

**ITEM 1: COVER PAGE**



CCMP Capital Advisors, LLC  
("CCMP Capital")

Form ADV, Part 2A  
(the "Brochure")

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This Brochure provides information about the qualifications and business practices of CCMP Capital. If you have any questions about the contents of this Brochure, please contact us at (212) 600-9689 or [Investor.relations@ccmpcapital.com](mailto:Investor.relations@ccmpcapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about CCMP Capital also is available on the SEC's Investment Adviser Public Disclosure (IAPD) website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

CCMP Capital may refer to itself as a "registered investment adviser." You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

## ITEM 2: MATERIAL CHANGES

CCMP's most recent ADV Part 2A was filed on March 30, 2011. CCMP's business activities have not changed materially since that filing. Accordingly there have been no material changes to this ADV Part 2A.

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## **ITEM 4: ADVISORY BUSINESS**

### ***Firm Overview***

CCMP Capital Advisors, LLC (“CCMP Capital”) is a private equity firm that provides discretionary investment management services to pooled investment vehicles in accordance with the investment objectives, strategies and guidelines set forth in the relevant offering documents and partnership agreements for each respective pooled investment vehicle. CCMP Capital’s primary investment activity is making equity investments in privately owned companies, or making equity investments in publicly owned companies in connection with taking them private. CCMP Capital may also make private investments in public companies (“PIPE” transactions). The firm’s typical investment ranges from \$100 million to \$500 million, in companies valued at \$500 million to more than \$3 billion.

CCMP Capital focuses on buyout and growth equity investments in the United States and Europe, primarily as the lead investor in companies in four targeted industry sectors: (1) consumer/retail and media; (2) industrial; (3) energy; and (4) healthcare. Companies in which an investment is made through a pooled investment vehicle are known as “portfolio companies”.

As a private equity firm, CCMP Capital seeks to create value in its portfolio companies by working with management to implement operational enhancements and efficiencies. After a period of time, typically several years, CCMP Capital seeks to sell the portfolio company privately or take the portfolio company public and dispose of its shares in the public markets. On occasion, CCMP Capital may engage in hedging or other derivative transactions, but only if related to the currency or other risks related to an investment in a portfolio company.

CCMP Capital serves as the investment adviser to pooled investment vehicles for which an affiliate of CCMP Capital serves as the general partner (the “CCMP Advised Funds”).

CCMP Capital was formed in August 2006 by investment professionals who had previously managed the buyout and growth equity investment portfolio of J.P. Morgan Partners, LLC (“J.P. Morgan Partners”). Pursuant to one or more investment sub-advisory agreements with J.P. Morgan Partners and certain of its affiliates (referred to collectively as the “JPMP Sub-Advisory Agreement”), CCMP Capital continues to provide investment advisory services to J.P. Morgan Partners and certain pooled investment vehicles under J.P. Morgan Partners’ management (referred to collectively as “CCMP Sub-Advised Funds”). Under the JPMP Sub-Advisory Agreement, investment discretion over portfolio companies in pooled investment vehicles managed by J.P. Morgan Partners, or in which affiliates of J.P. Morgan Partners have invested directly, remains with J.P. Morgan Partners and its affiliates, except in limited circumstances. As a result, the assets under CCMP Capital’s management through the JPMP Sub-Advisory Agreement are considered non-discretionary. The CCMP Sub-Advised Funds are, in each case, closed to new commitments and past the period in which they are permitted to

acquire new portfolio companies under the terms of their organizational documents. As a result, CCMP Capital's sub-advisory services focus on maximizing the value of the existing portfolio companies in these pooled investment vehicles and managing them to a disposition and realization.

The CCMP Advised Funds and CCMP Sub-Advised Funds, together with J.P. Morgan Partners, are referred to collectively as "CCMP Clients". From time to time reference may be made to investment activities engaged in by CCMP Capital. Such activities are undertaken by CCMP Capital as an investment adviser to the CCMP Clients and not for CCMP Capital's own account.

Investments for CCMP Clients are managed in accordance with the pooled investment vehicle's particular investment objectives, strategies and guidelines and are not tailored to the individualized needs of any particular investor of a CCMP Client. Information about each CCMP Client, and the particular investment objectives, strategies, guidelines and risks associated with an investment, is described in the governing documents and offering memorandum ("PPM") of each CCMP Client, which are made available to investors only through CCMP Capital or another authorized party.

As of December 31, 2011, CCMP Capital managed for CCMP Clients approximately \$4,732,821,563 in assets on a discretionary basis and approximately \$2,805,957,618 in assets on a non-discretionary basis.

CCMP Capital, LLC is the sole member of CCMP Capital. Certain principals of CCMP Capital, LLC own CCMP Capital, LLC, but each of such principals own less than 25% of the interests of CCMP Capital, LLC.

## **ITEM 5: FEES AND COMPENSATION**

### ***Compensation***

CCMP Capital receives various fees from CCMP Advised Funds that are negotiated at the time of formation of a CCMP Advised Fund. Details of these fees are described in a CCMP Advised Fund's PPM and limited partnership agreement. However, CCMP Capital and/or its affiliates generally will earn the following compensation from a CCMP Advised Fund: (1) during the initial investment period, a management fee equal to a percentage of the aggregate capital commitments in the CCMP Advised Fund and, thereafter, a management fee equal to the percentage of invested capital minus distributions constituting the cost basis return of capital and as may be offset by certain credits that may apply as described in Item 14 – *Other Compensation* (and minus, in some cases, any realized losses or writedowns); and (2) performance-based compensation that is calculated based upon a percentage of the CCMP Advised Fund's return on its invested capital. For an additional discussion regarding performance-based compensation, please refer to Item 6 – *Performance-Based Fees and Side-by-Side Management*.

