

## Form ADV Part 2A Disclosure Brochure

### Item 1 - Cover Page



JACKSON HOLE CAPITAL PARTNERS, LLC.

110 NORTH ELGIN AVENUE

SUITE 510

TULSA, OK 74120

(918) 879-4699

[jacksonholepartners.com](http://jacksonholepartners.com)

Date of Brochure: March 25, 2024

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This Disclosure Brochure (“Brochure”) provides information about the qualifications and business practices of Jackson Hole Capital Partners, LLC (“JHCP” or “Jackson Hole Capital”). If you have any questions about the contents of this brochure, please contact John Hastings at [john@jacksonholepartners.com](mailto:john@jacksonholepartners.com) or (918) 879-4698. 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. Jackson Hole Capital Partners, LLC is a registered investment advisor. Registration of an Investment Advisor does not imply any level of skill or training.

Additional information about Jackson Hole Capital is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view information on this website by searching either Jackson Hole Capital’s name or its CRD number: 285978.

## Item 2 – Material Changes

**Jackson Hole Capital Partners, LLC (“JHCP” or the “Firm”) provides its disclosure brochure (“Brochure”) to you when we enter into an advisory agreement with you. We then deliver an updated brochure at least annually.**

This Brochure dated March 25, 2024, is our annual updating amendment and replaces the version dated March 24, 2023. We will provide you with an updated Brochure, as required, based on the changes or new information, or upon request, at any time without charge. The following material changes have been made since our last Annual Amendment, which was filed on March 24, 2023:

- Item 4 – Advisory Business was updated to reflect the assets under management as of December 31, 2023.

No less than annually, our Brochure will be updated. Within 120 days of our fiscal year end, we will deliver the updated Brochure or summary of material changes which have been made to our Brochure since its last annual update. The summary will include information about how you may obtain an updated Brochure at no charge, and it will include the date of the last annual update. We will provide updated disclosure information about material changes more frequently as needed.

Currently, our Brochure may be requested by contacting John Hastings, Chief Compliance Officer by phone, at (918) 879-4698 or by email at [john@jacksonholepartners.com](mailto:john@jacksonholepartners.com).

Additional information about us and about our investment advisory representatives (“IARs”) is also available via the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Information about your IAR may be found in the IAR’s supplement to our Brochure.

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## **Item 4 – Advisory Business**

### **Ownership**

JHCP is a limited liability company formed in 2016 under the laws of the State of Oklahoma. JHCP is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”). The owners of the JHCP are John J. Hastings and Channing S. Smith.

### **General Description of Primary Advisory Services**

JHCP offers investment advisory and management services to individual and institutional account clients. The types of clients include, but are not limited to, individuals, families, institutions, corporations, private funds, including special purpose vehicles and pension and profit-sharing plans on a discretionary, non-discretionary, and consulting basis. JHCP provides independent asset management services and develops investment strategies by selecting their own securities as well as occasionally selecting external investment managers and products where appropriate. In addition to investment management, JHCP also offers financial planning, asset allocation, investment selection and monitoring, performance reporting and coordinating with tax and estate planning professionals. JHCP, in conjunction with the client, takes into account specific tax implications of various investment strategies as well as tax ramifications of selling certain securities that are under the Firm’s advisement. These conversations are on a case-by-case basis with each client, and thus, client portfolios may vary, and investment decisions may vary depending upon the client.

JHCP’s services are provided based on the specific needs of the individual client and are tailored to each client. Clients are given the ability to impose restrictions on their accounts, including specific investment selections and sectors. However, JHCP will not enter into an investment advisory relationship with a client whose investment objectives may be considered incompatible with JHCP’s investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

JHCP’s affiliated entity, Jackson Hole Investment Partners, LLC (“JHIP”) provides discretionary investment advisory services to pooled investment vehicles (the “Private Investment Funds”) in accordance with the investment guidelines set forth in each Private Investment Fund’s offering documents. JHIP is responsible for the investment decisions and performance of the Private Investment Funds. JHIP does not tailor its investment advice to the needs of the investors of the Private Investment Funds. Investors are required to meet certain suitability requirements, such as being an “Accredited Investor,” a “Qualified Client” and/or a “Qualified Purchaser” as defined under federal laws. Investors interested in a Private Investment Fund should refer to the Private Investment Fund’s offering documents for important information regarding the Private Investment Fund’s investment objectives, risks, fees and additional disclosures for a complete understanding of the terms and conditions for investing in the relevant Private Investment Fund. JHIP is registered with the SEC under the Investment Advisers Act of 1940 (“the Advisers Act”), pursuant to JHCP’s registration. This Brochure also describes the business practices of JHIP, which operates a single advisory business together with JHCP.

JHIP GP, LLC, a Delaware limited liability company, is the General Partner of Jackson Hole Opportunities Fund LP and Jackson Hole Opportunities Fund Ltd. JHIP Series GP LLC, a Delaware limited liability company, is the General Partners of Jackson Hole Series LP - Series I. JHCP Spicewood I Manager LLC, an Oklahoma limited liability company, is the Manager of JHCP Spicewood I LLC. JHCP WP Global Co-Invest VI Manager LLC, an Oklahoma Limited Liability Company, is the Manager of JHCP WP Global Co-Invest VI LLC. JHCP Falcon I Manager LLC, an Oklahoma Limited Liability Company is the Manager of JHCP Falcon I LLC.

## **Investment Management Services**

JHCP's portfolio managers work with clients to agree upon investment objectives and to determine an appropriate investment strategy for the client's account. Relevant factors in this data-gathering process include, but are not limited to, time horizons, market specific information, risk tolerance, liquidity needs, and, in the case of individuals, tax issues. We manage portfolios designed to meet those objectives.

