Form ADV Part 2A

J.P. Morgan Alternative Asset Management, Inc.

File No. 801-38319

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This brochure provides information about the qualifications and business practices of J.P. Morgan Alternative Asset Management, Inc. ("JPMAAM"). If you have any questions about the contents of this brochure, please contact us at (212) 648-1597. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about JPMAAM, including a copy of our Form ADV Part 1A, is also available on the SEC's website at www.adviserinfo.sec.gov.

JPMAAM is registered as an investment adviser with the SEC. Such registration does not imply a certain level of skill or training.

ITEM 2

Material Changes

There were no material changes within JPMAAM's Form ADV Part 2A (commonly referred to as the "Brochure") since the last annual update of the Brochure dated March 31, 2017. Disclosures throughout this Brochure have been re-organized and enhanced. Clients should carefully review this Brochure in its entirety.

Clients may request a copy of JPMAAM's current Brochure by contacting their client service representative or financial adviser.

Capitalized terms used in this section shall have the meanings assigned to them in the main body of the Brochure.

ITEM 3

Table of Contents

ITEM 1 - Cover Page
ITEM 2 - Material Changes 1
ITEM 3 - Table of Contents 2
ITEM 4 - Advisory Business 6
A. General Description of Advisory Firm 6
B. Description of Advisory Services 6
C. Availability of Customized Services for Individual Clients 7
D. Wrap Fee Programs 7
E. Assets Under Management 7
ITEM 5 - Fees and Compensation 8
A. Advisory Fees and Compensation 8
B. Payment of Fees 9
C. Additional Fees and Expenses 9
D. Prepayment of Fees 13
E. Additional Compensation and Conflicts of Interest 14

ITEM 6 - Performance-Based Fees and Side-by-Side Management 15
A. Performance-Based Fees 15
B. Side-by-Side Management and Potential Conflicts of Interest 15
ITEM 7 - Type of Clients 16
ITEM 8 - Methods of Analysis, Investment Strategies and Risk of Loss 17
A. Methods of Analysis and Investment Strategies 17
B. Material, Significant, or Unusual Risks Relating to Investment Strategies 21
C. Risks Associated with Particular Types of Securities 39
ITEM 9 - Disciplinary Information 41
A. Criminal or Civil Proceedings 41
B. Administrative Proceedings Before Regulatory Authorities 41
C. Self-Regulatory Organization (“SRO”) Proceedings 41
ITEM 10 - Other Financial Industry Activities and Affiliations 42
A. Broker-Dealer Registration Status 42
B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration Status 42
C. Related Persons 42
D. Material Conflicts of Interest Relating to Other Investment Advisers 47

ITEM 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading 48
A. Code of Ethics and Personal Trading 48
B. Participation or Interest in Client Transactions and Other Conflicts of Interest 49
ITEM 12 - Brokerage Practices 67
A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions 67
B. Order Aggregation 69
ITEM 13 - Review of Accounts 69
A. Frequency and Nature of Review of Client Accounts or Financial Plans 69
B. Factors Prompting Review of Client Accounts Other than a Periodic Review 69
C. Content and Frequency of Account Reports to Clients 69
ITEM 14 - Client Referrals and Other Compensation 70
A. Economic Benefits Received from Third-Parties for Providing Services to Clients 70
B. Compensation to Non-Supervised Persons for Client Referrals 70
ITEM 15 - Custody 70
ITEM 16 - Investment Discretion 71
ITEM 17 - Voting Client Securities 72
A. Policies and Procedures Relating to Voting Client Securities 72

B. No Authority to Vote Client Securities and Client Receipt of Proxies 73
ITEM 18 - Financial Information 73
A. Balance Sheet 73
B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients 74
C. Bankruptcy Filings 74
Key Terms 75

ITEM 4

Advisory Business

A. General Description of Advisory Firm

This Brochure relates to the investment advisory services offered by J.P. Morgan Alternative Asset Management, Inc. (“JPMAAM” or the “Adviser”). JPMAAM is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). JPMAAM, together with Bear Stearns Asset Management Inc., Highbridge Capital Management, LLC, J.P. Morgan Investment Management, Inc., JF International Management Inc., JPMorgan Asset Management (UK) Limited, JPMorgan Funds Limited, Security Capital Research & Management Inc., each an SEC registered investment adviser, various affiliated foreign investment advisers and the asset management division of JPMorgan Chase Bank, N.A. comprise the Asset Management ("AM"), business of J.P. Morgan Asset & Wealth Management ("JPMAWM"). J.P. Morgan Asset Management (“JPMAM”) is the marketing name for the AM businesses of JPMorgan Chase & Co. and its affiliates worldwide (“JPMC”). JPMC is a publicly traded global financial services firm.

JPMorgan Asset Management Holdings Inc., which is a subsidiary of JPMC, owns all the common stock of JPMAAM. JPMAAM was incorporated in Delaware on July 2, 1987.

B. Description of Advisory Services

JPMAAM and its "Affiliates" (as defined in Key Terms) in JPMAM provide a broad range of investment strategies to meet the diverse requirements of their clients' investment needs.

JPMAAM provides discretionary and non-discretionary investment management services to institutional and individual investors. JPMAAM acts as investment manager to various domestic and foreign private pooled investment vehicles as well as investment manager to a UCITS fund and registered investment company (each, a “Fund”), and to certain separately managed accounts (each, a “Managed Account”). It may also act as sub-adviser to certain accounts.

In its capacity as investment manager or sub-adviser, JPMAAM’s principal services consist of providing investment advice regarding the investment of the assets of each Fund or Managed Account among professionally selected investment vehicles (the

"Investment Vehicles") that are managed by portfolio managers (the "Portfolio Managers") which are selected through a due diligence process. These Portfolio Managers employ, as a group, a variety of investment techniques and strategies. To a limited extent, JPMAAM, on behalf of certain Funds and Managed Accounts, makes, or, with respect to its non-discretionary clients, may recommend direct investments ("Direct Investments") in a broad range of securities, markets and instruments other than through Investment Vehicles, including without limitation, for portfolio hedging and to temporarily adjust a Fund's or Managed Account's overall market exposure.

C. Availability of Customized Services for Individual Clients

JPMAAM typically makes or recommends investments for clients in accordance with written investment guidelines or other documentation agreed with clients in connection with an advisory mandate. Investment services may be tailored for each client's specific needs and objectives, including restrictions on investing in certain securities or types of securities. JPMAAM has established procedures and controls to monitor compliance with each client's specific investment guidelines.

Where JPMAAM is the investment adviser to a Fund, investment objectives, guidelines and any investment restrictions of the Fund generally are not tailored to the needs of individual investors in those vehicles, but rather are described in the prospectus or other relevant offering document for the vehicle.

D. Wrap Fee Programs

Not applicable.

E. Assets Under Management

As of December 31, 2017, JPMAAM had assets under management in the amounts set forth below:

Assets Under Management	U.S. Dollar Amount
Assets Managed on a Discretionary Basis	$6,151,306,905
Assets Managed on a Non-Discretionary Basis	$5,565,906,993
Total Assets Under Management	$11,717,213,898

ITEM 5

Fees and Compensation

A. Advisory Fees and Compensation

Separately Managed Accounts

Clients generally pay an investment advisory fee based on a percentage of the market value of the assets managed by the Adviser. Such fee is referred to as an "asset-based fee." To the extent permitted under the Advisers Act, the Adviser also charges performance-based compensation with respect to certain strategies and products or as otherwise agreed with specific clients. For an additional discussion of performance-based compensation, please refer to Item 6. Fees vary as a result of negotiations, discussions and/or factors that may include the particular circumstances of the client, account size, investment strategy, account servicing requirements, the size and scope of the overall relationship with the Adviser and its Affiliates or certain consultants, or as may be otherwise agreed with specific clients on a case by case basis. The Adviser may not disclose to a client the terms of another client's agreement. (Clients will indirectly pay fees to Investment Vehicles in which such clients are invested. See Item 5.C below for greater detail.)

Registered Funds

JPMorgan Funds and Other Registered Funds Sub-Advised by the Adviser

The prospectus of each U.S. or foreign registered fund (including UCITS) advised or sub-advised by the Adviser (the "Liquid Alts Funds") sets forth the applicable fees and expenses.

Unregistered Funds

With respect to unregistered private funds managed by the Adviser, the applicable fees and expenses are set forth in the relevant offering or governing documents, or in certain cases, in separate fee agreements between the Adviser and the private fund's investors.

The Adviser's fees vary depending on the type of fund, investment strategy, share class or series within a Fund. The private funds managed by the Adviser are generally subject to an asset-based fee ranging up to 1.75% annually and performance-based compensation ranging up to 15.0% of the appreciation of the fund's assets or performance in excess of a specified benchmark or preferred return threshold. (Investors in a fund will indirectly pay fees to Investment Vehicles in which such fund is invested. See Item 5.C below for greater detail.)

From time to time, a private fund may enter into "side letter" agreements with certain investors which provide for investment terms that may differ from the terms described in its offering documents. Such terms may include waivers reducing or rebating management fees and/or performance fees. JPMAAM typically will not disclose to other private fund investors the terms of any such side letter agreements.

Investors should refer to the offering documents of the relevant private fund or applicable fee agreement for further information with respect to fees.

B. Payment of Fees

Separately Managed Accounts

For Managed Accounts, the fees are either paid out of the assets of the account or from the client's other assets by the client's custodian, or as provided in the investment management agreement with the client and the Adviser or its Affiliate. The Adviser typically charges fees after services have been rendered; (i) the management fee is typically payable at the end of each calendar quarter, and (ii) the performance compensation is typically payable at the end of each calendar year, or, in each case as otherwise provided in the investment management agreement with the client.

Registered and Unregistered Funds

A description of the calculation and payment of fees payable to the Adviser is set forth in the applicable prospectus, offering or governing document or fee agreement for the relevant fund. Investors should refer to such documents for further information with respect to fees.

C. Additional Fees and Expenses

General

In addition to the advisory fees described above, clients may be subject to other fees and expenses in connection with JPMAAM's advisory services.

