

ITEM 1. COVER PAGE

FORM ADV PART 2A

**Sixty Wall Street Management Company, LLC**

270 Park Avenue  
10th Floor  
New York, NY 10017-2014  
Tel. 212.834.5000  
Fax. 212.899.6550  
[Eileen.E.Ryan@jpmchase.com](mailto:Eileen.E.Ryan@jpmchase.com)

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March 30, 2012

**Important Disclosure:**

This brochure provides information about the qualifications and business practices of Sixty Wall Street Management Company, LLC (“**Registrant**” or “**60WSM**”), an investment adviser registered with the United States Securities and Exchange Commission (“**SEC**”). If you have any questions about the contents of this brochure, please contact us at 212.834.5000 or Registrant’s Chief Compliance Officer at [Eileen.E.Ryan@jpmchase.com](mailto:Eileen.E.Ryan@jpmchase.com). Registration with the SEC does not imply that the Registrant or its employees possess a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about the Registrant also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2. MATERIAL CHANGES**

There have been no material changes since the last annual update of the Brochure dated March 31, 2011.

Currently, our Brochure may be requested by contacting Investor Relations at (212) 600-9600, CCMP Capital Advisors, LLC, 245 Park Avenue, 16th floor, New York, NY 10167.

Additional information about Sixty Wall Street Management Company, LLC is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## ITEM 4. ADVISORY BUSINESS

### Our Organization

Sixty Wall Street Management Company, LLC (“**60WSM**” or the “**Registrant**”) is an investment adviser registered with the United States Securities and Exchange Commission (“**SEC**”). The Registrant is a Delaware limited liability company formed on October 4, 2000, as part of an overall restructuring of the ownership and management of the Partnership (as defined below).

Registrant is the general partner of Sixty Wall Street Management Company L.P. (the “**Fund GP**”), which, in turn, is the general partner of Sixty Wall Street Fund, L.P. (the “**Partnership**”). The Partnership is an investment fund organized as a limited partnership under Delaware law. The management and control of the Partnership vests exclusively in the Registrant. The Registrant has an indirect interest in the Partnership through the Fund GP which has a 1% interest in the Partnership.

The Partnership operates as an investment program offered annually (each a “**Program**” and collectively the “**Annual Program**”) organized by J.P. Morgan Chase & Co., together with its affiliates, (“**JPMC**”) in which qualified employees were given the opportunity to co-invest, on a pro-rata basis, alongside J.P. Morgan Capital L.P. (“**Morgan Capital Partners**”), a subsidiary of JPMC. The Annual Program was offered for six years, from 1995-2000, and each program year participates in investments made in the applicable calendar year. The 2000 program year is comprised of two classes of limited partnership interests: one for managing directors and certain other officers of JPMC (the “**2000 MD Program**”) and the other for vice presidents and certain other officers of JPMC (the “**2000 VP Program**” and together with the 2000 MD Program, the “**2000 Programs**”).

Interests in the Partnership have been offered and sold only to certain senior employees, officers and directors of JPMC (and investment vehicles controlled by such persons). Each investor in the Partnership was required to meet the standards for an “accredited investor” pursuant to the income requirements set forth in rule 501(a)(6) of Regulation D under the Securities Act of 1933, as amended (the “**Securities Act**”), at the time such investor was admitted to the relevant Program. Each investor was required to execute a subscription agreement and a limited partnership agreement.

JPMC through Morgan Capital Partners co-invested alongside the Partnership pursuant to the Investment Agreement, as discussed below. This structure is intended to align the interest of JPMC with those of the limited partners of the Partnership.

On October 27, 2000, the Partnership entered into an agreement (the “**Investment Agreement**”) with Morgan Capital Partners, J.P. Morgan Investment Corporation (“**JPMIC**”), and Sixty Wall Street Investment Fund, L.P. (the “**60WSIF**”). Pursuant to the Investment Agreement, the Partnership is generally required to co-invest “lock-step” in investment opportunities in which Morgan Capital Partners invests. The Partnership’s share in such investments approximates its proportion of aggregate capital contributed by JPMC overall. In addition, except for an investment in a company the securities of which are publicly traded, the Partnership is required to sell or otherwise dispose of its investments concurrently, and on the same terms, as sales or other dispositions by Morgan Capital Partners.

