

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC. 20549-1004

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

Commission file number 0-21256

CYPRESS EQUIPMENT FUND II, LTD.

(Exact name of Registrant as specified in its charter)

<u>Florida</u>	<u>59-3082723</u>
(State or other jurisdiction or incorporation or organization)	(I.R.S. Employer Identification No.)

<u>880 Carillon Parkway, St. Petersburg, Florida</u>	<u>33716</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (727) 567-4830

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: 50,000

Title of Each Class
Units of Limited Partnership Interest
\$1,000 per unit

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

Number of shares outstanding of each of Registrant's classes of securities:

<u>Title of Each Class</u>	<u>Number of Units at December 31, 2002</u>
Units of Limited Partnership Interest: \$1,000 per unit	36,469

DOCUMENTS INCORPORATED BY REFERENCE

Parts III and IV - Form S-1 Registration Statement
and all amendments and Supplements thereto
File No. 33-44119

PART I

Item 1. BUSINESS

General Development of Business -

The Registrant is a Florida limited partnership (the "Partnership") composed of Cypress Equipment Management Corporation II, a California corporation and a wholly-owned subsidiary of Cypress Leasing Corporation, as the Managing General Partner; RJ Leasing - 2, Inc., a Florida corporation and a second-tier subsidiary of Raymond James Financial, Inc., as the Administrative General Partner; Raymond James Partners, Inc., a Florida corporation and a wholly-owned subsidiary of Raymond James Financial, Inc., as the other General Partner; and purchasers of partnership units as Limited Partners.

Financial Information about Industry Segments -

The Registrant is engaged in only one industry segment, to acquire transportation, manufacturing, industrial and other capital equipment (the "Equipment") and lease the Equipment to third parties.

Narrative Description of Business -

The Partnership's business is to acquire and lease equipment, primarily through full payout and operating leases expected to generate income over the useful life of the Equipment, and to generate cash distributions to the Limited Partners from leasing revenues and proceeds from the sale or other disposition of the Equipment owned by the Partnership.

The Registrant has no direct employees. The General Partners have full and exclusive discretion in management and control of the Partnership.

The equipment leasing industry is highly competitive and offers to users an alternative to the purchase of nearly every type of equipment. In seeking lessees, the Partnership will compete with manufacturers of equipment who provide leasing programs and with established leasing companies and equipment brokers. In addition, there are numerous other potential investors, including limited partnerships, organized and managed similarly to the Partnership, seeking to purchase equipment subject to leases, some of which have greater financial resources and more experience than the Partnership or the General Partners.

The Partnership is winding down its operations.

Item 2. PROPERTIES

The Registrant commenced operations in June 1992, and as of December 31, 2002, the only asset is a right to obtain title to a specialty tug and barge. These vessels are the "Energy Ammonia" and "Energy Altair."

The Partnership paid \$3,118,969 for the right to obtain title to a specialty tug and barge on December 30, 2002, at the expiration of the lease. This item was written down to \$2,410,000 during the year ended December 31, 2001 to its lower end market value.

Subsequent to December 31, 2002, all right, title and interest in these vessels were officially conveyed and accepted by the Partnership on January 10, 2003. On May 28, 2003, these vessels were sold for a gross sales price of \$3,425,000. These proceeds were immediately used to pay off the note payable with accrued interest of \$1,898,110. This left the Partnership with \$1,526,890 to pay expenses and to make the final distribution.

Item 3. LEGAL PROCEEDINGS

As of December 31, 2002 there are no legal proceedings pending.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders through the solicitation of proxies or otherwise during the fourth quarter of 2002.

PART II

Item 5. MARKET FOR THE REGISTRANT'S SECURITIES AND RELATED SECURITY HOLDER MATTERS

- (a) The Registrant's limited partnership interests are not publicly traded. There is no market for the Registrant's limited partnership interests and it is unlikely that any will develop.
- (b) Approximate number of equity security holders:

<u>Title of Each Class</u>	<u>Number of Record Holders as of December 31, 2002</u>
Units of Limited Partnership Interest	2,260
General Partner Interests	3

Item 6. SELECTED FINANCIAL DATA

	<u>2002</u>	<u>2001</u>	<u>2000</u>	<u>1999</u>	<u>1998</u>
Total Revenues	\$ 81,596	\$ 134,626	\$1,016,493	\$ 7,684,923	\$ 8,736,573
Net Income (Loss)	\$ (1,001,086)	\$ (1,154,625)	\$ (378,833)	\$11,551,809	\$ 4,560,365
Total Assets	\$ 2,699,694	\$ 3,345,951	\$5,774,872	\$14,553,255	\$33,822,260
Notes Payable	\$ 1,845,015	\$ 1,722,341	\$1,607,824	\$ 1,500,921	\$ 6,497,730
Distributions to Limited Partners Per Weighted Average Limited Partnership Unit Outstanding	\$ 0	\$ 34.65	\$ 167.67	\$ 750.98	\$ 150.00
Earnings (Loss) Per Weighted Average Limited Partnership Unit Outstanding	\$ (27.18)	\$ (31.34)	\$ (10.28)	\$ 313.59	\$ 123.80

The selected financial data should be read in conjunction with the financial statements and related notes appearing elsewhere in this report. This statement is not covered by the auditor's opinion included elsewhere in this report.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

The Partnership is winding down its operations. The Partnership has sold significant assets, as discussed below. The remaining asset is a deposit for the right to obtain title to a specialty tug and barge on December 31, 2002, at the expiration of the lease.

Rental income decreased from \$111,007 for the year ended December 31, 2001, to \$77,008 for the year ended December 31, 2002. The decrease in rental revenue was primarily from one lease generating approximately \$45,000 in lease revenue for the twelve months ending December 31, 2001 and only \$10,500 for three months for the year ending December 31, 2002. Interest income also decreased during the year ended December 31, 2002 as compared to the prior year because of lower average balances of cash for investment and lower interest rates.