Transaction Charges

Certain clients, typically the Liquid Alts Funds, pay brokerage commissions, taxes, charges and other costs related to the purchase and sale of securities for such client's account. See Item 12 for additional information regarding the Adviser's brokerage practices.

Custody and Other Fees

Clients may establish a custody account under a separate agreement with a custodian bank, and the client will incur a separate custody fee for the custodian's services. The custodian may be an Affiliate of the Adviser.

If an investor's account is invested in pooled investment funds, including private funds, the investor's account generally will bear its *pro-rata* share of the expenses of the fund, including custody fees.

Common Types of Expenses Related to Advisory Services

Clients, including funds, may either directly or through allocations by the Adviser or its Affiliates bear the following expenses related to the offering, administration and operation of a client account:

(i) All organizational and offering expenses of a fund;

(ii) The costs related to the marketing of a fund to potential investors, including, the costs, fees and expenses associated with registering a fund in certain jurisdictions, distribution fees or expenses or translations of fund documents;

(iii) Fees paid and out-of-pocket expenses reimbursed to service providers selected to provide administrative services, registration and transfer agency services, operational services, treasury oversight services and all other record-keeping expenses;

(iv) Fees paid and out-of-pocket expenses reimbursed to a client's custodian;

(v) Fees and disbursements arising from the Adviser's use of legal counsel in connection with the Adviser's performance of its activities on behalf of a client, including, without limitation, preparing and updating agreements between a client and its service providers, governing documents for funds or subscription and other fund-related documents;

(vi) Expenses (including attorneys' fees and disbursements) relating to litigation, proceedings, examinations, audits or requests brought in state, federal or other courts and/or by regulatory bodies, including by any taxing authority or other governmental bodies or self-regulatory organizations;

(vii) The costs, fees or expenses incurred in threatening, making, defending, investigating or settling any claim, counterclaim, demand, action, suit or proceedings of any kind or nature (including legal and accounting fees and expenses, costs of investigation incurred in making, defending or settling any of the same), including in connection with the enforcement of clients' rights in respect of investments made;

(viii) Fees arising from the Adviser's use of independent accountants and other professional advisors in connection with the Adviser's performance of its activities on behalf of a client, including without limitation, the costs, fees and expenses associated with any independent valuation agent, the auditors and professional appraisers or other advisers in the preparation of the annual audit of the fund, the valuation of its assets and other persons associated with the preparation, printing and communication of valuations and reports to investors and any financial statements or tax returns for the fund or its investors;

(ix) The costs of directors' and officers' errors and omissions insurance and any fidelity bond;

(x) Fees and expenses of directors, general partners or managing members not affiliated with the Adviser;

(xi) The costs of organizing and conducting director and investor meetings with respect to a fund and the preparation and distribution of all investor reports and other communications with the fund's investors;

(xii) The expenses of a conflicts review board (or similar oversight governance), if established

(xiii) Fees and expenses of a fund's secretary and the costs of maintaining a fund's registered office;

(xiv) Payment of taxes and other governmental charges, including without limitation, annual regulatory registration fees,

(xv) U.S. or non-U.S. tax preparation expenses related to a fund or intermediary entity or to a client's direct or indirect investment;

(xvi) All reporting and filing expenses, including costs of compliance-related matters and regulatory filings together with the costs incurred in preparing any such submission;

(xvii) The costs of maintaining all of a fund's corporate records and books of account, including, accounting and auditing fees and disbursements;

(xviii) Any stock exchange listing fees;

(xix) Costs and expenses of borrowing, including interest expenses;

(xx) Costs and expenses of issuing, transferring and redeeming shares or interests of any class of shares or interests of a fund and paying dividends or making other distributions thereon;

(xxi) All fees paid and expenses incurred directly or indirectly related to a client's investment program, either with respect to direct investments or allocations to Investment Vehicles, (including, for the avoidance of doubt, the ongoing operating and administrative expenses of any intermediary vehicles or other funds managed by the Adviser in which a fund invests); including, without limitation:

a. asset-based fees, performance-based or incentive fees or allocations and redemption or withdrawal fees, however titled or structured;

b. all costs and expenses related to portfolio transactions and positions in Investment Vehicles for a client's account;

c. third-party (such as attorneys or other professional advisers or agents) costs, fees and expenses incurred in connection with structuring, negotiating, financing, and documenting of the acquisition, ownership or realization of investments on behalf of clients, including, with respect to investments in less liquid, private equity-like funds, seed/revenue share arrangements, co-investments and other uniquely structured investments;

d. Taxes related to direct or indirect investments on behalf of a client, including without limitation, transfer taxes and premiums, taxes withheld on non-U.S. dividends;

e. Costs, fees and expenses incurred in connection with conversion from one currency into another and any hedging or currency transactions, including such transactions hedging any foreign exchange or other risks associated with any investments or any fund;

f. Any other expenses related to a client's investment program, including without limitation, fees for data and software providers, third-party research expenses, expenses in connection with its temporary or cash management investments, brokerage commissions, interest and commitment fees on loans and debit balances, borrowing charges on securities sold short, dividends on securities sold but not yet purchased and margin fees;

(xxii) Costs and expenses incurred in connection with the liquidation of a fund or intermediary entity;

(xxiii) Any costs, fees and expenses incurred to alter or modify the structure of a fund (including in order to comply with any anticipated or applicable regulation or law or to enable the fund to operate in a more efficient manner); and

(xxiv) Any extraordinary expenses of a client, including indemnification expenses.

The foregoing examples of expenses are not exhaustive and should not be taken to be inclusive of all costs, fees and expenses. For details on fund expenses of the funds advised by an Adviser, please refer to the offering documents for the funds.

The Adviser may, in its discretion, invoice a client directly for certain out-of-pocket expenses.

Expense Allocation

From time to time, expenses will be incurred by multiple client accounts and funds. In such cases, the Adviser will allocate aggregate costs among the applicable client accounts (and, in certain cases, among the Adviser and applicable client accounts and funds) in accordance with allocation policies and procedures which are reasonably designed to allocate expenses in a fair and equitable manner. However, expense allocation decisions can involve potential conflicts of interest (e.g., an incentive to favor advisory clients that pay higher incentive fees or conflicts relating to different expense arrangements with certain advisory clients). In general, the Adviser allocates expenses related to investments made on behalf of more than one client among such clients in proportion to their respective capital invested or proposed to be invested in such investment (as reasonably determined by the Adviser acting in good faith). The Adviser or an Affiliate will in certain cases bear the allocable share, or a portion thereof, of expenses for particular clients and funds and not for others, as agreed with such clients or funds or as determined in its sole discretion, which will lead to a lower expense ratio for certain clients and funds. The Adviser may also allocate a portion of any expense to itself where a product or service is shared between the Adviser and its Affiliates on the one hand and the Adviser's client accounts and funds on the other. In these and other circumstances, the Adviser may deviate from pro rata allocation if it deems another method more appropriate based on the relative use of, or benefit from, a product or service, or other relevant factors. Nonetheless, the portion of a common expense that the Adviser allocates to a client account or fund for a particular product or service may not reflect the relative benefit derived by the relevant client account or fund in each instance. In addition, the fees and expenses applicable to advisory services, and potential conflicts related thereto are generally governed by expense policies and procedures, which have been established by the Adviser.

D. Prepayment of Fees

The Adviser charges institutional account advisory fees in arrears; such fees are not paid in advance.

E. Additional Compensation and Conflicts of Interest

The Adviser does not receive compensation for the sale of securities or other investment products.

The Adviser may enter into placement or distribution agreements with certain affiliated and non-affiliated entities. Please see Item 14 for additional information.

As part of its regular business activities, JPMC from time to time may provide services, advice or financing to (i) the Adviser's clients, (ii) Investment Vehicles in which such client accounts invest or (iii) portfolio companies in which such Investment Vehicles invest. Subject to legal or regulatory limitations, JPMC will receive customary fees and other compensation for such services, advice or financing, and such amounts will not be shared with the client accounts and funds managed by the Adviser or used to offset the Adviser's management fees.

Investment in Affiliated Funds

Certain clients managed by the Adviser indirectly invest in Investment Vehicles via intermediary funds sponsored by the Adviser, and may in the future, be invested in a mutual fund, exchange traded fund ("ETF"), collective investment trust, or other pooled investment vehicle managed by JPMAAM or its Affiliates (collectively, "JPMorgan Affiliated Funds"). The Adviser generally does not receive advisory fees from both the client's account and JPMorgan Affiliated Funds.

Depending on the type of fee arrangement with the client, the Adviser could face a conflict of interest in allocating client assets among the various investment strategies. For example, when the Adviser receives a fixed account level advisory fee in connection with client accounts it manages on behalf of an Affiliate, then the Adviser faces a conflict of interest when allocating such clients' assets because it may have an incentive to allocate to investment strategies that are more cost efficient for the Adviser.

ITEM 6

Performance-Based Fees and Side-by-Side Management

A. Performance-Based Fees

Clients of JPMAAM pay various types of fees for investment advisory services. For example, Managed Account fees may be determined on a fixed rate, sliding scale or performance basis. Most client accounts are charged fees based on a percentage of assets under management. Certain accounts are charged an incentive or performance-based compensation together with an asset-based fee. Generally, performance-based compensation is calculated on the appreciation of a client's assets or performance in excess of a specified benchmark or preferred return threshold.

B. Side-by-Side Management and Potential Conflicts of Interest

The Adviser simultaneously manages accounts that are charged performance-based fees and accounts that are charged asset-based fees. Frequently, the Adviser utilizes substantially similar investment strategies and invest 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 the Adviser based on the performance in those accounts. As a result, performance-based fee arrangements likely provide a heightened incentive for the Adviser 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, compared to a performance-based fee account, the Adviser will likely have an interest in engaging in relatively safer investments when managing accounts that pay asset-based fees. The side-by-side management of accounts that pay performance-based fees and accounts that only pay an asset-based fee creates a conflict of interest because there is an inherent incentive for the Adviser to favor accounts with the potential to receive greater fees. For example, the Adviser 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. Areas in which scarce investment opportunities may exist include investments in Investment Vehicles and direct or indirect investments in and co-investments alongside alternative investment funds.

