

FORM ADV, PART 2A
FIRM BROCHURE

J.P. Morgan Private Investments Inc.
File No. 801-41088

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This brochure provides information about the qualifications and business practices of J.P. Morgan Private Investments Inc. If you have any questions about the contents of this brochure, please contact us at 212-464-1834. 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 J.P. Morgan Private Investments Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

The advisory services described in this Brochure are: not insured by the Federal Deposit Insurance Corporation ("FDIC"); not a deposit or other obligation of, or guaranteed by, JPMorgan Chase Bank, N.A. or any of its affiliates; and subject to investment risks, including possible loss of the principal amount invested.

ITEM 2 - Material Changes

On March 31, 2015, J.P. Morgan Private Investments Inc. (“JPMPI”) filed with the SEC its last annual update of its brochure describing the advisory services that JPMPI provides to registered investment companies, private funds, and in managing the Focused Dividend Growth (“FDG”) and Focused Tactical Equity (“FTE”) strategies offered through the J.P. Morgan Securities Strategic Investment Services (“STRATIS”) program. Set forth below is a summary of the material changes to this brochure since the last annual updating amendment. The summary of material changes is intended to inform clients of changes made since the last annual updating amendment that clients may find important to them. The material changes summarized below were also incorporated into this brochure. This brochure has been updated to, among other things:

- Remove reference in Item 4 to the JPMorgan Private Bank Funds I, an umbrella investment vehicle registered in Luxembourg that qualifies as an Undertaking for Collective Investments in Transferable Securities (“UCITS”), in respect of which JPMPI no longer serves as sub-delegated investment manager to a portion of certain sub-funds of the UCITS;
- Provide clarifying information in Items 4, 5, and 12 about JPMPI’s role as discretionary investment manager to the FDG and FTE strategies in STRATIS, including certain conflicts of interest related to the selection and review of JPMPI by J.P. Morgan Securities LLC (“JPMS”) and the use of broker-dealers other than JPMS to execute trades for client accounts;
- Revise and expand disclosure in Item 6 regarding JPMPI’s management of accounts that are charged both asset-based fees and performance-based fees, and accounts that are charged only asset-based fees;
- Revise and enhance certain risk disclosures in Item 8 associated with investment strategies that JPMPI offers its clients;
- Disclose in Item 9.B certain disciplinary events involving affiliates of JPMPI;
- Revise and expand disclosure in Items 10 and 11 to describe more clearly JPMPI’s material relationships and arrangements with industry participants and the participation or interest of JPMPI or one of its related persons in client transactions; and
- Revise disclosure in Item 12 to describe more clearly JPMPI’s use of “soft dollar” benefits.

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ITEM 4 - Advisory Business

A. General Description of Advisory Firm

J.P. Morgan Private Investments Inc. (“JPMPI”), a Delaware corporation, is a registered investment adviser that acts as a sub-adviser to open-end and closed-end Registered Investment Companies (“RICs”) under the Investment Company Act of 1940, as amended (the “1940 Act”); provides investment advice and/or administrative functions for private investment funds organized as limited partnerships, limited liability companies or offshore companies (“Private Funds”); and provides discretionary investment management services in various wrap fee programs offered through an affiliate, J.P. Morgan Securities LLC (“JPMS”), including acting as the manager of the Focused Dividend Growth (“FDG”) and Focused Tactical Equity (“FTE”) strategies offered through JPMS’s Strategic Investment Services (“STRATIS”) program and acting as the sub-adviser to the J.P. Morgan Core Advisory Portfolio (“JPMCAP”) program, the Chase Strategic Portfolio (“CSP”) program, and the Mutual Fund Advisory Portfolio (“MFAP”) program. For more information on STRATIS, JPMCAP, CSP, and MFAP, please see the applicable JPMS Form ADV Part 2A, Appendix 1, SEC File No. 801-3702.

JPMPI was incorporated on November 25, 1991. JPMPI is a wholly-owned subsidiary of J.P. Morgan Chase & Co., which, together with its affiliates (collectively, “J.P. Morgan”) is engaged in a large number of financial businesses worldwide, including banking, asset management, securities brokerage, and investment advisory services.

B. Description of Advisory Services

This brochure describes the advisory services that JPMPI provides to RICs, to Private Funds, and in managing FDG and FTE for the STRATIS program. For the purposes of this brochure, the RICs and Private Funds are collectively referred to as the “Funds.” The description of the Funds in this brochure does not contain all of the information a prospective investor should consider before investing in such Funds. A prospective investor should carefully read the entire prospectus or other offering documents before deciding whether to invest in such Funds. In addition to such advisory services (which are described below), JPMPI acts in an administrative capacity on behalf of privately offered pooled investment vehicles. Additional information about the advisory services JPMPI provides to JPMCAP, CSP, and MFAP is described in separate brochures, which are available upon request or at the SEC’s website at www.adviserinfo.sec.gov.

Advisory Services to Private Funds

JPMPI provides advisory services to two types of Private Funds:

- (i) conduit vehicles formed solely to invest in a designated underlying fund, typically a private equity fund, hedge fund or real estate fund (“Conduits”), and
- (ii) other private investment funds, such as hedge funds (“Hedge Funds”), funds of private equity funds (“Private Equity Fund of Funds”) and real estate funds (“Real Estate Funds”), as described more fully below.

Conduit Vehicles:

Each Conduit is a special purpose entity (typically a limited partnership or limited liability company) formed by JPMPI for the sole purpose of investing its assets in a designated underlying fund, which is typically a private equity fund, hedge fund or real estate fund formed and managed by an affiliated or unaffiliated third party. Conduits may also participate in co-investment opportunities at the discretion of JPMPI. In certain instances, JPMPI has retained J.P. Morgan Investment Management Inc. (“JPMIM”) to provide investment advisory services to JPMPI for the purposes of evaluating co-investment opportunities for certain Conduits. After JPMIM evaluates each co-investment opportunity and makes its recommendation to JPMPI, JPMPI either accepts or declines JPMIM’s decision. JPMIM is under common control with JPMPI and is a registered investment adviser.

JPMPI generally serves as the Conduit’s administrator, general partner, managing member, or manager. Where JPMPI is acting as investment adviser, JPMPI deems the Conduit, and not the master fund or each of the Conduit’s investors, to be its advisory client.

Hedge Funds:

For the Hedge Funds and certain of the Conduits that invest in underlying hedge funds, JPMPI identifies certain investment strategies and retains unaffiliated investment advisers to implement such investment strategies through direct investments or investments in other funds advised by the unaffiliated investment adviser. In this capacity, JPMPI does not make day-to-day investment decisions.

Private Equity Fund of Funds:

JPMPI acts as adviser to several Private Equity Fund of Funds that invest in private equity funds advised by affiliated and/or unaffiliated investment advisers.

Real Estate Funds:

JPMPI is investment adviser to real estate funds managed by a dedicated investment team (the “Junius Funds”). The Junius Funds seek to invest in a range of hospitality, office, multi-family, residential land and retail investments.

Advisory Services to RICs

JPMPI also acts as a sub-adviser to two open-end RICs and two closed-end RICs. JPMIM is the investment adviser to each RIC and JPMPI is the investment sub-adviser. JPMPI makes the day-to-day investment decisions for each RIC.

Advisory Services Available Through STRATIS

The J.P. Morgan Securities division of JPMS offers clients the discretionary management services of third-party portfolio managers, including affiliated portfolio managers, and provides consulting services to clients through STRATIS, a wrap fee program. Clients pay an asset-based

wrap fee that covers JPMS's consulting services, the portfolio managers' services, and execution of transactions and custody through JPMS and its affiliates.

The STRATIS program offers clients the ability to choose managers and investment strategies based on their investment objectives and suitability. At the client's request, JPMS identifies and presents each client with one or more portfolio managers and investment strategies that appear to be suitable for the STRATIS assets from among those that JPMS periodically reviews and makes available through STRATIS. JPMS identifies these portfolio managers and strategies based on the information the client provides to JPMS, including the investment objective(s) for the STRATIS assets provided by the client. At the client's request, JPMS will also assist clients in allocating the STRATIS assets to each investment strategy selected.

Although JPMS will identify suitable portfolio managers and strategies, clients are responsible for selecting the portfolio managers and strategies for their accounts. If more than one strategy is selected, the client is also responsible for allocating the STRATIS assets between or among strategies. JPMS will notify each portfolio manager of the client's selection of the portfolio manager and the applicable strategy. JPMS will also provide the portfolio manager with information about the client and the account. After receiving the information, the portfolio manager may in its sole discretion accept or reject the client's account. If a portfolio manager accepts a client's account, the portfolio manager will manage it on a discretionary basis. JPMS may in its sole discretion refuse to allow a client to utilize a particular portfolio manager or investment strategy through STRATIS.

JPMPI acts as the manager of two strategies in STRATIS: the FDG strategy and the FTE strategy. JPMPI provides discretionary investment management services to those clients in STRATIS who select FDG or FTE. The FDG strategy aims to achieve income growth and capital appreciation by investing in a concentrated long-only equity portfolio that focuses on U.S.-listed equities over a longer term investment horizon. The strategy seeks to focus on high-quality companies with a demonstrated history of consistent dividend growth. The FTE strategy aims to achieve capital appreciation by investing in a concentrated long-only equity portfolio that focuses on U.S.-listed equities over a longer-term investment horizon. The strategy seeks to focus on stocks trading at reasonable valuations versus their historical averages, peer universe and potential earnings power, with identifiable catalysts. The strategy is designed to be opportunistic as investment themes and sectors move in and out of favor and fundamentals change.

JPMIM provides certain implementation services for accounts JPMPI manages in the FDG and FTE strategies. Clients generally authorize and direct each selected portfolio manager to effect transactions for the account(s) directly through JPMS, subject to the portfolio manager's duty to seek best execution.

J.P. Morgan Clearing Corp. ("JPMCC"), an affiliate of JPMPI and JPMS, will ordinarily provide clearing, settlement, and custodial services with respect to transactions and assets in STRATIS accounts.

For more information, please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS.

C. Availability of Customized Services for Clients in STRATIS

JPMPI provides advisory services to clients through STRATIS, a wrap fee program offered by JPMS that provides clients with access to a variety of investment strategies. If a client selects the FDG or FTE strategy, JPMPI serves as investment adviser for that client. Clients may place reasonable restrictions on the purchase or sale of certain securities for their STRATIS accounts. JPMPI has delegated to JPMIM the authority to reject any requested restrictions that are unreasonable. JPMS will communicate any requested restrictions to JPMIM, as JPMPI's delegate. JPMIM, on behalf of JPMPI, may reject a restriction or the account if JPMIM deems the restriction to be unreasonable. Any restrictions on the management of an account may cause the account to perform differently than similar unrestricted accounts.

For more information, please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS.

D. Wrap Fee Programs

JPMPI's investment advisory services for the FDG and FTE strategies are available through STRATIS, a "wrap fee" program sponsored by JPMS. A wrap fee program generally is an investment advisory program under which a client pays a single, all-inclusive (or "wrap" or "bundled") fee to an adviser (here, JPMS) for investment advisory services, custody services, and the execution of client transactions.