The Partnership may co-invest with Morgan Capital Partners principally in private equity and equity-related securities on a global basis. The Partnership may also co-invest with Morgan Capital Partners in public or private debt securities. In addition, the Partnership may co-invest in any private investment fund or other pooled investment vehicle to which Morgan Capital Partners makes a capital commitment.

The Partnership will not participate in any investments made by Morgan Capital Partners to the extent that Morgan Capital Partners determines in its discretion that participation by the Partnership in such investment would result in a violation of applicable law or regulatory requirements or would impose on the Partnership or Morgan Capital Partners burdensome legal or regulatory requirements (including the costs associated with complying with such requirements). Any determination by Morgan Capital Partners to exclude such investments will be subject to approval by the Registrant.

The Partnership is in the process of winding down its activities. Therefore, any future purchases will occur in the form of follow-on transactions in existing investments.

### **Principal Owners**

J.P. Morgan Investment Partners, L.P. owns 100% and is the sole member of Registrant. The Registrant is indirectly owned by JPMP Capital LLC, which is the Registrant's general partner and JPMorgan Chase & Co, as owner of 75% or more of JPMorgan Capital Corp.

### **Types of Services Offered**

As the investment adviser to and, ultimate general partner of, the Partnership, the Registrant (i) monitors investments on behalf of the Partnership, (ii) acquires and sells Partnership investments in accordance with the terms of the Investment Agreement, (iii) selects and monitors agents of the Partnership, (iv) votes securities held by the Partnership, (v) provides regular reports to the limited partners concerning the Partnership's holdings, activities and performance and (vi) performs other administrative activities relating to the Partnership. The Registrant does not provide traditional investment advisory services such as providing investment supervisory services, managing investment advisers' accounts or holding itself out as providing financial planning or similarly termed services.

Because the Partnership is required to co-invest "lock-step" with Morgan Capital Partners pursuant to the Investment Agreement, the Registrant will generally not make decisions as to the making or disposition of investments on an investment by investment basis. However, in those instances where Registrant may make independent investment decisions (such as whether or not to dispose of publicly-traded securities concurrently with Morgan Capital Partners), the Registrant will use an analytical and research-based investment methodology. In doing so, the Registrant will have available to it the full resources of JPMC.

### **Assets Under Management**

The Partnership is the Registrant's only client.

As of December 31, 2011, the Registrant manages client assets on a discretionary basis. The regulatory assets under management as of this date are approximately \$68,216,948.00. Registrant does not manage client assets on a non-discretionary basis.

## **ITEM 5. FEES AND COMPENSATION**

The Registrant does not receive any fees or other compensation for serving as the investment adviser of the Partnership or for serving as general partner of the Partnership.

The Registrant does not charge any performance-based fees in connection with the Annual Program, except that the Registrant as general partner of the Partnership is eligible to receive carried interest distributions for the 2000 Programs. The carried interest in the 2000 Programs is equal to 12.5% of profits derived from certain investments, so long as the limited partners in the Partnership have received a

return on his or her contribution and related leverage. To date, the Registrant has not received any carried interest payments from the 2000 Programs.

### **Other Fees and Expenses**

All expenses incurred by the 1995-1999 Programs are allocated to and paid by JPMC. Legal, accounting, and tax expenses allocated to the 2000 MD Program and the 2000 VP Program are paid by the Partnership.

Please see Item 12 below for further discussion of the factors that Registrant considers in selecting or recommending broker-dealers for the Partnership's transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As discussed in Item 5, Registrant does not receive any performance-based fees in connection with the Annual Program, except that the Registrant as general partner of the Partnership is eligible to receive carried interest distributions for the 2000 Programs. To date, the Registrant has not received any carried interest payments from the 2000 Programs.

As discussed below in Item 8, the Partnership invests "lock-step" with its affiliate, and generally is required to sell or otherwise dispose of its investments concurrently and on the same terms as effected by its affiliate. Therefore, conflicts relating to receipt of carried interest are significantly and materially mitigated for the 2000 Programs and are otherwise non-existent for all other program years.

