

# Part 2A of Form ADV: Firm Brochure



**JHL CAPITAL GROUP LLC®**

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September 1, 2014

This brochure provides information about the qualifications and business practices of JHL Capital Group LLC (“JHL” or “the Company”). If you have any questions about the contents of this brochure, please contact us at (312) 628-7350. 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 JHL is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Being a “registered investment adviser” or describing JHL as being “registered” does not imply a certain level of skill or training.

## **Item 2: Material Changes**

The following material changes have been incorporated into this brochure since the last annual update filed in March 2014:

- On September 1, 2014, JHL is launching a new investment strategy, which will be offered through a new master-feeder structure involving two feeder funds, JHL Skylander Fund LLC and JHL Skylander Fund Ltd. As a result, JHL made various updates to this brochure, including to Items 4–8 and 10–13.
- JHL revised its offering memoranda to make clear that investors have no obligation to pay any potential placement or referral fees that may be incurred in the offering of the Funds. As a result, JHL updated Item 14.

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#### **Item 4: Advisory Business**

JHL is a Delaware limited liability company that commenced operations in August 2006 and is majority owned by James H. Litinsky (the “Managing Member”). The Managing Member and JHL have a strategic relationship with RJHL GP Investors LLC and its related entities (“RJHL”), the initial strategic investor in JHL Capital Group Fund LLC, which is a Delaware limited liability company (the “Flagship Onshore Fund”). RJHL also owns a minority equity interest in JHL.

JHL serves as an investment manager or adviser to pooled investment vehicles. Investors typically include high net worth individuals, fund of funds, foundations and endowments, institutions, employees and their family members, along with JHL and its affiliates.

The Company launched the Flagship Onshore Fund on August 1, 2006. In May 2009, JHL launched JHL Capital Group Master Fund L.P. (the “Flagship Master Fund”), a Cayman Islands exempted limited partnership, and JHL Capital Group Fund Ltd. (the “Flagship Offshore Fund” and, collectively with the Flagship Onshore Fund and Flagship Master Fund, the “Flagship Funds”), a Cayman Islands exempted company and a feeder fund of the Flagship Master Fund in a traditional master-feeder structure. Also in May 2009, JHL converted the Flagship Onshore Fund to a feeder of the Flagship Master Fund. JHL Capital Group Master Fund GP Ltd. (the “Flagship General Partner”), a Cayman Islands exempted company and wholly owned subsidiary of JHL, is the general partner of the Flagship Master Fund.

On September 1, 2014, the Company is launching JHL Skylander Fund LLC (the “Skylander Onshore Fund”), a Delaware limited liability company, JHL Skylander Fund Ltd. (the “Skylander Offshore Fund”), a Cayman Islands exempted company, and JHL Skylander Master Fund L.P. (the “Skylander Master Fund” and, collectively with the Flagship Master Fund, the “Master Funds”), a Cayman Islands exempted company (collectively, the “Skylander Funds”). The Skylander Onshore Fund and Skylander Offshore Fund are feeders of the Skylander Master Fund in a traditional master-feeder structure. JHL Skylander Master Fund GP Ltd. (the “Skylander General Partner”), a Cayman Islands exempted company and wholly owned subsidiary of JHL, is the general partner of the Skylander Master Fund.

JHL provides investment management services to the Master Funds and the Offshore Funds, and is the manager of the Onshore Funds (individually a “Fund” or collectively the “Funds”). The Company has full discretionary authority on investment decisions. Its advice with respect to the Funds is tailored to the investment objectives, guidelines, and requirements set forth in each Fund’s respective offering memorandum and advisory agreement. Investment advice is provided directly to the Funds, not individually to their underlying investors.

The Flagship Funds are managed according to an opportunistic investment style that allows for investments in long and short equity positions, fixed income securities, and/or derivatives and other financial instruments. The objective of the Skylander Funds is to generate outsized (“asymmetric”) gains if one or more “covered events” (*i.e.*, interest rate, credit risk, or market volatility “shocks”) occur during the term of the Funds, and, as a result, will take long and short positions in interest rate, credit, equity, and derivatives instruments that stand to materially benefit from one or more of such “covered events.” Fund offering memoranda provide JHL with

significant authority to independently manage the Funds' portfolios. While JHL is not held to "hard" investment mandates or restrictions, JHL utilizes "soft" guidelines based on conviction. JHL may take concentrated positions in high conviction ideas.

**All discussions of the Funds in this brochure, including but not limited to their investments, the strategies used in managing the Funds, the fees and other costs associated with an investment in the Funds, and conflicts of interest faced by JHL in connection with management of the Funds, are qualified in their entirety by reference to each Fund's respective offering memorandum and advisory agreement.**

As of September 1, 2014, the Company manages \$2,052,000,000 of assets, net of liabilities, on a discretionary basis. The Company does not manage assets on a non-discretionary basis.

### **Item 5: Fees and Compensation**

The fees and expenses applicable to each Fund are set forth in detail in each Fund's respective offering memorandum. The Flagship Onshore and Flagship Offshore Fund offer three classes (each, a "Class") of interests or shares with varying management fees, profit allocations, and liquidity terms. The Skylander Onshore and Skylander Offshore Fund offer one class of interests and shares, respectively. A brief summary of fees and expenses is provided below.

#### Management Fees

Management fees are assessed and deducted at the Master Fund level rather than at the feeder fund level.