Interest expense increased from \$114,517 for the year ended December 31, 2001, to \$122,674 for the year ended December 31, 2002. This increase resulted from increased expenses for a balloon loan. Depreciation expense decreased for year ended December 31, 2002 versus the same period in 2001 because the Partnership had a lower depreciable basis of equipment as a result of sales of rental equipment during the year ended December 31, 2002. Management fee expense decreased from \$8,765 for the year ended December 31, 2001, to \$4,801 for the year ended December 31, 2002 due to decreased rental revenues. General and Administrative expenses increased from \$199,237 for the year ended December 31, 2001, to \$770,134 for the year ended December 31, 2002. There were \$152,760 and \$673,760 of legal expenses for the period ending December 31, 2001 and December 31, 2002, respectively. Legal expenses began to climb in 2001 due to the specialty tug barge transaction. The Partnership initiated litigation against the charterer and the guarantor in connection with the maintenance of the specialty tug barge. In response the charterer counter-sued the Partnership claiming tortious interference. The legal expenses continued to escalate in 2002. In December 2002 both actions were dismissed by Federal District Court.

The 4% incentive management fee was earned with the August 10, 1999, distribution as each Limited Partner has received cumulative cash distributions equal to his capital contribution. The 19% incentive management fee was earned in total with the April 2000 distribution as all Limited Partners began receiving cumulative cash distributions equal to payout plus an amount equal to 8% of adjusted capital contributions per annum cumulative from each limited partner's closing date. Incentive management fees decreased from \$381,266 for the year ended December 31, 2001 to \$0 for the year ended December 31, 2002 as there were no distributions for the year end December 31, 2002. Equipment resale fee expense increased from \$0 for the year ended December 31, 2001, to \$18,462 for the year ended December 31, 2002. The Equipment resale fee was deferred without interest until the Limited Partners began receiving cumulative cash distributions equal to payout plus an amount equal to 8% of adjusted capital contributions per annum cumulative from each limited partner's closing date. The first equipment resale fees were paid to the general partner concurrently with the April 2000 distribution.

During the year ended December 31, 2002, rental equipment with a book value of \$303,347 plus expenses of \$5,718, was sold for \$176,446 resulting in a loss on sale of \$132,619. During the year ended December 31, 2001, no rental equipment was sold.

During the year ended December 31, 2002, the Partnership had other income of \$2,376 from the final creditor distribution from a bankrupt airline. During the year ended December 31, 2001, the Partnership had other income of \$6,242 from the sale of aircraft parts.

During the year ended December 31, 2001, the Partnership had a loss of \$708,969 in the write down of Deposit on Equipment. Due to the appraisals it was decided to write down the equipment to a lower end market value.

Depreciation expense decreased \$18,053 for the year ended December 31, 2002 versus the year ended December 31, 2001, due to an average depreciable basis of equipment of \$340,412 during 2002 versus an average of \$680,825 during 2001.

The net effect of the above revenue and expense items resulted in a net loss of \$1,001,086 for the year ended December 31, 2002, compared to a net loss of \$1,154,625 for the year ended December 31, 2001.

Notes payable increased \$122,674 during the year ended December 31, 2002, due to deferred interest of \$122,674.

Liquidity and Capital Resources

The primary sources of funds for the year ended December 31, 2002, were: \$77,008 from rental income, \$60,049 in distributions from other partnerships, \$170,728 from the sale of equipment and \$93,935 from the sale of a Partnership interest. These sources and cash available were used primarily to meet expenses. As of December 31, 2002, the Partnership had \$278,694 of Cash and Cash Equivalents.

In the opinion of the General Partners there are no material trends, favorable or unfavorable, in the Partnership's capital resources and the resources will be sufficient to meet the Partnership's needs for the foreseeable future.

Short-term liquidity requirements consist of funds needed to meet administrative expenses and to make the final distribution. Cash from 2003 operations and Cash and Cash Equivalents at December 31, 2002, will fund these short-term needs.

In the opinion of the General Partners, the Partnership has sufficient funds or sources of funds to remain liquid for the expected life of the Partnership. The General Partners are not aware of any trends that significantly affect the Partnership's liquidity.

The cash balance at December 31, 2002, was \$278,694. The Partnership had a net loss of \$1,001,086 and after adjusting for depreciation and amortization and the changes in operating assets and liabilities, net cash used in operating activities was \$489,931. Cash provided by investing activities totaled \$324,712.

Actual cash distributions were \$0 in 2002 and \$1,276,416 in 2001.

The Partnership expects to dissolve its operations in 2003. The Partnership anticipates that funds from operations in 2003 and cash reserves will be adequate to cover all 2003 operating contingencies and make a final distribution.

INDEPENDENT AUDITOR'S REPORT

To the Partners of
Cypress Equipment Fund II, Ltd.

We have audited the accompanying balance sheets of Cypress Equipment Fund II, Ltd. as of December 31, 2002 and 2001, and the related statements of operations, partners' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2002. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Cypress Equipment Fund II, Ltd. as of December 31, 2002 and 2001, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 9, the Partnership is winding down its operation.

SPENCE, MARSTON, BUNCH, MORRIS & CO.
Certified Public Accountants

Clearwater, Florida
May 30, 2003

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CYPRESS EQUIPMENT FUND II, LTD.

BALANCE SHEETS

DECEMBER 31,

	2002 ----	2001 ----
ASSETS		
Rental Equipment, at Cost	\$ 0	\$ 680,825
Less: Accumulated Depreciation	0	(343,659)
	----- 0	----- 337,166
Deposit on Equipment	2,410,000	2,410,000
Investment In Partnership	0	143,690
Rent and Sales Proceeds Receivable	11,000	11,182
Cash and Cash Equivalents	278,694	443,913
	-----	-----
Total Assets	\$ 2,699,694 =====	\$ 3,345,951 =====
LIABILITIES AND PARTNERS' EQUITY		
Liabilities:		
Notes Payable	\$ 1,845,015	\$ 1,722,341
Payable to: General Partners	20,291	2,022
Others	233,463	19,069
Unearned Revenue	0	508
	-----	-----
Total Liabilities	2,098,769 -----	1,743,940 -----
Partners' Equity (Deficit):		
Limited Partners (36,469 units outstanding at December 31, 2002 and 2001)	913,846	1,904,921
General Partners	(312,921)	(302,910)
	-----	-----
Total Partners' Equity	600,925 -----	1,602,011 -----
Total Liabilities and Partners' Equity	\$ 2,699,694 =====	\$ 3,345,951 =====

The accompanying notes are an integral part
of these financial statements.

