

Brochure
(Part 2A of Form ADV)

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March 31, 2011

This brochure provides information about the qualifications and business practices of Cypress Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (415) 489-2100, or by email at reception@cypresswealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Cypress Wealth Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC as an investment adviser does not imply that Cypress Wealth Advisors or any principals or employees of Cypress Wealth Advisors possess a particular level of skill or training in the investment advisory or any other business.

Cypress Wealth Advisors, LLC

Item 2. Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (the “SEC”) adopted amendments to Form ADV Part 2, the disclosure document that we are required to provide to clients pursuant to SEC rules (the “Brochure”). In accordance with these amendments, this Brochure is materially different in structure and contains certain new information which was not included in our previous Brochure, which was last updated on December 1, 2010.

In the future, this Item 2 will discuss only specific material changes that are made to the Brochure since the date of our last annual update.

If you would like to receive a complete copy of this Brochure, please contact us by telephone at (415) 489-2100, or by email at reception@Cypresswealth.com.

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Item 4. Advisory Business

Cypress Wealth Advisors, LLC (“we,” “us” or “Cypress”) is an SEC registered investment advisor based in San Francisco, California. Founded in 2004, we are organized as a California limited liability company. We provide investment advice as well as implementation and financial planning to individuals, trusts, estates, and charitable organizations. We also serve as the investment adviser to a number of pooled investment vehicles.

Organizational Structure

We are owned by Barbara H. Young (40.26%), Sean J. Figueroa (25.60%), Steven W. Enos (25.60%) and Vincent A. Colabianchi (8.54%), all of whom are Cypress employees. Our owners hold the majority of their interests in us through a holding company, Blue Pine Holdings, LLC (“Blue Pine”). Blue Pine also owns (i) Cypress Advisors, LLC, which serves as the general partner of each of our pooled investment vehicles, and (ii) 95% of Brookbank Associates, Inc. (“Brookbank”), which is an accounting company that provides tax services for our clients (one of our employees owns the remaining 5% of Brookbank). We and all of our affiliated entities are 100% employee owned.

Portfolio Management

We provide investment advice tailored to meet our clients’ needs and investment objectives. If you retain our firm for portfolio management, we will meet with you to determine your objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use this information to develop a strategy that enables our firm to give you continuous and focused investment advice and to make investments on your behalf. As part of our services, we will customize an investment plan for you in accordance with your risk tolerance and investment objectives. We tend to invest across asset classes including, but not limited to: public equities (U.S. and international small, mid, and large capitalization stocks), fixed income (corporate bonds, municipals, distressed debt, international bonds), real estate (commercial and multifamily), private equity, venture capital and natural resources. The investment vehicles that we use most commonly include: separate account managers, exchange traded funds, mutual funds, individual bonds, hedge funds, real estate funds and private equity funds.

We also assist our clients with many aspects of financial planning. The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

We accept discretionary authority to manage securities accounts on behalf of clients. For these accounts, we have the authority to determine, without obtaining specific client consent, the type and amount of securities to be bought or sold. We consult with the client prior to each trade to obtain agreement if a blanket trading authorization has not been given. Discretionary trading authority facilitates placing trades in the clients' accounts so that we may promptly implement the investment plan that the client has approved in writing.

Pooled Investment Vehicles

We also serve as the investment adviser to a number of pooled investment vehicles (referred to herein as "Funds"). Our Funds make investments across a variety of asset classes, including public equities of various types (for example, small-cap, large-cap and non-U.S. securities), specialized fixed income, hedge funds, private real estate holdings and private equity investments. In some cases, our Funds are sub-managed by specialty professional investment managers that we research and recommend.

Our Funds allow clients to access specific investments that have high minimums and/or limited capacity. In most cases, it would be difficult for our clients to access these investments directly on a stand-alone basis since the minimums range from \$1 million to \$25 million. Through our Funds, however, investors can gain entry to these investments for minimums as low as \$10,000, although we reserve the right to change this amount. We do not have any economic incentive to invest our clients' capital in pooled investment vehicles versus other investments. The fee we receive is the same regardless of how each client invests.

