

**Part 2A of Form ADV - Firm Brochure**  
**Item 1. - Cover Page**

**JW Levin Management Partners LLC**

**650 Fifth Avenue, 10<sup>th</sup> Floor**  
**New York, NY 10019**  
**Tel: 212-605-7663**

**March 5, 2019**

This brochure provides information about the qualifications and business practices of JW LEVIN MANAGEMENT PARTNERS LLC (“JWLMP”). If you have any questions about the contents of this brochure, please contact us at 212-605-7663 or by email at [sisko@jwlmp.com](mailto:sisko@jwlmp.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 JWLMP is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply any level of skill or training.

References to “we,” “us” and “our” in this Brochure are to JWLMP. References to “clients” are to the investment vehicles we manage and advise. References to “investors” are to the investors in those investment vehicles.

**Item 2 - Material Changes**

---

**Annual Update**

*Error! Unknown document property name.*

This Brochure represents Form ADV Part 2A to JWLMP's annual update of its Form ADV. The prior version of this Part 2A was the Brochure dated July 30, 2018. The material change from the prior version of the Brochure is an update to the dollar amount of regulatory assets under management to \$26,679,000. The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

You may request a copy of the most recent Brochure at any time by contacting us at 212-605-7663 or [sisko@jwlmp.com](mailto:sisko@jwlmp.com). You can also download a copy of our current Brochure from the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 3 - Table of Contents

<b>Item 2 - Material Changes .....</b>	<b>i</b>
Annual Update .....	i
<b>Item 4 - Advisory Business .....</b>	<b>1</b>
A. Firm Description .....	1
B. Types of Advisory Services; Our Funds .....	1
C. No Wrap Fee Program .....	3
D. Assets Under Management .....	3
<b>Item 5 - Fees and Compensation .....</b>	<b>4</b>
A. Management Fees .....	4
B. Expenses.....	4
C. Fees for Related Services; Affiliated Transactions.....	5
<b>Item 6 - Performance-Based Fees.....</b>	<b>6</b>
<b>Item 7 - Types of Clients .....</b>	<b>7</b>
A. Description .....	7
B. Minimums.....	7
<b>Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss .....</b>	<b>8</b>
A. Generally .....	8
B. Investment Strategies and Methods of Analysis .....	8
C. Risk Factors .....	9
<b>Item 9 - Disciplinary Information.....</b>	<b>15</b>
<b>Item 10 - Other Financial Industry Activities and Affiliations .....</b>	<b>15</b>
A. Financial Industry Activities .....	15
B. Affiliations .....	15
<b>Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</b>	<b>15</b>
A. Code of Ethics .....	15
B. Conflicts of Interest .....	16

<b>Item 12 - Brokerage Practices .....</b>	<b>23</b>
<b>Item 13. Review of Accounts.....</b>	<b>24</b>
<b>Item 14. Client Referrals and Other Compensation.....</b>	<b>24</b>
<b>Item 15. Custody.....</b>	<b>24</b>
<b>Item 16. Investment Discretion .....</b>	<b>25</b>
<b>Item 17. Voting Client Securities.....</b>	<b>25</b>
<b>Item 18. Financial Information.....</b>	<b>25</b>

## Item 4 - Advisory Business

---

### A. Firm Description

JW LEVIN MANAGEMENT PARTNERS LLC (“**JWLMP**”) was founded in 2015 and is organized as a limited liability company under the laws of the state of Delaware. JWLMP commenced business on October 13, 2015 for the purpose of providing investment advisory services to clients. JWLMP is based in New York, NY and is managed and majority owned by Jerry W. Levin, Steven R. Isko, Michael A. Popson, and Stephen I. Sadove (the “**Managing Members**”). Cascade Investment, L.L.C., one of the Non-Managing Investors (as defined below), may also be deemed to be a principal owner of JWLMP due to the size of its capital contribution.

JW Levin Investments LLC (or an affiliate thereof) (“**JWLI GP**”) serves as the general partner of one or more private investment funds managed by JWLMP and is commonly controlled and owned with JWLMP. JWLI GP is a relying adviser covered by this Form ADV, Part 2A. Accordingly, references to JWLMP herein should be read to apply equally as applicable to JWLI GP (and vice versa), where relevant.

JWLMP will form and manage private investment funds (each, a “**Fund**” and collectively, the “**Funds**”), each of which will generally invest substantially all of their assets in the securities of a single operating portfolio company (each, a “**Portfolio Company**”). As of the date hereof, JWLMP has formed two Funds, JWL Acquisition Partners I, L.P. (“**JWLAP I**”) and JWL Acquisition Partners II, L.P. (“**JWLAP II**”). Each of JWLAP I and JWLAP II has invested all of their respective assets in one Portfolio Company. JWLI GP serves as general partner of JWLAP I and JWLAP II.

---

### B. Types of Advisory Services; Our Funds

The primary focus of JWLMP’s investment advisory activity is researching and advising on private equity investments (which may include, but is not limited to, buyouts, divisional divestitures, recapitalizations, restructurings and growth equity) in Portfolio Companies. Such investments often take the form of privately negotiated investment instruments including unregistered equity interests from issuers (which are currently expected, but not required, to be domiciled (and have their principal place of business) in the United States). A Fund may acquire a controlling interest or a non-controlling interest in a Portfolio Company. Although the primary focus of each of the Funds is currently expected to be on a single private equity investment, JWLMP may from time to time recommend other types of investments, including private investments in public equity and public equity,

consistent with the respective Funds' investment strategy and objectives, as described in any applicable subscription agreement (including any supplemental disclosure annex) and/or limited partnership or other operating agreement (each, a **"Fund Agreement"**) of each Fund.

JWLMP and JWLI GP each have the same four non-managing member investors therein (the **"Non-Managing Investors"**). There is not expected to be any committed capital for the Funds in advance of their respective launches. The Fund is structured with some aspects of a pledge fund with the funding expected to come from the Managing Members, the Non-Managing Investors and other parties. The Managing Members may, but are not required to, make investments in such Funds. In addition to their non-voting capital investments in the business of JWLMP and JWLI GP, the Non-Managing Investors are currently granted (by way of their interests in, and under the terms of the operating agreement of, JWLI GP) the right of first refusal but not the obligation (which may be deemed to be investment advice) to join in such investment by investing in the Funds (and indirectly the Portfolio Companies). To the extent the Non-Managing Investors do not elect to exercise their right of first refusal to invest in a Fund (and indirectly a Portfolio Company), JWLMP may, and currently intends to, offer third party investors the opportunity to invest indirectly through a Fund in such Portfolio Company.