Fees and other economic terms may differ for investments in CCMP Advised Funds made by CCMP Capital employees and former employees. CCMP Capital also receives

investment management fees from J.P. Morgan Partners and its affiliates under the JPMP Sub-Advisory Agreement.

### ***Other Fees and Expenses***

Clients of CCMP Capital (including, indirectly, investors in a CCMP Client) may bear certain other fees, expenses and costs (in addition to CCMP Capital's management fee and performance-based compensation, as applicable) as set forth in the applicable limited partnership agreement for each CCMP Client, which are incidental or related to the maintenance of the CCMP Client or the buying, selling and holding of investments, including, but not necessarily limited to: (1) accounting, audit, legal, consulting, custody and other out-of-pocket fees, costs and expenses relating to the actual or proposed acquisition, holding or disposition of securities (including, without limitation, broken deal expenses, investment banking fees, brokerage and underwriting fees, commissions, hedging costs and other related transactions costs and expenses charged to a CCMP Client); (2) all expenses relating to investigating, acquiring, monitoring, distributing and disposing of investments, including but not limited to travel and other out of pocket expenses; (3) indemnification amounts payable to persons entitled to indemnification under a CCMP Client's partnership agreement; (4) all taxes imposed on a CCMP Client and all litigation expenses (and any judgments or settlements paid in connection therewith) and other extraordinary expenses; (5) the costs of forming and maintaining any alternative investment vehicle and (at the discretion of the general partner of a CCMP Client) the costs of maintaining any other pooled investment vehicle through which to invest in the CCMP Client (*e.g.*, feeder funds); (6) insurance costs; (7) commitment fees payable in connection with credit facilities made available to a CCMP Client; (8) the reasonable out-of-pocket expenses of the members of any advisory committee of limited partners of a CCMP Client in connection with their services; (9) the costs of the annual meetings of the general partner and limited partners of a CCMP Client; (10) fund administration service provider expenses; and (11) all other costs incurred in connection with the administration of a CCMP Client or otherwise that may be authorized by a partnership agreement or approved by a majority in interest of the limited partners or an advisory committee. For an additional discussion regarding brokerage fees, commissions and other related transactions costs and expenses, please refer to Item 12 – *Brokerage Practices*.

### ***Billing***

Investors in a CCMP Advised Fund are charged for fees and expenses either through a "capital call" by which the investor is required to pay the required amount from its undrawn capital commitment to the CCMP Advised Fund, or through a deduction from available cash held by the CCMP Advised Fund, as selected by CCMP Capital or its affiliate serving as general partner of the CCMP Advised Fund. Management fees are billed semiannually and are paid through a capital call or deduction from available cash made less than six months in advance. If a CCMP Advised Fund is dissolved before the end of a six-month period, management fees will be pro rated based on the period the CCMP Advised Fund was operational, and CCMP Capital will return the excess amount.

CCMP Capital also receives fees quarterly in advance from J.P. Morgan Partners under the JPMP Sub-Advisory Agreement.

In the event that an agreement for CCMP Capital's advisory services is terminated, any fees paid in advance may or may not be refundable, depending upon the circumstances of the termination and the terms of the advisory contract. If a refund is due, CCMP Capital will return the applicable amount to its client for distribution to the investors.

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

In addition to the compensation discussed in Item 5 – *Fees and Compensation*, an affiliate of CCMP Capital in its capacity as the general partner of a CCMP Advised Fund is eligible to receive performance-based compensation, or “carried interest”, with respect to CCMP Advised Funds. Performance-based compensation is calculated based upon a percentage of a CCMP Advised Fund's return on its invested capital across its entire portfolio. With respect to CCMP Sub-Advised Funds, CCMP Capital does not receive any performance-based compensation; however, certain CCMP Capital investment professionals are, on an individual basis, eligible to receive performance-based compensation from one or more of the CCMP Sub-Advised Funds through their prior employment relationships with J.P. Morgan Partners or its affiliates.

Accordingly, CCMP Capital and its personnel may have differing compensatory interests with respect to different CCMP Clients. However, CCMP Capital's fiduciary obligations to act in the best interest of its clients as well as its contractual obligations to J.P. Morgan Partners and its affiliates under the JPMP Sub-Advisory Agreement that obligate CCMP Capital to meet certain professional standards of care, mitigate any potential conflict of interest that may exist with respect to CCMP Capital's allocation of time and resources to the CCMP Clients who have performance-based compensation arrangements over those CCMP Clients who do not.

The existence of a carried interest in a CCMP Advised Fund may also create an incentive for CCMP Capital to make more speculative investments on behalf of CCMP Advised Funds than it would otherwise make in the absence of such performance-based compensation. However, this risk is mitigated to some extent since the carried interest is based on the success of the CCMP Advised Fund as a whole and not any single investment, and therefore CCMP Capital's total carried interest would be affected by any single unsuccessful investment. In addition, CCMP Capital's management and other personnel have made significant personal capital commitments to the CCMP Advised Funds, which should reduce this incentive.

Any performance-based compensation will be paid in accordance with Section 205(3) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), or Rule 205-3 thereunder.