## **ITEM 7. TYPES OF CLIENTS**

As noted above in Item 4 above, the Partnership is the Registrant's only client. Interests in the Partnership have been offered and sold only to certain senior employees, officers and directors of JPMC (and investment vehicles controlled by such persons). Each investor in the Partnership was required to meet the standards for an "accredited investor" pursuant to the income requirements set forth in rule 501(a)(6) of Regulation D under the Securities Act at the time such investor was admitted to the relevant Program.

The Registrant does not have any requirements, such as a minimum account size, for opening or maintaining an account.

## **ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Methods of Analysis and Investment Strategies**

Pursuant to the Investment Agreement, the Partnership is generally required to co-invest "lock-step" in investment opportunities in which Morgan Capital Partners invests. Except for an investment in a company the securities of which are publicly traded, the Partnership is required to sell or otherwise dispose of its investments concurrently, and on the same terms, as sales or other dispositions by Morgan Capital Partners.

Because the Partnership is required to co-invest "lock-step" with Morgan Capital Partners, the Registrant will generally not make decisions as to the making or disposition of investments on an investment by investment basis. However, in those instances where Registrant will make independent investment

decisions (such as whether or not to dispose of publicly-traded securities concurrently with Morgan Capital Partners), Registrant will use an analytical and research-based investment methodology. In those instances where Registrant will make investment decisions, Registrant will rely mainly on information and research materials provided by, among other sources, JPMC's advisory, capital markets, corporate finance, audit and operations departments, and information provided by the Sub-Advisor (as defined below).

The Partnership, pursuant to the Investment Agreement, engages principally in long-term purchases. However, alternative strategies may be used from time to time. In addition, Registrant may enter into hedging transactions such as options transactions or short transactions with regard to existing positions or foreign currency exposures. The Partnership is in the process of winding down its activities. Therefore, any future purchases will occur in the form of follow-on transactions in existing investments.

### **Risk of Loss**

The risks associated with investing in the Partnership, including the risk of total loss of capital, were disclosed to investors in the private placement memorandum for each Program provided to prospective investors at the time such investors were contemplating participating in the respective Program. While the Partnership is winding down existing investments, these risks remain applicable. Such risks include, but are not limited to, the following:

- *Long-term investment; Illiquidity of investments.* The return of capital and the realization of gains (if any) will occur only upon the disposition of a Partnership investment. It is expected that a Partnership investment will not be sold or otherwise disposed of until a number of years after it is made. It is unlikely that there will be a public market for most of the securities initially held by the Partnership, and the securities may require a substantial length of time to liquidate. The Partnership generally will not be able to sell these securities publicly unless their sale is registered under, or exempt from, applicable securities laws. In many cases the Partnership will be contractually prohibited from selling such securities even after their registration or may otherwise be restricted from disposing of such securities. There is a significant risk that the Partnership will be unable to sell or dispose of securities at attractive prices or otherwise complete an exit strategy.
- *Availability of investment opportunities.* The business of identifying and structuring investments of the types made by Morgan Capital Corporation and its subsidiaries ("**Morgan Capital**") and the J.P. Morgan Investment Management Inc. ("**JPMIM**") funds is highly competitive and involves a high degree of uncertainty: The availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. There can be no assurance that Morgan Capital or the JPMIM Funds will be able to identify and complete attractive investments.
- *Foreign investments.* The Partnership expects to make investments outside of the United States, including Latin America, Asia and Europe. Some of the countries in these regions may be politically or economically unstable compared to the United States, and in some instances there exists the risks of nationalization, confiscation without fair compensation, and war. Laws and regulations of foreign countries may impose restrictions that would not exist in the United States.
- *Currency exchange risks; possible foreign currency hedging.* Generally, distributions to limited partners will be made in U.S. dollars. Depreciation of the U.S. dollar against the local currency of a non-U.S. limited partner may adversely affect such limited partner's rate of return on his or her investment in the Partnership. To the extent that the Partnership makes investments in foreign

companies, such investments generally will be denominated in a currency other than U.S. dollars. The Partnership may seek to minimize the risk of foreign currency fluctuations but is not required to do so. Even if the Partnership enters into hedging transactions, projecting currency market movements is extremely difficult and the successful execution of a hedging strategy is highly uncertain.