CYPRESS EQUIPMENT FUND II, LTD.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31,

	2002 ----	2001 ----	2000 ----
Revenues:			
Rental Income	\$ 77,008	\$ 111,007	\$ 485,966
Other Income	2,376	6,242	0
Interest Income	2,212	17,377	76,940
Gain on Sale of Rental Equipment	0	0	425,843
Recovery on Write Down	0	0	50,000
	-----	-----	-----
Total Revenues	81,596	134,626	1,038,749
	-----	-----	-----
Operating Expenses:			
Management Fees-General Partners	4,801	8,765	59,893
Incentive Management Fee - General Partner	0	381,266	638,690
Equipment Resale Fee - General Partner	18,462	0	151,752
General & Administrative:			
Affiliate	10,467	21,856	38,771
Other	770,134	199,237	202,831
Interest Expense	122,674	114,517	106,903
Depreciation and Amortization	33,819	51,872	298,972
Loss on Sale of Rental Equipment	132,619	0	0
Loss on Sale of Rental Equipment Held for Sale	0	0	22,256
Loss on Sale of Partnership			
Interest	16,984	0	0
Write Down of Assets	0	708,969	0
	-----	-----	-----
Total Operating Expenses	1,109,960	1,486,482	1,520,068
	-----	-----	-----
Net Income (Loss) Before Equity in Income of Partnership	(1,028,364)	(1,351,856)	(481,319)
Equity in Partnership	27,278	197,231	102,486
	-----	-----	-----
Net Income (Loss)	\$ (1,001,086)	\$ (1,154,625)	\$ (378,833)
	=====	=====	=====
Allocation of Net Income (Loss):			
Limited Partners	\$ (991,075)	\$ (1,143,079)	\$ (375,045)
General Partners	(10,011)	(11,546)	(3,788)
	-----	-----	-----
	\$ (1,001,086)	\$ (1,154,625)	\$ (378,833)
	=====	=====	=====
Net Loss per \$1,000 Limited Partnership Unit Outstanding	\$ (27.18)	\$ (31.34)	\$ (10.28)
	=====	=====	=====
Number of Limited Partnership Units	36,469	36,469	36,469
	=====	=====	=====

The accompanying notes are an integral part
of these financial statements.

CYPRESS EQUIPMENT FUND II, LTD.
STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000

	Limited Partners' Equity -----	General Partners' Deficit -----	Total Partners' Equity -----
Balance at December 31, 1999	\$10,801,153	\$ (213,044)	\$10,588,109
Net Loss - 2000	(375,045)	(3,788)	(378,833)
Distributions - 2000	(6,114,457)	(61,767)	(6,176,224)
	-----	-----	-----
Balance at December 31, 2000	4,311,651	(278,599)	4,033,052
Net Loss - 2001	(1,143,079)	(11,546)	(1,154,625)
Distributions - 2001	(1,263,651)	(12,765)	(1,276,416)
	-----	-----	-----
Balance at December 31, 2001	1,904,921	(302,910)	1,602,011
Net Loss - 2002	(991,075)	(10,011)	(1,001,086)
	-----	-----	-----
Balance at December 31, 2002	\$ 913,846 =====	\$ (312,921) =====	\$ 600,925 =====

The accompanying notes are an integral part
of these financial statements.

CYPRESS EQUIPMENT FUND II, LTD.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31,

	2002 ----	2001 ----	2000 ----
Cash Flows from Operating Activities:			
Net Income (Loss)	\$ (1,001,086)	\$ (1,154,625)	\$ (378,833)
Adjustments to Reconcile Net Income			
(Loss) to Net Cash Provided by Operating			
Activities:			
(Gain) Loss on Sale of Equipment	132,619	0	(425,843)
Depreciation and Amortization	33,819	51,872	298,972
Deferred Interest on Notes Payable	122,674	114,517	106,903
Write Down of Assets	0	708,969	0
Equity in Income of Investment In			
Partnership	(10,294)	(197,231)	(102,486)
Changes in Operating Assets and			
Liabilities:			
Decrease in Rental Equipment Held			
for Sale	0	0	2,932,078
(Increase) Decrease in Rent			
Receivable	182	(11,182)	524,848
(Increase) Decrease in Accounts			
Receivable Other	0	6,000	(6,000)
Decrease in Prepaid Expenses	0	0	22,248
Increase (Decrease) in Payable to:			
General Partners	18,269	(48,085)	(1,961,907)
Other	214,394	(64,312)	(350,572)
Decrease in Unearned Revenue	(508)	0	(17,750)
	-----	-----	-----
Net Cash Provided by (Used in)			
Operating Activities	(489,931)	(594,077)	641,658
	-----	-----	-----
Cash Flows from Investing Activities:			
Investment in Partnership	0	(2,000)	0
Distributions Received	60,049	333,858	141,997
Proceeds from Sale of Equipment	170,728	0	4,696,228
Proceeds from Sale of Partnership	93,935	0	0
	-----	-----	-----
Net Cash Provided by Investing Activities	324,712	331,858	4,838,225
	-----	-----	-----
Cash Flows from Financing Activities:			
Increase in Deferred Debt Costs	0	0	(1,500)
Distributions to Partners	0	(1,276,416)	(6,176,224)
	-----	-----	-----
Net Cash Used In Financing Activities	0	(1,276,416)	(6,177,724)
	-----	-----	-----
Decrease in Cash and Cash Equivalents	(165,219)	(1,538,635)	(697,841)
Cash and Cash Equivalents at Beginning of			
Period	443,913	1,982,548	2,680,389
	-----	-----	-----
Cash and Cash Equivalents at End of Period	\$ 278,694	\$ 443,913	\$1,982,548
	=====	=====	=====
Supplemental Cash Flow Information:			
Interest Paid	\$ 0	\$ 0	\$ 0
	=====	=====	=====

Non-Cash Activities:

Notes Payable in 2000 were increased by \$106,903 the amount of Deferred Interest on Notes Payable.

Notes Payable in 2001 were increased by \$114,517 the amount of Deferred Interest on Notes Payable.

In 2001, the Deposit on Equipment was written down to \$2,410,000.

Notes Payable in 2002 were increased by \$122,674 the amount of Deferred Interest on Notes Payable.