To address these types of conflicts, JPMAAM has adopted policies and procedures pursuant to which investment opportunities will be allocated among similarly situated clients in a manner that JPMAAM believes is fair and equitable. For a detailed discussion

of how JPMAAM addresses allocation conflicts, please see Item 11.B: Conflicts Related to Allocation.

For additional information regarding the Adviser's review process please see Item 13.A.

ITEM 7

Type of Clients

The Adviser primarily provides investment advisory services to both U.S. and non-U.S. clients, including:

- Charitable and/or religious organizations
- Closed-end funds
- Corporations
- Defined contribution and defined benefit pension plans
- Endowments and foundations
- Financial Institutions
- High Net Worth Individuals
- Insurance companies
- Investment companies (including mutual funds, closed-end funds and ETFs)
- Pooled investment vehicles (private funds)
- Sovereigns and central banks
- State and local governments
- Supranational organizations
- Taft-Hartley plans
- Trusts

The Adviser also provides investment advisory services to the Wealth Management, division of JPMAWM and to J.P. Morgan Investment Management Inc. ("JPMIM").

Account Requirements

The Adviser has established minimum account requirements for certain client accounts, which vary based on the investment vehicle (separate account or fund), investment strategy and asset class. In addition, a larger minimum account balance may be required for certain types of accounts that require extensive administrative effort. Minimums are subject to waiver in the Adviser's discretion and are waived for client accounts from time to time. To open or maintain an account, clients are required to sign an investment advisory agreement with JPMAAM that stipulates the terms under which JPMAAM is authorized to act on behalf of the client to manage the assets listed in the agreement. In certain instances, JPMAAM also manages the assets of its Affiliate's clients and will receive from the Affiliate a portion of the fee or other compensation paid by the end client for such services. Under these circumstances, the client enters into an investment advisory agreement with the Affiliate and, in turn, the Affiliate appoints or delegates authority to JPMAAM.

For private investment funds offered or managed by the Adviser, U.S. investors must generally satisfy certain investor sophistication requirements, including that the client qualifies as an "accredited investor" under Rule 501(a) of Regulation D under the Securities Act of 1933, as amended, a "qualified purchaser" within the meaning of section 2(a)(51) of the Investment Company Act of 1940, as amended (the "ICA"), and a "qualified eligible person" under Rule 4.7 of the Commodity Exchange Act.

ITEM 8

Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

The Adviser utilizes different methods of analysis that are tailored for each of the investment strategies it offers its clients. Set forth below are the primary methods of analysis and investment strategies that the Adviser utilizes in formulating investment advice or managing assets.

This Item 8 includes a discussion of the primary risks associated with these investment strategies. However, it is impossible to identify all the risks associated with investing and 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 the Adviser seeks to manage accounts so that risks are appropriate to the strategy, it is often impossible or not 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 carefully read all

applicable informational materials and offering or governing documents prior to retaining the Adviser to manage an account or investing in any JPMorgan Affiliated Funds. See Item 8.B. for additional information regarding investment risks.

JPMAAM's selection or recommendation of an Investment Vehicle is based on a defined due diligence process that generally includes both qualitative and quantitative analysis of each of the Investment Vehicles and on-site visits. The qualitative evaluation includes an examination of the Investment Vehicle's investment strategy, philosophy, background of the Investment Vehicle's key personnel, and many other investment and operational considerations. The quantitative evaluation, if applicable, includes a review of the rate of return, profit/loss, and volatility of the Investment Vehicle's assets under management and a statistical analysis of the Investment Vehicle's portfolio correlation with market indices and with portfolios of existing and other prospective Investment Vehicles. To this end, JPMAAM has developed a proprietary database, and proprietary analytical programs and asset allocation models to enhance its performance evaluation capabilities. JPMAAM subscribes to databases and evaluation services to supplement its proprietary programs. JPMAAM also makes use of trade publications, industry conferences, and its knowledge of the alternative asset management industry to identify and analyze new funds. Portfolio Managers invest Investment Vehicles' and clients' assets in a wide range of instruments and markets across certain major strategies. Such instruments and markets may include, but are not limited to, U.S. and non-U.S. equities and equity-related instruments, fixed income and other debt-related instruments, currencies, commodities and derivative instruments. Direct Investments are primarily sourced through JPMAAM's relationships with the Portfolio Managers and may include, without limitation, U.S. and non-U.S. equities and equity-related instruments, restricted securities, special purpose acquisition companies, currencies, commodities, and derivative instruments and any other investments that JPMAAM may make or recommend indirectly through the Investment Vehicles.

JPMAAM's risk management approach is focused on identifying, monitoring and managing both investment and operational risks. JPMAAM's investment risk management framework is coordinated across its platform and supported by rigorous but flexible risk management tools and fluid communication. Information flowing through the risk monitoring processes is compiled in a timely manner. The insights that are formulated based on the information facilitate informed decisions in manager selection, portfolio construction and on-going risk management across JPMAAM's portfolios. At the portfolio level, JPMAAM's risk management policy is focused on understanding and managing liquidity, exposures, cross correlations, value at risk and leverage; and monitoring such risks of JPMAAM's portfolios during both normal and stressed market environments. The strategies and sub-strategies employed by Portfolio Managers and Investment Vehicles are analyzed to ensure that with the embedded risks across the portfolios are satisfactory.

Generally, a multi-manager, multi-strategy framework overlays the investment process and helps to further mitigate risk.

JPMAAM makes recommendations for all clients with respect to which it acts as investment manager, adviser or sub-adviser in accordance with the investment objectives and strategies agreed with each client. Generally, JPMAAM seeks to allocate a client's holdings among broad categories of investment strategies. The strategies currently include the six broad categories that are described generally below. JPMAAM may add, delete or modify such categories of investment strategies at its discretion.

Long/Short Equities: Portfolio Managers utilizing this strategy make long and short investments in equity securities that are deemed to be undervalued or overvalued. The Portfolio Managers may specialize in a particular industry or geography, or may allocate holdings across industries or geographies. The Portfolio Managers typically do not attempt to neutralize the amount of long and short positions (i.e., they will be net long or net short). Portfolio Managers in this strategy may employ leverage and may utilize derivatives and credit instruments.

Relative Value: Portfolio Managers utilizing this strategy attempt to capture pricing inefficiencies/differentials between related securities while trying to minimize the impact of general market movements. Different relative value strategies include convertible bond arbitrage, statistical arbitrage, pairs trading, yield curve arbitrage, volatility arbitrage, commodity relative value, and basis trading. The types of instruments traded vary considerably depending on the Portfolio Manager's particular relative value strategy. Since the typical implementation of relative value strategies attempts to capture comparatively small mispricings between securities, moderate to substantial leverage may be employed to produce attractive rates of return. In practice, the magnitude and precision of Portfolio Managers' hedging can vary substantially, generally introducing some degree of directionality and/or basis risk.

Opportunistic/Macro: Portfolio Managers utilizing this strategy invest in a wide variety of instruments using a broad range of primarily directional strategies. It is common for Portfolio Managers in this strategy to assume an aggressive risk posture relying on a combination of macro-economic models, fundamental research, and quantitative algorithms. Portfolio Managers invest across countries, markets, sectors and companies, and have the flexibility to invest in numerous financial instruments. Futures and options are often used for hedging and speculation in order to quickly position a portfolio to profit from changing markets. The use of leverage varies considerably.

Credit: Portfolio Managers utilizing this strategy may take long or short positions in corporate bonds, loans, credit derivatives, convertible bonds, asset-backed securities, equities and equity derivatives. In most cases, Portfolio Managers will take long or short

positions that reflect fundamental views on underlying credits. In some instances, Portfolio Managers may take long or short positions in instruments that reflect credit exposure to the same entity. Credit Portfolio Managers may invest in both investment grade and non-investment grade credit issuers, while also very often holding positions where the underlying exposures are to debt and equity securities of companies in financial difficulty, reorganization or bankruptcy.

Merger Arbitrage/Event Driven: Portfolio Managers utilizing this strategy invest in securities of companies involved in mergers, acquisitions, restructurings, liquidations, spin-offs, or other special situations that alter a company's financial structure or operating strategy. Portfolio Managers will have long or short positions in equities, equity derivatives, corporate bonds, loans and credit derivatives. Risk management and hedging techniques are typically employed to protect the portfolio if an anticipated event does not occur as expected or is extended. Portfolio Managers will typically employ leverage.

Portfolio Hedge: Portfolio Managers utilizing this strategy can make use of one of any number of strategies which JPMAAM views as offsetting risks inherent in other parts of the portfolio. The Adviser also intends to manage a portion of certain clients' portfolios assets directly utilizing portfolio hedge strategies. Specifically, by way of example, sub-strategies such as short selling or long volatility may be employed to hedge equity beta (profiting from declining security prices) or a short credit allocation may be used to offset long credit risk (profiting from credit spread widening). It is also conceivable that JPMAAM may utilize the Portfolio Hedge strategy to offset risks to macroeconomic factors, such as inflation, sovereign default, etc. In general, JPMAAM would seek out Portfolio Managers that add alpha over a simple benchmark return, or the inverse return of the benchmark in many cases. It is expected that the allocation to this strategy will produce returns that are negatively correlated to the rest of the portfolio and/or the broader markets, and therefore one could reasonably expect negative returns for the Portfolio Hedge strategy in periods of low volatility and/or upwardly trending markets. It should also be noted that the allocations to this strategy are generally indirect portfolio hedges and therefore may introduce some degree of basis risk to the broader portfolio.

Clients should understand that investments in the Investment Vehicles, securities and other assets involve the risk of loss. Past performance of any investment strategy is not a guarantee of future results. Clients should be prepared to bear the risk of investment losses. See Item 8.B, below, for additional information regarding investment risks.

