

FORM ADV PART 2B

J.P. Morgan Partners, LLC

RICHARD WARREN SMITH

ANA CAPELLA GOMEZ-ACEBO

MARIE A. NOURIE

PAUL CHARLES HENNESSY

**270 Park Avenue
10th Floor
New York, NY 10017-2014
Tel. (212) 270-4160**

March 24, 2017

Important Disclosure:

This Form ADV, Part 2B (“Brochure Supplement”) provides information about the members of the Investment Committee of J.P. Morgan Partners, LLC (“JPMP”) listed above and supplements the JPMP Form ADV, Part 2A (“Brochure”). You should have received a copy of that Brochure. Please contact JPMP’s Chief Compliance Officer at Susan.Frauenhofer@JPMorgan.com if you did not receive JPMP’s Brochure or if you have any questions about the contents of this Brochure Supplement.

The Brochure is filed with the Securities and Exchange Commission and may be accessed online at www.adviserinfo.sec.gov.

FORM ADV PART 2B

J.P. Morgan Partners, LLC

RICHARD WARREN SMITH

270 Park Avenue
10th Floor
New York, NY 10017-2014
Tel. (212) 270-4160

March 24, 2017

Important Disclosure:

This Form ADV, Part 2B (“Brochure Supplement”) provides information about Mr. Smith that supplements the J.P. Morgan Partners, LLC (“JPMP”) Form ADV, Part 2A (“Brochure”).

Please contact JPMP’s Chief Compliance Officer at Susan.Frauenhofer@JPMorgan.com if you have any questions about the Brochure or this Brochure Supplement.

The Brochure is filed with the Securities and Exchange Commission and may be accessed online at www.adviserinfo.sec.gov.

ITEM 2 – EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Full Legal Name: Richard Warren Smith

Year of Birth: 1952

Education: B.A. History, Harvard University (Cambridge, MA 1974)

Business Background for the Previous Five Years:

Head of Private Investments Group, effective November 2014

President, J.P. Morgan Partners, LLC, effective January 2013

Managing Director, One Equity Partners, a wholly-owned subsidiary of JPMorgan Chase & Co. (2002-January 2015)

ITEM 3 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events related to **Mr. Smith**.

ITEM 4 – OTHER BUSINESS ACTIVITIES

Other Investment Activities

JPMP is managed by the Private Investments Group (“PI”) of JPMorgan Chase & Co. (“JPMC”). PI is responsible for managing various heritage private equity portfolios that were acquired as a result of JPMC corporate transactions or otherwise transferred to PI as a result of corporate restructurings. JPMP is being managed with a view to orderly liquidation and no new investments, with the exception of follow-ons to existing investments, are being considered by any heritage private equity portfolios. Separately, as part of the Firm’s broader PI portfolio and, in particular in connection with Strategic Investments, new investments may be selectively considered.

Mr. Smith, as the head of PI, is responsible for the day to day operations of PI and is the president of other registered advisers that are part of PI.

Investment decisions for JPMP clients, principally follow-on investments in existing portfolio companies or sales dispositions, are now vetted with an Investment Committee that includes **Mr. Smith**, another JPMP officer and two other JPMC employees independent from PI. As head of PI, **Mr. Smith** is supervised by the Chief Operating Officer of JPMC.

The responsibilities of **Mr. Smith** on behalf of PI may require spending a substantial portion of his professional time dedicated to activities unrelated to the activities of JPMP.¹

Potential Conflicts

JPMP provides discretionary investment management services to pooled investment vehicles (“JPMP Clients”). JPMC and its affiliates engage in and provide a broad range of banking, advisory and investment services to customers. Potential conflicts of interest may arise between JPMP and JPMP Clients under certain circumstances in which JPMC or its affiliates provide services to other clients, including those related to securities transactions as agent (or in certain cases as principal) on behalf of such clients. To the extent a potential conflict exists, JPMP will obtain any necessary client consent.

