

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

OMB Number: 3235-0049

Expires: February 28, 2011

Estimated average burden hours per
response . . . 4.07

Name of Investment Adviser:

CYGNUS CAPITAL LLC

Address: (Number and Street)

4500 SW KRUSE WAY, STE. 300

(City)

LAKE OSWEGO

(State)

OR

(Zip Code)

97035

Area Code Telephone Number

503 905-3450

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients.	2
3	Types of Investments.	3
4	Methods of Analysis, Sources of Information and Investment Strategies.	3
5	Education and Business Standards.	4
6	Education and Business Background.	4
7	Other Business Activities.	4
8	Other Financial Industry Activities or Affiliations.	4
9	Participation or Interest in Client Transactions.	5
10	Conditions for Managing Accounts.	5
11	Review of Accounts.	5
12	Investment or Brokerage Discretion.	6
13	Additional Compensation.	6
14	Balance Sheet.	6
	Continuation Sheet.	Schedule F
	Balance Sheet, if required.	Schedule G

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential Persons who are not to respond to the collection of information contained in this form are not
required to respond unless the form displays a currently valid OMB control number.

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|--|---------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | est. % |
| <input checked="" type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | 95 % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | est. % |
| <input checked="" type="checkbox"/> (4) Issues periodicals about securities by subscription | 5 % |
| <input checked="" type="checkbox"/> (5) Issues special reports about securities not included in any service described above | % |
| <input checked="" type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which client may use to evaluate securities | % |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | % |
| <input checked="" type="checkbox"/> (8) Provides a timing service | % |
| <input checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

Yes No

B. Does applicant call any of the services it checked above financial planning or some similar term?

☒ ☐

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|---|
| <input type="checkbox"/> (1) A percentage of assets under management | <input checked="" type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients -- Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|---|
| <input type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input checked="" type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

3. Types of Investments Applicant offers advice on the following: (check those that apply)

- | | |
|--|---|
| <input type="checkbox"/> A. Equity securities | <input type="checkbox"/> H. United States governmental securities |
| <input type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | |
| <input type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> J. Futures contracts on: |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> K. Interests in partnerships investing in: |
| | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | |
| <input type="checkbox"/> (3) mutual fund shares | <input type="checkbox"/> L. Other (explain on Schedule F) |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|--|--|
| <input type="checkbox"/> (1) Charting | <input type="checkbox"/> (4) Cyclical |
| <input type="checkbox"/> (2) Fundamental | <input type="checkbox"/> (5) Other (explain on Schedule F) |
| <input type="checkbox"/> (3) Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|--|--|
| <input type="checkbox"/> (1) Financial newspapers and magazines | <input type="checkbox"/> (5) Timing services |
| <input type="checkbox"/> (2) Inspections of corporate activities | <input type="checkbox"/> (6) Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| <input type="checkbox"/> (3) Research materials prepared by others | <input type="checkbox"/> (7) Company press releases |
| <input type="checkbox"/> (4) Corporate rating services | <input type="checkbox"/> (8) Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| <input type="checkbox"/> (1) Long term purchases (securities held at least a year) | <input type="checkbox"/> (5) Margin transactions |
| <input type="checkbox"/> (2) Short term purchases (securities sold within a year) | <input type="checkbox"/> (6) Option writing, including covered options, uncovered options, or spreading strategies |
| <input type="checkbox"/> (3) Trading (securities sold within 30 days) | <input type="checkbox"/> (7) Other (explain on Schedule F) |
| <input type="checkbox"/> (4) Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

5. Education and Business Standards.

Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....

☐ ☒

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|---|---|
| <input type="radio"/> (1) broker-dealer | <input type="radio"/> (7) accounting firm |
| <input type="radio"/> (2) investment company | <input type="radio"/> (8) law firm |
| <input type="radio"/> (3) other investment adviser | <input type="radio"/> (9) insurance company or agency |
| <input type="radio"/> (4) financial planning firm | <input type="radio"/> (10) pension consultant |
| <input type="radio"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="radio"/> (11) real estate broker or dealer |
| <input type="radio"/> (6) banking or thrift institution | <input type="radio"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

Yes No

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?...

☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

9. Participation of Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☒ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☒ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No

☒ ☐

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

SEE SCHEDULE F

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

SEE SCHEDULE F

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|----------------------------------|-----------------------|
| (1) securities to be bought or sold? | Yes | No |
| | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of the securities to be bought or sold? | Yes | No |
| | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used? | Yes | No |
| | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates paid? | Yes | No |
| | <input checked="" type="radio"/> | <input type="radio"/> |

B. Does applicant or a related person suggest brokers to clients? ☒ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commission higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|----------------------------------|----------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes | No |
| | <input checked="" type="radio"/> | <input type="radio"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="radio"/> | <input checked="" type="radio"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? ☐ Yes ☒ No

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
1.D	<p><u>INTRODUCTION</u></p> <p>This brochure provides information about the qualifications and business practices of Cygnus Capital LLC. Please contact Shawn Willard if you have any questions about the contents of this brochure. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any State securities authority.</p> <p>Additional information about Cygnus is available on the Internet at:</p> <p><i>http://www.adviserinfo.sec.gov/IAPD/Content/lapdMain/iapd_SiteMap.aspx.</i></p> <p>You can search this site by a unique identifying number, known as a CRD number. The CRD number for Cygnus is 144377.</p> <p><u>PORTFOLIO MANAGEMENT SERVICES</u></p> <p>Through personal discussions with the client, Cygnus will establish the client's goals and objectives, financial situation, and risk tolerance. Based on this information, Cygnus will continuously invest and reinvest the client's portfolio. Cygnus will manage the portfolio on a discretionary basis, unless the client agreement specifically states Cygnus will not exercise discretion.</p> <p>Typically, Cygnus will create a portfolio consisting of one or more of the following: individual equities, bonds, options, warrants, municipal securities, certificates of deposit, money market funds, exchange traded funds, no-load and load-waived mutual funds, closed-end funds, and other investment products. Cygnus will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances. Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.</p> <p>Where appropriate, after client consultation, Cygnus may allocate a portion of a portfolio to investment management programs provided by independent third-party investment managers. Factors considered in making this recommendation include account size, risk tolerance, the opinion of each client and the</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 1

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
	<p>investment philosophy of the third party manager. Cygnus will monitor the performance of the selected manager(s). If Cygnus determines that a particular selected manager is not providing adequate management services for the client, or is not managing the client's portfolio in a manner consistent with the client's needs or objectives, Cygnus will have the authority to remove the client's assets from the manager and, if Cygnus deems appropriate, place the client's assets with another manager. Fees charged by the manager and expenses of executing transactions directed by the manager will be paid by the client and are in addition to the fees owed to Cygnus.</p> <p><u>ADVISORY FEES</u></p> <p>Except as otherwise provided in the client agreement, the annual fee for Cygnus' portfolio management services will be calculated as a percentage of client assets under management, according to the schedules below:</p> <p><u>Accounts Up to \$5,000,000 :</u></p> <p>Value of Portfolio Maximum Annual Fee Up to \$500,000 1.50% \$500,001 to \$1,000,000 1.25% \$1,000,001 to \$5,000,000 1.00%</p> <p><u>Accounts Over \$5,000,000:</u></p> <p>For accounts over \$5,000,000, fees will be calculated separately on each class of asset in the portfolio, within the following ranges, as described in the client agreement:</p> <p>Asset Class Range of Fee Cash & Money Markets 0.25% Fixed Income 0.60% - 1.00% Mutual Funds 0.75% - 1.25% Equities, Closed-End Funds 0.75% - 1.25% Options & Other Investments</p> <p><u>Accounts Holding Only Fixed Income Investments</u></p> <p>For clients whose portfolio is invested solely in fixed income investments, Cygnus may agree, in its discretion, to charge an annual fee with a fixed percentage that will typically range between 0.25% to 1.00% per annum.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 2

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
	<p>Fee Practices: Unless other provided in the client agreement, fees are billed quarterly, in advance, at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter; provided, fees for the first and last quarters shall be calculated as stated in the client agreement. Fees are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.</p> <p>Possibility of Lower Fees: Clients should be aware that lower fees for comparable services may be available from other advisers.</p> <p>Negotiability of Fees: In certain circumstances, Cygnus may agree to negotiate its fees. Cygnus may charge different clients receiving the same services different fees. The above fee schedules are the firm's basic fee schedules generally charged to clients absent negotiable circumstances.</p> <p>Direct Debiting of Fees: The client agreement will provide that the each broker-dealer or other qualified custodian holding the client's account may pay Cygnus' fees upon receipt of our quarterly invoice, without further inquiry and without notifying or obtaining the client's consent. All fees will be shown on the quarterly statements provided by the qualified custodian to the client.</p> <p>Mutual Fund Fees: All fees paid to Cygnus for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in mutual funds directly, without the services of Cygnus. In that case, the client would not receive the services provided by Cygnus which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Cygnus to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p><b &="" b="" refunds:<="" terminations=""> A client agreement may be canceled at any time, by either party, for any reason, by written notice to the other party, as provided in the client agreement. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement. In the event of withdrawal of funds or the termination of the account,</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 3