JWLMP will generally provide investment advisory services to each Fund pursuant to a separate investment advisory agreement (each, an **"Advisory Agreement"**). Investment advice will be provided by JWLMP directly to the Funds, subject to the direction and control of JWLI GP (or an affiliate thereof). The JWLMP Funds are collectively referred to in this brochure as **"Clients"** and persons or entities that invest in the Funds are referred to in this brochure as "investors" or "limited partners." JWLMP will provide investment advice and other services directly to the Funds and not individually to the investors of such Funds. However, the rights of first refusal of (and the related information on a prospective investment in a Portfolio Company that must be disclosed as a result of such first refusal rights to) the Non-Managing Investors could be deemed investment advice from JWLMP to the Non-Managing Investors and such Non-Managing Investors may be considered clients). JWLMP may enter into side letter agreements with certain investors in the Funds ("side letters"), establishing rights under, or supplementing or alternating the terms of, the applicable Fund Agreements and subscription agreements relating to such Fund with respect to such investors. Side letters may provide, among other things, different information rights, co-investment rights, and other economic rights that may be material. However, notwithstanding the foregoing, JWLMP currently intends to offer its Non-Managing Investors (but not necessarily other investors, if any), to the extent reasonably applicable to such Non-Managing Investors, any

preferential terms (excluding certain reporting obligations, special notice provisions, and transfer rights) granted to any other investor.

Additionally, from time to time pursuant to the terms of the operating agreement of JWL GP and Fund Agreement of the applicable Fund, JWLMP may provide (or agree to provide) certain investors or other persons, including JWLMP's personnel and/or certain other persons associated with JWLMP and/or its affiliates (i.e. the Managing Members and Non-Managing Investors), co-investment opportunities (including the opportunity to participate in co-invest vehicles) to invest in certain Portfolio Companies alongside a Fund. Such co-investments typically involve investment and disposal of interests in the applicable Portfolio Company at the same time and on the same terms as the Fund making the investment. From time to time, for strategic and other reasons, a co-investor or co-invest vehicle may be established to purchase a portion of an investment from a Fund. Any such purchase from a Fund by a co-invest vehicle or co-investor would generally occur shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment, and the co-investor or co-invest vehicle generally will be required to reimburse the relevant Fund for related expenses.

Any restrictions on investments in certain types of securities are established by JWL GP with respect to the applicable Fund and are or will be set forth in the documentation received by each limited partner prior to investment in such Fund. Once invested in a Fund, investors cannot impose restrictions on the types of securities in which such JWLMP Fund may invest.

---

**C. No Wrap Fee Program**

JWLMP does not currently participate in wrap fee programs.

---

**D. Assets Under Management**

As of December 31, 2018, JWLMP had a total of 2 Clients (excluding the 4 Non-Managing Investors) and \$26,679,000 of regulatory assets under management. To the extent any of the Non-Managing Investors would be deemed clients of JWLMP, JWLMP does not believe any deemed advisory services to such Non-Managing Investors would be considered continuous and regular supervision or management services; therefore, any assets related to such deemed advisory services, if any, are not calculated toward JWLMP's regulatory assets under management.

## Item 5 - Fees and Compensation

---

### A. Management Fees

As described in the Fund Agreement, JWLMP generally will receive a management fee (the “**Management Fee**”) from each Fund for which it will serve as investment adviser. The Management Fee for each Fund will be a percentage per annum of capital contributions made into each Fund (but generally excluding certain capital contributions for expenses) or the value of Fund assets under management and will not include a performance based fee or share of the profits of the Fund assets. Management Fees are expected to be paid annually or quarterly in advance following the calculation of the Management Fee. However, the method of payment of any Management Fee may vary from the foregoing as determined by the terms of the Fund Agreement of each Fund. The Management Fee will generally not be reduced or waived in connection with the receipt by JWLMP or its related persons of various fees paid by actual or prospective Portfolio Companies. The Management Fee of any Fund is also expected to be generally subject to waiver or reduction by the JWLI GP, in its sole discretion, in connection with investments made in any Fund by JWLMP or certain affiliated or related parties (including any family members) thereof. JWLMP currently intends to offer its Non-Managing Investors (but not necessarily other investors, if any), to the extent reasonably applicable to such Non-Managing Investors, any preferential terms (excluding certain reporting obligations, special notice provisions, and transfer rights) granted to any third party investor.

The Funds will also allocate a portion of their investment profits to JWLI GP (or an affiliated thereof) as a “carried interest”, as discussed in Item 6 below.

---

### B. Expenses

In addition to the management fee and carried interest payable to JWLMP and JWLI GP, respectively, each Fund will bear certain expenses. As set forth more fully in the applicable Fund Agreement of each Fund, each Fund is expected to bear all expenses relating to such Fund’s activities, investments and business to the extent not reimbursed by a Portfolio Company, including fees, costs, expenses, liabilities and obligations attributable to structuring, organizing, acquiring, financing, re-financing, holding, managing, operating, valuing, dissolving, winding up, liquidating, restructuring, taking public or private, selling or otherwise disposing of such Fund’s investments, interest, legal, auditing, consulting, research, accounting, administration, brokerage, depositary, custody, account, finder fees and expenses, insurance, preparation and filing of financial statements, tax returns, reporting, registration, certain regulatory filings, advisory board, limited partner meetings, travel, extraordinary expenses and other similar fees and



expenses. Each Fund also will bear expenses indirectly to the extent a Portfolio Company pays expenses, including certain expenses of JWLMP and/or its affiliates and fees for Related Services (as defined below) which fees may, in certain circumstances, be subject to a cap (and in such case any expenses in excess of such cap will be borne by JWLMP). JWLMP generally will pay all ordinary administrative and overhead expenses incurred in connection with maintaining and operating its office(s), including employees' salaries, rent, utilities, marketing, etc., as specified in the applicable Fund Agreement. Additionally, any fees and expenses or other liabilities or obligations incurred for transactions not consummated will, unless otherwise chargeable to an applicable Fund (e.g. in the event a Fund seeks to make a follow-on Investment that is not consummated or if a Fund is already established with Capital Commitments before an Investment is not consummated), generally be borne by JWLMP. As is typical for private equity funds, the Funds likely bear additional and greater expenses, directly or indirectly, than many other pooled investment products, such as mutual funds.

In certain circumstances, one Fund may pay an expense common to multiple Funds (including without limitation fees or expenses in connection with services the benefit of which are received by other Funds over time), and be reimbursed by the other Funds by their share of such expense. While highly unlikely, it is possible that one of the other Funds could default on its obligation to reimburse the paying Fund. JWLMP may also advance amounts related to the foregoing and receive reimbursement from the Funds to which such expenses relate.

