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CLAYBORNE GROUP, LLC
FORM ADV – PART 2 A INFORMATION
May 1, 2012

Clayborne Group, LLC
100 Mill Plain Road
Danbury, CT 06811
Phone (845) 797-7773 Fax (845) 896-6506

This brochure provides information about the qualifications and business practices of Clayborne Group, LLC (“Clayborne”). If you have any questions about the contents of this brochure, please contact us at (203) 845-797-7773. 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 Clayborne (CRD No. 133855), including a copy of its Form ADV Part I, is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Material Changes To This Brochure Since Its Last Annual Update

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

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Item 4 - Advisory Business

Clayborne Group, LLC (“Clayborne”), a Delaware limited liability company, provides Investment Consulting and Investment Management Services to a wide variety of clients including individuals, trusts, estates, corporations and other entities. Clayborne began its advisory business during February 2005. The firm is wholly-owned by Dean Heinemann, its Managing Member. The firm does not engage in any other business.

Consulting Services.

Investment Consulting Services begin by a Clayborne Representative assisting each new client in determining the client's investment objectives and restrictions. 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.

Each client receives a quarterly report from their account custodian. Clayborne does not provide a separate report.

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.

Clayborne does not guarantee the results of its recommendations and losses can occur from receiving the firm's services.

Clients are encouraged to call Clayborne at any time if they have questions and are free to meet with their Clayborne Representative anytime they choose. Services may be terminated by 10 days advance written notice.

Management Services.

Clayborne's Investment Management Services afford Clients the opportunity to have their portfolio assets separately managed by Clayborne or another manager. The Program includes Clayborne's manager searches, quarterly account performance reports and administrative services. Prospective clients in the Program include natural persons, corporations, partnerships, trusts, estates, foundations, qualified employee benefit plans, individual retirement accounts and other entities. A minimum account size of \$250,000 is imposed for Management Services although under certain circumstances the minimum size may be waived.

Clayborne usually recommends that Clients establish a brokerage account with Fidelity Brokerage Services, LLC, Member, NYSE and SIPC, which is within the Fidelity family of companies. Either Clayborne or a manager then processes trades through this firm.

Selection of Appropriate Managers. Clayborne establishes its pool of managers from data and databases obtained from third parties. The Manager pool includes Clayborne itself. The historical performance figures of other managers, while not reviewed specifically to determine their accuracy, are believed to be reliable and accurate. Though not a reporting requirement, most investment managers have adopted reporting performance within the AIMR Performance Presentation Standards and usually provide performance information within AIMR standards. The AIMR Performance Presentation Standards were established to promote full disclosure and fair representation in reporting and also to provide comparability and an uniformity among investment managers reporting.

Clayborne uses each Client's objectives to assist Clients in identifying their investment criteria. Clients generally identify with one of various investor "profiles" ranging from the most conservative investment objective to the most aggressive. The profiles used by Clayborne are designed to help the Client identify the Client's risk tolerance. After a Client has identified an investment profile and manager selection criteria, Clayborne will usually present one or more asset Managers which Clayborne believes can satisfy the Client's objectives.

Clayborne may distribute materials prepared by others describing the histories, investment philosophies, risk factors, investment returns, investing time frames, plus officers' biographical information on several managers. These firms, including Clayborne itself, stand ready to provide management services to a Client provided the Client's account size meets the minimum established by Clayborne or the Manager, the Client's investment objectives are consistent with the Manager's or Clayborne's investment philosophy and further provided the Client has not imposed investment goals or restrictions which the Manager or Clayborne believes it can not meet.

Although Clayborne's third-party sources have large numbers of managers in their databases, the number of Managers actually included in a search by Clayborne is primarily dependant on the Client's account size, investment objectives (risk, return and time) and investment restrictions. Clayborne's total available database is usually not used when conducting a manager search because Managers only accept accounts of a certain minimum size or kind (e.g., income accounts), or because a Client has imposed restrictions which only certain Managers are willing to accept. Typically more Managers are available when the account is larger and without restrictions. A manager or Clayborne must accept a Client's account before management services begin.

Clayborne considers total performance and other factors when considering a manager for presentation. Total performance includes risk, return and time. Therefore, Managers in Clayborne's available database that have provided higher return results than others historically may not be presented to a Client due to consideration of other factors including risk and time.

