

**Brochure – Form ADV Part 2A
Item 1 - Cover Page**

Cypress
CAPITAL



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Form ADV Brochure

March 30, 2023

This Brochure provides information about the qualifications and business practices of Cypress Capital, LLC. If you have any questions about the contents of this Brochure, please contact us at (615) 467-6070 or info@cypresscapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Cypress Capital, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Cypress Capital, LLC also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our last annual amendment, dated March 29, 2022, we have made the following material changes:

Item 5- The Firm occasionally may charge a set fee for financial plans.

Item 8- The Firm added a new model: Cypress Technology & Innovation.

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Item 4 - Advisory Business

General Information

Cypress Capital, LLC (“Cypress Capital”) was formed in 2014, and provides financial planning, portfolio management, general consulting, sub-adviser and model portfolio services to our clients.

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Please see ***Brochure Supplements***, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2022, Cypress Capital managed \$398,868,300 on a discretionary basis, and no assets on a non-discretionary basis.

SERVICES PROVIDED

At the outset of each client relationship, we spend time with you, asking questions, discussing your investment experience and financial circumstances, and reviewing options for you. Based on our reviews, we generally develop with you:

- a financial outline for you based on your financial circumstances and goals, and your risk tolerance level (the “Financial Profile” or “Profile”); and
- your investment objectives and guidelines (the “Investment Plan” or “Plan”).

The Financial Profile is a reflection of your current financial picture and a look to your future goals. The Investment Plan outlines the allocation of investments among proprietary models that we manage or other appropriate individual securities. Your allocation among these proprietary models and/or other securities will be determined based on your goals, investment objectives and particular willingness and ability to assume various levels of risk. The Profile and the Plan are discussed regularly with you, but are not necessarily written documents.

Where we provide limited financial planning or general consulting services, we will work with you to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Planning

We offer financial planning services to those clients in need of such service in conjunction with Portfolio Management services. Financial planning normally addresses areas such as trust and estate coordination, charitable giving and foundation consulting, retirement planning for companies, tax coordination and minimization, family legacy planning, general cash flow planning, and insurance analysis. The goal of this service is to assess your financial circumstances to more effectively develop your Investment Plan. Financial Planning is not offered as a stand-alone service or for a separate fee, but is typically provided in conjunction with the management of the portfolio.

Portfolio Management

To implement your Investment Plan, we will manage your investment portfolio on a discretionary basis. As a discretionary investment adviser, we will have the authority to supervise and direct your portfolio without prior consultation with you.

Notwithstanding the foregoing, you may impose certain written restrictions on us in the management of your investment portfolio, such as prohibiting the inclusion of certain types of investments in an investment

portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. You should note, however, that restrictions imposed by you may adversely affect the composition and performance of your investment portfolio. You should also note that your investment portfolio is treated individually by giving consideration to each purchase or sale for your account. For these and other reasons, performance of your investment portfolio within the same investment objectives, goals and/or risk tolerance may differ and you should not expect that the composition or performance of your investment portfolio would necessarily be consistent with similar clients of ours.

General Consulting

In addition to the foregoing services, we may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by Cypress Capital. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Sub-Adviser Services

From time to time we may be engaged by other investment advisers to provide sub-adviser services.

Model Portfolios on Third-Party Platforms

We also provide Model Portfolio recommendations (buy and sell signals, including the timing of such transactions) to broker/dealers, investment advisers, or other financial services companies who, in turn, offer the Model Portfolio to their respective clients. Model Portfolio recommendations are provided on a non-discretionary basis and we have no supervisory or oversight responsibilities with regard to the clients' assets invested according to the Model Portfolio by another service provider.

Cypress Capital Research Reports or Other Publications

We provide stock market and economic commentary and research to individual and institutional clients. These materials may be utilized by you in your own investment decision-making processes.

Retirement Plan Advisory Services

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. We will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and (iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services.

The Employee Retirement Income Security Act of 1974 ("ERISA") sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, we will be considered a fiduciary under ERISA. For example, we will act as a fiduciary when providing non-discretionary investment advice to the Plan Fiduciaries by recommending a suite of investments as choices among which Plan Participants may select. Also, to the extent that the Plan Fiduciaries retain us to act as an investment manager within the meaning of ERISA § 3(38), we will provide discretionary investment management services to the Plan.

With respect to any account for which we meet the definition of a fiduciary under Department of Labor rules, we acknowledge that both Cypress Capital and our Related Persons are acting as fiduciaries.

Additional disclosure may be found elsewhere in this Brochure or in the written agreement between Cypress Capital and the Client.

Fiduciary Management Services

- *Discretionary Management Services*

When retained as an investment manager within the meaning of ERISA § 3(38), we provide continuous and ongoing supervision over the designated retirement plan assets. We will actively monitor the designated retirement plan assets and provide ongoing management of the assets. When applicable, we will have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the designated retirement plan assets in our sole discretion without first consulting with the Plan Fiduciaries. We also have the power and authority to carry out these decisions by giving instructions, on your behalf, to brokers and dealers and the qualified custodian(s) of the Plan for our management of the designated retirement plan assets.

- *Discretionary Investment Selection Services*

We will monitor the investment options of the Plan and add or remove investment options for the Plan without prior consultation with the Plan Fiduciaries. We will have discretionary authority to make and implement all decisions regarding the investment options that are available to Plan Participants.

Fiduciary Consulting Services

- *Investment Selection Services*

We will provide Plan Fiduciaries with recommendations of one or more investment options consistent with ERISA section 404(c), specifically Model Portfolios. Plan Fiduciaries retain responsibility for the final determination of investment options and for compliance with ERISA section 404(c).

- *Non-Discretionary Investment Advice – Model Portfolios*

We will provide recommendations with respect to Model Portfolios among which Plan Participants may choose to invest as Plan options.

Schwab Institutional Intelligent Portfolios

We provide discretionary portfolio management services through Institutional Intelligent Portfolios™ platform (“Platform”), an automated, online investment management platform.¹ The Platform is offered by Schwab Performance Technologies. (“SPT”), a software provider to independent investment advisors and an affiliate of Charles Schwab & Co., Inc. (“Schwab”). Through the Platform, SPT sponsors a Program (the “Program”), through which we construct and manage a range of investment strategies, each generally consisting of a portfolio of exchange traded funds (“ETFs”) and a cash allocation.

Cypress Capital, and not Schwab, is your investment adviser and primary point of contact with respect to the Program, and is solely responsible for determining the appropriateness of the Program for you. Based on input from you, we will choose a suitable investment strategy and portfolio for your investment needs and goals, and manage that portfolio on an ongoing basis.

Your portfolio is held in a brokerage account opened by you at Schwab. We are independent of and not owned by, affiliated with, or sponsored or supervised by Schwab or any of its affiliates.

¹ Portfolios under \$5,000 will remain in a cash brokerage account subject to transaction costs and other brokerage expenses until eligible to participate in the SPT Program (>\$5,000).

We have contracted with SPT to provide the technology platform and related trading and account management services for the Program. This platform enables us to make the Program available to our clients online and includes a system that automates certain key parts of our investment process (the "System"). The System includes an online questionnaire that helps us to determine your investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. You should note that we will recommend one or more model portfolios via the System in response to your answers to the online questionnaire. You may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information gathered about you. Please see the disclosures in **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss** for additional information on the types of securities used by us to construct model portfolios and certain associated risks.

The System also includes an automated investment engine through which we manage your portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if you are eligible and elect). You may impose certain reasonable written restrictions in the management of your investment portfolio, subject to our acceptance, such as prohibiting the inclusion of certain types of investments in an investment portfolio.

Communication is primarily conducted with you through electronic channels. You must agree to accept electronic delivery of the Investment Management Agreement, disclosure documents, prospectuses, statements and other materials. We make portfolio managers available to discuss servicing matters with you.

Rollover Recommendations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of: 1) Leaving the funds in your employer's (former employer's) plan; 2) moving the funds to a new employer's retirement plan; 3) cashing out and taking a taxable distribution from the plan; and/or 4) rolling the funds into an IRA rollover account. Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney. Our recommendations may include any of them, depending on what we feel is in your best interest.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. As a fiduciary, we are required to document the reason(s) for why the recommendation we made is in your best interest.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to us are exclusive of all custodial and transaction costs paid to your custodian, brokers or other third party consultants. Please see ***Item 12 – Brokerage Practices*** for additional information. Fees paid to us are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund’s prospectus or offering materials). You should review all fees charged by funds, brokers, Cypress Capital and others to fully understand the total amount of fees paid by you for investment and financial-related services.

