

Crest Investment Partners LLC

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**FORM ADV PART 2A
BROCHURE**

This brochure provides information about the qualifications and business practices of Crest Investment Partners LLC. If you have any questions about the contents of this brochure, please contact us at 561-959-5889. 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 Crest Investment Partners LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Crest Investment Partners LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

The following is a Summary of the Material Changes to the Part 2A disclosure brochure for Crest Investment Partners, LLC which have occurred since the filing of our last annual updating amendment on March 15, 2013.

(1) We disclosed that we are majority-owned subsidiary of Cypress Capital Group, a SEC-registered investment advisor, and an independent affiliate of Cypress Trust Co, a Florida registered trust company. Our principal owner was previously Dr. Jayaram Chigurupati who is also a controlling shareholder of Cypress Capital Group.

(2) In 2013, Crest Investment Partners began offering advisory services based on its suite of index products, the SmartALPHA strategy index suite. CIP now offers two distinct services, Index Provider and Advisory Services. We disclosed we may provide discretionary separately managed account services offered to other financial institutions.

(3) We disclosed a new fee schedule for investment advisory services as follows:

Account Size	Standard Fee	Fee for Non Profit Organizations
On the First:		
\$0-\$3,000,000,	1.10%	0.88%
On the Next:		
\$3,000,0001-\$10,000,000	0.80%	0.64%
\$10,000,001-\$25,000,000	0.65%	0.52%
\$25,000,001-\$35,000,000	0.55%	0.44%
Over \$35,000,000	0.45%	0.36%

Separately Managed Accounts and Sub-Advisory

Annual Fee Range: .25 - 0.50%

(4) We amended our disclosure on the types of investments we provide advice on.

(5) We amended our disclosure relating to Methods of Analysis and Investment strategies.

(6) We amended our disclosure on proxy voting.

(7) We disclosed we typically, but are not obligated to, combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading").

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Item 4 Advisory Business

Description of Services and Fees

Crest Investment Partners LLC ("CIP") is a registered investment adviser based in Palm Beach, Florida. CIP is a limited liability company under the laws of the State of Florida, commencing operations in October 2011. CIP is a majority-owned subsidiary of Cypress Capital Group, a SEC-registered investment advisor, and an independent affiliate of Cypress Trust Co, a Florida registered trust company.

CIP provides discretionary investment management, customized advisory services including sub-advisory services, and model portfolio strategies, as discussed below. In addition, we offer index products.

Index Provider Services

SmartALPHA™Indexes

CIP has developed a suite of four rules-based, alpha-seeking equity strategy indexes designed to capture active and flexible exposure throughout the economic cycle. These strategies' ultimate goal is to out-perform the S&P 500 over a market cycle through both stock selection and sector allocation. The indexes are each comprised of 30 equal-weighted U.S. listed equity securities. Reconstitution occurs quarterly, with annual rebalancing.

Separately, CIP provides investment advisory services related to these index products.

Advisory Services

Discretionary Investment Management Services

We provide discretionary investment management services to clients with direct accounts with CIP and through Separately Managed Accounts (SMAs) offered to other financial institutions. The institutions assign and deliver the strategies to their investors.

With directly managed accounts, we will determine with you, your investment objectives, risk tolerance and other relevant information and we will recommend an initial portfolio to you, which may be customized and/or may consist of multi-asset, equity and/or other investment strategies developed by our firm.

Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis, and will make adjustments and rebalance the portfolio as required by changes in our investment models, market conditions, and in your financial circumstances.

CIP offers SMAs through Third Party Institutions, for the Third Party Institutions to offer to their respective clients/investors. With SMAs, your investment advisor will select the CIP investment strategy for you, based on his/her assessment of your investment objectives and constraints.

If you participate in our discretionary investment management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm or trading authorization forms.

Customized Advisory Services

CIP provides customized advisory services based on specific client mandates. Services may include, but are not limited to, advisory consulting services, co-advisory services and sub-advisory arrangements. Each engagement will be determined on a case-by-case basis.

CIP provides advisory consulting services to our affiliate company, Cypress Trust Co., in the form of equity research and selections based on our proprietary equity management approach. These consulting services are an input to a separate investment evaluation and decision-making at Cypress Trust Co.

Model Portfolio Strategies

CIP offers multi-asset and equity model portfolio strategies to Third Party Institutions ("Third Party Institutions"), for the Third Party Institutions to offer to their respective clients/investors.

Our model portfolio strategies are not created based on the specific investment objectives or restrictions of any person or individual and are created to be used by clients as a guide when managing their underlying clients' portfolios and accounts.

Third Party Institutions and their underlying clients are solely responsible for all investment services provided to their clients or investors, including determining suitability for any of the model portfolio strategies, recommending asset allocations and investments, purchasing and selling securities for their clients' accounts, and all other investment decisions and/ recommendations.

