

**Item 1. Cover Page**

**Brochure of**  
**The Cypress Funds LLC**  
**865 South Figueroa Street**  
**Suite 700**  
**Los Angeles, CA 90017**  
**(213)-891-6375**  
**March 28, 2024**

This brochure provides information about the qualifications and business practices of The Cypress Funds LLC (“Cypress”). If you have any questions about the contents of this brochure, please contact us at (213) 891-6375. 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 also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2. Material Changes**

Since the previous Form ADV Annual Updating Amendment filed on March 29, 2023, the Firm disclosed revised ownership and Co-Trustee information due to the passing of Mr. Day. There are no other material changes to report.

### **Item 3. Table of Contents**

	<b>Page</b>
<b>Item 1. Cover Page</b> .....	1
<b>Item 2. Material Changes</b> .....	2
<b>Item 3. Table of Contents</b> .....	3
<b>Item 4. Advisory Business</b> .....	4
<b>Item 5. Fees and Compensation</b> .....	4
<b>Item 6. Performance-Based Fees and Side-By-Side Management</b> .....	5
<b>Item 7. Types of Clients</b> .....	5
<b>Item 8. Methods of Analysis, Investment Strategies and Risk of Loss</b> .....	5
<b>Item 9. Disciplinary Information</b> .....	10
<b>Item 10. Other Financial Industry Activities and Affiliations</b> .....	10
<b>Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</b> .....	10
<b>Item 12. Brokerage Practices</b> .....	11
<b>Item 13. Review of Accounts</b> .....	14
<b>Item 14. Client Referrals and Other Compensation</b> .....	14
<b>Item 15. Custody</b> .....	14
<b>Item 16. Investment Discretion</b> .....	15
<b>Item 17. Voting Client Securities</b> .....	15
<b>Item 18. Financial Information</b> .....	15

#### **Item 4. Advisory Business**

Cypress has been in business since 1969 and provides investment advice to investment funds. Cypress may also manage other accounts in the future. Andrew Katz is the portfolio manager. The Robert A. Day Trust dated March 22, 2000, as amended (the “Trust”) is the controlling owner of Cypress. Peter Carlton and Ronald Spogli are the Co-Trustees of the Trust.

As of December 31, 2023, Cypress had total regulatory discretionary assets under management of \$925,262,369 as reported in Part 1 of this Form ADV. Cypress only manages assets on a discretionary basis.

Cypress is the investment adviser and general partner of The Cypress Partners Master Fund L.P. and The Cypress Partners L.P., and the investment adviser of Cypress International Partners Limited (collectively, “clients” or the “Funds”). Cypress invests principally, but not solely, in equity and equity-related securities that are traded publicly in U.S. and non-U.S. markets and is authorized to enter into any type of investment transaction that it deems appropriate under the terms of each client’s partnership or other account agreement.

The investors in the Funds have no opportunity to select or evaluate any Fund investments or strategies. Cypress selects all Fund investments and strategies.

#### **Item 5. Fees and Compensation**

Cypress’s compensation is negotiable and varies, but typically, each investor in a Fund pays a quarterly management fee of 0.25% of the net asset value of that investor’s Fund interest (approximately 1.00% annually) and a performance allocation of 15% of net profits (including both realized and unrealized gains and losses) otherwise allocable to that investor. Management fees are payable in advance.

Some legacy investors in the Funds pay lower management fees and performance allocations. Cypress is not currently offering these terms to new investors. In addition, Cypress has reduced or waived management fees and performance allocations for Oakmont’s employees.

Performance compensation is assessed annually in arrears (and on withdrawals or redemptions during the year with respect to the amount withdrawn or redeemed) and is applied only to profits that exceed the cumulative losses previously incurred by or allocated to clients.

Cypress complies with Rule 205-3 under the Investment Advisers Act of 1940, if applicable. Performance compensation creates an incentive for Cypress to make riskier and speculative investments than it would otherwise make.

Cypress typically deducts management fees and performance compensation directly from client accounts. Accounts that invest in mutual funds also pay, indirectly, investment advisory fees to the managers of those funds and other expenses of those funds, including brokerage commissions. The expenses that a mutual fund pays are available in its prospectus.