More specific examples of potential conflicts of interest applicable to JPMP, include, but are not limited to:

- JPMC, its affiliates and investment funds under their management or control may hold investments in portfolio companies in which a JPMP Client has invested;
- JPMC and its affiliates may lend to issuers of securities that are owned or by a JPMP Client or to affiliates of those issuers, or may receive guarantees from the issuers of those securities. The proceeds of any investment by a JPMP Client in a particular issuer may be used, directly or indirectly, to secure, repay or redeem a loan or security held by JPMC or one of its affiliates;

¹ As part of the activities on behalf of PI, Mr. Smith may serve on the Board of Directors of the portfolio companies in which PI invests and other companies as directed by JPMC. The Board of Director positions are not included in the Other Business Activities listed above. A list of these Board of Director positions will be provided upon request.

- JPMC and its affiliates may act as underwriter to a company in which a JPMP Client holds an investment;
- A JPMP Client may enter into transactions involving loans, high yield securities, derivative instruments or other investments in which JPMC or one of its affiliates serves as the counterparty, principal or agent; and
- JPMP Clients may use the services and products offered by JPMC. The fee potential inherent in a particular investment or transaction could be an incentive for JPMC or one of its affiliates to seek to refer or recommend an investment or transaction to JPMP in which a JPMP Client would participate.

JPMP will consider the implications of identified actual or potential conflicts of interest arising from the activities described above, and will act in accordance with the terms of the limited partnership agreement of the respective JPMP Client and in a manner consistent with JPMP's fiduciary obligations to its clients.

ITEM 5 – ADDITIONAL COMPENSATION

As an employee of JPMC, **Mr. Smith** is subject to the firm's Code of Conduct, which governs the receipt, and generally requires pre-clearance, of outside compensation or economic benefits.

As a salaried employee of JPMP, **Mr. Smith** is eligible to receive incentive compensation. Such compensation is not associated with the sale or recommendation of any particular securities or investment products and does not create an incentive to recommend particular securities or investment products.

ITEM 6 – SUPERVISION

As discussed in Item 4, JPMP is managed by PI. JPMP is presently managing client portfolios with a view toward liquidation.

JPMP retains overall management responsibility until liquidation of client portfolios. Investment recommendations by One Equity Partners Capital Advisors, L.P. ("OEPCA") are subject to approval by an investment committee that includes officers of JPMP and other JPMC employees independent of JPMP.² Meetings are generally held monthly with representatives of OEPCA, at which portfolios' underlying investments are reviewed including performance, material developments, or such other significant matters that could reasonably have a material effect on a portfolio investment. **Mr. Smith** shares responsibility for the oversight of OEPCA's performance with the other officers of JPMP.

² Pursuant to a January 9, 2015 agreement between JPMP and OEPCA, OEPCA provides certain investment management services with respect to OEP employee securities companies co-Invest funds. From July 31, 2006 through September 30, 2016, a sub-advisory agreement between JPMP and CCMP Capital Advisors, LP (formerly known as CCMP Capital Advisors, LLC) ("CCMP") was in place, where JPMP delegated principal responsibility for monitoring, management and supervisory services with respect to certain client portfolios to CCMP. CCMP also provided investor relations services to JPMP Clients while the sub-advisory agreement was in place. JPMP is now performing all functions previously provided by the Sub-advisor, including investor relations, monitoring, and management with respect to client portfolios.

As head of PI and President of JPMP, **Mr. Smith** has primary responsibility for the operation of JPMP and is supervised by the Chief Operating Officer of JPMC.

Clients may contact **Mr. Smith** directly, or to the extent they seek additional information, may contact JPMP's Chief Compliance Officer, Susan Frauenhofer, at (212) 648-2388.

Clients may contact **Mr. Smith** as follows:

Richard W. Smith
Private Investments
JPMorgan Chase & Co.
270 Park Avenue, 47th Floor
New York, NY 10017
(212) 270-7400

FORM ADV PART 2B

J.P. Morgan Partners, LLC

ANA CAPELLA GOMEZ-ACEBO

**270 Park Avenue
10th Floor
New York, NY 10017-2014
Tel. (212) 270-4160**

March 24, 2017

Important Disclosure:

This Form ADV, Part 2B (“Brochure Supplement”) provides information about Ms. Capella that supplements the J.P. Morgan Partners, LLC (“JPMP”) Form ADV, Part 2A (“Brochure”).