## ITEM 7: TYPES OF CLIENTS

As discussed in Item 4 – *Advisory Business*, CCMP Capital provides discretionary investment management services to CCMP Advised Funds, which are pooled investment vehicles exempt from registration under the Investment Company Act of 1940, as amended (the “Act”). CCMP Capital has also entered into the JPMP Sub-Advisory Agreement and will provide the advisory and management services to J.P. Morgan Partners and the pooled investment vehicles advised by J.P. Morgan Partners and its affiliates pursuant to the terms of that agreement.

The terms and conditions of client accounts may vary depending on the type of services provided or the type of client, and these terms and conditions may also vary from client to client. Furthermore, CCMP Advised Funds generally impose investment minimums for investors, as described in more detail in the CCMP Advised Fund’s PPM. In certain circumstances, such investment minimums may be reduced.

This Brochure may be provided to current or prospective investors in a CCMP Client, together with the CCMP Client’s PPM, organizational documents and other related documents, prior to or in connection with such person’s consideration or execution of an investment in the CCMP Client, and may subsequently be provided in CCMP Capital’s discretion or, annually, at the request of an investor in the CCMP Client. Investors and other recipients should be aware that while the Brochure may include information about a CCMP Client, as necessary or appropriate, it should not be considered to represent a complete discussion of the features, risks or conflicts associated with the CCMP Client. More complete information about each CCMP Client is included in the CCMP Client’s PPM and other relevant organizational documents which are provided to investors only by CCMP Capital or another authorized party and should be reviewed in their entirety by an investor prior to making an investment in a CCMP Client.

**In no event should this Brochure be considered to be an offer of interests in a CCMP Client or relied upon in determining whether to invest. It is also not an offer of, or agreement to provide, advisory services directly to any recipient.** Rather, this Brochure is designed solely to provide information about CCMP Capital for the purpose of compliance with certain obligations under the Advisers Act and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided in a PPM or other relevant organizational documents. To the extent that there is any conflict between disclosures herein and similar or related disclosures in any PPM or other relevant organizational documents, the PPM and other relevant organizational documents shall govern.

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

### *Methods of Analysis and Investment Strategies*

As discussed in Item 4 – *Advisory Business*, CCMP Capital’s primary investment activity is making equity investments in privately owned companies, or making investments in



publicly owned companies in connection with taking them private. CCMP Capital may also make private investments in public companies (“PIPE” transactions). Short sales and option writing are not typical strategies, but hedges and derivative strategies may be entered into if related to the currency or other risk inherent in an investment in a portfolio company. Although it is not a primary strategy, CCMP Capital may invest in other pooled investment vehicles where it has the right to “opt out” of investments that the pooled investment vehicle proposes to make.

The foundation of CCMP Capital’s investment approach is to leverage its industry expertise and proprietary global network of relationships by focusing on four core industry sectors (consumer/retail and media; industrial; energy; and healthcare) to make private equity investments in management buyout and growth equity transactions. CCMP Capital produces its own proprietary research in various subsectors of the four industry sectors, which leads to the development of discrete investment themes and specific ideas. CCMP Capital also utilizes the internal research of various investment banking firms and other sources, and publicly available information in developing its investment themes. CCMP Capital performs extensive due diligence with the management of a potential portfolio company prior to investing, and, in connection with that review, routinely gains access to material, non-public information from the potential portfolio companies themselves and from other sources. CCMP Capital’s operating and growth initiatives for its portfolio companies benefit from CCMP Capital’s proprietary operating resources, which include full time senior personnel with Chief Executive or Chief Financial Officer experience at public companies, and additional seasoned executive advisers with extensive management experience.

CCMP Capital’s investment strategy is primarily long term investment in privately held companies. It is possible that some investments may be held for less than a year, though this is not typical of CCMP Capital’s investment strategy. CCMP Capital’s Investment Committee, comprised of senior members of CCMP Capital and CCMP (UK), is ultimately responsible for making final investment decisions for the CCMP Clients.

### ***Investment Risks***

CCMP Capital’s investment activities involve a significant degree of risk. The securities in which a CCMP Client may invest are highly illiquid and, although these investments may occasionally generate some current income, the return of capital and the realization of gain, if any, from an investment generally will occur only upon the partial or complete disposition of such investment. It is unlikely for there to be a public market for most of securities recommended by CCMP Capital on behalf of CCMP Clients, and such securities may require a substantial period of time to liquidate. It is expected that certain portfolio companies will, after a period of time, become publicly traded companies, as part of the strategy to exit the initial investment.

Material risks of CCMP Capital’s investment activities include, but are not limited to, the following. As previously noted, the CCMP Sub-Advised Funds are not making investments in new portfolio companies (although they may make “follow-on”

investments in existing portfolio companies); accordingly, certain risks relating to new investment activities do not apply to CCMP Sub-Advised Funds.

*Possible Lack of Diversification.* CCMP Clients may not be subject to any comprehensive diversification or asset allocation requirements or be limited to a particular investment strategy. To the extent a CCMP Client concentrates investments in a particular geographic region, security, investment sector or stage of investment, investments may become more susceptible to fluctuations in value resulting from adverse economic or business conditions applicable to such region, type of security, sector or stage of investment. In addition, a CCMP Client may participate in a limited number of investments in which case the investment returns of the CCMP Client could be substantially adversely affected by the unfavorable performance of a single investment.