Cypress believes that its fees are competitive with fees charged by other investment advisers for comparable services, but comparable services may be available from other sources for lower fees than Cypress charges.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests with Cypress to use the “alternative reporting option” to report Cypress’s compensation as “eligible indirect compensation” on the Schedule C of the plan’s Form 5500 Annual Return/Report of Employee Benefit Plan.

#### Withdrawals and Termination

A Fund investor generally may, on at least 45 days’ advance written notice, withdraw all or part of its interest in a Fund as of the end of any quarter. In addition, Cypress’s relationship with each Fund is terminable on expiration of the Fund’s term, dissolution of the Fund or on Cypress’s withdrawal or other termination as general partner or investment adviser of the Fund.

In all cases, expenses, the pro rata portion of the management fee and the performance allocation through the date of termination are charged to the Fund. All prepaid but unearned advisory fees are refunded on termination of a Fund. An investor who withdraws or redeems from a Fund on a date other than the last day of a quarter, however, does not receive a refund of the management fee previously paid.

#### Expenses

Each client account is typically responsible for its own costs and expenses, including trading costs and expenses (such as brokerage commissions, expenses related to short sales, and clearing and settlement charges), ongoing legal, tax, accounting and bookkeeping fees and expenses. The Funds are also responsible for any fund administrator expenses for their accounting, bookkeeping and other services and may also be responsible for research-related travel expenses. Cypress bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. All or part of these costs and expenses are paid, however, by securities brokerage firms and futures commission merchants that execute clients’ securities trades, as discussed in Item 12.

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

Cypress currently manages only accounts that pay performance-based compensation as described in Item 5. It does not manage accounts that do not pay performance-based compensation.

### **Item 7. Types of Clients**

Cypress provides investment advice to the Funds. Investors in the Funds are required to invest a minimum of \$5,000,000. Cypress has waived this minimum for certain clients, however. Cypress would accept a separately managed account only under exceptional circumstances and does not have a minimum opening balance for these accounts.

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

#### Investment Strategy

Cypress uses bottom-up, fundamental research and analysis in its investment decision-making process. Clients generally invest in equity securities of issuers in a wide range of industries on a global basis. Cypress seeks to identify and invest in quality companies with quality management

teams at attractive valuations. Cypress recognizes that dislocations in the value of publicly traded securities occur frequently in the stock market due to multiple non-fundamental factors including technical sell-offs, cognitive biases and the short-term mentality of many market participants. Consequently, Cypress's efforts focus on identifying and taking advantage of these dislocations on both the long and short side.

Cypress seeks to maximize long-term capital appreciation for clients by taking long positions in securities that satisfy Cypress's investment objectives. From time to time Cypress may also seek to increase client performance potential and hedge against general market risk by taking short positions in certain securities. The goal is to buy securities issued by sound businesses at attractive valuations and hold them for the long term while selling short securities issued by flawed businesses at inflated valuations. To help achieve these objectives, Cypress generally uses a variety of investment techniques, including leverage.

An investment with Cypress is intended for investors who have the perspective, patience and financial ability to participate in a fund focused on pursuing long-term capital growth. Cypress cannot assure investors that its investment objectives or strategies will be successful.

This investment strategy summary represents Cypress's current intentions, is general in nature and is not exhaustive. The Funds' governing documents impose no restrictions on the types of investments in which Cypress may take positions on the Funds' behalf, the types of positions that they may take, the concentration of their investments or the amount of leverage that they may use. In addition, there are limitations on describing any investment strategy due to its complexity, confidentiality and indefinite nature. Cypress may use any trading or investment techniques, whether or not contemplated by the expected investment strategies described above. Depending on conditions and trends in securities and commodities markets and the economy generally, Cypress may pursue any objectives or use any techniques that it considers appropriate and in its clients' interests.

### Risk Factors

Investing in securities involves risk of loss. Below are some of the risks that investors should consider before investing with Cypress. Any of these risks could materially and adversely affect investment performance, the value of any account or any security held in an account, and could cause investors to lose substantial amounts of money. The list below is only a brief summary of some of the risks to investors. Potential investors in a Fund should review its offering circular or private offering memorandum carefully and in its entirety, and consult with their professional advisers before deciding whether to invest. A potential investor should discuss with Cypress's representatives any questions that such person may have before investing with Cypress.