JPMS has primary responsibility for client communications and account administration; notifying JPMPI of client selections and requested restrictions; arranging for payment of JPMPI's advisory fees by the client; executing trades placed with it; and arranging for custody of client assets with JPMCC, for a single fee paid by the client to JPMS. JPMS pays JPMPI a portion of the wrap fee for JPMPI's services for the FDG and FTE strategies. For more information, please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS.

JPMPI, as the investment adviser for the FDG and FTE strategies, is responsible for making investment decisions regarding the selection of investments and the total amount of securities bought and sold for such accounts, and may do so without consultation with clients. However, clients may place reasonable restrictions on the purchase or sale of certain securities for their accounts, subject to JPMIM's acceptance (on behalf of JPMPI), as discussed in Item 4.C above.

While the same personnel manage other accounts following the same or substantially similar strategies to the FDG and FTE strategies available through STRATIS, FDG and FTE accounts in STRATIS may not be handled identically to those other advisory accounts. Transactions may be implemented in other accounts that follow the same or a substantially similar strategy to FDG and FTE on behalf of clients of J.P. Morgan Chase Bank, N.A. ("JPMCB"), but that may not actually be implemented in FDG and FTE accounts in STRATIS. See Items 10 and 11 for more information on material conflicts of interest relating to JPMPI's advisory services.

E. Assets Under Management

JPMPI manages and sub-advises assets on a discretionary and non-discretionary basis.

Private Equity Fund of Funds and private equity Conduits assets managed on a discretionary basis were approximately \$4,137,204,851 as of September 30, 2015 (cash adjusted to December 31, 2015).

Hedge Funds and hedge fund Conduits assets managed on a discretionary basis were approximately \$1,632,662,468 as of December 31, 2015.

Junius Fund assets managed on a discretionary basis were approximately \$725,002,557 as of December 31, 2015.

Open-end RICs assets sub-advised on a discretionary basis were approximately \$1,598,677,599 as of December 31, 2015.

Closed-end RICs assets sub-advised on a discretionary basis were approximately \$3,040,036,227 as of December 31, 2015.

STRATIS assets in the FDG strategy managed on a discretionary basis were approximately \$57,559,186 as of December 31, 2015.

STRATIS assets in the FTE strategy managed on a discretionary basis were approximately \$10,241,401 as of December 31, 2015.

In addition, as of February 29, 2016, JPMPI sub-advised approximately \$991.8 million of assets in JPMCAP on a discretionary basis; approximately \$46.7 billion of assets in CSP on a discretionary basis; approximately \$11 billion of assets in MFAP on a non-discretionary basis; and approximately \$55.3 million of assets in the MFAP Fixed Income Focused Model on a discretionary basis.

ITEM 5 - Fees and Compensation

A. Advisory Fees and Compensation

Private Funds

JPMPI may be paid a fee based on net asset value or capital commitments with respect to the Hedge Funds, Real Estate Funds, Private Equity Fund of Funds, and Conduits. For certain Private Funds, JPMPI is entitled to receive or share a performance fee contingent upon the funds' realizing a predetermined rate of return. The fees for Private Funds range from 1.5% to 2% of assets per year, and performance fees, if any, range from 17% to 20% per year. JPMPI may pay a portion of such fee to the affiliated or unaffiliated sub-adviser. Additional information regarding advisory and related fees is available in the offering and organizational documents of the Private Funds.

The fees are not negotiable and are charged to each Private Fund and are generally allocated among the capital accounts of the investors; however, for certain Private Funds, such fee may not be charged to investors who have commitments of a certain size, as more fully disclosed in the offering and organizational documents of such Private Fund. Since such fees are payable in arrears, compensation is not payable until after services are provided. The master funds or underlying funds in which the Private Funds invest, if any, also charge fees that are assessed to investors in the Private Funds as described more fully in their respective offering materials.

RICs

For its sub-advisory services to the RICs, JPMPI receives an annual fee ranging from 0.90% to 1.10% per year as a percentage of average daily net assets. JPMPI receives a performance fee of 10% per year from one of the closed-end RICS. Additional information regarding sub-advisory and management fees, and any applicable waivers, is available in the prospectuses and the Statement of Additional Information for the RICs.

FDG and FTE Strategies in STRATIS

JPMS pays to JPMPI for its advisory services in the FDG and FTE strategies a portion of the fees JPMS receives from STRATIS clients that have selected those strategies. JPMPI receives 0.50% per annum for the first \$100 million in assets under its management and 0.45% per annum for assets under its management in excess of \$100 million. There is no performance fee. In addition, JPMS charges JPMPI 0.05% for administrative services that JPMS provides to JPMPI in connection with STRATIS. This administrative fee is generally deducted from the amounts JPMS pays to JPMPI.

B. Payment of Fees

Fees for the Private Funds are deducted from each Private Fund's account. Certain fees are deducted on a one-time, start-up basis, and other fees are deducted on an ongoing basis (e.g., monthly, quarterly, annually). Additional information regarding advisory and related fees is available in the offering and organizational documents of the Private Funds.

Fees for the RICs are deducted from each RIC's account by JPMIM monthly in arrears. A portion of such fees are paid by JPMIM to JPMPI quarterly.

Fees for STRATIS are deducted from client accounts by JPMS each calendar quarter in advance. Please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS for additional information.

C. Additional Fees and Expenses

In connection with JPMPI's advisory services to Private Funds and the RICs, investors in such Funds bear or are assessed the following types of fees:

One-time fee (start up): Investors bear or are assessed their pro rata share of a Private Fund's or RIC's origination fees, placement fees, organizational costs, and offering costs.

Ongoing fees: Investors bear or are assessed their pro rata share of a Private Fund's or RIC's fees for administration, custody, audit and tax, and printing and mailing. Investors also bear or are assessed their pro rata share of a Private Fund's or RIC's management fees, incentive or performance fees, and brokerage costs.

Where JPMPI has recommended or invested Fund assets in pooled investment vehicles, the Fund generally will pay all fees and expenses applicable to an investment in the pooled investment vehicle, including asset-based, performance-based, carried interest, incentive allocation, and other compensation payable to the managers of those pooled investment vehicles. The Funds generally will also pay any fees paid for advisory, administration, distribution, 12b-1, shareholder servicing, sub-accounting, sub-transfer agency, and other services, which may be paid to JPMPI or its affiliates. Investors in the Funds will bear a proportionate share of the fees and expenses of each underlying investment fund in which the Fund invests. All fees and expenses of underlying investment vehicles are generally in addition to the advisory fees payable by the Funds to JPMPI (and borne by investors in the Funds). Additional information about fees and expenses is available in the offering documents, organizational documents, prospectuses, and other documents for the Private Funds and RICs.

In managing the FDG and FTE strategies available through STRATIS, JPMPI will generally place orders for client accounts with JPMS for execution because JPMS waives commissions and other transaction charges on trades executed through JPMS. Although not expected, JPMPI may execute trades through a broker-dealer other than JPMS (including in transactions referred to as "step-out" transactions) when JPMPI reasonably believes doing so is consistent with seeking best execution or promoting the fair and equitable treatment of clients over time. If JPMPI places orders with a broker-dealer other than JPMS, the client generally will incur any transaction and other charges, including, for example, commissions, markups, and markdowns, charged by that broker-dealer, which are in addition to the fee paid to JPMS. The fee paid to JPMS also does not cover certain costs or charges that may be imposed by JPMS or third parties, including margin interest, costs associated with exchanging foreign currencies, borrowing fees on short sales, odd-lot differentials, activity assessment fees, transfer taxes, exchange fees, wire transfer fees, postage fees, auction fees, foreign clearing, settlement and custodial fees, and other fees or taxes required by law. Further, the fee does not cover "dealer spreads" that JPMS, JPMPI, or their affiliates or other broker-dealers may receive when acting as principal in certain transactions. There are no additional fees and expenses payable to JPMPI with respect to STRATIS. Please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS for additional information.

D. Prepayment of Fees

As discussed in Item 5.B above, JPMS deducts fees for STRATIS from client accounts each calendar quarter in advance. Please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS for additional information.

E. Additional Compensation and Conflicts of Interest

Neither JPMPI nor any of its supervised persons accepts compensation for the sale of securities or other investment products in transactions involving JPMPI clients, including asset-based sales charges or service fees from the sale of mutual funds.

ITEM 6 - Performance-Based Fees and Side-by-Side Management

JPMPI manages accounts that are charged both asset-based fees and performance-based fees. JPMPI also manages accounts that are charged only asset-based fees. JPMPI from time to time utilizes substantially similar investment strategies and invests in substantially similar assets for both account types. This portfolio management relationship is often referred to as “side-by-side management.” Accounts that pay performance-based fees reward JPMPI based on the performance in those accounts. As a result, performance-based fee arrangements likely provide a heightened incentive for JPMPI to make investments that present a greater potential for return but also a greater risk of loss and that may be more speculative than if only asset-based fees were applied. On the other hand, JPMPI will likely have an interest in engaging in comparatively safer investments when managing accounts that pay only asset-based fees. The side-by-side management of accounts that pay performance-based fees and accounts that pay only asset-based fees creates a conflict of interest because there is an incentive for the portfolio manager to favor accounts with the potential to pay JPMPI greater fees. For example, JPMPI will be faced with a conflict of interest when allocating scarce investment opportunities given the possibility of greater fees from accounts that pay performance-based fees as opposed to accounts that do not pay performance-based fees.

JPMPI believes that such conflicts of interest are mitigated because the type of advice JPMPI provides to accounts that are charged performance-based fees is different from the type of advice JPMPI provides to accounts that pay only asset-based fees. For example, accounts paying asset-based fees are invested predominantly in traditional asset classes through mutual funds, exchange-traded funds (“ETFs”), and individual securities, while accounts paying performance-based fees invest predominantly in alternative strategies and generally do not invest in mutual funds, ETFs, or individual securities. JPMPI believes that conflicts are also mitigated because JPMPI generally does not allocate the same securities between accounts paying performance-based fees and those paying asset-based fees, and because accounts paying asset-based fees, such as the open-end RICs, invest predominantly in mutual funds and structured notes, the prices of which are fixed at the close of the trading day for all investors, while the Funds that charge performance fees predominantly invest in alternative strategies. With respect to certain other accounts that JPMPI advises, JPMPI utilizes JPMIM’s trading desk and systems in order to participate in JPMIM’s policies designed, to the extent practicable, to allocate, within its reasonable discretion, investment opportunities among clients over a period of time on a fair and equitable basis. JPMPI also has policies and procedures designed to manage conflicts and, to the extent practicable, to allocate, within its reasonable discretion, investment opportunities among clients over a period of time on a fair and equitable basis, and monitors a variety of areas, including compliance with fund or account guidelines, reviews of allocation decisions, and compliance with JPMPI’s Code of Ethics (the “Code of Ethics”) and the J.P. Morgan Code of Conduct (the “Code of Conduct”).