*Competition for Investment Opportunities.* The activity of identifying, completing and realizing attractive investments on a global basis is competitive and involves a high degree of uncertainty. CCMP Clients may compete with other potential investors including private funds, hedge funds, other financial institutions or other corporate or strategic buyers for limited investment opportunities. As a result, there can be no assurance that a CCMP Client will be able to locate and complete portfolio investments that satisfy the CCMP Client's return objectives or realize their potential values or that the CCMP Client will be able to become fully invested for a significant period of time, if at all.

*Reliance on CCMP Capital Investment Professionals.* The success of CCMP Clients may depend, in substantial part, upon the skill and expertise of the investment professionals of CCMP Capital. There can be no assurance that these CCMP Capital investment professionals will continue to be associated with CCMP Capital throughout the life of a CCMP Client.

*Passive Investment in Interests.* Limited partners of a CCMP Client do not control the day-to-day operations, including investment and disposition decisions, of the CCMP Client and generally must rely entirely on the general partner of the CCMP Client and CCMP Capital, among others, to conduct and manage, respectively, the affairs of the CCMP Client.

*Allocation of Investment Opportunities.* As a general matter, only one CCMP Client will be eligible to make new private equity investments at a given point in time. When that CCMP Client nears the end of the period in which it is permitted to make new investments under its organizational documents, CCMP Capital may form a new pooled investment vehicle which will become a CCMP Client. In such circumstances, the allocation of investment opportunities between CCMP Clients for which an investment opportunity may be appropriate will be made in a manner determined by CCMP Capital to be equitable under the circumstances.

*Risk of Loss of Capital.* There can be no assurance that a CCMP Client will be able to realize returns on the investments it manages for its limited and general partners or that the returns will be commensurate with the risks of investing in the type of companies and

transactions described herein or that a limited or general partner will receive any distributions from a CCMP Client. Accordingly, an investment in a CCMP Client should only be considered by persons who can afford a loss of their entire investment.

*Uncertain Nature of Investments.* CCMP Clients may enter into high-risk investment opportunities of all kinds in all markets globally, including in, but not limited to, equity securities, pooled investment vehicles and investments denominated in foreign currencies. Companies in which the CCMP Clients invest may not achieve their expected operational objectives and might experience substantial fluctuations in their operating results. In all such cases, CCMP Clients are subject to the risks associated with the underlying businesses engaged in by portfolio companies, including market conditions, changes in regulatory environment, general economic and political conditions, the loss of key management personnel and other factors. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by a CCMP Client or considered for prospective investment. Potential investors should realize that realization events could be delayed as a result of general economic conditions, illiquidity of portfolio investments, contractual prohibitions or other reasons mentioned herein.

*Illiquid Investments.* Although investments by CCMP Clients occasionally may generate some current income, the return of capital and the realization of gains, if any, from an investment primarily will occur upon the partial or complete disposition of such investment. It generally is expected that the sale of most of the investments will not occur for a number of years after such investments are made. Generally, no public market exists for most of the securities initially held by a CCMP Client and such securities may require a substantial length of time to liquidate.

*Reliance on Management.* Although CCMP Capital will monitor the performance of each portfolio company investment, it will primarily be the responsibility of company-level management to operate portfolio companies on a day-to-day basis. Although CCMP Clients generally intend to invest in portfolio companies operated by strong management teams, there can be no assurance that the management team of a portfolio company will be able to successfully operate the company or will meet CCMP Capital's expectations.

*Minority Investments.* A CCMP Client may make, or may have made, minority equity investments in entities that may develop economic or business interests or goals that are inconsistent with those of the CCMP Client. There is no assurance that CCMP Capital will be able to control the CCMP Client's investment in such a portfolio company.

*Bridge Financings.* From time to time, a CCMP Client may lend to portfolio companies on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. Such long-term securities issuances or other refinancings or syndications may not occur and such bridge loans and interim investments could remain outstanding, in which case the interest rate on such loans or the terms of such interim investments may not adequately reflect the risk associated with the position taken by a CCMP Client.

*Third Party Investments.* CCMP Clients may co-invest with third parties through partnerships, joint ventures, or other entities. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third party co-venturer or partner may have economic or business interests or goals that are inconsistent with those of a CCMP Client, or may be in a position to take action contrary to the CCMP Client's investment objectives, and other risks associated with not having control over the investment.

*Insufficient Capital for Follow-On Investments.* From time to time, a portfolio company may require additional capital. There is no assurance that a CCMP Client will make follow-on investments or that the CCMP Client will have sufficient resources to, or be permitted to, make such follow-on investments. A decision to not make follow-on investments or its inability to make them may have a substantial negative impact on a portfolio company, may result in missed opportunities for a CCMP Client or may result in dilution of the CCMP Client's investment.

*Investments Longer than Term.* A CCMP Client may make investments that, due to various reasons, may not be capable of an advantageous disposition prior to the date the CCMP Client is required to be dissolved, either by expiration of the CCMP Client's term or otherwise, and therefore a risk exists that a CCMP Client may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

*Possible Hedging.* CCMP Capital or a CCMP Client may seek protection against the risk of a decrease in the value of one or more investments by using certain hedging strategies. The use 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 a CCMP Client to profit from the increase in the value of an investment above a certain price. In addition, if judgments made with respect to future stock prices, exchange rates, interest rates, market conditions or trends are not correct, these hedging strategies could result in losses to the CCMP Clients. Hedging also entails additional risks, including counterparty credit risk and market liquidity risk.