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---------------------------------------	------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
3.K & 3.L	<p>customary commissions and other expenses associated with liquidating or transferring the account will be charged to the client.</p> <p><u>TYPES OF INVESTMENTS</u></p> <p>Cygnus may recommend to advisory clients investments in private placement offerings of interests in limited partnerships and limited liability companies, master limited partnerships, hedge funds, private equity and other pooled investment partnerships. Additional information about the fees related to such investments is included in the offering documents provided to prospective investors. Because these types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.</p>	
4.A(5), 4.B(8) & 4.C(7)	<p><u>METHODS OF ANALYSIS, SOURCES OF INFORMATION & STRATEGIES</u></p> <p>Cygnus generally employs those methods of analysis, sources of information, and investment strategies indicated on Form ADV - Part II, Item 4. However, Cygnus may, in its discretion, and the client authorizes Cygnus, to employ other methods of analysis, sources of information, and investment strategies as Cygnus deems appropriate for the client's individual circumstances.</p>	
6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>SHAWN PATRICK WILLARD Born: 1966</p> <p>EDUCATION Portland State University, Portland, OR - Graduated 1992 (B.S. Finance)</p> <p>EMPLOYMENT President, Sole Member of Cygnus Capital LLC - May 2007 to present President, Rubicon Global Asset Management, LLC - April 2006 to June 2007 Registered Representative, Wedbush Morgan Securities - October 2003 - April 2006 Vice President, Needham & Company, Inc. - May 1999 - June 2003 Vice President, Black & Company, Inc. - January 1996 - May 1999</p>	
9.	<p><u>PROFESSIONAL EXAMINATIONS</u> NASD Series 7, 1994 NASD Series 63, 1994 NASD Series 65, 2007</p> <p><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></p> <p>Cygnus has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Cygnus's Code of Ethics describes the firm's fiduciary duties</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 4

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
11.A & 11.B	<p>and responsibilities to clients, and sets forth Cygnus's practice of supervising the personal securities transactions of supervised persons with access to client information.</p> <p>Individuals associated with Cygnus may buy or sell securities for their personal accounts identical to or different than those recommended to clients. It is the expressed policy of Cygnus that no person employed by Cygnus shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients. Subject to the Code of Ethics, Cygnus and its employees are permitted to trade for their own accounts side-by-side and in block transactions (see below) with the firm's clients in the same securities, and at the same time. However, neither Cygnus nor its employees are permitted to trade for their own accounts on the same day in the same security with respect to which Cygnus receives from a client an unsolicited order to buy or sell.</p> <p>To supervise compliance with its Code of Ethics, Cygnus requires that anyone associated with the firm who has access to information regarding client investment recommendations or transactions must provide an annual securities holdings report and quarterly transaction reports to the firm's Chief Compliance Officer. Cygnus requires such access persons to also receive approval from the Chief Compliance Officer prior to investing in any IPOs or private placements (limited offerings). Clients should be aware that currently, Cygnus' President is also the firm's Chief Compliance Officer, as well as its portfolio manager.</p> <p>Cygnus requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Cygnus' Code of Ethics also includes the firm's policy prohibiting the use of material non-public information. Any individual who fails to abide by the firm's Code of Ethics may be subject to discipline. Cygnus will provide a complete copy of its Code of Ethics to any client upon request to the Chief Compliance Officer at Cygnus' principal address.</p> <p><u>REVIEW OF ACCOUNTS & REPORTS OF ACCOUNTS</u></p> <p>Reviews: Client accounts are reviewed at least monthly by Cygnus' portfolio manager. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p>Reports: Clients will receive monthly and/or quarterly statements and</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 5