The Flagship Master Fund pays management fees to JHL based on the aggregate net asset value of the interests or shares held by an investor (calculated prior to reduction for the management fee being calculated and any profit allocation accrued but not yet made) as of the beginning of each calendar quarter. Management fees for the Flagship Funds are assessed at the beginning of each calendar quarter, at an annual rate of 2.0%, 1.5%, and 2.0% for Class A, Class B, and Class C interests or shares, respectively. Management fees are pro-rated in the case of intra-quarter capital contributions, and are payable at the time of subscription. A pro-rated portion of a management fee will be rebated in the event of an intra-quarter withdrawal. JHL permits a reduction in management fees for investors whose investments exceed a particular size threshold.

Interests and shares in the Skylander Funds are assessed a quarterly management fee of 0.25% of the subscription price, payable as of the applicable subscription date and as of each March 1, June 1, September 1, and December 1, totaling 3.0% over the Fund term.

#### Profit Allocation

As of each December 31, the Flagship Master Fund makes profit allocations to JHL of 20.0%, 17.5%, and 20.0% for all new appreciation then attributable to each investor's Class A, Class B, and Class C interests or shares respectively. New appreciation is equal to the amount by which the net asset value of the interests or shares held by an investor (calculated after reduction for all

accrued expenses including management fees but prior to reduction for any profit allocation) exceeds the “high water mark” (as defined below) attributable to such interests or shares. In calculating new appreciation, the profits and losses attributable to “designated investments,” which are subject to profit allocations calculated separately with respect to each individual designated investment, are excluded. However, any management fees and expenses attributable to designated investments paid from the capital attributable to an investor’s interests or shares will reduce the net asset value of that investor’s interests or shares and, accordingly, any new appreciation attributable to such interests or shares.

Profit allocations do not themselves reduce new appreciation. That is, JHL does not need to “earn back” profit allocations previously made in order to generate additional profit allocations. The high water mark attributable to each investor’s Class A, Class B, or Class C interests or shares is the highest aggregate net asset value of such investor’s Class A, Class B, or Class C interests or shares, as the case may be, as of any preceding December 31, after reduction for the profit allocation then made (or an investor’s aggregate Class A, Class B, or Class C capital contributions, if higher, in the case in which such investor’s Class A, Class B, or Class C interests or shares have been unprofitable since inception). Class A, Class B, or Class C high water marks are proportionately reduced whenever Class A, Class B, or Class C withdrawals, distributions, or transfers, as the case may be, are made, and are increased dollar-for-dollar by any Class A, Class B, or Class C capital contributions made by an investor.

In the event that a Flagship Fund investor is invested in a combination of Class A, Class B, or Class C interests or shares, the profit allocation will be calculated separately with respect to each such Class (but not separately with respect to each capital contribution made to each Class). When an investor withdraws or transfers all or a portion of its interests or shares, any profit allocation with respect to the interests or shares withdrawn or transferred is made to JHL (except in the case of transfers to related investors, in which case profit allocations may not be made). Proportionate profit allocations will also be made whenever distributions are paid.

JHL permits a reduction in profit allocations for Flagship Fund investors whose investments exceed a particular size threshold.

With respect to the Skylander Funds, JHL is eligible to receive a 17.5% carried interest payment at the end of the Fund term.

### Expenses

The Funds pay all of their trading, operating, and administrative costs and expenses, as well as the costs, fees, and expenses of their auditors and legal advisers, the cost of printing and distributing periodic and annual reports and statements, and all other expenses related to the business of the Funds.

The Funds’ trading, operating, and administrative costs and expenses include without limitation: (i) investment expenses and all other expenses (including, without limitation, all commissions, clearing fees, all other costs related to executing transactions, interest charges, financing charges, and applicable withholding and other taxes) related to the purchase, sale, transmittal, or custody of

investment assets and related items, as well as costs and expenses associated with obtaining and maintaining regulatory licenses, exchange memberships, and credit ratings; (ii) legal, accounting, auditing, and other professional fees and expenses, including consulting and appraisal fees and expenses; (iii) the costs of subscriptions to financial news, research, and wire services; (iv) tax preparation and “Tax Matters Member” fees and expenses, as well as the costs of preparing, printing, and distributing annual and periodic reports and other investor communications; (v) any taxes and duties payable in any jurisdiction in connection with the Funds’ operations; (vi) fees in connection with the custody of the Funds’ assets; (vii) insurance costs (including the premiums paid for directors and officers, errors and omissions, and other comparable insurance for the manager parties and third parties providing services to the Funds); (viii) administrative costs (including the fees and out-of-pocket expenses of third-party administrators) and paying agency, transfer agency, and accounting verification (if any) costs; (ix) the fees and out-of-pocket expenses of any service providers incurred in performing services for the Funds; (x) any other operating or administrative expenses related to accounting, research, due diligence, or reporting; (xi) costs and expenses relating to the Funds’ regulatory compliance, including, without limitation, costs of compliance programs, examinations, regulatory inquiries, and regulatory filings; (xii) any indemnification payments; and (xiii) the Funds’ pro rata share of the expenses of the investments in underlying funds or managed accounts, including fees or allocations of profits to the managers of such funds or managed accounts. The Master Funds do not pay any of JHL’s internal expenses. For the Onshore and Offshore Funds, such costs will typically be paid as part of these Funds’ allocable shares of the Master Funds’ costs and expenses, but may also be borne directly by the Onshore and Offshore Funds.

For a further discussion of these and brokerage-related items, see Item 12 below.

#### **Item 6: Performance Based Fees and Side-by-Side Management**

As stated above, JHL receives a profit allocation that is based on capital appreciation of, or capital gains on, the Flagship Funds’ assets. JHL is also eligible to receive a carried interest payment at the end of the Skylander Fund term. JHL’s eligibility to receive profit allocation and carried interest may incentivize JHL to trade and invest its portfolios in a riskier or more speculative manner than JHL otherwise would.