JWLMP may permit certain investors to co-invest in Portfolio Companies alongside one or more Funds. If a co-invest vehicle is formed by JWLMP, such entity is expected to bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds, but might not necessarily bear its share of all expenses borne by a Fund.

When JWLMP may utilize the services of broker-dealers for limited purposes relating to transaction-related services, the applicable Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

---

### **C. Fees for Related Services; Affiliated Transactions**

JWLMP and/or its affiliates (i.e. the Managing Members) may, and currently intend to, perform management, advisory, transaction-related services, consulting, financial advisory and other services (including serving as officers and directors) ("**Related Services**") for, and will receive related fees from, actual or prospective Portfolio Companies or other deal-related investment vehicles of the Funds, including such fees in connection with such Related Services (including related to any co-investments, mergers, acquisitions, add-on acquisitions,

financings, re-financings, dividend recapitalizations, public offerings, sales, dispositions, and similar transactions). These fees may be significant and may, in some instances, exceed the management fee. Such fees may be paid in the form of salaries (including, but not limited to, for serving as a full time officer (e.g. as Executive Chairman) of a Portfolio Company), consulting fees, director fees, equity compensation (i.e. securities of Portfolio Companies or investment vehicles (or rights thereto)), financial advisory fees, servicing fees, co-investment fees, acquisition fees, refinancing fees, disposition fees, and other investment banking and transactional related fees, break-up fees, monitoring fees, or other similar fees. Fees for Related Services are in addition to the Management Fees paid by the Funds and generally will not be shared in by the Funds (i.e. investors of the Funds (excluding the Non-Managing Investors of JWLMP and JWLI GP)) or reduce future Management Fees. JWLMP's (or its affiliates') receipt of Management Fees without there being any corresponding offset thereto for its receipt of fees for Related Services or any caps on the expenses of the Funds, may result in the fees and expenses of the Funds being high relative to other private investment funds that, unlike the Funds, have management fee offsets and furthermore, may also create an incentive for JWLMP to continue to draw both fees for Related Services and Management Fees for as long as possible.

JWLMP and/or its affiliates may have discretion over whether to charge Related Services fees or other compensation to a Portfolio Company (subject to certain disclosure obligations to the Non-Managing Investors under the operating agreement of JWLI GP) and, if so, the rate, timing and/or amount of such fees or other compensation. The receipt of such compensation may give rise to conflicts of interest between the Funds, on the one hand, and JWLMP and/or its affiliates on the other hand. Portfolio Company related fees may also include amounts prepaid in anticipation of future services or otherwise accelerated in certain situations (*e.g.*, an initial public offering). Although such prepaid or accelerated fees generally will be based on the anticipated level and duration of services that JWLMP believes at the time of such prepayment or acceleration are likely to be provided to the Portfolio Company, over time, they may be greater or less than the level and/or the duration of services ultimately provided to such Portfolio Company.

## **Item 6 - Performance-Based Fees**

---

The Funds will allocate a portion of their investment profits to JWLI GP (or an affiliate thereof) as a carried interest, as set forth in each Fund Agreement. Such allocation of profits is only allocated to the General Partner when specific conditions are met, including that a preferred return on such investment has been met. JWLI GP's entitlement to performance-based allocations may create an

incentive for JWLMP to take risks in managing the Funds that it would not otherwise take in the absence of such performance-based arrangements.

Each fund has its own economic terms, including its own carried interest terms, notwithstanding the performance of any other Funds. Accordingly, there is the possibility that JWL GP may receive carried interest for one or more Funds, even though, in the aggregate, its investment program has not been profitable with respect to all of the Funds. In other words, if an investor invests in all of the Funds, there is a chance that it may pay a carried interest to JWL GP for one or more Funds even though its aggregate investment in all of the Funds was not profitable.

Different Funds may invest in different securities of the same issuer and charge differing Management Fees and carried interests.

## **Item 7 - Types of Clients**

---

### **A. Description**

As described in Item 4 above, JWLMP will provide discretionary investment management services to the Funds in accordance with the terms of the Fund Agreements. Investment in the Funds is generally only available to institutional investors and certain high net worth investors that are “accredited investors” and/or “qualified purchasers,” within the meaning of the Securities Act, and the Investment Company Act, respectively.

Investors may include, among others, certain high net worth individuals and entities or institutional investors. Also, other persons associated with JWLMP and/or its affiliates may make capital contributions to the Funds. The Non-Managing Investors are currently granted rights of first refusal (by way of their interests in, and under the terms of the operating agreement of, JWL GP), which may be deemed to be investment advice, to invest in the Funds (and indirectly the Portfolio Companies); and such Non-Managing Investors may be considered clients but does not count any assets of such clients towards JWLMP’s regulatory assets under management (other than assets of such non-Managing Investors at the Fund level). See Item 4.D above. To the extent the Non-Managing Investors exercise such rights of first refusal, it is currently expected that a substantial portion of the Funds’ assets will be comprised of the assets of the Managing Members and Non-Managing Investors.

---

### **B. Minimums**

Each Fund may have a specified minimum investment commitment as set forth in its Fund Agreement. If applicable, any such minimum shall be subject to the sole

discretion of the General Partner to accept investment commitments of lesser amounts than any stated minimum.

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

---

### **A. Generally**

Each Fund's organizational documents set forth the terms of an investment in the Fund and identify risk factors. The Fund Agreements contain additional information on the risks associated with an investment in the respective Fund, and should be reviewed by any prospective investor.

---

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

JWLMP seeks to provide capital (which can be debt or equity) in situations involving operational complexity, strategic change or other business inflection points. JWLMP and its Fund(s) typically, but are not required to, invest in M&A transactions, private company recapitalizations, and growth equity. JWLMP and its Funds typically will invest in (but are not limited to) branded consumer, food and retail companies

A principal component of JWLMP's investment strategy is acquiring companies with undermanaged or underutilized assets, particularly brands, where the experience of the Managing Members may be relevant to increasing value. Many of JWLMP's investments may, but are not required to, have modest purchase price multiples and employ modest leverage. This strategy is intended to result in a portfolio with what JWLMP believes to be a prudent risk/reward profile. A Fund may acquire a controlling interest or a non-controlling interest in a Portfolio Company.