- *Fund investments.* When the Partnership invests in private investment funds, including funds invested in alongside the JPMIM funds, limited partners will indirectly bear their *pro rata* share of the management fees, expenses charged by, and carried interest allocations made by, the sponsors, investment advisors or related entities of the private investment funds in which the Partnership invests. In addition, with respect to any distributions from a private investment fund that were in turn distributed by the Partnership to the limited partners, the general partner may require the limited partners to return such distributions to the extent such private investment fund (or the general partner thereof) requires the Partnership to return or to recontribute distributions to such private investment fund (or such general partner).
- *Leverage.* Leverage (including any interest accrued thereon) extended by a lender to a limited partner will be returned or repaid to the lender before such limited partner receives a return on his or her cash subscription. If the proceeds of the Partnership's investments prove to be insufficient to reimburse the lender for the leverage extended to a limited partner, such limited partner will lose his or her entire cash subscription.
- *Transferability of interests.* A limited partner of the Partnership will not be permitted to transfer his or her limited partner interest without the consent of the general partner. The transferability of limited partner interests in the Partnership will be subject to certain restrictions contained in the respective partnership agreement and will be affected by restrictions imposed under applicable securities or other laws. There is currently no market for limited partner interests in the Partnership and it is not expected that one will develop.
- *Reliance on the general partner.* Limited partners will not have the opportunity to evaluate the specific investments in which the funds of the Partnership will be invested or the terms of any such investment. The Partnership's limited partners will not make decisions with respect to the purchase, management, disposition or other realization of the Partnership's investments, or other decisions regarding the Partnership's business and affairs. The limited partners of the Partnership will not have the right to remove the general partner.
- *Reliance on managers of private investment funds.* When the Partnership invests in a private investment fund, it will typically become a limited partner of a limited partnership, a member of a limited liability company or an investor in a similar investment vehicle in which the Partnership will have little or no control over the evaluation, selection or disposition of investments made by such private investment fund or the timing of any capital call, distribution or liquidation of such private investment fund. In addition, investment managers and investment strategies of any private investment fund in which the Partnership invests may change without the consent of the Partnership. Accordingly, the returns of the Partnership will depend in large part on the efforts and performance results obtained by the managers of the private investment funds in which the Partnership invests.
- *Non-controlling investments.* Morgan Capital and the JPMIM funds have typically made non-controlling equity investments. There is the possibility that the entity in which Morgan Capital's, the JPMIM Funds' and the Partnership's investment is made may have economic or business



interests or goals which are inconsistent with those of Morgan Capital, the JPMIM funds and the Partnership.

- *Limited number of investments; Limited investment period.* With respect to any Program, the Partnership may co-invest in only a limited number of investments. As a consequence, the aggregate return on a limited partner's investment in the Partnership for any particular year may be adversely affected by the unfavorable performance of even a single investment in the Partnership's portfolio for such year.
- *Investments in troubled assets.* The Partnership may make investments in non-performing or other troubled assets which involve a high degree of risk. There can be no assurance that the Partnership's targeted rate of return will be achieved or that there will be any return of capital. Investments in properties operating in workout modes or under Chapter 11 of the bankruptcy code are, in certain circumstances, subject to additional potential liabilities which may exceed the value of a Partnership's original investment.
- *Possible equity hedging.* Morgan Capital, the JPMIM funds and the Partnership may seek to minimize the risk of a decrease in the value of one or more investments by using certain swap and option strategies. The use of these types of hedging strategies is a highly specialized activity and there can be no assurance that their use will achieve the intended result. These hedging strategies may limit the ability of the Partnership to profit from the increase in the value of an investment above a certain price.
- *Recourse to the Partnership assets.* As is the case with respect to partnerships generally, the assets of the Partnership, including any Partnership investments and any funds held by the Partnership, are available to satisfy all liabilities and other obligations of the Partnership. If the Partnership generally becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Partnership's assets generally and not be limited to the particular asset giving rise to the liability.
- *Inside Information.* From time to time, J.P. Morgan, Morgan Capital, JPMIM or any of their affiliates may come into possession of material non-public information concerning an investment held by the Partnership. The possession of such information may limit the ability of the general partner, as an affiliate of J.P. Morgan, Morgan Capital or JPMIM to sell or otherwise dispose of the investment on behalf of the Partnership until such information becomes publicly available.
- *Termination of Employment.* In the event of the termination of a limited partner's employment with J.P. Morgan or any of its affiliates, a limited partner may be subject to certain rights of the general partner of the Partnership to purchase or cause an affiliate to purchase such limited partner's entire interest in the Partnership or such limited partner's unvested interest in the Partnership.

