

Brochure

Form ADV Part 2A

Item 1 - Cover Page

Cypress
CAPITAL



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www.jp2management.com

January 30, 2025

This Brochure provides information about the qualifications and business practices of Cypress Capital, LLC, which also conducts business under the name “JP2 Management.” If you have any questions about the contents of this Brochure, please contact us at (615) 467-6075 or info@cypresscapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Cypress Capital, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Cypress Capital, LLC also is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Material Changes

Registered Investment Advisers are required to use the Brochure to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include the annual provision of a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update" filing. In the event of any material changes, such Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 27, 2024. Of course, the complete Brochure is available to clients at any time upon request.

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Item 4 - Advisory Business

General Information

Cypress Capital, LLC (“Cypress Capital”) was formed in 2014, and provides financial planning, portfolio management, retirement plan advice, research reports, sub-adviser and model portfolio services to our clients. Cypress Capital also does business under the name “JP2 Management.”

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Please see ***Brochure Supplements***, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2023, Cypress Capital managed \$400,994,432 on a discretionary basis, and no assets on a non-discretionary basis.

SERVICES PROVIDED

At the outset of each client relationship, we spend time with you, asking questions, discussing your investment experience and financial circumstances, and reviewing options for you. Based on our reviews, we generally develop with you:

- a financial outline for you based on your financial circumstances and goals, and your risk tolerance level (the “Financial Profile” or “Profile”); and
- your investment objectives and guidelines (the “Investment Plan” or “Plan”).

The Financial Profile reflects your current financial picture and a look to your future goals. The Investment Plan outlines the allocation of investments among proprietary models that we manage or other appropriate individual securities. Your allocation among these proprietary models and/or other securities will be determined based on your goals, investment objectives and particular willingness and ability to assume various levels of risk. The Profile and the Plan are discussed regularly with you, but are not necessarily written documents.

Where we provide limited financial planning or general consulting services, we will work with you to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Portfolio Management

To implement your Investment Plan, we will manage your investment portfolio on a discretionary basis. As a discretionary investment adviser, we will have the authority to supervise and direct your portfolio without prior consultation with you.

Notwithstanding the foregoing, you may impose certain written restrictions on us in the management of your investment portfolio, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. You should note, however, that restrictions imposed by you may adversely affect the composition and performance of your investment portfolio. You should also note that your investment portfolio is treated individually by considering each purchase or sale for your account. For these and other reasons, performance of your investment portfolio within the same investment objectives, goals and/or risk tolerance may differ and you should not expect that the composition or performance of your investment portfolio would necessarily be consistent with similar clients of ours.

Financial Planning Services

Financial planning may address areas such as trust and estate coordination, charitable giving and foundation consulting, retirement planning for companies, tax coordination and minimization, family legacy planning, general cash flow planning, and insurance analysis. The scope of the services and fees for financial planning will be negotiated with each client at the time of engagement for the applicable project.

Estate Distribution Services

Upon the death of a client, the executor (or person serving in a similar role) of the client's estate may engage us to assist in the distribution of assets held at a custodian where we are listed as the investment adviser of record on the account(s). Such services generally include assisting with transfer of registration of the assets, establishing accounts as needed, trading assistance, and assistance with distributions to the estate, trust beneficiary account(s), inherited IRA accounts, etc. This could include collaboration with the client's attorney and CPA, as necessary.

Sub-Adviser Services

Other registered investment advisers and investment professionals (the "Primary Advisers") may recommend or hire us to manage your assets. In these arrangements, we will implement and manage an investment strategy in your account; however, we do not serve as your Primary Adviser. The Primary Adviser will retain direct contact with you and will manage the client relationship. We may contract directly with the Primary Adviser to provide investment advisory services, or alternatively, depending on the contractual arrangement you have with the Primary Adviser, we may enter into an advisory contract directly with you.

We will have exclusive investment discretion as to which securities shall be purchased or sold in your sub-advised account in a manner consistent with your selected product, investment objectives, policies and restrictions (if any) and the capabilities of the broker-dealer. In order to determine whether the strategy is suitable for you, the Primary Adviser and you are responsible for ascertaining the goals and objectives of the portfolio in question. It is the responsibility of the Primary Adviser and/or you to promptly notify us of any changes in your financial condition that would necessitate a change in your investment objective.

Sub-adviser Services Through Third-Party Wrap Fee Programs

Cypress Capital serves as a sub-adviser in Wrap Fee Programs in which the Wrap Program Sponsors (e.g., broker-dealers, investment advisers) can hire us to manage your assets. Clients have a contract with the Sponsor, and we enter into an agreement with the Sponsor to provide discretionary investment advisory services to the Sponsor's Clients. Clients of the Sponsor generally receive a package of services for one all-inclusive "wrap fee." Such services include the following: discretionary investment management, trade execution, account custody, and performance monitoring. The Sponsor will: (1) assist clients in defining their investment objectives based on information provided by the clients; (2) determine whether the given wrap fee arrangement is suitable for each client; (3) aid in the selection and monitoring of investment advisers (whether Cypress Capital or another adviser) to manage accounts (or a portion of account assets); and (4) periodically contact clients to ascertain whether there have been any changes in clients' financial circumstances or objectives that warrant changes in the arrangement or the manner in which clients' assets are managed. Client information is generally channeled to Cypress Capital through the program Sponsor, and Cypress Capital relies on the Sponsor to forward current and accurate client information on a timely basis to assist in the day-to-day management of wrap accounts. Upon request, we will work with you and might be able to accommodate your specific restrictions for your account. You may contact Cypress Capital directly concerning your account.

Wrap fee arrangements are not suitable for all clients. When evaluating wrap fee arrangements, you should consider a number of factors including, but not limited to: the applicable wrap fee; account size; anticipated account trading activity; your financial needs; circumstances and objectives; and the value of the various services provided. In some instances, these services may be obtained at a lower aggregate cost if purchased separately.