The Company has adopted and implemented written compliance policies and procedures that are designed to address the above conflicts of interest. Further, as a fiduciary, JHL recognizes its duties to act in good faith and with fairness in all of its dealings with the Funds.

#### **Item 7: Types of Clients**

JHL advises pooled investment vehicles on a discretionary basis. JHL requires an investor to make a minimum initial capital contribution of \$5 million, which, in the case of the Flagship Fund, may be made to a specific Class or aggregated between different Classes of interests or shares. At its discretion, JHL may waive the minimum initial capital contribution requirement. Each investor is required to meet certain eligibility and suitability qualifications, such as being a “qualified purchaser” as defined in the Investment Company Act of 1940. Each U.S. investor in the Onshore Funds must also satisfy the suitability requirements of Rule 205-3 under the

Investment Advisers Act of 1940 (the “Advisers Act”), which prescribes certain requirements that must be satisfied in connection with the potential for JHL to receive performance based compensation from a Fund. Further details concerning applicable investor suitability criteria are set forth in the Fund offering memoranda and subscription materials.

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

### Methods of Analysis / Investment Strategies

JHL’s objective for the Flagships Funds is to generate long-term capital appreciation through the identification of investments that the Managing Member and investment professionals believe have superior risk-return characteristics. JHL maintains both long and short positions in equities, fixed income securities, futures, currencies, and/or derivatives. JHL utilizes a disciplined proprietary investment process known as F.O.R.T.<sup>®</sup>, which is an acronym for Fundamental, Opportunistic, Risk-adjusted return-on-invested-capital, and Thematic. F.O.R.T. involves fundamental, quantitative, and qualitative analyses across companies, industries, and geographies. It is an opportunistic investment style in that JHL may execute the strategy through long and short positions in equities, fixed income securities, and/or derivatives and other financial instruments. JHL seeks to identify high return-on-invested-capital opportunities, with careful consideration of the risk incurred in generating returns. JHL’s focus on security investments in a particular industry, geography, or group of companies is often driven by a theme or idea that it believes will have a material impact on the future price of such securities. JHL’s investment and trading styles are flexible and not constrained by a formal trading policy or model.

The Skylander Funds seek to asymmetrically capitalize on rising interest rates, widening credit spreads, and increased volatility over a maximum term of three years. The portfolio will take long and short positions in equities, credit, and derivative instruments of corporate issuers that JHL believes provide asymmetric risk return potential upon the occurrence of one or more “covered events” — interest rates, credit spreads, and market volatility “shocks.” Additionally, the portfolio will establish long and short derivatives positions, including options and options-related positions, in index products — *e.g.*, interest rate, credit, equity, and volatility indices — and in interest rate swaps. JHL will also analyze certain macro-economic factors, monitoring general economic data attempting to identify the likelihood of growth and/or inflation “surprises,” both of which tend to materially impact interest rates and credit spreads.

### Investment Process

With respect to the Flagship Funds, the first step in JHL’s investment process is to identify opportunities worthy of further due diligence. JHL tends to focus on (i) value-driven themes and (ii) special situations. Value-driven themes consist of opportunities in which JHL believes a security is mispriced relative to its intrinsic value or a security has asymmetric risk-reward characteristics. A mispricing of intrinsic value might occur when a sector or a particular company is out-of-favor or when market expectations have become extreme. An asymmetric risk-reward opportunity might be a situation in which appreciation may occur if circumstances change or an anticipated event takes place. Special situations are typically characterized by a degree of complexity that dissuades many institutional investors from further investigation. Special situations often arise when an event or industry condition has sufficiently influenced investor



psychology such that the expected value of a feared change, condition, or outcome has become mispriced relative to its true effect on intrinsic value. Examples include spin-offs, liquidations, litigation situations, bankruptcies, corporate restructurings, takeover bids, rights offerings, exchange offers, tender offers, special dividends, and other similar transactions.

JHL typically sources investment opportunities through (i) financial screens, (ii) a network of contacts in finance or industry, (iii) reading and reflection, and (iv) other sources. Once a particular opportunity has been identified, JHL rigorously analyzes prospective investments based on a broad range of qualitative and quantitative criteria. These may include, but are not limited to, the following:

- Valuation metrics (free cash flow, enterprise value/EBITDA, and other relevant multiples);
- Historical and future capital allocation (return on invested capital and return on incremental invested capital);
- Intrinsic value of assets;
- Quality of management;
- Incentives and motivations of management, boards of directors, major shareholders, competitors, and other influential parties;
- Margins and cost structure;
- Sustainability and scalability of business models;
- Regulatory environment;
- Volatility of the underlying cash flows and macro or other economic sensitivity;
- Competitive position, including barriers to entry;
- Labor, raw materials, intellectual property, or other necessary inputs in the business;
- Financial position and liquidity;
- Operational controls and accounting;
- Liquidity of the securities considered for investment;
- Relative value or risk-reward characteristics across the capital structure or derivatives; and
- Potential value enhancing catalysts.

JHL expresses investment theses at all levels of the capital structure, including equities, credit, and derivatives. Certain of the non-traditional areas to which JHL may allocate a portion of capital and/or exposure include distressed debt (bonds or loans) and credit default swaps. The implementation of any credit strategy includes attention to the liquidity as well as the implied leverage of the perceived opportunity.