Fees for Advisory Services for Direct Clients of Cypress Capital

Financial Planning Fees

We occasionally may assess a separate fee for financial planning services.

Portfolio Management Fees

The annual fee schedule for portfolio management services is based on a percentage of assets under management. Our fees for portfolio management services are based on a percentage of assets under management of up to 1.4% annually. Our fees may be negotiable in our sole discretion, and in most circumstances, a tiered fee schedule will be provided. Specific fee arrangements are described fully in your Investment Management Agreement (“Agreement”) with us.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. With your authorization, unless other arrangements are made, fees are normally debited directly from your account(s).

We may, at our discretion, make exceptions to the foregoing or negotiate special fee arrangements where we deem it appropriate under the circumstances. Specific fee arrangements are described fully in your Agreement with us.

The minimum portfolio value is generally set at \$500,000. Should the market value of your account fall below the stated minimum, as agreed to in your Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Either you or Cypress Capital may terminate your Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to you based on the number of days that the account was managed, and any fees due to us from you will be invoiced or deducted from your account prior to termination.

General Consulting Fees

When we provide general consulting services to clients, these services are generally separate from our portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on an hourly or fixed fee basis.

Retirement Plan Advisory Services Fees

Fees for retirement plan advisory services are individually negotiated with the Plan Fiduciary at the time of the engagement. Among other factors, fees may be based on the specific suite of services requested and

the size and complexity of the plan. Fees may take the form of an hourly or fixed amount and/or a percentage fee based on the value of the plan assets under management or advisement.

Schwab Institutional Intelligent Portfolios Program Fees

We charge clients participating in the Schwab Institutional Intelligent Portfolios Program an investment management fee, calculated as a percentage of the assets in the Program. This fee will not exceed 1.40% per year. Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. With your authorization, fees will be assessed quarterly directly via auto debit through Schwab. The minimum portfolio value is \$5,000. There is no minimum annual fee for any account. We may, at our discretion, make exceptions to the foregoing or negotiate special fee arrangements where we deem it appropriate under the circumstances. Specific fee arrangements are described fully in your Agreement with us.

Our fees are not set or supervised by Schwab. You do not pay separate fees to SPT in connection with the Program, nor do you pay commissions on the transactions executed in the Program. Some of the securities used in the Program may be available for commission-free trading by all Schwab customers even if they do not participate in this Program. The particular securities selected by us for any given strategy may only include securities that are eligible for commission-free trading outside the Program, and therefore, you may not receive any extra benefit from the commission-free trading this Program provides.

Schwab does receive other revenues in connection with the Program, as described in the Program Disclosure Brochure. These revenue sources combine and cover any expenses, such as trading costs, which clients who invest in the same securities outside the program might have to pay separately. We do not receive any portion of this revenue.

Termination

Either you or Cypress Capital may terminate your Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to you based on the number of days that the account was managed, and any fees due to us from you will be deducted from the your account prior to termination.

Fees for Advisory Services Provided to Other Investment Professionals

Sub-Advisory Services

When other advisers and investment professionals (i.e., the primary advisers) hire/recommend us to manage their clients' accounts, there are three components that comprise the fee/pricing structure in the sub-advisory relationship: the primary adviser's management fee, Cypress Capital's management fee, and the broker-dealer's fee for brokerage and custody services. Our fee is separately negotiated with each primary advisor and is a percentage fee based on your assets under management. You should see your primary adviser's disclosure brochure for more information regarding the adviser's fees, as they will vary by adviser. For brokerage and custody services, the broker-dealer will charge a transaction fee on trades executed in your account and may also charge custodial and other fees.

Third-Party Wrap Programs Fees

A wrap fee generally includes execution and custodial services provided by the wrap program sponsor. We typically serve in the role of sub-adviser through the wrap program and receive annual fees from 0.25% - 0.50% of the value of accounts participating in a third-party wrap program. Investors should review the sponsor's disclosure brochure for details regarding any specific wrap program.

The minimum portfolio value generally ranges from \$50,000 - \$100,000 depending on the particular wrap program. Should the market value of your account fall below the stated minimum, as agreed to in your

Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Depending on the particular program, the wrap fee you pay may also include our advisory fee, which would be payable by the sponsor to us. Other programs may require us to enter into a separate agreement with you, in which case you would pay us directly by automatic fee deduction via the custodian unless you otherwise request in writing to be invoiced quarterly. When one or more Managers are utilized, the Manager(s)' fees will be separate from and in addition to our fee.

Model Fees on Third-Party Platforms

Fees for Model Portfolio recommendations are individually negotiated with each Third-party Platform where our models are offered. We do not maintain a standard fee schedule for such services. Your broker/dealer, investment adviser, or other financial services company will make arrangements with you to directly invoice the Model Provider Fee or automatically deduct the fee from the fee account, which would be payable by the firm to us. Specific fee arrangements will be described fully in your agreement with your financial advisor, broker/dealer and/or custodian.

Cypress Capital's Research Reports or other Publications

The subscription to CypressCapital.com is \$275 annually and includes a weekly report that summarizes the firm's independent analysis, a weekly digest report of what has occurred in key markets, and access to regularly updated charts of a range of market indicators.

The annual subscription fee is not negotiable and is paid yearly in advance of publication. While subscribers may cancel their subscription at any time directly from the website, there is no early cancellation/refund policy. Subscribers will be opted into an auto-renewal process for future renewals. Subscribers will receive a notice within 30 days prior to each renewal which will serve to remind them their subscription will auto-renew or they can choose to cancel. Clients who have retained us for investment management services (i.e., have a managed account) receive a free subscription during the time in which they maintain a managed account.

Other Compensation

Various individuals employed with Cypress Capital are licensed to sell insurance and entitled to receive commissions or other remuneration on the sale of insurance products. As such, they are able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission and a management fee to us on the same pool of assets.

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

We do not have any performance-based fee arrangements. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because we have no performance-based fee accounts, we have no side-by-side management.

Item 7 - Types of Clients

We serve individuals, high net worth individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$500,000. Clients participating in the Schwab Institutional

Intelligent Portfolios Program are subject to a minimum portfolio value of \$5,000. There is no minimum annual fee. Under certain circumstances and in our sole discretion, we may negotiate such minimums.

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

Methods of Analysis

The portfolios managed at Cypress Capital will utilize both quantitative and qualitative research methods. Investment decisions will be drawn from internally designed criteria as well as information obtained from external research providers such as Zephyr and Morningstar. The securities utilized in client portfolios will primarily consist of ETFs, mutual funds, individual equities and/or bonds. For certain designated models option overwriting and/or hedging techniques may be employed as an income producing and/or risk reduction strategy.

Investment Strategies

We have developed the specific investment strategy models described below and will typically utilize one or a combination of the strategies, balanced with your needs in mind.

Strategic Income Model - This Model is designed to produce current income while attempting to mitigate interest rate risk. The model's primary goal is current income with a secondary goal of capital appreciation. The strategy will typically invest at least 80% of its assets in various income producing instruments and at times use hedging strategies in an attempt to reduce portfolio duration.

Select Dividend Model - For the Select Dividend Model, we invest in the top 5%, as measured by market capitalization, of fundamentally sound franchise companies with either above market yield or high dividend growth based on our proprietary assessment methodology. This Model may hold elevated levels of cash or ultra-short-term fixed income levels if market conditions indicate. While we seek continued income at an increasing rate with this Model, we are also looking for some capital appreciation.

Global Allocation Model - As the name implies, the Global Allocation Model is a tactical, broad based asset allocation model with a domestic bias utilizing low cost efficient ETFs. This Model offers exposure to seven distinct asset classes while incorporating a currency neutral approach to international exposure. Our primary goal is to identify risk in markets then utilize diversification across less correlated asset classes to reduce volatility and limit downside losses.