ITEM 7 - Types of Clients

Investors who open accounts for the Private Funds and RICs generally must be clients of J.P. Morgan Private Bank or employees of JPMCB. There are minimum account sizes for each Fund, as disclosed in the respective Fund's prospectus or offering memorandum. In addition, investors in the privately offered pooled investment vehicles must generally be "Accredited Investors" as defined in Regulation D under the Securities Act of 1933, as amended (the "Securities Act"), and "Qualified Purchasers" as defined in the 1940 Act.

The types of clients participating in STRATIS generally include individuals, trusts, retirement plans (including IRAs), estates, corporations and other business entities, foundations, and endowments. Investment companies, banks, and thrift institutions generally do not participate in STRATIS. Clients invested in the FDG or FTE strategies available through STRATIS must have a brokerage account with JPMS. The minimum amount of assets required to open an account in the or FDG FTE strategies available through STRATIS is typically \$100,000 per account, although JPMS may, in its discretion, waive or reduce the minimum account opening size for certain clients or accounts. For more information, please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS.

Additional information about the services JPMPI provides in JPMCAP, CSP, and MFAP is described in a separate brochure, which is available upon request or at the SEC's website at www.adviserinfo.sec.gov.

ITEM 8 - Method of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

JPMPI utilizes different methods of analysis that are tailored for each of the investment strategies it offers its clients. Set forth below are general descriptions of the primary methods of analysis that JPMPI utilizes for its significant investment strategies. These descriptions are not intended to serve as fund or account guidelines, and are not generally intended to provide a complete investment program for a client. JPMPI cannot ensure that a given investment strategy's investment objective will be attained.

This Item 8 includes a discussion of the primary risks associated with these investment strategies. However, it is not possible to identify all of the risks associated with investing. The particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies, and the types of securities held. While JPMPI seeks to manage accounts so that risks are appropriate to the strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses. Clients should read carefully all applicable informational materials and offering/governing documents prior to retaining JPMPI to manage an account or investing in any JPMPI Fund. See Item 8.B for additional information regarding investment risks.

Investing in securities involves risk of loss that clients should be prepared to bear. The investment performance and success of any particular investment cannot be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. Investments are subject to various risks, including but not limited to market, liquidity, currency, economic, and political risks, and will not necessarily be profitable. Past performance of investments is not indicative of future performance.

JPMPI provides investment advice to Conduits, Private Equity Fund of Funds, Real Estate Funds, and Hedge Funds, as well as open-end and closed-end RICs. The descriptions of the investment strategies below are qualified in their entirety by the information included in a Private Fund's offering memorandum or a RIC's prospectus or other official offering documentation. Prior to investing in any Private Fund, RIC, or the FDG or FTE strategies in STRATIS, an investor should review the relevant prospectus, offering memorandum, advisory agreement or other disclosure documents for important information.

Private Equity Fund of Funds and Private Equity Conduits

Private Equity Fund of Funds and certain Conduits seek to invest in underlying private equity funds advised by unaffiliated and/or affiliated investment advisers which in turn invest in private and public companies through the purchase of distressed securities or through direct equity infusions (*i.e.*, buyouts). Some private equity funds invest in, or invest alongside of, other private equity funds.

Real Estate Funds

The Junius Funds invest primarily in a range of hospitality, office, multi-family, residential land and retail investments with a focus on executing equity multiple driven strategies.

Hedge Funds and Hedge Fund Conduits

Hedge Funds or underlying Hedge Funds invested in by certain Conduits typically use a variety of trading strategies and instruments, often including short-selling, derivatives and leverage. Some funds invest in debt securities, such as leveraged loans and mortgage-backed securities. Others may invest in managed futures in the interest rate, commodity and currency futures markets. Certain Conduits invest in, or alongside of, other hedge funds.

RICs

Open-End RICs

The open-end RICs invest in a combination of domestic and international equity, fixed income, and alternative assets. The open-end RICs invest in mutual funds in the same group of investment companies (*i.e.*, those sponsored or managed by J.P. Morgan affiliates), unaffiliated open-end and closed-end investment companies (which may or may not be registered under the 1940 Act), ETFs, and directly in individual securities. When permitted by applicable law or exemptive relief obtained from the SEC, the open-end RICs invest directly in other financial

instruments, including derivatives, such as futures, swaps, and structured investments, to gain exposure to or overweight or underweight allocations among various sectors or markets.

Closed-End RICs

The closed-end RICs allocate assets primarily among other investment funds that use a range of investment techniques and strategies. The closed-end RICs generally pursue “absolute return” strategies in that they seek to achieve positive returns, by taking long and short positions and by engaging in various hedging strategies, regardless of the performance of the traditional equity and fixed income markets. The closed-end RICs generally invest in investment funds that fall into the following categories: long/short equity, relative value, opportunistic/macro, event-driven or diversified strategies. The closed-end RICs may use derivative instruments, such as total return swaps, structured notes or other structured products, to gain exposure to the returns of investment funds or otherwise seek to replicate exposure to investment funds or investment fund strategies. The closed-end RICs may invest, to a limited extent, in registered investment companies, including ETFs.

FDG and FTE Strategies Available Through STRATIS

The FDG and FTE strategies are available through STRATIS. JPMS clients may select the FDG and/or FTE strategies based on their investment objectives and suitability. The FDG strategy aims to achieve income growth and capital appreciation by investing in a concentrated long-only equity portfolio that focuses on U.S.-listed equities over a longer term investment horizon. The strategy seeks to focus on high-quality companies with a demonstrated history of consistent dividend growth.

The FTE strategy aims to achieve capital appreciation by investing in a concentrated long-only equity portfolio that focuses on U.S.-listed equities over a longer-term investment horizon. The strategy seeks to focus on stocks trading at reasonable valuations versus their historical averages, peer universe and potential earnings power, with identifiable catalysts. The strategy is designed to be opportunistic as investment themes and sectors move in and out of favor and fundamentals change.

B. Material, Significant, or Unusual Risks Relating to Investment Strategies

Please refer to a Private Fund’s offering memorandum, a RIC’s prospectus, or other relevant disclosure documents for other strategies for a detailed discussion of risks.

Private Funds – General Risks

An investment in a Private Fund involves a high degree of risk. There can be no assurance that a Private Fund’s return objectives will be realized or that there will be any return of capital. An investor may lose part or all of its capital. **Past performance provides no assurance of future success.**

Illiquidity; Restrictions on Transfer and Withdrawal; Default

An investment in a Private Fund will be an illiquid investment that requires a long-term commitment. Interests may not be transferred or pledged without prior written consent, which may be withheld. There will be no market for the interests. Investors may not withdraw capital. A default by an investor in making a required capital contribution may result in forfeiture of all or a substantial part of the investor's investment, as well as other remedies. The investments to be made by a Private Fund also are likely to be illiquid and, if successful, may not produce a realized return for a number of years. Investors should not subscribe unless they are prepared to bear the risks of owning the investment for an extended period of time and can readily bear the consequences of partial or total loss of capital.

Dependence on Key Personnel

A manager's ability to identify investments and successfully manage a Private Fund's affairs depends on the manager's personnel and their experience, relationships and expertise. There can be no assurance that these individuals will remain in the employ of the manager, or that they will otherwise continue to be able to carry on their current duties throughout the term of the Private Fund. In addition, certain manager personnel are and will continue to be involved in the investment activities of other investment vehicles and business activities.

No Participation by Investors in Management

Investors will have no right or power to participate in the management or control of the business of the Private Fund and thus must depend solely upon the ability of the administrator, the board of directors and the Private Fund manager with respect to the management and control of the Private Fund. In addition, investors will not have an opportunity to evaluate the specific investments made by the Private Fund or the terms of any such investments and thus must depend solely upon the ability of the parties managing the Private Fund. As a result, the returns of an investment in the Private Fund will primarily depend on the performance of the manager of the Private Fund and could be substantially adversely affected by unfavorable performance of such manager.

Delayed Schedule K-1s

A Private Fund may not be able to provide Schedule K-1s (or their equivalents) to investors who are subject to U.S. taxes for any given fiscal year until after April 15 of the following year. Investors subject to U.S. taxes may be required to obtain extensions of the filing date for their federal, state, and local income tax returns.

Potential Conflicts of Interest

The universe of potential investments and other activities of a Private Fund's business could overlap with the investments and activities of other Private Funds and may create conflicts of interest. A Private Fund's offering memorandum discusses certain of these conflicts in more detail, for example, those associated with the allocation of investment opportunities among the

Private Funds or other activities and interests of management that may restrict or compete with a Private Fund.

All Funds - Business and Market Risks

A Fund's investments may involve a high degree of business and financial risk that can result in substantial losses. In particular, these risks could arise from changes in the financial condition or prospects of the entity in which the investment is made; changes in national or international economic and market conditions; and changes in laws, regulations, fiscal policies or political conditions of countries in which investments are made, including the risks of war and the effects of terrorist attacks.

Changing Market and Economic Conditions

Changing market and economic conditions and other factors, such as changes in U.S. federal or state tax laws, securities or bankruptcy laws or accounting standards, may make the Fund less profitable or unprofitable.

Competition

There is currently, and will likely continue to be, competition for investment opportunities by investment vehicles and others with investment objectives and strategies identical or similar to a Private Fund's investment objectives and strategies as well as by strategic investors, hedge funds and others. Over the past several years, many private funds have been formed and many such existing funds have grown substantially in size, resulting in an unprecedented amount of capital available for private investment.

Derivatives

A Fund may use derivatives as a tool in the management of its assets. The use of derivatives for hedging, risk management or to increase income or gain may not be successful and could result in losses. Derivatives also expose the Fund to the credit risk of the derivative counterparty.

Diversification

There is no assurance as to the degree of diversification that will actually be achieved in a Fund's investments. If a material portion of a Fund's assets is invested in a single portfolio company, a loss in that investment could have a significant adverse impact on the Fund's performance.

Dodd-Frank Risk

Pending and ongoing regulatory reform may have a significant impact on JPMPI's investment advisory business. On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") was signed into law in the U.S. Dodd-Frank is expansive in scope and requires the adoption of extensive regulations and numerous regulatory decisions in order to be implemented fully. Dodd-Frank may significantly change JPMPI's operating

environment and the financial markets in general in unpredictable ways. It is not possible to predict the ultimate effects that Dodd-Frank, or subsequent implementing regulations and decisions, will have upon JPMPI's business and results of operations. Among the potential impacts of Dodd-Frank, provisions of Dodd-Frank referred to as the Volcker Rule restrict the ability of a "banking entity" (including J.P. Morgan and its affiliates and subsidiaries, including JPMPI) to acquire or retain an equity, partnership or other ownership interest in, or sponsor a "covered fund" (which is defined to include certain pooled investment vehicles) and prohibits certain transactions between such funds and J.P. Morgan. Among other things, the Volcker Rule generally prohibits covered funds from engaging in transactions that would cause a banking entity or its affiliates to have credit exposure to a covered fund managed by its affiliates, that would involve or result in a material conflict of interest between the banking entity and its clients, customers or counterparties, or that would result, directly or indirectly, in a material exposure by the banking entity to high-risk assets or high-risk trading strategies. These restrictions could materially adversely affect accounts that are, or are invested in, covered funds, because the restrictions could limit a covered fund from obtaining seed capital, loans or other commercial benefits from JPMPI or its affiliates. As a result, the Volcker Rule impacts the method by which JPMPI seeds, invests in and operates its Funds. The impact of the Volcker Rule on liquidity and pricing in the broader financial markets is unknown at this time.