Once a Client has selected a manager from those presented, Clayborne supplies the manager with information regarding the financial background and investment objectives of the Client to the extent such information is provided by the Client. Clayborne then commits, on the Client's behalf, the manager to accept and manage the Client's account in accordance with the objectives of the Client. Clayborne provides periodic performance reports and manager performance consultations to the Client. To the extent Clayborne becomes aware of changes in a Client's

financial circumstances or objectives, this information is relayed to the Client's manager. Updated information about a Client is not collected by Clayborne on a regular basis or given to a manager by Clayborne unless Clayborne is made aware of changes by the Client. Clients may communicate such changes to the Client's manager at any time.

Each Client, through the Program's Agreement, grants each Manager, including Clayborne if Clayborne is the Manager, limited discretionary trading authority so the manager or Clayborne can place transaction orders at will for a Client's account. Each Client has the opportunity to instruct the Manager or Clayborne with respect to investment restrictions imposed on management of the Client's account and there is no restriction on the Client contacting the manager or Clayborne directly for other purposes. Each Client account is managed individually and is separate from the accounts of other Clients of the Manager participating in Program. Each Client receives confirmations of security transactions in the account, periodic custodial account statements or a summary of them, as well as summaries of account performance prepared by Clayborne at least quarterly.

Each Client usually instructs the manager to execute all transactions for the Client's account through the broker-dealer selected by the Client.

Clayborne generally does not recommend the replacement of a manager based on short-term performance results. In the event there is significant change in the Manager's investment philosophy, loss of significant investment management personnel or a change in ownership, Clayborne will re-evaluate the Manager to determine whether the Manager has changed from how the Manager represented itself initially to Clayborne and will communicate this information to the Client's Servicing Broker-Dealer.

A manager is not obligated to accept a Client's account and may withdraw from providing services at any time by terminating its advisory contract with the Client and Clayborne. To terminate, a Manager must give a Client and Clayborne thirty (30) days prior written notice.

In the event a Client is not satisfied with a Manager's performance, not satisfied with a Manager for any other reason or if the Client's investment criteria changes, Clayborne is available to consult with the Client to determine the basis of the Client's needs. Then Clayborne will present at least one other manager Clayborne believes can satisfy the Client's objectives. Clayborne is granted authority by Clients to hire and fire managers at will as it deems necessary on a Client's behalf.

Services to CG Income Fund, LLC.

Clayborne is also manager to the CG Income Fund, LLC ("Fund"). The minimum investment to invest in the Fund is \$25,000. The goal of the Fund is to purchase and sell receivables and debt instruments for profit.

As of December 31, 2011, Clayborne had assets of \$140,000,000 under non-discretionary management and \$700,000 under discretionary management.

Item 5 - Fees and Compensation

Fees For Investment Consulting Services.

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.

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.

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 .50 - 1.25% annually. Where third-party manager fees are included, annual rates will range from .80 - 2.50%. 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.

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.

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.

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.

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).

Clayborne retains the right to amend any of its fees upon thirty (30) days advance written notice to clients.

Fees For Management Services.

Fee to Third Party Manager. For management services, third party managers are typically paid an annual fee which generally ranges up to 40% of the total asset-based advisory fee a client pays to Clayborne for services to equity and balanced accounts, and up to 50% of the total asset-based fee for services to fixed and mutual fund accounts. A few managers may have higher fees. Fees to the Managers are paid by Clayborne from the asset-based advisory fee it receives from the Client.

As explained below, there is one fee schedule available to clients: an Asset-Based Fee Schedule. . Clayborne's fees may be changed upon 30 days prior written notice to Client.

Asset-Based Fee Method. Under this fee arrangement, Clayborne receives an asset-based fee which covers Clayborne's and the manager's advisory fees, but no other costs. All fees are negotiable.

Asset based fees are calculated every three months based upon the market value of the Client's account on the last day of the previous three month period, and are payable in advance. Clients pay an initial fee based on the days remaining in the quarter within which the Agreement is executed, plus the next calendar quarter period. Thereafter, asset based advisory fees are calculated for successive three month periods based upon the previous quarter-end value of the account. Assets valued at more than \$20,000 deposited to the Account during any period are charged a pro rata fee based on the number of days remaining in the period in relation to the number of days in the period. In the event Client's account is terminated, a pro rata portion of the fee paid in advance, based on the days remaining in the period, is refunded.

Fee Plus Commission Schedule

Equity and Balanced Accounts

Value of Account	Client Annual Asset-Based Fee
\$0 to \$500,000	2.00%
\$500,001 to \$1,000,000	1.80%
\$1,000,001 to \$5,000,000	1.20%
Over \$5,000,000	Negotiable

Fixed Income Accounts

Value of Account	Client Annual Asset-Based Fee
\$0 - \$500,000	1.00%
\$500,001 - \$1,000,000	.80%
\$1,000,000 - \$5,000,000	.60%
Over \$5,000,000	.50%

The asset-based fees are calculated and billed as described in the “Asset-Based Fee Method” section above.