JHL engages in short selling based on company-specific research. Short positions are also utilized to hedge or pair against specific risks in the long portfolio, and shorts may also be used to express a negative sector view. A short candidate might be a company with a deteriorating financial condition or with a competitive or structural challenge not yet fully reflected in the market. If JHL makes a short investment to hedge a risk in the long portfolio, it is typically because JHL believes that isolating this risk or making a particular pairing enhances the long-term value of the portfolio (rather than hedging simply as a means of reducing near-term volatility). JHL typically

avoids “valuation” shorts and instead seeks to find situations in which near-term catalysts and/or structural flaws will drive a decrease in the price of a security.

With respect to the Skylander Funds, JHL will seek to establish short positions, via corporate bonds or derivatives, in corporate credits that it believes are likely to generate asymmetric gains if a “covered event” occurs due to the financial situation of the issuer in question. In attempting to identify individual names to include in the portfolio, JHL will take into consideration a variety of factors. For example, JHL may look for issuers it believes are:

- Over-leveraged;
- Facing a material amount of debt maturing in the near term (2015–2017);
- Having significant amounts of secured debt outstanding;
- Encountering revenue declines and reduced demand due to outdated products and/or changes in market demand;
- Facing industry headwinds, including overcapacity or challenges from emerging technology; and
- Highly cyclical and are entering into what JHL identifies as a likely prolonged adverse market cycle.

JHL will attempt to diversify the expected duration of various positions so as not to over-concentrate the risk of the market condition prevailing at any given time. The portfolio may contain primarily longer-term positions, but there will be a number of shorter-term investments as well, and as the Fund matures the average duration of its positions is likely to shorten.

The Skylander Fund portfolio will be concentrated in investment assets issued by United States issuers and traded primarily in the United States. However, occasionally, JHL may identify a position that — despite being in Europe or another market — it believes will contribute to the Fund’s potential to generate asymmetric returns as a result of “covered events” in the U.S. market.

#### Investment Decision Authority

Only the Managing Member is authorized to make investment decisions on behalf of the Funds.

#### Risks

All investing involves a risk of loss that investors should be prepared to bear. JHL cannot give any guarantee that it will achieve an investor’s investment objectives or that investors will receive a return on their investment. The past performance of speculative trading strategies, such as those implemented by JHL, is not necessarily indicative of future results. Further, there are no material limitations on the strategies that JHL may apply, and no assurance as to which strategies may be applied at any one time. Investors should refer to the offering memoranda for detailed disclosures that specifically address the risks of each Fund’s investment strategies, methods of analysis, and/or particular types of securities recommended.

Below is a summary of potentially material risks for the significant investment strategies and methods of analysis used by JHL, and particular types of securities recommended by JHL. This

list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in any investment in the Funds, including the general business and regulatory risk of investment in private investment funds, operational risks, general market risks, general credit risks, liquidity risks, or other risks.

- *Opportunistic Investing* — JHL trades opportunistically on behalf of the Funds. Opportunistic investing can be subject to more inconsistent performance than more systematic strategies as well as greater risk of subjective misjudgment.
- *Dependence on Key Individual* — JHL is dependent on the continuing service and active investment efforts of the Managing Member.
- *Event-Driven Investing* — JHL may invest in positions whose profitability depends on the result of some significant corporate event (for example, a merger, tender offer, exchange offer, spin-off, or liquidation). Corporate events are affected by numerous factors — including not only market movements but also regulatory intervention, shareholders' consent, and changes in interest rates and economic outlook — that can have a particularly adverse effect on even the most apparently safe risk arbitrage investments. The risk of non-consummation in such transactions is high, and unexpected outcomes can lead to substantial losses.
- *Limited Liquidity* — An investment in a Fund provides limited liquidity since interests or shares are not freely transferable and generally an investor has limited withdrawal rights. The Funds may also suspend the redemption rights of investors. An investment in a Fund is suitable only for sophisticated investors that do not require immediate liquidity.
- *Directional Trading* — Certain of the positions taken by JHL are designed to profit from forecasting absolute price movements in a particular instrument. Predicting future prices is inherently uncertain and the losses incurred, if the market moves against a position, will often not be hedged. The speculative aspect of attempting to predict absolute price movements is generally perceived to exceed that involved in attempting to predict relative price fluctuations.
- *Relative Value Strategies* — The success of JHL's relative value trading is dependent on its ability to exploit relative mispricings among interrelated instruments. Although relative value positions are considered to have a lower risk profile than directional trades, as the former attempt to exploit price differentials, as opposed to overall price movements, relative value strategies are not without risk. Mispricings, even if correctly identified, may not converge within the time frame within which the Funds maintain their positions. Even pure "riskless" arbitrage — which is rare — can result in significant losses if the arbitrage cannot be sustained (due, for example, to margin calls) until expiration. JHL's relative value strategies are subject to the risks of disruptions in historical price relationships, the restricted availability of credit, and the obsolescence or inaccuracy of any third-party valuation models. Market disruptions may also force JHL to close out one or more positions. Such disruptions have in the past resulted in substantial losses for private investment funds employing relative value strategies.