Fund investors have no opportunity to select or evaluate any Fund investments or strategies. We manage each Fund according to its stated strategy and do not tailor Fund strategies to the individual needs of Fund investors. We and our affiliates manage the underlying investments as well as the accounting, legal and tax compliance work associated with each Fund.

For purposes of relying upon an exemption from securities registration under the Securities Act of 1933, as amended (the "Securities Act"), our Funds are only available to "accredited investors" as defined in the Securities Act. Generally, the term "accredited investor" includes individuals who have a net worth of at least \$1 million or who have individual income of at least \$200,000 each year for the last two years (or joint income of \$300,000 with his or her spouse) and expect to earn the same amount in the current year.

Investment Advisory Agreement

Our Investment Advisory Agreement contains an authorization by which our clients grant us discretion to make purchases and sales of marketable securities without requiring us to obtain approval prior to each transaction (we are required to obtain

approval prior to investing any client assets in our Funds). It also allows us to select the type and amount of each recommended vehicle. However, our clients may specify their own investment objectives and guidelines, influence portfolio strategy, and impose certain restrictions in their accounts. For example, you may specify that you don't want any exposure to real estate or any type of illiquid investments that can't be easily purchased or sold on a daily basis. Our Investment Advisory Agreement can be terminated by either party with 30 day's written notice. Our fee schedule is set forth in "Item 5 – Fees and Compensation."

Assets Under Management

As of December 31, 2010, we managed approximately \$599.8 million in assets for approximately 100 clients. Our clients include fewer than 60 family groups, although some of these groups have multiple accounts. As of December 31, 2010, we managed approximately \$583 million on a discretionary basis and approximately \$16.8 on a non-discretionary basis.

Item 5. Fees and Compensation

Cypress is strictly a fee-only wealth management firm. We do not receive commissions for purchasing or selling stocks, bonds, mutual funds, limited partnerships, insurance, annuities, or other commissioned products. Cypress is not affiliated with entities that sell financial products or securities. We do not accept commissions in any form. We receive no compensation from sub-managers or investment vehicles for recommending or assigning capital to them.

Our advisory fees are based on a percentage of the market value of each client's assets under management according to the following schedule:

0.75% on the first \$25 million;

0.50% on the next \$50 million (from \$25,000,001 to \$75,000,000); and

0.25% on assets above \$75,000,000.

These are annual fees, but they are pro-rated and billed quarterly in advance (meaning that we invoice you during the three-month billing period) based upon the total value of your account at the end of the previous quarter. Payment in full is expected upon invoice presentation. In order to facilitate billing, fees are usually deducted automatically from a designated client account. The client must consent in advance to direct debiting of their investment account. Clients that consent to direct debiting will receive a fee statement showing the amount billed, the value of the client's assets upon which the fee was based, and the manner in which the fee was calculated.

The initial quarterly fee is pro-rated as of the effective start date in the client agreement through the end of the next calendar quarter. If a client terminates its relationship with us, fees will be billed on a pro rata basis for the portion of the quarter

completed and we will refund any unearned portion of any advance payment. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

The minimum annual fee is \$50,000. Current client relationships may exist where the fees differ from those set forth in the fee schedule above. For example, Cypress may, in its sole discretion, waive its minimum fee or charge a lesser investment advisory fee based upon certain criteria, such as historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, value of assets under management, related accounts, account composition, negotiations with clients and other factors.

In some circumstances, rather than charging fees according to portfolio value as described above, we will provide consulting or advisory services on a fixed-fee basis. We generally charge a \$100,000 annual fee for these services, although this fee is negotiable depending on the complexity of the work or the identity of the client. These fees are billed quarterly and pro-rated from the effective date of the client relationship.