### Market and Counterparty Risks

- Investor sentiment on the market, an industry or an individual security is not predictable and can adversely affect an account's investments.
- An account may hold stocks that disappoint earnings expectations and decline, and may short stocks that beat earnings expectations and rise.

- Some of an account's positions may be or become illiquid, in which case Cypress may not be able to sell such positions.
- Changes in economic conditions can adversely affect investment performance.
- Counterparties such as brokers, dealers, futures commission merchants, custodians and administrators with which Cypress does business on behalf of clients may default on their obligations. For example, a client may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- The emergence of recent technology developments in artificial intelligence and machine learning (collectively, "AI") can pose risks to the Firm, Funds, and their investments, including inaccuracies or errors in the data utilized, direct or indirect security or data risks, and increased trademark, licensing and copyright risks, as well as unpredictable future risks as AI continues to rapidly develop. While the Firm does not use AI for business purposes, the Firm and Funds may be exposed to the risks of AI use by third-party service providers, portfolio investments, or any counterparties.
- Cypress may not be successful in fending off cybersecurity attacks from viruses, malware, computer hackers or other malicious corruption of its information technology systems. Cybersecurity breaches may cause disruptions to Cypress's business operations, cause losses due to theft or other reasons, interfere with net asset value calculations, impede trading, or lead to violations of applicable privacy and other laws, regulatory fines and penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.

#### Risks Related to the Investments that Cypress Makes on Behalf of Clients

- Clients may not achieve their investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- Cypress may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. Cypress also may receive material, non-public information about an issuer that prevents it from trading that issuer's securities for a client when the client could make a profit or avoid losses.
- Cypress may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.
- Cypress engages in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. Cypress is not obligated to hedge a client's portfolio positions, and it frequently may not do so.
- An account may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investments and potential profit or increase loss.

- Cypress sells securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.
- Management and stockholders of an issuer may sue short sellers to deter short sales of the issuer's securities. Cypress could be subject to such actions, even if they are baseless, and clients could incur substantial costs defending them.
- Cypress uses leverage by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses. Such instruments also often have substantial transaction expenses and are subject to counterparty default risk.
- Cypress may sell covered and uncovered options on securities, which could result in unlimited losses.
- Cypress causes clients to invest in securities of non-U.S. issuers. The risks of these investments include political risks; economic conditions of the country in which the issuer is located; limitations on foreign investment; currency exchange risks; withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.
- Cypress may acquire for a client a large position in an issuer's securities but the client nevertheless is unlikely to have any control over the issuer's management. In addition, if Cypress holds a large position in an issuer's securities, its subsequent sales of those securities could depress the market for them.
- An account 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.
- An account's investments may not be diversified. Therefore, a loss in any one position, industry or sector in which that account has invested may cause significant losses.
- Cypress's activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties.
- Cypress's activities may cause an account that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.

#### Liquidity Risks for the Funds

- There is not and will not be an active market for Fund interests. It may be impossible to transfer any such interests, even in an emergency.
- A Fund may not be able to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force Cypress to sell a Fund's portfolio positions too rapidly, and may so reduce the size of



the Fund that it cannot generate returns or reduce losses. Further, a Fund may limit or suspend withdrawals or redemptions of an investor's assets.

- A Fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more investors.
- A Fund may establish a reserve for contingencies if Cypress considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- The Funds do not intend to make distributions, but intend instead to reinvest substantially all income and gain. Therefore, an investor may have taxable income from a Fund without a cash distribution to pay the related taxes.
- If a Fund becomes insolvent, investors may be required to return with interest any distributions and forfeit any undistributed profits.

#### Conflict of Interest Risks

- Cypress has delegated to the Funds' administrator the valuation of securities held by the Funds. If that valuation is inaccurate, Cypress might receive more compensation than that to which it is entitled, a new investor in a Fund might receive an interest that is worth less than the investor paid and an investor that is withdrawing assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.
- The client and not Cypress is responsible for any trade errors that Cypress makes in an account, even when the error negatively impacts the client.
- Cypress and its affiliates generally are not responsible to any client or investor for losses incurred in an account unless the conduct resulting in the loss constituted gross negligence, willful misconduct or fraud.
- Cypress may provide certain investors or clients more frequent or detailed reports, special compensation arrangements and withdrawal or redemption rights that it does not provide to other investors or clients.
- If the assets that Cypress and its affiliates manage grow too large, it may adversely affect performance, because it is more difficult for Cypress to find attractive investments as the amount of assets that it must invest increases.

