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Form ADV Part 2A

Uniform Application for Investment Advisor Registration

December 19, 2012

Revised on February 24, 2013

This brochure provides information about the qualifications and business practices of Barthelemy Group, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 786-7379 or email us at info@barthelemygroupllc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Barthelemy Group, LLC also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

1. After our 2011 examination by the Securities and Exchange Commission (SEC), the SEC launched an investigation into our firm. For various reasons, including financial costs, my firm and I decided to submit Offers of Settlement to the SEC to resolve the investigation. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement, the SEC and I agreed, among other things, that I be barred from providing investment advisory services, with the right to reapply after two years. Based on this mutual agreement, the SEC issued an Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th 2012. Please see Item#9 for more detail.
2. The State of New Jersey has determined that the investment adviser registration of Barthelemy Group, LLC and the investment adviser representative (IARs) Evens Barthelemy shall be SUSPENDED for a period of two years based on the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th 2012.
3. The State of New York was notified by fax and by mail of the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th, 2012.

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Item 4 Advisory Business

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 5 Fees and Compensation

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

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

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 7 ***Types of Clients***

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

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

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 9 Disciplinary Information

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

BELOW ARE EXCERPT FROM THE SEC ORDER APPROVING THE SETTLEMENT AND THE ORDER CAN BE VIEWED AT <http://www.sec.gov/litigation/admin/2012/ia-3503.pdf>

These proceedings arise out of improper SEC registration, materially false Form ADV filings, and compliance and record keeping failures by Barthelemy Group LLC (“Barthelemy Group” or “BG”), an investment adviser registered with the states of New York and New Jersey that is owned and managed by Evens Barthelemy (“Barthelemy”). Barthelemy improperly registered BG with the Commission in July 2009 under the Advisers Act multi-state adviser exemption from the prohibition against SEC registration, and thereafter improperly maintained BG’s registration under the Act’s \$25 million assets under management (“AUM”) exemption.¹ At all times since initially registering with the Commission, however, BG had no more than \$5 million in AUM and was required to register in at most three states (rather than the thirty required under the multi-state exemption). Further, in response to a request from the Commission’s staff during a 2010 investment adviser exam of BG, Barthelemy misrepresented his firm’s AUM as \$26.28 million instead of \$2.628 million in a spreadsheet. When questioned by the Exam staff later, Barthelemy conceded the inaccuracy, and in June 2011 Barthelemy withdrew his firm’s SEC registration. In addition, BG lacked adequate compliance policies and procedures and failed to maintain various books and records required by the Advisers Act related to codes of ethics and providing or offering the firm’s Form ADV Part II to clients.

Violations

A. As a result of the conduct described above, Barthelemy Group and Barthelemy willfully violated Section 207 of the Advisers Act, which makes it unlawful “for any person willfully to make any untrue statements of material fact in any registration application or report filed with the Commission under Section 203 or 204, or willfully to omit to state in any such application or report any material fact which is required to be stated therein.”

B. As a result of the conduct described above, Barthelemy Group willfully violated, and Barthelemy willfully aided and abetted and caused BG’s violations of, Section 203A of the Advisers Act, which while Barthelemy Group was SEC registered generally prohibited an adviser that was regulated or required to be regulated in the state in which it has its principal office and place of business from registering with the Commission, unless it had AUM in excess of \$25 million or advised a registered investment company.³

C. As a result of the conduct described above, Barthelemy Group willfully violated, and Barthelemy willfully aided and abetted and caused Barthelemy Group’s violations of, Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder, which require, among other things, that a registered investment adviser: (a) implement written policies and procedures reasonably designed to prevent violations of the Advisers Act and its rules; and (b) review at least annually its written policies and procedures and the effectiveness of their implementation.

D. As a result of the conduct described above, Barthelemy Group willfully violated, and Barthelemy willfully aided and abetted and caused BG's violations of, Section 204 of the

Advisers Act and Rule 204-2(a) thereunder, which require, among other things, that a registered investment adviser make and keep the following:

1. records of the written acknowledgments of the receipt of the adviser's code of ethics that all supervised persons are required to provide under Advisers Act Rule 204A-1(a)(5); and

2. each Form ADV Part II or other written statement that complies with Advisers Act Rule 204-1(b), and each amendment or revision thereof, given or sent to any client or prospective client of such investment adviser in accordance with the provisions of Advisers Act Rule 204-3, and a record of the dates that each written statement, and each amendment or revision thereof, was given, or offered to be given, to any client or prospective client who subsequently becomes a client.