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

The investment strategies utilized by the Adviser depend on the requirements of the client and the investment guidelines associated with the client's account. Each strategy is subject to material risks. A client's account may not achieve its objective if the Adviser's expectations regarding particular securities or markets are not met.

Set forth below are some of the material risk factors that are often associated with the investment strategies and types of investments relevant to many of the Adviser's clients. This is a summary only. The information included in this Brochure does not include every potential risk associated with each investment strategy or applicable to a particular client account. Clients should not rely solely on the descriptions provided below. Clients are urged to ask questions regarding risk factors applicable to a particular strategy or investment product, read all product-specific risk disclosures and determine whether a particular investment strategy or type of security is suitable for their account in light of their specific circumstances, investment objectives and financial situation.

In the case of Funds, the risk factors associated with the relevant Fund's investment strategy are disclosed in the prospectus, offering memorandum or other materials of such Fund. Prospective investors should carefully read the relevant offering documents and consult with their own counsel and advisers as to all matters concerning an investment in such Fund.

Certain Structural Risks Related to Portfolio Managers and Investment Vehicles

None of the Adviser's private investment funds or Investment Vehicles generally will be registered as investment companies under the Investment Company Act. Neither clients, investors nor a private investment fund (as an investor in these Investment Vehicles) will have the benefit of the protections afforded by the Investment Company Act to investors in registered investment companies.

A Portfolio Manager may use proprietary investment strategies that are not fully disclosed to the Adviser, which may involve risks under some market conditions that are not anticipated by the Adviser. The performance of a private investment fund and other clients largely depends on the success of the Adviser in selecting Portfolio Managers for clients and the allocation and reallocation of client assets among Portfolio Managers or Investment Vehicles. Past results of Portfolio Managers selected by the Adviser are not necessarily indicative of future performance. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

For the Adviser to provide reporting to clients (as well as to private investment fund investors), it must receive timely information from the Portfolio Managers or Investment Vehicles. A delay in providing this information could delay the preparation of the client's reports.

Each Portfolio Manager will receive any incentive-based allocations or fees to which it is entitled irrespective of the performance of the other Portfolio Managers (and the private investment fund, if applicable) generally. As a result, a Portfolio Manager with positive performance may receive compensation from a client, as an investor in an underlying Investment Vehicle, and indirectly from the private investment fund's investors (when applicable), even if the client's or fund investor's overall returns are negative. Investment decisions of Portfolio Managers are made independently of each other so that, at any particular time, one Investment Vehicle or Portfolio Manager may be purchasing shares of an issuer whose shares are being sold at the same time by another Investment Vehicle or Portfolio Manager. Transactions of this sort could result in the client or investor directly or indirectly incurring certain transaction costs without accomplishing any net investment result. Because the client may make additional investments in or withdrawals from Investment Vehicles only at certain times according to limitations set out in the governing documents of the Investment Vehicles, the client from time to time may have to invest some of its assets temporarily in money market securities or money market funds, among other similar types of investments.

Portfolio investments may permit or require that redemptions of interests be made in-kind. Upon its withdrawal of all or a portion of its interest in a portfolio investment, a client may receive securities that are illiquid or difficult to value. In such a case, the Adviser would seek to cause the client to dispose of these securities in a manner that it believes is in the best interests of the client.

While a client may determine to withdraw from an Investment Vehicle due to poor performance or other reasons, the client may not be able to withdraw from an Investment Vehicle except at certain designated times.

Other risks that the Adviser believes are associated with the allocation of client assets to Investment Vehicles or Portfolio Managers include, without limitation:

Dependence on the Adviser and Portfolio Managers. The Adviser invests client assets through Portfolio Managers. The Adviser will allocate a client's assets to Portfolio Managers or Investment Vehicles that the Adviser believes will generally, and in the aggregate, be managed consistent with the client's investment objectives and strategies. The Adviser does not control the Portfolio Managers or Investment Vehicles, however, and

there can be no assurances that a Portfolio Manager will manage client assets or Investment Vehicles in a manner consistent with a client's investment objectives and strategies. The success of a client will depend upon the ability of the Adviser and Portfolio Managers to develop and implement investment strategies that achieve the investment objective described in each client's investment management agreement, offering documents, or similar investment guidelines. Subjective decisions made by the Adviser and/or the Portfolio Managers may cause a client or the Investment Vehicles to incur losses or to miss profit opportunities on which it would otherwise have capitalized.

Limited Transparency. In general, the Adviser will not have access to detailed information regarding the business or operations of a Portfolio Manager or the underlying portfolios of the Investment Vehicles, and will rely in large part on the limited information provided to it by the Portfolio Manager. Although the Adviser will evaluate and monitor each Portfolio Manager based in part on the information it receives from each Portfolio Manager regarding such Portfolio Manager's investment performance, if any, operations and investment strategy, the Adviser will not have access to complete information regarding each Portfolio Manager, and may have limited means of independently verifying the information supplied to it by such Portfolio Managers. Further, a Portfolio Manager could fail to follow the agreed upon investment program, including intentional or inadvertent deviations from the investment strategy, or portfolio limitations that the Adviser anticipated the Portfolio Manager would follow or a Portfolio Manager could withhold or misrepresent information or engage in other misconduct. Fraudulent activity or unexpected changes to the investment strategies pursued by the Portfolio Managers or Investment Vehicles may adversely affect a client. Additionally, the Adviser or its Affiliates may elect not to receive certain information from a Portfolio Manager that they otherwise may have been entitled to receive, such as material, non-public information about such Portfolio Manager or an investment made thereby, in order to avoid trading restrictions for clients of the Adviser and its Affiliates, even though access to such information might have been advantageous to a particular client or clients.

Information Rights. A client may invest in one or more Investment Vehicles that are managed by Portfolio Managers in which other accounts or funds managed by the Adviser ("Other Accounts") have an interest. The Adviser may provide information relating to such Portfolio Managers and/or Investment Vehicles to such Other Accounts that is in addition to, or different from, the information contained in the routine reporting for clients and investors. Such information may consist of summary information, including performance or exposure data, and/or detailed reports prepared by the Adviser, in each case, relating to such Portfolio Managers and/or Investment Vehicles. Other Accounts may be able to make certain decisions, including redemption/withdrawal decisions with regards to such

Portfolio Managers or Investment Vehicles, taking into account such information, which decisions could have an adverse impact on such client. (The information described in this paragraph will not be generally available to investors of a private investment fund, but such information, as well as other information relating to such Portfolio Managers and/or Investment Vehicles, is available to the Adviser and will be considered by the Adviser in its management of the private investment fund.)

Investments in Affiliated Funds. The Adviser provides investment management services to several multi-manager private investment funds, some of which may follow similar investment programs. As such, these private investment funds may make investments in some of the same Investment Vehicles. To the extent that an investor is an investor in two or more of the multi-manager private investment funds managed by the Adviser, such investor may experience increased exposure to and investment concentration in certain Investment Vehicles, relative to the investment exposure and concentration the investor might otherwise experience had it instead made similar investments in other multi-manager funds not managed by the Adviser, which did not invest in those same Investment Vehicles.

Investments with Emerging Portfolio Managers. The Adviser may allocate client assets to Portfolio Managers that are in an early stage of formation or operation. This can pose a number of operational and other issues. For example, in its early stages, a Portfolio Manager may have little capital available to cover expenses and, accordingly, may have difficulty attracting qualified personnel. In addition, emerging Portfolio Managers may face competition from other investment advisers that may be more established, have a larger number of qualified management and technical personnel and benefit from a larger capital base.

Penalty for Default. An investor that defaults in any payment with respect to its capital commitment to a fund may be subject to substantial penalties, which could include for each event of default a reduction in its interest in such fund corresponding to a reduction in its capital contributions (but not below zero) by a substantial percentage.

Overlapping Investment Strategies. The Portfolio Managers will invest wholly independently of one another and may at times hold economically offsetting positions or cause clients to be concentrated in certain positions. To the extent that the Portfolio Managers do, in fact, hold economically offsetting positions, the investments of a client, considered as a whole, may not achieve any gain or loss despite incurring expenses. If a client is concentrated in a position as a result of two or more Portfolio Managers holding the same positions, the risks associated with such investments will be magnified.

Referral Activities. Affiliates of the Adviser may enter into placement agent agreements with a Portfolio Manager pursuant to which such Portfolio Manager may compensate Affiliates for referring investors to the Portfolio Manager. Such arrangements could incentivize the Adviser to retain a Portfolio Manager when it otherwise would not do so.

Risks Associated with Secondary Purchases. The Adviser may, on behalf of a client, acquire interests in Investment Vehicles on a secondary basis from third parties. While the Adviser will perform due diligence on the Investment Vehicle interests to be acquired, and the seller of such interests will be required to make representations about its ownership of such interests and the liabilities to be assumed by the client, such representations may be inaccurate or fail to disclose certain potential liabilities or other obligations incurred as a result of the ownership or holding of such interests by the seller. As a result, the client may incur liabilities to which it would not otherwise be exposed if the client had subscribed directly for interests in an Investment Vehicle.

Limited Capacity of Investment Vehicles. The Investment Vehicles in which a client may wish to invest may not have unlimited capacity to accept additional investments. Accordingly, a client may not have the opportunity to invest in Investment Vehicles that are suitable for a client, which may have a material adverse effect on a client.

Risk of Litigation. Each Investment Vehicle, as an independent legal entity, and/or a client could be subject to lawsuits or proceedings by government entities and private parties. For example, a Portfolio Manager may accumulate substantial positions in the securities of a specific company and engage in a proxy fight, become involved in litigation or attempt to gain control of the company. Under such circumstances, an Investment Vehicle and/or the client could conceivably be named as a defendant in a lawsuit or regulatory action.

Limited Rights Against Portfolio Managers. Constitutive agreements of Investment Vehicles typically include broad exculpation and indemnification provisions for the benefit of their Portfolio Managers and related investment management and other personnel. These provisions will limit the right of the Adviser or a client to maintain an action against such indemnified persons to recover losses or costs incurred by the client as a result of actions or failures to act of any Portfolio Manager or other indemnified person.