Please contact JPMP’s Chief Compliance Officer at Susan.Frauenhofer@JPMorgan.com if you have any questions about the Brochure or this Brochure Supplement.

The Brochure is filed with the Securities and Exchange Commission and may be accessed online at www.adviserinfo.sec.gov.

ITEM 2 – EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Full Legal Name: Ana Capella Gomez-Acebo

Year of Birth: 1967

Education: Advanced Undergraduate Degree, Colegio Universitario de Estudios Financieros
(Madrid, Spain 1990)
M.B.A., INSEAD (Fontainebleau, France 1993)

Business Background for the Previous Five Years:

Managing Director, JPMP (2006-Present)

Managing Director, Chief Investment Office of JPMC (2006-2012)

Managing Director, Heritage Private Equity (2013-Present)

Managing Director, Head of Strategic Investments (2015-Present)

ITEM 3 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are related to **Ms. Capella**.

ITEM 4 – OTHER BUSINESS ACTIVITIES

Other Investment Activities

JPMP is managed by the Private Investments Group (“PI”) of JPMorgan Chase & Co. (“JPMC”). PI is responsible for managing various heritage private equity portfolios that were acquired as a result of JPMC corporate transactions or otherwise transferred to PI as a result of corporate restructurings. JPMP is being managed with a view to orderly liquidation and no new investments, with the exception of follow-ons to existing investments, are being considered by any heritage private equity portfolios. Separately, as part of the Firm’s broader PI portfolio and, in particular in connection with Strategic Investments, new investments may be selectively considered.

Ms. Capella, as a Managing Director of PI, is responsible for the day to day operations of PI. **Ms. Capella** is also an officer of the other registered advisers that are part of PI.

Investment decisions for JPMP clients, principally follow-on investments in existing portfolio companies or sales dispositions, are now vetted with an Investment Committee that includes **Ms. Capella**, another JPMP officer and two other JPMC employees independent from PI. As a Managing Director of PI, **Ms. Capella** is supervised by the head of PI.

The responsibilities of **Ms. Capella** on behalf of PI may require spending a substantial portion of her professional time dedicated to activities unrelated to the activities of JPMP.¹

Potential Conflicts

JPMP provides discretionary investment management services to pooled investment vehicles (“JPMP Clients”). JPMC and its affiliates engage in and provide a broad range of banking, advisory and investment services to customers. JPMP will generally benefit from the relationships and activities resulting from these services. Potential conflicts of interest may arise between JPMP and JPMP Clients under certain circumstances in which JPMC or its affiliates provide services to other clients, including those related to securities transactions as agent (or in certain cases as principal) on behalf of such clients. To the extent a potential conflict exists, JPMP will obtain any necessary client consent.

More specific examples of potential conflicts of interest applicable to JPMP, include, but are not limited to:

- JPMC, its affiliates and investment funds under their management or control may hold investments in portfolio companies in which a JPMP Client has invested;
- JPMC and its affiliates may lend to issuers of securities that are owned or to be purchased by a JPMP Client or to affiliates of those issuers, or may receive guarantees from the issuers of those securities. The proceeds of any investment by a JPMP Client in a particular issuer may be used,

¹ As part of the activities on behalf of PI, Ms. Capella may serve on the Board of Directors of the portfolio companies in which PI invests and other companies as directed by JPMC. The Board of Director positions are not included in the Other Business Activities listed above. A list of these Board of Director positions will be provided upon request.

directly or indirectly, to secure, repay or redeem a loan or security held by JPMC or one of its affiliates;

- JPMC and its affiliates may act as underwriter to a company in which a JPMP Client holds an investment;
- A JPMP Client may enter into transactions involving loans, high yield securities, derivative instruments or other investments in which JPMC or one of its affiliates serves as the counterparty, principal or agent; and
- JPMP Clients may use the services and products offered by JPMC. The fee potential inherent in a particular investment or transaction could be an incentive for JPMC or one of its affiliates to seek to refer or recommend an investment or transaction to JPMP in which a JPMP Client would participate.