The Volcker Rule became effective on July 21, 2012, and the final regulations became effective on April 1, 2014, subject to a conformance period. Other than with respect to certain "legacy" investments in and relationships with covered funds and foreign funds that were in place prior to December 31, 2013 ("legacy covered funds"), all of a banking entity's activities, investments and transactions with or involving a covered fund (other than an investment in or a relationship with a legacy covered fund) must be in conformance with the Volcker Rule after July 21, 2015. On December 18, 2014, the Federal Reserve Board granted an extension of the conformance period with respect to legacy covered funds until July 21, 2016, and indicated that it would likely grant a final further extension of the conformance period for legacy covered funds until July 21, 2017.

In addition, speculative position limits which are expected to be proposed under Dodd-Frank could, if adopted, impose limitations on the combined position in futures, options and swaps on the same underlying commodity held by a person or entity (or in certain cases a group of related entities). New aggregation standards have been proposed, that if adopted, may affect the overall size of positions that the Funds may hold in certain commodity interest contracts. The rules, if adopted, may have an unpredictable effect on the markets, such as reducing overall liquidity in the exchange-traded markets, in turn having an effect on the performance of a Fund that utilizes futures, options and/or swaps. Moreover, the rules, if adopted, may adversely affect performance of a Fund by impeding its ability to carry out certain trading strategies. Final regulations adopted under Dodd-Frank relating to the regulation of swaps and derivatives may impact the manner by which JPMPI-advised Funds and accounts use and trade swaps and other derivatives, and may increase the costs of derivatives trading.

Fixed Income Investments

Although fixed income investments are perceived to be conservative investments and more predictable than stocks, they are not without risk. Below are some of the major risks associated with the fixed income instruments. Many of the risks in fixed income securities apply to other investments as well. For instance, inflation risk (the risk that returns will not keep pace with inflation) affects every investment. Foreign investments also contain currency risk (the risk that currency exchange rate fluctuations may reduce gains or increase losses on foreign investments). Exchange rate volatility also may affect the ability of an issuer to repay its foreign currency denominated debt, thereby increasing credit risk.

Credit Risk

Credit risk is the risk that the issuer of a security, or the counterparty to a contract, may not honor its obligation to pay principal or interest, resulting in a loss to the investor. However, losses may occur in a fixed income portfolio invested in securities of good credit quality if the portfolio is actively traded.

Liquidity Risk

There may be no market for a fixed income instrument, and the holder may not be able to sell the security at the desired time or price. Even when a market exists, there may be a substantial difference between the secondary market bid and ask prices for a fixed income instrument.

Credit Spread Risk

Credit spread risk is the risk that a change in credit spreads will adversely affect the value of an investment. Even when a market exists, there may be a substantial credit spread, that is, the difference between the secondary market bid and ask prices for a fixed income instrument. The value of fixed income instruments generally moves in the opposite direction of credit spreads. Values decrease when credit spreads widen and increase when credit spreads narrow.

Interest Rate (Duration) Risk

Changes in interest rates also affect the value of a fixed income instrument. The value of fixed income securities generally moves in the opposite direction of interest rates. Values decrease when interest rates rise and increase when interest rates fall.

Call Risk

Declining interest rates may cause issuers to call their bonds in order to sell new bonds paying lower interest rates. The bond's principal is repaid early, but the investor is left unable to find a similar bond with as attractive a yield.

Reinvestment Risk

Investors in callable bonds may not receive the bond's original coupon rate for the entire term of the bond, and they may be unable to find an equivalent investment paying rates as high as the original rate. In addition, once the call date has been reached, the stream of a callable bond's interest payments is uncertain and any appreciation in the market value of the bond may not rise above the call price.

Prepayment and Extension Risk

Callable bonds and asset-backed securities (a pool of fixed-income securities backed by a package of assets, including, but not limited to, mortgages, automobile loans, or credit card receivables) are also subject to prepayment and extension risk. A decline in interest rates and other factors may result in unexpected prepayment of the underlying obligations, possibly causing a decline in the value of the investment and reinvestment at lower interest rates. An increase in interest rates and other factors may extend the life of such a security because the prepayments do not occur as expected, possibly causing a decline in the value of the investment.

Government Securities Risk

Although U.S. government securities issued directly by the U.S. government are guaranteed by the U.S. Treasury, other U.S. government securities issued by an agency of the U.S. government may not carry such a guaranty. The U.S. government may not provide financial support to its agencies if not required to do so by law. Similar risks apply to securities issued by state government agencies and municipalities.

Foreign Investments

Funds may invest in foreign countries, some of which may prove to be unstable. With any investment in a foreign country, there exists risks relating to: adverse political developments, including nationalization, confiscation without fair compensation or war; fluctuation in currency exchange rates that may affect the value of investments in foreign securities or other assets; restrictions imposed to prevent capital flight that may make it difficult or impossible to exchange or repatriate foreign currency; the laws and regulations of foreign countries, which may impose restrictions that would not exist in the U.S. and may require financing and structuring alternatives that differ significantly from those customarily used in the U.S.; and the imposition by foreign countries of taxes on a Fund and/or its partners. Certain of the investments of a Fund may be in currencies other than U.S. dollars. Accordingly, adverse exchange rate fluctuations may cause the value of the investments of a Fund to diminish.

General Economic Conditions; Highly Volatile Markets

Various sectors of the global financial markets have been experiencing an extended period of adverse conditions following serious disruptions in the U.S. residential mortgage market. These conditions have resulted in reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency in some markets.

Hedging Policies/Risks

A fund may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices and currency exchange rates. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks.

Portfolio Valuation

Valuations of a Fund's portfolio, which will affect the amount of the management fee, may involve uncertainties and judgment determinations. Third-party pricing information may at times not be available regarding certain of the Fund's securities and other assets. A disruption in the secondary markets for the Fund's investments may limit the ability of the manager to obtain accurate market quotations for purposes of valuing the Fund's investments and calculating the net asset value of the Fund.

Private Equity Fund Risks

Investments made in connection with acquisition transactions are subject to a variety of special risks, including the risk that the acquiring company has paid too much for the acquired business, the risk of unforeseen liabilities, the risks associated with new or unproved management or new business strategies and the risk that the acquired business will not be successfully integrated with existing businesses or produce the expected efficiencies. Private equity funds may invest in restructurings that involve portfolio companies that are experiencing or are expected to experience severe financial difficulties, some that may never be overcome and may cause them to become subject to bankruptcy proceedings.

A private equity fund will typically leverage its investments with debt financing at the portfolio company level. Although the manager will seek to use leverage in a manner it believes is prudent, the use of leverage may substantially increase the risk of loss. A decrease in availability of financing (or an increase in the interest cost) for leveraged transactions would impair, potentially materially, a Fund's ability to consummate transactions and to make similar leveraged distributions.

Real Estate Fund Risks

Because a real estate fund invests in a specific property, the Fund will not be able to diversify risk, and investors will be exposed to higher risks than they would for an investment in a diversified portfolio of assets. The value of real estate is subject to declines, risks related to general and economic conditions, changes in the value of the underlying property owned by the trust and defaults by the borrower.

Hedge Fund Risks

A Hedge Fund may invest in futures and options. Futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin deposits normally required in futures

trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the Hedge Fund.

A Hedge Fund may engage in short selling. In selling short, the fund bears the risk of an increase in the value of the instrument sold short above the price at which it was sold. Such an increase could lead to a substantial loss. A Hedge Fund may incur additional costs in covering short positions.

Portfolio turnover may vary greatly from year to year, as well as within a particular year. High rates of portfolio turnover may result in short-term capital gain that will generally be taxable to shareholders as ordinary income.

FDG and FTE Risks

Equities Securities Risk

The price of equity securities may rise or fall because of changes in the broad market or changes in a company's financial condition, sometimes rapidly or unpredictably. These price movements may result from factors affecting individual companies, sectors or industries in the portfolio or the securities market as a whole, such as changes in economic or political conditions. When the value of the portfolio's securities goes down, your investment in the portfolio decreases in value.

Key Personnel Risk

If one or more key individuals become unavailable to the investment adviser, including the portfolio manager, who is important to the management of the portfolio's assets, the portfolio could suffer material adverse effects, including substantial share redemptions that could require the portfolio to sell portfolio securities at times when markets are not favorable.

Focused Portfolio Risks

The portfolio may have more volatility and is considered to have more risk than a portfolio that invests in securities of a greater number of issuers because changes in the value of a single issuer's security may have a more significant effect, either negative or positive on the portfolio's value. To the extent that the portfolio invests its assets in the securities of fewer issuers, the portfolio is subject to greater risk of loss if any of those securities lose value.

General Economic Conditions; Highly Volatile Markets

Various sectors of the global financial markets have been experiencing an extended period of adverse conditions following serious disruptions in the U.S. residential mortgage market. These conditions have resulted in reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency in some markets.

C. Risks Associated with Particular Types of Securities

Please see response to Item 8.B.

ITEM 9 - Disciplinary Information

A. Criminal or Civil Proceedings

JPMPI has no material civil or criminal actions to report.

B. Administrative Proceedings Before Regulatory Authorities

JPMPI has no material administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority to report.

On December 18, 2015, JPMS and JPMCB (together “Respondents”), affiliates of JPMPI, entered into a settlement with the SEC, resulting in the SEC issuing an order (the “SEC Order”), and JPMCB entered into a settlement with the United States Commodity Futures Trading Commission (“CFTC”), resulting in the CFTC issuing an order. The Respondents consented to the entry of the SEC Order that finds that JPMS violated Sections 206(2), 206(4), and 207 of the Investment Advisers Act of 1940 (“Advisers Act”) and Rule 206(4)-7 and JPMCB violated Sections 17(a)(2) and 17(a)(3) of the Securities Act. The SEC Order finds that JPMCB negligently failed to adequately disclose (a) from February 2011 to January 2014, a preference for affiliated mutual funds in certain discretionary investment portfolios (the “Discretionary Portfolios”) managed by JPMCB and offered through J.P. Morgan’s U.S. Private Bank (the “U.S. Private Bank”) and the Chase Private Client lines of business; (b) from 2008 to 2014, a preference for affiliated hedge funds in certain of those portfolios offered through the U.S. Private Bank; and (c) from 2008 to August 2015, a preference for retrocession-paying third-party hedge funds in certain of those portfolios offered through the U.S. Private Bank. With respect to JPMS, the SEC Order finds, that from May 2008 to 2013, JPMS negligently failed to adequately disclose, including in documents filed with the SEC, conflicts of interest associated with its use of affiliated mutual funds in the CSP program, specifically, a preference for affiliated mutual funds, the relationship between the discounted pricing of certain services provided by an affiliate and the amount of CSP assets invested in affiliated products, and that certain affiliated mutual funds offered a lower-cost share class than the share class purchased for CSP. In addition, the SEC Order finds that JPMS failed to implement written policies and procedures adequate to ensure disclosure of these conflicts of interest. Solely for the purpose of settling these proceedings, the Respondents consented to the SEC Order, admitted to the certain facts set forth in the SEC Order and acknowledged that certain conduct set forth in the SEC Order violated the federal securities laws. The SEC Order censures JPMS and directs the Respondents to cease-and-desist from committing or causing any violations and any future violations of the above-enumerated statutory provisions. Additionally, the SEC Order requires the Respondents to pay a total of \$266,815,000 in disgorgement, interest and civil penalty.