US Opportunity - The US Opportunity strategy allows for a client's portfolio to be invested in as much as 100% equities with a minimum of 50% when market risk rises. US Opportunity is an all-capitalization, growth-biased strategy which typically invests in 30 to 40 equity positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

International ETF - The International ETF strategy allows for your portfolio to be invested in as much as 100% International equity ETFs with a minimum of 0% when market risk rises. International ETF is an actively managed portfolio which typically invests in 7 to 15 positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Asset Neutral Portfolio - Asset Neutral invests across five broad asset classes within a disciplined, quantitative risk management framework that seeks to avoid significant drawdowns. Starting from an equally weighted base allocation comprised of typically liquid, low cost exchange traded funds, the portfolio has the ability to move out of each risky asset class and into short term cash/fixed income. The portfolio

also generally allocates half its foreign equity allocation to currency hedged vehicles and half its fixed income allocation to TIPs.

Global Equity and Income – The Global Equity Income strategy invests in individual equities and low cost ETFs, diversified across eight asset classes. The strategy is a combination of the Cypress Capital’s Global Allocation and Select Dividend strategies.

*While our goal is to always adhere to the recommended maximum and minimum asset allocation constraints, market conditions or other special situations may cause a greater variance with any of our models.

- *Cypress Technology & Innovation portfolio is a market cap agnostic strategy that seeks out companies that the portfolio managers believe introduce efficiencies and responsible approaches in industries including (but not limited to) transportation, alternative energy, finance, construction, electric vehicles, health sciences, cybersecurity, and artificial intelligence.*
- *The portfolio also has the ability to move out of equities and into cash or short duration fixed income in an attempt to reduce risk in some environments, as the managers seek to improve risk adjusted returns by making risk management and managing drawdowns one of the priorities of the portfolio.*

Schwab Institutional Intelligent Portfolios

Your account will be generally be invested in one or more goals-based, model portfolios comprised of ETFs and cash. The model portfolios are designed to offer investment options that fit the desired risk profile and objectives of clients across the risk spectrum, ranging from “Conservative” to “Aggressive.” The desired risk level is achieved by controlling the allocation to the various major asset classes – equities, fixed income, and cash.

Through the online questionnaire in which your goals and objectives are established, we determine which model portfolio is suitable to your circumstances. Once we determine the suitability of the portfolio, the portfolio is managed based on the portfolio's goal, rather than on your individual needs. You, nevertheless, have the opportunity to place reasonable restrictions on the types of investments to be held in your account

Trading Strategies

In the course of our management process and as appropriate on a case by case basis, we will employ any of the following trading strategies.

- **Long-Term Purchases:** Long-term purchases generally involve the acquisition of an investment instrument and holding it for a period of at least one year.
- **Short-Term Purchases:** Short-term purchases generally involve the acquisition of an investment instrument and holding it for a period of not more than one year.
- **Trading:** Trading generally involves the acquisition of an investment instrument and holding it for a period of not more than thirty days.
- **Margin Trading:** Margin trading, or “trading on margin,” as it is generally stated, involves the ability to purchase a dollar value of securities that is greater than the dollar value of funds you have available for the purchase. Essentially, trading on margin means that you can borrow additional

funds, generally from the firm that holds your brokerage account, to purchase investment instruments that exceed the amount with which you have funded your account.

- **Option Writing** (including covered/uncovered options or spreading strategies): We will also employ the use of options trading in the event that such trading complements an investment strategy we may be carrying out for a particular client. An option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e. the “exercise price”) by exercising the option before its specified expiration date. Options giving you the right to buy are called “call” options. Options giving you the right to sell are called “put” options. When trading options on behalf of a client, we may use covered or uncovered options or various strategies such as spreads and straddles. Covered options involve options trading when you own the underlying instrument on which the option is based. Uncovered options involve options trading when you do not own the underlying instrument on which the option is based. Spread options are options whose values are derived from the difference in price of two different underlying assets or components.

Risk of Loss

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses. While we seek to diversify your investment portfolio across various asset classes consistent with your Investment Plan in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that your investment portfolio will be able to fully meet your investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that your investment portfolio faces, and that investors must be prepared to bear.

Capital Risk - Capital risk is one of the most basic, fundamental risks of investing; it is the risk that you may lose 100 percent of your money. All investments carry some form of risk and the loss of capital is generally a risk for any investment instrument.

Credit Risk - Credit risk can be a factor in situations where an investment’s performance relies on a borrower’s repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e. borrowed funds) are subject to credit risk.

Currency Risk - Fluctuations in the value of the currency in which your investment is denominated may affect the value of your investment and thus, your investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment you own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, Euro, Japanese yen, etc.).

Economic Risk - The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

Financial Risk - Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the “dot com” companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

Higher Trading Costs - For any investment instrument or strategy that involves active or frequent trading, you may experience larger than usual transaction-related costs. Higher transaction-related costs can negatively affect overall investment performance.

Inflation Risk - Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than what they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.

Interest Rate Risk - Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Legal/Regulatory Risk - Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus, can have a negative impact on the overall performance of such investments.

Liquidity Risk - Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

Margin Risk

- You can lose more funds than you deposit in a margin account. A decline in value of securities that are purchased on margin may require you to provide additional funds to the custodian holding your margin account in order to avoid a forced sale of those securities or other securities in your account.
- The custodian holding your margin account can force the sale of securities in your margin account. If the equity in your account falls below the margin maintenance level required by law or below the custodian’s “house” requirement, the custodian can sell the securities in your account to cover the margin deficiency. You will be responsible for any shortfall in the account after such sale.
- Securities can be sold without contacting you prior to sale. Some investors mistakenly believe they must be contacted before a margin call becomes valid and that securities in their accounts cannot be liquidated to meet the call unless they have been contacted ahead of time. Most firms will attempt to notify you of margin calls; however, they are not required to do so. Even if the custodian has contacted you to provide a specific date by which you can meet a margin call, the custodian can

still take necessary steps to protect its financial interests, including immediately selling the securities without notice to you.

- You are not entitled to choose which securities in your margin account are liquidated or sold to meet your margin call. Because the securities are used as collateral for the margin loan, the custodian has the right to decide which securities to sell in order to protect its interests.
- The custodian can increase its “house” maintenance requirements at any time and is not required to provide you with advance, written notice. These changes in policy can take effect immediately and may result in the issuance of a margin maintenance call. Your failure to satisfy this call may cause a forced liquidation in your account.
- You are not entitled to an extension of time on a margin call. While an extension of time to meet margin requirements may be available to clients under certain conditions, a client does not have the right to the extension.

Market Risk - The market value of an investment will fluctuate as a result of the occurrence of the natural economic forces of supply and demand on that investment, its particular industry or sector, or the market as a whole. Market risk may affect a single issuer, industry or sector of the economy or may affect the market as a whole. Market risk can affect any investment instrument or the underlying assets or other instruments held by or traded within that investment instrument.

Operational Risk - Operational risk can be experienced when an issuer of an investment product is unable to carry out the business it has planned to execute. Operational risk can be experienced as a result of human failure, operational inefficiencies, system failures, or the failure of other processes critical to the business operations of the issuer or counter party to the investment.

Technical Analysis Risk (Past Performance) - Charting and technical analysis are often used interchangeably. Technical analysis generally attempts to forecast an investment’s future potential by analyzing its past performance and other related statistics. In particular, technical analysis often times involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer.

Strategy Risk - There is no guarantee that the investment strategies discussed in this document will work under all market conditions and you should evaluate your ability to maintain any investment you are considering in light of your own investment time horizon. Investments are subject to risk, including possible loss of principal.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Cypress Capital or the integrity of our management. We have no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Cypress Capital is under common control with Cypress Capital Advisors LLC (“CCA”), a Registered Investment Adviser. Cypress Capital may provide CCA with sub-advisory services and/or model portfolios for use in the management of CCA’s client accounts as well as operational support services. Clients are apprised of all fees paid to all related parties, and will not pay fees to both Cypress Capital and CCA on the same pool of assets.