JHCP offers portfolio management services that include giving continuous investment advice and/or making investments for the client based on the individual needs, goals and objectives and risk tolerance of the client. When granted full discretion over the account, JHCP will have the authority to make investment and trading decisions in the account. If JHCP manages the client account on a non-discretionary basis, JHCP will provide investment research, monitoring, performance reporting and review of account processes, but the client must approve any transactions JHCP makes in their account.

## **Investment Consulting and Financial Planning Services**

JHCP also offers a broad range of consulting services to families and institutions, which include advice on asset allocation, stock selection, review of existing investment portfolios, and/or an economic and financial market analysis. JHCP tailors its consulting services to the individual needs of the investment consulting client. In the investment consulting relationship, JHCP provides the recommendations to the clients, but the client determines how and whether the recommendations will be followed and directs the transactions in their account outside of their relationship with JHCP.

## **Wrap Fee Programs**

JHCP does not sponsor, or participate in, wrap fee programs.

## **Assets Under Management**

The total amount of client assets managed by JHCP was \$862,109,541 as of December 31, 2023.

## **Item 5 – Fees and Compensation**

### **Adviser Compensation**

JHCP charges fees for investment management and investment consulting services that are based on a percentage of assets under management as well as fixed consulting fees. For accounts that are charged based on a percentage of assets under management, these accounts are billed quarterly in arrears and calculated on the market value of the account as of the end of the calendar quarter. JHCP's investment management fee schedule ranges from 0.25% to 1.00% of the market value of the account, depending upon the services and investment mandate for that individual client. Clients are responsible for any commissions or transaction costs charged by the custodian in association with implementing and maintaining this strategy.

Financial planning services for an existing management client are generally included in the advisory fee described above, but we reserve the right to charge separately for investment consulting and financial planning services.

JHCP may negotiate the fee charged in certain circumstances, such as the account having a substantially larger than average value or other factors impacting the relationship of the account. In all cases, JHCP discloses the fee charged prior to services being provided and includes the fee schedule in the client's investment management agreement.

For accounts opened mid-billing period, fees are prorated based on the number of days' services are provided during the initial billing period.

### Private Investment Funds

Private Investment Fund investors bear their proportionate share of the applicable investment management fee charged to such Private Investment Fund. Compensation earned by JHIP for providing investment advisory services to the Private Investment Funds is generally comprised of an asset-based management fee, which does not exceed 1.25% and is generally payable quarterly in advance. In the event that an advisory agreement is terminated prior to the conclusion of a billing period, JHIP and JHCP will refund a pro rata portion of any pre-paid management fees. The management fee is generally deducted directly from the Private Investment Fund. Private Investment Funds that hold private equity, real estate or other illiquid investments are typically charged fees based upon the capital commitments made by investors rather than the market value of the relevant Private Investment Fund.

***Performance Fees:*** In addition to the asset-based management fee, the general partner or managing member of each Private Investment Fund, which is an affiliate of JHIP and JHCP, will receive a performance-based fee of up to 10%, provided that the Private Investment Funds returns to investors exceed a high-water mark and any applicable hurdle amounts or preferred return. JHIP and the general partner or managing member of each Private Investment Fund have the authority to waive or reduce fees charged to certain investors.

Details about a particular Private Investment Fund's specific fee structure can be found in the relevant Private Investment Fund's offering documents.

### Deduction of Fees

Clients can elect to have the fee deducted from their account or billed directly and due upon receipt of the billing notice. If clients elect to have the fee automatically deducted from an existing account, they are required to provide the custodian with written authorization to deduct the fees from the account and pay the fees to JHCP. JHCP provides the custodian with a fee notification statement.

The custodian will send account statements to clients at least quarterly showing all disbursements from the account, including advisory fees. Clients should review account statements received from their account custodian and verify that appropriate advisory fees are being deducted.

### Other Non-Advisory Fees

Clients should be aware that they can invest in some mutual funds and exchange traded funds ("ETFs") directly, without the services of JHCP. But in this case, they would not receive the services provided by JHCP that are designed to, among other things, assist them in determining which mutual funds or ETFs, and level of allocation, are more appropriate to their financial condition and objectives. Accordingly, clients should review both the fees charged by the mutual fund(s), ETFs and JHCP to fully understand the total fees that they will pay.

Clients may be charged fees by other parties in connection with the investment advice provided by JHCP. These other fees may include brokerage commissions and/or transaction fees charged by the client's custodian. In addition, clients may incur certain charges imposed by third parties other than JHCP in connection with investments made through the account including, but not limited to, mutual fund sales loads, 12(b)-1 fees, contingent deferred sales charges and surrender charges, and IRA and qualified retirement plan fees. Management fees charged by JHCP are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to the client. A description of these fees and expenses are available in each security prospectus.

JHCP may assist the client in establishing a managed account(s) through a qualified custodian. Clients can direct JHCP to use a specific custodian or can allow JHCP to recommend a custodian based on currently established relationships. When clients direct the use of a particular custodian, JHCP may not be able to obtain the best prices and execution for the transaction. Clients who direct the use of a particular custodian may receive less favorable prices than would otherwise be the case if they had not designated a particular custodian. Further, clients directing the use of a particular custodian may not be able to participate in aggregate trades (i.e., block trades) and directed trades may be placed by JHCP after effecting non-directed trades. **Please refer to Item 12, Brokerage Practices, for additional discussion on selection of client custodians.**

### **Additional Compensation**

We do not receive any compensation other than the fees described in this Disclosure Brochure.

### **Termination of Advisory Services**

Either party may terminate the agreement for services at any time by providing 30 days' written notice to the other party. Termination is effective upon receipt of the notice. If services are terminated, fees are prorated based on the number of days in which services are provided prior to receipt of notice of termination and a prorated amount is billed to client. Fees are billed in arrears and calculated based on the fair market value of the client's account as of the last business day of the current billing period.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

As described above in Item 5: Fees and Compensation, with respect to each Private Investment Fund, a portion of the profits of each such Private Investment Fund are distributed to certain affiliates of JHIP as "carried interest" (the "Carried Interest"). While the receipt of Carried Interest is intended to align JHIP affiliates' interests with those of the relevant Private Investment Fund, the nature of the Carried Interest creates a potential conflict of interest between JHIP affiliates and the Private Investment Funds.