JPMP will consider the implications of identified actual or potential conflicts of interest arising from the activities described above, and will act in accordance with the terms of the limited partnership agreement of the respective JPMP Client and in a manner consistent with JPMP's fiduciary obligations to its clients.

ITEM 5 – ADDITIONAL COMPENSATION

As an employee of JPMC, **Ms. Capella** is subject to the JPMC's Code of Conduct, which governs the receipt, and generally requires pre-clearance, of outside compensation or economic benefits.

As a salaried employee of JPMC, **Ms. Capella** is eligible to receive incentive compensation. Such compensation is not associated with the sale or recommendation of any particular securities or investment products and does not create an incentive to recommend particular securities or investment products.

ITEM 6 – SUPERVISION

As discussed in Item 4, JPMP is managed by PI. JPMP is presently managing client portfolios with a view toward liquidation.

JPMP retains overall management responsibility until liquidation of client portfolios. Investment recommendations by One Equity Partners Capital Advisors, L.P. ("OEPCA") are subject to approval by an Investment Committee that includes officers of JPMP and two other JPMC employees independent of JPMP.² Meetings are generally held monthly with representatives of OEPCA, at which portfolios' underlying investments are reviewed including performance, material developments, or such other significant matters that could reasonably have a material effect on a portfolio investment.

² Pursuant to a January 9, 2015 agreement between JPMP and OEPCA, OEPCA provides certain investment management services with respect to OEP employee securities companies co-Invest funds. From July 31, 2006 through September 30, 2016, a sub-advisory agreement between JPMP and CCMP Capital Advisors, LP (formerly known as CCMP Capital Advisors, LLC) ("CCMP") was in place, where JPMP delegated principal responsibility for monitoring, management and supervisory services with respect to certain client portfolios to CCMP. CCMP also provided investor relations services to JPMP Clients while the sub-advisory agreement was in place. JPMP is now performing all functions previously provided by the Sub-advisor, including investor relations, monitoring, and management with respect to client portfolios.

Ms. Capella shares responsibility for the oversight of OEPCA's performance with the other officers of JPMP.

As a Managing Director of PI and officer of JPMP, **Ms. Capella** has primary responsibility for the operation of JPMP and is supervised by the head of JPMP.

Clients may contact **Ms. Capella** directly, or to the extent they seek additional information, may contact JPMP's Chief Compliance Officer, Susan Frauenhofer, at (212) 648-2388.

Clients may contact **Ms. Capella** as follows:

Ana Capella Gomez-Acebo

Private Investments

JPMorgan Chase & Co.

270 Park Avenue, 10th Floor

New York, NY 10017

(212) 270-4160

FORM ADV PART 2B

J.P. Morgan Partners, LLC

MARIE A. NOURIE

**270 Park Avenue
10th Floor
New York, NY 10017-2014
Tel. (212) 270-4160**

March 24, 2017

Important Disclosure:

This Form ADV, Part 2B (“Brochure Supplement”) provides information about Ms. Nourie that supplements the J.P. Morgan Partners LLC (“JPMP”) Form ADV, Part 2A (“Brochure”).

Please contact JPMP’s Chief Compliance Officer at Susan.Frauenhofer@JPMorgan.com if you have any questions about the Brochure or this Brochure Supplement.

The Brochure is filed with the Securities and Exchange Commission and may be accessed online at www.adviserinfo.sec.gov.

ITEM 2 – EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Full Legal Name: Marie A. Nourie

Year of Birth: 1966

Education: B.S. Business Management and Finance, Villanova University
(Radnor, Pennsylvania, 1988)

Business Background for the Previous Five Years:

Chief Financial Officer for Chief Investment Office, Treasury and Private Investments (May 2012-Present)

Chief Financial Officer for Global Fixed Income (August 2009-May 2012)

ITEM 3 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events related to **Ms. Nourie**.