Although Cypress Capital is typically responsible for directing trades to brokers or dealers that it believes can provide best execution, trades for asset-based wrap fee accounts are generally executed by the Sponsor so that clients are not charged commissions on the trades, as would be the case if Cypress Capital were to direct trades to other broker-dealers for execution. Even if another broker-dealer quotes a more favorable price than that quoted by the Sponsor in a given trade, the aforementioned lower price, along with the added commission may, on balance, be less favorable to clients than the Sponsor's higher quoted price. Broker-dealer Sponsors providing execution services under a wrap fee are responsible for providing best price and execution for client trades. Also, for asset-based wrap fees which cover trades executed by a broker-dealer Sponsor, clients are charged both commissions on trades executed by other broker-dealers, as well as "mark-ups" and "mark-downs" on trades affected by the Sponsor or another dealer as principal, as well as: odd-lot differentials; transfer taxes; handling charges; exchange fees; offering concessions; underlying expenses of mutual funds and ETFs, and other charges imposed by law with regard to transactions in client accounts. Because Sponsors receive no commissions from trades affected on an agency basis, Sponsors have an incentive to affect trades as principal to obtain "mark-ups" and "mark-downs."

Model Portfolios on Third-Party Platforms

We also provide Model Portfolio recommendations (buy and sell signals, including the timing of such transactions) to broker/dealers, investment advisers, or other financial services companies who, in turn, offer the Model Portfolio to their respective clients. Model Portfolio recommendations are provided on a non-discretionary basis and we have no supervisory or oversight responsibilities with regard to the clients' assets invested according to the Model Portfolio by another service provider.

Cypress Capital Research Reports or Other Publications

We provide stock market and economic commentary and research to individual and institutional clients. These materials may be utilized by you in your own investment decision-making processes.

Retirement Plan Advisory Services

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. We will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and (iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services.

The Employee Retirement Income Security Act of 1974 ("ERISA") sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, we will be considered a fiduciary under ERISA. For example, we will act as a fiduciary when providing non-discretionary investment advice to the Plan Fiduciaries by recommending a suite of investments as choices among which Plan Participants may select. Also, to the extent that the Plan Fiduciaries retain us to act as an investment manager within the meaning of ERISA § 3(38), we will provide discretionary investment management services to the Plan.

Fiduciary Management Services

- *Discretionary Management Services*

When retained as an investment manager within the meaning of ERISA § 3(38), we provide continuous and ongoing supervision over the designated retirement plan assets. We will actively monitor the designated retirement plan assets and provide ongoing management of the assets. When applicable, we will have discretionary authority to make all decisions to buy, sell or hold securities, cash or other

investments for the designated retirement plan assets in our sole discretion without first consulting with the Plan Fiduciaries. We also have the power and authority to carry out these decisions by giving instructions, on your behalf, to brokers and dealers and the qualified custodian(s) of the Plan for our management of the designated retirement plan assets.

- *Discretionary Investment Selection Services*

We will monitor the investment options of the Plan and add or remove investment options for the Plan without prior consultation with the Plan Fiduciaries. We will have discretionary authority to make and implement all decisions regarding the investment options that are available to Plan Participants.

Fiduciary Consulting Services

- *Investment Selection Services*

We will provide Plan Fiduciaries with recommendations of one or more investment options consistent with ERISA section 404(c), specifically Model Portfolios. Plan Fiduciaries retain responsibility for the final determination of investment options and for compliance with ERISA section 404(c).

- *Non-Discretionary Investment Advice – Model Portfolios*

We will provide recommendations with respect to Model Portfolios among which Plan Participants may choose to invest as Plan options.

Rollover Recommendations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of: 1) Leaving the funds in your employer's (former employer's) plan; 2) moving the funds to a new employer's retirement plan; 3) cashing out and taking a taxable distribution from the plan; and/or 4) rolling the funds into an IRA rollover account. Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney. Our recommendations may include any of them, depending on what we feel is in your best interest.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. As a fiduciary, we are required to document the reason(s) for why the recommendation we made is in your best interest.

Item 5 - Fees and Compensation

General Fee Information

Unless engaged through a wrap program, fees paid to us are exclusive of all custodial and transaction costs paid to your custodian, brokers or other third-party consultants. Please see ***Item 12 – Brokerage Practices*** for additional information. Fees paid to us are also separate and distinct from the fees and expenses charged

by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). You should review all fees charged by funds, brokers, Cypress Capital and others to fully understand the total amount of fees paid by you for investment and financial-related services.

Financial Planning Fees

Depending on the financial advisor providing the planning services, a separate fixed fee of up to \$2,500 will be assessed. In other cases, financial planning may be included with portfolio management services for no additional charge. Any fees will be agreed upon by you and us prior to providing the services and will be fully described in your Financial Planning agreement with us. Fees are payable upon delivery of the financial plan. If services are terminated prior to conclusion of the planning services, a pro rata fee will be assessed based on the portion of the services completed prior to termination.

Portfolio Management Fees

The annual fee schedule for portfolio management services is based on a percentage of assets under management and ranges up to 1.4% annually. Our fees may be negotiable in our sole discretion based upon, among other things, anticipated future earning capacity, anticipated future additional assets, value of assets to be managed, related accounts, account composition, asset types, account retention and services to be provided. In most circumstances, a tiered fee schedule will be provided. Based on the foregoing, some clients will pay more or less than other clients for the same management services. Further, some clients' fee schedules are based on prior contractual arrangements and/or historical fee schedules that differ from our current fee arrangements. Specific fee arrangements are described fully in your Investment Management Agreement ("Agreement") with us.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. With your authorization, unless other arrangements are made, fees are normally debited directly from your account(s).