JHIP and JHCP typically charges the Private Investment Funds a performance-based fee, which is based upon a share of capital gains or capital appreciation of the assets of each Private Investment Fund. The nature of performance fees can encourage unnecessary speculation with Private Investment Fund assets in order to earn or increase the amount of the fee. The result of riskier investments can have a positive effect in that results could equal higher returns when compared to an asset-based fee account. On the other hand, riskier investments historically have a higher chance of losing value.

JHIP and JHCP evaluate investment opportunities that are in the best interests of the Private Investment Funds without regard to fee arrangements.



## Item 7 – Types of Clients

JHCP generally provides investment advice on a discretionary basis to individuals, including high net worth, investment companies, pension and profit-sharing plans, family offices, trusts, estates charitable organizations, corporations private funds, including special purpose vehicles and other business entities. JHCP has a minimum investment amount of \$2 million for clients. This amount can be waived at the discretion of the JHCP.

JHIP and JHCP provide portfolio management services to private pooled investment vehicles. The minimum investment in a Private Investment Fund can be found in the relevant Private Investment Fund's offering documents.

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

### **Methods of Analysis**

JHCP engages clients to manage all or a portion of their investable assets. In conjunction with these investment management services, the JHCP may also provide Clients with additional financial planning and advisory services as part of their firm's offering, all of which is inclusive in investment management fee detailed in each Client's agreement.

JHCP offers the following strategies:

**Core Equity Strategy:** This strategy seeks to achieve diversification across value and growth investment styles and across sectors and market capitalizations. By owning both value and growth stocks, our objective is for client accounts to participate in market trends set by both styles. Stocks are generally owned in all sectors with a target limit of approximately 25% at cost in any one sector. Portfolios consist of small, mid- and large-cap stocks, and are comprised of individual stocks, including international equities (typically through ADRs), and may include mutual funds and exchange traded funds. The goal of this strategy is to provide diversification over a long-term period and to provide returns that are competitive with the relevant benchmark.

**Dividend Strategy:** The Diversified Multi-Asset Income strategy seeks income-generating investments. The portfolio generally holds between 10 to 20 stocks, exchange traded funds and mutual funds, diversified across various asset classes, industries and investment styles. With a target allocation of 75% equity and 25% fixed income, tactical allocation decisions are made at the broad asset levels using exchange traded funds and mutual funds. The strategy also may hold individual stocks and real estate investment trusts that offer a consistent and growing dividend, established business model and a strong financial position. Income-generating investments may include, among others, Preferred Stock, Bank Debt, Dividend Paying Stocks, Bonds, Real Estate Investment Trusts (REITs) and alternative assets like managed futures and global macro focused funds.

**Global Opportunities Strategy:** JHCP uses a qualitative process to analyze key macroeconomic data from the U.S. and International economies to anticipate economic trends and market strength in the future. JHCP reviews numerous market factors as part of our analysis, including valuations, earnings and revenue growth, geopolitical developments, projected currency movements and liquidity. The allocations of the portfolio are based on our economic and market outlooks for global markets over an intermediate and long-term time horizon. The investment team determines areas of strength and weakness in the various global equity markets and over-weights or under-weights in the U.S. versus international and other investment opportunities accordingly. JHCP selects ETFs from leading U.S. providers to invest in U.S., developed international, emerging markets and other areas like



commodities. The Global Equity strategy normally invests in five to fifteen U.S. and international ETFs and can invest up to 25% of the portfolio in fixed income ETFs.

**Fixed Income:** JHCP constructs proprietary fixed income strategies for taxable and tax-exempt accounts by using individual securities, exchange traded funds and mutual funds. We may manage fixed income portfolios on a stand-alone basis or as part of the fixed income allocation of a balanced portfolio that combines our equity strategies with fixed income investments. We typically invest in high quality, high-rated bonds and seek to maximize total returns while focusing on principal preservation. JHCP strives to customize our clients' bond portfolios by matching their investment objective with investment vehicles that offer appropriate liquidity, income and volatility characteristics.

**Alternative Investments:** For certain clients, JHCP will utilize alternative investments to help implement the client's desired objectives. These investments include, but are not limited to, hedge funds, private equity funds, venture funds, and co-investment funds. JHCP will select alternative investments that it believes will help provide a better risk/adjusted return to client portfolios. Alternative investments have different investment characteristics than publicly traded investments, such as minimum investment size, investor suitability, and lack of liquidity. Alternative Investments do not have the same regulatory reporting requirements, valuation standards, marketability, and regulatory oversight as publicly traded investments and, as a result, are generally considered to have an elevated degree of risk. JHCP discusses the utilization of alternative investments with suitable investors only and does not believe they fit the investment profile/needs of all clients.

**Master Limited Partnerships:** For certain clients, JHCP will invest in Master Limited Partnerships focused on the midstream oil and gas sector. This type of investment is not suited for all clients or account types, given the tax treatment of Master Limited Partnerships and the issuance of K-1's associated with these investments. JHCP utilizes Master Limited Partnerships, where applicable, for certain clients focused on cash flow generation, because Master Limited Partnerships are required to distribute 90% of their income from qualifying activities to their limited partners.