On December 18, 2015, JPMCB also reached a settlement agreement with the CFTC to resolve its investigation of JPMCB’s disclosure of certain conflicts of interest to discretionary account clients of the U.S. Private Bank’s U.S.-based wealth management business. In connection with the settlement, the CFTC issued an order (the “CFTC Order”), finding that JPMCB violated Section 4o(1)(B) of the Commodity Exchange Act (“CEA”) and Regulation 4.41(a)(2) by failing to fully disclose to certain clients its preferences for investing certain discretionary portfolio

assets in certain commodity pools or exempt pools, namely (a) investment funds operated by JPMorgan Asset Management and (b) third-party managed hedge funds that shared management and/or performance fees with an affiliate of JPMCB. The CFTC Order directs JPMCB to cease-and-desist from violating Section 4o(1)(B) of the CEA and Regulation 4.41(a)(2). Additionally, JPMCB shall pay \$40 million as a civil penalty to the CFTC and disgorgement of \$60 million satisfied by disgorgement to be paid to the SEC by JPMCB and JPMS in the related and concurrent settlement with the SEC.

C. Self-Regulatory Organization (“SRO”) Proceedings

JPMPI has no material SRO disciplinary proceedings to report.

ITEM 10 - Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration Status

JPMPI has management persons who are registered with the Financial Industry Regulatory Authority (“FINRA”) as representatives of an affiliated broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status

JPMPI is registered as a commodity pool operator with the CFTC and is not registered as a commodity trading advisor in reliance on applicable exemptions from registration. Further, JPMPI operates its commodity pools under three separate exemptions: CFTC Rules 4.7 (exemption from certain part 4 requirements) and 4.13 (exemption from registration as a commodity pool operator), and CFTC Advisory 18-96 (relief from certain disclosure, reporting and recordkeeping requirements for offshore commodity pools).

C. Material Relationships or Arrangements with Industry Participants

(1) broker-dealer, municipal securities dealer, or government securities dealer or broker

JPMorgan Distribution Services, Inc. is the distributor for certain of the RICs.

JPMS is dually registered as a broker-dealer and an investment adviser with the SEC. JPMS is a wholly owned subsidiary of J.P. Morgan. JPMS and its affiliates serve as placement agent for the Private Funds and the RICs. Additionally, JPMS and/or its affiliates will serve as placement agent for, and will provide other ongoing services to issuers of, certain securities (including private equity fund or hedge fund interests), purchased by one or more of the Private Funds and/or the RICs. These affiliates will earn fees from the fund sponsors or the funds for providing placement and other ongoing services to such funds. The fees earned are a percentage of the fund’s management fees and, in some instances, a percentage of the fund’s performance fees, and will be received by the relevant affiliate only where permitted for a particular Private Fund. (Notwithstanding the foregoing, no fees will be paid to JPMS or its affiliates with respect to purchases by the RICs.) To the extent invested in private equity funds or hedge funds, JPMPI generally chooses to invest the Private Funds and the RICs in such funds that are also available

for other J.P. Morgan Private Bank accounts, which typically are only funds who pay or whose sponsors pay such fees to JPMS or its affiliates. JPMPI also may invest the Private Funds and the RICs in funds that do not use JPMS or its affiliates as placement agent or to provide ongoing services. The investments in funds that compensate a broker-dealer or other affiliate of JPMPI directly or by their sponsor for providing placement and other ongoing services involves a conflict of interest because JPMC receives more overall fees when funds that make such payments are included. Certain directors and officers of JPMPI are also officers of JPMS.

JPMCC is registered with the SEC as a broker-dealer. JPMPI may use JPMCC for various services, including for clearing of securities transactions on behalf of certain RICs sub-advised by JPMPI, subject to applicable laws and regulations and the policies and procedures of JPMPI.

(2) investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)

JPMPI serves as sub-adviser to four RICs for which JPMIM, an affiliated registered investment adviser, serves as investment adviser. JPMIM is under common control with JPMPI. JPMPI has entered into sub-advisory arrangements with JPMIM to provide the day-to-day investment decisions for the RICs, including the selection of mutual funds for the RICs, which may include mutual funds sponsored or managed by J.P. Morgan affiliates.

JPMPI has separate agreement(s) with affiliated or unaffiliated managers to provide investment advice to certain Hedge Funds.

Please see Section D of this Item and Item 11 for more information on material conflicts of interest relating to JPMPI's advisory services.

(3) other investment adviser or financial planner

JPMPI is under common control with JPMIM and Highbridge Capital Management (“HCM”).

JPMPI has entered into sub-advisory arrangements with JPMIM to provide the day-to-day investment decisions for the RICs. In certain instances, JPMPI has retained JPMIM to provide investment advisory services to JPMPI for the purposes of evaluating co-investment opportunities for certain Conduits.

HCM provides advisory services to certain hedge funds in which conduit vehicles administered by JPMPI invest.

For Private Funds and certain Conduits, JPMPI identifies certain investment strategies and retains either affiliated or unaffiliated investment advisers to implement such investment strategies through direct investments or investments in other funds. From time to time, JPMPI or its related persons may act as a general partner of a limited partnership, or managing member of a limited liability company to which JPMPI serves as an adviser or otherwise. JPMPI's related persons may solicit the Private Bank's clients to invest in such limited partnerships or limited liability companies, for which J.P. Morgan may receive compensation.

Please see Section D of this Item and Item 11 for more information on material conflicts of interest relating to JPMPI's advisory services.

(4) Banking or thrift institution

JPMPI's affiliate, JPMCB, is a banking institution that provides various banking, custody, or administrative services to JPMPI and the Funds. JPMCB and/or other affiliates of JPMCB share personnel (including investment advisory, due diligence, legal, compliance, investor relations, marketing, technology, accounting, back office, and administrative personnel) with JPMPI and provide other investment and non-investment resources to JPMPI. A substantial number of JPMPI's supervised persons also have duties and obligations outside of JPMPI to JPMCB and/or JPMPI's other affiliates. Personnel sharing can result in conflicts of interest to the extent such personnel have substantive responsibilities outside of JPMPI. For example, the resources available to JPMPI may be impacted by such personnel's other responsibilities to JPMCB or its affiliates. In addition, it may be more difficult for JPMPI to supervise such personnel and to monitor the communications and activities of such personnel. To the extent JPMCB or its affiliates share personnel with JPMPI, such personnel generally will be treated as supervised persons of JPMPI for compliance purposes with respect to that portion of their roles and responsibilities that directly relates to JPMPI's business.

While the same personnel manage other accounts following the same or substantially similar strategies to the FDG and FTE strategies available through STRATIS, FDG and FTE accounts in STRATIS may not be handled identically to those other advisory accounts. Transactions may be implemented in other accounts that follow the same or a substantially similar strategy to FDG and FTE on behalf of clients of JPMCB, but that may not actually be implemented in FDG and FTE accounts in STRATIS. Please see Item 11 for more information on material conflicts of interest relating to JPMPI's advisory services.

The use of affiliates to provide services to clients and JPMPI creates certain conflicts of interest for JPMPI. Among other things, there are financial incentives for JPMPI's affiliates, including its parent company, J.P. Morgan Chase & Co., to favor affiliated service providers over non-affiliated service providers, and compensation of supervised persons of JPMPI may be directly or indirectly related to the financial performance of JPMS. However, JPMPI believes there may also be advantages to using affiliated service providers in certain situations, and JPMPI will engage such affiliated service providers only in a manner consistent with applicable laws, regulations and JPMPI's policies and procedures.

D. Material Conflicts of Interest Relating to Other Investment Advisers

RICs

JPMPI has entered into sub-advisory arrangements with JPMIM to provide the day-to-day investment decisions for the RICs. JPMPI is part of a large financial services firm. In connection with providing investment advisory services to its clients, JPMPI uses the products or services of its affiliates or other related persons, as described in this brochure.

JPMPI and/or its affiliates may receive more compensation with respect to certain accounts with similar investment objectives of, and strategies used by, the RICs (“Similar Accounts”) than that received with respect to the RICs or may receive compensation based in part on the performance of certain Similar Accounts. This may create a potential conflict of interest for JPMPI and its affiliates or the portfolio managers by providing an incentive to favor these Similar Accounts when, for example, placing securities transactions. In addition, JPMPI or its affiliates has a conflict of interest to the extent that JPMPI or an affiliate has a proprietary investment in Similar Accounts, the portfolio managers have personal investments in Similar Accounts or the Similar Accounts are investment options in JPMPI’s or its affiliates’ employee benefit plans. Potential conflicts of interest may arise with both the aggregation and allocation of securities transactions and allocation of investment opportunities because of market factors or investment restrictions imposed upon JPMPI and its affiliates by law, regulation, contract, or internal policies. Allocations of aggregated trades, particularly trade orders that were only partially completed due to limited availability and allocation of investment opportunities generally, could raise a potential conflict of interest, as JPMPI or its affiliates may have an incentive to allocate securities that are expected to increase in value to favored accounts. Initial public offerings, in particular, are frequently of very limited availability. JPMPI and its affiliates may be perceived as causing accounts they manage to participate in an initial public offering to increase JPMPI’s and its affiliates’ overall allocation of securities in that offering. A potential conflict of interest also may arise if transactions in one account closely follow related transactions in a different account, such as when a purchase increases the value of securities previously purchased by another account or when a sale in one account lowers the sale price received in a sale by a second account. If JPMPI or its affiliates manage accounts that engage in short sales of securities held by other accounts, the short sales might cause the market value of the securities to fall.

JPMPI and its affiliates maintain certain limitations on investment positions (including registered funds) that JPMPI or its affiliates will take on behalf of its various clients due to, among other things: (i) liquidity concerns, (ii) regulatory requirements applicable to JPMPI or its affiliates, and (iii) internal policies related to such concerns or requirements, in light of the management of multiple portfolios and businesses by JPMPI and its affiliates. Such policies preclude JPMPI or its affiliates from purchasing certain investments for clients, and may cause JPMPI to sell certain investments held in client accounts. This could result in performance dispersion among accounts with similar investment objectives.