You have the option of having unmanaged accounts that you hold with our recommended custodian(s) included in your consolidated portfolio reports. The fee for reporting services is \$12.50 per/account paid quarterly in advance. With your authorization, the reporting fee will be deducted from your account. Unmanaged accounts are not included in the household value when we calculate our portfolio management fees. Reporting fees are non-refundable.

The minimum portfolio value is generally set at \$500,000. Should the market value of your account fall below the stated minimum, as agreed to in your Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Either you or Cypress Capital may terminate your Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to you based on the number of days that the account was managed, and any fees due to us from you will be invoiced or deducted from your account prior to termination.

Estate Distribution Services Fees

Our fee for estate distribution services ranges up to \$2,500, depending on the overall complexity of the situation. Your specific fee arrangement will be set forth in your agreement with us. Fees are payable upon conclusion of the services. Should you elect to terminate the estate distribution engagement before the services are completed, you will be assessed a pro-rata fee reflecting the degree to which the services have been completed.

Retirement Plan Advisory Services Fees

Fees for retirement plan advisory services are individually negotiated with the Plan Fiduciary at the time of the engagement. Among other factors, fees may be based on the specific suite of services requested and the size and complexity of the plan. Fees may take the form of an hourly or fixed amount and/or a percentage fee based on the value of the plan assets under management or advisement. Plan Sponsors can decide whether the fees will be paid directly by the Plan Sponsor or deducted from Plan assets. The specific fee arrangement, manner, and timing of fee payments will be set forth in the Plan's written agreement with us. Our fees are separate from and additional to any third-party administrative, custodial, recordkeeping, or transaction fees incurred by the Plan and any Plan Participant accounts. We do not share in any part of these fees.

Either you or Cypress Capital may terminate the advisory agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to you based on the number of days that the account was managed, and any fees due to us from you will be deducted from your account prior to termination.

Sub-Advisory Services

When other advisers and investment professionals (i.e., the Primary Advisers) hire/recommend us to manage their clients' accounts, there are three components that comprise the fee/pricing structure in the sub-advisory relationship: the Primary Adviser's management fee, Cypress Capital's management fee, and the broker-dealer's fee for brokerage and custody services. Our fee is separately negotiated with each Primary Adviser and is a percentage fee based on your assets under management, which typically ranges from 0.25% - 0.50% annually. You should see your Primary Adviser's disclosure brochure for more information regarding the adviser's fees, as they will vary by adviser. Unless invested through a wrap program, the broker-dealer will charge a transaction fee on trades executed in your account and may also charge custodial and other fees.

The minimum portfolio value generally ranges from \$50,000 - \$100,000 depending on the particular sub-advisory program. Should the market value of your account fall below the stated minimum, as agreed to in your Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Third-Party Wrap Programs Fees

A wrap fee generally includes trade execution and custodial services provided by the wrap program sponsor. Investors should review the sponsor's disclosure brochure for details regarding any specific wrap program. Depending on the particular program, the wrap fee you pay may also include our advisory fee, which would be payable by the sponsor to us. Other programs may require us to enter into a separate agreement with you, in which case you would pay us directly by automatic fee deduction via the custodian unless you otherwise request in writing to be invoiced quarterly. When one or more Managers are utilized, the Manager(s)' fees will be separate from and in addition to our fee.

Model Fees on Third-Party Platforms

Fees for Model Portfolio recommendations are individually negotiated with each Third-Party Platform where our models are offered. We do not maintain a standard fee schedule for such services. Your broker/dealer, investment adviser, or other financial services company will make arrangements with you to directly invoice the Model Provider Fee or automatically deduct the fee from the fee account, which would be payable by the firm to us. Specific fee arrangements will be described fully in your agreement with your financial advisor, broker/dealer and/or custodian.

Cypress Capital's Research Reports or other Publications

The subscription to CypressCapital.com is \$275 annually and includes a weekly report that summarizes the firm's independent analysis, a weekly digest report of what has occurred in key markets, and access to regularly updated charts of a range of market indicators.

The annual subscription fee is not negotiable and is paid yearly in advance of publication. While subscribers may cancel their subscription at any time directly from the website, there is no early cancellation/refund policy. Subscribers will be opted into an auto-renewal process for future renewals. Subscribers will receive a notice within 30 days prior to each renewal which will serve to remind them their subscription will auto-renew or they can choose to cancel. Clients who have retained us for investment management services (i.e., have a managed account) receive a free subscription during the time in which they maintain a managed account.

Other Compensation

Various individuals employed with Cypress Capital are licensed to sell insurance and entitled to receive commissions or other remuneration on the sale of insurance products. As such, they are able to effect insurance transactions and will receive separate, yet customary compensation. A conflict of interest exists in that such individuals may recommend the purchase of insurance products due to the receipt of compensation rather than your best interest. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission and a management fee to us on the same pool of assets.

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

We do not have any performance-based fee arrangements. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because we have no performance-based fee accounts, we have no side-by-side management.

Item 7 - Types of Clients

We serve individuals, high net worth individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for direct portfolio management services is \$500,000. The minimum portfolio value for sub-advisory services ranges from \$50,000 to \$100,000, depending on the specific program. There is no minimum annual fee. Under certain circumstances and in our sole discretion, we may negotiate such minimums.

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

Methods of Analysis

The portfolios managed at Cypress Capital will utilize both quantitative and qualitative research methods. Investment decisions will be drawn from internally designed criteria as well as information obtained from external research providers such as Zephyr and Morningstar. The securities utilized in client portfolios will primarily consist of ETFs, mutual funds, individual equities and/or bonds. For certain designated models option overwriting and/or hedging techniques may be employed as an income producing and/or risk reduction strategy.

Investment Strategies

We have developed the specific investment strategy models described below and will typically utilize one or a combination of the strategies, balanced with your needs in mind.