As part of our investment advisory services, we may invest, or recommend that a client invest, in mutual funds and exchange traded funds. The fees that a client pays to our firm for investment advisory services are separate and distinct from the fees and expenses that these funds charge their shareholders. Also, investors in our Funds typically pay additional fees to the managers of the underlying funds that we select. These fees will generally include a management, custodial and transfer agent fee and other fund expenses. We receive no compensation from sub-managers or investment vehicles for recommending or assigning capital to them. The Funds also pay fees to Brookbank for tax work.

Our fees are exclusive of brokerage commissions, custodial fees, transaction fees and other related costs and expenses. These charges and fees are typically imposed by the broker-dealer or custodian through which client account transactions are executed. We do not share in any portion of these commissions, fees and costs. Please refer to "Item 12 – Brokerage Practices" for a description of the factors we consider in selecting or recommending broker-dealers.

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

We do not charge performance-based fees.

Item 7. Types of Clients

Cypress generally provides investment advice to individuals, trusts, estates and related charitable entities. We also serve as investment adviser to our Funds. Client relationships vary in scope and length of service.

The minimum account size for new client relationships is \$5 million in assets under management, although we have the discretion to waive the account minimum. Accounts of less than \$5 million may be set up when the client and Cypress anticipate that the client will add additional funds to the accounts bringing the total to \$5 million within a reasonable time. Other exceptions will apply to employees of Cypress and their relatives, or relatives of existing clients. Clients with assets below the minimum account size may pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management. When an account falls below \$6.7 million in value, we charge the minimum annual fee of \$50,000.

Investment in our Funds generally requires a minimum investment of \$10,000, although we reserve the right to change that amount. Our Funds are only available to “accredited investors” within the meaning of the Securities Act.

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

We analyze potential investment opportunities using a variety of methods, including fundamental analysis, technical analysis and third party resources. Our Sources of information include frequent interactions with well respected asset managers, research prepared by third parties, corporate rating services, annual reports, prospectuses, filings with the SEC, company press releases and financial newspapers and magazines.

Our primary strategy for client accounts is to strategically allocate assets across multiple asset classes. We use a combination of index and exchange-traded funds as well as actively-managed funds where there are greater opportunities to make a difference and add value above benchmark indices. Portfolios are globally diversified to control the risk associated with traditional markets. Where appropriate, we also employ other strategies, such as long-term purchases, short-term purchases, trading, short sales, margin transactions and option writing (including covered options, uncovered options or spreading strategies).

Before committing assets to a separate fund or sub-manager (whether such assets are held in a separate client account or in one of our Funds), we conduct thorough quantitative and qualitative research on the fund or sub-manager. This research process typically involves, but is not limited to: (1) review of the business model and long-term sustainability; (2) review of investment strategy and statistical breakdown of historical performance; (3) review of the underlying securities held in the fund; (4) observation of the fund or sub-manager’s work environment; (5) interviews with the fund or sub-manager’s clients and employees.

With respect to private real estate ventures and private equity offerings, we research the general partner or manager and review offering materials, financial information and relevant market data provided by the general partner or manager and other available information (such as leases and title reports) to assess the viability of a particular project.

Our investment strategies and advice vary depending upon each client's specific financial situation. We consult with each client to determine his or her individual objectives, risk tolerance, time horizon, financial information, liquidity needs and other relevant information. We use this information to develop an appropriate strategy to achieve the client's objectives.

Risk of Loss

Investments in most assets involve a substantial degree of risk, potential for loss of principal, and potential for volatility. Cypress generally accepts clients that are able to assume a substantial amount of portfolio volatility who are seeking to grow capital and can sustain the loss of a significant part of their investment. Exceptions may apply.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Below are brief summaries of some of the risks that investors should consider before making an investment decision. Any or all of such risks could materially and adversely affect investment performance and could cause investors to lose substantial amounts of money. The risk factors below are not intended to be exhaustive and should be considered carefully together. The risks of individual Funds vary and potential investors in a Fund should review such Fund's offering documents (including the offering documents of any fund in which the Fund invests) carefully and in their entirety, and consult with their professional advisers before deciding whether to invest.