- *Credit Strategies* — JHL invests in the credit markets, attempting to take advantage of undervalued securities as well as relative mispricings. The identification of attractive investment opportunities in disrupted credit markets is difficult and involves a significant degree of uncertainty. The credit markets are, in general, highly susceptible to interest-rate movements, government interference, economic news, and investor emotion. For example, there was significant volatility in the credit markets in 2007 to 2009. During “credit squeezes” or “flights to quality” the market for credit instruments other than U.S. Treasury bills can become substantially reduced. This poses a particular risk that leveraged credit instrument positions held by alternative investment funds pursuing credit related investment strategies may need to be sold at discounts to fair value in order to meet margin calls. At the same time, dealers may correspondingly reduce the value of outstanding positions, resulting in additional margin calls as loan-to-value triggers are hit under prime brokerage and swap agreements. During the financial market crisis of 2008-2009, the market for credit instruments was so illiquid that a number of private investment funds had to sell otherwise highly desirable investments in other asset classes to meet margin calls on their credit positions.
- *Private Investments; Illiquid Investments; Designated Investments; Estimated Values* — From time to time JHL may invest in illiquid and restricted, as well as thinly-traded, instruments (including privately placed securities). Many of JHL’s longer-term investments may be made in such instruments. There is often no trading market for these investments, and JHL may only be able to reduce these positions to cash, if at all, at disadvantageous prices. JHL may be required to hold such investments despite adverse price movements. In addition, if JHL makes a short sale of an illiquid holding, it may have difficulty in covering the short sale, resulting in a potentially unlimited loss on that position.
- *Leverage* — JHL may invest on a leveraged basis, both through its borrowings and through the significant degree of leverage typically embedded in the derivative instruments in its portfolios. Losses incurred on JHL’s leveraged investments increase in direct proportion to the degree of leverage employed.
- *Volatility* — Prices of the instruments traded by JHL have been subject to periods of excessive volatility in the past, and such periods can be expected to recur. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation rates, interest rate movements, and general economic and political conditions. With respect to the Skylander Fund, JHL expects that the Fund’s net asset value will be highly volatile due to the highly volatile market value of the long-dated options and options-related instruments in which the Fund’s portfolio will be invested. No prospective investor should invest if such investor is not willing, or able as a matter of institutional policy, to accept sudden and severe fluctuations in the Fund’s net asset value. The extreme volatility of the market value of the Fund’s portfolio may result in the Fund not being able to negotiate customary terms in its brokerage and dealing agreements, as the counterparties themselves focus on the volatility of the portfolio in negotiating such terms.

- *No Formal Diversification Policies* — JHL is not restricted as to the percentage of its Fund assets that may be invested in any particular issuer, industry, instrument, market, or strategy. Such concentration increases both the risk and the illiquidity of the portfolios. JHL does not and will not maintain any fixed requirements for diversifying its portfolios among issuers, industries, instruments, markets, sectors, or strategies. Consequently, a loss in any concentrated position could ultimately result in significant losses to the Funds and a proportionately higher reduction in net asset value than if capital had been spread over a wide number of positions.
- *Derivatives* — JHL uses derivative financial instruments, including, without limitation, warrants, options, swaps, convertible securities, notional principal contracts, contracts for difference, forward contracts, futures contracts, and options thereon, and may use derivative techniques for hedging and other trading purposes. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance as well as of material and prolonged deviations between the theoretical and realizable value of a derivative (*i.e.*, due to nonconformance to anticipated or historical correlation patterns). These anticipated risks (and other risks that may not be anticipated) may make it difficult as well as costly to close out positions in order to either realize gains or to limit losses. Many derivatives are valued on the basis of dealers' pricing of these instruments. However, the price at which dealers value a particular derivative and the price that the same dealers would be willing to pay for such derivative may be materially different. Such differences can result in an overstatement of the Funds' net asset value and may materially adversely affect JHL in situations in which it is required to sell derivative instruments. JHL's use of derivatives and other techniques (such as short sales) for hedging purposes involves certain additional risks, including (i) imperfect correlation between movements in the asset on which the derivative is based and movements in the asset being hedged; and (ii) possible impediments to effective portfolio management or the ability to meet short-term obligations because of the percentage of JHL's assets segregated to secure its obligations under derivatives contracts. By hedging a particular position, JHL limits the potential gain from an increase in value of such position, but may not achieve a commensurate increase in risk control. Many of the derivatives traded by JHL are principal-to-principal or "over-the-counter" contracts with third parties entered into privately, rather than on an exchange. As a result, JHL is not afforded the regulatory and financial protections of an exchange or its clearinghouse (or of the government regulator that oversees such exchange and clearinghouse). In privately negotiated transactions, the negotiated price may deviate materially from fair value, particularly when there is no active market available from which to derive benchmark prices. JHL's investments in over-the-counter derivatives are subject to greater risk of counterparty default and less liquidity than exchange-traded derivatives, although exchange-traded derivatives are subject to risk of failure of the exchange on which they are traded and the clearinghouse through which they are guaranteed.
- *Credit Derivatives* — JHL purchases and sells credit derivative contracts, primarily credit default swaps, both for hedging and other purposes. The typical credit default swap contract requires the seller to pay to the buyer, in the event that a particular reference

entity experiences specified credit events, the difference between the notional amount of the contract and the value of a portfolio of securities issued by the reference entity that the buyer delivers to the seller. In return, the buyer agrees to make periodic payments equal to a fixed percentage of the notional amount of the contract. JHL may also sell credit default swaps on a basket of reference entities as part of a synthetic collateralized debt obligation transaction. Credit default swaps generally trade on the basis of theoretical pricing and valuation models, which may not accurately value such swap positions when established or when subsequently traded or unwound under actual market conditions. Credit derivatives trading is subject not only to the credit risk of the issuer of the underlying obligations to which such derivatives are referenced but also to the credit risk of the counterparty to the credit derivative transaction itself. In certain cases, the credit derivatives market is significantly less liquid than the market in the underlying debt obligations, due to the generally customized and individually negotiated terms of such derivatives. For example, from 2007 to the present, the liquidity of many credit derivatives has been substantially reduced compared to prior periods. In addition, certain governmental agencies have indicated that they intend to regulate the market in credit derivatives. It is difficult to predict the impact of any such regulation on JHL, but any regulation may be adverse to JHL (including by making JHL ineligible to be a “buyer” or “seller” of credit default swaps).