STRATIS

STRATIS is a wrap fee program offered by JPMS, an entity under common control with JPMPI. Currently, JPMPI’s STRATIS strategies are reviewed within a J.P. Morgan due diligence framework that is distinct from that in which other portfolio managers and strategies in the STRATIS program are offered. Unlike the review of the other managers and strategies, the due diligence currently applied to JPMPI’s strategies in STRATIS does not include a formal process for the removal of JPMPI or its strategies from STRATIS.

JPMS has a conflict of interest in selecting JPMPI for the STRATIS program; in conducting reviews of JPMPI and FDG and FTE; and in identifying JPMPI and FDG and FTE to specific

clients, because JPMS and its affiliates (including JPMPI) will receive greater aggregate compensation when a client selects FDG or FTE for the client's STRATIS account than if the client selected an unaffiliated portfolio manager for the client's STRATIS account. JPMPI understands that JPMS believes that this conflict is mitigated because the persons responsible for the initial and periodic review of portfolio managers and their investment strategies for inclusion in STRATIS and the advisory representatives of JPMS who identify specific managers and strategies to clients do not receive any direct financial benefit from the investment of STRATIS assets with JPMPI through the FDG and FTE strategies instead of with other portfolio managers available through STRATIS.

ITEM 11 - Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

A. Code of Ethics

JPMPI has adopted a Code of Ethics pursuant to Rule 204A-1 under the Advisers Act. The Code of Ethics is designed to ensure that JPMPI and its supervised persons comply with applicable federal securities laws and place the interests of clients first in conducting personal securities transactions. The Code of Ethics imposes certain restrictions on securities transactions in the personal accounts of covered persons to help avoid conflicts of interest, as described more fully below. A copy of the Code of Ethics is available free of charge to any client of JPMPI upon request by contacting your client service representative or financial adviser.

Additionally, all JPMPI personnel are subject to the J.P. Morgan firmwide policies and procedures found in the J.P. Morgan Code of Conduct. The Code of Conduct sets forth restrictions regarding confidential and proprietary information, information barriers, private investments, outside business activities and personal trading. All J.P. Morgan employees, including JPMPI personnel, are required to comply with the Code of Conduct's terms as a condition of continued employment.

(i) General

The Code of Ethics requires supervised persons to place the interests of JPMPI's clients before their own personal interests at all times and to avoid any actual or potential conflicts of interest. All actual or potential conflicts of interest must be disclosed to the Compliance Department, including those resulting from a supervised person's business or personal relationships with customers, suppliers, business associates, and competitors of J.P. Morgan or with other J.P. Morgan employees. Certain transactions or activities may be restricted by the Code of Conduct, the Code of Ethics, or Compliance policies. The Code of Ethics contains policies and procedures relating to:

- Personal trading, including certain reporting and pre-clearance requirements for all personnel of JPMPI; and
- Conflicts of interest, including policies relating to restrictions on trading in securities of clients and suppliers, gifts and entertainment, political and charitable contributions, and outside business activities.

In general, the personal trading rules under the Code of Ethics require that accounts of personnel and supervised persons be maintained with a designated broker and that all trades in reportable securities for such accounts be pre-cleared and monitored by compliance personnel. The Code of Ethics also prohibits certain types of trading activity, such as short-term and speculative trades. JPMPI personnel generally must obtain approval prior to engaging in most security transactions, including those issued in private placements. In addition, JPMPI personnel may be restricted from buying or selling securities issued by J.P. Morgan during certain periods throughout the year.

(ii) Information Barrier Policies

J.P. Morgan is a global financial services firm that provides a variety of services for, and advice to, many types of clients. Accordingly, some divisions of J.P. Morgan, such as investment banking and JPMPI's business, routinely have access to confidential information, which from time to time includes material, non-public information (*i.e.*, "inside information"). In order to prevent the flow of inside information from a so-called "insider" area (*e.g.*, investment banking business) to a "public" area of J.P. Morgan, J.P. Morgan has established informational barriers that seek to prohibit anyone in an insider area from communicating or distributing any non-public information to anyone in a public area. J.P. Morgan employees in insider areas are generally physically separated from employees in public areas.

Under certain circumstances, JPMPI and/or its affiliates may decide that transactions in a particular security need to be restricted and therefore JPMPI and/or its affiliates may determine that the security should be placed on a "restricted list." While the security is on the restricted list, JPMPI typically prohibits purchases, sales, or all transactions in the security. The reasons for placing a security on the restricted list include, but are not limited to: (i) preventing JPMPI from exceeding regulatory investment limitations with respect to the securities of companies in certain regulated industries, such as insurance companies and public utilities; (ii) avoiding a concentration in any particular security; (iii) buttressing an information barrier by preventing the appearance of impropriety in connection with trading decisions or recommendations; and (iv) preventing the use or appearance of the use of inside information.

B. Securities in Which You or a Related Person Has a Material Financial Interest

From time to time, JPMPI recommends, purchases, or sells securities for client accounts in which JPMPI, or its related persons, has a financial interest. JPMPI's related persons may issue recommendations on securities held by JPMPI's client portfolios that may be contrary to investment activities of JPMPI. As an example, JPMPI can select, on a discretionary basis, funds in which JPMPI or an affiliate acts as the investment manager, including funds that may hold illiquid securities or funds for which JPMPI or its related persons have provided seed capital. In certain circumstances, JPMPI's related persons issue recommendations on securities held in accounts advised or sub-advised by JPMPI that are contrary to the investment activities of JPMPI. Additionally, supervised persons of JPMPI, or its related persons, may hold the same or similar securities as client portfolios, and from time to time may recommend such securities for purchase or sale in clients' portfolios in the normal course of business. Similarly, supervised persons of JPMPI and its related persons who maintain private equity interests may hold the

same or similar interest as client portfolios. Furthermore, JPMPI and its related persons may invest client accounts in a private fund, and thereby hold a significant portion of the interests in such private fund. This may give rise to certain conflicts. For instance, preferential terms may be granted to J.P. Morgan clients as a result of the aggregate size of the commitments by all of such J.P. Morgan clients to a private fund, and JPMPI and its related persons could have an incentive not to withdraw an investment from any such private fund when they might otherwise wish to do so for a client in order to preserve the preferential terms for all of their clients. JPMPI has established informational barriers and has adopted various policies and safeguards in order to address conflicts of interest that may arise from such activities.

Certain portfolio managers of JPMPI may manage multiple client accounts or investment vehicles, but these portfolio managers of JPMPI are not required to devote all or any specific portion of their working time to the affairs of any specific clients and conflicts of interest from time to time arise in allocating management time, services, or functions among such clients, including clients that may have the same or similar types of investment strategies.

C. Investing in Securities That You or a Related Person Recommends to Clients

JPMPI or one of its related persons may, for its own account, buy or sell securities or other instruments that JPMPI has recommended to clients or purchased or sold for its clients. In addition, J.P. Morgan or JPMPI's related persons may provide financial, consulting, investment banking, advisory, brokerage (including prime brokerage) and other services to, and receive customary compensation from, an entity which is the issuer of an equity or debt security held by clients such as Private Funds managed by JPMPI or the portfolio companies in which such Private Funds invest. When JPMPI invests the assets of Private Funds in such equity or debt securities, such investments generally benefit J.P. Morgan or JPMPI's related persons that provide services to such issuers. In addition, in providing such services, J.P. Morgan or JPMPI's related persons may act in a manner that is directly detrimental to JPMPI's clients. Any fees or other compensation received by J.P. Morgan in connection with such activities will not be shared with JPMPI's clients. Such compensation could include financial advisory fees, monitoring fees, adviser fees or fees in connection with restructurings or mergers and acquisitions, as well as underwriting or placement fees, financing or commitment fees, trustee fees and brokerage fees. Furthermore, although the Private Funds' investments in such instruments benefit J.P. Morgan and other related persons, the activities of J.P. Morgan and related persons are generally carried out independent of JPMPI's clients' investments and may be directly detrimental to JPMPI's clients' interests. JPMPI has established informational barriers and has adopted various policies and safeguards in order to address conflicts of interest that may arise from such activities.

Further, positions taken by JPMPI and its related persons may be the same as or different from, or made contemporaneously with or at different times than, positions taken for clients of JPMPI. As these situations may involve potential conflicts of interest, JPMPI has adopted policies and procedures relating to personal securities transactions, insider trading, and other ethical considerations. These policies and procedures are intended to identify and mitigate actual and perceived conflicts of interest with clients and to resolve such conflicts appropriately if they do occur. The policies and procedures contain provisions regarding preclearance of employee

trading, reporting requirements, and supervisory procedures that are designed to address potential conflicts of interest with respect to the activities and relationships of related persons that might interfere or appear to interfere with making decisions in the best interest of clients, including the prevention of front-running. JPMPI has also implemented monitoring systems designed to ensure compliance with these policies and procedures.

D. Conflicts of Interest Created by Contemporaneous Trading

J.P. Morgan (which includes JPMPI and all of its affiliates) performs investment services, including rendering investment advice, to varied clients. J.P. Morgan and its directors, officers, agents, and/or employees may render similar or differing investment advisory services to clients and may give advice or exercise investment responsibility and take such other action for any of its other clients that differ from the advice given or the timing or nature of action taken for another client or group of clients. JPMPI faces conflicts of interest when it manages accounts with similar investment objectives and strategies. For example, investment opportunities that may potentially be appropriate for certain clients may also be appropriate for other groups of clients, and as a result, client accounts may have to compete for positions. There is no specific limit as to the number of accounts that JPMPI or its related persons may manage. It is JPMPI's policy, to the extent practicable, to allocate, within its reasonable discretion, investment opportunities among clients over a period of time on a fair and equitable basis. One or more of JPMPI's other client accounts may at any time hold, acquire, increase, decrease, dispose of, or otherwise deal with positions in investments in which another client account may have an interest from time to time.

There may be certain Private Funds managed by JPMPI or its related persons that hold exclusivity rights to certain investments and therefore, other clients may be prohibited from pursuing such investment opportunities and may find that their ability to participate in any particular opportunity may be substantially limited. JPMPI also faces conflicts of interest when the amount of an investment opportunity available to a Private Fund exceeds the amount the Private Fund is able to invest and JPMPI decides to make co-investment opportunities to other clients, including any strategic investors that have significant financial and business relationships with JPMPI. JPMPI may have an incentive to offer such co-investment opportunities to such parties in order to maintain its existing relationships with such parties or to influence such parties' decision to participate in other financial or business relationships. In certain instances, JPMPI may cause a Private Fund to fund on behalf of certain co-investors with a view to selling down a portion of such investment to the co-investors at a later time. The Private Fund may not receive compensation for such activities and if the potential co-investors breach their covenant to purchase such investment, the Private Fund may have an allocation to an investment that is larger than originally anticipated.

J.P. Morgan and any of its directors, partners, officers, agents, or employees may also buy, sell, or trade securities for their own accounts or the proprietary accounts of J.P. Morgan. J.P. Morgan, within its discretion, may make different investment decisions and other actions with respect to its own proprietary accounts than those made for client accounts, including the timing or nature of such investment decisions or actions. Further, JPMPI is not required to purchase or sell for any client account securities that it, J.P. Morgan, and any of its or their employees,

principals, or agents may purchase or sell for their own accounts or the proprietary accounts of J.P. Morgan or its clients.