In evaluating a potential Portfolio Company for a Fund, JWLMP will generally conduct multiple reviews of a particular investment opportunity or transaction, including what it believes to be extensive due diligence to analyze, among other aspects, the Portfolio Company's market and competitive position within that market, cost and revenue drivers, management team, intellectual property, potential growth opportunities, add follow on acquisition opportunities and potential sources of investment exit. Once an investment is in process or consummated, JWLMP will meet as necessary to discuss the target company or business, the investment thesis, deal tactics, and any potential or pending investment or divestment opportunities.

JWLMP may make or buy loans to or debt securities (regardless of credit rating, if any, and whether or not secured) issued by potential Portfolio Companies

(including those that are involved in debt restructurings, bankruptcy or other reorganizations and liquidation proceedings) it believes offer attractive yield and/or capital appreciation possibilities with the intention of being able to use the experience of the Managing Members to increase value. In making any such purchases, the due diligence conducted by JWLMP on such potential investment will include some or all the actions set forth above and on items specific to the debt investment, such as but not limited to the terms of such debt, the capital structure priority and covenant protections.

---

## **C. Risk Factors**

Investing in the Funds involves a substantial degree of risk. A Fund may lose all or a substantial portion of its capital in investments and investors in any Fund must be prepared to bear the risk of loss of their investments in a Fund. There can be no assurance that the Funds' investment objectives will be achieved or that an investor will receive a return of its capital.

In addition, material risks relating to the investment strategies and methods of analysis described above include the following:

*Lack of Diversification.* Each Fund intends to participate in a single portfolio investment or issuer and will essentially be investing primarily in securities related to a single Portfolio Company, which may involve a high degree of risk and, as a consequence, the aggregate return of each Fund will be materially and adversely affected by the unfavorable performance of a single Portfolio Company, each of which may have small capitalization, limited or no following from Wall Street (if such Portfolio Company has publicly traded equity securities), and may be vulnerable to competition from much larger companies. Furthermore, instability, fluctuation or an overall decline within the industry of the Portfolio Company a Fund invests in will not be balanced by investments in other industries not so affected. Additionally, in the event that the industry of the Portfolio Company a Fund invests in declines as a whole, the returns to such Fund's investors may decrease.

*Business Risks.* A Fund's investment may consist primarily of privately issued securities of a single Portfolio Company, whose operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses. Further, it is the intent of each Fund to invest in Portfolio Companies that are undermanaged or have underutilized assets and use the experience of the Managing Members to increase value, and the Funds may be unsuccessful in such efforts.

*Reliance on Management.* Decisions with respect to the management of each Fund will be made by JWLI GP (or its affiliates) with the advice of JWLMP. The success

of any Fund will depend on the ability of JWLMP to identify and consummate the applicable investments, to improve the operating performance of Portfolio Companies and to dispose of investments of such Fund at a profit. The loss of the services of one or more Managing Members (or any other professionals, if applicable) could have an adverse impact on such Fund's ability to realize its investment objective. In addition, it is expected that all of the Managing Members (and any other professionals, if applicable) will continue to spend time on other Funds of JWLMP, other business activities of JWLMP and JWLI GP and other activities not related to the foregoing. Thus, such persons will have demands made on their time for activities related to the investment, monitoring, exit strategy and other functions of other Funds and other activities.

*Need for Follow-On Investments.* Following its initial investment in a given Portfolio Company, a Fund may (subject to the terms of the Fund Agreement) decide to provide additional funds to such Portfolio Company or may have the opportunity to increase its investment in a successful Portfolio Company. There is no assurance that a Fund will make follow-on investments or that such Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a Portfolio Company in need of such an investment. Additionally, such failure to make such investments may result in a lost opportunity for a Fund to increase its participation in a successful Portfolio Company or the dilution of such Fund's ownership in a Portfolio Company if a third party invests in such Portfolio Company.

*Financial Market Fluctuations.* General fluctuations in the market prices of securities may affect the value of the investments held by the Funds. Instability in the securities markets may also increase the risks inherent in the Funds' investments. The ability of Portfolio Companies to refinance debt securities and otherwise borrow funds may depend on their ability to sell new securities in the public high yield debt market, obtain loans through traditional or non-traditional lenders or otherwise.

*Leveraged Investments.* Funds may make use of leverage by incurring or having a Portfolio Company incur debt to finance a portion of an investment in a given Portfolio Company. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage will also result in interest expense and other costs to a Fund that may not be covered by distributions made to such Fund or appreciation of its investments. Leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as

desired and/or finance future operations and capital needs. The leveraged capital structure of Portfolio Companies will increase the exposure of the Funds' investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates (which recently have been at or near historic lows) and could accelerate and magnify declines in such Funds' investments, if any, in leveraged Portfolio Companies in a down market. In the event any Portfolio Company cannot generate adequate cash flow to meet debt service, a Fund may suffer a partial or total loss of capital invested in the Portfolio Company, which could adversely affect the returns of a Fund. Furthermore, the companies in which the Funds may invest generally may not be rated by a credit rating agency. Furthermore, should the credit markets be tight at the time a Fund determines that it is desirable to sell all or part of a Portfolio Company, such factors may reduce the exit multiple or enterprise valuation.

*Availability of Entry Financing.* A Fund's ability to invest in a Portfolio Company may depend on the availability and terms of any borrowings that are required or desirable with respect to such investments. A decrease in the availability of financing (or an increase in the interest or other costs) for leveraged transactions, whether due to adverse changes in economic or financial market conditions or a decreased appetite for risk by lenders, would impair such Fund's ability to consummate an investment and/or adversely affect its returns.

*Investments in Restructurings.* The Funds may invest in restructurings that involve Portfolio Companies that are experiencing or are expected to experience financial difficulties. Those financial difficulties may never be overcome and may cause the Portfolio Companies to become subject to bankruptcy proceedings. Investments in restructurings may be adversely affected by laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterize investments made in the form of debt as equity contributions. Such investments could, in certain circumstances, subject a Fund to certain additional potential liabilities that may exceed the value of its original investment.

*General Risks Associated with Non-U.S. Investments.* Investment in foreign issuers may involve certain special risks due to foreign economic, political and legal climates, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of taxes on dividends, interest payments or capital gains, the need for approval by government or other authorities to make investments, and possible difficulty in obtaining and enforcing judgments against foreign entities. Furthermore, issuers of foreign securities are subject to different,

often less comprehensive accounting reporting and disclosure requirements than domestic issuers.

*Investments in Operating Turnarounds.* In some cases, the success of a Fund's investment strategy will depend, in part, on the ability of JWLMP to restructure and effect improvements in the operations of a Portfolio Company, and there can be no assurance that JWLMP will be able to successfully identify and implement such restructuring programs and improvements.