- *Restrictions on Withdrawals* — With respect to the Flagship Funds, because withdrawals are limited and interests or shares in the Funds are not freely tradable, an investment in JHL is illiquid and involves a high degree of risk. Irrespective of the success or failure of the Flagship Funds, investors’ inability to withdraw on short notice materially increases the risk of an investment because it is not possible to make withdrawals to recognize profits or mitigate losses before such profits may have been eliminated or such losses significantly accelerated. In fact, under certain circumstances, JHL may postpone investors’ ability to make withdrawals, leaving investors fully exposed to the risk of the Funds’ performance for an indefinite period of time. Interests in designated investments may not be withdrawn by investors, and will remain outstanding until the designated investment is realized or returned to the general portfolio, in the discretion of the Managing Member. With respect to the Skylander Funds, investors are generally not permitted to withdraw capital in order either to recognize profits or limit losses. All investors are generally committed through the Fund’s term irrespective of changes in the Manager, the Fund, general economic conditions, and/or the investor’s own financial position.
- *Differential Withdrawal Terms* — The different withdrawal terms applicable to Class A interests or shares, Class B interests or shares, and Class C interests or shares of the Flagship Funds could have adverse consequences that may be material for certain investors from time to time. In particular, Class C interests or shares may be withdrawn on a more frequent basis than Class A interests or shares or Class B interests or shares, and Class A interests or shares may be withdrawn on a more frequent basis than Class B interests or shares. Liquidating a Fund’s assets to fund the payment of withdrawal proceeds for Classes of interests or shares with more frequent liquidity could have an

adverse effect on a Fund and investors holding interests or shares with less frequent liquidity.

- *Preferential Treatment* — Certain investors may have preferential liquidity, financial rights, co-investment rights, and/or informational rights.
- *Short Sales* — As an integral part of its trading, JHL routinely sells securities short. A short sale is effected by selling a security JHL does not own. In order to make delivery to the buyer of a security sold short, JHL must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to deliver it to the lender. JHL must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period, and may have to pay a premium to borrow the security. This obligation must, unless JHL then owns or has the right to obtain, without payment, securities identical to those sold short, be collateralized by a deposit of cash or marketable securities with the lender. Short selling is theoretically subject to an unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the securities necessary to cover the short position will be available for purchase by JHL. In addition, purchasing securities to close out a short position can itself cause the price of the relevant securities to rise further, thereby increasing any loss incurred. Furthermore, JHL may be forced to close out a short position prematurely if a counterparty from which JHL borrowed securities demands their return, resulting in a loss on what might otherwise have been a profitable position. It is impossible to predict whether the SEC or other regulators will issue additional rules with respect to short selling. Short selling is an important component of the investment strategies implemented by JHL on behalf of the Funds. If additional regulation is imposed in the future, JHL may not be able to effectively implement its investment strategies or its investment strategies may become uneconomical, which in either case could adversely affect the Funds' performance.
- *Importance of Market Judgment* — The market judgment of the Managing Member is fundamental to the strategies implemented by JHL. Strategies based on market judgment may be less disciplined and predictable than more systematic strategies.
- *Currency Exposure* — Because JHL may utilize the foreign currency markets for opportunistic investments or hedging, the Funds are exposed to currency risk.
- *Model Risk* — Certain of JHL's strategies require the use of quantitative valuation models that it has developed over time, as well as valuation models developed by third parties and made available to JHL. As market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model may become outdated or inaccurate, perhaps without JHL recognizing that fact before substantial losses are incurred. There can be no assurance that JHL will be successful in continuing to develop and maintain effective quantitative models, and the necessity of continuously updating these models demonstrates that JHL's past successful results may not be representative of its future performance. JHL's model risk extends to the valuation of a number of its less liquid as well as longer-term investments that are made on the basis

of internal JHL models, taking into account market inputs where available, and the results of any valuation analyses of independent valuation consultants retained by JHL, in the absence of any readily-determinable market values. The valuations so determined may differ materially from the value ultimately realized upon the realization of such investment.

- *No Relevant Performance* — JHL has never previously implemented the “tail risk” strategy to be implemented by the Skylander Funds, or any other form of “tail risk” strategy. The past performance of the Flagship Funds is in no respects indicative of how the Skylander Funds will perform as the Flagship Funds implement a materially different investment strategy.
- *Unusually High Risk of Loss* — An investment in the Skylander Funds involves a high degree of risk, including the risk that the entire amount invested may be lost. In fact, unlike virtually all other alternative investment funds, there is a significant chance that the Funds will incur total losses if no “covered event” occurs during the term.
- *No Assurance of Asymmetrical Gains Even if Covered Events Occur* — While JHL will structure the Skylander Fund portfolio with the objective that asymmetric gains will be generated if “covered events” occur: (i) aberrational market movements may cause options and options-related positions to experience aberrational price movements; (ii) it may not be possible to recognize gains due to market illiquidity; (iii) the price movements of single name positions taken by the Fund may be dictated by idiosyncratic, issuer-specific events rather than the macro-economic movements resulting in “covered events”; (iv) counterparties may default; and (v) “force majeure” events may intervene — all of which may cause the Fund’s positions to fail to generate such gains. Although JHL believes that the Skylander Fund portfolio should be positioned to achieve asymmetric gains if “covered events” occur, there can be no assurance that this will be the case. In this respect, even if a “covered event” occurs during the term, the Fund’s investments may not generate the expected payout if the Fund’s portfolio does not respond as planned.

#### **Item 9: Disciplinary Information**

JHL and its employees have not been involved in any legal or disciplinary events that would be material to an evaluation of JHL or its employees.