ITEM 4 – OTHER BUSINESS ACTIVITIES

Other Investment Activities

JPMP is managed by the Private Investments Group (“PI”) of JPMorgan Chase & Co. (“JPMC”). PI is responsible for managing various heritage private equity portfolios that were acquired as a result of JPMC corporate transactions or otherwise transferred to PI as a result of corporate restructurings. JPMP is being managed with a view to orderly liquidation and no new investments, with the exception of follow-ons to existing investments, are being considered by any heritage private equity portfolios. Separately, as part of the Firm’s broader PI portfolio and, in particular in connection with Strategic Investments, new investments may be selectively considered.

Ms. Nourie is a member of JPMP’s Investment Committee (“IC”). As a member of the IC, **Ms. Nourie** reviews and approves recommendations regarding possible follow-on investments or dispositions of assets held by JPMP clients. In addition, **Ms. Nourie** is a Managing Director and JPMC’s Chief Investment Office, Treasury and Corporate (“CTC”) Chief Financial Officer. **Ms. Nourie** is supervised by the Chief Operating Officer of JPMC.

The responsibilities of **Ms. Nourie** as CFO of CTC require spending a substantial portion of her professional time dedicated to activities unrelated to the activities of JPMP or PI.

Potential Conflicts

JPMP provides discretionary investment management services to pooled investment vehicles (“JPMP Clients”). JPMC and its affiliates engage in and provide a broad range of banking, advisory and investment services to customers. Potential conflicts of interest may arise between JPMP and JPMP

Clients under certain circumstances in which JPMC or its affiliates provide services to other clients, including those related to securities transactions as agent (or in certain cases as principal) on behalf of such clients. To the extent a potential conflict exists, JPMP will obtain any necessary client consent.

More specific examples of potential conflicts of interest applicable to JPMP, include, but are not limited to:

- JPMC, its affiliates and investment funds under their management or control may hold investments in portfolio companies in which a JPMP Client has invested;
- JPMC and its affiliates may lend to issuers of securities that are owned or to be purchased by a JPMP Client or to affiliates of those issuers, or may receive guarantees from the issuers of those securities. The proceeds of any investment by a JPMP Client in a particular issuer may be used, directly or indirectly, to secure, repay or redeem a loan or security held by JPMC or one of its affiliates;
- JPMC and its affiliates may act as underwriter to a company in which a JPMP Client holds an investment;
- A JPMP Client may enter into transactions involving loans, high yield securities, derivative instruments or other investments in which JPMC or one of its affiliates serves as the counterparty, principal or agent; and
- JPMP Clients may use the services and products offered by JPMC. The fee potential inherent in a particular investment or transaction could be an incentive for JPMC or one of its affiliates to seek to refer or recommend an investment or transaction to JPMP in which a JPMP Client would participate.

JPMP will consider the implications of identified actual or potential conflicts of interest arising from the activities described above, and will act in accordance with the terms of the limited partnership agreement of the respective JPMP Client and in a manner consistent with JPMP's fiduciary obligations to its clients.

ITEM 5 – ADDITIONAL COMPENSATION

As an employee of JPMC, **Ms. Nourie** is subject to the JPMC's Code of Conduct, which governs the receipt, and generally requires pre-clearance, of outside compensation or economic benefits.

As a salaried employee of JPMC, **Ms. Nourie** is eligible to receive incentive compensation. Such compensation is not associated with the sale or recommendation of any particular securities or investment products and does not create an incentive to recommend particular securities or investment products.

ITEM 6 – SUPERVISION

As discussed in Item 4, JPMP is managed by PI. JPMP is presently managing client portfolios with a view toward liquidation.

JPMP retains overall management responsibility until liquidation of client portfolios. Investment recommendations by One Equity Partners Capital Advisors, L.P. (“OEPCA”) are subject to approval by the Investment Committee that, in addition to **Ms. Nourie**, includes officers of JPMP and one other JPMC employee independent of JPMP.¹ **Ms. Nourie’s** direct involvement with JPMP is limited to her role as a member of the Investment Committee. Ms. Nourie indirectly supervises the finance functions of PI. **Ms. Nourie** is supervised by the Chief Operating Officer of JPMC.