The accompanying notes are an integral part
of these financial statements.

Cypress Equipment Fund II, Ltd.

NOTES TO FINANCIAL STATEMENTS
December 31, 2002

NOTE 1 - ORGANIZATION

Cypress Equipment Fund II, Ltd., (the "Partnership"), a Florida limited partnership, was formed November 13, 1991, for the purpose of acquiring and leasing transportation, manufacturing, industrial and other capital equipment. The Partnership was funded with limited partner capital contributions and commenced operations on June 22, 1992. The Partnership will terminate on December 31, 2015, or sooner, in accordance with the terms of the Limited Partnership Agreement.

Cypress Equipment Management Corporation II, a California corporation and a wholly-owned subsidiary of Cypress Leasing Corporation, is the Managing General Partner; RJ Leasing - 2, Inc., a Florida corporation and a second-tier subsidiary of Raymond James Financial, Inc., is the Administrative General Partner; and Raymond James Partners, Inc., a Florida corporation and a wholly-owned subsidiary of Raymond James Financial, Inc., is the other General Partner.

Cash distributions, subject to payment of the equipment management fees and incentive management fees, and profits and losses of the Partnership shall be allocated 99% to the Limited Partners and 1% to the General Partners. Once each Limited Partner has received cumulative cash distributions equal to his capital contributions, an incentive management fee equaling 4% of cash available for distributions will be paid to the General Partners. When each Limited Partner has received cumulative cash distributions equal to his capital contributions plus an amount equal to 8% of adjusted capital contributions per annum, an incentive management fee equaling 23% of cash available for distributions will be paid to the General Partners.

As of December 31, 2002, the Partnership has received Limited and General Partner capital contributions of \$36,469,000 and \$2,000, respectively.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Partnership utilizes the accrual basis of accounting whereby revenues are recognized when earned and expenses are recognized as obligations are incurred.

Cash and Cash Equivalents

It is the Partnership's policy to include all money market funds and Repurchase Agreements in Cash and Cash Equivalents.

Concentration of Credit Risk

Financial instruments that potentially subject the Partnership to concentrations of credit risk consist principally of cash investments. The cash investments are placed in high credit quality financial institutions and in a money market mutual fund that is managed by a wholly owned subsidiary of Raymond James Financial, Inc. The Partnership receives rental income exclusively from lessees. Management does not believe that significant credit risk exists in relation to these accounts at December 31, 2002.

The Partnership maintains deposits in excess of federally insured limits. Generally accepted accounting principles requires disclosure regardless of the degree of risk.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates that affect certain reported amounts and disclosures. These estimates are based on management's knowledge and experience. Accordingly, actual results could differ from these estimates.

Leases

The Partnership accounts for qualifying leases in accordance with the operating method. Under the operating method of accounting, the leased equipment is recorded as an asset at cost and depreciated on the declining balance method using a ten to forty year life. Rental income is recognized ratably over the term of the leases. No rental equipment is owned as of December 31, 2002.

Write-Down of Assets

The Fund reviews the carrying value of its equipment at least annually in relation to expected future market conditions for the purpose of assessing the recoverability of the recorded amounts. If projected undiscounted cash flows (future lease revenue plus residual values) are less than the carrying value of the equipment, a loss on revaluation is recorded. In addition to equipment the Fund also reviews the carrying value of other assets. The Fund reviews the values of the underlying equipment in these other assets. Write downs of \$708,969 were required in 2001. There were no write downs in 2002.

Investment In Partnership

The Partnership accounts for its investment in partnership using the equity method of accounting because the Partnership does not have a majority control of the major operating and financial policies of the partnership in which it invests. Under the equity method, the investment is carried at cost, adjusted for the Partnership's share of income or loss of the partnership in which it has invested, and additional investments and cash distributions from the partnership. In 2002, the Partnership sold its investment in partnership for \$93,935.

Income Taxes

Federal and state income tax regulations provide that taxes on the income or loss of the Partnership are reportable by the Partners in their individual income tax returns. Accordingly, no provision for such taxes has been made.

Per Unit Computations

Per unit computations are based on 36,469 of \$1,000 limited partnership units outstanding for 2002, 2001, and 2000, respectively.

Reclassifications

For comparability, the 2000 figures have been reclassified, where appropriate, to conform with the financial statement presentation used in 2002.

NOTE 3 - RELATED PARTY TRANSACTIONS

General Partners

The General Partners have contributed a total of \$2,000 to the Partnership.

In accordance with the terms of the Limited Partnership Agreement, the Administrative and Managing General Partners were paid or had accrued for equipment management fees of \$4,801, \$8,765, and \$59,893, (5% of gross rentals from rental equipment subject to operating leases, 2% of gross rentals from

NOTE 3 - RELATED PARTY TRANSACTIONS (Continued)

rental equipment subject to full payout leases, or 1% of gross rentals from rental equipment subject to operating leases for which the Administrative and Managing General Partners arrange for and actively supervise the performance of services); incentive management fees of \$0, \$381,266, and \$638,690, resale fees of \$18,462, \$0, and \$151,752 in 2002, 2001, and 2000, respectively. Gross rentals for purposes of calculating equipment management fees include cash revenues received by the Partnership subsequent to the date of purchase including cash revenues that relate to periods prior to the date of purchase. General Partner distributions were \$0, \$12,765, and \$61,767 for 2002, 2001, and 2000, respectively.

Affiliates of the General Partner

The following amounts were paid or accrued to affiliates of the General Partners: \$10,467 in 2002, \$21,856 in 2001, and \$38,771 in 2000 for reimbursement of general and administrative expenses on an accountable basis.

NOTE 4 - DEPOSIT ON EQUIPMENT

During 1996 the Partnership paid \$3,109,549 for the right to obtain title to certain equipment on December 31, 2002, at the expiration of the lease. The partnership has reviewed the appraisals of the underlying values of this asset. Upon review of these appraisals the Partnership wrote this transaction down to \$2,410,000 during 2001.

Subsequent to December 31, 2002, all right, title and interest in these vessels were officially conveyed and accepted by the Partnership on January 10, 2003. On May 28, 2003, these vessels were sold for a gross sales price of \$3,425,000. These proceeds were immediately used to pay off the note payable with accrued interest of \$1,898,110. This left the Partnership with \$1,526,890 to pay expenses and to make the final distribution. See Note 11 - Subsequent Events.