Because Managers and Clayborne may negotiate asset-based fees within the Program, Clients receiving similar services may pay more or less management or advisory fees than other Clients.

Although Clayborne believes its services are competitively priced, Clients may be able to obtain similar advisory services at higher or lower prices if purchased elsewhere. For example, Clients may be able to locate an investment management firm that would be willing to manage a Client’s equity and balanced account or fixed income account at a fee lower than that of a Manager presented by Clayborne. A Client may also be able to find a manager evaluation service having a lower cost than Clayborne’s services.

To the extent mutual funds are included within a portfolio, an advisory fee and other expenses are paid by the fund from fund assets and cannot be eliminated. Thus, two advisory fees are paid, one to each mutual fund's manager, the other to Clayborne. Minimal fees are also charged

by exchanges on a per transaction basis and by clearing firms for postage, mailing or carrying certain types of accounts, such as individual retirement accounts.

When opening Client brokerage accounts, Clayborne allows Clients to elect to use a money market fund as a temporary investment.

As indicated above, Clayborne typically recommends the services of Fidelity Brokerage Services when providing the services described in this brochure. Fidelity provides Clayborne with software, research, billing assistance and other benefits at little or no charge because client accounts are custodied at the firm. These benefits are an inducement for Clayborne to recommend these firms as custodians since recommending any other firm could cause its overhead cost to rise. Thus, because of these benefits, Clayborne has a conflict of interest when recommending the services of Fidelity.

Fees To CG Income Fund.

Investors in the Fund have a 12% income preference before the manager receives any fee. Once the preference is paid, all profits go to Clayborne.

Item 6 - Performance Based Fees and Side-by-Side Management

Yes. The performance-based fee earned by Clayborne is described in Item 5. Performance-based fees create an incentive for Clayborne to select more speculative investments for the Fund.

Item 7 - Types of Clients/Minimum Account Size

Clayborne generally provides investment advice to individuals; pension and profit-sharing plans; trusts, estates, or charitable organizations; and corporations or business entities. It also provides advice to private funds, including the Clayborne Income Fund.

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.

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

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.

In carrying out a client's investment objective, Clayborne will attempt to achieve returns by using third party managers who will use fundamental research coupled with technical analysis and charting as they provide advice to Clayborne clients. Clayborne anticipates that most of each client's assets will be invested in publicly traded securities, including mutual funds.

Item 9 - Disciplinary Information

Neither Clayborne, nor any of its own representatives have any disciplinary history.

Item 10 - Other Financial Industry Activities and Affiliations

Neither Clayborne, nor any of its representatives is affiliated with another firm in connection with the firm's advisory activities, except for Mr. Heinemann's involvement as manager of the Clayborne Income Fund. Mr. Heinemann is also the Managing Member of CG Private Equity Fund, LLC and Manager of Travis Group, LLC. He is also an officer of and shareholder in Travis Group, Inc. and Active Brands Acquisition, Inc.

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

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. 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.

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.

Item 12 - Brokerage Practices

When providing Consulting Services, Clayborne does not exercise discretion and generally recommends the services of those third party managers, broker-dealers and issuers which can provide the products and services needed by a client. Discretion may be exercised by third party managers to purchase and sell securities in a client's account in the amounts and at the times the manager deems appropriate. Discretionary authority is granted to the manager by the client in advance.

Item 13 - Review of Accounts and Reports

Review of Accounts and Reports to Clients. Clayborne does not review Client accounts receiving Management Services with an eye toward making specific buy or sell

recommendations except in those instances where it is the manager, in which case it reviews managed accounts on a regular basis and places orders as it deems necessary. It also regularly reviews each third-party Manager's performance with the Clients receiving services from Managers.

Performance reports on accounts managed by Clayborne or a manager are provided quarterly and are typically sent to the Client or third party designated by the Client. There is no restriction on the ability of Clients to contact Clayborne or their Manager at any time for review consultations about their account.

Reports and advice to Clients are supervised by the Clayborne Representative providing services and are not examined by any third party other than Mr. Heinemann. In reviewing reports for accuracy, the Representative relies on the accuracy of the custodial reports Clayborne receives and mathematical calculations by its software system while producing reports. In isolated cases, where a custodial statement does not provide a market value for a security, such as in the case of a foreign security or certain bonds, reasonable efforts are made to obtain, from various sources, the quarter ending value. The Manager's performance for each Portfolio Consulting Service Client account is calculated on a time-weighted rate of return basis.