Wrap fee programs

CIP does not currently participate in any wrap fee programs.

Types of Investments

Our services are based on two main portfolio products: multi-asset portfolios and equity portfolios. Equity portfolios, consisting entirely of individual securities, span different styles and market capitalizations globally. CIP Equity Portfolios are managed with a disciplined, rules-based investment process based on fundamental concepts. The portfolios are generally focused in 30-60 stocks.

CIP also offers equity portfolio management related to its index products, the SmartALPHA™ strategy index suite.

Multi-asset portfolios include a combination of CIP's proprietary equity portfolios, mutual funds, Exchange Traded Funds, and individual securities. Our Multi-Asset Portfolios follow a strategic asset allocation structure and include global equity, fixed income, and alternative asset classes.

Based on client directions and specific circumstances, we may customize our Multi-Asset Portfolios to exclude certain asset classes or securities.

Assets Under Management

As of December 31, 2013, we managed \$58 million in client assets on a discretionary basis.

Item 5 Fees and Compensation

Direct Client Investment Advisory Services

CIP's annual fee for investment advisory services is based upon the percentage of the value of clients' assets invested in a particular portfolio strategy as stated below and is generally charged monthly in arrears.

Account Size	Standard Fee	Fee for Non Profit Organizations
On the First:		
\$0-\$3,000,000,	1.10%	0.88%
On the Next:		
\$3,000,0001-\$10,000,000	0.80%	0.64%
\$10,000,001-\$25,000,000	0.65%	0.52%
\$25,000,001-\$35,000,000	0.55%	0.44%
Over \$35,000,000	0.45%	0.36%

Separately Managed Accounts and Sub-Advisory

Annual Fee Range: .25 - 0.50%

Our investment advisory fees are negotiable. In some cases, fees may be higher than those stated above, depending on the scope and complexity of the services provided.

Separately Managed Accounts and Sub-Advisory

For model portfolios and customized advisory services, our fees and fee-paying arrangements are negotiated on a case-by-case basis depending on the scope and complexity of the services provided. We will send you an invoice for the payment of our advisory fee, or the custodian of your account will directly debit our fee from your account. The custodian will deduct our advisory fee only when you have given written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

Clients may have the right to terminate their agreements with CIP in accordance with notice provisions included in client agreements and under the specific circumstances contained in the agreements. Upon termination of an agreement, clients will be charged fees on a pro rata basis based upon the number of days in the quarter or month, as applicable, for which advisory services were provided. In the event there are any pre-paid unearned fees, they will be refunded on a pro rata basis based on the portion of the work performed or the number of days in the month or quarter for which you were a client.

Additional Fees and Expenses

We may invest, or recommend that you invest, in mutual funds and exchange traded funds. Our fees for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Transaction charges and/or brokerage fees are incurred when purchasing or selling securities. These charges and fees are

typically imposed by the broker-dealer or custodian through whom transactions are executed. To fully understand the total costs, the fees charged by mutual funds, exchange traded funds, our firm, and others should be reviewed.

We may recommend unaffiliated Third Party Advisers ("TPAs") to manage a portion of your account. You will receive full disclosure of the TPA's services, fees and other relevant information at the inception of the relationship by way of the Manager's disclosure document. Fees charged by TPAs are separate and apart from the advisory fees charged by the Firm.

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

We currently do not charge performance-based fees, Performance-based fees are fees based on a share of capital gains or capital appreciation.

Item 7 Types of Clients

CIP provides investment advisory services to various types of clients including individuals, investment advisors, pension and profit sharing plans, trusts, institutions, corporations and other business entities.

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

Index Provider Services - Description of SmartALPHA™ Strategy Indexes

The SmartALPHA™ Strategy Indexes are a suite of four rules-based, alpha-seeking equity indexes designed to provide active and flexible exposure throughout the economic cycle. The four indexes are:

These strategies' ultimate goal is to out-perform the S&P 500 over a market cycle through both stock selection and sector allocation.

We leverage the positive interaction of value and quality factors within defensive and cyclical sector groups in constructing four indexes, each designed to excel in a specific phase of the business cycle; Recovery, Expansion, Contraction and Recession.

The indexes are dynamically driven by their focused exposure to their defined fundamental and valuation criteria, are concentrated, and do not reside in any traditional market-capitalization based style box. Indexes are re-constituted quarterly, and rebalanced to equal-weighting annually.

Equity Strategies

Our Equity Strategies are based on a combination of fundamental and quantitative analysis. We identify fundamental factors (stocks' attributes) that have displayed ability to predict future returns and that we believe will continue to do so. Our fundamental analysis and insights are captured in a disciplined, rule-based portfolio management process.