*Leverage.* To the extent that any investment is made in a company with a leveraged capital structure, such investment will be subject to increased exposure to adverse economic factors, including fluctuations in interest rates, a severe downturn in the economy or deterioration in the condition of such company or its industry. In the event that such a company is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of a CCMP Client's investment in such portfolio company could be significantly reduced or even eliminated.

*Non-U.S. Investments.* A CCMP Client may invest in the assets and securities of non-U.S. issuers. Investments of this type are subject to certain risks not typically associated with investing in U.S. securities including, but not limited to, price fluctuations, currency exchange rate fluctuations and costs, differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less governmental

supervision and regulation, certain economic and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital, the risks of political, economic or social instability, the possibility of expropriation or confiscatory taxation, and the possibility of non-U.S. taxes on income and gains recognized with respect to such securities.

*Non-OECD Investments.* Certain CCMP Clients may invest a portion of its assets in countries which are not members of the Organization for Economic Cooperation and Development (OECD), which entails additional risks. For example, some non-OECD countries may require prior government approval for foreign investments and the repatriation of investment income, capital and the proceeds of sales of investments and the process of obtaining those approvals may require a significant expenditure of time and resources. In addition, many non-OECD countries do not have well-developed shareholder rights and provide inadequate legal remedies for breaches of contract, and companies in non-OECD countries are not generally subject to uniform accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to U.S. companies. As a result, information about a particular company may be difficult to obtain or assess. The prices at which a CCMP Client may sell its investments may be affected by other market participants' anticipation of the CCMP Client's activities and by trading by persons with material non-public information. Securities markets in non-OECD countries are generally smaller in size, less liquid and experience greater volatility than U.S. securities markets. Political or social instability may also have an adverse effect on non-OECD countries and the performance of a CCMP Client's investments in such markets.

*Currency Exchange Risk.* Capital contributions to a CCMP Client are generally payable in U.S. dollars and the CCMP Client's assets will be valued in U.S. dollars. A portion of CCMP Client's investments may be denominated in currencies other than the U.S. dollar, and hence the value of such investments will depend in part on the relative strength of the U.S. dollar. A CCMP Client may be affected by exchange control regulations or changes in the exchange rate between foreign currencies and the U.S. dollar, as well as the transaction costs associated with converting foreign currencies into U.S. dollars. Changes in foreign currency exchange rates may also affect the value of dividends and interest earned, and the level of gains and losses realized on the sale of such investments. The rates of exchange between the U.S. dollar and other currencies are affected by many factors, including forces of supply and demand in the foreign currency exchange markets, the international balance of payments and other economic and financial conditions, government intervention, speculation and other factors. CCMP Clients are not obligated to engage in any currency hedging operations, and there can be no assurance as to the success of any hedging operations that a CCMP Client may implement.

*Inflation.* Some non-OECD countries have experienced substantial rates of inflation. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economics and securities markets of certain non-OECD economies. There can be no assurance that inflation will not become a serious problem in the future and thus have an adverse impact on a CCMP Client's returns.

In addition to the risks identified above, investors in a CCMP Client may be subject to additional risks, including the lack of liquidity for interests of the CCMP Client, as set forth in the applicable PPM and operative documents of a CCMP Client. Clients of CCMP Capital, as well as investors in CCMP Clients, should be prepared to incur losses.

#### **ITEM 9: DISCIPLINARY INFORMATION**

Not Applicable

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

CCMP Capital is affiliated with other entities engaged in the financial services business and, in some cases has business arrangements with such entities that are material to its advisory business or to its clients. These are described in more detail below and, in some cases, may cause CCMP Capital's or a related person's interests to diverge from the best interests of a CCMP Client.

Related persons of CCMP Capital may serve as directors and officers of, and provide advice to, publicly traded and private companies. Receipt of material non-public information by CCMP Capital's related persons could preclude CCMP Capital from effecting transactions in the securities of such companies.

CCMP Capital's United Kingdom affiliate, CCMP Capital Advisors (UK), LLP ("CCMP (UK)"), is registered with the Financial Services Authority in the United Kingdom. CCMP Capital and CCMP (UK) are under common control. CCMP (UK) provides investment advisory services to CCMP Capital, including identifying investment opportunities in the United Kingdom and Europe for CCMP Advised Funds. It has no other business besides providing advice and other services to CCMP Capital with respect to CCMP Clients. As discussed above, CCMP Capital's Investment Committee, which is ultimately responsible for making final decisions on new investments for CCMP Clients, is comprised of senior members of CCMP Capital and CCMP UK.

CCMP's parent company owns a controlling interest in Octagon Credit Investors, LLC, ("Octagon") an investment adviser registered with the SEC. Octagon is an investor in and investment adviser to several funds and managed accounts that invest in loans to corporations and other entities, and in high yield debt securities. These are different investment asset classes than those that CCMP Capital generally invests in on behalf of CCMP Clients. Octagon does not participate in CCMP Capital's investment process and maintains a separate investment committee comprised of Octagon employees which is responsible for making the investment decisions on behalf of Octagon's clients in accordance with Octagon's investment strategy. While CCMP Capital has the right to appoint one additional member to the Octagon investment committee, such additional member would not be an employee of CCMP Capital.