Item 14 - Client Referrals and Other Compensation

Neither Clayborne nor any of its Representatives pay a third party for client referrals.

Item 15 - Custody

Clayborne does not take custody of client funds or securities. These safekeeping services are typically provided to managed accounts only by the brokerage firm processing the securities transactions.

To the extent a client receives any account or other investment ownership statement from Clayborne, Clayborne recommends the client carefully compare the report to the custodian's statements.

Item 16 - Investment Discretion

In providing Program services, Clayborne does not exercise any discretionary authority to select brokerage firms but does recommend brokerage firms to Clients. It does have authority to hire and fire a manager at will. It also has authority to purchase and sell securities at will when it acts as a Client's manager. Each third party manager is granted authority to buy and sell securities at will for a client. While effecting such transactions, a Client's order may be batched with those of other clients for the purpose of obtaining a better average price. Also, Clients grant authority to a Clayborne and third party managers to use brokerage firms, other than those recommended by Clayborne or the managers and selected by the Client, if either believes the Client will receive a better price or better execution of the trade.

A Client's instruction to a manager, including Clayborne, to place orders with a particular broker-dealer may result in the manager and Clayborne not exercising discretion in selecting broker-dealers other than the broker-dealer on a trade-by-trade basis. Thus, a Client may or may not obtain best price and execution of transactions, or the benefit of research or other services available from other broker-dealers.

Item 17 - Voting Proxies on Client Securities

Clayborne does not vote proxies on behalf of Clients.

Item 18 - Financial Information

Clayborne does not receive fees of more than \$1,200 six months or more in advance, thus no financial statement for Clayborne is attached. Clayborne does not have any financial condition that is reasonably likely to impair its ability to meet its contracted commitment to any client.

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SCHEDULE 2B - BROCHURE SUPPLEMENT

Dean A. Heinemann

May 1, 2012

CLAYBORNE GROUP, LLC

100 Mill Plain Road

Danbury, CT 06811

Phone (845) 797-7773 Fax (845) 896-6506

This brochure supplement provides information about Dean A. Heinemann that supplements the Clayborne Group LLC (“Clayborne”) brochure. You should have received a copy of that brochure. Please contact Dean A. Heinemann if you did not receive Clayborne's brochure or if you have any questions about the contents of this supplement.

Additional information about Dean A. Heinemann (CRD No. 2338634) is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Mr. Heinemann received a Bachelor's In Business Administration from Western Connecticut State University in 1992.

Mr. Heinemann started his career as a Financial Advisor in March of 1993 at Prudential Securities. He then worked for UBS Financial Services from April of 2001 to September 2004. He formed Clayborne in 2004 and is its Managing Member.

Item 3 - Disciplinary Information

Mr. Heinemann does not have any disciplinary information to disclose. He has not: (a) been party to a criminal or civil action in a domestic, foreign or military court, (b) been party to an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority; or (c) been party to a self-regulatory proceeding.

Item 4 - Other Business Activities

Clayborne is also manager of the CG Income Fund, LLC. The Fund specializes in the purchase and sale of accounts receivables and other assets, primarily debt instruments. Mr. Heinemann is involved in making the asset and purchase transaction decisions for the Fund. In addition, Mr. Heinemann assists persons in the purchase and sell receivables and other assets directly. Mr. Heinemann also holds other positions with other firms. See Item 10 of Part 2A.

Item 5 - Additional Compensation

Mr. Heinemann does not receive any additional economic benefit from third parties for providing advisory services.

Item 6 - Supervision

Mr. Heinemann is the Managing Member and Chief Compliance Officer of Clayborne.

Notice Regarding Treatment of Confidential Information

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.

Why We Collect And How We Use Information

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.

What Information We Collect

The personal information we collect may include:

- Name and address;
- Social Security or taxpayer identification number;
- Assets;
- Liabilities;
- Age;
- Occupation;
- Income;
- Account balance and positions;
- Investment objectives and risk tolerance;
- Investment activity;
- Accounts at other institutions; and
- Other financial and personal information.

How We Protect Information

We do not sell your personal information to anyone.

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.

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.

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.

Access to And Correction of Information

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.

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.

Further Information

For additional information regarding our privacy policy, please contact Clayborne Group, LLC, 100 Mill Plain Road, Danbury, Connecticut, or calling (845) 797-7773.