A conflict could arise when one or more client accounts invest in different instruments or classes of securities of the same issuer than those in which other clients invest. In certain circumstances, one or more client accounts will have different investment objectives or pursue or enforce rights with respect to a particular issuer in which other clients of JPMPI have also invested and these activities could have an adverse effect on such other clients. In addition, an issuer in which a client invests may use the proceeds of the client's investment to refinance or reorganize its capital structure, which could result in repayment of debt held by J.P. Morgan or another client. If the issuer performs poorly following such refinancing or reorganization, the client's result will suffer whereas the other client's performance will not be affected because the other client no longer has an investment in the issuer. Conflicts are magnified with respect to issuers that become insolvent. It is possible that in connection with an insolvency, bankruptcy, reorganization, or similar proceeding, a client will be limited (by applicable law, courts, or otherwise) in the positions or actions it may be permitted to take due to other interests held or actions or positions taken by J.P. Morgan.

E. Certain Other Trading Related Conflicts of Interest

Generally, Funds or client portfolios with similar strategies are managed by portfolio managers in the same portfolio management group using the same or similar objectives, approach, and philosophy. Therefore, portfolio holdings, relative position sizes, and industry and sector exposures tend to be similar across similar portfolios, which may reduce the potential for conflicts of interest. Nonetheless, conflicts of interest may potentially arise when JPMPI's portfolio managers manage accounts with similar investment objectives and strategies. For example, a potential conflict of interest includes the allocation of investment opportunities for similar Funds or accounts. JPMPI has controls in place to monitor and mitigate against these potential conflicts of interest.

Potential conflicts of interest may arise involving the allocation of securities transactions and allocation of limited investment opportunities. Allocations of aggregated trades, particularly trade orders that were only partially completed due to limited availability, could raise a potential conflict of interest because JPMPI may have an incentive to allocate such securities to favored accounts. For example, JPMPI may receive more compensation from one account than it does from a similar account or may receive compensation based in part on the performance of one account, but not a similar account, which could incentivize JPMPI to allocate opportunities of limited availability to the account that generates more compensation for JPMPI. In addition, it may be perceived as a conflict of interest when activity in one account closely correlates with the activity in a similar account, such as when a purchase by one account increases the value of the same securities previously purchased by another account, or when a sale in one account lowers the sale price received in a sale by a second account.

JPMPI from time to time reviews third-party Fund valuations and makes valuation determinations with respect to Funds. There is a conflict of interest where JPMPI or its affiliate values securities or other assets in client accounts or provides any assistance in connection with

such valuation and JPMPI is receiving a fee based on the value of such assets. Overvaluing certain positions held by clients will inflate the value of the client assets as well as the performance record of such client accounts, which would likely increase the fees payable to JPMPI. With respect to certain private equity strategies, the valuation of investments may also affect the ability of JPMPI or its affiliates to raise successor funds. As a result, there may be circumstances where JPMPI is incentivized to determine valuations that are higher than the actual fair value of investments. In addition, JPMPI may value identical assets differently in different private funds due to, among others, different valuation guidelines applicable to such private funds or different third-party pricing vendors. Also, it should be recognized that certain units within J.P. Morgan may assign a different value to identical assets than JPMPI because these units may have certain information regarding valuation techniques and models or other information relevant to the valuation of a specific asset or category of assets, which they do not share with JPMPI.

JPMPI has established policies and procedures designed to manage the conflicts described above. JPMPI has order aggregation and allocation practices in place designed to achieve fair and equitable allocation and execution of investment opportunities among the Funds over time and these practices are designed to comply with securities laws and other applicable regulations. Please see Item 6 for more information about conflicts of interest related to performance-based fees and side-by-side management of accounts.

ITEM 12 - Brokerage Practices

A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

Broker Selection

In connection with portfolio transactions for clients for which JPMPI has discretion to select broker-dealers, the overriding objective is to obtain the best execution of purchase and sales orders. In making this determination, JPMPI considers a number of factors including, but not limited to: the price per unit of the security, the broker's execution capabilities, the commissions charged, the broker's reliability for prompt, accurate confirmations and on-time delivery of securities, the broker-dealer firm's financial condition, the broker's ability to provide access to public offerings, as well as the quality of research services provided. If JPMPI determines in good faith that the amount of transaction costs charged by a brokerage firm is reasonable in relation to the value of the brokerage or research products or services such brokerage firm provides, JPMPI may incur transaction costs in an amount greater than the lowest costs available.

STRATIS clients, in the client agreement with JPMS, authorize and direct JPMPI to effect transactions for their accounts through JPMS, subject to JPMPI's duty to seek best execution and JPMS's capacity and willingness to execute the transaction. In accordance with the client agreement, in managing the FDG and FTE strategies available through STRATIS, JPMPI will generally place orders for client accounts with JPMS for execution because the fee the client pays to JPMS includes commissions and other transaction charges on trades executed through

JPMS. Although not expected, JPMPI may execute trades through a broker-dealer other than JPMS when JPMPI reasonably believes doing so is consistent with best execution or promoting the fair and equitable treatment of clients over time. See Item 5.C above for more information.

Brokerage Activities – Advisory Affiliate

One part of obtaining best execution is minimizing counterparty risk. With respect to the open-end RICs' trades in structured products, J.P. Morgan's Risk Management & Control Group is responsible for:

- (1) setting risk policies and procedures worldwide;
- (2) monitoring implementation of these policies and procedures;
- (3) reviewing and approving all proposed trading counterparties;
- (4) setting credit limits for certain activities with an approved counterparty; and
- (5) monitoring credit exposures to counterparties.

The Risk Management & Control Group communicates the list of approved counterparties to the trading desks globally. To make its counterparty assessments, the Risk Management & Control Group relies heavily on proprietary research performed by J.P. Morgan's global team of credit and research analysts. Monitoring credit exposures is an ongoing responsibility. Limits are adjusted as counterparty circumstances change.

1. Research and Other Soft Dollar Benefits.

For certain securities in the open-end RICs, JPMPI sends trade instructions to the JPMIM trading desk. JPMPI receives certain benefits from JPMIM's soft dollar arrangements, as described below. The following discussion is based on JPMIM's discussion of its arrangements in its Form ADV Part 2A.

JPMIM's primary objective in broker-dealer selection is to comply with its duty to seek best execution of orders for clients. Best execution does not necessarily mean the lowest commission, but instead involves consideration of a number of factors.

One important factor is the quality and availability of useful research, execution-related products, and other services that a broker may provide in connection with executing trades. JPMIM may pay the broker-dealer with "soft" or commission dollars in exchange for access to statistical information and research, which is offered without any commitment to engage in any specific business or transaction.

With respect to fixed income transactions, JPMIM does not have any soft dollar arrangements with broker-dealers and does not direct client trades to particular broker-dealers in exchange for research or other soft dollar benefits. With respect to effecting brokerage transactions for client investments in U.S. equity securities, JPMIM utilizes client commission arrangements ("CCAs")

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whereby JPMIM's trading partners agree to allocate a portion of eligible commissions into a pool that can be used to pay for research from providers with which JPMIM might not have a brokerage relationship. CCAs provide JPMIM's traders flexibility in accessing liquidity at the lowest total cost of implementation. Most often the research obtained with CCA credits is third-party research (*i.e.*, research not produced by the executing broker). However, JPMIM may allocate a portion of the CCA credits to the value that it assigns to the executing broker's proprietary research, where the broker does not assign a hard dollar value to the research it provides, but rather bundles the cost of such research into the commission structure. Clients that do not participate in the soft dollar program pay the same commission rate as all other accounts, however no portion of their commissions are credited to the CCA pool at the executing broker-dealer.

When JPMIM uses client brokerage commissions to obtain research or other services, JPMIM (and indirectly, JPMPI) receives a benefit because it does not have to produce or pay for the research, products or services itself. As a result, JPMIM may have an incentive to select a particular broker-dealer in order to obtain the research, products or other services from that broker-dealer, rather than to obtain the lowest price for execution. However, JPMIM's practice is to establish CCAs only with those broker-dealers with whom it has established strong trading relationships, with whom it has negotiated favorable terms, and who have demonstrated a commitment to providing best execution. JPMIM believes such arrangements are useful in its investment decision-making process by, among other things, ensuring access to a variety of high quality research, individual analysts, and resources that JPMIM might not otherwise be provided absent such arrangements.

Under JPMIM's soft dollar policy, the services obtained must fall within the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a safe harbor that protects a money manager from liability for a breach of fiduciary duty solely because it pays more than the lowest available commission rate. Section 28(e) requires that the research services obtained with client brokerage commissions provide lawful and appropriate assistance in the decision-making process, and that the amount of the client commission is reasonable in relation to the value of the products or services provided by the broker-dealer.

As a result, while JPMIM generally seeks the most favorable price in placing its orders, an account may not always pay the lowest price available, but generally orders are executed within a competitive range. JPMIM may select brokers who charge a higher commission than other brokers if JPMIM determines in good faith that the commission is reasonable in relation to the brokerage and research services the broker provides. Additionally, while adhering to its duties of good faith and best execution, JPMIM's equity group regularly reviews the soft dollar benefits it receives from each of its broker-dealers and establishes a target amount to spend on services from each broker-dealer.

The type of research services that JPMIM receives with client brokerage commissions include:

- Research as to the value of securities
- Research as to the advisability of investing in, purchasing, or selling securities

- Research as to the availability of securities or purchasers or sellers of securities
- Analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts

Research services are received electronically and also in the form of seminars, written reports, telephone contacts, and personal meetings with sell-side security analysts, economists and senior issuer representatives.

The brokerage services JPMIM receives include not only the execution of trades but also incidental functions that may include post-trade matching, exchange of messages among broker-dealers, custodians and institutions, and routing settlement instructions to custodian banks and broker-dealers' clearing agents.

The research obtained from CCA credits is used to benefit all of JPMIM's clients, not only for the client accounts that generated the credits. Additionally, the research is not allocated to client accounts proportionately to the credits the accounts generate. Also, JPMIM may share research, including those that have been obtained as soft dollar benefits, with advisory affiliates and related persons, including JPMPI and offshore affiliated advisers.

When JPMPI obtains research services through JPMIM, JPMPI receives a benefit because JPMPI does not have to produce or pay for the research itself. Research may be used to service any or all clients, including clients that do not pay commissions to the broker-dealer relating to the brokerage and research arrangements. As a result, brokerage and research services may disproportionately benefit some clients relative to others based on the relative amount of commissions paid by the clients. For example, research paid for through one client's commissions may not be used in managing that client's account, but may be used in managing other client accounts. In this connection, brokerage and research services obtained through commissions paid by a client or clients whose accounts are managed by a particular portfolio management team within JPMPI may be shared freely with, and used partially or exclusively by, other portfolio management personnel within JPMPI, or by portfolio management personnel of JPMPI's affiliates. JPMPI does not attempt to allocate soft dollar benefits proportionately among clients or to track the benefits of brokerage and research services to the commissions associated with a particular client or group of clients.