Octagon clients may invest in bank loans or high yield securities of portfolio companies owned by CCMP Clients. This could lead to conflicts of interest between CCMP Capital and Octagon. For example, if such a portfolio company were to experience financial

difficulty, the interests of Octagon as a holder of debt could differ from the interests of CCMP Capital as a holder of the equity securities. If any conflict of interest were to arise, the conflict would be resolved on a case-by-case basis with CCMP Capital acting in a manner it believes to be in the best interest of CCMP Clients and Octagon acting in a manner it believes to be in the best interest of its clients. CCMP Capital believes that the amount of a portfolio company's bank loans or high yield securities owned by Octagon would typically be insufficient to create a material conflict of interest between Octagon and CCMP Capital, although some exceptions may occur.

Although CCMP Capital and Octagon share common areas within the same office space, CCMP Capital and Octagon personnel are otherwise separated from each other by physical barriers and access to non-common office space is strictly controlled. CCMP Capital and Octagon maintain separate technology platforms and systems as well as hard documents and files. In addition, while CCMP Capital and Octagon may engage in discussions involving industry and sector trends as well as investment opportunities in the market, such discussions are subject to the compliance policies and procedures that have been implemented within and between their respective businesses, including the establishment of information barriers in order to mitigate the potential for any conflict of interest involving material nonpublic information concerning an issuer of securities or a borrower of bank loans.

A related person, CCMP Capital Associates, L.P., is the General Partner of CCMP Capital Investors II, L.P. (together with its parallel and alternative vehicles, "CCMP II"). CCMP Clients have not been solicited to invest in CCMP II, other than an affiliate of J.P. Morgan Partners, which has invested in CCMP II. Certain limited partners of CCMP Clients have been solicited to invest in CCMP II. An affiliate of J.P. Morgan Partners is an investor in CCMP II.

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

##### ***Code of Ethics***

CCMP Capital has adopted a Code of Ethics in accordance with Rule 204A-1 under the Advisers Act covering such matters as (1) prohibitions against securities transactions when in possession of material nonpublic information; (2) personal conflicts of interest, including outside activities and gifts; (3) personal securities transactions policies; and (4) general standards of ethical business conduct. Any client or prospective client may obtain a copy of the Code of Ethics upon request by contacting CCMP Capital. CCMP Capital's contact information appears on the cover page of this Brochure.

##### ***Participation or Interest in Client Transactions and Personal Trading***

CCMP Capital may recommend to a CCMP Client that it purchase from, or sell securities to, another CCMP Client. A CCMP Advised Fund may be the buyer of such securities. Such a transaction would be unusual and not in the ordinary course of business, but it is possible for such a transaction to occur. If CCMP Capital were to engage in any such

transaction it would only do so in accordance with the requirements of Section 206(3) of the Advisers Act, including the requirement to obtain the prior consent of each CCMP Client to the transaction. This prior consent would generally be requested from an advisory committee of the limited partners of each CCMP Client participating in the transaction.

It is not anticipated that CCMP Capital would for its own account, or for the account of one of its employees, purchase securities from, or sell securities to, a CCMP Client (a “principal transaction”). Principal transactions may give rise to potential conflicts of interest, such as the execution of transactions with clients at unfavorable prices or the sale of unwanted securities into client accounts. If CCMP Capital were to engage in any such transaction, it would only do so in accordance with the requirements of Section 206(3) of the Advisers Act, including the requirement to obtain the prior consent of any CCMP Client involved in the transaction. This prior consent would generally be requested from an advisory committee of the limited partners of the CCMP Client.

Due to “co-investment” and “carried interest” arrangements, most CCMP Capital senior investment professionals will have a financial interest in the securities purchased and sold by a CCMP Advised Fund, and in many (but not all) cases will have a financial interest with respect to securities purchased and sold by CCMP Sub-Advised Funds. Many senior employees have made personal investments through investment vehicles that invest in securities at the same time, and on the same terms, as the CCMP Advised Fund or certain CCMP Sub-Advised Funds. This type of investment is intended to align the interests of CCMP Capital’s personnel with the investors in the CCMP Client. Most CCMP Capital senior employees also have a carried interest in the overall performance of the CCMP Advised Fund and certain senior employees also have a carried interest in certain of the CCMP Sub-Advised Funds, providing them with a financial interest in the securities purchased and sold by the fund.

Other than through these co-investment and carried interest arrangements, it is not expected that CCMP Capital or its personnel will have a financial interest in the securities purchased or sold by a CCMP Client. An exception may be made in the event that an individual owns an investment in a security owned by a CCMP Client at the time the individual joins CCMP Capital as an employee.

CCMP Capital’s policy on personal trading prohibits purchases of publicly traded securities by CCMP employees, with limited exceptions. This policy limits the risk that CCMP Capital employees might individually purchase for their own account any securities that are purchased or sold by a CCMP Client. Purchases or sales of private securities, and any permitted public securities trades, must be pre-cleared with CCMP Capital’s compliance department so that a determination may be made as to whether the transaction should be prohibited due to CCMP Capital’s possession of material nonpublic information, or because the transaction would otherwise create a material conflict of interest. Each employee is required to report their securities holdings periodically to CCMP Capital’s compliance department. Transactions in “managed accounts”, where the employee does not have investment discretion over the trading activity in the account,



are not subject to the pre-clearance or reporting requirements since the employee does not make the investment decisions in those accounts.

## **ITEM 12: BROKERAGE PRACTICES**

### ***Selection of Broker-Dealers***

As a private equity firm, CCMP Capital's typical acquisition of a security will involve a privately negotiated transaction with the issuer of the securities, and will not involve the services of a broker or dealer. In disposing of securities that have become publicly traded, CCMP Capital will select broker-dealers or underwriters for transactions on behalf of the CCMP Advised Funds, and will recommend or select broker-dealers or underwriters for transactions on behalf of the CCMP Sub-Advised Funds.

