or increase shareholder rights. Proxies will generally be voted against proposals having opposite effects.

Clients are permitted to direct the vote of their securities in particular solicitations, and can do so by notifying us in writing of their voting preference. Although unlikely, in certain instances there could be a conflict of interest between our firm's interests in a particular securities voting matter and our client's interest. In such a case we may request the client's instruction on their voting preference, but in any case we will comply with our proxy voting policy which requires that we always act in the client's best interest, even if contrary to our own.

Our proxy voting policy requires that we keep a record of how we vote client securities, and clients may obtain information from us about how we voted their securities upon request at any time.

A copy of our proxy voting policy is also available to any client at any time upon request.

Item 18 – Financial Information

We do not require or accept prepayment of more than \$1,200 in fees per client six or more months in advance, nor do we accept custody of client assets. We do accept discretionary authority over client accounts. However, all of those accounts are held through completely independent brokers and custodians, so our firm's financial condition is not likely to impair our ability to meet our contractual obligations to our clients.

Item 19 – Requirements for State-Registered Advisers

Not applicable.

**Part 2B of Form ADV:
Brochure Supplement**

Item 1 Cover Page

This brochure supplement is provided on our principal, Henry P. Evans
Henry's contact information is:

Henry P. Evans, President
Livingston & Jefferson, Inc.
441 Vine Street, Suite 442
Cincinnati, Ohio 45202-2813
info@livijeff.com
513.852.8160

March 20, 2014

This brochure supplement provides information about our employee, Henry P. Evans that supplements our Form ADV, Part 2 (brochure, attached). You should have received a copy of that brochure as we include this supplement with all copies. Please contact Henry P. Evans if you did not receive OUR BROCHURE or if you have any questions related to the brochure or this supplement.

***Additional information about Henry P. Evans is available on the SEC's website at
www.adviserinf.sec.gov***

Item 2 Educational Background and Business Experience

Henry P. Evans, President

*born 1941

Formal Education

*1959 graduate, Henry Clay High School, Lexington, KY

*1963 graduate, University of Kentucky, A.B. in Chemistry

*1963-64, University of Kentucky College of Medicine, no degree

*1966 graduate, University of Kentucky, MBA

*1973, Chartered Financial Analyst, CFA

First introduced in 1963, the Chartered Financial Analyst designation or CFA charter is known as the “gold standard” of investment management. A holder of the Chartered Financial Analyst designation is known as a “CFA.”

The CFA program is a graduate-level, self-study, in-depth curriculum combining investment knowledge with standards of professional conduct. The Chartered Financial Analyst designation is awarded by the CFA Institute and is only awarded to those who have passed a series of three all-day, grueling exams which must be taken in sequence. Level I must be passed before Level II is taken, and Level II must be passed before Level III is taken. The exams are given worldwide, in English only. Level I is given in June and December. Level II and Level III are given only in June.

Each exam emphasizes and tests an applicant’s knowledge of ethics and standards of professional conduct. Depending upon the level of the exam, the exams, in differing degrees, require applicants to use their knowledge of corporate finance, economics, financial analysis and financial reporting, quantitative analysis, equities, fixed income, derivatives, and alternative investments to analyze and answer questions on portfolio management and wealth management.

Business Background

*1966-1991 Investment Department, The Central Trust Co., Cincinnati, Ohio

*analyzed common stocks and bonds

- *managed equity funds, balanced funds, and fixed income funds

- *specifically, he managed:

- *endowments

- *foundations

- *pension and profit sharing accounts

- *personal trust accounts

- *common trust funds

- *also managed PNC Managed Income Fund (a fixed income mutual fund)

- *1991 retired from The Central Trust Co. (which had been bought by PNC)

- *1991 founded Livingston & Jefferson, Inc., becoming its President and Secretary

- *later added the title, Chief Compliance Officer

- *remains as President, Secretary and Chief Compliance Officer

- *responsible for investment strategy, analysis, selection, and portfolio management

Item 3 Disciplinary Information

Mr. Evans has never been the subject of any legal or disciplinary event.

Item 4 Other Business Activities

Mr. Evans is not engaged in any investment-related business or occupation other than Livingston & Jefferson, Inc.

Item 5 Additional Compensation

Only clients of Livingston & Jefferson, Inc. provide economic benefit to Mr. Evans in exchange for his advisory services to our clients. He receives no economic benefits, such as commissions or bonuses for product sales, from any third parties.

Item 6 Supervision

Henry P. Evans, President and Chief Compliance Officer, is our only supervised person. He is the only employee providing investment advice to clients; the only supervisor, and he supervises all other employees. There is no other person who is responsible for supervising Mr. Evans' advice to clients or his other advisory activities.

Item 7 Requirements for State-Registered Advisers

Not applicable. Livingston & Jefferson, Inc. is registered with the SEC.