Our equity strategies may display greater volatility than the overall market as they tend to be concentrated portfolios of 30-60 stocks. These strategies rely on historically estimated and empirically tested relationships between stocks' attributes (alpha factors) and future returns. Potential erosion of factors' predictive power may result in below-expectation portfolio performance.

Multi-Asset Strategies

For multi-asset portfolios, we employ a combination of quantitative and qualitative analysis. Extensive historical simulations drive our strategic asset allocation process. We employ optimization tools such as mean-variance, bootstrapping, and Black-Litterman methods to construct asset-allocated portfolios.

CIP multi-asset portfolios include a combination of our proprietary equity portfolios, mutual funds, and ETFs. We include mutual funds and Exchange Traded Funds (ETFs) in our Multi-Asset Portfolios. In evaluating mutual funds for inclusion in our Multi-Asset Portfolios, we consider several factors including consistency of relative performance, portfolio and risk characteristics, expenses, investment approach, and demonstrated manager skill. In selecting ETFs, we consider various factors such as costs, liquidity, structure and fund sponsor.

Multi-asset portfolios may invest in more volatile asset classes such as high yield bonds, emerging market bonds and equities, commodities and small-cap stocks.

Risk of Loss

Investing in securities involves risk of loss. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate from losses due to market corrections or declines. We cannot offer any guarantees or promises that financial goals and objectives will be met. Past performance is in no way an indication of future performance. Below are principal risks of the investment strategies we offer:

Market Risk: The risk that the value of the securities in which the strategies invest may drop in reaction to tangible and intangible events and conditions, independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may cause a change in the value of the securities. Price changes may be temporary or may last for extended periods.

Equity Securities Risk: The risk that events or circumstances at a particular industry, or a particular company within an industry will impact the value of the stocks and ETFs held by the strategy and thus, the value of your investment over short or extended periods.

Interest-Rate Risk: The risk that fluctuations in interest rates may cause investment prices to fluctuate and impact the value of Fixed Income securities or ETFs held by the strategy. For example, when interest rates rise, yields on existing bonds become less attractive causing their market values to decline.

ETF Risk: The risk that the value of an ETF in which a strategy invests will be more volatile than the underlying portfolio of securities the ETF is designed to track, or that the costs to the fund of owning shares of the ETF will exceed those the fund would incur by investing in such securities directly.

Manager Risk: Mutual funds entail "manager risk": The risks associated with ineffective or underperforming management.

Sector Concentration Risk: The risk that events negatively affecting an industry or market sector in which the strategy invests will cause the overall value of the strategy to decline. To the extent that some of the equity strategies may invest significant portions of their portfolio in an economic sector, the strategy is more vulnerable to conditions that negatively affect such sectors as compared to an investment strategy that is not significantly invested in such sectors.

Turnover Risk: The risk that frequent trading will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains that can negatively impact an investor's overall investment as compared to investments in strategies with low turnover.

Quantitative Risk: The risk that the effectiveness of the quantitative model used for the strategy can dissipate over time as similar strategies are adopted and as the market becomes more efficiently priced.

Modeling Risk: Our research and modeling process is complex and the results of that process must then be translated into computer code. The complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product raises the chances that the finished model may contain an error; and one or more of such errors could adversely affect a strategy.

Risk of Loss

Investing in securities involves risk of loss. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate from losses due to market corrections or declines. We cannot offer any guarantees or promises that financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Item 9 Disciplinary Information

Neither our firm nor any of our Associated Persons has any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

CIP is a majority-owned subsidiary of Cypress Capital Group, and an independent affiliate of Cypress Trust Company. In some circumstances clients of the firm may also be clients of Cypress Capital Group, Inc. and/or Cypress Trust Company Inc and we may recommend the services of our affiliated companies. The services provided by and fees charged by Cypress Capital Group and Cypress Trust Company are separate and apart from those of CIP. You are under no obligation to use the services of either Cypress Capital Group, Inc. and/or Cypress Trust Company and lower fees for comparable services may be available elsewhere.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information.

A copy of our Code of Ethics is available by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this Brochure.

Personal Trading Practices

From time to time, persons associated with CIP may buy or sell securities that are held in the portfolios recommended and/or managed by our firm. It is our firm's policy that associated persons shall not have priority over any client in the purchase or sale of securities.

Item 12 Brokerage Practices

For investment management services, we routinely recommend that you direct our firm to execute transactions through the broker-dealer of your choice. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

In some cases, we may recommend a broker-dealer custodian for custodial and brokerage services, however, the responsibility to choose one remains with you. We may recommend the services of a variety of custodians.

We believe that custodians we recommend provide quality execution services at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the custodian, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients.