In selecting or recommending brokers or dealers, CCMP Capital will consider various factors. As a fiduciary, CCMP Capital must execute securities transactions in such manner that a CCMP Client's total cost or proceeds in each transaction is the most favorable under the circumstances. The determinative factor is whether the transaction represents the best qualitative execution for the account and not whether the lowest possible commission cost was obtained. Thus, CCMP Capital will consider the full range and quality of a broker's service in selecting or recommending brokers to meet best execution obligations, including the ability to access or otherwise execute large transactions in the public market. CCMP Capital may not pay the lowest commission rate available. As a starting point, though, the primary consideration is the trade price and commission quoted by the broker-dealers.

CCMP Capital may, in a manner consistent with its duty to seek best execution, recommend or select a broker-dealer or, with respect to a portfolio company, an underwriter or other service provider, that is an investor in a CCMP Client, including an affiliate of J.P. Morgan Partners.

### ***Aggregation and Allocation of Orders***

From time to time, CCMP Capital manages parallel and alternative vehicles of certain CCMP Clients, which are generally bound to act in "lock-step" with such CCMP Clients. Unless restricted by agreement with a CCMP Client, CCMP Capital may combine transactions for multiple CCMP Clients (including their parallel and alternative vehicles), or with its related persons, into a bunch or block transaction, which may be executed at lower commission cost. The price at which an allocation is made among participating CCMP Clients must, where possible, be the average price per unit of the total transaction (taking into account relevant fees or commissions). Bunched transactions are generally allocated among participating CCMP Clients on a pro rata basis, with exceptions generally based upon the investment objectives, strategies and guidelines of the participating clients.

## **ITEM 13: REVIEW OF ACCOUNTS**

### ***Nature and Frequency of Client Account Reviews***

CCMP Capital's investment professionals will monitor and review CCMP Capital's investment portfolio on a regular basis. Most assets in the investment portfolio are illiquid investments in privately held companies. There are also public securities positions deriving from original positions in private companies (which have gone public or have merged with a public company), often with trading restrictions due to membership of CCMP Capital personnel on the issuer's board of directors or contractual limitations. Valuations are generally assessed by the investment professionals on a quarterly basis. In addition, twice per year, CCMP Capital conducts a comprehensive review of the investment portfolio utilizing CCMP Capital's Portfolio Review System ("PRS"). Investment professionals responsible for the portfolio must maintain a detailed profile in PRS for each portfolio company. These profiles are discussed in depth during semi-annual portfolio review meetings. Senior management of CCMP Capital, including the Chief Executive Officer, the Chairman and the Chief Financial Officer, actively participates in these sessions. During this process, actual portfolio company performance is measured against CCMP Capital's original forecast. This process enables CCMP Capital to efficiently manage information on all of its portfolio companies.

### ***Frequency and Content of Client Account Reports***

CCMP Capital will provide written reports (at such frequency) as will be required by the applicable agreements with each CCMP Client. As a general matter, however, audited financial statements with respect to each fiscal year, as well as unaudited quarterly reports, will be provided to the investors in a CCMP Client as per agreements entered into involving investors and the CCMP Client. The quarterly reports, where applicable, typically will include a summary of investments held by a CCMP Client at the end of the related quarterly period.

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

### ***Placement Agent Arrangements***

CCMP Capital will enter into placement agent agreements from time to time in connection with its periodic activities in raising capital for new private equity funds.

### ***Other Compensation***

CCMP Capital provides, and expects that it will in the future provide, managerial and other management services to certain portfolio companies in CCMP II. CCMP Capital, which allocates time to such matters as part of the ordinary course of its business in managing portfolio companies for CCMP II, may receive compensation from portfolio companies for such services. CCMP Capital may also provide such services to other CCMP Clients, including CCMP Advised Funds.

In connection with the managerial and other management services provided to certain portfolio companies in CCMP II, 100% of any compensation is applied to any “broken deal” costs that CCMP II has paid, and 80% of any remainder is applied to offset management fees payable to CCMP Capital by the investors in CCMP II. The remaining 20% is retained by CCMP Capital.

The managerial and other management services performed by CCMP Capital to certain portfolio companies in CCMP II may create an incentive for CCMP Capital’s investment professionals to devote a disproportionate amount of time and attention to CCMP II. To mitigate this potential conflict of interest, CCMP Capital’s policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed to such accounts and without consideration of CCMP Capital’s (or such personnel’s) pecuniary, investment or other financial interests.

#### **ITEM 15: CUSTODY**

An affiliate of CCMP Capital serves as general partner of the CCMP Advised Funds. Consequently, CCMP Capital is deemed to have “custody” over the CCMP Advised Funds within the meaning of Rule 206(4)-2 under the Advisers Act. To comply with this Rule, CCMP Capital provides each investor in a CCMP Advised Fund audited financial statements within 120 days following its fiscal year end. Investors should review these audited financial statements carefully. If you have invested in the CCMP Advised Funds and have not received audited financial statements timely, please contact us immediately.

CCMP Capital may also be deemed to have custody over the CCMP Sub-Advised Funds (together with J.P. Morgan Partners or one of its affiliates) to the extent that CCMP Capital is able to direct the movement of assets that are held in custody for the benefit of the CCMP Sub-Advised Funds. Investors in a CCMP Sub-Advised Fund generally receive audited financial statements from J.P. Morgan Partners or one of its affiliates within 120 days following its fiscal year end.