Owen Walker, a Financial Advisor of Cypress Capital, is also a licensed insurance agent. In his separate and individual capacity, Owen will earn commissions and other compensation when he effects sales of insurance products. Commission-based products are subject to a different standard of conduct than that of the fiduciary duty of a registered investment advisor. Cypress Capital always seeks to act in the best interest of the client, including when we recommend insurance products to our advisory clients, and we will disclose the commission prior to the sale. If a financial plan recommends the use of an insurance product, you are in no way required to implement the plan through any representative of Cypress Capital in such individual's capacity as an insurance agent. Please see **Item 5** for more information

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

Code of Ethics and Personal Trading

We have adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Our Code has several goals. First, the Code is designed to assist us in complying with applicable laws and regulations governing our investment advisory business. Under the Investment Advisers Act of 1940, we owe fiduciary duties to our clients. Pursuant to these fiduciary duties, the Code requires our associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for our associated persons (managers, officers and employees). Under the Code's Professional Standards, we expect our associated persons to put the interests of our clients first, ahead of personal interests. In this regard, our associated persons are not to take inappropriate advantage of their positions in relation to our clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time our associated persons may invest in the same securities recommended to clients. Under our Code, we have adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, we have established a policy requiring our associated persons to pre-clear transactions in some types of securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflicts of interest that arise in these situations. Certain securities, such as CDs, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, our goal is to place client interests first.

Consistent with the foregoing, we maintain policies regarding participation in initial public offerings ("IPOs") and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If our associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request to obtain approval for the trade.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, we seek “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, we may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of our clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

We participate in the institutional advisor programs (the “Programs”) offered by three brokerage firms; TD Ameritrade Institutional, a division of TD Ameritrade Inc., member FINRA/SIPC/NFA (“TD Ameritrade”), an unaffiliated SEC-registered broker-dealer and FINRA member, Schwab Advisor Services, a division of Charles Schwab & Co., Inc. (“Schwab”) and the Advisor Choice platform of Raymond James Financial Services, Inc. (“Raymond James”). Schwab and Raymond James are also FINRA registered broker-dealers and members SIPC. You may choose one of these brokerage firms as the qualified custodian to maintain custody of your assets. Together TD Ameritrade, Schwab and Raymond James are referred to as “the Custodians”.

All three brokerage firms offer these Programs to independent investment advisers. The Programs include such services as custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from the Custodians through our participation in the Programs.

While there is no direct link between our participation in the Programs and the investment advice we give to clients, through our participation in the Programs we receive economic benefits that are typically not available to retail investors of the Custodians. These benefits generally include, without limitation, the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Program participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. The Custodians may also pay for business consulting and professional services received by our related persons. These services are not soft dollar arrangements, but are part of the institutional platform offered by the Custodians.

Some of the products and services made available by the Custodians through the Programs may benefit us but may not directly benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at the Custodians. Other services made available by the Custodians are intended to help us manage and further develop our business enterprise. The benefits received by us or our personnel through participation in the Programs do not depend on the amount of brokerage transactions directed to the Custodians. As part of our fiduciary duties to clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of the Custodians for custody and brokerage services.

Schwab Institutional Intelligent Portfolios

While you are required to use Schwab as custodian/broker to enroll in the Program, you decide whether to do so and open your account with Schwab by entering into an account agreement directly with Schwab. We

do not open the account for you. If you do not wish to place your assets with Schwab, then we cannot manage your account through the Program.

With respect to the Program, we do not pay SPT fees for its services in connection with the Program so long as we maintain \$100 million in client assets in accounts at Schwab that are not enrolled in the Program. In light of our arrangements with Schwab, we have an incentive to require that our clients maintain their accounts with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based solely on the client's interest in receiving the best value in custody services and the most favorable execution of transactions. This is a conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services and not Schwab's services that benefit only us. We have adopted policies and procedures designed to ensure that our use of Schwab's services is appropriate for each of our clients.

Aggregated Trade Policy

Transactions for your account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at the same or approximately the same time. We may (but are not obligated to) aggregate or "batch" such orders in order to obtain best execution or to negotiate more favorable transaction rates. Batching may allow us to achieve a more favorable price on average for all clients. Batching does not guarantee the lowest possible price for trade execution; however, it is intended to reduce the overall volatility in execution price for a large number of orders that if not batched together, may experience significantly different execution prices. Conversely, in the event that we do not batch a group of orders that otherwise may be a prime candidate for a batched order, the resulting cost for some clients may be higher or lower than what we might be able to achieve by batching those same orders.

We will only aggregate transactions when we believe that aggregation is consistent with our duty to seek best execution (which includes the duty to seek best price) for our clients, and is consistent with the terms of Cypress Capital's Investment Advisory Agreement with each client for which trades are being aggregated. Because our clients' accounts are held at more than one brokerage firm, in order to provide fair and equitable treatment for all clients, we have established a rotation schedule among these brokerage firms. The trades of clients at each brokerage firm are batched together with other clients at the same brokerage firm when appropriate. The trades are then executed in aggregate at each brokerage firm through the rotation schedule, so that no group is damaged or disadvantaged over time by the timing of the executions.

Each client that participates in an aggregated order at one of the executing brokers on the rotation schedule will participate at the average share price obtained in that batch trade, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary among accounts. Accounts may be excluded from a block trade due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

We will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Cypress Capital. Our books and records will separately reflect, for

each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and we will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Schwab Institutional Intelligent Portfolios - Trade Aggregation

Neither Cypress Capital nor the Client may give Schwab trading instructions on accounts enrolled in the Program. SPT, acting as our agent, implements our investment advice via the Program's automated investment engine and communicates required trades to Schwab. SPT may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Program. Information about Schwab's trade order management process is included in the Program Brochure under the captions "ETF Trade Execution" and "Brokerage Practices."

Trade Away Policy

We have instituted a practice of "Trading Away" in which we exercise the authority to select the executing broker for trades to attempt to receive a more favorable execution price for the client.

Not all account custodians participate in this "trading away" process. Accordingly, trades for clients with accounts at such non-participating custodians will be placed after the trades of other clients whose broker-dealers do allow "trade away" executions. We maintain a rotation schedule to determine the order in which accounts held at non-participating custodians are traded. Clients should understand that our practice of "trading away" may result in certain clients paying and receiving different execution prices on the same security. Historical trade-away routing information will be made available upon request.

We have implemented written trading procedures in order that the risk that any particular client would be or could be systematically advantaged or disadvantaged would be minimized to the extent possible.

When extenuating circumstances exist, we may alter the order-entry rotation schedule at our sole discretion. Extenuating circumstances may include (but will not be limited to) low trading volume for a specific security, or our attempt to prevent a client from having to pay multiple transaction fees due to an execution being filled over more than one day.

Consistent with our duty to seek best execution, when selecting the executing broker for our "trade away" transactions, we evaluate the following factors (without limitation): competitive commission rates, consistent back-office efficiency, ability to handle specialty trades and high trade volume with low incidences of trade errors.

We regularly evaluate the quality of the executions received, as well as the factors described above, and we may choose to utilize another firm(s) or combination of firms if we determine that better executions may be obtained. We do not receive any additional compensation or remuneration as a result of "trading away" to this or any third-party executing broker.

Item 13 - Review of Accounts

Cypress Capital Direct Clients

Questions regarding situations specific to your account(s) are typically handled by Michael Brooks. In addition to handling incoming questions from you, Michael will e-mail or call you 2 - 4 times per year to

offer a review of your account(s). A member of our administrative staff may contact you on behalf of Michael Brooks in order to set up appointments or coordinate services. Operational issues for your account(s) are handled by our Operations Manager.

We will provide you with written reports as requested. Your account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. We urge you to carefully review your account statements for accuracy, and also compare your statements to quarterly performance reports you may receive from us and/or, if applicable, your third-party financial advisor.

Events that may trigger further client account reviews in addition to the standard review process may include, but are not limited to, the performance of an individual account being an outlier to the performance of accounts with similar investment objectives, the asset allocation of an individual account being an outlier to the recommended percentages for accounts with similar investment objectives, and deposits or withdrawals occurring in an account. Other factors generally include customer complaints, requests by you to effect transactions in your account where such transactions may appear to be inconsistent with your previously stated investment objectives or changes in your general circumstances (marriage, divorce, retirement).

Schwab Institutional Intelligent Portfolios Program

We review portfolios at inception and then monitor those portfolios as part of an ongoing process. Portfolios are periodically rebalanced to maintain the original asset allocation targets. In order for you to update your goals and investment objectives, you must complete a new questionnaire and submit it through the Program website. When notified of a material change to your investment objectives or risk profile, reviews are conducted by one of our investment adviser representatives to determine an appropriate portfolio based on the new information.

The Program website provides you with access to your account information on a continuing basis. You may obtain real-time portfolio reports which include your account status and holdings. You are provided with transaction confirmation notices and regular summary account statements directly from Schwab. You should compare the account statements you receive from Schwab with the reports you may obtain from the Program website.