#### Economic and Regulatory Risks

- Cypress is not a registered broker-dealer and is not registered with the Commodity Futures Trading Commission as a commodity pool operator or commodity trading advisor. Fund interests are not registered under the Securities Act of 1933, and the Funds are not registered investment companies under the Investment Company Act of 1940. Cypress believes that none of these registrations is required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, Cypress and any Fund could be subject to expensive legal

action and potential termination. In addition, investors do not have certain regulatory protection that they would have if these registrations were in place.

- Cypress, an administrator or any government agency may freeze assets that any of them believes an investor holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. None of Cypress, the Funds or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.
- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have fluctuated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to negative consequences for investors. As of March 2023, the Federal Reserve has been steadily raising its benchmark interest rate and engaging in quantitative tightening in an attempt to reduce the rate of inflation in the U.S. These actions may continue. Such actions, or any actions to address future recessions, may have material and adverse effects on the value of the investments, and could lead to material losses for investors.

#### **Item 9. Disciplinary Information**

Not applicable.

#### **Item 10. Other Financial Industry Activities and Affiliations**

The Trust is also the owner of Oakmont Corporation (“Oakmont”), a family office that provides investment advice, financial planning and various administrative services to members of Mr. Day’s family and individuals who have long-standing relationships with one or more family members. Mr. Katz serves as the portfolio manager of Oakmont.

Oakmont is an SEC-registered investment adviser. Cypress shares office space with Oakmont. Certain Oakmont employees provide services to Cypress, and certain of those employees are officers of both Cypress and Oakmont. Those employees who provide services to Cypress have conflicts of interest over the amount of time they spend on its activities and the activities of Oakmont.

Mr. Katz’s role with both Cypress and Oakmont results in them investing in the same investment opportunities and having conflicting interests in allocating those opportunities.

Cypress and Oakmont have addressed the conflicts of interest discussed in this Item 10 by disclosing them, implementing policies and procedures governing the allocation of investment opportunities, and regularly reviewing such policies and procedures and allocations.

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

Cypress has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, that establishes standards of conduct for its supervised persons. The Code of Ethics includes general requirements that Cypress’s supervised persons comply with their

fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to comply with the personal trading restrictions described below and periodically to report their personal securities transactions and holdings to Cypress's CCO, and requires the CCO, or his designee, to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the CCO. Each supervised person receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during the preceding year. Investors and prospective investors may obtain a copy of Cypress's Code of Ethics by contacting Cypress.

Cypress and Oakmont have adopted policies and procedures prohibiting their supervised persons from purchasing publicly traded securities for their own accounts, other than open- and closed-end mutual funds, exchange-traded funds, U.S. government securities, money market instruments and shares of money market funds. However, they may continue to own securities they held when they became supervised persons or when such policies and procedures were adopted, as the case may be, but they may not personally purchase any new publicly traded securities. Supervised persons also may sell those legacy securities and participate in private investments with the written pre-approval of the CCO. In addition, certain Oakmont employees have accounts managed by investment advisers unaffiliated with Cypress and Oakmont. No such employee has control over the securities purchased and sold for any such account. Oakmont receives and reviews copies of the statements for these accounts as part of its compliance program, but those advisers are not required to pre-clear those accounts' trades with Oakmont's CCO and could trade for those accounts in the same securities as Cypress's clients. For the reasons described above, Cypress's and Oakmont's supervised persons could personally own the same securities that Cypress purchases and sells for clients, and could use knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. However, as discussed above, Cypress and Oakmont have adopted policies and procedures to address these potential conflicts.

Oakmont may buy or sell for its clients securities that Cypress does not believe appropriate to buy or sell for its clients. Cypress is not obligated to acquire for any Cypress client any security that Oakmont acquires for its clients.