NOTE 5 - INVESTMENT IN PARTNERSHIP

During 1997 the Partnership acquired a 50% interest in a Limited Partnership which purchased intermodal marine containers and chassis for approximately \$1.7 million. These containers and chassis are on lease to Transamerica Leasing for a term of three years. The Partnership sold its interest in this Limited Partnership on September 20, 2002.

The following is a summary of the Investment in Partnership:

	<u>12/31/2001</u>
Investment In Cypress Access Container	\$ 1,483,879
Cummulative Distributions	(2,250,445)
Cumulative Equity in Income	<u>861,750</u>
Investment in Partnership before Adjustment	95,184
Acquisition Expense	<u>48,506</u>
Net Investment in Partnership	<u>\$ 143,690</u>

CYPRESS ACCESS CONTAINER PARTNERS
SUMMARIZED STATEMENT OF OPERATIONS

	For the Nine Months ended <u>September 30, 2002</u>	For the Twelve Months ended <u>December 31, 2001</u>
Rental Income	\$ 36,454	\$ 128,428
Gain on Sale of Containers	58,497	352,492
Interest Income	39	164
	-----	-----
Total Income	94,990	481,084
	-----	-----
Expenses:		
General & Administrative	3,675	5,410
Depreciation & Amortization	36,759	81,212
	-----	-----
Total Expenses	40,434	86,622
	-----	-----
Net Income	\$ 54,556	\$ 394,462
	=====	=====
Other Partner's Share of Net Income	\$ 27,278	\$ 197,231
Cypress' Share of Net Income	27,278	197,231
	-----	-----
	\$ 54,556	\$ 394,462
	=====	=====

The Cypress Partnership Equity differs from the Investment in Partnership before acquisition expenses primarily due to the differences in the accounting treatment of miscellaneous items.

NOTE 6 - NOTES PAYABLE

Notes payable consist of the following:

	<u>December 31, 2002</u>	<u>December 31, 2001</u>
Non-recourse note payable secured by residual proceeds after lease termination in 2002 with fixed interest rate of 7%. Interest is added to principal.	\$1,845,015	\$1,722,341
	-----	-----
TOTAL	\$1,845,015	\$1,722,341
	=====	=====

The aggregate amounts of principal payments due in the years after December 31, 2002 are : 2003 - \$1,845,015.

NOTE 7 - TAXABLE INCOME (Loss)

The Partnership's taxable income (loss) differs from financial income primarily due to depreciation which is recorded under the Modified Accelerated Cost Recovery System (MACRS). The following is reconciliation between net loss as reported and Partnership income (loss) for tax purposes:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Net loss per financial statements	\$ (1,001,086)	\$ (1,154,625)	\$ (378,833)
Tax gain in excess of financial gain on sale of equipment	181,819	0	1,939,535
(Additional) less tax depreciation	3,454	(8,926)	(27,484)
Write-down of Equipment	0	(811,680)	(50,000)
Write-down of Deposit on Equipment	0	708,969	0
Other Adjustments	18,462	0	0
	-----	-----	-----
Partnership income (loss) for tax purposes	\$ (797,351) =====	\$ (1,266,262) =====	\$ 1,483,218 =====

NOTE 8 - MAJOR LESSEE INFORMATION

Two leases accounted for \$66,000 and \$10,500 of the rental income for the year ended December 31, 2002. Two leases accounted for \$66,000 and \$45,007 of the rental income for the year ended December 31, 2001.

NOTE 9 - OTHER

The Partnership is winding down its operations. Dissolution will occur after the Partnership's last asset is sold. See Note 11 - Subsequent Events.

NOTE 10 - SELECTED QUARTERLY FINANCIAL DATA (unaudited)

<u>Year 2002</u>	<u>Quarter 1</u> <u>3/31/2002</u>	<u>Quarter 2</u> <u>6/30/2002</u>	<u>Quarter 3</u> <u>9/30/2002</u>	<u>Quarter 4</u> <u>12/31/2002</u>
Total				
Revenues	\$ 27,637	\$ 34,353	\$ 18,881	\$ 725
Net Income				
(Loss)	\$ (92,869)	\$ (344,599)	\$ (170,207)	\$ (393,411)
Earnings				
(Loss) Per				
Weighted				
Average				
Limited				
Partnership				
Unit				
Outstanding	\$ (2.52)	\$ (9.36)	\$ (4.62)	\$ (10.68)

<u>Year 2001</u>	<u>Quarter 1</u> <u>3/31/2001</u>	<u>Quarter 2</u> <u>6/30/2001</u>	<u>Quarter 3</u> <u>9/30/2001</u>	<u>Quarter 4</u> <u>12/31/2001</u>
Total				
Revenues	\$ 44,032	\$ 30,357	\$ 31,773	\$ 28,464
Net Income				
(Loss)	\$ (407,258)	\$ (47,062)	\$ 65,758	\$ (766,063)
Distributions				
To Limited				
Partners Per				
Weighted				
Average				
Limited				
Partnership				
Unit				
Outstanding	\$ 34.65	\$ 0	\$ 0	\$ 0
Earnings				
(Loss) Per				
Weighted				
Average				
Limited				
Partnership				
Unit				
Outstanding	\$ (11.06)	\$ (1.28)	\$ 1.79	\$ (20.79)

NOTE 11 - SUBSEQUENT EVENTS

On January 10, 2003, the Partnership accepted all right, title and interest in the Vessels "Energy Ammonia" and "Energy Altair". On May 28, 2003, these vessels were sold for a gross sales price of \$3,425,000. These proceeds were immediately used to pay off the note payable with accrued interest of \$1,898,110. This left the Partnership with \$1,526,890 to pay expenses and to make the final distribution from this transaction.

PART III

Item 10. Directors and Executive Officers of the Registrant

The Partnership has no directors or officers. The Partnership's affairs are managed and controlled by the General Partners. The General Partners make all decisions regarding acquisitions, financing and refinancing, leases and sales of equipment.

Information regarding the officers and directors of the General Partner is listed within the section captioned "Management" consisting of pages 29 through 32 of the Prospectus which are incorporated herein by reference.

