

COMPASS PARTNERS INTERNATIONAL JERSEY LIMITED

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FORM ADV PART 2

January 2016

This brochure provides information about the qualifications and business practices of Compass Partners International Jersey Limited. If you have any questions about the contents of this brochure, please contact us at (203) 966-7447. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Compass Partners International Jersey Limited is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure has been prepared in connection with Compass Partners International Jersey Limited's initial registration with the SEC. As such, this brochure should be reviewed in its entirety.

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Item 4 – Advisory Business

Structure; History and Ownership

Compass Partners International Jersey Limited (referred to in this brochure as we, us or the “Firm”) is a private equity advisory firm with its principal place of business in St. Helier, Jersey. The Firm was formed in November 2015 as a Jersey corporation. John-Paul Meagher, Martin Bralsford and Hilary Jones are the directors of the Firm. Although currently held by an administrative agent, after giving effect to the Transaction (as defined below), Compass Partners Investments Topco Limited, a Jersey corporation, will hold all of the firm’s ordinary shares. Compass Partners Investments Topco Limited will be, in turn, owned by a number of individuals associated with the Firm and its affiliated entities, including Frank Rudd, Steve Waters, Tim Wright, Alister Wormsley and Anthony Marraccino. Frank Rudd, Steve Waters, Robert Gasparini and Peter Horoszko (the “Income Shareholders”) will hold the income shares of the Firm, which will entitle them to a portion of the income received by the Firm, but which will confer no voting rights.

Types of Advisory Services

We act as an adviser with respect to a single enterprise: CPI Master Fund LP and its sub-funds (collectively, the “Master Fund”). Our advice in respect the Master Fund is provided to the Master Fund’s general partner, Compass Partners Investment Master GP Limited, a Jersey corporation and an affiliate of the firm (the “General Partner”), which has authority over the assets of the Master Fund. As of the date of this filing, the Master Fund has no assets, but is expected to acquire a portfolio of companies (collectively, the “Portfolio Companies”) in a transaction in early 2016 (the “Transaction”). For purposes of clarity and full disclosure, this brochure is drafted assuming that the Transaction has been completed and that we provide advice with respect to the Portfolio Companies.

We do not currently act as an investment adviser with respect to any clients other than the Master Fund and the General Partner, although we may advise other clients in the future. We generally do not tailor our investment strategy to the needs of particular investors in the Master Fund. However, in certain circumstances, we may advise that a transaction be structured in a manner to benefit one or more investors, provided the other investors are not disadvantaged.

Assets Under Management

As of the date of this filing, we do not have any assets under management. Once the Transaction is consummated, we anticipate that we will manage approximately \$308,000,000 of client assets on a non-discretionary basis. We do not manage any client assets on a discretionary basis.

Item 5 – Fees and Compensation

Fees

We estimate an annual advisory fee from the General Partner of approximately \$2 million paid quarterly in advance.

In addition to compensation received directly from the General Partner, the Income Shareholders and other persons associated with the Firm may also receive consideration for their services to the Portfolio Companies and affiliates of the Firm or the General Partner. Such persons may also take management

positions with the Portfolio Companies, in which case they may receive a salary and/or other compensation from such Portfolio Companies.

Expenses

The General Partner and the Master Fund bear the organizational and offering expenses incurred in their formation and the acquisition of the Portfolio Companies.

Item 6 – Performance-Based Fees and Side-by-Side Management

The Firm does not receive any performance-based compensation.

Item 7 – Types of Clients

As discussed in Item 4, our only client is the General Partner of the Master Fund.

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

Investment Objective and Strategy

Our investment objective in the management of our clients is capital appreciation through a hold and sell approach to our investments. Depending on the investment opportunities available to us, we may focus on other objectives and strategies, such as those that emphasize dividend earnings.

Our investment strategy inherently involves certain significant risks. There can be no assurance that our investment objective will be realized or that any account will be profitable in the future. See the section titled “– Risks Associated with Our Investment Strategy” below.

Risks Associated with Our Investment Strategy

As with other private equity investments, an investment with us involves a high degree of risk. There can be no assurance, based on these risks, as well as other risks inherent in any investment, that we will meet our investment objectives or otherwise be able to successfully carry out our investment program. An investor should only invest with us if the investor can withstand a total loss of its investment.

Competitive Nature of Our Portfolio Companies’ Businesses

No assurance can be given that Portfolio Companies, no matter how well managed or capitalized, will meet their objectives or continue to stay in business.

Dependence on Key Personnel

Our success depends in substantial part on the Income Shareholders’ and other key persons’ skills and expertise and those of the managers of the Portfolio Companies. There can be no assurance that such

persons will continue in such roles. To the extent that we are unable to retain the services of such persons, the performance of the Portfolio Companies may suffer.

Risk of Reliance on Management by Third Parties

There can be no assurance that the management of the Portfolio Companies will operate successfully. Although we monitor the performance of each Portfolio Company, the success of the Master Fund depends upon management to operate the Portfolio Companies on a day-to-day basis.

Lack of Liquidity of Investments

The investments in the Portfolio Companies are illiquid. Dispositions of Portfolio Companies may be subject to contractual and other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof.

Leverage

The portfolio of the Master Fund was acquired using leverage, entitling a third-party lender to a portion of the cash flow generated by the Portfolio Companies. Although the use of leverage may enhance returns and permit acquisitions on better terms, it involves a heightened degree of risk, is inherently more sensitive to adverse economic factors (such as a significant rise in interest rates, a downturn in the economy, deterioration in the condition of such Portfolio Companies, declines in revenues and increases in expenses) and can exaggerate the financial effect of any increase or decrease in the value of the Portfolio Companies.