## **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 a client's evaluation of the Registrant's advisory business or the integrity of the Registrant's management.

The Registrant has not been the subject of any regulatory action. However its ultimate parent, JPMC, and its affiliates, have entered into various legal and regulatory settlements without admitting or denying the

allegations made in such actions. As part of these settlements, the Registrant, as an advisory affiliate, is required to include certain disclosure in this Form ADV Part 2. Below are such legal/disciplinary events required to be disclosed and which may be material to a client's evaluation of the Registrant's advisory business or the integrity of the Registrant's management. Additional information regarding other disciplinary actions may be found at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

#### Research Analysts Settlement

In April 2002, the SEC along with several other securities regulators launched a joint investigation into research analyst conflicts of interest at J.P. Morgan Securities LLC (formerly known as J.P. Morgan Securities Inc.) ("JPMS"), an affiliate of the Registrant, and eleven other large investment-banking firms. The Registrant was not a subject of the investigation. In April 2003, JPMS and nine other firms resolved this matter in what has been referred to as a "global settlement." As part of this settlement, on April 28, 2003, the SEC filed a complaint ("Complaint") against JPMS in the United States District Court for the Southern District of New York (the "District Court"). The Registrant was not named as a party in the Complaint. The Complaint alleged that JPMS violated various rules of NASD Inc. ("NASD") and the New York Stock Exchange Inc. ("NYSE"). On April 21, 2003, JPMS executed a Consent in which it neither admitted nor denied the allegations of the Complaint and consented to the entry of a final judgment. The final judgment was entered by the District Court on October 31, 2003 and permanently enjoined JPMS from violating the NYSE and NASD rules cited in the Complaint. It also ordered JPMS to make payments totaling \$80 million and to comply with undertakings set forth in an addendum to the final judgment, which include certain structural and other reforms intended to address research analyst conflicts of interest.

#### Enron

On July 28, 2003, the Securities & Exchange Commission filed a complaint in the United States District Court for the Southern District of Texas alleging that during the period of December 1997 to September 2001, JPMC aided and abetted Enron Corp.'s violation of the antifraud provisions of the federal securities laws, Section 10(b) of the Securities Exchange Act of 1934 and Exchange Act Rule 10b-5. The Complaint alleged that Enron Corp. manipulated its reported financial results through a series of commodity derivative transactions known as prepayes which were entered into with JPMC. JPMC consented, without admitting or denying the allegations of the complaint, to the entry of a final judgment. On July 28, 2003 the United States District Court for the Southern District of Texas entered a final judgment, (1) enjoining JPMC, its agents, servants, employees, attorneys, assigns and all persons in active concert or participation with them who receive actual notice of the final judgment by personal service or otherwise from violating, directly or indirectly, Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder; and (2) ordering JPMC to pay a total of \$135,000,000: \$65,000,000 representing disgorgement, prejudgment interest thereon in the amount of \$5,000,000, and a civil penalty of \$65,000,000 pursuant to Section 21(d) of the Exchange Act. No portion of the penalty was waived. JPMC made payment of \$135,000,000 on July 28, 2003.

#### Reg. M

On October 1, 2003, the Securities and Exchange Commission filed a complaint (the "Complaint") in the United States District Court for the District of Columbia (the "District Court") alleging that during the period from March 1999 through August 2000, JPMS, an affiliate of the Registrant, violated (i) Rule 101 of Regulation M of the Securities and Exchange Act of 1934 by attempting to induce certain institutional customers to place orders for shares in the aftermarket for certain initial public offerings ("IPOs") it underwrote during the restricted period of such IPOs and (ii) NASD Inc. Conduct Rule 2110 by persuading one or more institutional investors to take an allocation of one "cold" IPO by promising to reward the customer with an allocation of another upcoming "hot" IPO. JPMS was not named as a party in the Complaint. JPMS consented, without admitting or denying the allegations of the Complaint, except

as to jurisdiction, to the entry of a final judgment. On October 8, 2003, the District Court entered the final judgment (1) enjoining JPMS, its officers, agents, servants, employees and attorneys, and all persons in active concert or participation with JPMS who receive actual notice of the final judgment by personal service or otherwise from violating Rule 101 of Regulation M of the Securities and Exchange Act of 1934 and NASD Conduct Rule 2110; and (2) ordering JPMS to pay a civil penalty of \$25,000,000. No portion of the penalty was waived.