**Options:** JHCP may utilize options in furtherance of its investment strategy for particular clients, particularly related to hedging purposes tied to individual securities. This strategy is typically utilized when the client has an outsized position in an individual security. Options positions typically include a short call option, where the client owns the individual security (i.e., the option is covered) that the option is being sold against. JHCP will utilize all or some of the premium from the writing of the call option to purchase underlying put options on the same individual security. The seller ("writer") of a call option which is covered, assumes the risk of a decline in the market price of the underlying security or other instrument below the purchase price of the underlying instrument, less the amount of premium received by the seller, and effectively forgoes the opportunity for gain on the underlying instrument above the exercise price of the option. The client's ability to close out its position as a purchaser of an exchange-listed option is dependent upon the existence of a liquid secondary market on option exchanges. The client may also utilize options that may have limited liquidity. JHCP can also utilize options to limit overall market exposure, predominantly by utilizing index put options.

**Passive Investment Strategy:** JHCP may utilize a passive investment strategy for securities held in a client's portfolio to maximize returns and mitigate possible taxable gain associated with selling the security. JHCP monitors the securities in relation to the overall portfolio; but, may or may not trade in the security due to potential tax considerations or because the client wants to continue holding the security, despite potentially not owning (or owning) that specific security for other clients.

**Private investment Funds:** JHIP and JHCP will primarily invest in private investment funds managed by independent, third-party investment managers. The Private Investment Funds will primarily co-

invest with Managers focusing on individual high-conviction equity and credit investments, generally employing a fundamental approach to investing.

The Private Investment Fund will potentially make tactical allocations to other alternative investment strategies, including hedge funds, direct investments, secondaries, and private equity and private credit funds.

The Private Investment Fund seeks to be opportunistic across asset classes, sectors, investment strategies and market environments. Investments made by the Private Investment fund will typically be made through Special Purpose Vehicles, separately managed accounts or commingled vehicles. The co-investments targeted by the Private Investment Fund will fall into several investment themes including activist equity, stressed/distressed credit, sovereign/ municipal debt, direct lending/private debt, late-stage private equity, event driven/special situations and thematic.

With respect to potential allocations to hedge funds, direct investments, secondaries, and private equity and private credit funds, the strategies that the Fund will allocate to may include but are not limited to: equity long/short, equity long only, equity short only, fixed income, fixed income arbitrage, convertible arbitrage, event driven, emerging markets, macro, structured credit, and high yield/distressed.

In general, Managers that the Private Investment Fund allocates to may invest and trade in stocks, notes, bills, bonds, debentures, subscriptions, preferred stocks, convertible securities, options (including, without limitation, covered and uncovered puts and calls and over-the-counter options), rights, warrants, swaps, non-U.S. currencies, futures, single stock futures, other commodity interests, commodity options, options on futures, certificates of deposit, trust receipts, American Depositary Receipts, global depositary receipts, equipment trust certificates, interests in partnerships, certificates of interest or participation in any profit-sharing agreement, collateral trust certificates, bankruptcy claims, investment contracts, shares of investment companies, evidences of indebtedness and derivative and similar transactions.

There is no guarantee that the Private Investment Fund will succeed in achieving its investment objective. The Private Investment Fund could realize substantial losses, rather than gains, from some or all the investments described herein.

#### *Material risks of Investment Strategies*

There is no guarantee of success of the investment strategies offered by JHIP. The investment portfolios managed by JHIP may be adversely affected by general economic and market conditions such as interest rate fluctuations, availability of credit, inflation rates, changes in laws, and national and international political circumstances. These strategies may not employ limitations on particular sectors, industries, countries, regions or securities. Investors should also consider the following risks:

- General Economic and Market Conditions. The success of a portfolio's activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of certain investments. Unexpected volatility or illiquidity could impair a portfolio's profitability or result in losses.

- Market Risk. Either the market, or the value of an individual company, goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.
- Equity (Stock) Market Risk. Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- Company Risk. There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).
- Fixed Income Risk. Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income, face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- ETF and Mutual Fund Risk. ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.
- Real Estate Investment Trust (REIT) Risk: The value of REITs can be negatively impacted by declines in the value of real estate, adverse general and local economic conditions and environmental problems. REITs are also subject to certain other risks related specifically to their structure and focus, such as: (a) dependency upon management's skills; (b) limited diversification; (c) heavy cash flow dependency; (d) possible default by borrowers; and (e) in many cases, less liquidity and greater price volatility.
- Management Risk. Client investments also vary with the success and failure of JHCP's investment strategies, research, analysis and determination of portfolio securities. If JHCP's strategies do not produce the expected returns, the value of a client's investments will decrease. Judgments about the value and potential appreciation of a particular investment may be wrong and there is no guarantee that the investment will perform as anticipated. The value of any single investment can be more volatile than the market as a whole or JHIP's intrinsic value approach may fail to produce the intended results. There is dependence on the diligence, skill and business contacts of JHIP's investment advisory personnel for the execution of JHIP's strategies, including the selection, structuring and closing of the Private Investment Fund's investments.
- Business, Terrorism and Catastrophe Risks. Investments are subject to the risk of loss arising from the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on JHIP's business and Private Investment Funds' portfolios.
- Sector Focus Risk. Portfolios may be more heavily invested in certain sectors or industries, which may cause the value of their investments to be especially sensitive to factors and

economic risks that specifically affect those sectors and may cause the value of the portfolios to fluctuate. Certain sectors in which the portfolios invest are continuously evolving and are subject to rapid technological and regulatory change. The success of any business operating in these sectors is, to a large extent, dependent on its ability to acquire, develop, adopt and exploit new and existing technologies and strategies and to distinguish its products and services from those of its competitors. The acquisition, development, adoption, exploitation and distribution of new and existing technology and strategy may take long periods of time and may require significant capital investment. In addition, the success of any business in these sectors is dependent on its ability to anticipate and adapt to regulatory change. These sectors are also characterized by intense competition.

