

OMB APPROVAL	
OMB Number:	3235-0049
Expires:	September 30, 2005
Estimated average burden hours per response. . . . .	9.402

**FORM ADV**

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

Name of Investment Adviser:					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
					( )

**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.**

**Table of Contents**

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees .....	2
2	Types of Clients .....	2
3	Types of Investments .....	3
4	Methods of Analysis, Sources of Information and Investment Strategies .....	3
5	Education and Business Standards .....	4
6	Education and Business Background .....	4
7	Other Business Activities .....	4
8	Other Financial Industry Activities or Affiliations .....	4
9	Participation or Interest in Client Transactions .....	5
10	Conditions for Managing Accounts .....	5
11	Review of Accounts .....	5
12	Investment or Brokerage Discretion .....	6
13	Additional Compensation .....	6
14	Balance Sheet .....	6
	Continuation Sheet .....	Schedule F
	Balance Sheet, if required .....	Schedule G

(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.**

Applicant:

SEC File Number:

Date:

801-

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.  
(See instruction below.)

**Applicant:**

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

(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 ☐ No

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

- ☐ (1) A percentage of assets under management ☐ (4) Subscription fees
- ☐ (2) Hourly charges ☐ (5) Commissions
- ☐ (3) Fixed fees (not including subscription fees) ☐ (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)

- ☐ A. Individuals ☐ E. Trusts, estates, or charitable organizations
- ☐ B. Banks or thrift institutions ☐ F. Corporations or business entities other than those listed above
- ☐ C. Investment companies ☐ G. Other (describe on Schedule I)
- ☐ D. Pension and profit sharing plans

Applicant:

SEC File Number:

Date:

801-

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

- |  |   |
|--|---|
| <input type="checkbox"/> A. Equity securities  | <input type="checkbox"/> H. United States government securities     |
| <input type="checkbox"/> (1) exchange-listed securities                                | <input type="checkbox"/> I. Options contracts on:                   |
| <input type="checkbox"/> (2) securities traded over-the-counter                        | <input type="checkbox"/> (1) securities                             |
| <input type="checkbox"/> (3) foreign issuers   | <input type="checkbox"/> (2) commodities                            |
| <input type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:                   |
| <input type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input type="checkbox"/> (1) tangibles                              |
| <input type="checkbox"/> D. Commercial paper   | <input type="checkbox"/> (2) intangibles                            |
| <input type="checkbox"/> E. Certificates of deposit                                    | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities                                       | <input type="checkbox"/> (1) real estate                            |
| <input type="checkbox"/> G. Investment company securities:                             | <input type="checkbox"/> (2) oil and gas interests                  |
| <input type="checkbox"/> (1) variable life insurance                                   | <input type="checkbox"/> (3) other (explain on Schedule F)          |
| <input type="checkbox"/> (2) variable annuities  | <input type="checkbox"/> L. Other (explain on Schedule F)           |
| <input 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 type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical   |  |

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

- |  |  |
|--|--|
| (1) <input type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services   |
| (2) <input type="checkbox"/> Inspections of corporate activities   | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input 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 type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions   |
| (2) <input type="checkbox"/> Short term purchases<br>(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 type="checkbox"/> Short sales  |  |

Applicant:

SEC File Number:

Date:

801-

**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.)

Applicant:

SEC File Number:

Date:

801-

**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.

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

Applicant:

SEC File Number:

Date:

801-

**12. Investment or Brokerage Discretion.**

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

Yes No

(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? ☐ ☐

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? ☐ ☐

(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 (unless applicant is registered or registering only with the Securities and Exchange Commission); or

- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Yes No

Has applicant provided a Schedule G balance sheet? ☐ ☐

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:

Clayborne Group, LLC

SEC File Number:

801-

Date:

02/02/2006

(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: Clayborne Group, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 1A and 2	<p><b>SERVICES PROVIDED BY CLAYBORNE GROUP, LLC:</b></p> <p><b><u>Consulting Services.</u></b></p> <p>Clayborne Group, LLC ("Clayborne"), a Delaware limited liability company, provides Investment Consulting Services to a wide variety of clients including individuals, trusts, estates, corporations and other entities.</p> <p>Investment Consulting Services begin by an Clayborne assisting each new client in determining the client's investment objectives. Clayborne also assists the client in establishing a securities account at a brokerage firm or issuer which maintains custody of client securities and provides account reports. Services include analyzing the client's current investments and recommending purchases and sales of investments to meet the client's investment objectives. Unless requested otherwise, the firm generally recommends investments it expects the client will hold long-term. Consultations may include advice about index funds, exchange traded funds, hedge funds, mutual funds, common and preferred stocks, annuity subaccounts, warrants, rights, bonds, municipal securities, options, government bonds and money market mutual funds.</p> <p>Each client receives a quarterly report from their account custodian. Clayborne does not provide a separate report.</p> <p>If requested to do so, Clayborne can review accounts on a regular basis to monitor performance. With advance authorization, Clayborne will also place purchase and sale orders for client accounts.</p> <p>Clayborne does not guarantee the results of its recommendations and losses can occur from receiving the firm's services.</p> <p>Clients are encouraged to call Clayborne at any time if they have questions. Services may be terminated by 10 days advance written notice. Upon termination, unearned prepaid fees are returned to the client.</p> <p><b><u>Fees For Investment Consulting Services.</u></b> Fees charged by Clayborne for its Investment Consulting Services are negotiable and calculated as a flat fee or are based upon the value of assets being reviewed and/or based upon account performance. All fees, and the minimum account size, are negotiable.</p> <p>Flat fees are quoted in advance and an initial payment which varies between 0% to 50% of the total estimated fee is due upon contract signing with the balance due promptly after the advisory services are provided. The fee and initial deposit varies based upon the nature of services requested. A quarterly retainer may also be negotiated.</p> <p>Asset-based fees are quoted as an annual percentage of assets under management and are payable quarterly, before services are provided and usually range from .60 to 2.5% annually. The initial asset-based fee is charged from the date of the agreement through the end of the first calendar quarter in which the account is open for at least 30 days. Thereafter, asset-based fees are payable quarterly based upon the market value of assets at the end of the immediately preceding calendar quarter. Assets deposited to an account exceeding \$20,000 during any quarter are charged a pro-rated quarterly fee based upon the number of days remaining in the quarter. There is no refund of fees paid or due for a particular calendar quarter or made if assets are withdrawn during the quarter. In the event of contract termination, all unearned prepaid fees are pro-rated for the days remaining in the quarter and returned to the client. The fees excludes all transaction and custodian costs, including brokerage commissions and account maintenance fees.</p>	

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:

Clayborne Group, LLC

SEC File Number:

801-

Date:

02/02/2006

(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: Clayborne Group, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Clients authorize the client's account custodian(s) to deduct, upon Clayborne's instruction, fees when due from assets held in the account. Clients also authorize Clayborne to liquidate, without obtaining prior permission of client, money market funds and other securities in the Account in amounts sufficient to cover Clayborne's fees.</p> <p>Clients who have substantial net worth or a managed account meeting a minimum value, as specified below, may wish to compensate Clayborne for its services by means of a performance-based fee at rates which range from 10% to 30% of the amount, if any, by which the value of the account at the end of each calendar quarter exceeds the highest value achieved for the account at the end of any previous quarter (or the initial value of the account if managed for less than one quarter). Clients agree to pay such accrued profits every quarter, commencing with the date of the agreement. Each fee is calculated in a manner which includes realized capital gains and losses and unrealized capital gains and depreciation of securities during the billing period. There is no minimum fee. In the event an account experiences a decline in value during the billing period, then the performance measurement period is extended to subsequent billing periods until the decline is recovered. Fees applicable to capital contributions or withdrawals during any quarter are prorated based on the number of days the capital is in the account. If the agreement terminates, fees are due Clayborne only for the period services were provided.</p> <p>Clients should be aware that this performance fee arrangement may create an incentive for Clayborne to make investments that are more risky or more speculative than might be the case in the absence of a fee based on performance. Clients should also know that Clayborne will receive increased compensation with regard to unrealized appreciation as well as realized gains in the client's account and that where market quotations are not readily available for valuing securities, a client may elect an independent third party to do so.</p> <p>A performance-based fee client must be (I) a natural person or a company (as defined in paragraphs (b)(2) and (g)(1) of Rule 205-3 of the Investment Advisers Act of 1940), who immediately after entering into the agreement has at least \$750,000 under management of Clayborne, or (ii) be a natural person or company whose net worth at the time the contract is entered into exceeds \$1.5 million (either alone or held jointly with such person's spouse).</p> <p>Clayborne retains the right to amend any of its fees upon thirty (30) days advance written notice to clients.</p> <p><b><u>Management Services</u></b></p> <p>Clayborne also provides investment management services to clients, including individuals, pension and profit sharing plans, trusts, estates, charitable organizations and corporations ("Clients"), on a discretionary or non-discretionary basis. The advisory services include, among other things, providing advice regarding asset allocation and the selection of investments and investment performance monitoring, the selection of third-party managers and the performance of such managers.</p> <p><b>Full details of the Clayborne's "wrap" management services, which combine fees for advisory and brokerage services, are provided on Form ADV, Schedule H.</b></p>	
Item 1D	As described in Schedule H, in consideration for its "wrap" services, Clayborne receives a management fee with a maximum asset-based fee as follows:	