*Non-Controlled Investments.* A Fund may hold minority stakes in privately held companies. In addition, during the process of exiting investments, a Fund at times may hold minority equity stakes of any size such as might occur if portfolio holdings are taken public. As is the case with minority holdings in general, such minority stakes that the Funds may hold will not have the control characteristics of majority stakes. Also, it may be more difficult for a Fund to liquidate its interests than it would be had the Fund owned a controlling interest in such company.

*Publicly-Traded Securities.* A Fund may invest in publicly-traded securities, and may hold publicly-traded securities following a partial exit from an investment. Investments in securities of publicly-traded companies are sensitive to movements in the stock market and trends in the overall economy and may restrict such Fund from selling such investment and negatively impact the price for such securities.

*Uncertainty of Financial Projections.* Projections for a Portfolio Company used by JWLMP are usually based on managements' judgments, with adjustments to such projections made by the preparer of such projections in its discretion. Projections are only estimates of future results that are based upon information received from the Portfolio Company, third parties and/or assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained and actual results may vary significantly from the projections. Also, general economic factors, which are not predictable, can have a material impact on the reliability of projections.

*Controlling Interests.* Because of a Fund's equity ownership, representation on the board of directors by affiliates of the Fund (i.e. the Managing Members) and/or contractual rights (including but not limited to Related Services), a Fund may often be considered to control, participate in the management of or influence the conduct of a Portfolio Company in which a Fund has invested. The exercise of control over a Portfolio Company may impose additional risks of liability. If these liabilities were to arise a Fund may suffer a significant loss.

*Limitations on Ability to Exit Investments.* A Fund may generally exit from its investments primarily by (i) a private sale of the Portfolio Company or (ii) initial



and secondary public offerings, followed by distributions and/or stock sales. At any particular time, none of these avenues may be open to the Fund, or timing with respect to these exit mechanisms may be inopportune. As such, the ability to exit from and liquidate the investment in a Portfolio Company may be constrained at any particular time.

If a Portfolio Company does consummate a public offering, the Fund may be prohibited by lock up agreements or insider trading restrictions from distributing or selling the Portfolio Company securities for a period of time, and during such period of time the value of the Fund's investment in the Portfolio Company could decline.

*Restricted/Illiquid Securities.* A Fund's investments may consist of securities that are illiquid or subject to restrictions on resale by such Fund because they were acquired in a "private placement" transaction or because such Fund is deemed to be an affiliate of the issuer of such securities. Generally, a Fund will be able to sell such securities only in a private placement, pursuant to a registration statement under the Securities Act or under Rule 144 under the Securities Act, which permits limited sales under specified conditions. When restricted securities are sold to the public, a Fund may be deemed an "underwriter," or possibly a controlling person, with respect thereto for the purposes of the Securities Act and be subject to liability as such under that Act.

*Uncertainty Regarding Investments.* Although JWLMP will make every effort to conduct what it believes to be appropriate due diligence prior to making an investment on behalf of a Fund, the due diligence process is subjective at times and may be required to be undertaken on an expedited basis in order to take advantage of available investment opportunities. In addition, a Fund is relying on limited resources available to it in the due diligence process, including information provided by the target of the investment and third-party consultants, legal advisers, accountants and investment banks. As a result, the due diligence investigation may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity.

*Material Non-Public Information.* As a result of the operations of JWLMP and its affiliates, JWLMP may come into possession of confidential or material non-public information. Therefore, JWLMP and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Fund. Consequently, a Fund may wind up being restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or JWLMP's internal policies. Due to these restrictions, a Fund may not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

JWLI GP may disclose to the investors in a Fund certain additional risks applicable to the Funds in an accompanying supplement.

*Debt Securities.* The Funds may invest in debt securities or loans that may be unrated or below investment grade and that are subject to greater risk of loss of principal and interest than higher-rated debt securities. The Funds may invest in debt securities that rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Funds may invest in debt securities that are not protected by financial covenants or limitations on additional indebtedness. The Funds will therefore be subject to credit, liquidity and interest rate risks. In addition, to the extent foreign debt securities are purchased, evaluating credit risk for foreign debt securities involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. In addition, the value of such securities may be subject to fluctuation in the event of changes in interest rates. Loans must comply with regulatory regimes applicable to consumer credit transactions and/or regulatory regimes applicable to securities transactions. Certain state laws generally regulate interest rates and other charges and require certain disclosures, and also require licensing for certain activities. In addition, other state laws, public policy and general principles of equity relating to the protection of consumers, unfair and deceptive practices and debt collection practices may apply to the origination, servicing and collection of notes.

*Cybersecurity.* Investment advisers, including JWLMF, must rely in part on digital and network technologies ("cyber networks") to maintain substantial computerized data about activities for client accounts and otherwise conduct their businesses. Such cyber networks might in some circumstances be subject to a variety of possible cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure of confidential computerized data or client data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers seeking to compromise sensitive information, corrupt data, or cause operational disruption. Cyber-attacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. JWLMF maintains policies and procedures on information technology security, it has certain technical and physical safeguards intended to protect the confidentiality of its internal data, and takes other reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction. Nevertheless, despite reasonable precautions, the risk remains that cybersecurity incidents could potentially occur, and such incidents, in some

circumstances, might result in unauthorized access to sensitive information about JWLMP or its clients or their investors, and/or cause damage to client accounts or JWLMP's activities for clients or their investors. JWLMP will seek to notify affected clients and investors of any known cybersecurity incident that may pose a substantial risk of exposing confidential personal data about such clients or investors to unintended parties.

## **Item 9 - Disciplinary Information**

None.

## **Item 10 - Other Financial Industry Activities and Affiliations**

---

### **A. Financial Industry Activities**

JWLMP is not registered as a securities broker-dealer, a futures commission merchant, commodity pool operator or commodity trading advisor.

### **B. Affiliations**

---

The Non-Managing Investors have a minority economic and other ownership interest in JWLMP and JWLI GP. However, such persons do not have management rights in JWLMP or JWLI GP. One or more of the Non-Managing Investors may be engaged in activities of, or related to, the financial services industry.

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

---

### **A. Code of Ethics**

JWLMP has adopted a Code of Ethics ("**Code**") which sets forth standards of business conduct that JWLMP requires of its supervised persons. The Code is intended to assist JWLMP and its supervised persons in complying with the requirements of Rule 204A-1 under the Advisers Act, as well as provisions of the U.S. federal securities laws pertaining to insider trading. Each supervised person must certify that he or she has read, understands and agrees to comply with our Code. Furthermore, each supervised person must certify annually that he or she has complied with the Code.