Sub-Advised Accounts and Third Party Wrap Programs

For all accounts invested with us through a third-party wrap program, we have minimal direct contact with the end client, as our communications are focused on the third-party firm that recommended our services. We do communicate regularly with the financial advisor at the third-party firm that recommended or made the Cypress Capital portfolio available to you. Financial advisors may request a meeting or conference call for you with a member of the marketing staff or Michael Brooks. We do not typically provide a quarterly report outlining performance, relative performance and current market and portfolio commentary to clients invested through a third-party wrap program because these types of reports are written and delivered by the financial advisor at the third-party firm.

Model Portfolio Review

The model portfolios are reviewed regularly by a member or members of our investment staff. A typical review of our equity or balanced portfolios includes examining the asset allocation mix and stock and bond holdings. For the ETF portfolios, a member or members of the investment staff reviews the asset allocation

mix as well as the individual ETF holdings. These reviews include fundamental quantitative analysis as well as technical analysis of the overall stock market, sectors and individual holdings in the portfolios.

Item 14 - Client Referrals and Other Compensation

As noted above, we receive an economic benefit from the Custodians in the form of support products and services they make available to us and other independent investment advisors that have their clients maintain accounts at the Custodians. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of the Custodians' products and services to us is based solely on our participation in the programs and not in the provision of any particular investment advice. Neither TD Ameritrade, Schwab, Raymond James nor any other party is paid to refer clients to Cypress Capital.

Item 15 - Custody

Direct Cypress Capital Clients

Schwab, TD Ameritrade and Raymond James typically serve as the custodians of direct client accounts at Cypress Capital. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide you with confirmations of trading activity, tax forms and at least quarterly account statements. You are advised to review this information carefully, and to compare account balances on account statements with those reflected on reports provided by us. We ask you to notify us of any questions or concerns at your earliest convenience. You are also asked to promptly notify us if the custodian fails to provide statements on each account held.

From time to time and in accordance with our agreement with you, we will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Sub-Advised and Third-Party Wrap Program Clients

Clients who access our services through third-party wrap programs typically use that program's custodian to hold their assets in custody. It is the custodian's responsibility to provide you with confirmations of trading activity, tax forms and at least quarterly account statements. You are advised to review this information carefully, and to notify your adviser of any questions or concerns or if the custodian fails to provide statements on each account held.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, we manage portfolios on a discretionary basis. This means that after an Investment Plan is developed for your investment portfolio, we will execute that plan without specific consent from you for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by you, giving us the authority to carry out various activities in your account, generally including the following: trade execution; the ability to request checks on your behalf; and, the withdrawal of advisory fees directly from your account. We then direct investment of your portfolio using our discretionary authority. You may limit the terms of the LPOA to the extent consistent with your investment advisory agreement with us and the requirements of your custodian. The discretionary relationship is further described in the agreement between you and Cypress Capital.

Item 17 - Voting Client Securities

Direct Clients of Cypress Capital

As a policy and in accordance with our client agreement, we do not vote proxies related to securities held in our *direct* client accounts.² The custodian of the account will normally provide proxy materials directly to you. You may contact us with questions relating to proxy procedures and proposals; however, we generally do not research particular proxy proposals.

Sub-Advised and Third-Party Wrap Program Clients

We typically vote proxies for sub-advised or wrap program accounts for which we provide investment management services, if required by the client agreement. In these instances, we seek to vote proxies in the best interest of the client(s) holding the applicable securities. In order to satisfy our fiduciary duty by casting proxy votes consistent with the best interests of our clients, client interests will always take precedence over our interests. It is the general policy of Cypress Capital, absent a compelling reason to the contrary, to vote with management's recommendations.

We vote proxy ballots by using a third-party proxy voting service to help fulfill our voting obligations. Votes are cast through the Broadridge ProxyEdge® platform, which provides access to proxy voting recommendations as well as historical voting information. Services provided to us through ProxyEdge® include reporting, auditing, and record keeping. A copy of our complete policy, as well as records of proxies voted, is available to you upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Item 18 - Financial Information

We are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments with our clients. No such conditions exist.

We do not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore have no disclosure with respect to this item.

² Cypress Capital votes proxies for certain direct clients with legacy arrangements. Such clients should refer to the proxy voting information provided under "Sub-Advised and Third-Party Wrap Program Clients" for details on our proxy voting process.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Mark T. Dodson, CFA

CRD# 3173377

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

March 30, 2023

This Brochure Supplement provides information about Mark Dodson, and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Mark is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Mark T. Dodson (year of birth 1975) is a Principal Owner of Cypress Capital. He is also an indirect owner of Cypress Capital Advisors, LLC, a registered investment advisor firm affiliated with Cypress Capital. Prior to joining Cypress Capital in 2014, Mark served as a principal of Hays Advisory, LLC, and previously worked as a portfolio manager and analyst for a micro-cap value hedge fund.

Mark studied at Columbia State University from January 1995 to December 1996 and received an Associate of Science degree. Following this degree, he attended Lipscomb University from January 1997 to December 1998 and earned a Bachelor of Arts degree with an emphasis in Finance and Economics. He also obtained his Chartered Financial Analyst® designation*.

* The Chartered Financial Analyst® (“CFA®”) designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering

areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mark has no such disciplinary information to report.

Item 4 - Other Business Activities

Mark is a Principal Owner of Cypress Capital. He also is an indirect owner of Cypress Capital Advisors, LLC, a registered investment advisor firm affiliated with Cypress Capital.

Item 5 - Additional Compensation

Other than as stated above, Mark has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Taylor Luther serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Taylor Luther is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Michael Preston Brooks, CFA

CRD# 4143729

of

Cypress Capital, LLC

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March 30, 2023

This Brochure Supplement provides information about Michael Brooks, and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Michael is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Michael Preston Brooks (year of birth 1969) is a Principal Owner of Cypress Capital. He also is an indirect owner of Cypress Capital Advisors, LLC, a registered investment advisor firm affiliated with Cypress Capital. Prior to joining Cypress Capital in 2014, Michael was Vice President and Portfolio Manager within Morgan Stanley’s Global Wealth Management Division. He was recruited by Morgan Stanley Smith in 2000 as a Financial Advisor after serving two years at Merrill Lynch.

Michael received his BS degree from Lipscomb University with a dual concentration in Finance and Management. Michael is a CFA charterholder* and is a member of the New York Society of Security Analysts and Nashville CFA Society.

* The Chartered Financial Analyst® (“CFA®”) designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering

areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Michael has no such disciplinary information to report.

Item 4 - Other Business Activities

Michael is a Principal Owner of Cypress Capital. He also is an indirect owner of Cypress Capital Advisors, LLC, a registered investment advisor firm affiliated with Cypress Capital.

Item 5 - Additional Compensation

Other than as stated above, Michael has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Taylor Luther serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Taylor Luther is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Robert Owen Walker, CFP®

CRD# 4714842

of

Cypress Capital, LLC

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www.cypresscapital.com

March 30, 2023

This Brochure Supplement provides information about Owen Walker, and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Owen is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Robert (Owen) Walker (year of birth 1980) is a Financial Advisor with Cypress Capital. Prior to joining Cypress Capital in 2017, Owen was a Planning Professional and supervisor of the planning department at TrustCore Financial for seven years. He joined TrustCore after serving a year as a Relationship Manager with Avondale Partners, LLC and five years as a Client Services Representative with SunTrust Investment Services.

Owen received his BA in Economics from Vanderbilt University. He is also a CERTIFIED FINANCIAL PLANNER™ professional.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination, experience and ethics requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. A comprehensive examination tests the candidate’s ability to apply financial planning knowledge to client situations. Qualifying work experience is also required for certification. Qualifying experience includes

work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process. CFP® professionals must complete 30 hours of continuing education accepted by the CFP Board every two years.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Owen has no such disciplinary information to report.

Item 4 - Other Business Activities

Owen is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Owen will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Owen and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Owen has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Taylor Luther serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Taylor Luther is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

William Ray Bevens, Jr., CTFA

CRD# 2638266

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

March 30, 2023

This Brochure Supplement provides information about William (“Bill”) Bevens, Jr., and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Bill is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

William (“Bill”) Ray Bevens, Jr. (year of birth 1972) is a Financial Advisor with Cypress Capital. Prior to joining Cypress Capital in 2019, Bill began trading securities with personal wealth in 2002. Over the following 18 years William has traded the Bond, Equities, and Futures Markets, employing both fundamental and technical analysis.