**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:

Clayborne Group, LLC

SEC File Number:

801-

Date:

02/02/2006

(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: Clayborne Group, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 4	<p>3.0 % up to \$500,000 2.75 % \$500,000 - \$1,000,000 2.50 % \$1,000,001 - \$5,000,000 2.25 % \$5,000,001 and above</p> <p>The fee includes asset allocation advice, commissions and per ticket charges and Portfolio Manager fees. The fees for mutual fund accounts are lower. A “fee plus commission” fee schedule is also available as described on Schedule H.</p> <p>The management fee is payable quarterly in advance and is negotiable. Clayborne, in its sole discretion, may waive or reduce the management fee with respect to one or more Clients, or agree to apply a different management fee for a Client.</p> <p>Again, Clients should carefully review <b>Schedule H</b> for more details on existing investment management services.</p> <p><b>METHODS OF ANALYSIS</b></p> <p>Clayborne’s investment objective is to seek consistent returns primarily through capital appreciation, while also attempting to preserve capital and mitigate risk through hedging activities. No assurance can be given, however, that Clayborne will achieve its objective, and investment results may vary substantially over time and from period to period.</p> <p>In carrying out a client’s investment objective, Clayborne will attempt to achieve returns by using fundamental research coupled with technical analysis and charting. Clayborne anticipates that most of client’s assets will be invested in publicly traded securities.</p>	
Item 5	<p><b>EDUCATION AND BUSINESS STANDARDS:</b></p> <p>Investment professionals associated with Clayborne will be required to have at least a bachelor’s degree and a solid understanding of investments and obtain all state licenses that are required.</p>	
Item 6	<p><b>EDUCATION AND BUSINESS BACKGROUND:</b></p> <p><b>Dean Heinemann - Founder and Managing Member of Clayborne</b></p> <p>Birthdate – March 18, 1970</p> <p>Mr. Heinemann started his career as a Financial Advisor in March of 1993 at Prudential Securities. Then he worked for UBS Financial Services from April of 2001 to September 2004. He received a Bachelor’s In Business Administration from Western Connecticut State University in 1992.</p>	
Item 8C(9)	<p>Clayborne representatives also intend to provide insurance planning and purchasing services to Clients. As a result of this arrangement, Clayborne representatives anticipate having material affiliations with certain insurance companies and/or agencies.</p>	
Item 9E	<p><b>INTEREST IN CLIENT TRANSACTIONS</b></p> <p>Personnel of Clayborne may trade in the same securities traded for Client. However, it is the policy of Clayborne not to give preference to orders for personnel associated with the firm regarding such trading.</p>	
Page 3 of 6[395464.2]		

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:

Clayborne Group, LLC

SEC File Number:

801-

Date:

02/02/2006

(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: Clayborne Group, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Clayborne and its employees may personally invest in the same securities that are purchased for Clients and may own securities that are subsequently purchased for Clients. If the purchase and sale of securities for a Client and Clayborne are aggregated, either the Client and Clayborne will pay or receive the same price, or Client will receive the more favorable price.</p> <p>Clayborne has established a Code of Ethics applicable to all persons at the firm who have access to confidential client records or to recommendations being made for client accounts. Designed to prevent conflicts of interest between the financial interests of clients and the interests of the firm's staff, the Code requires such "access persons" to obtain preapproval of certain securities transactions, to report transactions quarterly and to report all securities positions in which they have a beneficial interest at least annually. These reporting requirements allow supervisors at the firm to determine whether to allow or prohibit certain employee securities purchases and sales based on transactions made, or anticipated to be made, in the same securities for client accounts. The Code also establishes certain bookkeeping requirements relating to the new federal reporting rules. The Code is required to be reviewed annually and updated as necessary. A complete copy of the firm's Code is available upon request.</p>	
Item 10	<p><b>CONDITIONS FOR SERVICING ACCOUNTS</b></p> <p>The minimum investment amount is \$250,000 for a managed account, although Clayborne has discretion to accept lesser amounts. See Schedule H. No minimum is established for Counseling Services.</p>	
Item 12B	<p><b>BROKERAGE ARRANGEMENTS:</b></p> <p>When providing Consulting Services, Clayborne does not exercise discretion and generally recommends the services of those broker-dealers and issuers which can provide the products and services needed by a client.</p> <p>Clients receiving Clayborne's management services are directed to review Clayborne's Schedule H which describes the levels of discretion exercised, brokerage practices followed by third-party managers and Clayborne's trading practices.</p> <p><b>PROXY VOTING:</b></p> <p>Clayborne does not vote proxies for clients.</p>	
Page 4 of 6[395464.2]		

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:

Clayborne Group, LLC

SEC File Number:

801-

Date:

02/02/2006

(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: Clayborne Group, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p><b>NOTICE REGARDING TREATMENT OF CONFIDENTIAL INFORMATION</b></p> <p>Clayborne strongly believes in protecting the confidentiality and security of information it collects about you. This notice describes the Firm's privacy policy and describes how we treat the information we receive about you.</p> <p><b>Why We Collect And How We Use Information</b></p> <p>When we evaluate your request for our services, provide investment advice to you and process transactions for your account, you typically provide us with certain personal information necessary for these transactions. We may also use that information to offer you other services we provide which may meet your investment needs.</p> <p><b>What Information We Collect</b></p> <p>The personal information we collect may include:</p> <ul style="list-style-type: none"><li>• Name and address;</li><li>• Social Security or taxpayer identification number;</li><li>• Assets;</li><li>• Liabilities;</li><li>• Age;</li><li>• Occupation;</li><li>• Income;</li><li>• Account balance;</li><li>• Investment objectives and risk tolerance;</li><li>• Investment activity;</li><li>• Accounts at other institutions; and</li><li>• Other financial and personal information.</li></ul> <p><b>How We Protect Information</b></p> <p>We do not sell your personal information to anyone.</p> <p>We treat information about current and former clients and their accounts in a confidential manner. Our employees may access information and provide it to third parties only when completing a transaction at your request or providing our other services to you.</p> <p>At your request, we may disclose information to attorneys, accountants, lawyers, securities professionals and others to assist us, or them, in providing services to you. We may also share information with companies that perform services on our behalf, such as the companies that we hire to perform marketing or administrative services. Companies we may hire to provide support services are not allowed to use your personal information for their own purposes. We may make additional disclosures as permitted by law.</p> <p>We also maintain physical, electronic, and procedural safeguards to protect information. Employees and our managers and counselors are required to comply with our established information confidentiality provisions.</p>	

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:

Clayborne Group, LLC

SEC File Number:

801-

Date:

02/02/2006

(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: Clayborne Group, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p><b>Access to And Correction of Information</b></p> <p>Generally, upon your written request, we will make available information for your review. Information collected in connection with, or in anticipation of, any claim or legal proceeding will not be made available.</p> <p>If your personal information with us becomes inaccurate, or if you need to make a change to that information, please contact us at the number shown below so we can update our records.</p> <p><b>Further Information</b></p> <p>For additional information regarding our privacy policy, please contact Clayborne Group, LLC, 100 Mill Plain Road, Danbury, Connecticut, or calling (203) 791-3996.</p>	
Page 6 of 6[395464.2]		

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