- Non-diversified Risk. Because Private Investment Funds may invest more of their assets in securities of a single issuer or a limited number of issuers, rather than a portfolio with greater diversification limitations, they may be more susceptible to a single adverse economic or political occurrence affecting one or more of these issuers.
- Private Investment Risk. Some of JHCP's strategies utilize privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). JHCP does not directly manage these vehicles; these investment vehicles retain their own managers who make the investment decisions and underlying security selections for the vehicle. The managers of these vehicles have broad discretion in selecting the investments. Typically, there are few limitations on the types of securities or other financial instruments which may be traded or used, and no requirement to diversify. Some types of these investment vehicles may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting and oversight of a registered entity. There are numerous risks in investing in these types of securities. Clients should consult each investment's private placement memorandum and/or other prospectus or documents explaining such risks prior to investing.
- Illiquid Securities Risk. Portfolios may invest in private market securities or other illiquid investments, which may make it difficult or impossible to dispose of such investments at desired times, thereby increasing the risk of loss.
- Margin Risk. JHCP uses margin in its investment strategies. When you purchase securities, you may pay for the securities in full or borrow part of the purchase price from your account custodian or clearing firm. If you borrow part of the purchase price, then you are engaging in margin transactions and there is risk involved with this. The securities held in your margin account are collateral for the custodian or clearing firm that loaned you the money. If those securities decline in value, then the value of the collateral supporting your loan also declines. As a result, the brokerage firm is required to take action in order to maintain the necessary level of equity in your account. The brokerage firm may issue a margin call and/or sell other assets in your account.

It is important that you fully understand the risks involved in trading securities on margin, including:

- You can lose more funds than you deposit in your margin account
- The account custodian or clearing firm can force the sale of securities or other assets in your account
- The account custodian or clearing firm can sell your securities or other assets without contacting you

- You are not entitled to choose which securities or other assets in your margin account may be liquidated or sold to meet a margin call
- The account custodian or clearing firm may move securities held in your cash account to your margin account and pledge the transferred securities
- The account custodian or clearing firm can increase its “house” maintenance margin requirements at any time and are not required to provide you advance written notice
- You are not entitled to an extension of time on a margin call

### *Material Risks of Securities Used in Investment Strategies*

Judgements about the value and potential appreciation of a particular security may be wrong and there is no guarantee that securities will perform as anticipated. The value of a security can be more volatile than the market as a whole.

Private Investment Vehicles. Private Investment Fund portfolios may be invested in other private funds, such as real estate funds, venture capital funds or other private pooled vehicles. Investments in a private fund may be subject to wide swings in value and may employ the use of leverage or hold illiquid securities. An investment in a private fund will not be liquid and may not have limitations on particular sectors, industries, countries, regions or securities. Because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting or oversight as registered entities.

Real Estate Risks. Investments in real estate are subject to various known and unknown risks, including unforeseen changes in the local, national, and global economy, dynamic shifts in the geopolitical environment, the financial conditions of tenants, changes in the number of buyers for a specific asset type or geography, increases in the supply of product relative to demand, changes in availability and terms of third party financing, increases in interest rates, real estate tax rates, energy prices, and other operating expenses, changes in environmental laws and regulations, zoning laws, and other governmental rules and policies, volatility of real estate cash flows that can affect debt service and overall returns, commodity and labor prices impacting the cost of construction, as well as acts of God, terrorism, labor shortages, material shortages, and uninsurable losses, and other factors that are beyond the control of JHIP. The acquisition, ownership, management, and disposition of property carries potential litigation risks, which could result in unexpected losses to the real estate fund.

Private Company Risks. Companies in which the Private Investment Funds invest, directly or indirectly through other funds, may be in the early stages of growth, and the performance of early-stage companies may be more volatile due to their limited product lines, markets or financial reserves, or their susceptibility to competitors’ actions, major economic setbacks or downturns. The portfolio companies may also depend on the management talents and efforts of a small group of people and, as a result, the death, disability, resignation or termination of one or more of those persons could have a material adverse impact on the prospective business opportunities and the investments made. Additionally, some of the companies may require a significant investment of capital to support their operating, or finance the development of their products or markets, and may be highly leveraged and subject to significant debt service obligations, which could have a material adverse impact on the Private Investment Funds’ investments.

### *Risks Related to Fixed Income Investments*

Credit Risk. Credit risk is the risk that the issuer or guarantor of a debt security or counterparty to the portfolio's transactions will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the portfolio's income may be reduced. If the issuer, guarantor, or counterparty fails to repay principal, the value of that security and the value of the portfolio may be reduced.

Fixed Income Securities. Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The market values of fixed income securities tend to vary inversely with the level of interest rates. Notwithstanding the foregoing, when economic conditions appear to be deteriorating, medium to lower rated securities may decline in value due to heightened concern over credit quality, regardless of prevailing interest rates.

### Risk of Loss

**Investing in securities involves risk of loss that clients should be prepared to bear.** JHCP does not represent, warrant, or imply that the services or methods of analysis employed by JHCP can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

All investments present the risk of loss of principal – the risk that the value of securities, when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The investment risks described above represent some but not all of the risks associated with the various types of investments and investment strategies. Investors should refer to the offering documents of any relevant Private Investment Fund for additional information relating to investment risks.

## **Item 9 – Disciplinary Information**

JHCP has no legal or disciplinary events that are material to a client's or prospective client's evaluation of JHCP's business or the integrity of its management. Therefore, this item is not applicable to JHCP's brochure.

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

JHCP's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. JHCP's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading JHCP, or an associated person of the foregoing entities. JHCP does not recommend other investment advisors to its clients.