2. Brokerage for Client Referrals.

JPMPI does not select broker-dealers in order to receive client referrals.

3. Directed Brokerage.

JPMPI does not have any directed brokerage arrangements. If it were to engage in such arrangements, there is no assurance that best execution could be achieved.

B. Order Aggregation

See Item 11.E above for more information.

ITEM 13 - Review of Accounts

A. Frequency and Nature of Review of Client Accounts or Financial Plans

JPMPI's portfolio managers are generally responsible for the daily management and review of the portfolio accounts under their supervision. JPMPI periodically reviews portfolio accounts utilizing product-specific review processes and supervisory personnel. Accordingly, portfolio account reviews may differ across various product groups.

Each product group conducts performance reviews of its portfolio manager's accounts through various Risk oversight committees. Such reviews examine portfolio adherence to investment guidelines, portfolio account performance, and JPMPI's current investment processes and practices. A portfolio account review is formal in nature and is conducted by a team of portfolio managers and individuals from other appropriate functional areas.

The information in this brochure does not include all the specific review features associated with each investment strategy or applicable to a particular client account. Clients and Fund investors are urged to ask questions regarding JPMPI's review process applicable to a particular strategy or investment product, to read all product-specific disclosures, and to determine whether a particular investment strategy or type of security is suitable for their accounts in light of their circumstances, investment objectives, and financial situation.

For FDG and FTE, JPMS is responsible for reviewing client accounts on an ongoing basis. For more information, please see the JPMS Form ADV, Part 2A Appendix 1 (Consulting Services Program Brochure) for STRATIS.

B. Factors Prompting Review of Client Accounts Other than a Periodic Review

In addition to periodic reviews, JPMPI may perform reviews as it deems appropriate or otherwise required. Additional reviews of accounts may be triggered by compliance monitoring, industry factors, market developments, statutory and regulatory changes, and any issues that may have been identified.

C. Content and Frequency of Account Reports to Clients

JPMPI provides annual reports to investors in Private Funds containing the Private Fund's (i) audited balance sheet for the most recent fiscal year, (ii) audited income statement for such fiscal year, and (iii) a statement of capital for such fiscal year. JPMPI's obligations in these respects are more fully specified in each of the limited partnership and limited liability company agreements.

Clients and Fund investors receive, at least quarterly, a statement of the assets held in their account(s) that contains a description of each asset together with cost and current market values. Many clients receive these statements monthly. Clients and Fund investors also receive a monthly statement of transactions, detailing all activity within their accounts. Upon request, performance reports are sent quarterly to clients and Fund investors on their account(s).

ITEM 14 - Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Clients

No person who is not a client provides an economic benefit to JPMPI for providing investment advice or other advisory services to JPMPI's clients. Notwithstanding the foregoing and subject to compliance with applicable law, JPMPI derives ancillary benefits from providing investment advisory services to clients. For example, providing such advisory services to clients generally helps JPMPI enhance its relationships with various parties and facilitate additional business development, and also enables JPMPI and its related persons to obtain additional business and generate additional revenue. In addition, J.P. Morgan may derive ancillary benefits from certain decisions made by JPMPI on behalf of clients. While JPMPI makes decisions for its clients in accordance with its obligations to manage the assets in the best interests of its clients, the fees, allocations, compensation, and other benefits to J.P. Morgan arising from those decisions may be greater as a result of certain investment or other decisions made by JPMPI on behalf of its clients than they would have been had other decisions been made which also might have been appropriate for the clients.

B. Compensation to Non-Supervised Persons for Client Referrals

JPMPI does not compensate any person for client referrals. To the extent JPMPI in the future compensates any person for client referrals, it will do so in accordance with Rule 206(4)-3 under the Advisers Act. Fund investors may be required to compensate affiliates of JPMPI to the extent such affiliates act as placement agents for the Fund. Such compensation to be paid will generally consist of an upfront cash payment of an origination fee directly to the placement agent, although other methods of computation may be used.

ITEM 15 - Custody

JPMPI generally does not maintain physical custody of client assets. Client assets are typically held by a qualified custodian pursuant to a separate custody agreement. However, pursuant to Rule 206(4)-2 under the Advisers Act, JPMPI may be deemed to have custody of client assets under certain circumstances.

The assets of a Private Fund are held by a qualified custodian pursuant to a separate custody agreement. However, an affiliate of JPMPI may serve as qualified custodian to one or more Private Funds. In addition, JPMPI or an affiliate of JPMPI may in certain circumstances be deemed to have custody of the assets of a Private Fund as a result of its role as general partner, manager, or equivalent. Investors in each such Private Fund will receive financial statements of the Private Fund, audited by an independent public accounting firm, at least annually, as well as periodic investor statements. Upon receipt, investors should carefully review the statements.

JPMPI will be deemed to have custody of clients' assets in the FDG and FTE strategies available through STRATIS because JPMCC and JPMS directly or indirectly hold clients' funds or securities or have authority to obtain possession of them. Clients will receive account statements at least quarterly directly from their qualified custodian. Clients may also receive account statements from JPMS. Clients are encouraged to compare the account statements that

they receive from their qualified custodian with those that they receive from JPMS. If clients do not receive statements at least quarterly from their qualified custodian in a timely manner, they should contact JPMS immediately.

ITEM 16 - Investment Discretion

JPMPI accepts discretionary authority to manage securities accounts on behalf of the Private Funds that are clients. Clients place limits on this discretionary authority via the investment advisory agreement between JPMPI and the client, as well as the prospectus/offering memorandum, which sets forth the investment parameters for JPMPI.

The investment advisory agreement grants JPMPI the authority to manage securities accounts on behalf of clients. The prospectus/offering memorandum details, and places limits on, the investment strategies that JPMPI will pursue for the client. Before JPMPI assumes this authority, the investment advisory agreement must be executed by JPMPI and the client, and the prospectus/offering memorandum must be distributed to the client.

JPMPI accepts discretionary investment authority to manage the RICs through a sub-advisory agreement with JPMIM, which grants JPMPI the authority to manage accounts on behalf of clients. The prospectus/offering memorandum details, and places limits on, the investment strategies that JPMPI will pursue for the client.

JPMPI also accepts discretionary authority to manage securities on behalf of clients in the STRATIS program that select the FDG or FTE strategies managed by JPMPI. Clients execute a client agreement with JPMS to participate in the STRATIS program and those that select FDG or FTE as a strategy authorize JPMPI to exercise investment discretion with respect to their accounts. As discussed in Item 4.C above, clients may place reasonable restrictions on the purchase or sale of certain securities for their STRATIS accounts. JPMS will communicate any requested restrictions to JPMIM, as JPMPI's delegate. JPMIM, on behalf of JPMPI, may reject the restriction or the account if JPMIM deems the restriction to be unreasonable. Any restrictions on the management of an account may cause the account to perform differently than similar unrestricted accounts.

ITEM 17 - Voting Client Securities

A. Policies and Procedures Relating to Voting Client Securities

If JPMPI has been appointed as discretionary investment manager for a client and has not delegated its investment management authority to another investment manager, the agreement between JPMPI and the client will usually grant JPMPI the authority to vote the proxies of the securities held in the client's portfolio. As a fiduciary, JPMPI must act in the best interest of the client including with respect to proxy voting activities.

With respect to the Private Funds and the closed-end RICs, JPMPI will vote proxies or consents of the underlying funds in accordance with JPMPI's proxy voting procedures. With respect to STRATIS clients and the open-end RICs, JPMPI has delegated proxy voting authority to J.P. Morgan Asset Management ("JPMAM"). To ensure that the proxies are voted in the best

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interests of its clients, JPMAM has adopted detailed proxy voting procedures (“Procedures”) pursuant to Rule 206(4)-6 under the Advisers Act that incorporate detailed proxy guidelines (“Guidelines”) for voting proxies on specific types of issues.

Most routine proxy matters will be voted in accordance with the Guidelines, which have been developed with the objective of encouraging corporate action that enhances shareholder value. Because proxy proposals and individual company facts and circumstances may vary, JPMAM may not always vote proxies in accordance with the Guidelines.

JPMAM has retained an independent proxy voting services to vote in situations where a material conflict may exist. This includes voting any J.P. Morgan securities and shares of J.P. Morgan mutual funds held in any JPMAM client accounts.

In situations in which the Guidelines recommend a case-by-case analysis or where a vote contrary to the independent proxy voting services recommendation is considered appropriate, the Procedures require a certification and review process to be completed by appropriate investment professionals. That process is designed to identify actual or potential material conflicts of interest and ensure that the proxy vote is cast in the best interests of clients.

To oversee and monitor the proxy-voting process, JPMAM has established a proxy committee and appointed a proxy administrator in each global location where proxies are voted. The proxy committee is composed of a representative of the Proxy Administrator, senior business officers of JPMAM and representatives of each of the Legal, Compliance and Risk Management Departments. The proxy committee will meet periodically to review general proxy-voting matters, review and approve the Guidelines annually, and provide advice and recommendations on general proxy-voting matters as well as on specific voting issues.

In order to maintain the integrity and independence of JPMPI’s investment processes and decisions, including proxy voting decisions, and to protect JPMPI’s decisions from influences that could lead to a vote other than in the clients’ best interests, J.P. Morgan (including JPMPI) adopted a Safeguard Policy, and established formal informational barriers designed to restrict the flow of information from J.P. Morgan’s securities, lending, investment banking and other divisions to JPMAM investment professionals. Material conflicts of interest are further avoided by voting in accordance with JPMAM’s predetermined Guidelines. Examples of material conflicts of interest that could arise include without limitation circumstances in which: (i) management of a JPMPI client or prospective client, distributor or prospective distributor of its investment management products, or critical vendor is soliciting proxies and failure to vote in favor of management may harm JPMPI’s relationship with such company and materially impact JPMPI’s business; or (ii) a personal relationship between a JPMPI officer and management of a company or other proponent of a proxy proposal could impact JPMPI’s voting decisions.

Depending on the nature of the conflict of interest, JPMAM, in the course of addressing the conflict, may elect to take one or more of the following measures, or other appropriate action:

- Removing certain JPMAM personnel from the proxy voting process;

- “Walling off” personnel with knowledge of the conflict to ensure that such personnel do not influence the relevant proxy vote;
- Voting in accordance with the applicable Guidelines, if any, if the applicable Guidelines would objectively result in the casting of a proxy vote in a predetermined manner; or
- Deferring the vote to the Independent Voting Service, if any, that will vote in accordance with its own recommendation.

The resolution of all potential and actual material conflict issues will be documented in order to demonstrate that JPMPI acted in the best interests of its clients.

Clients may obtain a copy of JPMAM’s Proxy Voting Procedures and information about how JPMAM voted the client’s proxies by contacting their client service representative or financial advisor.

ITEM 18 - Financial Information

JPMPI does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year. JPMPI is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has JPMPI been the subject of a bankruptcy petition at any time during the past ten years.