Bill received a Bachelor degree in Finance, Insurance and Business Law with a concentration in Investments from Virginia Tech in 1995. He holds the designation of Certified Trust and Financial Advisor (“CTFA”)* And Certified Financial Planner® designation (“CFP”)**.

*The CTFA designation is the credential for financial services professionals whose primary function and expertise focus on the provision of fiduciary services related to trusts, estates, guardianships, and individual asset management accounts. This designation signifies that an individual working in this field has attained comprehensive training in Fiduciary & Trust activities, Financial Planning, Tax Law & Planning, Investment Management, and Ethics. A CTFA candidate must meet one of the following prerequisites: A minimum of three years of experience in wealth management as well as completion of one of the Institute

of Certified Bankers (ICB) approved wealth management training programs; Five years of experience in wealth management and a bachelor's degree; or, ten years of experience in wealth management. To maintain a CTFA designation, CTFA professionals must pay an annual fee and complete 45 credits of continuing education every three years.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination, experience and ethics requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. A comprehensive examination tests the candidate's ability to apply financial planning knowledge to client situations. Qualifying work experience is also required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process. CFP® professionals must complete 30 hours of continuing education accepted by the CFP Board every two years.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Bill has no such disciplinary information to report.

Item 4 - Other Business Activities

Bill is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Bill will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Bill and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Bill has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Taylor Luther serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Taylor Luther is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Brett L. Luther, CFP®

CRD# 5176894

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

March 30, 2023

This Brochure Supplement provides information about Brett Luther, and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Brett is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Brett L. Luther (year of birth 1983) joined Cypress Capital, LLC in 2020 as a Financial Advisor. Prior to joining Cypress Capital, he worked at Morgan Stanley from 2007 to 2020 as a Financial Advisor.

Brett earned a Bachelor’s degree in Business Management from Austin Peay State University in 2006. He is also a CERTIFIED FINANCIAL PLANNER™ professional.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination, experience and ethics requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. A comprehensive examination tests the candidate’s ability to apply financial planning knowledge to client situations. Qualifying work experience is also required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the

personal financial planning process. CFP® professionals must complete 30 hours of continuing education accepted by the CFP Board every two years.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Brett has no such disciplinary information to report.

Item 4 - Other Business Activities

Brett is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Brett will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Brett and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Brett has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Taylor Luther serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Taylor Luther is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Leigh Ann Luther

CRD# 4365568

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

March 30, 2023

This Brochure Supplement provides information about Leigh Ann Luther, and supplements the Cypress Capital, LLC ("Cypress Capital") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Leigh Ann is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Leigh Ann Luther (year of birth 1958) joined Cypress Capital, LLC in 2020 as a Financial Advisor. Prior to joining Cypress Capital, she worked at Morgan Stanley from 2001 to 2020 in the capacity of a Financial Advisor, as well as a Branch Manager (2008-2014). Prior to her tenure at Morgan Stanley, she was an independent business owner and real estate investor.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Leigh Ann has no such disciplinary information to report.

Item 4 - Other Business Activities

Leigh Ann is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Leigh Ann will be able to effect insurance transactions and will receive

separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Leigh Ann and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Leigh Ann has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Taylor Luther serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Taylor Luther is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Cypress
CAPITAL



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CRD# 171266

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March 30, 2023

**PART 2A - APPENDIX 1
WRAP FEE PROGRAM BROCHURE**

This Brochure provides information about the qualifications and business practices of Cypress Capital, LLC. If you have any questions about the contents of this Brochure, please contact us at (615) 467-6070 or info@cypresscapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Cypress Capital, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Cypress Capital, LLC also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

This is the first filing of the Firms ADV Part 2A – Appendix 1, therefore there are no material changes as of this filing.

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Item 4 Services, Fees, and Compensation

Description of Firm

Cypress Capital, LLC ("Cypress Capital") was formed in 2014, and provides financial planning, portfolio management, general consulting, sub-adviser and model portfolio services to our clients.

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Please see Brochure Supplements, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients or have discretionary authority over client accounts.

As of December 31, 2022, Cypress Capital managed \$398,868,300 on a discretionary basis, and no assets on a non-discretionary basis

We offer portfolio management services through a wrap-fee program ("Program") as described in this wrap fee program brochure to prospective and existing clients. We are the sponsor and investment adviser for the Program. A wrap-fee program is a type of investment program that provides clients with asset management and brokerage services for one all-inclusive fee. If you participate in our wrap fee program, you will pay our firm a single fee, which includes money management fees, certain transaction costs, and custodial and administrative costs. You are not charged separate fees for the respective components of the total services. We receive a portion of the wrap fee for our services. The overall cost you will incur if you participate in our wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the Program.

Client Investment Process

We provide discretionary portfolio management services in accordance with your individual investment objectives. If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Subject to a grant of discretionary authorization, we have the authority and responsibility to formulate investment strategies on your behalf. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without obtaining your approval prior to each transaction. We will also have discretion over the broker or dealer to be used for securities transactions, and over the commission rates to be paid. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and/or through trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

At the outset of each client relationship, we spend time with you, asking questions, discussing your investment experience and financial circumstances, and reviewing options for you. Based on our reviews, we generally develop with you:

- a financial outline for you based on your financial circumstances and goals, and your risk tolerance level (the "Financial Profile" or "Profile"); and
- your investment objectives and guidelines (the "Investment Plan" or "Plan").

The Financial Profile is a reflection of your current financial picture and a look to your future goals. The Investment Plan outlines the allocation of investments among proprietary models that we manage or other appropriate individual securities. Your allocation among these proprietary models and/or other securities will be determined based on your goals, investment objectives and particular willingness and ability to assume various levels of risk. The Profile and the Plan are discussed regularly with you, but are not necessarily written documents.

To implement your Investment Plan, we will manage your investment portfolio on a discretionary basis. As a discretionary investment adviser, we will have the authority to supervise and direct your portfolio without prior consultation with you.

Notwithstanding the foregoing, you may impose certain written restrictions on us in the management of

your investment portfolio, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. You should note, however, that restrictions imposed by you may adversely affect the composition and performance of your investment portfolio. You should also note that your investment portfolio is treated individually by giving consideration to each purchase or sale for your account. For these and other reasons, performance of your investment portfolio within the same investment objectives, goals and/or risk tolerance may differ and you should not expect that the composition or performance of your investment portfolio would necessarily be consistent with similar clients of ours.

To compare the cost of the wrap fee program with non-wrap fee portfolio management services, you should consider the frequency of trading activity associated with our investment strategies and the brokerage commissions charged by your broker-dealer and the advisory fees charged by investment advisers.

Changes in Your Financial Circumstances

In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g., attorney, accountant, etc.) and we are expressly authorized to rely on the information you provide. Furthermore, unless you indicate to the contrary, we shall assume that there are no restrictions on our services, other than to manage your account in accordance with your designated investment objectives. It is responsibility to promptly notify us if there are ever any changes in your financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Rollover Recommendations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of: 1) Leaving the funds in your employer's (former employer's) plan; 2) moving the funds to a new employer's retirement plan; 3) cashing out and taking a taxable distribution from the plan; and/or 4) rolling the funds into an IRA rollover account. Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney. Our recommendations may include any of them, depending on what we feel is in your best interest.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. As a fiduciary, we are required to document the reason(s) for why the recommendation we made is in your best interest.

The Program Fee

We charge an annual "wrap-fee" for participation in the Program depending upon the market value of your assets under our management. You are not charged separate fees for the different components of the services provided by the Program. Our firm pays all trade expenses of trades placed on your behalf. Our Program fee includes the fee we pay to any portfolio manager for their management of your account and our Custodians transaction or execution costs. Assets in each of your account(s) are

included in the fee assessment unless specifically identified in writing for exclusion. In special circumstances, and in our sole discretion, we may negotiate a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, etc.).

Our annual portfolio management fee is billed and payable quarterly in advance and is based on the assets under management at the beginning of the calendar quarter. Out fees for the wrap fee program, are based on a percentage of assets under management of up to 1.4% annually.

If management begins after the start of a quarter, fees will be prorated accordingly. With your authorization, unless other arrangements are made, fees are normally debited directly from your account(s). Our advisory fee is negotiable, depending on individual client circumstances.