JHCP is affiliated with JHIP, an investment adviser registered with the SEC under the Advisers Act, pursuant to JHCP's registration in accordance with SEC guidance. JHIP provides portfolio management services to the Private investment Funds and is not an insurance agency or broker-dealer. JHCP and JHIP operate as a single advisory business and share common owners, officers, employees, consultants or persons occupying similar positions. Affiliates of JHIP, JHIP GP LLC and JHIP Series GP LLC serve as the General Partner to the Private Investment Funds and oversee the management and investment operations of the Private Funds managed by JHIP. Affiliates of JHCP, JHCP Spicewood I Manager LLC, JHCP WP Global Co-Invest VI Manager LLC, JHCP Falcon I Manager LLC and JHCP Occusystems Manager LLC serve as the General Partner to the Private Funds and oversee the management and investment operations of the Private Funds managed by JHCP.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

### **Code of Ethics**

JHCP is required to adopt and maintain a Code of Ethics. As a registered investment adviser, JHCP has a duty of utmost good faith to act solely in the best interest of each client. JHCP and its representatives have a fiduciary duty to all clients. JHCP has established a Code of Ethics that all persons associated with the firm must read. They must then execute an acknowledgment agreeing that they understand and agree to comply with the Code of Ethics. The fiduciary duty of JHCP and its representatives to clients is considered the core underlying principle for JHCP's Code of Ethics and represents the expected basis for all dealings with clients. JHCP has the responsibility to make sure that the interests of clients are placed ahead of it or its associated persons' own investment interests. All representatives will conduct business in an honest, ethical and fair manner. All representatives will comply with all federal and state securities laws at all times. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to services being conducted. All representatives have a responsibility to avoid circumstances that might negatively affect or appear to affect their duty of complete loyalty to clients.

This section is only intended to provide current clients and potential clients with a description of JHCP's Code of Ethics. If current clients or potential clients wish to review JHCP's Code of Ethics in its entirety, a copy may be requested from John Hastings at [john@jacksonholepartners.com](mailto:john@jacksonholepartners.com) or (918) 879-4698 and it will be provided promptly.

### **Personal Trading**

JHCP and its representatives may buy or sell securities for their own accounts that are recommended to clients. JHCP has policies in place for protecting the clients' interest first. They also recommend the purchase or sale of different securities for different clients at different times. This could result in contrary advice being given or action taken on behalf of clients and in the personal accounts of JHCP and its representatives. To prevent conflicts of interest, associated persons must have personal trading preapproved by the Chief Compliance Officer before execution of the transaction. The Chief Compliance Officer's trades will be preapproved by another senior member of JHCP.

To prevent conflicts of interest, JHCP's Code of Ethics includes personal investment and trading policies for all employees, including their immediate family members (collectively, access persons). The Code of Ethics is distributed to all access persons, upon employment, annually and upon amendment and all access persons acknowledged they have read, understand and agree to abide by JHCP's policies and procedures. The policies include:

- Access persons cannot prefer their own interests to that of the client
- Access persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts



- Access persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investment public upon reasonable inquiry
- JHCP maintains a list of all securities holdings for itself and all Access persons; this list is reviewed on a regular basis by JHCP's Chief Compliance Officer

Any associated persons not observing JHCP's policies, or violating any applicable state and federal advisory practice regulations, is subject to sanctions up to, and including, termination.

## **Item 12 – Brokerage Practices**

Unless otherwise directed by a client, JHCP will determine which broker-dealers will be used for executing client securities transactions. We generally recommend that most transactions be executed through one of several broker-dealer/custodians with whom we have negotiated favorable pricing. We believe that utilizing these broker-dealers for most securities transactions is consistent with our duty to seek to obtain best execution.

On occasion, better execution may be available from other broker-dealers. We monitor all equity and fixed income trades to ensure that your account is receiving best execution. Best execution of client transactions is an obligation JHCP takes seriously and is a catalyst in the decision of using an account custodian. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. When JHCP has discretion as to placement of transactions, it considers the following:

- Financial stability, reputation, willingness to commit capital and clearing and settlement capabilities.
- A brokerage firm's research and investment ideas that directly impact a client's portfolio.
- Price (the amount of commission paid). All trades are negotiated to the appropriate level based on the size of the trade and its complexity to execute.
- The operational aspects of brokerage firms' back office (will the client receive payment of securities on a timely basis), and custodian or other administrative service.

Because of these considerations, JHCP may pay a brokerage commission in excess of that which another broker might have charged for having affected the same transaction in recognition of the value of brokerage or research services provided by the broker.

### **Client-Directed Brokerage**

Clients may select a broker/dealer or account custodian different from one recommended by JHCP and direct JHCP to use that broker/dealer or custodian to maintain custody of their assets. JHCP has discretion to reject the client's request for directed brokerage. If JHCP does not agree to manage the client's assets at another custodian, the client is free to choose a custodian recommended by JHCP or to choose another adviser to manage their assets. When a client directs the use of a particular broker/dealer or other custodian, JHCP may not be able to obtain the best price and execution for the transaction. Clients who direct the use of a particular broker/dealer or custodian may receive less favorable prices than would otherwise be the case if clients had not designated a particular broker/dealer or custodian. Further, directed trades may be placed by JHCP after effecting non-directed trades.

### **Research and Other Soft Dollar Benefits**

JHCP does not currently trade using soft dollars. If JHCP decides to trade using soft dollars, they would do so in a manner consistent with the safe harbor provided by Section 28(e). Examples of

research services purchased are written market publications for investment professionals dealing generally with market information, asset allocation, and information relating to selected specific companies and securities.

The custodians for JHCP's clients may make available other products and services at a reduced cost or at no cost. These other products and services may benefit JHCP but may not benefit all client accounts. Some of these other products and services assist JHCP in managing and administering clients' accounts, including:

- Software and other technology that provide access to client account data (such as trade confirmations and account statements)
- Facilitation in trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Research, pricing information and other market data
- Facilitation for payment of fees to JHCP from clients' accounts
- Assistance with back-office functions, record-keeping and client reporting.