Strategic Income Model - This Model is designed to produce current income while attempting to mitigate interest rate risk. The model's primary goal is current income with a secondary goal of capital appreciation. The strategy will typically invest at least 80% of its assets in various income producing instruments and at times use hedging strategies in an attempt to reduce portfolio duration.

Select Dividend Model - For the Select Dividend Model, we invest in the top 5%, as measured by market capitalization, of fundamentally sound franchise companies with either above market yield or high dividend growth based on our proprietary assessment methodology. This Model may hold elevated levels of cash or

ultra-short-term fixed income levels if market conditions indicate. While we seek continued income at an increasing rate with this Model, we are also looking for some capital appreciation.

Global Allocation Model - As the name implies, the Global Allocation Model is a tactical, broad based asset allocation model with a domestic bias utilizing low cost-efficient ETFs. This Model offers exposure to seven distinct asset classes while incorporating a currency neutral approach to international exposure. Our primary goal is to identify risk in markets then utilize diversification across less correlated asset classes to reduce volatility and limit downside losses.

US Opportunity - The US Opportunity strategy allows for a client's portfolio to be invested in as much as 100% equities with a minimum of 50% when market risk rises. US Opportunity is an all-capitalization, growth-biased strategy which typically invests in 30 to 40 equity positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Asset Neutral Portfolio - Asset Neutral invests across five broad asset classes within a disciplined, quantitative risk management framework that seeks to avoid significant drawdowns. Starting from an equally weighted base allocation comprised of typically liquid, low-cost exchange traded funds, the portfolio has the ability to move out of each risky asset class and into short term cash/fixed income. The portfolio also generally allocates half its foreign equity allocation to currency hedged vehicles and half its fixed income allocation to TIPs.

Global Equity and Income - The Global Equity Income strategy invests in individual equities and low-cost ETFs, diversified across eight asset classes. The strategy is a combination of the Cypress Capital's Global Allocation and Select Dividend strategies.

Technology & Innovation - The Technology & Innovation strategy is a market cap agnostic strategy that seeks out companies that the portfolio managers believe introduce efficiencies and responsible approaches in industries including (but not limited to) transportation, alternative energy, finance, construction, electric vehicles, health sciences, cybersecurity, and artificial intelligence. The portfolio also has the ability to move out of equities and into cash or short duration fixed income in an attempt to reduce risk in some environments, as the managers seek to improve risk adjusted returns by making risk management and managing drawdowns one of the priorities of the portfolio.

**While our goal is to always adhere to the recommended maximum and minimum asset allocation constraints, market conditions or other special situations may cause a greater variance with any of our models.*

Trading Strategies

In the course of our management process and as appropriate on a case-by-case basis, we will employ any of the following trading strategies.

- **Long-Term Purchases:** Long-term purchases generally involve the acquisition of an investment instrument and holding it for a period of at least one year.
- **Short-Term Purchases:** Short-term purchases generally involve the acquisition of an investment instrument and holding it for a period of not more than one year.
- **Trading:** Trading generally involves the acquisition of an investment instrument and holding it for a period of not more than thirty days.
- **Margin Trading:** Margin trading, or "trading on margin," as it is generally stated, involves the ability to purchase a dollar value of securities that is greater than the dollar value of funds you have available

for the purchase. Essentially, trading on margin means that you can borrow additional funds, generally from the firm that holds your brokerage account, to purchase investment instruments that exceed the amount with which you have funded your account.

- **Option Writing (including covered/uncovered options or spreading strategies):** We will also employ the use of options trading in the event that such trading complements an investment strategy we may be carrying out for a particular client. An option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e., the “exercise price”) by exercising the option before its specified expiration date. Options giving you the right to buy are called “call” options. Options giving you the right to sell are called “put” options. When trading options on behalf of a client, we may use covered or uncovered options or various strategies such as spreads and straddles. Covered options involve options trading when you own the underlying instrument on which the option is based. Uncovered options involve options trading when you do not own the underlying instrument on which the option is based. Spread options are options whose values are derived from the difference in price of two different underlying assets or components.

Risk of Loss

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses. While we seek to diversify your investment portfolio across various asset classes consistent with your Investment Plan in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that your investment portfolio will be able to fully meet your investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that your investment portfolio faces, and that investors must be prepared to bear.

Capital Risk - Capital risk is one of the most basic, fundamental risks of investing; it is the risk that you may lose 100 percent of your money. All investments carry some form of risk and the loss of capital is generally a risk for any investment instrument.

Credit Risk - Credit risk can be a factor in situations where an investment’s performance relies on a borrower’s repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e., borrowed funds) are subject to credit risk.

Currency Risk - Fluctuations in the value of the currency in which your investment is denominated may affect the value of your investment and thus, your investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment you own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, Euro, Japanese yen, etc.).

Economic Risk - The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

Financial Risk - Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be

found in cases like Enron or many of the “dot com” companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

Higher Trading Costs - For any investment instrument or strategy that involves active or frequent trading, you may experience larger than usual transaction-related costs. Higher transaction-related costs can negatively affect overall investment performance.

Inflation Risk - Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than what they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.

Interest Rate Risk - Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest-paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Legal/Regulatory Risk - Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus can have a negative impact on the overall performance of such investments.

Liquidity Risk - Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e., not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore can have a negative impact on investment returns.

Margin Risk

- You can lose more funds than you deposit in a margin account. A decline in value of securities that are purchased on margin may require you to provide additional funds to the custodian holding your margin account in order to avoid a forced sale of those securities or other securities in your account.
- The custodian holding your margin account can force the sale of securities in your margin account. If the equity in your account falls below the margin maintenance level required by law or below the custodian’s “house” requirement, the custodian can sell the securities in your account to cover the margin deficiency. You will be responsible for any shortfall in the account after such sale.
- Securities can be sold without contacting you prior to sale. Some investors mistakenly believe they must be contacted before a margin call becomes valid and that securities in their accounts cannot be liquidated to meet the call unless they have been contacted ahead of time. Most firms will attempt to notify you of margin calls; however, they are not required to do so. Even if the custodian has contacted you to provide a specific date by which you can meet a margin call, the custodian can still take necessary steps to protect its financial interests, including immediately selling the securities without notice to you.