The Code also sets forth personal trading policies applicable to access persons that are designed to address certain conflicts of interest with the Funds (the “**Policies**”). The Policies require all access persons to notify us of all of their securities holdings and accounts and submit to us within 30 days after the end of each calendar quarter securities transaction reports identifying all securities purchased and sold. At least quarterly, we review such securities transaction reports as well as brokerage and adviser statements to determine compliance with our reporting procedures. Furthermore, we require that each access person re-affirm the accuracy of his or her list of accounts on record with us at least annually.

Our Policies also require that employees obtain our approval before investing in any initial public offering of securities, in any private placement of securities or any securities on a restricted list.

A copy of the Code of Ethics is available to any Fund, Client or prospective client upon request.

---

## **B. Conflicts of Interest**

JWLMP and its affiliates engage in targeted advisory services, including investment activities for their own account (e.g., co-investment vehicles) and for the account of the Funds and providing transaction-related, advisory, management and other services to funds and operating companies, including Portfolio Companies of the Funds.

In the ordinary course of conducting its activities, the interests of a Fund or its investors may conflict with the interests of JWLMP or its affiliates or one or more other Funds or with their respective affiliates.

### Resolution of Conflicts

JWLMP and its affiliates will deal with all conflicts of interest using its best judgment, but in its sole discretion. In the case of all conflicts involving the Funds, the determination as to which factors are relevant, and the resolution of such conflicts, will be made in the sole discretion of JWLMP, except as required by the governing documents of the Funds.

To the extent applicable, the following factors may alleviate, but will not eliminate, conflicts of interest among JWLMP and the Funds:

- Certain important conflicts of interest will be addressed pursuant to set procedures, restrictions or other provisions contained in the relevant Fund Agreement; and

- If established, an Advisory Board of representatives of the limited partners of each Fund may approve or consent to certain material conflict of interest transactions, including any specifically delineated in the organizational documents of the Funds and referred to the Advisory Board by such Fund's general partner.

#### Potential Sources of Conflicts of Interest

The conflicts of interest encountered by a Fund include those discussed below, although the discussion below does not describe all of the conflicts that may be faced by the Funds. Other conflicts may be disclosed throughout this document and the document should be read in its entirety for other conflicts.

*Conflicts Relating to JWLMP and JWLI GP (or any other general partners of the Funds).*

As described above, JWLMP will typically receive fees in connection with its performance of Related Services. Such fees will be in addition to the Management Fee and the carried interest paid by such Fund. JWLMP will determine the amount of the fees for Related Services in its own discretion, subject to agreements with sellers, the boards of directors of or lenders to Portfolio Companies, and/or third-party co-investors in its transactions. To the extent the Funds own controlling interests in Portfolio Companies, JWLMP and/or its affiliates will typically have the right to appoint Portfolio Company board members, or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, Portfolio Company board members approve compensation and/or other amounts payable to JWLMP and/or its affiliates. JWLMP is required by the term of its operating agreement to describe the Related Fees to the Non-Managing Investors (but not other limited partners, if any, of the Funds) and such fees will be disclosed to the extent required and the amount of such fees are included with other expense items on the Fund's quarterly and annual financial statements.

The opportunity to receive fees from actual or prospective Portfolio Companies or other investment vehicles of a Fund creates a conflict of interest between JWLMP, on the one hand, and such Fund and its limited partners on the other hand because the amounts of such fees may be substantial and the Fund and its limited partners (excluding the Non-Managing Investors) do not have an interest in JWLMP.

Similar to fees earned in connection with Related Services, a Portfolio Company typically will reimburse JWLMP or service providers retained at JWLMP's discretion for expenses (including without limitation travel expenses) incurred by JWLMP or such service providers in connection with its performance of services

for such Portfolio Company. JWLMP selects service providers and determines the amount of reimbursements for such services in good faith in its discretion. However, the amount of such reimbursements may be substantial.

JWLMP generally exercises its discretion to recommend to a Fund or to a Portfolio Company thereof that it contract for services with (i) JWLMP or a related person of JWLMP (which may include a Portfolio Company of a Fund), (ii) an entity with which JWLMP or its affiliates or current or former members of their personnel has a relationship, or (iii) an entity from which JWLMP or its affiliates or their personnel otherwise derives financial or other benefit, although the operating agreement for each of JWLMP and JWLI GP in effect on this date require the approval of a majority in interest of the Non-Managing Investors for any affiliate transaction. This subjects JWLMP to conflicts of interest, because although JWLMP selects service providers that it believes are aligned with its operational strategies and will enhance Portfolio Company performance and, relatedly, returns of the relevant Fund, JWLMP may have an incentive to recommend the related or other person because of its financial, familiarity, performance or other business interest. There is a possibility that JWLMP, because of such belief or for other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Whether or not JWLMP has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost. JWLMP may have incentives to engage, for example, JWLMP (or an affiliate thereof) to perform certain consulting services rather than engage independent service providers. As discussed above, any fees and other compensation attributable to the Related Services are retained by JWLMP (or an affiliate) and generally will not be shared with the Funds and will not reduce the Management Fees paid by the Funds. In addition, from time to time, Portfolio Companies and the Funds pay certain fees to other consultants introduced or arranged by JWLMP and/or its affiliates that may regularly provide services to one or more Portfolio Companies, and such fees also do not offset the Management Fees. JWLMP's (or its affiliates') receipt of Management Fees without there being any corresponding offset thereto for its receipt of fees for Related Services or any caps on the expenses of the Funds, may result in the fees and expenses of the Funds being high relative to other private investment funds with management fee offsets and furthermore, may also create an incentive for JWLMP to continue to draw both fees for Related Services and Management Fees for as long as possible.

It is expected that the Managing Members (and if applicable, any employees of JWLMP) will have responsibilities with respect to other Funds, including Funds that may be raised in the future, the business of JWLMP and JWLI GP and other activities. Conflicts of interest may arise in allocating time, services or functions

of these Managing Members and, if applicable, employees across existing and future Funds.

*Conflicts Relating to the Purchase and Sale of Investments*

JWLMP may, but currently does not expect to, form parallel funds to facilitate, from a legal, tax or regulatory standpoint, investments by certain foreign or other classes of investors, the structure and terms of which may differ from that of the Funds, but will invest proportionately in all transactions on effectively the same terms and conditions as the Funds.