#### JPMS Email Retention Settlement

In late 2004, the SEC along with other securities regulators engaged in settlement discussions with JPMS in connection with a joint investigation into the preservation of electronic mail communications by JPMS. As a result of the settlement discussions, on December 16, 2004, JPMS executed an Offer of Settlement in which it neither admitted nor denied any findings and consented to the entry of an attached order by the SEC in anticipation of public administrative and cease-and-desist proceedings to be commenced against it by the SEC pursuant to sections 15(b)(4) and 21C of Exchange Act. On February 14, 2005, the SEC issued the contemplated Order Instituting Proceedings Pursuant to Section 15(b)(4) and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Cease-And-Desist Order, Penalty, and Other Relief in the action In the Matter of J.P. Morgan Securities Inc., Admin. Proc. File No. 3-11828 (the "Order"). The SEC thereby ordered JPMS to cease and desist from committing or causing any violations and any future violations of section 17(a) of the Exchange Act and Rule 17a-4 thereunder, censured JPMS pursuant to section 15(b)(4) of the Exchange Act, and directed JPMS to comply with the undertakings set forth in the Order, including the payment of penalties and fines totaling \$2.1 million. The Order recognized that JPMS neither admitted nor denied the findings therein.

#### WorldCom

Following the bankruptcy of WorldCom Inc. in July 2002, a series of cases were filed throughout the United States. All of the actions asserted claims relating to securities issued by WorldCom, including bonds issued in a private placement in December 2000 (\$2 billion), and public offerings in August 1998 (\$6.1 billion), May 2000 (\$3.5 billion) and May 2001 (\$11.9 billion). Heritage Chase Securities Inc. was a managing underwriter of the August 1998 and May 2000 public offerings. Heritage J.P. Morgan Securities, Inc. ("JPMS") was lead underwriter of the December 2000 private placement, a managing underwriter of the August 1998 public offering, and co-lead underwriter of the May 2000 public offering. JPMS was co-lead underwriter of the May 2001 public offering, and J.P. Morgan Securities Ltd. ("JPMSL") was co-manager of the European tranches of that offering. These actions variously named JPMS, JPMC, and JPMSL as underwriters of the various WorldCom bond offerings, along with other defendants. They alleged that WorldCom bond intentionally misstated its financial condition by manipulating its books and records to reduce its costs to artificially inflate its net revenues during periods leading up to the offerings at issue. The complaints also alleged the offering documents omitted disclosures of certain allegedly material facts. The underwriter defendants were alleged to be liable for not discovering or disclosing WorldCom's conduct.

The actions included a consolidated class action before the US District Court, in the Southern District of New York, as well as a large number of individual plaintiff actions brought by plaintiffs that opted out of the class, most of which actions were transferred to and consolidated before the judge presiding in the class action. In March 2005, JPMC settled the WorldCom class action litigation for a payment of \$2 billion. In connection with all such settlements, JPMC did not admit any wrongdoing or basis for liability to any person relating to the WorldCom offerings.

## **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

JPMC and its affiliates engage in and provide a broad range of banking, advisory and investment services to customers. Registrant will generally benefit from the relationships and activities resulting from these services that are expected to generate attractive investment opportunities and analytics. In addition, Registrant uses JPMS as a source of potential investments and to utilize the investment research published by its research departments.

Effective July 31, 2006, JPMC entered into a sub-advisory agreement with CCMP Capital Advisors LLC (the “**Sub-Advisor**”), delegating principal responsibility for monitoring, management and supervisory services with respect to the investments which are subject to the Investment Agreement. Registrant, however, retains overall management responsibility of the Partnership until liquidation. Registrant does not receive compensation directly or indirectly from the Sub-Advisor. The Sub-Advisor provides investor relations services to the Partnership. Certain books and records will be retained by the Sub-Advisor. In addition, an affiliate of the Registrant is an investor in a pooled investment vehicle, CCMP Capital II Investor, LP, that is managed by an affiliate of the Sub-Advisor.