- You are not entitled to choose which securities in your margin account are liquidated or sold to meet your margin call. Because the securities are used as collateral for the margin loan, the custodian has the right to decide which securities to sell in order to protect its interests.
- The custodian can increase its “house” maintenance requirements at any time and is not required to provide you with advance, written notice. These changes in policy can take effect immediately and may result in the issuance of a margin maintenance call. Your failure to satisfy this call may cause a forced liquidation in your account.
- You are not entitled to an extension of time on a margin call. While an extension of time to meet margin requirements may be available to clients under certain conditions, a client does not have the right to the extension.

Market Risk - The market value of an investment will fluctuate as a result of the occurrence of the natural economic forces of supply and demand on that investment, its particular industry or sector, or the market as a whole. Market risk may affect a single issuer, industry or sector of the economy or may affect the market as a whole. Market risk can affect any investment instrument or the underlying assets or other instruments held by or traded within that investment instrument.

Operational Risk - Operational risk can be experienced when an issuer of an investment product is unable to carry out the business it has planned to execute. Operational risk can be experienced as a result of human failure, operational inefficiencies, system failures, or the failure of other processes critical to the business operations of the issuer or counter party to the investment.

Options Risk - A small investment in options could have a potentially large impact on an investor’s performance. The use of options involves risks different from, or possibly greater than, the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile, illiquid and difficult to value, and there is the risk that a hedging technique will fail if changes in the value of a derivative held by an investor do not correlate with the securities being hedged. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Technical Analysis Risk (Past Performance) - Charting and technical analysis are often used interchangeably. Technical analysis generally attempts to forecast an investment’s future potential by analyzing its past performance and other related statistics. In particular, technical analysis often involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer.

Strategy Risk - There is no guarantee that the investment strategies discussed in this document will work under all market conditions and you should evaluate your ability to maintain any investment you are considering in light of your own investment time horizon. Investments are subject to risk, including possible loss of principal.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Cypress Capital or the integrity of our management. We have no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Certain financial advisors of Cypress Capital are also licensed insurance agents. In their separate and individual capacities, they will earn commissions and other compensation when they effect sales of insurance products.

Commission-based products are subject to a different standard of conduct than that of the fiduciary duty of a registered investment advisor. Cypress Capital always seeks to act in the best interest of the client, including when we recommend insurance products to our advisory clients, and we will disclose the commission prior to the sale. If a financial plan recommends the use of an insurance product, you are in no way required to implement the plan through any representative of Cypress Capital in such individual's capacity as an insurance agent. Please see **Item 5** for more information

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

Code of Ethics and Personal Trading

We have adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Our Code has several goals. First, the Code is designed to assist us in complying with applicable laws and regulations governing our investment advisory business. Under the Investment Advisers Act of 1940, we owe fiduciary duties to our clients. Pursuant to these fiduciary duties, the Code requires our associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for our associated persons (managers, officers and employees). Under the Code's Professional Standards, we expect our associated persons to put the interests of our clients first, ahead of personal interests. In this regard, our associated persons are not to take inappropriate advantage of their positions in relation to our clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time our associated persons may invest in the same securities recommended to clients. Under our Code, we have adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, we have established a policy requiring our associated persons to pre-clear transactions in some types of securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflicts of interest that arise in these situations. Certain securities, such as CDs, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, our goal is to place client interests first.

Consistent with the foregoing, we maintain policies regarding participation in initial public offerings ("IPOs") and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If our associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request to obtain approval for the trade.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, we seek "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, we may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third-party research (or any combination), and may be used in servicing any or all of our clients.

Therefore, research services received may not be used for the account for which the particular transaction was effected.

The custodian and brokers we use

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian.

We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14. You should consider these conflicts of interest when selecting your custodian.

Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, and we anticipate that most trades will be executed through Schwab, we can still use other brokers to execute trades for your account as described below (see "Your brokerage and custody costs").

How we select brokers/custodians

We recommend Schwab, a custodian/broker, to hold your assets and execute most transactions. When considering whether the services that Schwab provides are, overall, most advantageous to you when compared with other available providers and their services, we take into account a wide range of factors, including:

- Capability to execute, clear, and settle trades (buy and sell securities for your account) Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Services delivered or paid for by Schwab
- Availability of other products and services that benefit us, as discussed below (see "Products and services available to us from Schwab")

Your brokerage and custody costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program.

In addition to commissions, Schwab charges you a fee for "prime broker" or "trade away" services for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the

commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Schwab, we have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians"). By using another broker or dealer you may pay lower transaction costs.

Products and services available to us from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we do not have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services that benefit you. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that do not directly benefit you. Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our firm. They include investment research, both Schwab's own and that of third parties. We use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology and business needs
- Consulting on legal and compliance related needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or

a part of a third party's fees. Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Schwab, we would be required to pay for those services from our own resources.

Additional services we receive from Schwab

Schwab also agreed to pay for certain technology services on our behalf, which includes a one-time payment of \$2,000 to offset our portfolio management software expense in 2024. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions. The availability of these services from Schwab benefits us because we do not have to produce or purchase them and we do not have to pay for these additional services. The fact that we receive these services from Schwab is an incentive for us to recommend the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate our recommendation of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

Aggregated Trade Policy

Transactions for your account generally will be effected independently unless we decide to purchase or sell the same securities for several clients at the same or approximately the same time. We may (but are not obligated to) aggregate or "batch" such orders in order to obtain best execution or to negotiate more favorable transaction rates. Batching may allow us to achieve a more favorable price on average for all clients. Batching does not guarantee the lowest possible price for trade execution; however, it is intended to reduce the overall volatility in execution price for a large number of orders that if not batched together, may experience significantly different execution prices. Conversely, in the event that we do not batch a group of orders that otherwise may be a prime candidate for a batched order, the resulting cost for some clients may be higher or lower than what we might be able to achieve by batching those same orders.