As a client, you should be aware that the wrap fee charged by our firm may be higher (or lower) than those charged by others in the industry, and that it may be possible to obtain the same or similar services from other firms at lower (or higher) rates. A client may be able to obtain some or all of the types of services available through our firm's wrap fee program on an individual basis through other firms and, depending on the circumstances, the aggregate of any separately paid fees may be lower or higher than the annual fees shown above.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

Withdrawal of Assets
You may withdraw account assets on notice to our firm, and subject to the usual and customary securities settlement procedures. However, we design our portfolios as long-term investments and asset withdrawals may impair the achievement of your specific investment objectives.

Payment of Fees

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

Termination of Advisory Relationship

You may terminate the wrap fee program agreement upon written notification our firm. You will incur a pro rata charge for services rendered prior to the termination of the wrap fee program agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Upon termination of accounts held at your qualified custodian, they will deliver securities and funds held in the account per your instructions unless you request that the account be liquidated. After the wrap fee program agreement has been terminated, transactions are processed at the prevailing brokerage rates/fees. You become responsible for monitoring your own assets and our firm has no further obligation to act upon or to provide advice with respect to those assets.

Wrap Fee Program Disclosures

- The benefits under a wrap fee program depend, in part, upon the size of the Account, the management fee charged, and the number of transactions likely to be generated in the Account. For example, a wrap fee program may not be suitable for Accounts with little trading activity. In order to evaluate whether a wrap fee program is suitable for you, you should compare the Program Fee and any other costs of the Program with the amounts that would be charged by other advisers, broker-dealers, and custodians, for advisory fees, brokerage and other execution costs, and custodial services comparable to those provided under the Program.

- In considering the investment programs described in this brochure, you should be aware that participating in a wrap fee program may cost more or less than the cost of purchasing advisory, brokerage, and custodial services separately from other advisers or broker-dealers.
- Our firm and Associated Persons receive compensation as a result of your participation in the Program. This compensation may be more than the amount our firm or the Associated Persons would receive if you paid separately for investment advice, brokerage, and other services. Accordingly, a conflict of interest exists because our firm and our Associated Persons have a financial incentive to recommend the Program.
- Similar advisory services may be available from other registered investment advisers for lower fees.

Additional Fees And Expenses

The Program Fee includes the costs of brokerage commissions for transactions executed through the Qualified Custodian (or a broker-dealer designated by the Qualified Custodian), and charges relating to the settlement, clearance, or custody of securities in the Account. The Program Fee does not include mark-ups and mark-downs, dealer spreads or other costs associated with the purchase or sale of securities, interest, taxes, or other costs, such as national securities exchange fees, charges for transactions not executed through the Qualified Custodian, costs associated with exchanging currencies, wire transfer fees, or other fees required by law or imposed by third parties. The Account will be responsible for these additional fees and expenses.

The wrap program fees that you pay to our firm for portfolio management services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others.

We may trade client accounts on margin. Each client must sign a separate margin agreement before margin is extended to that client account. Fees for advice and execution on these securities are based on the total asset value of the account, which includes the value of the securities purchased on margin. While a negative amount may show on a client's statement for the margined security as the result of a lower net market value, the amount of the fee is based on the absolute market value. This creates a conflict of interest where we have an incentive to encourage the use of margin to create a higher market value and therefore receive a higher fee. The use of margin may also result in interest charges in addition to all other fees and expenses associated with the security involved.

Brokerage Practices

If you participate in the Program, you will be required to establish an account with one of our qualified custodians, Raymond James & Associates, Inc, member FINRA/SIPC, an unaffiliated SEC-registered broker-dealer. Charles Schwab & Co., Inc. ("Schwab"), or TD Ameritrade Institutional, a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"). If you do not direct our firm to execute transactions through one of these custodians, we reserve the right to not accept your account. Not all advisers require their clients to direct brokerage. Since you are required to use one of the aforementioned custodians, we may be unable to achieve the most favorable execution of your transactions. We believe that these custodians provide quality execution services based on several factors, including, but not limited to, the ability to provide professional services, reputation, experience and financial stability.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Economic Benefits

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-

making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms, and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Item 5 Account Requirements and Types of Clients

We offer investment advisory services to the following types of clients:

- Individuals;
- High Net Worth;
- Corporations;
- Trusts;
- Estates; and
- Charitable organizations.

In general, we do not require a minimum dollar amount to open and maintain an advisory account; however, we have the right to terminate your account if it falls below a minimum size which, in our sole opinion, is too small to manage effectively. We, at our sole discretion, may establish a minimum portfolio asset value size requirement for participation in our Wrap Program.

We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

Item 6 Portfolio Manager Selection and Evaluation

We are the sponsor and sole portfolio manager for the Program. We will not utilize the services of a third party portfolio manager in providing investment advisory services to clients. Refer to *Services, Fees, and Compensation* for additional disclosures on costs associated with your participation in the Program.

Performance-Based Fees and Side-by-Side Management

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Methods of Analysis

The portfolios managed at Cypress Capital will utilize both quantitative and qualitative research methods. Investment decisions will be drawn from internally designed criteria as well as information obtained from external research providers such as Zephyr and Morningstar. The securities utilized in client portfolios will primarily consist of ETFs, mutual funds, individual equities and/or bonds. For certain designated models option overwriting and/or hedging techniques may be employed as an income producing and/or risk reduction strategy.

Investment Strategies

We have developed the specific investment strategy models described below and will typically utilize one or a combination of the strategies, balanced with your needs in mind.

Strategic Income Model - This Model is designed to produce current income while attempting to mitigate

interest rate risk. The model's primary goal is current income with a secondary goal of capital appreciation. The strategy will typically invest at least 80% of its assets in various income producing instruments and at times use hedging strategies in an attempt to reduce portfolio duration.

Select Dividend Model - For the Select Dividend Model, we invest in the top 5%, as measured by market capitalization, of fundamentally sound franchise companies with either above market yield or high dividend growth based on our proprietary assessment methodology. This Model may hold elevated levels of cash or ultra-short-term fixed income levels if market conditions indicate. While we seek continued income at an increasing rate with this Model, we are also looking for some capital appreciation.

Global Allocation Model - As the name implies, the Global Allocation Model is a tactical, broad based asset allocation model with a domestic bias utilizing low cost efficient ETFs. This Model offers exposure to seven distinct asset classes while incorporating a currency neutral approach to international exposure. Our primary goal is to identify risk in markets then utilize diversification across less correlated asset classes to reduce volatility and limit downside losses.

US Opportunity - The US Opportunity strategy allows for a client's portfolio to be invested in as much as 100% equities with a minimum of 50% when market risk rises. US Opportunity is an all-capitalization, growth-biased strategy which typically invests in 30 to 40 equity positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

International ETF - The International ETF strategy allows for your portfolio to be invested in as much as 100% International equity ETFs with a minimum of 0% when market risk rises. International ETF is an actively managed portfolio which typically invests in 7 to 15 positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Asset Neutral Portfolio – Asset Neutral invests across five broad asset classes within a disciplined, quantitative risk management framework that seeks to avoid significant drawdowns. Starting from an equally weighted base allocation comprised of typically liquid, low cost exchange traded funds, the portfolio has the ability to move out of each risky asset class and into short term cash/fixed income. The portfolio also generally allocates half its foreign equity allocation to currency hedged vehicles and half its fixed income allocation to TIPs.

Global Equity and Income – The Global Equity Income strategy invests in individual equities and low cost ETFs, diversified across eight asset classes. The strategy is a combination of the Cypress Capital's Global Allocation and Select Dividend strategies.

*While our goal is to always adhere to the recommended maximum and minimum asset allocation constraints, market conditions or other special situations may cause a greater variance with any of our models.

Trading Strategies

In the course of our management process and as appropriate on a case by case basis, we will employ any of the following trading strategies.

- Long-Term Purchases: Long-term purchases generally involve the acquisition of an investment instrument and holding it for a period of at least one year.
- Short-Term Purchases: Short-term purchases generally involve the acquisition of an investment instrument and holding it for a period of not more than one year.
- Trading: Trading generally involves the acquisition of an investment instrument and holding it for a period of not more than thirty days.