Risks Upon Disposition of Portfolio Companies

In connection with the disposition of an investment in a Portfolio Company, the Master Fund may be required to make representations about the business and financial affairs of the Portfolio Company typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities laws. The Master Fund may also be required to indemnify the purchasers of such Portfolio Company or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the investors in the Master Fund.

Risk Arising from Provision of Managerial Assistance

Persons associated with the Firm may be designated as directors or officers of the Portfolio Companies. Such involvement could expose the Master Fund's or the General Partner's assets to claims by a Portfolio Company, its security holders and its creditors, including claims that we or the General Partner are controlling persons and thus are liable for securities law violations of a Portfolio Company. These measures could also result in certain liabilities in the event of the bankruptcy or reorganization of a Portfolio Company; could result in claims against us, the General Partner or the Master Fund if the designated directors violate their fiduciary or other duties to a Portfolio Company or fail to exercise appropriate levels of care under applicable corporate or securities laws, environmental laws or other legal principles; and could expose the Master Fund or the General Partner to claims that it interfered in management to the detriment of a Portfolio Company. While we seek to advise the General Partner in a way that will minimize the exposure to these risks, the possibility of successful claims cannot be precluded.

General Economic Conditions, Political Risks and Catastrophic Events

General economic conditions may affect the activities of the Portfolio Companies. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value of the Portfolio Companies. Depending on the country in which a Portfolio Company is located or operates, there may exist the risk of adverse political developments, including nationalization, confiscation without fair compensation or war.

Portfolio Companies may also be subject to catastrophic events and other force majeure events, such as fires, earthquakes, adverse weather conditions, changes in law, eminent domain, riots, terrorist attacks and similar risks. These events could result in the partial or total loss of the economic value of a target company or significant down time resulting in lost revenues, among other potentially detrimental effects.

Item 9 – Disciplinary Information

None of the Firms, the Income Shareholders or the Firm's other associated persons has ever been sanctioned or reprimanded by any regulator or self-regulatory organization, nor has any such person been sued (or, to our knowledge, threatened with litigation) by any client or by any local state or federal authority on behalf of a client.

Item 10 – Other Financial Industry Activities and Affiliations

As noted elsewhere in this Brochure, we provide advice to the General Partner, an affiliate. We are also affiliated with certain other entities that directly or indirectly provide services to the Master Fund and the Portfolio Companies:

- Compass Partners International II LLP, a United Kingdom limited liability partnership (the "UK LLP"), also provides investment advice to the General Partner in respect of the Master Fund. The UK LLP is a financial firm registered with the Financial Conduct Authority in the United Kingdom.
- Penguin Investments GP Limited, a Jersey corporation, acts as the general partner to certain of the sub-funds below the Master Fund, and is wholly owned by the General Partner.

In addition, the Income Shareholders and other persons associated with the Firm may act as a director or an officer of the Portfolio Companies.

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

Code of Ethics

We have established a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended, as part of our overall compliance program. The Code of Ethics includes policies and procedures relating to personal securities trading by firm personnel and protection against the misuse of material nonpublic information. The Code of Ethics is designed to prevent, among other things, any improper conduct whenever any potential conflict of interest may exist with respect to any client. In addition, the Code of Ethics requires the firm and/or all supervised persons of the firm to safeguard and prevent dissemination of non-public information, to refrain from engaging in self-interested transactions without prior approval, to develop adequate internal accounting controls and maintain proper books and records, and to refrain from insider trading. The Code of Ethics also outlines the duties of care and loyalty that the firm and its supervised persons are required to follow with respect to clients, including our obligation to exercise a high degree of care, to seek best execution, to safeguard client assets, to act in the best interest of clients and to render impartial advice to clients. A copy of the Code of Ethics is available upon written request to Anthony Marraccino, Chief Compliance Officer, Compass Partners International Jersey Limited, 1 Grosvenor Place, London, SW1X 7JH.

Item 12 – Brokerage Practices

We do not engage brokers in the execution of our investment strategy on behalf of our clients.

Item 13 – Review of Accounts

The Master Fund was formed for the purpose of acquiring the Portfolio Companies, and the General Partner was formed for the purpose of acting as the general partner of the Master Fund. The Master Fund is not expected to make additional investments. As a result, we do not periodically review our clients' accounts or financial plans.

Investors in the Master Fund receive annual audited financial statements. We frequently consult with the General Partner, which has discretionary control over the assets of the Master Fund.

Item 14 – Client Referrals and Other Compensation

We do not currently have any formal arrangements directly or indirectly with any person for client referrals. We do not receive any economic benefit from any person that is not a client for providing investment advice or other services to our clients.

Item 15 – Custody

We do not have custody of client funds and securities.

Item 16 – Investment Discretion

We do not have discretionary authority over the investments of the General Partner or the Master Fund..

Item 17 – Voting Client Securities

We have adopted a proxy voting policy designed to ensure that we comply with the requirements of Rule 206(4)-6 and Rule 204-2 promulgated pursuant to the Investment Advisers Act of 1940, as amended, and fulfill our obligation thereunder with respect to proxy voting, disclosure and recordkeeping. Because of the nature of our investment advisory activities, it is unlikely that we will be in a position to vote proxies on behalf of any of our clients. In the event that we are in a position to do so, our objective is to ensure that our proxy voting activities on behalf of our clients are conducted in a manner consistent, under all circumstances, with the best interest of our clients. If we determine that we have, or may be perceived to have, a conflict of interest when voting a proxy, we will address matters involving such conflicts of interest on a case-by-case basis.

Our clients may obtain a copy of our proxy voting policies and procedures, and information regarding how we voted particular proxies on behalf of the accounts, on request.

Item 18 – Financial Information

We do not require or solicit prepayment of more than \$1,200 in fees six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year.