Item 11. Executive Compensation

The Partnership has no directors or officers. See Item 13 for compensation to the General Partners and affiliates.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The General Partners of Cypress Equipment Fund II, Ltd., as purchasers of Partnership units, own 0 units of the outstanding securities of the Partnership as of December 31, 2002. Directors and officers of the General Partners of Cypress Equipment Fund II, Ltd. own 0 units of the outstanding securities of the Partnership as of December 31, 2002.

The Registrant is a Limited Partnership and therefore does not have voting securities. To the knowledge of the Partnership, no person owns of record, or beneficially, more than 5% of the Partnership's outstanding units.

Item 13. Certain Relationships and Related Transactions

The Partnership has no officers or directors. However, under the terms of the public offering, various kinds of compensation and fees are payable to the General Partners and their affiliates during the organization and operations of the Partnership. The amounts and kinds of compensation and fees are described on pages 19 through 23 of the Prospectus under the caption "Management Compensation", which is incorporated herein by reference. See Note 3 of Notes to Financial Statements in Item 8 of this Annual Report on Form 10-K for amounts accrued or paid to the General Partners and their affiliates during the years ended December 31, 2002, 2001, and 2000.

PART IV

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

a. (1) Financial Statements - see accompanying index to financial statements, Item 8.

All other schedules are omitted because they are not applicable or not required, or because the required information is shown in the financial statements or in the notes thereto.

(2) Exhibit Index -

Table Number		Page
2	Plan of liquidation, organization, arrangement, liquidation, or succession	***
3	Articles of incorporation and by-laws	*
4	Instruments defining the rights of security holders, including debentures	*
9	Voting Trust Agreement	***
10	Material Contracts	***
11	Computation of per share earnings	***
12	Computation of ratios	***
13	Annual report to security holders	***
18	Letter re: change in accounting principles	***
19	Previously unfiled documents	***
22	Subsidiaries of the Registrant	***
23	Published report regarding matters submitted to vote of security holders	***
24	Consents of experts and counsel	***
25	Power of Attorney	*
28	Additional Exhibits	
28.01	OPTION AGREEMENT dated as of February 1, 1993 between BLC Corporation ("Optionor") and Cypress Equipment Fund II, Ltd. ("Optionee")	**
28.02	TRUST AGREEMENT dated as of February 1, 1993 between First Security Bank of Utah, National Association ("Owner-Trustee") and BLC Corporation ("Trustor")	**
28.03	SECURITY AGREEMENT-TRUST DEED dated as of February 1, 1993 between First Security Bank of Utah, National Association as Owner-Trustee under BLC Trust No. 92-1 and State Street Bank and Trust Company of Connecticut, National Association	**
28.04	SECURITY AGREEMENT-TRUST DEED SUPPLEMENT NO. 1 dated February, 1993, between First Security Bank of Utah, National Association ("Owner-	

	Trustee") under BLC Trust No. 92-1 and State Street Bank and Trust Company of Connecticut, National Association ("Security Trustee")	**
28.05	NOTE PURCHASE AGREEMENT dated as of February 1, 1993 re: BLC Trust No. 92.1 among BLC Corporation (Trustor"), First Security Bank of Utah, National Association ("Owner- Trustee"), Hitachi Credit America Corporation ("Note Purchaser") and State Street Bank and Trust Company of Connecticut, National Association ("Security Trustee")	**
28.06	ACKNOWLEDGEMENT OF ASSIGNMENT AND AGREEMENT dated as of February 25, 1993 among Southern Pacific Transportation Company, BLC Corporation, First Security Bank of Utah, National Association and State Street Bank and Trust Company of Connecticut, National Association	**
28.07	BILL OF SALE executed as of February 24, 1993 between BLC Corporation and First Security Bank of Utah, National Association	**
28.08	PURCHASE AND SALE AGREEMENT dated as of June 22, 1993 by and between BLC Corporation and Cypress Equipment Fund II, Ltd. re: BLC Trust No. 92-1.	**
28.09	ASSIGNMENT AND ASSUMPTION AGREEMENT made and entered into as of June 22, 1993 by BLC Corporation, a Utah corporation ("Assignor") and Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Assignee")	**
28.10	TRANSFER AND ASSUMPTION AGREEMENT ("Agreement"), entered into as of June 19, 1993 by and between Twenty- Sixth HFC Leasing Inc., a Delaware Corporation ("Assignor") and Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Assignee")	**
28.11	EQUIPMENT LEASE dated as of June 1, 1980 between The Connecticut Bank and Trust Company, As Trustee under I.C.G. Trust No. 80-4 ("Lessor") and Illinois Central Gulf Railroad Company ("Lessee")	**
28.12	SECURITY AGREEMENT-TRUST DEED dated as of June 1, 1980 from The Connecticut Bank and Trust Company, As Trustee under I.C.G. Trust No.80-4 ("Debtor") to Mercantile-Safe Deposit and Trust Company ("Secured Party")	**
28.13	TRUST AGREEMENT dated as of June 1, 1980 between The Connecticut Bank and Trust Company ("Trustee") and Twenty- Sixth HFC Leasing Corporation ("Trustor")	**
28.14	ESCROW AGREEMENT 902 dated December 31, 1994 by and among Continental	