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

As discussed in Item 4, JHL has a strategic relationship with RJHL, the initial strategic investor in the Flagship Onshore Fund that has a minority equity interest in JHL. RJHL committed the initial investment capital to the Flagship Onshore Fund at launch on August 1, 2006. RJHL receives preferential fee terms.

JHL is operated independently of the management of RJHL. RJHL is not liable to third parties for the actions of the Managing Member or JHL. RJHL has no association with or responsibility for the operation of the Funds.



JHL provides investment advice to the Funds. The General Partners of the Funds are affiliated with JHL by common ownership (as described above, JHL Capital Group Master Fund GP Ltd. serves as the general partner to the Flagship Master Fund and JHL Skylander Master Fund GP Ltd. serves as the general partner to the Skylander Master Fund). Otherwise, JHL and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

JHL is registered with the United States Commodity Futures Trading Commission (“CFTC”) as a commodity pool operator. The Manager Member, the Managing Director, Business Development & Investor Relations, and the two Business Development & Investor Relations Associates are registered as associated persons of JHL.

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

#### Participation or Interest in Client Transactions

Consistent with a traditional master-feeder structure, the Onshore and Offshore Funds invest all of their assets in the Master Funds. JHL does not anticipate that a conflict of interest will result from these master-feeder arrangements. Each Fund’s respective offering memorandum provides additional disclosures with respect to JHL’s master-feeder arrangements.

JHL, its employees, or a related entity (collectively “Related Persons”) have committed their own capital to the Funds. Thus, although the Funds may, at times, buy or sell securities in which Related Persons have a material financial interest, the capital that Related Persons have in the Funds aligns the interests of the Funds and Related Persons, and helps to eliminate potential conflicts that may exist.

#### Code of Ethics and Personal Trading

JHL strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty, and trust. In seeking to meet these standards, JHL has adopted a Code of Ethics. The Code of Ethics requires all employees to act with competence, dignity, integrity, and in an ethical manner when interfacing with the public, current or potential investors, third-party service providers, and fellow employees. Employees must use reasonable care and exercise independent judgment when conducting investment analysis, making investment recommendations, making investment transactions, promoting JHL’s services, and engaging in other professional activities. JHL expects all employees to adhere to the highest standards with respect to any potential conflicts of interest with either the Funds or investors.

The Code of Ethics places restrictions on personal trades by employees, including that employees disclose their personal securities holdings and transactions to JHL on a periodic basis. JHL monitors employees’ investment patterns in an effort to detect potentially abusive behavior. Further, to mitigate potential conflicts of interest, JHL restricts what securities employees may transact in for their personal accounts.

The Code of Ethics includes restrictions designed to supervise the giving or receiving of gifts and entertainment, political and charitable donations, and employees' outside business activities. Policies and procedures for reporting, investigating, and treating violations are included in the Code of Ethics. The Code of Ethics also includes insider trading policies and procedures that are designed to prevent the misuse of material non-public information. JHL employees are required to certify their compliance with the Code of Ethics, including JHL's insider trading policies, on a periodic basis.

Investors or prospective investors may request a copy of the Code of Ethics by contacting JHL at the address or telephone number listed on the first page of this document.

## **Item 12: Brokerage Practices**

### Best Execution and Soft Dollars

JHL has adopted and implemented trading policies and procedures to ensure that it will place transactions with appropriate care and diligence, seek best execution, and disclose all material conflicts of interest. JHL takes reasonable steps to obtain the best possible result for the Funds when executing orders. In selecting or recommending broker-dealers for Fund transactions and determining the reasonableness of their compensation (*e.g.*, commissions), JHL takes into consideration a range of different factors that include, but may not be limited to, the following: listed bids and asks, the opportunity for price improvement, transaction costs, anonymity, liquidity, speed of execution, expertise with difficult securities, trading style and strategy, geographic location, frequency of errors, access to new issues, access to conferences, access to management meetings, and quality of research. JHL monitors the standards of execution being provided and alters its counterparty selection appropriately.

JHL may receive products or services from counterparties that, to the best of JHL's knowledge, are generally made available to all institutional clients doing business with these counterparties. Services provided to JHL by brokers may include, without limitation, proprietary or third-party research, special execution capabilities, clearance, settlement, net pricing, online pricing, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, online access to computerized data regarding clients' accounts, consultations, economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, general reports, financial strength and stability, efficiency of execution and error resolution, quotation services, the availability of stocks to borrow for short sales, referral of prospective investors, custody, recordkeeping and similar services, as well as paying for a portion of the Funds' newswire and data processing charges, quotation services, subscription fees to periodicals, and other reasonable expenses incurred by JHL in performing services on behalf of the Funds. Many of these products and services are made available to JHL on an unsolicited basis and without regard to transaction costs charged or paid by the Funds or the volume of business JHL directs to these counterparties.

JHL may have a conflict and incentive to select or recommend a broker-dealer based on its interest in receiving research, investor referrals, or other products and services as disclosed above,

rather than on the Funds' interest in receiving most favorable execution. Further, when JHL uses Fund brokerage commissions to obtain research or other products or services, JHL receives a benefit because it does not have to produce or pay for the research, products, or services.

JHL will not knowingly accept "soft dollar" services it believes are not within the "safe harbor" established by Section 28(e) of the Securities Exchange Act of 1934. JHL assesses the quality of research, products, and services received from brokers as part of its best execution review processes.

### Trading Errors

As disclosed in each Fund's respective offering memorandum, the cost of errors in the Funds' accounts will be borne by the Funds unless an error is the result of a breach of the standard of care set forth in these documents. The Funds keep any gains or losses resulting from trade errors. Investors should refer to the offering memoranda for further disclosures with respect to trade errors.