A Fund may co-invest through partnerships, joint ventures or other entities with third parties that may have economic or business interests or objectives that are different than or conflict with those of such Fund. When attractive investment opportunities exceed the amount of capital likely available from its Non-Managing Investors and other potential investors in a Fund, JWLMP may co-invest with third parties. JWLMP may also provide co-investment opportunities to certain limited partners, executives of public companies and certain other persons who provide knowledge with respect to targeted industries, including individuals with CEO-level individual experience as these persons are a potential source of ideas that could benefit the Funds. These co-investment or syndication activities may present conflicts of interest in determining how much of certain investment opportunities will be offered to a Fund.

The appropriate allocation among the Funds of expenses generated in the course of evaluating and making investments may often require judgment (such as expenses of common counsel and other professionals or JWLMP staff travel (which may include first class travel) and related expenses or third party consultant expenses) and will be made by JWLMP in good faith, subject to any requirements of the governing documents of the Funds, using its best judgment, considering all factors it deems relevant, but in its sole discretion.

JWLMP does not anticipate entering into principal transactions where JWLMP or any of its affiliates purchases or sells any security for its own accounts from or to the accounts of any Fund. In the event that JWLMP or any of its affiliates do engage in a principal transaction, any required approvals will be obtained in accordance with the terms of the applicable Fund Agreement and such transaction will be undertaken in compliance with Section 206(3) of the Advisers Act.

*Potential Conflicts with other Funds.* Each Fund intends to participate in a single portfolio investment or issuer and will essentially be investing primarily in securities related to a single Portfolio Company. In addition, each Fund is not expected to be prevented from investing in a Portfolio Company in the same industry as, or a competitor to, the Portfolio Company of another Fund. Further,

JWLMP may have the opportunity to invest in different types of securities of Portfolio Company (such as debt and equity), and in such case may form multiple Funds with for the investment in such Portfolio Company, with each such Fund holding a single type of security of such Portfolio Company. As a result, there may be conflicts between the Funds that may impact the value of a Fund. Subject to the Fund Agreements, each Fund also reserves the right to make independent decisions regarding when a Fund should purchase and sell investments. Conflicts may arise when a Fund makes investments in a company in conjunction with an investment in the same company being made by another Fund, or in a transaction in which another Fund has already made an investment. Investment opportunities may be appropriate for a Fund and another Fund at the same, different or overlapping levels of a Portfolio Company's capital structure. There can be no assurance that the return on a Fund's investment will not be less than the returns obtained by other Funds investing in the same company.

The appropriate allocation among the Funds of expenses generated in the course of evaluating and making investments may often require judgment, especially where more than one Fund participates. For instance, if a Fund and another Fund are considering making an investment that is not consummated, allocation of the expenses generated for the account of such Funds (such as expenses of common counsel and other professionals or JWLMP staff travel (which may include first class travel) and related expenses or third party consultant expenses) will be made by JWLMP in good faith, subject to any requirements of the governing documents of the Funds, using its best judgment, considering all factors it deems relevant, but in its sole discretion.

Additionally, because a Fund and another Fund may have both invested in various tranches of the securities of an issuer, and potentially become party to shareholders' agreements and similar agreements regarding the governance of, and exit from, the issuer, JWLMP may, but is not required to, determine that it is in the best interests of a Fund and its investors for a Fund to negotiate for rights in respect of an issuer (that is a common Portfolio Company of the another Fund), on a "pooled" or "aggregated" basis, and to separately provide for the allocation and exercise of such rights in a side agreement between the Fund and other Fund. JWLMP's negotiation and execution of any such agreements (if at all) could entail a conflict of interest in relation to efforts to enter into terms that are arm's length, which conflicts may not always be resolved to the advantage of either Fund.

*Common Equity Risks and Conflicts with Other Interests.* Please be advised that the risk and economic considerations of the Fund investing in common equity may be notably different than the Fund investing in preferred equity or debt (and vice versa). In the case of liquidation of the business, in general creditors, bondholders, and preferred equityholders are paid before owners of common equity receive any payment. In the event a Fund or Funds ever invest in both



common and preferred equity or debt of the same Portfolio Company, the General Partner will face conflicts of interest in simultaneously managing the interests of creditors, preferred equityholders and the common equityholders of the Portfolio Company. Affiliates of the General Partner may own debt, common and preferred equity interests of the Portfolio Company. Due to the liquidation preference and other factors, creditors, preferred equityholders and common equityholders can have diverging interest in exit transactions. Creditors and preferred equityholders sometimes gain less from increases in firm value than they lose from decreases in firm value. This effect could cause creditors and preferred equityholders to prefer lower-risk, lower-value investment strategies over higher-risk, higher-value strategies and plans for a Portfolio Company. This divergence can become more acute when the Portfolio Company is neither an outstanding success nor a substantial failure.

#### *Conflicts Relating to Existing Investments*

Investments to finance follow-on acquisitions may be a regular part of the business of one or more of the Funds. Follow-on investments may present conflicts of interest, including determination of the equity component and other terms of the new financing. In addition, a Fund may participate in re-leveraging and recapitalization transactions involving Portfolio Companies. Recapitalization transactions may present conflicts of interest, including determinations of whether existing investors are selling at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms, and determining the desirability of leverage for the applicable Portfolio Company. JWLMP will address all such conflicts using its best judgment, but in its sole discretion.

#### *Other Conflicts of Interest*

From time to time JWLMP may consult with or co-invest with other parties in the private equity or hedge fund investment industry. While JWLMP believes that such relationships will result in enhanced investment opportunities for the Funds, it is possible that such parties' interests (or their obligations to their clients) may diverge from the Funds' interests. In addition, such parties may possess inside information concerning specific companies that could limit a Fund's ability to buy or sell securities issued by such companies. Furthermore, any Fund investors that are not Non-Managing Investors or Managing Members should view their investments in a Fund as a co-investment in general, which poses certain conflicts of interest, since it is currently expected, but not required, that each Fund will be substantially owned by the Managing Members and Non-Managing Investors.

One or more Funds may have tax-exempt, taxable, foreign and other investors, whereas most members of JWLMP, JWLI GP, and other Funds are taxable at individual U.S. rates. Conflicts may exist with respect to various structuring, investment and other decisions because of divergent tax, economic or other interests, including conflicts among the interests of taxable and tax-exempt investors, conflicts among the interests of domestic and foreign investors, and conflicts between the interests of investors and management. For these reasons, among others, decisions may be more beneficial for one investor than for another investor, particularly with respect to investors' individual tax situations. JWLMP will address all such conflicts using its best judgment in accordance with the Fund Agreements.