Limited Liquidity. Typically, investment in the Adviser's private investment funds as well as investment in any of the Investment Vehicles provides limited liquidity since the interests of the funds will be subject to notice periods and redemption provisions (including imposing

lock-up periods during which time no redemptions or withdrawals may be made, assessing fees for withdrawals or limiting liquidity with respect to the client's interest in side pocket investments or in "slow pay" investments (please see, "Trading in Securities and Other Investment may be Illiquid" below)) and will not be freely transferable. Investments in certain Investment Vehicles may only be redeemed on the realization of their investments. The liquidity of interests in funds may adversely affect a client if the client were to sell or redeem interests in such fund at an inopportune time.

The Adviser's private investment funds and the Investment Vehicles, in general, have the power to make redemption payments in-kind. The risk of a decline in the value of the assets paid out in-kind in the period from the relevant redemption date to the date upon which such assets are distributed to the redeeming investor or client and the risk of any loss or delay in liquidating such securities, will be borne by the redeeming investor or client.

Estimates. In most cases, the Adviser will have limited ability to assess the accuracy of the valuations received from a Portfolio Manager. Furthermore, the net asset values received by the Adviser from such Portfolio Manager prior to the calculation of the final net asset values will typically be estimates only, subject to revision through the end of each Investment Vehicle's annual audit. Revisions to a client's gain and loss calculations will be an ongoing process, and no net capital appreciation or depreciation figure can be considered final until the Investment Vehicles' annual audits are completed.

Valuation. As the Adviser anticipates that market prices will not be readily available for most Investment Vehicles in which a client invests, the Adviser's valuation procedures provide that the fair value of the client's investments in Investment Vehicles ordinarily will be the value determined for each Investment Vehicle in accordance with the Investment Vehicle's valuation policies and provided to the client by the Investment Vehicle's Portfolio Manager or administrator. Although the Adviser and, if applicable, the client's board of directors, will review the valuation procedures used by the Portfolio Managers, the Adviser and the board of directors will have limited means of independently verifying valuations of the Investment Vehicles provided to the client. It is possible that different Investment Vehicles may value the same assets differently because of their different policies and procedures. Weaknesses or differences in the valuation policies or procedures of Investment Vehicles or their Portfolio Managers and administrators could have a material impact on such Investment Vehicles' performance and, accordingly, the performance of a client. In calculating its net assets, although the Adviser will review other relevant factors, the Adviser will rely significantly on values of Investment Vehicles that are reported by the Investment Vehicles themselves. The Adviser may not have information about the

securities in which an Investment Vehicle invests or their valuation from such Investment Vehicle's Portfolio Manager.

Dilution. If a Portfolio Manager limits the amount of capital that may be contributed to an Investment Vehicle by a Fund, additional sales of interests of the Fund will dilute the participation of existing investors in such Fund in the returns from the Investment Vehicle.

Fees and Expenses of Investment Vehicles. If investing in the Investment Vehicles through an Adviser's private investment fund, investors will bear a portion of the asset-based fee and performance-based compensation as well as other expenses of the private investment fund, and also indirectly bear a portion of the asset-based fees, incentive allocations or fees and other expenses borne by the private investment fund as an investor in the Investment Vehicles. An investor in the private investment fund meeting the eligibility conditions imposed by the Investment Vehicles, including minimum initial investment requirements that may be substantially higher than those imposed by the private investment fund, could invest directly in the Investment Vehicles.

Turnover. Certain investment activities of Portfolio Managers may be based on short-term market considerations. The turnover rate with respect to portfolio investments may be significant, potentially involving substantial brokerage commissions and fees. A client will have no control over this turnover. In addition, the withdrawal of the client from an Investment Vehicle could involve expenses to the client under the terms of the client's investment.

Investments in Non-Voting Stock. For regulatory reasons, a client may need to limit the amount of voting securities it holds in any particular Investment Vehicle, and may as a result hold non-voting securities in a particular Investment Vehicle. To the extent a client holds non-voting securities of an Investment Vehicle, it will not be able to vote on matters that require the approval of the investors in the Investment Vehicle. This restriction could diminish the influence of the client in an Investment Vehicle and adversely affect its investment in the Investment Vehicle, which could result in unpredictable and potentially adverse effects on clients and/or a client's investors.

Managed Account Allocations. The Adviser may place assets with a Portfolio Manager by opening a discretionary managed account rather than investing in Investment Vehicles. A managed account may be structured as a dedicated vehicle in which the Adviser's clients will be the sole passive investors. A managed account may provide for a capital commitment by clients to be funded over the course of a lengthy investment period and

may have limitations on withdrawal of capital or termination of a managed account arrangement.

Compensation Arrangements with the Adviser and Portfolio Managers. Each Portfolio Manager may receive a performance or incentive allocation or fee generally equal to 15% to 25% of the annual capital appreciation in the Investment Vehicle that it manages, in some instances subject to a hurdle and/or a "high water mark" or loss recovery mechanism. The Adviser may also receive performance compensation. These fees and allocations may create an incentive for the Portfolio Managers or the Adviser to make investments that are riskier or more speculative than those that might have been made in the absence of the performance or incentive fee or allocation. In addition, any performance fee generally will be calculated on a basis that includes realized and unrealized appreciation of assets, and may be greater than if it were based solely on realized gains. The existence of a Portfolio Manager's performance or incentive allocation or fee, together with the fact that any management fee payable to a Portfolio Manager would generally be calculated as a percentage of an Investment Vehicle's net asset value, creates a potential conflict of interest for a Portfolio Manager in determining whether, and for how long, to categorize an Investment Vehicle investment as a side pocket investment (please see, "Trading in Securities and Other Investment may be Illiquid" below) and in valuing Investment Vehicle investments that are not readily marketable.

Regulatory and Tax Considerations. Clients may be subject to laws, rules and regulations which may regulate their engaging directly, or indirectly through an investment in an Investment Vehicle, in investment strategies of the type which the Portfolio Managers may utilize from time to time (e.g., short sales of securities and the use of futures, leverage and limited diversification). Further, legal, tax and regulatory changes could occur that may adversely affect clients or the Investment Vehicles. In addition, the tax treatment of certain investments made on behalf of clients may be subject to challenge by taxing authorities, including challenges by the U.S. Internal Revenue Service (the "IRS"). If a taxing authority challenges such a position and is successful, there may be substantial retroactive taxes, plus interest and possibly penalties.

Income from instruments held by clients or the Investment Vehicles may be subject to withholding tax. Clients and/or the Investment Vehicles may not be able to recover such withheld tax and so any such charge would have an adverse effect on the net asset value of a client's portfolio, which could be material.

Differential Strategy. Unlike the private funds or accounts Portfolio Managers manage, the Liquid Alts Funds are subject to daily inflows and outflows of investor cash and are

subject to certain legal and tax-related restrictions on their investments and operations. Due to the daily inflows and outflows of investor cash, these Portfolio Managers may need to keep more assets in cash and cash equivalents than they do for the similar funds or accounts they manage and legal and tax-related restrictions on investments may limit the investments these Portfolio Managers can make when compared to the similar funds or accounts they manage, each of which could cause the return of the Liquid Alts Funds to be less than that of the similar funds or accounts the Portfolio Manager manages. In addition, based on various business, regulatory and other considerations, a Portfolio Manager may choose to pursue an investment strategy for the Liquid Alts Funds which differs from the investment strategies pursued by the other funds or accounts managed by such Portfolio Manager. This could lead to the Liquid Alts Funds' performance deviating materially from those of the other funds and accounts and managed by the same Portfolio Managers. An investor should be aware that an investment in the Liquid Alts Funds is not the same as an investment in Investment Vehicles managed by such Portfolio Managers. In addition, a Portfolio Manager managing a Liquid Alts Fund pursuant to a similar strategy to its other private funds and accounts may face certain conflicts of interest with respect to trading and allocation of investment opportunities given the different fee structures associated with these products.

General Portfolio Risks

Investment and Trading Risks in General. While the Adviser believes that investments in Investment Vehicles or with Portfolio Managers that implement the investment strategies described in this Brochure may offer the opportunity for significant gains, such investments involve a high degree of business and financial risks that can result in substantial losses. All investments made for clients risk the loss of capital. Although the Adviser will attempt to moderate these risks, no assurance can be given that the investment activities will be successful or that clients will not suffer losses. Portfolio Managers may invest in, and actively trade, securities and other financial instruments using strategies and investment techniques that are often highly specialized and with significant risk characteristics, including risks arising from the volatility of the equity, fixed income, commodity and currency markets, the risks of short sales, the risks arising from leverage associated with trading in the equities, fixed income, commodities, currencies and over-the-counter ("OTC") derivatives markets, the potential illiquidity of derivative instruments, the risk of loss of counterparty defaults and the risk of borrowing to meet redemption requests. Portfolio Managers may utilize investment techniques such as margin transactions, short sales, option transactions and forward and futures contracts, which practices can, in certain circumstances, maximize the adverse impact to which the assets of the clients may be subject. To the extent that the portfolio of an Investment Vehicle is concentrated in

securities of a single issuer or issuers in a single industry, the risk of any investment decision made by its Portfolio Manager is increased.

PAST RESULTS OF PORTFOLIO MANAGERS SELECTED BY THE INVESTMENT MANAGER ARE NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. NO ASSURANCE CAN BE MADE THAT PROFITS WILL BE ACHIEVED OR THAT SUBSTANTIAL LOSSES WILL NOT BE INCURRED.