We will only aggregate transactions when we believe that aggregation is consistent with our duty to seek best execution (which includes the duty to seek best price) for our clients, and is consistent with the terms of Cypress Capital's Agreement with each client for which trades are being aggregated. Because our clients' accounts are held at more than one brokerage firm, in order to provide fair and equitable treatment for all clients, we have established a rotation schedule among these brokerage firms. The trades of clients at each brokerage firm are batched together with other clients at the same brokerage firm when appropriate. The trades are then executed in aggregate at each brokerage firm through the rotation schedule, so that no group is damaged or disadvantaged over time by the timing of the executions.

Each client that participates in an aggregated order at one of the executing brokers on the rotation schedule will participate at the average share price obtained in that batch trade, with transaction costs generally based on the custodian's commission schedule for each account or shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary among accounts. Accounts may be excluded from a block trade due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

We will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable

treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Cypress Capital. We will receive no additional compensation or remuneration of any kind as a result of any trade aggregation.

Directed Brokerage

You may direct us to use a particular broker for custodial or trade execution services on behalf of your portfolio. In directed brokerage arrangements, you are responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, if you direct brokerage you should consider whether such designation may result in certain costs or disadvantages to you, either because you may pay higher commissions or obtain less favorable execution, or the designation limits your available investment options.

The arrangements that we have with Schwab are designed to maximize efficiency and to be cost effective. By directing alternative brokerage arrangements, you acknowledge that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, if you choose to use the brokerage and/or custodial services of these alternative service providers it can result in a certain degree of delay in executing trades for your account(s) and otherwise adversely affect management of your account(s).

By directing us to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with us that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of your plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by you and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of you or the plan as defined under applicable ERISA regulations.

Item 13 - Review of Accounts

Cypress Capital Direct Clients

Managed accounts are reviewed on an ongoing basis by our principals and financial advisors. All clients (in person or via telephone) are encouraged to review their portfolios, investment objectives and portfolio performance with us on an annual basis. However, we will review your portfolio with you more often if you request it, upon receipt of information material to the management of your portfolio, or at any time such review is deemed necessary or advisable by us. These factors generally include, but are not limited to, the following: change in your general circumstances (marriage, divorce, retirement); or economic, political or market conditions.

We will provide you with written reports as requested. Your account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. We urge you to carefully review your account statements for accuracy, and also compare your statements to quarterly performance reports you may receive from us and/or, if applicable, your third-party financial advisor.

Events that may trigger further client account reviews in addition to the standard review process may include, but are not limited to, the performance of an individual account being an outlier to the performance of accounts with similar investment objectives, the asset allocation of an individual account being an outlier to the recommended percentages for accounts with similar investment objectives, and deposits or withdrawals occurring in an account. Other factors generally include customer complaints, requests by you to effect transactions in your account where such transactions may appear to be inconsistent with your previously stated investment objectives or changes in your general circumstances (marriage, divorce, retirement).

Sub-Advised Accounts and Third-Party Wrap Programs

For all accounts invested with us through a third-party wrap program, we have minimal direct contact with the end client, as our communications are focused on the third-party firm that recommended our services. We do communicate regularly with the financial advisor at the third-party firm that recommended or made the Cypress Capital portfolio available to you. Financial advisors may request a meeting or conference call for you with a member of our staff. We do not typically provide a quarterly report outlining performance, relative performance and current market and portfolio commentary to clients invested through a third-party wrap program because these types of reports are written and delivered by the financial advisor at the third-party firm.

Model Portfolio Review

The model portfolios are reviewed regularly by a member or members of our investment staff. A typical review of our equity or balanced portfolios includes examining the asset allocation mix and stock and bond holdings. For the ETF portfolios, a member or members of the investment staff reviews the asset allocation mix as well as the individual ETF holdings. These reviews include fundamental quantitative analysis as well as technical analysis of the overall stock market, sectors and individual holdings in the portfolios.

Item 14 - Client Referrals and Other Compensation

As noted above, we receive an economic benefit from Schwab in the form of support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of Schwab's products and services to us is based solely on our participation in the advisory program and not in the provision of any particular investment advice. Neither Schwab nor any other party is paid to refer clients to Cypress Capital.

Item 15 - Custody

Direct Cypress Capital Clients

Schwab typically serves as the custodian of direct client accounts at Cypress Capital. From time to time, however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide you with confirmations of trading activity, tax forms and at least quarterly account statements. You are advised to review this information carefully, and to compare account balances on account statements with those reflected on reports provided by us. We ask you to notify us of any questions or concerns at your earliest convenience. You are also asked to promptly notify us if the custodian fails to provide statements on each account held.

From time to time and in accordance with our agreement with you, we will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Sub-Advised and Third-Party Wrap Program Clients

Clients who access our services through third-party programs typically use that program's custodian to hold their assets in custody. It is the custodian's responsibility to provide you with confirmations of trading activity, tax forms and at least quarterly account statements. You are advised to review this information carefully, and to notify your adviser of any questions or concerns or if the custodian fails to provide statements on each account held.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, we manage portfolios on a discretionary basis. This means that after an Investment Plan is developed for your investment portfolio, we will execute that plan

without specific consent from you for each transaction. For discretionary accounts, a Limited Power of Attorney (“LPOA”) is executed by you, giving us the authority to carry out various activities in your account, generally including the following: trade execution; the ability to request checks on your behalf; and the withdrawal of advisory fees directly from your account. We then direct investment of your portfolio using our discretionary authority. You may limit the terms of the LPOA to the extent consistent with your investment advisory agreement with us and the requirements of your custodian. The discretionary relationship is further described in the agreement between you and Cypress Capital.