Undertakings

Respondent Barthelemy Group has undertaken to do the following:

A. within thirty (30) days following the entry of the Order, file and provide to the staff of the Commission ("the staff") an amended Form ADV for Barthelemy Group ("Amended Form ADV") that discloses all material terms of the Order;

B. after filing the Amended Form ADV and within thirty (30) days following the entry of the Order, mail a copy of the Amended Form ADV and a copy of the Order to each state regulator with which Barthelemy Group is registered as an investment adviser, or with which Barthelemy Group has a pending application for such registration, using commercially reasonable efforts to obtain an acknowledgment of receipt;

C. within thirty (30) days following the entry of the Order, mail or email a copy of the Amended Form ADV and a copy of the Order to each existing Barthelemy Group investment advisory client, together with a cover letter in a form not unacceptable to the Commission's staff, using commercially reasonable efforts to obtain an acknowledgment of receipt;

D. within thirty (30) days following the entry of the Order, post a copy of the Order on the home page, in a readily viewed area, of any and all Barthelemy Group website(s) for a period of two (2) years; and

E. certify, in writing, compliance with the undertaking(s) set forth above. The certification shall identify the undertaking(s), provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and Respondent Barthelemy Group agrees to provide such evidence. No later than sixty (60) days from the date of the completion of the undertakings, the certification and supporting material shall be submitted to Scott Weisman, Assistant Director, Division of Enforcement (100 F St., NE, Washington, DC 20549-5010-A), with a

copy to the Office of Chief Counsel of the Division of Enforcement (100 F St., NE, Washington, DC 20549).

Respondent Barthelemy has undertaken to do the following:

A. cause Barthelemy Group to comply with its undertakings, as described above in Section III;

B. within thirty (30) days following the entry of this Order, mail a copy of the Amended Form ADV and a copy of the Order to each existing investment advisory client of Barthelemy, together with a cover letter in a form not unacceptable to the Commission's staff, using commercially reasonable efforts to obtain an acknowledgment of receipt;

C. within thirty (30) days following the entry of the Order, mail or email a copy of the Amended Form ADV and a copy of the Order to each state regulator from which Barthelemy has any securities license or with which Barthelemy has a pending application for any securities license, using commercially reasonable efforts to obtain an acknowledgment of receipt; and

D. certify, in writing, compliance with the undertaking(s) set forth above. The certification shall identify the undertaking(s), provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and Respondent Barthelemy agrees to provide such evidence. No later than sixty (60) days from the date of the completion of the undertakings, the certification and supporting material shall be submitted to Scott Weisman, Assistant Director, the Division of Enforcement (100 F St., NE, Washington, DC 20549-6010-A), with a copy to the Office of Chief Counsel of the Division of Enforcement (100 F St., NE, Washington, DC 20549).

In determining whether to accept the Offer, the Commission has considered these undertakings.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in the Offers of Respondents Barthelemy and Barthelemy Group.

Accordingly, pursuant Sections 203(e), 203(f) and 203(k) of the Advisers Act, and Section 9(b) of the Investment Company Act, it is hereby ORDERED that:

A. Respondents Barthelemy and Barthelemy Group cease and desist from committing or causing any violations and any future violations of Sections 203A, 204, 206(4) and 207 of the Advisers Act and Rules 204-2(a)(12)(iii), 204-2(a)(14)(i), and 206(4)-7 promulgated thereunder.

B. Respondent Barthelemy be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization. For a period of thirty days from the entry of this Order, and solely for the purposes of performing the undertakings in Section III above and completing the wind down of Barthelemy Group's investment advisory business, Barthelemy may (a) participate in advisory activities and (b) continue to be associated with Barthelemy Group while Barthelemy Group acts as an investment adviser; and prohibited from serving or acting as an employee, officer, director, member of an advisory board, investment adviser or depositor of, or principal underwriter for, a registered investment company or affiliated person of such investment adviser, depositor, or principal underwriter; with the right to apply for reentry after two (2) years to the appropriate self-regulatory organization,

or if there is none, to the Commission. Any reapplication for association by Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

C. Respondent Barthelemy Group is censured.

D. Based upon each Respondent's sworn representations in its Statement of Financial Condition dated July 19, 2012 and other documents submitted to the Commission, the Commission is not imposing a penalty against either Respondent.

E. The Division may, at any time following the entry of this Order, petition the Commission to: (1) reopen this matter to consider whether Respondents provided accurate and complete financial information at the time such representations were made; and (2) seek an order directing payment of the maximum civil penalty allowable under the law. No other issue shall be considered in connection with this petition other than whether the financial information provided by Respondent was fraudulent, misleading, inaccurate, or incomplete in any material respect.

Respondents may not, by way of defense to any such petition: (1) contest the findings in this Order; (2) assert that payment of a penalty should not be ordered; (3) contest the imposition of the maximum penalty allowable under the law; or (4) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

F. Respondents shall comply with the undertakings enumerated above in the Undertakings paragraphs of Section III.
By the Commission.

Item 10 Other Financial Industry Activities and Affiliations

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

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

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Item 13 Review of Accounts

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 14 *Client Referrals and Other Compensation*

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 15 Custody

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 16 Investment Discretion

Pursuant to a settlement with the SEC on November 20th, 2012 we have terminated our investment advisory practice as of December 21st 2012. Please see Item# 9 for more details. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement.

Item 17 Voting *Client* Securities

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Item 18 Financial Information

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Item 19 Requirements for State-Registered Advisers

The State of New Jersey has determined that the investment adviser registration of Barthelemy Group, LLC and the investment adviser representative (IARs) Evens Barthelemy shall be SUSPENDED for a period of two years based on the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th 2012. The State of New York was notified by fax and by mail of the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th, 2012.