These custodians may also offer other services intended to help JHCP manage and further develop its business enterprise, such as:

- Consulting
- Publications and conferences on practice management
- Information technology
- Business succession
- Regulatory compliance
- Marketing

As a fiduciary, JHCP endeavors to act in its clients' best interests. However, any recommendation that clients maintain their assets in accounts at certain custodians may be based in part on the benefit to JHCP of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by such custodians. This may create a potential conflict of interest. Clients are under no obligation to act on the recommendations of JHCP.

### **Block Trades**

JHCP generally implements transactions for client accounts independently, unless it decides to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used when JHCP believes such action may prove advantageous to clients.

JHCP aggregates transactions only if it believes that aggregation is in the best interests of the applicable clients, is consistent with its duty to seek best execution for its clients and is consistent with the terms of its investment advisory agreement with each client for whom transactions are being aggregated. Nevertheless, the system employed by JHCP may have a detrimental effect on the price or value of the security as far as each client is concerned. In other cases, however, the ability of the clients to participate in volume transactions will produce better execution prices.

JHCP does not receive any additional compensation or remuneration as a result of aggregating or blocking trades.

### **Private Fund Investments**

JHIP may be presented with investment opportunities that fall within the investment objective of more than one Private Investment Fund. When two or more Private Investment Funds are formed to

invest on a parallel basis, JHIP will allocate investments to such Private Investment Funds pro rata based on commitments, subject to any limitations in the applicable Private Investment Fund's offering documents. In addition, one or more non-parallel Private Investment Funds may invest together, subject to limitations set forth in the applicable Private Investment Fund's offering documents. JHIP will determine allocations of investment opportunities in a manner that they believe is fair and equitable to the Private Investment Funds consistent with JHIP's obligations to each such Private Investment Fund, including as set forth in the applicable Private Investment Fund's offering documents and JHIP's trade allocation procedures.

## **Item 13 – Review of Accounts**

### **Account Reviews**

Portfolio management and trading services are conducted continuously. All accounts are reviewed by the portfolio manager at least quarterly. Client cash flows, client requests, external events, economic or market related events could also trigger account review to ascertain if any adjustments are warranted.

Account reviews are performed by JHCP's portfolio managers, and each manager is responsible for reviewing their own accounts. Absent specific client instruction, accounts are reviewed relative to asset allocations in the client's portfolio(s), accuracy of portfolio holdings, continuing suitability of investment products and to check that account performance is still working toward the client's goals and objectives.

### **Account Reports**

Clients receive an account statement at least quarterly from the custodian maintaining their account in addition to the quarterly account statements prepared by JHCP, which are sent at the request of the client. In addition, JHCP sends a quarterly or semi-annual market outlook letter, or more frequently depending upon market conditions. The market outlook letter covers recent economic and market trends and their impact on the marketplace. Clients should compare the account statements they receive from the custodian with the review letter and appraisal they receive from their custodian and report any differences to your JHCP representative.

### **Private Investment Funds**

JHCP and JHIP's Managing Partners are responsible and have ultimate authority for all transactions and investment decisions made on behalf of the Private Investment Funds. At least annually, the Private Investment Funds' portfolios are reviewed by a Managing Partner to ensure compliance with Private Investment Funds' objectives and restrictions as stated in the Private Investment Funds' offering documents.

The Private Investment Fund's investments are reviewed on an ongoing basis and may be reviewed specifically with regard to certain factors such as cash flows or in response to market conditions.

JHCP and JHIP, or its service provider, will furnish each Private Investment Fund investor with written reports pursuant to the terms set forth in each Private Investment Fund's offering documents.

## **Item 14 – Client Referrals and Other Compensation**

### **Client Referrals**

As indicated in Item 12 above, JHCP can receive from the broker-dealers it recommends without cost (and/or at a discount), support services and/or products. JHCP's clients do not pay more for investment transactions effected and/or assets maintained at those broker-dealers (or any other institution) as result of this arrangement. There is no corresponding commitment made by JHCP to these brokers-dealers, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as the result of the above arrangement.

JHCP does not maintain solicitor arrangements with, nor pay referral fee compensation, to third parties for new client introductions.

### **Other Compensation**

For additional discussion on other compensation received by Adviser, its owners or its representatives, please refer to **Item 5, Fees and Compensation** and **Item 10, Other Financial Industry Activities and Affiliations**. Please see **Item 12, Brokerage Practices**, for discussion about the services and products JHCP may receive from custodians of client accounts.

## **Item 15 – Custody**

Client assets and securities managed by JHCP are held at independent, qualified custodians. JHCP is deemed to have custody due to our ability to debit our investment advisory fee from client accounts. To mitigate this risk and meet the requirements of the custody rule, JHCP custodies all client assets and securities with independent, qualified custodians in a separate account for each client under that client's name.

The client's custodian will send account statements at least quarterly and show all transactions in the account, including fees paid to JHCP. JHCP urges clients to carefully review and compare official custodial records to the any account statements that JHCP provides. JHCP statements may vary slightly from custodial statements based on accounting procedures, reporting dates, and/or valuation methodologies of certain securities. When clients have questions about their account statements, they should contact us or the qualified custodian preparing the statement.

### **Private Investment Funds**

JHCP and JHIP is deemed to have custody of the assets of the Private Investment Funds by reason of legal ownership or access to such assets because affiliated entities serve as General Partner to the Private Investment Funds. However, all client assets and transferrable securities are maintained at independent qualified custodians. JHCP and JHIP will comply with the requirements of the Custody Rule, as defined in the Investment Advisers Act of 1940, with regard to the custody as a result of affiliates serving as General Partner to the Private Investment Funds. JHCP and JHIP has entered into a written agreement with an independent public accountant to provide audited financial statements to each Private Investment Fund's investors within 120 days following the Private Investment Fund's fiscal year end (180 days for any fund of funds).