- Bank, N.A. (the "Transferor"),
Cypress Equipment Fund II, Ltd. (the
"Transferee") and Continental Bank,
National Association, Corporate Trust
Services (the "Escrow Agent"). **
- 28.15 TRANSFER AGREEMENT 902 dated as of
December 31, 1994 between Continental
Bank, N.A. (the "Transferor"), and
Cypress Equipment Fund II, Ltd. (the
"Transferee"). **
- 28.16 TRANSFEROR'S INTERESTS ASSIGNMENT AND
ASSUMPTION AGREEMENT 902 dated
December 31, 1994 between Continental
Bank, N.A. (the "Transferor"), and
Cypress Equipment Fund II, Ltd. (the
"Transferee"). **
- 28.17 ASSIGNMENT AND ASSUMPTION AGREEMENT
902 dated December 31, 1994 between
The Kinsman Marine Transit Company
(the "Assignor") and Pringle Transit
Company (the "Assignee"). **
- 28.18 KINSMAN AGREEMENT dated as of
December 31, 1994 by The Kinsman
Marine Transit Company. **
- 28.19 REVOLVING CREDIT AGREEMENT dated
December 31, 1994 by and between
Cypress Equipment Fund II, Ltd.
("Borrower") and First Union National
Bank of Florida ("Lender"). **
- 28.20 SECURITY AGREEMENT dated December 31,
1994 by and between Cypress Equipment
Fund II, Ltd. ("Debtor") and First
Union National Bank of Florida
("Secured Party"). **
- 28.21 COLLATERAL ASSIGNMENT OF RIGHTS UNDER
TRUST AGREEMENT dated December 31,
1994 by and between Cypress Equipment
Fund II, Ltd. ("Assignor") and First
Union National Bank of Florida
("Assignee"). **
- 28.22 LEASE AGREEMENT dated as of March 30,
1988 between Capital Associates
International, Inc. ("Lessor") and
Comair, Inc. ("Lessee"). **
- 28.23 PURCHASE AGREEMENT ("Agreement")
dated as of August 31, 1994, by and
between Capital Associates
International, Inc. ("Seller") and
First Security Bank of Utah, National
Association not in its individual
capacity but as owner trustee
pursuant to that certain Trust dated
August 31, 1994 between itself and
Cypress Equipment Fund II ("Buyer"). **
- 28.24 BILL OF SALE dated August 31, 1994
between Capital Associates
International, Inc. ("Seller") and
First Security Bank of Utah, National
Association not in its individual
capacity but as owner trustee
pursuant to that certain Trust dated
August 31, 1994 between itself and
Cypress Equipment Fund II, Ltd.

- 28.25 ("Buyer"). **
TRUST AGREEMENT dated as of August 31, 1994 between Cypress Equipment Fund II, Ltd. ("Owner Participant") and First Security Bank of Utah, National Association ("Owner Trustee"). **
- 28.26 ASSIGNMENT OF LEASE dated August 31, 1994, between Capital Associates International, Inc. ("Assignor") and First Security Bank of Utah not in its individual capacity but as owner trustee pursuant to that certain Trust dated August 31, 1994 between itself and Cypress Equipment Fund II ("Assignee"). **
- 28.27 SECURITY AGREEMENT dated as of August 31, 1994 between First Security Bank of Utah, National Association, solely as Owner Trustee under Trust Agreement dated as of August 31, 1994 and not in its individual capacity ("Trustee") and First Union National Bank of Florida, a national banking association ("Secured Party"). **
- 28.28 TRUST AGREEMENT dated as of April 1, 1970 among Union Bank ("Trustor") and W. H. Ruskaup and Ben Maushardt ("Trustees") and United States Leasing International, Inc. ("Agent for Trustees"). **
- 28.29 LEASE OF RAILROAD EQUIPMENT dated as of April 1, 1970 among W. H. Ruskaup and Ben Maushardt ("Trustees") and United States Leasing International, Inc. ("Agent for Trustees") and Union Carbide Corporation ("Lessee"). **
- 28.30 ASSIGNMENT AGREEMENT (Residual Interest) dated as of September 30, 1994 by and between United States Leasing International, Inc., a Delaware corporation ("Assignor") and Cypress Equipment Fund II, Ltd. ("Assignee"). **
- 28.31 TRANSFER AND ASSUMPTION AGREEMENT dated as of September 30, 1994, by and between Union Bank, a California state chartered bank ("Assignor") and Cypress Equipment Fund II, Ltd. ("Assignee"). **
- 28.32 AGREEMENT TO ACQUIRE AND LEASE dated as of April 1, 1970 among W. H. Ruskaup and Ben Maushardt ("Trustees") and United States Leasing International, Inc. ("Agent") and Union Carbide Corporation ("Lessee"). **
- 28.33 SECURITY AGREEMENT - TRUST DEED dated as of June 1, 1970 from W. H. Ruskaup and Ben Maushardt ("Debtor") to Wells Fargo Bank, N.A. ("Secured Party"). **
- 28.34 PURCHASE AGREEMENT made as of July 25, 1994, by and among Trust Company

- for USL, Inc., an Illinois trust company as successor trustee to W.H. Ruskaup and Ben Maushardt, and United States Leasing International, Inc. as agent for successor trustee ("Seller") and Cypress Equipment Fund II, L.P., a Florida limited partnership, with its principal place of business at 880 Carillon Parkway, St. Petersburg, Florida 33716 as the beneficial owner of the Trust Estate ("Beneficial Owner") and Union Carbide Corporation, a New York corporation ("Purchaser"), with its principal place of business at 39 Old Ridgebury Rd., E-1, Danbury, Connecticut 06817 **
- 28.35 PURCHASE AGREEMENT dated as of February 1, 1995, between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Seller"), and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Purchaser"). (This Purchase Agreement pertains to seventeen (17) of the nineteen (19) sold locomotives.) **
- 28.36 ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of June 1, 1995, by and between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Seller"), and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Purchaser"). **
- 28.37 ASSIGNMENT OF LEASE dated as of June 1, 1995, by and between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Seller"), and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Purchaser"). **
- 28.38 PURCHASE AGREEMENT dated as of February 1, 1995, between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Seller"), and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Purchaser"). (This Purchase Agreement pertains to two (2) of the nineteen (19) sold locomotives.) **
- 28.39 Purchase Agreement dated as of April 17, 1995, between Varilease Corporation, a Michigan corporation ("Seller"), and Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Buyer"). **
- 28.40 Bill of Sale and Assignment dated April 28, 1995, between Varilease Corporation, a Michigan corporation ("Seller"), and Cypress Equipment Fund II, Ltd., a Florida limited