- *Interest Rate Risk.* Interest rates rise and fall over time, which may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline. Changes in interest rates could adversely impact the value of the securities in which we invest.
- *Market Risk.* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events. As with any investment whose performance is tied to these markets, the value of your investment will fluctuate, which means that you could lose money.
- *Equity Risk.* The prices of equity securities rise and fall daily. These price movements may result from factors affecting individual companies, industries or the securities market as a whole. In addition, equity markets tend to move in cycles which may cause stock prices to fall over short or extended periods of time. We also invest in small- and mid-cap stocks, which have historically been riskier than large-cap stocks.
- *Debt Securities Risk.* Interest rates rise and fall over time, which will affect the yield and share price of funds that invest in debt securities. The credit quality of

a portfolio investment could also cause the funds' share price to fall. Debt securities may be paid off earlier or later than expected. Either situation could cause the fund to hold securities paying lower than market rates of interest, which could hurt the funds' yield or share price. Below investment-grade bonds involve greater credit risk, are more volatile, involve greater risk of price declines and may be more susceptible to economic downturns than investment-grade securities.

- *Real Estate Investment Risk.* Investments in the real estate industry are subject to risks associated with the direct ownership of real estate securities and an investment in these securities will be closely linked to the performance of the real estate markets. These risks include, among others, declines in the value of real estate, risks related to general and local economic conditions, possible lack of availability of mortgage funds or other limits to accessing the credit or capital markets, defaults by borrowers or tenants, changes in interest rates and the illiquidity of some real estate assets.
- *Foreign Investment Risk.* We invest in securities of foreign issuers. These securities involve certain risks that are greater than those associated with investments in securities of U.S. issuers. These include risks of adverse changes in foreign economic, political, regulatory and other conditions, or changes in currency exchange rates or exchange control regulations; differing accounting, auditing, financial reporting and legal standards and practices; differing securities market structures; higher transaction costs; lack of liquidity; and the potential of higher taxes on dividends, interest, capital gain or other income. These risks may be heightened in connection with investments in emerging markets.
- *Financial Risk.* Excessive borrowing to finance a company's operations increases the risk associated with an investment in that company. This is because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Leverage Risk.* Certain transactions may give rise to leverage and may expose your portfolio to greater risk. Leverage tends to magnify the effect of any decrease or increase in the value of a portfolio. The use of leverage may cause a Fund to liquidate portfolio positions when it would not be advantageous to do so in order to satisfy its obligations.
- *Management Risk.* All investment programs are subject to the risk that we will make poor investment decisions. We cannot guarantee that any investment program will be successful or that a client's goals will be met. With respect to our Funds that invest in other funds, we have no control over the investment decisions of the underlying funds. Therefore we cannot guarantee that the

underlying funds will be managed in a way that is advantageous for our Funds or our clients.

- *Conflicts of Interest.* We manage various account types, including individual client accounts and pooled investment vehicles. Managing multiple account types for multiple clients simultaneously presents potential conflicts of interest relative to trading processes that might disadvantage clients in one account type over another. For example, in certain circumstances, we may have an incentive to devote more time or allocate securities selected for purchase among our larger clients (including our Funds) but not among our smaller clients.
- *Sub-Managed Funds Risk.* Some of our Funds invest exclusively in shares of other funds. There are unique risks associated with these types of investments, including: the risk that the underlying fund will be managed poorly and our investment will decrease in value; the fact that the managers of the underlying fund take management fees, which are in addition to the management fees that we charge; and the risk that the managers of the underlying fund have conflicts of interest that are to the detriment of our Fund and its investors.
- *Inflation Risk.* When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation. If our investments are unable to generate returns that outpace the rate of inflation, the value of your investment could decrease.
- *Reinvestment Risk.* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return. This would decrease the value of any fixed income securities.
- *Business Risk.* We invest in the securities of companies in many different industries. We are susceptible to unique risks associated with those companies and the particular industries in which they participate.
- *Liquidity Risk.* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, U.S. Treasury Bills are highly liquid while real estate properties are not. We may be unable to sell illiquid securities at an advantageous time or price.
- *Valuation Risk.* We charge fees based on a percentage of the market value of the assets under advisement. It can be difficult to determine the value of securities, especially if there is no public market for those instruments. If our valuation is inaccurate, we might receive more compensation than we are entitled, a new investor might receive an interest that is worth less than the investor paid, and an investor that is withdrawing or redeeming assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.