## Item 16 – Investment Discretion

Asset management services are provided on both a discretionary and non-discretionary basis. JHCP and JHIP is retained by the General Partner of the Private Investment Funds to provide investment advisory services on a discretionary basis. On a discretionary basis, JHCP makes all decisions to buy, sell or hold securities, cash or other investments in the managed account in its sole discretion without consulting with the client before implementing any transactions. Clients must provide JHCP with written authorization to exercise this discretionary authority. Clients can impose reasonable restrictions on management of their accounts.

When discretionary authority is granted, it is limited to investment and trading decisions in accordance with the agreed upon strategy for the client account. JHCP does not have access to client funds and/or securities with the exception of having advisory fees deducted from the client's account and paid to JHCP by the account custodian. Any fee deduction is done pursuant to the client's prior written authorization provided to the account custodian.

If management services are provided on a non-discretionary basis, JHCP always contacts the client before implementing any transactions in an account. Clients must accept or reject JHCP's investment recommendations, including: (1) the security being recommended, (2) the number of shares or units and (3) whether to buy or sell. Once these factors are agreed upon, JHCP is responsible for making decisions regarding the timing of the purchase or sale and the price at which it is bought or sold. Clients who have selected non-discretionary management of their account should know that if they are not able to be reached or are slow to respond to JHCP's request, it can have an adverse impact on the timing of implementing trades and JHCP may not achieve the optimal trading price.

Investments for the Private Investment Funds are managed in accordance with each Private Investment Fund's investment objectives, strategies and restrictions, and are not tailored to the individualized needs of any particular investor in the Private Investment Funds. Any limitations on this discretionary authority are described in the Private Investment Funds' offering documents.

## Item 17 – Voting Client Securities

### Proxy Voting Generally

It is JHCP's policy to vote proxies on behalf of clients. JHCP recognizes its responsibility as fiduciary of its clients' portfolios. As fiduciary, it is JHCP's policy to act solely in the best interests of clients and their beneficiaries.

JHCP has contracted with Broadridge Financial Solutions and will use their Proxy Edge® platform ("PE"). PE will provide proxy voting support with regard to casting votes and keeping voting records. Under the terms of its arrangement with Broadridge, JHCP will generally follow the Glass Lewis recommendations. JHCP can instruct PE to vote either for or against a particular type of proposal or JHCP can instruct PE to seek instruction with respect to that particular type of proposal from JHCP on a case-by-case basis ("Voting Instructions"). PE receives all proxy statements where JHCP is authorized to vote and sorts the proposals according to JHCP's Voting Instructions. Proposals for which a voting decision has been pre-determined are automatically voted by PE pursuant to the Voting Instructions. Case-by-case decisions are generally made by JHCP. All voting records where JHCP retains proxy voting authority are maintained by PE, except that JHCP will maintain copies of any document created by JHCP that was material in making a determination of how to vote a "case-by-case" proxy or that memorializes the basis for that decision.

On occasion, JHCP may determine not to vote a particular proxy. This may be done, for example where: (1) the cost of voting the proxy outweighs the potential benefit derived from voting; (2) a

proxy is received with respect to securities that have been sold before the date of the shareholder meeting and are no longer held in a client account; (3) the terms of an applicable securities lending agreement prevent JHCP from voting with respect to a loaned security; (4) despite reasonable efforts, JHCP receives proxy materials without sufficient time to reach an informed voting decision and vote the proxies; (5) the terms of the security or any related agreement or applicable law preclude JHCP from voting; or (6) the terms of an applicable advisory agreement reserve voting authority to the client or another party.

JHCP acknowledges that, when voting proxies, it is responsible for identifying and addressing material conflicts of interest. In order to ensure that JHCP is aware of the facts necessary to identify conflicts, relevant personnel must inform JHCP's chief compliance officer of any personal conflicts (such as director or officer positions held by them, their spouses or close relatives in a portfolio company). Conflicts based on business relationships with JHCP or any affiliate, will be considered only to the extent that JHCP has actual knowledge of such relationships. If a material conflict exists that cannot be otherwise addressed, JHCP may choose one of several options to eliminate the conflict, including: (1) voting as recommended by a third party service that may be employed by JHCP; (2) "echo" or "mirror" voting the proxies in the same proportion as the votes of other proxy holders that are not JHCP's clients; (3) if possible, erecting information barriers around the person or persons making the voting decision sufficient to insulate the decision from the conflict; and (4) if agreed upon in writing with the client, forwarding the proxies to affected clients and allowing them to vote their own proxies.

Clients may choose to vote their own proxies for securities held in their account. If this is the case, the Client must notify JHCP in writing that they wish receive proxy solicitations directly and assume responsibility for voting them. However, JHCP will not have the ability to accept direction from clients on a particular solicitation.

A client or investor may obtain copies of JHCP's written Proxy Procedures, as well as information regarding how proxies were voted for its account by requesting such information from JHCP at the address, phone number and/or email address listed on the cover page of this brochure. JHCP will not disclose proxy votes to one client regarding votes cast for another client and will not disclose such information to third parties, unless specifically requested, in writing, to do so by the client. However, to the extent that JHCP may serve as a sub-adviser to another adviser, JHCP will be deemed to be authorized to provide proxy voting records regarding such sub-advised accounts to JHCP for such accounts.

Clients may request documentation on how specific proxies were voted on their behalf at any time from John Hastings at [john@jacksonholepartners.com](mailto:john@jacksonholepartners.com) or (918) 879-4698.

#### Proxy Voting: Private Investment Funds

Unless provided otherwise in an offering document, JHIP, or an affiliate thereof, will have voting power with respect to a Private Investment Funds' securities, but it is unlikely that a Private Investment Fund would hold any security for which proxies would be solicited. If the situation arises, JHIP will monitor for potential conflicts of interest between the Private Investment Fund's interests and its own within the proxy voting process.

## **Item 18 – Financial Information**

JHCP does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, JHCP is not required to include a balance sheet for its most recent fiscal year. JHCP is not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, JHCP has not been the subject of a bankruptcy petition at any time.