- **Margin Trading:** Margin trading, or “trading on margin,” as it is generally stated, involves the ability to purchase a dollar value of securities that is greater than the dollar value of funds you have available for the purchase. Essentially, trading on margin means that you can borrow additional funds, generally from the firm that holds your brokerage account, to purchase investment instruments that exceed the amount with which you have funded your account.
- **Option Writing (including covered/uncovered options or spreading strategies):** We will also employ the use of options trading in the event that such trading complements an investment strategy we may be carrying out for a particular client. An option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e. the “exercise price”) by exercising the option before its specified expiration date. Options giving you the right to buy are called “call” options. Options giving you the right to sell are called “put” options. When trading options on behalf of a client, we may use covered or uncovered options or various strategies such as spreads and straddles. Covered options involve options trading when you own the underlying instrument on which the option is based. Uncovered options involve options trading when you do not own the underlying instrument on which the option is based. Spread options are options whose values are derived from the difference in price of two different underlying assets or components.

Risk of Loss

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses. While we seek to diversify your investment portfolio across various asset classes consistent with your Investment Plan in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that your investment portfolio will be able to fully meet your investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that your investment portfolio faces, and that investors must be prepared to bear.

Capital Risk - Capital risk is one of the most basic, fundamental risks of investing; it is the risk that you may lose 100 percent of your money. All investments carry some form of risk and the loss of capital is generally a risk for any investment instrument.

Credit Risk - Credit risk can be a factor in situations where an investment’s performance relies on a borrower’s repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e. borrowed funds) are subject to credit risk.

Currency Risk - Fluctuations in the value of the currency in which your investment is denominated may affect the value of your investment and thus, your investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment you own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, Euro, Japanese yen, etc.).

Economic Risk - The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

Financial Risk - Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the “dot com” companies that were caught up in a period of

extraordinary market valuations that were not based on solid financial footings of the companies.

Higher Trading Costs - For any investment instrument or strategy that involves active or frequent trading, you may experience larger than usual transaction-related costs. Higher transaction-related costs can negatively affect overall investment performance.

Inflation Risk - Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than what they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.

Interest Rate Risk - Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Legal/Regulatory Risk - Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus, can have a negative impact on the overall performance of such investments.

Liquidity Risk - Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

Margin Risk

- You can lose more funds than you deposit in a margin account. A decline in value of securities that are purchased on margin may require you to provide additional funds to the custodian holding your margin account in order to avoid a forced sale of those securities or other securities in your account.
- The custodian holding your margin account can force the sale of securities in your margin account. If the equity in your account falls below the margin maintenance level required by law or below the custodian's "house" requirement, the custodian can sell the securities in your account to cover the margin deficiency. You will be responsible for any shortfall in the account after such sale.
- Securities can be sold without contacting you prior to sale. Some investors mistakenly believe they must be contacted before a margin call becomes valid and that securities in their accounts cannot be liquidated to meet the call unless they have been contacted ahead of time. Most firms will attempt to notify you of margin calls; however, they are not required to do so. Even if the custodian has contacted you to provide a specific date by which you can meet a margin call, the custodian can still take necessary steps to protect its financial interests, including immediately selling the securities without notice to you.
- You are not entitled to choose which securities in your margin account are liquidated or sold to meet your margin call. Because the securities are used as collateral for the margin loan, the custodian has the right to decide which securities to sell in order to protect its interests.
- The custodian can increase its "house" maintenance requirements at any time and is not required to provide you with advance, written notice. These changes in policy can take effect immediately and may result in the issuance of a margin maintenance call. Your failure to satisfy this call may cause a forced liquidation in your account.

- You are not entitled to an extension of time on a margin call. While an extension of time to meet margin requirements may be available to clients under certain conditions, a client does not have the right to the extension.

Market Risk - The market value of an investment will fluctuate as a result of the occurrence of the natural economic forces of supply and demand on that investment, its particular industry or sector, or the market as a whole. Market risk may affect a single issuer, industry or sector of the economy or may affect the market as a whole. Market risk can affect any investment instrument or the underlying assets or other instruments held by or traded within that investment instrument.

Operational Risk - Operational risk can be experienced when an issuer of an investment product is unable to carry out the business it has planned to execute. Operational risk can be experienced as a result of human failure, operational inefficiencies, system failures, or the failure of other processes critical to the business operations of the issuer or counter party to the investment.

Technical Analysis Risk (Past Performance) - Charting and technical analysis are often used interchangeably. Technical analysis generally attempts to forecast an investment's future potential by analyzing its past performance and other related statistics. In particular, technical analysis often times involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer.

Strategy Risk - There is no guarantee that the investment strategies discussed in this document will work under all market conditions and you should evaluate your ability to maintain any investment you are considering in light of your own investment time horizon. Investments are subject to risk, including possible loss of principal.

Proxy Voting

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Item 7 Client Information Provided to Portfolio Managers

In order to provide the Program services, we will share your private information with your account custodian. We may also provide your private information to mutual fund companies and/or private managers as needed. We will only share the information necessary in order to carry out our obligations to you in servicing your account. We share your personal account data in accordance with our privacy policy as described below.

Item 8 Client Contact with Portfolio Managers

Without restriction, you should contact our firm or your advisory representative directly with any questions regarding your Program account. You should contact your advisory representative with respect to changes in your investment objectives, risk tolerance, or requested restrictions placed on the management of your Program assets.

Item 9 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 10 Additional Information

Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Other Financial Industry Activities and Affiliations

Cypress Capital is under common control with Cypress Capital Advisors LLC ("CCA"), a Registered Investment Adviser. Cypress Capital may provide CCA with sub-advisory services and/or model portfolios for use in the management of CCA's client accounts as well as operational support services. Clients are apprised of all fees paid to all related parties, and will not pay fees to both Cypress Capital and CCA on the same pool of assets.

Owen Walker, William Bevins and Brett Luther are also a licensed insurance agents. In this separate and individual capacity, these representatives will earn commissions and other compensation when they effects sales of insurance products. Commission-based products are subject to a different standard of conduct than that of the fiduciary duty of a registered investment advisor. Cypress Capital always seeks to act in the best interest of the client, including when we recommend insurance products to our advisory clients, and we will disclose the commission prior to the sale. If a financial plan recommends the use of an insurance product, you are in no way required to implement the plan through any representative of Cypress Capital in such individual's capacity as an insurance agent.

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Furthermore, and in accordance with SEC Rule 204A-1, our securities transaction policy requires that Access Persons associated with our firm provide the Chief Compliance Officer with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person provides the Chief Compliance Officer with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter, and transaction reports on a quarterly basis.

Review of Accounts

Questions regarding situations specific to your account(s) are typically handled by Michael Brooks. In addition to handling incoming questions from you, Michael will e-mail or call you 2 – 4 times per year to offer a review of your account(s). A member of our administrative staff may contact you on behalf of Michael Brooks in order to set up appointments or coordinate services. Operational issues for your account(s) are handled by our Operations Manager.

We will provide you with written reports as requested. Your account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. We urge you to carefully review your account statements for accuracy, and also compare your statements to quarterly performance reports you may receive from us and/or, if applicable, your third-party financial advisor.

Events that may trigger further client account reviews in addition to the standard review process may include, but are not limited to, the performance of an individual account being an outlier to the performance of accounts with similar investment objectives, the asset allocation of an individual account being an outlier to the recommended percentages for accounts with similar investment objectives, and deposits or withdrawals occurring in an account. Other factors generally include customer complaints, requests by you to effect transactions in your account where such transactions may appear to be inconsistent with your previously stated investment objectives or changes in your general circumstances (marriage, divorce, retirement).

Client Referrals and Other Compensation

We receive economic benefits from a non-client for providing investment advice or other advisory services to you. Through our participation in certain programs or use of a custodian we are entitled to receive economic benefits. As part of our fiduciary duty, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm from a non-client in and of themselves creates a potential conflict of interest and may influence our choice in providing services to your account. This arrangement does not cause our clients to pay any additional transaction fees beyond those that are traditionally charged by our firm and/or other service providers.

Refer to the *Services, Fees, and Compensation* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

Client Referrals (Non-Employees)

We do not directly compensate non-employees or individuals for client referrals.

Block Trades

We combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Participants in this wrap program will not pay any portion of the transaction costs in addition to the program fee. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

We combine multiple orders for shares of the same securities purchased for discretionary accounts; however, we do not combine orders for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.