- *Tax Implications.* Our activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties. In addition, some of our Funds do not intend to make distributions, but intend instead to reinvest substantially all income and gain. Therefore, an investor in these Funds may have taxable income from a Fund without a cash distribution to pay the related taxes.
- *Non-Diversification Risk.* A client's or Fund's portfolio may not be significantly diversified, which would increase the risk of the client's investment by increasing the relative impact that each portfolio investment will have on the overall performance of the portfolio.
- *Withdrawal Risk.* A Fund may be unable to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force the Funds to sell portfolio positions too rapidly, and may reduce the size of a Fund such that it cannot generate returns or reduce losses.
- *Restricted Securities Risk.* We may invest in restricted securities that are subject to long holding periods or that are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded.
- *Short Sales Risk.* We may engage in short sales. These investments will result in a loss if the price of the security sold short increases between the time of the short sale and the time the fund replaces the borrowed security.
- *Derivatives Risk.* Our use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. In addition, investments in derivatives may involve leverage, which means that a small percentage of the assets invested in derivatives can have a disproportionately larger impact on the Fund.

Item 9. Disciplinary Information

Neither Cypress nor any of its employees have been involved in legal or disciplinary events related to past or present investment clients.

Item 10. Other Financial Industry Activities and Affiliations

As the investment manager of our Funds, we may recommend that you invest in the Funds, which are pooled investment vehicles described in "Item 4 – Advisory Business." We do not have the ability to invest any client's assets in our Funds without the client's consent, and we ensure that our recommendations are suitable for each client's stated objectives and investment plan.

As discussed in “Item 4 – Advisory Business,” our principals control Brookbank, which provides tax consulting and preparation services to our Funds and clients. In addition, through Blue Pine, our principals own Cypress Advisors, LLC, which serves as general partner to our Funds. We do not believe that these relationships create a material conflict of interest with clients and we take steps to ensure that Brookbank’s services to the Funds are performed at market rates.

We have no arrangements that are material to our advisory business or our clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, or real estate broker or dealer.

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

Our employees have committed to a Code of Ethics that is available for review by clients and prospective clients upon request.

We and our employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. We maintain a Compliance Manual that contains detailed procedures for investing with clients, and all employees are required to comply with our Compliance Manual.

Our Chief Compliance Officer is Vincent Colabianchi. He reviews all employee trades each quarter. His trades are reviewed by Yulia Sali. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that our clients receive preferential treatment. Since most employee trades are small in size relative to total trading volume, the trades do not affect the securities markets.

Item 12. Brokerage Practices

We do not have any affiliation with product sales firms. If a client needs a custodian, we provide recommendations based on the proven integrity and financial responsibility of the custodian and the best execution of orders at reasonable commission rates. We typically recommend discount brokerage firms and trust companies (qualified custodians), such as Charles Schwab & Company. We do not receive fees or commissions from any of these arrangements, but, as described in “Item 14 – Client Referrals and Other Compensation,” we may have an incentive to recommend certain custodians in certain circumstances.

We review the execution of trades periodically in accordance with our Compliance Manual to assess the performance of our clients’ custodians. We also regularly review trading fees that custodians charge our clients. We do not receive any portion of the trading fees.

We do not receive compensation from soft dollar arrangements.

Many trades are mutual funds where trade aggregation does not garner any client benefit in terms of transaction costs or trade execution. With exchange-traded funds (“ETFs”), we will, on occasion aggregate trades when multiple client accounts are trading in the same security and when we expect a trading in the security to be volatile. Transaction costs on ETF trades that are aggregated may be the same regardless. On occasion we may aggregate clients into one fixed income trade, but this is rare because fixed income trading is generally very specific for the individual account that is buying or selling. Trade aggregation with fixed income trading may improve both transaction costs and trade execution.