Clients may contact **Ms. Nourie** directly, or to the extent they seek additional information, may contact JPMP’s Chief Compliance Officer, Susan Frauenhofer, at (212) 648-2388.

Clients may contact **Ms. Nourie** as follows:

Marie A. Nourie
Private Investments
JPMorgan Chase & Co.
270 Park Avenue, 46th Floor
New York, NY 10017
(212) 834-5594

¹ Pursuant to a January 9, 2015 agreement between JPMP and OEPCA, OEPCA provides certain investment management services with respect to OEP employee securities companies co-Invest funds. From July 31, 2006 through September 30, 2016, a sub-advisory agreement between JPMP and CCMP Capital Advisors, LP (formerly known as CCMP Capital Advisors, LLC) (“CCMP”) was in place, where JPMP delegated principal responsibility for monitoring, management and supervisory services with respect to certain client portfolios to CCMP. CCMP also provided investor relations services to JPMP Clients while the sub-advisory agreement was in place. JPMP is now performing all functions previously provided by the Sub-advisor, including investor relations, monitoring, and management with respect to client portfolios.

FORM ADV PART 2B

J.P. Morgan Partners, LLC

PAUL C. HENNESSY

270 Park Avenue
10th Floor
New York, NY 10017-2014
Tel. (212) 270-4160

March 24, 2017

Important Disclosure:

This Form ADV, Part 2B (“Brochure Supplement”) provides information about Mr. Hennessy that supplements the J.P. Morgan Partners, LLC (“JPMP”) Form ADV, Part 2A (“Brochure”).

Please contact JPMP’s Chief Compliance Officer at Susan.Frauenhofer@JPMorgan.com if you have any questions about the Brochure or this Brochure Supplement.

The Brochure is filed with the Securities and Exchange Commission and may be accessed online at www.adviserinfo.sec.gov.

ITEM 2 – EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Full Legal Name: Paul Charles Hennessy

Year of Birth: 1947

Education: B.A. Economics, University of Notre Dame (South Bend, IN 1969)

Business Background for the Previous Five Years:

Managing Director, Principal Risk, J.P. Morgan Chase & Co.

ITEM 3 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are related to **Mr. Hennessy**.

ITEM 4 – OTHER BUSINESS ACTIVITIES

Other Investment Activities

JPMP is managed by the Private Investments Group (“PI”) of JPMorgan Chase & Co. (“JPMC”). PI is responsible for managing various heritage private equity portfolios that were acquired as a result of JPMC corporate transactions or otherwise transferred to PI as a result of corporate restructurings. JPMP is being managed with a view to orderly liquidation and no new investments, with the exception of follow-ons to existing investments, are being considered by any heritage private equity portfolios. Separately, as part of the Firm’s broader PI portfolio and, in particular in connection with Strategic Investments, new investments may be selectively considered.

Mr. Hennessy is a member of JPMP’s Investment Committee (“IC”). As a member of the IC, **Mr. Hennessy** reviews and approves recommendations regarding possible follow-on investments or dispositions of assets held by JPMP clients. In addition, **Mr. Hennessy** is a Managing Director responsible for Principal Risk in the Corporate & Investment Bank (“CIB”) of JPMC. **Mr. Hennessy** is also responsible for monitoring principal risk in JPMP’s portfolio. **Mr. Hennessy** is supervised by the Chief Investment Office, Treasury and Corporate (“CTC”) Chief Risk Officer.

The responsibilities of **Mr. Hennessy** on behalf of CTC require spending a substantial portion of his professional time dedicated to activities unrelated to the activities of JPMP or PI.