## **Item 12. Brokerage Practices**

Cypress has complete discretion in selecting the brokers that it uses for client transactions and the commission rates that clients pay such brokers. In selecting a broker for any transaction or series of transactions, Cypress considers a number of factors, including, for example:

- net price, clearance, settlement and reputation;
- financial strength and stability;
- confidentiality;
- efficiency of execution and error resolution;
- block trading and block positioning capabilities;
- willingness to execute related or unrelated difficult transactions in the future;
- willingness to commit capital;
- knowledge of market participants;

- order of call;
- special execution capabilities;
- offering to Cypress on-line access to computerized data regarding clients' accounts;
- computerized trading systems; and
- the availability of stocks to borrow for short trades.

Cypress purchases from brokers or allows brokers to pay for the following (each a “soft dollar” relationship):

- research reports, services and conferences, including third-party research fees such as surveys and custom industry and company research;
- economic and market information;
- portfolio strategy advice;
- industry and company comments;
- technical data;
- periodical subscription fees;
- performance measurement data;
- on-line pricing;
- outsourced trading services;
- exchange fees;
- ticket charges;
- news wire and data processing charges;
- software;
- quotation services (including software related thereto, such as that provided by Bloomberg, Reuters or similar providers);
- custody, recordkeeping and similar services;
- general business or operational consulting;
- proxy voting services;
- portfolio and risk management systems;
- expenses of offering and selling Fund interests and communicating with investors;
- accounting and administrative fees; and
- legal fees.

Cypress receives soft dollar credits based on principal, as well as agency, securities transactions or direct a broker that executes transactions to share some of its commissions with a broker that provides soft dollar benefits to Cypress. Cypress uses the soft dollar benefits to service all Funds.

Section 28(e) of the Securities Exchange Act of 1934 provides a “safe harbor” to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. If Cypress uses commission dollars to pay for products or services that provide administrative or other non-

research assistance to itself or its affiliates, such payments may not fall within the section 28(e) safe harbor. Cypress intends to comply with section 28(e) in all material respects, however.

Cypress has retained Morgan Stanley & Co. LLC (“Morgan Stanley”) to serve as the prime broker and custodian of the Funds. Bank of America, Private Bank (“Bank of America”) is also a Fund custodian. Cypress may replace these firms or appoint additional prime brokers and custodians at any time. The services that Morgan Stanley currently provides as a prime broker may include custody, margin financing, clearing, settlement and stock borrowing in accordance with the terms of the prime brokerage agreements entered into with each Fund. Morgan Stanley provides Cypress with other services that may include technology (such as internet access, IT support, Bloomberg connections, wireless networking, e-mail archiving and disaster recovery systems), capital introduction, portfolio reporting and access to electronic communications networks. Although many prime brokers provide similar services to investment advisers in exchange for brokerage, custody and clearance fees and other charges, if Cypress did not receive these services from Morgan Stanley, Cypress would be required to pay for all or some of them. Cypress is not required to direct a particular number of trades to Morgan Stanley or continue to use them or Bank of America as a custodian for the Funds, but it has an incentive to do so based on these firms’ prior and continued services.

The Funds’ obligations to Morgan Stanley and Bank of America and any other custodian are secured by a first priority perfected security interest over all of the Funds’ assets held in custody by that custodian. A custodian may transfer to itself or any of its affiliates all rights, title and interest in and to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for its own purposes. If any such transfer occurs, the involved Fund will rank as such custodian’s (or affiliate’s) unsecured creditor. If such custodian or its affiliate becomes insolvent, a Fund may not be able to recover its securities in full. In addition, a Fund’s cash that a custodian holds may not be segregated from such custodian’s own cash. If that occurs, the custodian or its affiliate may use the Fund’s cash in the course of the custodian’s or affiliate’s business and the Fund will rank as an unsecured creditor in relation to its own cash.

Cypress may pay to a broker commissions and mark-ups that exceed those that another broker might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker provides. Cypress determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Cypress’s overall fiduciary duty to its clients. An account may, however, pay higher commissions and mark-ups than are otherwise available or may pay more commissions or mark-ups based on account trading activity.

Cypress generally considers the amount and nature of the research, execution and other services provided by brokers as well as the extent to which clients rely on such services, and attempts to allocate brokerage transactions on that basis. Cypress believes, however, that allocating brokerage transactions in this manner helps it obtain research and execution capabilities that benefit its clients.