Non-U.S. Securities. Portfolio Managers may invest in securities of non-U.S. issuers and in depositary receipts or shares (of both a sponsored and non-sponsored nature), such as American Depositary Receipts, American Depositary Shares, Global Depositary Receipts or Global Depositary Shares, which represent indirect interests in securities of non-U.S. issuers. Sponsored depositary receipts are typically created jointly by a foreign private issuer and a depositary. Non-sponsored depositary receipts are created without the active participation of the foreign private issuer of the deposited securities. As a result, non-sponsored depositary receipts may be viewed as riskier than depositary receipts of a sponsored nature. Non-U.S. securities in which Portfolio Managers may invest may be listed on non-U.S. securities exchanges or traded in non-U.S. OTC markets. Investments in non-U.S. securities are subject to risks generally viewed as not present in the United States. These risks include: varying custody, brokerage and settlement practices; difficulty in pricing of securities; less public information about issuers of non-U.S. securities; less governmental regulation and supervision over the issuance and trading of securities than in the United States; the lack of availability of financial information regarding a non-U.S. issuer or the difficulty of interpreting financial information prepared under non-U.S. accounting standards; less liquidity and more volatility in non-U.S. securities markets; the possibility of expropriation or nationalization; the imposition of withholding, confiscatory and other taxes; adverse political, social or diplomatic developments; limitations on the movement of funds or other assets between different countries; difficulties in invoking legal process abroad and enforcing contractual obligations; and the difficulty of assessing economic trends in non-U.S. countries. Moreover, governmental issuers of non-U.S. securities may be unwilling to repay principal and interest due, and may require that the conditions for payment be renegotiated. Investment in non-U.S. countries typically also involves higher brokerage and custodial expenses than does investment in U.S. securities. In addition, accounting and financial reporting standards that prevail in certain non-U.S. countries generally are not equivalent to standards in the United States and, consequently, less information is available to investors in companies located in these countries than is available to investors in U.S. companies. There is also less regulation, generally, of the securities markets in non-U.S. jurisdictions than there is in the United States.

Other risks of investing in non-U.S. securities include changes in currency exchange rates (in the case of securities that are not denominated in U.S. Dollars) and currency exchange control regulations or other non-U.S. or U.S. laws or restrictions, or devaluations of non-U.S. currencies. *See "Currency" below*. A Fund or an Investment Vehicle may also incur costs in connection with conversion between various currencies.

The risks associated with investing in non-U.S. securities may be greater with respect to those issued by companies located in emerging industrialized or less developed countries. Risks particularly relevant to emerging markets may include higher dependence on exports and the corresponding importance of international trade, greater risk of inflation, greater controls on foreign investment and limitations on repatriation of invested capital, increased likelihood of governmental involvement in and control over the economies, governmental decisions to cease support of economic reform programs or to impose centrally planned economies, and less developed corporate laws regarding fiduciary duties of officers and directors and protection of investors.

Currency. Portfolio Managers may invest in debt and equity securities denominated in various currencies and in other financial instruments, the price of which is determined with reference to such currencies. To minimize the currency exchange risks on client's U.S. Dollar investment positions, the Adviser may use, for the account of Non-USD denominated client assets, hedging techniques in an effort to reduce the effect of exchange rate movements. To the extent un-hedged, the value of a client portfolio or an Investment Vehicle's assets denominated in non-U.S. currencies will fluctuate with U.S. Dollar exchange rates, as well as the price changes of the client portfolio or Investment Vehicle's investments in the various local markets and currencies. Thus, an increase in the value of the U.S. Dollar compared to the other currencies in which the client portfolio or Investment Vehicle makes its investments will reduce the effect of increases and magnify the U.S. Dollar equivalent of the effect of decreases in the prices of the client portfolio or Investment Vehicle's securities in their local markets. Conversely, a decrease in the value of the U.S. Dollar will have the opposite effect on the client portfolio or Investment Vehicle's non-U.S. Dollar securities. Furthermore, in certain circumstances where the U.S. Dollar depreciates significantly relative to the currency of Non-USD denominated client assets, a client may be subject to a performance fee when the returns realized to such client in the currency of such client's Non-USD denominated client assets are negative. The Adviser or a Portfolio Manager may intend, in some circumstances, to utilize forward currency contracts and options to hedge against currency fluctuations, but neither the Adviser nor Portfolio Managers is required to hedge and there can be no assurances that such hedging transactions, even if undertaken, will be effective. The use of currency transactions can result in client portfolios or an Investment Vehicles incurring

losses as a result of a number of factors including the imposition of exchange controls, suspension of settlements, or the inability to deliver or receive a specified currency.

Concentration of Investments; Non-diversified Portfolios. Portfolio Managers may target or concentrate their investments in particular markets, sectors or industries. Client portfolios or Investment Vehicles also may be considered to be non-diversified and invest without limit in a single issuer. As a result of any such concentration of investments or non-diversified portfolios, the portfolios of such clients or Investment Vehicles are subject to greater volatility than if they had non-concentrated and diversified portfolios. Client portfolios or Investment Vehicles that are concentrated in a specific industry or sector may be subject to additional risks with respect to those investments, which risks may include, but not be limited to, rapid obsolescence of technology, sensitivity to regulatory changes, minimal barriers to entry, and sensitivity to overall market swings.

Investments Are Leveraged. Portfolio Managers may buy and sell securities on margin, increasing the volatility of a client's investments. Trading securities on margin, unlike trading in futures (which also involves margin), will result in interest charges and, depending on the amount of trading activity, such charges could be substantial. The low margin deposits normally required in futures and forward trading permit a high degree of leverage; accordingly, a relatively small price movement in a futures contract may result in immediate and substantial losses to a client's portfolio. Irrespective of the risk control objectives of the Adviser's multi-asset, multi-manager approach, such a high degree of leverage necessarily entails a high degree of risk. The banks and dealers that provide financing to a Portfolio Manager can apply essentially discretionary margin, haircut, financing and collateral valuation policies. Changes by banks and dealers in any of the foregoing may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices. Money borrowed for leveraging will be subject to interest costs that may or may not be recovered by a return on the securities purchased. Funds or Investment Vehicles may be required to maintain minimum average balances in connection with their borrowings or to pay a commitment or other fee to maintain a line of credit; either of these requirements would increase the cost of borrowing over the stated interest rate. There can be no assurance that a Portfolio Manager will be able to secure or maintain adequate financing, without which a particular Investment Vehicle in which a client has invested may not continue to be viable.

In seeking "leveraged" market exposure in certain investments and in attempting to increase overall returns, a Portfolio Manager may purchase options and other synthetic instruments that involve significant economic leverage and may, in some cases, involve significant risks of loss.

Competition for Investment Opportunities. There is currently, and will likely continue to be, competition for investment opportunities by investment vehicles, strategic investors and others with investment objectives and strategies identical or similar to the Adviser's or the Investment Vehicles. Some of these competitors may have more relevant experience, greater financial, technical, marketing and other resources, more personnel, higher risk tolerances, different risk assessments, lower return thresholds, lower cost of capital and access to funding sources unavailable to the Adviser or an Investment Vehicle and a greater ability to achieve synergistic cost savings in respect of an investment than the Adviser, a Portfolio Manager or an Investment Vehicle. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available to the Adviser or an Investment Vehicle and adversely affecting the terms, including pricing, upon which portfolio investments can be made. To the extent that the Adviser or an Investment Vehicle encounters competition for investments, returns to its investors may decrease. There can be no assurance that any of the Adviser, Portfolio Managers or Investment Vehicles will be able to identify or consummate investments that satisfy return objectives or realize values.

Trading in Securities and Other Investments May Be Illiquid. Certain investment positions in which an Investment Vehicle has an interest may be illiquid. Portfolio Managers may invest in restricted or non-publicly traded securities and securities on foreign exchanges, which could prevent Portfolio Managers from promptly liquidating unfavorable positions, subject clients or the Investment Vehicle to substantial losses and/or impair the ability of an Investment Vehicle to distribute redemption proceeds to clients in a timely manner. Because Investment Vehicles may not be able to readily dispose of such financial instruments and, in some cases, may be contractually prohibited from disposing of such financial instruments for a specified period of time, Investment Vehicles may be forced to sell their more liquid positions at a disadvantageous time, resulting in a greater percentage of the portfolio consisting of illiquid securities. In addition, the market prices, if any, for such illiquid financial instruments tend to be volatile, and Investment Vehicles may not be able to sell them when they desire to do so or to realize what they perceive to be their fair value in the event of a sale. The sale of illiquid securities also often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the OTC markets. Furthermore, there may be limited information available about the assets of such issuers of the financial instruments which may make valuation of such financial instruments difficult or uncertain. It also should be noted that, even those markets which the Portfolio Managers expect to be liquid can experience periods, possibly extended periods, of illiquidity.

"Side pockets" may be created by an Investment Vehicle in order to accommodate illiquid investments prior to the time when they are either sold or become readily marketable. If a side pocket is created, an allocable portion of the interests held by investors in the Investment Vehicle, including clients, typically will be converted at net asset value to a separate class of interest in such Investment Vehicle corresponding to the underlying investment in the side pocket. Side pocket investments will generally be carried on the books of the Investment Vehicles at fair value (which may be cost) as determined by the Portfolio Managers. There is no guarantee that fair value will represent the value that will be realized by the Investment Vehicle on the eventual disposition of the side pocket investment or that would, in fact, be realized upon its immediate disposition. If a client were to redeem its interest in an Investment Vehicle that makes side pocket investments, the client would typically remain exposed to the risk of loss on its indirect interest in any side pocket until such investments were realized or deemed realized. Management fees, performance fees and other expenses of the Investment Vehicle would typically continue to accrue until the side pocket investment is realized or deemed realized. If the proceeds from the disposition of a side pocket investment were insufficient to cover any accrued expenses, such accrued expenses might be borne disproportionately by other investors in such Investment Vehicle, including clients. Upon complete redemption or withdrawal from an Investment Vehicle, distribution of amounts attributable to side pockets may be postponed pending the realization of such investment or the date when they become readily marketable and this may delay the time at which a client would receive redemption proceeds.

"Slow pay" mechanisms are sometimes created by Investment Vehicles in order to avoid the need to liquidate certain positions as a result of redemption requests (such as positions pertaining to a Portfolio Manager's activist campaign or positions the sale of which will result in short swing profit disgorgement). The positions attributable to the "slow pay" bucket are usually marked-to-market, continue to be subject to management fees by the applicable Investment Vehicle and are subject to performance-based compensation at their realization. Such positions (and therefore the exposure thereof) may be held in a "slow pay" bucket for a long period of time.