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
12.A	<p>confirmations from their respective broker-dealer(s) and/or custodian(s). Cygnus will provide additional reports as provided in the client agreement.</p> <p><u>INVESTMENT DISCRETION</u></p> <p>For discretionary clients, Cygnus requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in the client agreement. Clients may change or amend these limitations at any time. Such amendments shall be submitted in writing.</p> <p>Cygnus will endeavor, where reasonably practical and when advantageous to clients, to aggregate customers orders into a block order. Block trading allows Cygnus to execute equity trades in a more timely, equitable manner and to reduce overall commission charges to clients because transaction costs are generally shared on a pro-rated basis among all accounts included in the block. Subject to its obligations under the Code of Ethics, Cygnus and its employees may participate in blocks orders entered through Cygnus' exercise of discretion, as long as Cygnus and its employees participate in the block on the same terms as the clients.</p>
12.B	<p><u>BROKERAGE DISCRETION & RECOMMENDATIONS</u></p> <p>Unless otherwise provided in the client agreement, Cygnus will have discretion to select broker-dealers to effect transactions for client's account. Cygnus will endeavor to select broker-dealers that it believes will provide the best services at the lowest commission rates possible under the circumstances. The reasonableness of commissions are based on the broker's ability to provide professional services, competitive commission rates, research and other services that will help Cygnus in providing investment management services to all of its clients. Cygnus may, therefore direct client transactions to brokers who provide useful research and brokerage services even though lower commissions may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all of the firm's clients, and not all of such services may be useful for the account for which the particular transaction was effected.</p> <p>Cygnus may, but is not required to, accept clients who instruct Cygnus to execute all transactions through a particular broker. In the event that a client directs Cygnus to use a particular broker or dealer, it should be understood that under those circumstances Cygnus will not have authority to negotiate commissions, obtain volume discounts and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to other clients. Further, such clients will likely not participate in block trades executed through the broker that</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 6

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
13.A	<p>maintains Cygnus' other client accounts, and as a result, the client will not benefit from the cost savings and other advantages of block trading. Additionally, clients whose accounts are held at such custodians (see below) may be charged additional transaction charges when orders are directed to a broker designated by the client.</p> <p>Cygnus participates in Institutional Services Programs offered to independent investment advisers by various registered broker-dealers. Clients in need of brokerage and custodial services will typically have these custodians recommended to them. Cygnus is independently owned and operated, and is not affiliated with these custodians. As part of the Institutional programs, the broker-dealers normally provides Cygnus with access to its institutional trading and operations services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as at least a minimum balance of advisors clients account assets are maintained at the broker dealer. These services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. For Cygnus client accounts maintained in its custody, the broker-dealers generally do not charge separately for custody. The broker-dealer is compensated by account holders either (i) through a quarterly fee based on a percentage of the account value, or (ii) through commissions or other transaction-related fees for securities trades that are executed through the broker-dealer or that settle into the broker-dealers accounts.</p> <p>The Institutional brokerage programs will generally be recommended to advisory clients for the execution of mutual fund, equity, and other securities transactions. Cygnus regularly reviews these programs to ensure that its recommendation is consistent with its fiduciary duty. These trading platforms are essential to Cygnus service arrangements and capabilities, and Cygnus may not accept clients who direct the use of other brokers. As part of this program, Cygnus receives benefits that it would not receive if it did not offer investment advice (See Item 13.A. of this Schedule F).</p> <p><u>ADDITIONAL COMPENSATION</u></p> <p>The broker-dealers make available to Cygnus products and services that benefit Cygnus but may not benefit its clients accounts. Some of these other products and services assist Cygnus in managing and administering clients accounts.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 7

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: CYGNUS CAPITAL LLC	SEC File Number: 801- 68050	Date: 3/24/09
---	---	----------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
	<p>These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Cygnus's fees from its clients accounts; and assist with back-office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Cygnus's accounts, including accounts not maintained at any one particular broker-dealer.</p> <p>The various broker-dealers also makes available to Cygnus other services intended to help Cygnus manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, the broker-dealers may make available, arrange and/or pay for these types of services to Cygnus by independent third parties. The broker-dealers may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to Cygnus. While as a fiduciary, Cygnus endeavors to act in its clients' best interests, and Cygnus's recommendation that clients maintain their assets in accounts at these broker-dealers may be based in part on the benefit to Cygnus of the availability of some of the foregoing products and services, and not solely on the nature, cost or quality of custody or brokerage services provided by these broker-dealers, which may create a potential conflict of interest.</p> <p><u>OTHER MATTERS</u></p> <p>Class Actions, Bankruptcies and Other Legal Proceedings: Client's should note that Cygnus will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Cygnus to transmit copies of class action notices to the client or a third party. Upon such direction, Cygnus will make commercially reasonable efforts to forward such notices in a timely manner.</p> <p>Proxy Voting: As a matter of firm policy and practice, Cygnus does not accept the authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Cygnus, however, may provide advice to clients regarding the clients voting of proxies.</p>

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant:	SEC File Number:	Date:
	CYGNUS CAPITAL LLC	801- 68050	3/24/09

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CYGNUS CAPITAL LLC	IRS Empl. Ident. No.:
---	-----------------------

Item of Form (identify)	Answer
	Client Agreement: In the event of any discrepancy or conflict between the information contained in this Schedule F and the client agreement, the client agreement shall control.