Potential Conflicts

JPMP provides discretionary investment management services to pooled investment vehicles (“JPMP Clients”). JPMC and its affiliates engage in and provide a broad range of banking, advisory and investment services to customers. Potential conflicts of interest may arise between JPMP and JPMP Clients under certain circumstances in which JPMC or its affiliates provide services to other clients,

including those related to securities transactions as agent (or in certain cases as principal) on behalf of such clients. To the extent a potential conflict exists, JPMP will obtain any necessary client consent.

More specific examples of potential conflicts of interest applicable to JPMP, include, but are not limited to:

- JPMC, its affiliates and investment funds under their management or control may hold investments in portfolio companies in which a JPMP Client has invested;
- JPMC and its affiliates may lend to issuers of securities that are owned or to be purchased by a JPMP Client or to affiliates of those issuers, or may receive guarantees from the issuers of those securities. The proceeds of any investment by a JPMP Client in a particular issuer may be used, directly or indirectly, to secure, repay or redeem a loan or security held by JPMC or one of its affiliates;
- JPMC and its affiliates may act as underwriter to a company in which a JPMP Client holds an investment;
- A JPMP Client may enter into transactions involving loans, high yield securities, derivative instruments or other investments in which JPMC or one of its affiliates serves as the counterparty, principal or agent; and
- JPMP Clients may use the services and products offered by JPMC. The fee potential inherent in a particular investment or transaction could be an incentive for JPMC or one of its affiliates to seek to refer or recommend an investment or transaction to JPMP in which a JPMP Client would participate.

JPMP will consider the implications of identified actual or potential conflicts of interest arising from the activities described above, and will act in accordance with the terms of the limited partnership agreement of the respective JPMP Client and in a manner consistent with JPMP's fiduciary obligations to its clients.

ITEM 5 – ADDITIONAL COMPENSATION

As an employee of JPMC, **Mr. Hennessy** is subject to JPMC's Code of Conduct, which governs the receipt, and generally requires pre-clearance, of outside compensation or economic benefits.

As a salaried employee of JPMC, **Mr. Hennessy** is eligible to receive incentive compensation. Such compensation is not associated with the sale or recommendation of any particular securities or investment products and does not create an incentive to recommend particular securities or investment products.

ITEM 6 – SUPERVISION

As discussed in Item 4, JPMP is managed by PI. JPMP is presently managing client portfolios with a view toward liquidation.

JPMP retains overall management responsibility until liquidation of client portfolios. Investment recommendations by One Equity Partners Capital Advisors, L.P. (“OEPCA”) are subject to approval by the Investment Committee that, in addition to **Mr. Hennessy**, includes officers of JPMP and one other JPMC employee independent of JPMP.¹ **Mr. Hennessy**, in his role for Principal Risk, attends quarterly valuation meetings with representatives of JPMP, at which portfolios’ underlying investments are reviewed including performance, material developments, or such other significant matters that could reasonably have a material effect on a portfolio investment.

Mr. Hennessy is supervised by the Chief Investment Office, Treasury and Corporate (“CTC”) Chief Risk Officer.

Clients may contact **Mr. Hennessy** directly, or to the extent they seek additional information, may contact JPMP’s Chief Compliance Officer, Susan Frauenhofer, at (212) 648-2388.

Clients may contact **Mr. Hennessy** as follows:

Paul C. Hennessy
Private Investments
JPMorgan Chase & Co.
383 Madison Avenue, 23rd Floor
New York, NY 10179
(212) 270-5096

¹ Pursuant to a January 9, 2015 agreement between JPMP and OEPCA, OEPCA provides certain investment management services with respect to OEP employee securities companies co-Invest funds. From July 31, 2006 through September 30, 2016, a sub-advisory agreement between JPMP and CCMP Capital Advisors, LP (formerly known as CCMP Capital Advisors, LLC) (“CCMP”) was in place, where JPMP delegated principal responsibility for monitoring, management and supervisory services with respect to certain client portfolios to CCMP. CCMP also provided investor relations services to JPMP Clients while the sub-advisory agreement was in place. JPMP is now performing all functions previously provided by the Sub-advisor, including investor relations, monitoring, and management with respect to client portfolios.