## **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Description of the Registrant’s Code of Ethics**

The Registrant has adopted the code of conduct established and maintained by Registrant’s ultimate parent, JPMC, as its code of ethics (“Ethics Code”). The Ethics Code was adopted pursuant to SEC Rule 204A-1 and sets forth the standards of business conduct for the Registrant’s supervised persons, including compliance with applicable federal securities law. Violations of the Ethics Code are required to be reported and provides designated contacts to receive reports of violations. The standards set forth include but are not limited to the receipt and handling of confidential information belonging to clients and JPMC, the Registrant, and its affiliates, privacy, public communication, inside information and information barriers, money laundering, anti-corruption, gifts and entertainment, outside business activities and personal securities transactions. The Registrant supplements certain standards related to personal securities transactions to adhere to the requirements of the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), including holdings statements. Supervised persons are required to provide duplicate account statements reflecting public securities transaction and an annual personal holdings report. On an annual basis, Registrant’s supervised persons receive training on the Ethics Code and certify compliance.

A copy of the Ethics Code is available upon request.

### **Interest in Client Transactions**

JPMC and its related persons may, as principal, purchase securities from or sell securities to the Partnership or its limited partners as permitted by the Advisers Act, including Section 206(3) thereof.

Registrant expects that one or more of its related persons will effect securities transactions for compensation on behalf of the Partnership. Such compensation will not exceed the amount such related persons would customarily receive from third parties as compensation for the performance of similar services. Such related persons may also independently effect securities transactions for limited partners who maintain separate accounts with such related person.

Registrant expects that one or more of its related persons may effect securities transactions as broker to such related person's clients while also acting as broker to the Partnership in the same transaction ("agency cross transactions"). Such agency cross transactions will be executed as permitted by the Advisers Act. Brokerage compensation will not exceed the amount such related persons would customarily receive from third parties as compensation for the performance of similar services.

The Partnership's limited partnership agreement expressly authorizes Registrant and its related persons to buy or sell securities in which the Partnership has invested or has proposed to invest. In addition, the Partnerships' limited partnership agreement expressly authorizes JPMC and its related persons to perform investment banking services for, and to receive compensation from, any entity in which the Partnership has invested or has proposed to invest. JPMC and its related persons currently have no "standing" arrangements to perform such investment banking services. Investment banking compensation may include financial advisory fees, fees in connection with restructurings and mergers and acquisitions, underwriting or placement fees, financing or commitment fees, and brokerage fees, which fees will not be shared with the Partnerships or any limited partner.

More specific examples of potential conflicts of interest applicable to the Registrant include, but are not limited to:

- JPMC, its affiliates and investment funds under their management or control may hold investments in portfolio companies in which the Partnership has invested or proposes to invest;
- JPMC and its affiliates may lend to issuers of securities that are owned or to be purchased by the Partnership or to affiliates of those issuers, or may receive guarantees from the issuers of those securities. The proceeds of any investment by the Partnership in a particular issuer may be used, directly or indirectly, to secure, repay or redeem a loan or security held by JPMC or one of its affiliates;
- JPMC and its affiliates may act as underwriter to a company in which the Partnership holds an investment;
- The Partnership may enter into transactions involving loans, high yield securities, derivative instruments or other investments in which JPMC or one of its affiliates serves as the counterparty, principal or agent; and
- The investment activities of the Partnership are expected to generate opportunities for JPMC or one of its affiliates to earn fees and other compensation. The fee potential inherent in a particular investment or transaction could be an incentive for JPMorgan Chase or one of its affiliates to seek to refer or recommend an investment or transaction to the Registrant in which the Partnership would participate.

As in JPMC's business generally, Registrant will consider the implications of identified actual or potential conflicts of interest arising from the activities described in this Item 11 and will act in accordance with the terms of the Partnership's limited partnership agreement, the Investment Agreement, and JPMC's internal guidelines and procedures.

## **ITEM 12. BROKERAGE PRACTICES**

### **Brokerage Arrangements**

The Registrant is responsible for the placement of the portfolio transactions of the Partnership and the negotiation of any commissions paid on such transactions. In selecting a broker dealer in securities transactions by the Partnership, the Registrant uses reasonable diligence to ascertain prevailing market prices and considers the full range and quality of a broker's service. In addition to price and commission

rate, Registrant takes into account the other factors in achieving best execution which includes, but is not limited to: (1) execution, clearance and settlement capabilities; (2) the nature of security to be traded; (3) the size of the transaction; (4) desired timing of transaction; and (5) market maker capabilities of broker.