#### **ITEM 16: INVESTMENT DISCRETION**

As discussed in Item 4 – *Advisory Business*, CCMP Capital generally provides advisory services on a discretionary basis to the CCMP Advised Funds. The limits upon CCMP Capital’s investment discretion are established through negotiations with the investors in the CCMP Advised Fund, and are ultimately reflected in the governing documents (such as the limited partnership agreement or side letter agreement) for a CCMP Advised Fund. These limits are negotiated on a case by case basis and will vary from fund to fund.

#### **ITEM 17: VOTING CLIENT SECURITIES**

CCMP Capital has adopted written proxy voting policies and procedures as required by Rule 206(4)-6 under the Advisers Act. Under these policies and procedures, CCMP Capital will vote proxies in the best economic interests of its clients.<sup>1</sup> These policies and

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<sup>1</sup> For purposes of this section, references to “proxies” and “proxy voting” refer to those situations where CCMP Capital receives on behalf of its clients a proxy statement from a public company in which a

procedures also include how CCMP Capital addresses material conflicts that may arise between its interests and those of its clients. The following is a brief summary of CCMP Capital's proxy voting guidelines.

All proxy materials received by CCMP Capital for CCMP Clients are forwarded to CCMP Capital's Director of Finance or her designee. The Director of Finance records on a log the name of the company to which the proxy materials relate, the date the proxy materials are received and the date by which the proxy needs to be voted.

Upon completion of a reconciliation process, the Director of Finance or designee forwards the proxy materials to the appropriate Portfolio Monitoring Committee for voting. The Portfolio Monitoring Committee for any portfolio company is comprised of the Chief Executive Officer, the Chairman and either a senior managing director who serves as a director of the portfolio company, or if none, by another managing director designated by CCMP Capital, LLC.

For publicly traded portfolio companies of a CCMP Sub-Advised Fund, the Director of Finance will obtain the consent of J.P. Morgan Partners as to how any proxy will be voted (unless no representative of CCMP Capital or J.P. Morgan Partners serves on the board of directors of the company, and affiliates of J.P. Morgan Partners beneficially own less than 5% of the company's publicly traded shares, in which case consent of J.P. Morgan Partners is not required). A record of the consent from J.P. Morgan Partners is retained by the Director of Finance.

The Portfolio Monitoring Committee or its designee shall vote all proxies in the best interests of CCMP Capital's clients pursuant to the goals of the client's investment strategy, which is generally to achieve significant capital appreciation. The Portfolio Monitoring Committee will follow the procedures set forth below in order to ensure that proxies are voted in the best economic interests of CCMP Capital's clients.

The Portfolio Monitoring Committee shall generally vote proxies in favor of: (1) management's recommendation for the election of the board of directors; (2) the selection of independent auditors; and (3) the approval the financial statements as presented by management.

Prior to exercising voting authority on any other matter, the Portfolio Monitoring Committee shall review the proxy materials and undertake a reasonable investigation to determine whether any of the matters to be voted on present a material conflict of interest between CCMP Capital and the interests of its clients. In addition, the Portfolio Monitoring Committee, in conducting its investigation, will be sensitive to the possibility for conflicts of interest between CCMP Capital and its clients and portfolio company

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client of CCMP Capital holds a non-controlling interest. CCMP Capital's proxy voting policies and procedures are not intended to govern situations where CCMP Capital, or a CCMP Capital representative who is a member of the board of directors of a portfolio company, is required to make decisions concerning the affairs of any other portfolio company.

shareholders when a CCMP Capital representative sits on the board of directors of the portfolio company that is the subject of a proxy.

Where the Portfolio Monitoring Committee's investigation determines that a material conflict of interest may exist, it shall take reasonable steps to ensure that the conflict does not influence the Portfolio Monitoring Committee to vote a proxy in a manner that is not in the best interests of CCMP Capital's clients. These steps may include, but are not limited to any one or a combination of the following: (1) consult with CCMP Capital's General Counsel or outside counsel to determine how to vote in a manner that will be in the best interests of CCMP Capital's clients; (2) provide disclosure of the conflict to a representative group of investors in a CCMP Client (*i.e.*, an advisory committee) and obtain its consent to vote; and (3) erecting information barriers around conflicted CCMP Capital personnel to ensure that they do not influence the voting decision.

The Portfolio Monitoring Committee shall make and maintain a record describing any steps taken to prevent a potential material conflict of interest from causing a proxy to be voted in a manner that is not in the best economic interest of CCMP Capital's clients. Where the Portfolio Monitoring Committee determines that no material conflict of interest exists, the matter shall be analyzed based on its specific facts and circumstances and the Portfolio Monitoring Committee shall vote on the matter in the best interests of CCMP Capital's clients.

Clients of CCMP Capital, as well as investors in CCMP Clients, may obtain (1) information about how CCMP Capital voted proxies on their behalf and (2) a copy of CCMP Capital's proxy voting policy and procedures, by contacting Investor Relations, at the following information:

CCMP Capital Advisors, LLC  
Attn: Investor Relations  
245 Park Avenue, 16th Floor  
New York, New York 10167  
(212) 600-9689  
Investor.relations@ccmpcapital.com

#### **ITEM 18: FINANCIAL INFORMATION**

Not Applicable