When registration is required to sell a security, an Investment Vehicle may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time it may be permitted to sell a security under an effective registration statement. If adverse market conditions developed during this period, an Investment Vehicle might obtain a less favorable price than the price that prevailed when it decided to sell. Investment Vehicles may be unable to sell restricted and other illiquid securities at the most opportune times or at prices approximating the value at which they

purchased the securities. Restricted securities are securities that may not be sold to the public without an effective registration statement under the Securities Act or that may be sold only in a privately negotiated transaction or pursuant to an exemption from registration.

Derivatives - Generally. The Adviser or Portfolio Managers may invest in, or enter into, derivatives or derivatives transactions ("derivatives"). Derivatives are financial instruments that derive their performance, at least in part, from the performance of one or more underlying assets, indices or other benchmarks. Derivatives can be volatile and involve various types and degrees of risk, depending upon the characteristics of a particular derivative and the portfolio of the client or Investment Vehicle as a whole. Derivatives permit a Portfolio Manager or the Adviser to increase or decrease the level of risk of an investment portfolio, or change the character of the risk, to which an investment portfolio is exposed in much the same way as the manager can increase or decrease the level of risk, or change the character of the risk, of an investment portfolio by making investments in specific securities or other assets. Derivatives may entail significant investment exposures that could have a large potential effect on performance and may result in losses that are in excess of the amount invested. Derivatives may be entered into on an exchange or on an OTC basis. OTC derivatives are less heavily regulated than exchange-traded derivatives. The use of derivatives may include swaps (including, without limitation, equity swaps (including equity index swaps), interest rate swaps, currency swaps and credit default swaps (including credit default swap index swaps)), options, forward contracts, and futures contracts, including, without limitation, those derivatives designed to replicate the performance of a particular Investment Vehicle, an index or to adjust market or risk exposure.

If the Adviser or a Portfolio Manager invests in derivatives at inopportune times or incorrectly judges market conditions, the investments may lower the return of a client portfolio or Investment Vehicle or result in a loss. A client portfolio or Investment Vehicle also could experience losses if derivatives are poorly correlated with its other investments, or if it is unable to liquidate the position because of an illiquid secondary market. The market for many derivatives is, or suddenly can become, illiquid. Additionally, position limits imposed by various regulators, self-regulatory organizations or trading facilities may limit a client portfolio or an Investment Vehicle's ability to effect desired trades and may prevent profitable liquidation of positions. Such changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives.

Counterparty Credit Risk – Generally. Many of the markets in which client portfolios or Investment Vehicles effect their transactions are OTC or "interdealer" markets. The

participants in these markets are typically not subject to the same credit evaluation and regulatory oversight as are members of "exchange based" markets. To the extent a client portfolio or Investment Vehicle invests in OTC transactions, it may bear credit risk with regard to parties with which it trades and also may bear the risk of settlement (or other) default. These risks may differ materially from those involved in exchange traded transactions, which generally are characterized by clearing organization guarantees, daily marking to market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from these protections, which in turn may subject a client to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract or because of a credit or liquidity problem. If a counterparty's creditworthiness declines, the value of OTC derivatives contracts with such counterparty can be expected to decline, potentially resulting in significant losses to the relevant Investment Vehicle or client portfolio. Such "counterparty risk" is increased for contracts with longer maturities when events may intervene to prevent settlement or adversely affect the creditworthiness of counterparties, or where a client portfolio or the Investment Vehicle has concentrated its transactions with a single or small group of counterparties. The ability of a client portfolio or Investment Vehicle to transact business with any one or any number of counterparties, the lack of any "foolproof" evaluation of the counterparties or their financial capabilities, and the absence of a regulated market to facilitate settlement, may increase the potential for losses by client portfolios.

Prime Brokers and Custodian. The insolvency of a prime broker or a custodian may make it difficult for a Fund or Investment Vehicle to transfer and utilize assets held with such prime broker or custodian and thus may cause severe disruption to the trading of such Investment Vehicle or Fund. This may be the case even when the assets are clearly identified as belonging to a Fund or an Investment Vehicle. Investment Vehicles' or Funds' assets may be held in one or more accounts maintained for them by their prime brokers, custodians or any sub-custodians, or at other brokers, which may be located in various jurisdictions. Such local brokers, custodians and sub-custodians, as brokerage firms or commercial banks, are subject to laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Funds' or Investment Vehicles' assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a prime broker, a custodian or any sub-custodian, agents or their affiliates, it is impossible to generalize about the effect of insolvency on a Fund, an Investment Vehicle

and its respective assets. Investors should assume that the insolvency of any Fund's or Investment Vehicle's prime brokers, custodians, sub-custodians or other service providers would result in a loss to such Fund or Investment Vehicle, which could be material.

Finally, there can be no assurance that Portfolio Managers or the Investment Vehicles (or their prime brokers or custodians) will comply with all applicable laws and that assets entrusted to the Portfolio Managers will be protected.

Dependence on Key Personnel of Portfolio Companies. The profitability of an Investment Vehicle or client portfolio may depend in large part on the performance of key management personnel of the issuers in which it invests ("Portfolio Companies"). Such Portfolio Companies may suffer from (a) poor performance or the loss of key personnel and (b) difficulties in identifying and retaining appropriate management of Portfolio Companies, even if the Portfolio Manager or Adviser has the power to appoint directors or select management, due to its significant minority or controlling interests in Portfolio Companies. Although the Adviser expects that each Portfolio Manager will generally diversify its investments among a number of Portfolio Companies, poor performance or the loss of key management personnel of any one Portfolio Company could have a serious negative effect on the applicable client portfolio or Investment Vehicle's profitability.

Regulatory Risk. Pending and ongoing regulatory reform may have a significant impact on JPMAAM's investment advisory business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank"), as amended, added Section 13 to the Bank Holding Company Act of 1956 (the "BHCA") and its implementing regulations (together the "Volcker Rule") under which a "banking entity" (including JPMIM and its Affiliates) is restricted from acquiring or retaining an equity, partnership or other ownership interest in, or sponsoring, a "covered fund" (which is defined to include certain pooled investment vehicles) unless the investment or activity is conducted in accordance with an exclusion or exemption. The Volcker Rule's asset management exemption permits a banking entity, such as JPMAAM, to invest in or sponsor a covered fund, subject to satisfaction of certain requirements, which include, among other things, that a banking entity only hold a de minimis interest (no more than 3%) in the covered fund and that only directors and employees directly engaged in providing investment advisory or other qualifying services to the covered fund are permitted to invest. In addition, the Volcker Rule generally prohibits a banking entity from engaging in transactions that would cause it or its Affiliates to have credit exposure to a covered fund managed or advised 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, including because the restrictions could limit a covered fund from obtaining seed capital, loans or other commercial benefits from JPMAAM or its Affiliates. As a result, the Volcker Rule impacts the method by which JPMAAM seeds, invests in and operates its funds, including private equity funds and hedge funds.

Further, final regulations adopted under Dodd-Frank, relating to regulation of swaps and derivatives, will impact the manner by which JPMAAM and JPMorgan Affiliated Funds and client accounts use and trade swaps and other derivatives, and may increase the costs of derivatives trading. Similarly, JPMAAM's management of funds and accounts that use and trade swaps and derivatives may be adversely impacted by adopted changes to the Commodity Futures Trading Commission regulations. Other jurisdictions outside the United States in which JPMAAM operates are also in the process of devising, considering or implementing more pervasive regulation of many elements of the financial services industry, which could have a similar impact on JPMAAM and the broader markets.

Under the BHCA, if JPMAAM were deemed to "control" a fund managed by the Adviser, investments by such fund would be subject to limitations under the BHCA that are substantially similar to those applicable to JPMC. Such limitations would place certain restrictions on the fund's investments in non-financial companies. These restrictions would include limits on the ability of the fund to be involved in the day-to-day management of the underlying non-financial company and the limitations on the period of time that the fund could retain its investment in such company. In addition, the fund, together with interests held by JPMC, may be limited from owning or controlling, directly or indirectly, interests in third parties that exceed 5% of any class of voting securities or 25% of total equity. These limitations may have a material adverse effect on the activities of the relevant fund.

Foreign regulators have passed and it is expected that they will continue to pass legislation and changes that may affect certain clients. This includes, for example, the European Commission Directive on Alternative Investment Fund Managers ("AIFMD"), which has imposed certain requirements and restrictions on third party managers to which JPMAAM allocates client assets. The Adviser may take certain actions to limit its authority in respect of client accounts to reduce the impact of regulatory restrictions on the Adviser or its clients.

In addition, there have been legislative, tax and regulatory changes and proposed changes that may apply to the activities of the Adviser that may require legal, tax and regulatory changes, including requirements to provide additional information pertaining to a client

account to the IRS or other taxing authorities. Regulatory changes and restrictions imposed by regulators, self-regulatory organizations ("SROs") and exchanges vary from country to country and may affect the value of client investments and their ability to pursue their investment strategies. Any such rules, regulations and other changes, and any uncertainty in respect of their implementation, may result in increased costs, reduced profit margins and reduced investment and trading opportunities, all of which may negatively impact performance.

Cyber Security Risk. As the use of technology has become more prevalent in the course of business, JPMAAM has become more susceptible to operational and financial risks associated with cyber security, including: theft, loss, misuse, improper release, corruption and destruction of, or unauthorized access to, confidential or highly restricted data relating to JPMAAM and its clients, and compromises or failures to systems, networks, devices and applications relating to the operations of JPMAAM and its service providers. Cyber security risks may result in financial losses to JPMAAM and its clients; the inability of JPMAAM to transact business with its clients; delays or mistakes in materials provided to clients; the inability to process transactions with clients or other parties; violations of privacy and other laws; regulatory fines, penalties and reputational damage; and compliance and remediation costs, legal fees and other expenses. JPMAAM's service providers (including any sub-advisers, administrator, transfer agent, and custodian or their agents), financial intermediaries, companies in which client accounts and funds invest and parties with which JPMAAM engages in portfolio or other transactions also may be adversely impacted by cyber security risks in their own businesses, which could result in losses to JPMAAM or its clients. While measures have been developed which are designed to reduce the risks associated with cyber security, there is no guarantee that those measures will be effective, particularly since JPMAAM does not directly control the cyber security defenses or plans of its service providers, financial intermediaries and companies in which they invest or with which they do business.