- partnership ("Buyer"). **
- 28.41 Consent and Agreement dated April 28, 1995, between IBJ Schroder Leasing Corporation, a New York corporation ("Schroder"), and Cypress Equipment Fund II, Ltd. ("Cypress"). **
- 28.42 Escrow Agreement dated April 17, 1995, between Varilease Corporation, a Michigan corporation ("Seller"), Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Buyer"), and Griffinger, Freed, Heinemann, Cook & Foreman ("Escrow Agent"). **
- 28.43 Bill of Sale and Assignment (Remaining Interest) dated January 1, 1996, between Varilease Corporation, a Michigan corporation ("Seller"), and Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Buyer"). **
- 28.44 Assignment and Assumption Agreement, dated as of December 30, 1996 (this "Agreement"), between NTFC Capital Corporation, a Delaware corporation (the "Seller"), and Cypress Equipment Fund, II, Ltd., a Florida limited partnership (the "Buyer"). **
- 28.45 Amended and Restated Purchase Agreement No. 2 dated as of March 13, 1996, between NTFC Capital Corporation (formerly named Northern Telecom Acceptance Corporation), the Seller, and Cypress Equipment Fund II, Ltd, the Buyer. **
- 28.46 Promissory Note for Value Received dated as of December 30, 1996, between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Maker") promises and agrees to pay to the order of NTFC Capital Corporation, its successors, assigns or any subsequent holder of this Note (the "Holder") at its offices located at 220 Athens Way, Nashville, Tennessee, 37228-1314, or at such other place as may be designated in writing by Holder, in lawful money of the United States of America in immediately available funds, the principal amount of Two Million Six Hundred Eight Three Thousand Four Hundred Thirty Five (\$2,683,435) together with interest thereon and other amounts due as provided below. **
- 28.47 Amended and Restated Security Agreement ("Security Agreement"), dated as of March 13, 1996, and made by Cypress Equipment Fund II, Ltd., a Florida limited partnership, with offices located at One Sansome Street, Suite 1900, San Francisco,

California, 94104, 415-951-4605 (facsimile) (the "Debtor"), in favor of NTFC Capital Corporation, a Delaware corporation, with offices located at 220 Athens Way, Nashville, Tennessee 37228 ("Secured Party").

**

- 28.48 Participation Agreement dated as of July 15, 1982 among Federal Paper Board Company, Inc., Lessee, Riegelwood, Inc., Secured Note Issuer, The Bank of New York, individually and as Owner Trustee, North Carolina National Bank, as Indenture Trustee, Teachers Insurance and Annuity Association of America, Sun Life Assurance Company of Canada, Sun Life Assurance Company of Canada (U.S.), The North Atlantic Life Insurance Company of America, and Northern Life Insurance Company, Loan Participants, and EFH Leasing Corporation, BNY Leasing, Inc., and Northern Telecom Acceptance Corporation, as Owner Participants.

**

- 28.49 Bill of Sale dated the 13th of May, 1999, Between State Street Bank and Trust Company ("Seller"); not in its individual capacity but solely as successor Trustee under a certain Trust Agreement dated as of December 30, 1970, between Edward C. Laber and Jane S. Kubiak as Trustees and Pennsylvania Power and Light Company (now PP&L, Inc.); Access Turbine Corporation ("Seller"); and Cypress Equipment Fund II, Ltd. ("Seller") and PP&L, Inc. ("Buyer").

**

- 28.50 Purchase Agreement, dated as of July 15, 1999, is between Cypress Equipment Fund II, Ltd., a Florida limited partnership, and its Successors and permitted assigns (the "Seller"), and ICX Corporation, an Ohio corporation, and its successors and permitted assigns (the "Buyer").

**

- 28.51 ASSIGNMENT AND ASSUMPTION AGREEMENT, dated July 29, 1999 (this "Agreement"), between Cypress Equipment Fund II, Ltd., a Florida limited partnership (the "Seller"), and ICX Corporation, an Ohio corporation (the "Buyer").

**

- 28.52 This AMENDMENT NO. 2 TO LEASE, dated as of July 15, 1999 (this "Amendment"), is entered into by and between THE BANK OF NEW YORK, a New York banking corporation, not in its individual capacity, but Solely as trustee under the Trust Agreement, as lessor ("Lessor") and International Paper Company, a New York corporation, as successor by Merger to Federal Paper

- Board Company, Inc., a New York corporation, as lessee ("Lessee"). **
- 28.53 This Purchase and Sale Agreement is entered into as of January 7, 2000 by and between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Seller") and GATX Third Aircraft Corporation, a Delaware Corporation ("Buyer"). **
- 28.54 This Purchase and Sale Agreement is entered into as of February 4, 2000 by and between Cypress Equipment Fund II, Ltd., a Florida limited partnership ("Seller") and GATX Third Aircraft Corporation, a Delaware Corporation ("Buyer"). **
- 28.55 Offer to Purchase Agreement between Aviation Services of American ("Buyer") and Cypress Equipment Fund II, Ltd., Owner AC703 ("Seller") dated May 29, 2000.
- 28.56 This Purchase and Sale Agreement (this "Agreement") is made and entered into this the 29th day of December, by and between First Security Bank NA, not in its own capacity, but solely as Owner Trustee for the Cypress Equipment Fund II, Ltd. ("Seller") and Inter Air Lease LLC, a Delaware Limited Liability Corporation, (hereafter "Buyer").
- 29 Information from reports furnished to state insurance regulatory authorities ***

* Included with Form S-1, Registration No. 33-27741 previously filed with the Securities and Exchange Commission.

** Included with Form 8-K, as amended, previously filed with the Securities and Exchange Commission.

*** Exhibits were omitted as not required, not applicable, or the information required to be shown therein is included elsewhere in this report.

b. Reports filed on Form 8-K - None.

c. Exhibits filed with this report - None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cypress Equipment Fund II, Ltd.

Date: June 25, 2003

By: /s/Stephen R. Harwood
Stephen R. Harwood
President of the Managing Partner
Cypress Equipment Management Corp. II

Date: June 25, 2003

By: /s/ Carol Georges
Carol Georges
Director of Accounting
Partnership Administration
Raymond James and Associates

CERTIFICATIONS*

I, Stephen R. Harwood, certify that:

1. I have reviewed this quarterly report on Form 10-K of Cypress Equipment Fund II, Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information include in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 25, 2003

By: /s/Stephen R. Harwood
Stephen R. Harwood
President of the Managing Partner
Cypress Equipment Management Corp. II

I, Carol Georges, certify that:

1. I have reviewed this quarterly report on Form 10-K of Cypress Equipment Fund II, Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information include in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 25, 2003

By: /s/ Carol Georges
Carol Georges
Director of Accounting
Partnership Administration
Raymond James and Associates