Item 13. Review of Accounts

Account reviews are performed quarterly by Cypress principals, or more frequently when market conditions dictate. Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's personal situation.

Account reviewers are members of our Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on at least a quarterly basis. Our investment advisory clients receive written quarterly updates, which may include a portfolio appraisal, a cash ledger, a realized gain and loss report, and a GIBBS compliant performance summary.

Item 14. Client Referrals and Other Compensation

First Republic Bank Referred Clients

We receive client referrals from First Republic Bank. We remit a referral fee to First Republic Bank over the entire life of any referred clientele. The referral fee that we pay is a percentage of the fees the client owes to us and is remitted quarterly. The referral fee is paid by us and not by the client. We do not charge clients referred by First Republic Bank fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred by First Republic Bank.

Charles Schwab & Company Referred Clients

We receive client referrals from Charles Schwab & Company (“Schwab”) through our participation in Schwab Advisor Network® (the “Service”). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with us. Schwab does not supervise us and has no responsibility for our management of clients’ portfolios or our other advice or services.

We pay Schwab fees to receive client referrals through the Service. Our participation in the Service may raise potential conflicts of interest described below.

We pay Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee that we pay is a percentage of the value of the assets in the client's account. We pay Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to us quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by us and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred through the Service.

We generally pay Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees we generally would pay in a single year. Thus, we will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of our clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, we will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit our fees directly from the accounts.

For accounts of our clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from our clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, we may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. We nevertheless, acknowledge our duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for our other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Item 15. Custody

Under SEC rules, we are deemed to have custody of the assets held in our Funds. Pursuant to SEC rules, all of our Funds provide annual audited financial statements. Our Funds allow clients to access specific investments that have high minimums and/or limited capacity. In most cases, it would be difficult for our clients to access these investments directly on a stand-alone basis since the minimums range from \$1 million to \$25 million. Through our Funds, however, investors can gain entry to these investments for minimums as low as \$10,000, although we reserve the right to change this amount.

All client assets that are not invested in our Funds are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Marketable assets that are invested through our Funds in underlying funds are also held at qualified custodians.

Item 16. Investment Discretion

We accept discretionary authority to manage securities accounts on behalf of clients. When we have blanket trading authorization, we have the authority to determine, without obtaining specific client consent, the type and amount of securities to be bought or sold. If a client has not given us blanket trading authorization, we will consult with the client prior to making a trade.

The client approves the custodian to be used. Cypress does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

A limited power of attorney is a trading authorization for this purpose. The client signs a limited power of attorney so that we may execute the trades that you have approved.

Item 17. Voting Client Securities

Cypress does not vote proxies on securities. Clients are expected to vote their own proxies. When assistance on voting proxies is requested, Cypress will, in rare instances, provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client. Our procedures and policies with respect to these matters are set forth in our Compliance Manual.

Item 18. Financial Information

No financial condition exists that is reasonably likely to impair our ability to meet our contractual commitments to you. We have ample resources to meet all of our obligations.

Item 19. Requirements for State-Registered Advisers

All of the information required by this Item is disclosed elsewhere in this Form ADV.

Business Continuity Plan

We have a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Information Security Program

We maintain an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Policy

As general policy, we will not disclose personal financial information about any client to non-affiliated third parties except as necessary to establish and manage the client's account(s) as required by law to demonstrate compliance with state or federal laws or regulations or otherwise as directed in writing by a client (e.g., to verify assets). In these situations, personal financial information about a client may be provided to the broker-dealer or other custodian maintaining these accounts.

We will maintain physical, electronic, and procedural safeguards that comply with federal standards to guard each client's personal financial information. Such safeguards include restricting the use of any information contained on the Client Investment Guidelines, as well as other personal private information. Hard copies of client personal financial information will be maintained in the our central files, and will be secured after normal business hours. Electronic access to client personal financial information will be restricted to professionals and employees of Cypress handling the account through our local area network (LAN).