### Trade Allocation and Aggregation

JHL's policy is to allocate investments to the Funds in a fair and equitable manner over a period of time. JHL will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any Fund. JHL will have no obligation to purchase, sell, or exchange any security or financial instrument for the Funds if JHL believes in good faith at the time the investment decision is made that such transaction or investment would be unsuitable, impractical, or undesirable for any of the Funds.

In making allocation decisions, JHL generally considers the following factors, among others: the investment objectives and restrictions on the Funds; the nature and size of the investment; the relative size and cash availability of the Funds; the ability to borrow and the cost of borrowed funds; tax consequences; legal restrictions; the liquidity of the investment offered; the degree of specialization of the Funds relative to the investment offered; the possibility that an allocation may result in a small or odd lot; and other factors relevant to a particular Fund.

If JHL determines that the purchase or sale of the same security is in the best interest of the Funds, JHL may, but is not obligated to, aggregate orders in order to reduce transaction costs to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day, each participating Fund will receive the average price with transaction costs allocated pro rata based on the size of the Fund's participation in the order (or allocation in the event of a partial fill) as determined by JHL. In the event of a partial fill, allocations generally will be made pro rata based on the initial order but may be modified on a basis that JHL deems to be appropriate, including, for example, in order to avoid odd lots or de minimis allocations.

### **Item 13: Review of Accounts**

#### Portfolio Reviews

The Funds' portfolios are reviewed informally on a continuous basis by the Managing Member and JHL investment professionals. These reviews are designed to monitor and analyze transactions, positions, exposure, and investment levels. JHL holds weekly meetings as well as informal ad hoc meetings with investment professionals as necessary to discuss any applicable topics, such as investment ideas, economic developments, current events, investment strategies, and Fund holdings.

#### Reporting

JHL generally provides investors with, or with access to, the following written reports: monthly performance estimates, monthly capital account statements, monthly Performance Attribution and Exposure Summaries, quarterly letters, annual audited financial statements, and annual tax reports (if the investor is a taxable entity or individual). In certain circumstances, JHL may offer oral intra-period estimated performance and other Fund information to investors, upon request.

### **Item 14: Investor Referrals and Other Compensation**

JHL disavors the payment of any form of placement fees in the offering of the Funds. However, JHL reserves the right to pay placement and/or referral fees (both initial and ongoing) to persons who or institutions that introduce prospective investors. Investors have no obligations to pay or be allocated economically any placement and/or referral fees.

### **Item 15: Custody**

Fund assets are held in custody by unaffiliated broker-dealers or banks, but JHL is deemed to have custody of Fund assets under Rule 206(4)-2 of the Advisers Act. To comply with the Rule 206(4)-2, and to provide meaningful protection to investors, the Funds are subject to an annual financial statement audit by independent public accountants registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") and are distributed to investors within the timeframe required by Rule 206(4)-2, as detailed in the Fund offering memoranda. JHL urges investors to carefully review these statements.

### **Item 16: Investment Discretion**

JHL has full discretionary authority to manage the Funds, including authority to make decisions with respect to which investments are bought and sold. Discretionary authority is provided through the Funds' execution of an advisory agreement with JHL. Any limitations on authority are included in Fund offering memoranda, advisory agreements, other governing agreements, and/or JHL's internal compliance policies and procedures.

## **Item 17: Voting Client Securities**

JHL accepts authority to vote proxies for the Funds. JHL has adopted proxy voting policies and procedures that are designed to ensure that JHL will seek to vote proxies in a way that maximizes the value of the Funds', and ultimately the investors', assets in accordance with its fiduciary duty. Proxies are assets of the Funds that, when voted, will be voted with diligence, care, and loyalty.

JHL will vote each proxy that it receives and deems material in a manner that serves the best interest of the Funds. For example, JHL's analysis of a particular proxy might reveal that the cost of voting the proxy may exceed the expected benefit to the Funds (*e.g.*, casting a vote on a foreign security may require JHL to engage a translator or travel to a foreign country to vote in person). Also, JHL may be unable to vote securities that have been lent by a custodian.

Investors may not direct proxy voting for particular solicitations.

JHL's policies and procedures also require it to identify and address material conflicts of interest between JHL and the Funds. As necessary, when a material conflict of interest exists, JHL may engage an outside proxy voting service or consultant to make a recommendation. (*i.e.*, retain an independent third party to vote the proxy).

If class action documents are received by JHL on behalf of the Funds, the GC/CCO or Managing Member will determine whether or not the Funds should participate in, or opt-out of, any class action. The GC/CCO or Managing Member will determine if it is in the best interest of the Funds to attempt to recover monies from a class action. In the event the Funds are eligible but opt-out of participating in a class action, the GC/CCO will, to the extent practicable and possible, maintain documentation supporting JHL's basis for not participating, including any cost/benefit analysis to support the decision, if applicable. JHL utilizes an independent third-party service provider to assist with identifying potential class action recoveries. This third party is compensated based on a percentage of the proceeds recovered from all JHL class action filings. It should be noted that the Funds bear the cost (*i.e.*, receive a reduced amount of the class action proceeds) of the third-party class action recovery services. JHL credits any class action settlement proceeds received to the Funds.

Investors may obtain a copy of JHL's policies and procedures as well as information about how JHL has voted proxies or participated in class actions by contacting JHL at the address or telephone number listed on the first page of this document.

## **Item 18: Financial Information**

JHL is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the Funds, and has not been the subject of a bankruptcy petition at any time during the past ten years.