### **Trade Aggregation Practices**

As described in Item 8, the sale and disposition of the Partnership's investments are effected lock-step on a "pro-rata" basis across all applicable funds/clients at an average price per unit of the total transaction. Per the Investment Agreement, the Registrant permits aggregation with and pro rata distribution amongst the related parties to the Investment Agreement and the Partnership.

Since the Partnership is the single client of Registrant, to the extent Registrant effects a transaction independent of such lock-step provisions, Registrant will effect such transaction consistent with its fiduciary duty to obtain best execution.

## **ITEM 13. REVIEW OF ACCOUNTS**

### **Review of Client Accounts**

Registrant manages the Partnership's investments, which is a pooled investment vehicle, as the Registrant's sole client. The Registrant does not manage individual advisory accounts or hold itself out as providing financial planning or similarly termed services. The Registrant employs professionals dedicated to monitoring and reviewing the Partnership's portfolio on a regular basis. Monthly meetings are held with representatives of the Sub-Advisor to monitor and review investments including, performance, material developments, or such other significant matters that could reasonably have a material effect on the Partnership's investments. In addition, on a semi-annual basis, a detailed portfolio review is conducted. These reviews involve the managing director responsible for monitoring the Sub-Advisor's performance and the Registrant's chief financial officer.

### **Reports**

The Registrant furnishes to the Partnership's limited partners as soon as practicable after the end of each taxable year (or as otherwise may be required by law) written annual reports containing audited financial statements [as well as tax information. Such audited financials are prepared on a tax basis and delivered after 180]<sup>1</sup> days from the end of the Partnership's fiscal year. The Registrant also furnishes quarterly written reports reviewing the Partnership's performance for the quarter.

## **ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

The Registrant does not refer or otherwise receive compensation for the referral of investors. In addition, the Registrant does not pay compensation for the referral of investors to the Partnership.

## **ITEM 15. CUSTODY**

JPMorgan Chase Bank, N.A. serves as the qualified custodian (the "**Custodian**") of the Partnership's assets. The Custodian sends quarterly custody statements directly to the limited partners. Limited

partners should carefully review these statements and are urged to compare these statements to the quarterly statements sent by the Registrant's Fund Administrator, Private Equity Fund Services, on behalf of the Registrant (as noted in Item 13). From time to time, the Partnership may establish foreign jurisdiction bank accounts associated with the Partnership's transaction vehicles. Cash may be held in such foreign bank accounts.

#### **ITEM 16. INVESTMENT DISCRETION**

As of December 31, 2011, the Registrant manages client assets on a discretionary basis. The regulatory assets under management as of this date are approximately \$68,216,948.00. Registrant does not manage client assets on a non-discretionary basis.

Registrant received discretionary authority from the Partnership at the outset of the advisory relationship to select the identity and amount of securities to be bought or sold. Such authority was provided under the terms of the operating agreements of the Partnership. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the Partnership.

#### **ITEM 17. VOTING CLIENT SECURITIES**

The Registrant has adopted proxy voting policies and procedures as required by Rule 206(4)-6 under the Advisors Act. For purposes of Registrant's policies and procedures proxy voting pertains to proxy statements received from public companies. The policies and procedures address the most common proxy questions such as the selection of directors, approval of financial results, and retention of auditors, which are generally to be voted consistent with the recommendation of company management. In consultation with legal and compliance professionals, Registrant seeks to ensure proxy voting is not improperly influenced by conflicts of interest, such as an affiliated investment banking area seeking fees, and may, when circumstances warrant, certify the consideration of conflicts. The Partnership may obtain a copy of the Registrants' proxy voting policies and procedures and information about how the Registrant voted any proxies on behalf of the Partnership from the Investor Relations at (212) 600-9689 or [InvestorRelations@ccmpcapital.com](mailto:InvestorRelations@ccmpcapital.com).

#### **ITEM 18. FINANCIAL INFORMATION**

Registrant is not aware of having any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Partnership. Registrant has not been subject to a bankruptcy petition within the last ten years.