Item 17 - Voting Client Securities

Direct Clients of Cypress Capital

As a policy and in accordance with our client agreement, we do not vote proxies related to securities held in our *direct* client accounts.¹ The custodian of the account will normally provide proxy materials directly to you. You may contact us with questions relating to proxy procedures and proposals; however, we generally do not research particular proxy proposals.

Sub-Advised and Third-Party Wrap Program Clients

We typically vote proxies for sub-advised or wrap program accounts for which we provide investment management services, if required by the client agreement. In these instances, we seek to vote proxies in the best interest of the client(s) holding the applicable securities. In order to satisfy our fiduciary duty by casting proxy votes consistent with the best interests of our clients, client interests will always take precedence over our interests. It is the general policy of Cypress Capital, absent a compelling reason to the contrary, to vote with management's recommendations.

We vote proxy ballots by using a third-party proxy voting service to help fulfill our voting obligations. Votes are cast through the Broadridge ProxyEdge® platform, which provides access to proxy voting recommendations as well as historical voting information. Services provided to us through ProxyEdge® include reporting, auditing, and record keeping. A copy of our complete policy, as well as records of proxies voted, is available to you upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Item 18 - Financial Information

We are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments with our clients. No such conditions exist.

We do not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore have no disclosure with respect to this item.

¹ Cypress Capital votes proxies for certain direct clients with legacy arrangements. Such clients should refer to the proxy voting information provided under “Sub-Advised and Third-Party Wrap Program Clients” for details on our proxy voting process.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Mark T. Dodson, CFA

CRD# 3173377

of

Cypress Capital, LLC

436 Main Street, Suite 205
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(615) 467-6075

www.cypresscapital.com

January 30, 2025

This Brochure Supplement provides information about Mark Dodson, and supplements the Cypress Capital, LLC ("Cypress Capital") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Mark is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Mark T. Dodson (year of birth 1975) is a Principal Owner of Cypress Capital. Prior to joining Cypress Capital in 2014, Mark served as a principal of Hays Advisory, LLC, and previously worked as a portfolio manager and analyst for a micro-cap value hedge fund.

Mark studied at Columbia State University from January 1995 to December 1996 and received an Associate of Science degree. Following this degree, he attended Lipscomb University from January 1997 to December 1998 and earned a Bachelor of Arts degree with an emphasis in Finance and Economics. He also obtained his Chartered Financial Analyst® designation*.

* The Chartered Financial Analyst® ("CFA®") designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to

become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mark has no such disciplinary information to report.

Item 4 - Other Business Activities

Mark has no other business activities to disclose.

Item 5 - Additional Compensation

Mark has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Michael Preston Brooks, CFA

CRD# 4143729

of

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January 30, 2025

This Brochure Supplement provides information about Michael Brooks, and supplements the Cypress Capital, LLC ("Cypress Capital") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Michael is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Michael Preston Brooks (year of birth 1969) is a Principal Owner of Cypress Capital. Prior to joining Cypress Capital in 2014, Michael was Vice President and Portfolio Manager within Morgan Stanley's Global Wealth Management Division. He was recruited by Morgan Stanley Smith in 2000 as a Financial Advisor after serving two years at Merrill Lynch.

Michael received his BS degree from Lipscomb University with a dual concentration in Finance and Management. Michael is a CFA charterholder* and is a member of the New York Society of Security Analysts and Nashville CFA Society.

* The Chartered Financial Analyst® ("CFA®") designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to

become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Michael has no such disciplinary information to report.

Item 4 - Other Business Activities

Michael has no other business activities to disclose.

Item 5 - Additional Compensation

Michael has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Robert Owen Walker, CFP®

CRD# 4714842

of

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www.cypresscapital.com

January 30, 2025

This Brochure Supplement provides information about Owen Walker, and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Owen is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Robert (Owen) Walker (year of birth 1980) is a Financial Advisor with Cypress Capital. Prior to joining Cypress Capital in 2017, Owen was a Planning Professional and supervisor of the planning department at TrustCore Financial for seven years. He joined TrustCore after serving a year as a Relationship Manager with Avondale Partners, LLC and five years as a Client Services Representative with SunTrust Investment Services.

Owen received his BA in Economics from Vanderbilt University. He is also a CERTIFIED FINANCIAL PLANNER™ professional.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination, experience and ethics requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. A comprehensive examination tests the candidate’s ability to apply financial planning knowledge to client situations. Qualifying work experience is also required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal

financial planning process. CFP® professionals must complete 30 hours of continuing education accepted by the CFP Board every two years.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Owen has no such disciplinary information to report.

Item 4 - Other Business Activities

Owen is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Owen will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Owen and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Owen has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

William Ray Bevins, Jr., CTFA, CFP®

CRD# 2638266

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

January 30, 2025

This Brochure Supplement provides information about William (“Bill”) Bevins, Jr., and supplements the Cypress Capital, LLC (“Cypress Capital”) Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Bill is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

William (“Bill”) Ray Bevins, Jr. (year of birth 1972) is a Financial Advisor with Cypress Capital. Prior to joining Cypress Capital in 2019, Bill began trading securities with personal wealth in 2002. Over the following 18 years William has traded the Bond, Equities, and Futures Markets, employing both fundamental and technical analysis.

Bill received a Bachelor degree in Finance, Insurance and Business Law with a concentration in Investments from Virginia Tech in 1995. He holds the designation of Certified Trust and Financial Advisor (“CTFA”)* and Certified Financial Planner® designation (“CFP”)**.