Cypress’s relationships with brokers that provide soft dollar services influence its judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not. Cypress has an incentive to select or recommend a broker based on Cypress’s interest in receiving soft dollar services rather than clients’ interest in receiving the most

favorable execution. These conflicts of interest are particularly influential to the extent that Cypress uses soft dollars to pay expenses it would otherwise be required to pay itself.

Cypress addresses these conflicts of interest by periodically evaluating the trade execution services that it receives from the brokers that it uses. Such evaluation includes comparing those services to the services available from other brokers. It considers, among other things:

- alternative market makers and market centers;
- the quality of execution services;
- the desirability of continuing with various soft dollar services;
- adding brokers or futures commission merchants to, or removing them from, the approved list of brokers and futures commission merchants that Cypress uses; and
- increasing or decreasing targets for each broker or futures commission merchant and the appropriate level of commission rates.

Cypress may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for accounts managed by Oakmont. In such event, Cypress charges or credits a client the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if Cypress were not executing similar transactions concurrently for other accounts.

Cypress may direct a certain amount of brokerage to a broker in return for the broker's referral of prospective investors or clients. Directing brokerage in exchange for investor or client referrals creates a conflict of interest in that Cypress has an incentive to refer its clients' brokerage business to brokers to which it might not otherwise direct transactions. During its last fiscal year, Cypress did not direct client transactions to a particular broker in return for investor or client referrals.

### **Item 13. Review of Accounts**

The portfolio manager reviews client portfolios on a regular basis. Those reviews consider overall cash and investment management, and company and market prospects. Each investor in a Fund receives an annual report containing the Fund's audited financial statements and unaudited monthly summary reports containing estimated performance and capital account balances or share net asset values.

### **Item 14. Client Referrals and Other Compensation**

Cypress engages solicitor(s) to which it pays cash or a portion of the advisory fees paid by investors referred to it by those solicitors. In such cases, this practice is disclosed in writing to the investor and Cypress complies with the other requirements of Rule 206(4)-1 under the Investment Advisers Act of 1940, if applicable.

### **Item 15. Custody**

Under the SEC's custody rule applicable to investment advisers, Cypress is deemed to have custody of the Funds' assets. In accordance with the custody rule, a qualified custodian is not required to deliver quarterly account statements to the Funds or their investors as long as (i) the Funds are audited by an independent public accountant that is registered with, and subject to

inspection by, the Public Company Accounting Oversight Board, (ii) the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) Cypress delivers such annual audited financial statements to investors within 120 days after the end of each Fund's fiscal year.

#### **Item 16. Investment Discretion**

Cypress has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in each Fund's limited partnership agreement or other client agreement.

#### **Item 17. Voting Client Securities**

Cypress has engaged Institutional Shareholders Services Inc. ("ISS") to assist with managing, tracking, reconciling and reporting Cypress's proxy voting, maintaining its proxy voting records and making informed proxy voting decisions. Proxies of client accounts over which Cypress has voting authority are voted on behalf of each such account based on Cypress's or ISS's determination of such account's best interests. ISS makes recommendations as to how to vote proxies and votes them on Cypress's behalf unless Cypress provides alternative instructions, in which case ISS votes proxies according to those instructions. In determining whether a proposal serves an account's best interests, Cypress or ISS considers a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and
- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

Cypress or ISS abstains from voting proxies when it believes that it is appropriate to do so.

If a material conflict of interest over proxy voting arises between Cypress and a client, Cypress will request that ISS determine how the proxy should be voted.

A client or investor can obtain a copy of Cypress's proxy voting policy and a record of votes cast by Cypress by contacting Cypress.

#### **Item 18. Financial Information**

Cypress has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and it has not been the subject of a bankruptcy proceeding.

#### **Privacy Policy**

Cypress and the Funds for which it serves as general partner or investment adviser:

- collect non-public personal information about their clients and investors from the following sources:

- information received from clients or investors on applications or other forms, and
- information about clients' or investors' transactions with Oakmont, its affiliates or others;
- do not disclose any non-public personal information about their current and former clients or investors to anyone, except to service providers that perform services and functions for them and as permitted by law;
- restrict access to non-public personal information about their clients and investors to their personnel who need to know that information to provide services to clients and investors; and
- maintain physical, electronic and procedural safeguards that comply with federal standards to guard clients' and investors' personal information.