Research and Other Soft Dollar Benefits

We do not receive any additional brokerage products or services ("soft dollars") from any broker-dealer, however our affiliates, Cypress Capital Group and/or Cypress Trust Company may receive research and/or brokerage products and services from broker-dealers custodians, which we recommend to clients. The receipt of such products/services may influence our decision to recommend some broker-dealers over others.

Brokerage for Client Referrals

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

Block Trades

We typically, but are not obligated to, combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). When we engage in block trading, we then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees.

When we combine orders in block trades, each participating account pays an average price per share for all transactions. We currently block trade through one broker-dealer custodian, which charges a fixed transaction cost per trade at the account level. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

In the event orders are not block-traded, you may pay different prices for the same securities transactions than other clients pay. Furthermore, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than other clients.

Item 13 Review of Accounts

Massimo Santicchia and/or Katherine Gallagher, Members of the Firm, monitor and review portfolios on an ongoing basis and, as necessary/applicable, rebalance, reallocate and/or recommend changes to the recommended asset allocation, securities, and/or substitute securities in the portfolios.

We may provide quarterly performance reports to certain clients.

Item 14 Client Referrals and Other Compensation

We directly compensate non-employee (outside) consultants, individuals, and/or entities ("solicitors") for client referrals. If clients are referred by a solicitor, the solicitor will provide the client a copy this Disclosure Brochure along with a solicitor's Disclosure Statement at the time of the referral. If you become a client, the person that referred you to our firm will receive a percentage of our advisory fee for as long as you are a client with our firm, until the solicitor's agreement is terminated or based on other agreed arrangements. Clients will not pay additional fees because of this referral arrangement. Referral fees paid to the solicitor are contingent upon the client entering into an advisory agreement with our firm. Therefore, the person making the referral has a financial incentive to recommend our firm for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

We have also entered into contractual arrangements with some employees of CIP and/or our affiliate companies under which the employee receives compensation from our firm for the establishment of new client relationships. Clients will not be charged additional fees based on this compensation arrangement.

Item 15 Custody

While we may invoice clients for fees, as paying agent for our firm, your independent custodian may directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

Item 16 Investment Discretion

CIP provides its Advisory Services on a discretionary basis. CIP has the authority to make investment decisions in accordance with the applicable direct client or SMA governing documents. Discretion includes the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). Please refer to the "Advisory Business" section in this brochure for more information on our discretionary management services.

Advisory services where CIP has investment discretion and the mandate to implement or seek to replicate a SmartALPHA™ index on behalf of an Advisory Services client, CIP will do so after public distribution of any index information. Advisory services clients may be disadvantaged in the event of a delay or lag in their implementation of or attempt to replicate an index relative to the dissemination of index information.

Item 17 Voting Client Securities

Our clients may elect CIP to vote proxies on their behalf. In these cases, we will utilize our affiliate company, Cypress Capital Group, for proxy voting. Cypress Capital utilizes a third-party provider in managing proxy materials and voting.

If you have elected not to grant CIP proxy voting rights, the account custodian will forward proxy materials to you.

CIP's (though Cypress Capital) Proxy Voting Policy is as follows:

General Philosophy: Proxies will be voted in an effort to enhance shareholder value.

Procedure: Generally, the Policy provides guidance for voting by subject matter of the vote. In certain circumstances where the subject matter of a vote may require further direction, the Proxy Committee will defer to the Portfolio Manager assigned to the security.

Client-Directed Voting:

Clients may direct us on how to vote a particular proxy by contacting our chief compliance officer at the telephone number on the cover page of this brochure. Should a client, having given voting authority to CIP, wish to revoke that authority or affect a vote on a matter, the client must notify us in advance, in writing.

Proxy Voting Conflict of Interests: If CIP is aware that a client is directing a proxy vote that is in conflict with CIP's discretionary voting decision for other clients on the same security and proxy matter, CIP (through Cypress Capital Group) will inform the client of this conflict and reveal the number of shares being voted and how the conflicting matter(s) is (are) being voted. Only CIP's discretionary voting will be disclosed. CIP will not disclose how other client directed shares are being voted, whether in conflict or not, with an inquiring client's directed vote.

CIP (through Cypress Capital Group) will never over-ride a client directed proxy vote on the client's shares even if it is voting differently on the matter for its other clients.

We will not provide any advice on proxies for securities in model portfolios.

Item 18 Financial Information

This item is not applicable.

Item 19 Registration Requirements for State Registered Investment Advisers

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

Item 20 Additional Information

Privacy

CIP restricts internal access to nonpublic personal information about clients to those employees who need to know that information in order to provide products or services to the client. As emphasized above, it has always been and will always be CIP's policy never to sell information about current or former customers to anyone. It is also the Firm's policy not to share information unless necessary to provide services, at the request of a customer, or as required by law.

Class Action Lawsuits

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