*The CTFA designation is the credential for financial services professionals whose primary function and expertise focus on the provision of fiduciary services related to trusts, estates, guardianships, and individual asset management accounts. This designation signifies that an individual working in this field has attained comprehensive training in Fiduciary & Trust activities, Financial Planning, Tax Law & Planning, Investment Management, and Ethics. A CTFA candidate must meet one of the following prerequisites: A minimum of three years of experience in wealth management as well as completion of one of the Institute of Certified Bankers (ICB) approved wealth management training programs; Five years of experience in wealth management and a

bachelor's degree; or, ten years of experience in wealth management. To maintain a CTFA designation, CTFA professionals must pay an annual fee and complete 45 credits of continuing education every three years.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination, experience and ethics requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. A comprehensive examination tests the candidate's ability to apply financial planning knowledge to client situations. Qualifying work experience is also required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process. CFP® professionals must complete 30 hours of continuing education accepted by the CFP Board every two years.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Bill has no such disciplinary information to report.

Item 4 - Other Business Activities

Bill is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Bill will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Bill and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Bill has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

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Form ADV Part 2B

Item 1 - Cover Page

Brett L. Luther, CFP®

CRD# 5176894

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

January 30, 2025

This Brochure Supplement provides information about Brett Luther, and supplements the Cypress Capital, LLC ("Cypress Capital") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Brett is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Brett L. Luther (year of birth 1983) joined Cypress Capital, LLC in 2020 as a Financial Advisor. Prior to joining Cypress Capital, he worked at Morgan Stanley from 2007 to 2020 as a Financial Advisor.

Brett earned a Bachelor's degree in Business Management from Austin Peay State University in 2006. He is also a CERTIFIED FINANCIAL PLANNER™ professional.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination, experience and ethics requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. A comprehensive examination tests the candidate's ability to apply financial planning knowledge to client situations. Qualifying work experience is also required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process. CFP® professionals must complete 30 hours of continuing education accepted by the CFP Board every two years.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Brett has no such disciplinary information to report.

Item 4 - Other Business Activities

Brett is licensed to sell insurance and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Brett will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Brett and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Brett has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Brochure Supplement

Form ADV Part 2B

Item 1 - Cover Page

Leigh Ann Luther

CRD# 4365568

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

January 30, 2025

This Brochure Supplement provides information about Leigh Ann Luther, and supplements the Cypress Capital, LLC ("Cypress Capital") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Leigh Ann is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Leigh Ann Luther (year of birth 1958) joined Cypress Capital, LLC in 2020 as a Financial Advisor. Prior to joining Cypress Capital, she worked at Morgan Stanley from 2001 to 2020 in the capacity of a Financial Advisor, as well as a Branch Manager (2008-2014). Prior to her tenure at Morgan Stanley, she was an independent business owner and real estate investor.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Leigh Ann has no such disciplinary information to report.

Item 4 - Other Business Activities

Leigh Ann is not engaged in any other business activities.

Item 5 - Additional Compensation

Leigh Ann has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Form ADV Part 2B

Item 1 - Cover Page

Christopher F. Prest

CRD# 4666752

of

Cypress Capital, LLC

436 Main Street, Suite 205
Franklin, Tennessee 37064

(615) 467-6075

www.cypresscapital.com

January 30, 2025

This Brochure Supplement provides information about Christopher F. Prest, and supplements the Cypress Capital, LLC ("Cypress Capital") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Christopher is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Christopher F. Press (year of birth 1981) joined Cypress Capital, LLC in 2024 as Director of Operations. Prior to joining Cypress Capital, he was a Managing Director for Principal Street Partners from 2018 to 2024. Christopher was also Director of Portfolio Management for Green Square Capital, LLC from 2004 to 2018.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Christopher has no such disciplinary information to report.

Item 4 - Other Business Activities

Christopher is not engaged in any other business activities.

Item 5 - Additional Compensation

Christopher has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.

Item 1

Joseph P. Pessetto

CRD# 308313

of

Cypress Capital, LLC *dba*

JP2 Management

2013 Bridgeport Drive
Raleigh, North Carolina 27615

(202) 991-5938

January 30, 2025

This Brochure Supplement provides information about Joseph Pessetto, and supplements the Cypress Capital, LLC (the "Firm") Brochure. You should have received a copy of that Brochure. Please contact us at (615) 467-6075 if you did not receive our Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Joe is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Joseph P. Pessetto (year of birth 1973) joined Cypress Capital, LLC in 2025 and serves as a Financial Advisor. Prior to this, he was a Financial Advisor with Cypress Capital Advisors, LLC (2018 – 2024). He was also a Financial Advisor with Wells Fargo Clearing Services, LLC (and its predecessor entities AG Edwards, Wachovia Securities and Wells Fargo Advisors) (1998 – 2018).

Joe graduated from Columbia University with a Bachelor of Arts degree, majoring in Liberal Arts with minors in Political Science and Economics.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Joe has no such disciplinary information to report.

Item 4 - Other Business Activities

Joe is licensed to sell insurance in various states and is entitled to receive commissions or other remuneration on the sale of insurance products. As such, Joe will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect your interests, our policy is to disclose

all forms of compensation before any such transaction is executed. Under no circumstance will you pay both a commission to Joe and a management fee to us on the same pool of assets.

Item 5 - Additional Compensation

Other than as stated above, Joe has no other income or compensation to disclose.

Item 6 - Supervision

Mark Dodson and Michael Brooks are the principal owners of Cypress Capital. Both are Portfolio Managers and are actively involved in the decision-making process of the firm. Laura Brooks serves as Chief Compliance Officer of Cypress Capital.

Overall investment decisions are made as a team by the investment team, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Laura Brooks is responsible for providing compliance oversight to the staff. She may be contacted at (615) 467-6075.