As described in Item 4 above, a Fund may have entered, or in the future may enter, prior to the closing of such Fund, into side letters with one or more of the Fund's investors which provide such investors with additional or different rights than other investors have pursuant to the Fund Agreements, including but not limited to different information rights, co-investment rights, and liquidity or transfer rights. However, notwithstanding the foregoing, JWLMP currently intends to offer its Non-Managing Investors (but not necessarily other investors, if any), to the extent reasonably applicable to such Non-Managing Investors, any preferential terms (excluding certain reporting obligations, special notice provisions, and transfer rights) granted to any third party investor.

In the event that the Firm causes the Funds to enter into any cross transactions, any required approvals will be obtained in accordance with the terms of the applicable Fund Agreement.

A Fund and one or more other Funds may be deemed or may desire to avoid being deemed to hold "plan assets" subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). With respect to ERISA considerations, JWLMP and certain affiliates may be restricted from entering into certain transactions if the investment would trigger ERISA considerations with respect to a Fund, or may be obligated to take certain actions or refrain from taking certain actions in order to avoid an ERISA consideration with respect to such Fund.

Any of these situations subjects JWLMP and/or its affiliates to potential conflicts of interest. As discussed herein, JWLMP attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by JWLMP's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate, when applicable, investment opportunities among a Fund, other Funds and such investment vehicles in a fair and equitable manner. To the extent that an investment or relationship raises particular conflicts of interest, JWLMP will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict.

Certain Funds and/or related investment opportunities for a Fund may require investor approval in a manner which potentially could preclude investment decisions in a timely manner, thereby precluding participation in the investment opportunity.

The fair value of all investments or of property received by each of the Funds in exchange for any investments will be determined by JWLI GP in accordance with the Fund Agreement. Accordingly, the carrying value of an Investment may not reflect the price at which the investment could be sold in the market, and the difference between carrying value and the ultimate sales price could be material. The valuation of such investments will be determined by the JWLI GP in accordance with procedures set forth in the Partnership Agreement. The valuation of investments will affect the amount and timing of JWLI GP's carried interest. As a result, there may be circumstances where JWLI GP is incentivized to determine valuations that may be higher than the actual fair value of Investments.

## **Item 12 - Brokerage Practices**

From time to time, JWLMP may use a broker to effect transactions in public securities resulting from, or in connection with, a Fund's portfolio investments. These circumstances include, among other things, the distribution of securities acquired in a transaction effected on behalf of, or in connection with, a Fund's portfolio investments. In these instances, JWLMP has full discretionary authority with respect to the selection of, and commissions paid to, brokers. If JWLMP determines to engage a broker, JWLMP will select the broker considering the range and quality of its brokerage services, its execution capability, commission rate, financial responsibility and responsiveness to JWLMP.

Because each Fund is expected to invest in a different Portfolio Company, JWLMP does not generally expect to aggregate purchases or sales of publicly-traded securities for the Funds. However, in an instance where JWLMP has purchased an investment for more than one Fund, which investment has become or has converted into publicly-traded securities, JWLMP may dispose of such investment as an aggregated sale of publicly-traded securities. To the extent that JWLMP might engage in an aggregated purchase or sale of publicly-traded securities, such aggregated order will be allocated among the applicable Funds on a pro rata basis, unless in JWLMP's good faith judgment a different allocation method is more appropriate under the circumstances.

JWLMP will not receive soft dollar benefits or client referrals from broker-dealers in connection with client transactions.

## Item 13. Review of Accounts

The portfolio investments of each Fund will be reviewed on a regular basis by the Managing Members of JWLMP. JWLMP and/or its affiliates will closely monitor the Portfolio Companies of the Funds and may, but is not required to, maintain an ongoing position on the Board of Directors of such Portfolio Companies.

Investors in the Funds will typically receive, among other items, a copy of audited financial statements of the Fund within 120 days after the fiscal year end of such Fund. In addition, investors in each Fund will typically receive unaudited quarterly financial statements regarding such Fund within 45 days following the end of each financial quarter (or as soon as practicable thereafter).

In general, investor materials are provided electronically.

## Item 14. Client Referrals and Other Compensation

JWLMP or its affiliates may utilize a placement agent to assist in the placement of investor interests in the Funds. Any fees paid to any such placement agent generally are in the form of a percentage of capital committed by certain investors. Any U.S. placement agent will be a broker-dealer registered under the Securities Exchange Act of 1934.

For details regarding economic benefits provided to JWLMP by non-clients, including a description of related conflicts of interest, please see Item 11 above. In addition, JWLMP, its affiliates and/or related persons may, in certain instances, receive discounts on products and services provided by Portfolio Companies.

## Item 15. Custody

JWLMP and its affiliates as applicable will maintain funds and securities (except for certain “**privately offered securities**” as such term is defined in Rule 206(4)-2 under the Advisers Act) of the Funds with certain qualified custodians.

Each of the Funds will be audited annually and the audited financial statements will be prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and will be distributed to all investors in the Funds within 120 days of the end of the Fund’s fiscal year.

## **Item 16. Investment Discretion**

JWLMP will enter into an Advisory Agreement related to each Fund. Each such agreement, together with the management authority granted to each Fund's general partner pursuant to the Fund's Fund Agreement, will provide JWLMP with full discretion to determine investments to be purchased and sold on behalf of the Fund and the terms of the related transactions. Limitations on JWLMP's investment discretion will be set forth in the investment management agreement with, and the Fund Agreements of, the Funds and will be generally limited to investments in a single Portfolio Company with respect to each Fund.

## **Item 17. Voting Client Securities**

While the securities evidencing the private equity investments made by the Funds are not typically the subject of proxies, there could be certain circumstances where JWLMP, having discretionary authority over the Funds, may be asked to vote the securities of such Funds on restructuring or other corporate matters. It is the general policy of JWLMP to vote Client proxies in the interest of maximizing shareholder value. Clients may not direct how JWLMP will vote in a particular situation.

JWLMP will also determine whether there is, or appears to be, a material conflict of interest that could influence the voting decision in a manner that would be adverse to the interest of a Fund.

Under certain circumstances, when it is believed to be in the best interests of Clients, JWLMP may vote in a manner that is contrary to the proxy voting principles and guidelines or may refrain from voting.

A copy of JWLMP's written policies and procedures on proxy voting is available to Clients or prospective clients upon request. In addition, any Client or prospective client may obtain specific information as to how certain proxies for securities held in a Fund were voted upon the request of such information.

## **Item 18. Financial Information**

JWLMP does not believe that it has any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Clients.