C. Risks Associated with Particular Types of Securities

(It should be noted that where JPMAAM acts as investment manager to a registered investment company, it will be subject to the full panoply of regulations under the ICA. As such, the following 4 paragraphs may not be applicable to such registered products.)

- The Investment Vehicles generally will not be registered as investment companies under the ICA. Clients invested in Investment Vehicles will not have the protections afforded by the ICA to investors in registered investment companies.

- Although JPMAAM will receive information from each Investment Vehicle regarding investment performance and strategy, it may have limited means of independently verifying such information. An Investment Vehicle may use proprietary investment strategies that are not fully disclosed, which may involve risks under some market conditions not anticipated by JPMAAM. Clients' performance largely depends on the success of the Investment Vehicle's Portfolio Manager in selecting investments, and the allocation and reallocation of client assets among those Investment Vehicles. Past results of Portfolio Managers selected by JPMAAM are not necessarily indicative of future performance. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

- Generally, the Investment Vehicles with voluntary redemption rights provide limited liquidity since the interests of the Investment Vehicles will be subject to notice periods and redemption provisions and will not be freely transferable. JPMAAM may not be able to withdraw from an Investment Vehicle except at certain designated times, limiting the ability of JPMAAM to withdraw assets from an Investment Vehicle that may have poor performance or for other reasons. Investment Vehicles not offering voluntary redemption rights may not be redeemable until the realization or maturity of investments.

- Consequences for investors as a result of anti-money laundering legislation. The private Funds may take such action as considered necessary in relation to an investor's holding or redemption proceeds, as a result of U.S. or non U.S. relevant legislation and regulations, including but not limited to, the Cayman Islands Proceeds of Crime Law (2017 Revision), the Anti-Money Laundering Regulations (2018 Revision) and any equivalent relevant legislation (the "AML Regime"). Such actions may include, but are not limited to the following:

  The disclosure by the Funds or such other service providers or delegates of the Funds, of certain information relating to an investor to a foreign financial intelligence unit. Such information may include, without limitation, confidential information such as financial information concerning an investor's investment in a fund, and any information relating to any shareholders, principals, partners, beneficial owners (direct or indirect) or controlling persons (direct or indirect) of such investor.

  A private Fund or an Investment Vehicle in which the Fund is invested may compulsorily redeem and/or delay or hold a requested redemption (where making such redemption would, in the Fund's or Investment Vehicle's sole opinion, result in the Fund breaching the AML Regime) of any interests held by an investor. Furthermore, a Fund or an

Investment Vehicle may deduct relevant amounts so that any related costs, debts, expenses, obligations or liabilities (whether internal or external to the fund) are recovered from such investor(s) whose action or inaction (directly or indirectly) gave rise or contributed to such costs or liabilities. Failure by an investor to assist a fund in meeting its obligations pursuant to the AML Regime may therefore result in pecuniary loss to such investor. Further, due to the commingled structure of the private Funds, an investor in the Funds may be compulsorily redeemed and/or have payment of its redemption proceeds delayed or held due to the failure by another investor to meet the AML obligations of the Fund or an Investment Vehicle.

Private fund investors are urged to review the offering documents for the relevant Fund for a more detailed list of risks associated with investing in a fund of hedge funds or fund of managers structure.

See Item 8.B for a summary of the risks associated with certain types of securities and asset classes.

ITEM 9

Disciplinary Information

A. Criminal or Civil Proceedings

The Adviser has no material civil or criminal actions to report.

B. Administrative Proceedings Before Regulatory Authorities

JPMAAM 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.

C. Self-Regulatory Organization ("SRO") Proceedings

The Adviser has no material SRO disciplinary proceedings to report.

ITEM 10

Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration Status

JPMAAM is not a registered broker-dealer; however, certain of JPMAAM's management persons are registered with the Financial Industry Regulatory Authority ("FINRA") as representatives of J.P. Morgan Institutional Investments Inc. ("JPMII"), an affiliated broker-dealer, if necessary, or appropriate to perform their responsibilities.

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

JPMAAM is registered with the U.S. Commodity Futures Trading Commission (the "CFTC") as a Commodity Trading Adviser ("CTA") and Commodity Pool Operator ("CPO"). JPMAAM is also a member of the National Futures Association (the "NFA").

JPMAAM filed a notice of claim for exemption pursuant to CFTC Rule 4.7 in March 2015. Rule 4.7 exempts a CTA and a CPO that files a notice of claim for exemption from having to provide a CFTC-mandated Disclosure Document to certain highly accredited clients known as Qualified Eligible Participants ("QEPs") who consent to their accounts being Rule 4.7-exempt QEP accounts. Accordingly, the Adviser is exempt from the requirement to provide a CFTC Disclosure Document with respect to its Rule 4.7-exempt QEP accounts.

In addition, certain of JPMAAM's management persons are registered with the NFA as "associated persons" of JPMAAM, if necessary or appropriate to perform their responsibilities.

C. Related Persons

The Adviser has certain relationships or arrangements with related persons that are material to its advisory business or its clients. Below is a description of such relationships and some of the conflicts of interest that arise from them. JPMC has adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest that may arise between the Adviser and its Affiliates. These policies and procedures include information barriers designed to prevent the flow of information

between the Adviser and certain other Affiliates, as more fully described below. For a more complete discussion of the conflicts of interest and corresponding controls designed to prevent, limit or mitigate conflicts of interest, please see Item 11.B - Participation or Interest in Client Transactions and Other Conflicts of Interest.

Broker-Dealers

J.P. Morgan Institutional Investments Inc. and JPMorgan Distribution Services, Inc. ("JPMDS")

JPMII, an Affiliate, serves as placement agent for certain private investment funds managed by the Adviser. Typically, JPMII does not receive any placement fees directly from a private Fund or its investors. A description of the placement agent services and compensation, if any, payable to JPMII by the private Funds is set forth in the offering documents for the relevant Fund. JPMDS, also an Affiliate, serves as the distributor for the JPMorgan Funds. A description of the compensation payable to JPMDS is set forth in the applicable prospectus for the relevant JPMorgan Fund. The Adviser benefits from the distribution and placement agency services provided by JPMII and JPMDS as they increase the assets upon which the Adviser's fees are based. The Adviser also engages certain other non-U.S. Affiliates (either directly or through JPMII) to act as placement agent outside of the U.S. for certain private Funds managed by the Adviser. Typically, JPMII and such other Affiliates do not receive placement fees from such Funds but receive fees directly from the Adviser and/or from certain investors subscribing for interests in such Funds.

J.P.Morgan Securities LLC ("JPMS")

JPMS, an Affiliate, is a FINRA member and is dually registered as a broker-dealer and an investment adviser with the SEC. JPMS is also registered as a Futures Commission Merchant ("FCM") with the CFTC.

JPMS also serves as a distributor of certain private Funds. Typically, JPMS does not receive placement fees from such Funds but receives fees directly from the Adviser and from certain investors subscribing for interests in such funds. These fees are typically in addition to the cost of the investors' subscription amounts. The Adviser may enter into placement or distribution agreements with certain other affiliated and non-affiliated entities. (Please see Section 7.B.(1) of Schedule D of Part 1A of JPMAAM's Form ADV for a complete list.)

JPMC, by virtue of its indirect interest in the Adviser, indirectly benefits from the services of placement agents when placement agents place interests which lead to an increase in

assets upon which the Adviser receives fees from Funds. In addition, the potential for placement agents affiliated with JPMC, and for JPMC itself, to receive (directly or indirectly) compensation in connection with certain investors' subscriptions for Funds creates a conflict of interest in recommending investments in such Funds. The remuneration relating to sales of interests in Funds managed by the Adviser from time to time will be greater than that of other products that placement agents might offer on behalf of JPMC. In such circumstances, the placement agents will have an incentive to recommend and offer interests in Funds managed by the Adviser to their clients.

Investment Companies or Other Pooled Investment Vehicles

The Adviser is the investment adviser or sub-adviser for various JPMorgan Affiliated Funds (the Liquid Alts Funds), including Funds organized under the laws of other countries and jurisdictions. This includes one of the U.S. mutual funds included on the "JPMorgan Funds" mutual fund complex.

Please refer to Item 11.B - Participation or Interest in Client Transactions and Other Conflicts of Interest - Conflicts Relating to the Adviser's Recommendations or Allocations of Client Assets to JPMorgan Affiliated Funds for a more complete discussion regarding conflicts of interest.

Other Investment Advisers, CPOs and CTAs

The Adviser has relationships that are material to its investment management business with the following affiliated investment advisers that are registered with the SEC: J.P. Morgan Investment Management Inc. and JPMorgan Asset Management (UK) Limited. The relationship with such entities and other Affiliates that are not registered as investment advisers with the SEC is described below.

The Adviser serves as adviser or sub-adviser for various client accounts and funds managed by its Affiliates.

The Adviser provides investment advisory services to JPMC and certain foreign Affiliates under the wealth management and solutions division of J.P. Morgan Asset & Wealth Management umbrella. The Adviser also serves as adviser or sub-adviser for various client accounts managed by JPMIM. In this regard, JPMAAM may recommend investments in Investment Vehicles in which an Affiliate or Affiliates have a position or interest. In addition, clients may invest in certain intermediary vehicles sponsored by JPMAAM or Affiliates. The Adviser generally does not charge dual level fees as described in Item 5.E.

In addition, as described above, the Adviser serves as sub-adviser to Liquid Alts Funds organized as Undertakings for Collective Investment in Transferable Securities ("UCITS") by its Affiliate JPMorgan Asset Management (Europe) S.à r.l.

Conversely, with respect to certain client accounts and funds, the Adviser delegates some or all of its responsibilities as adviser to other affiliated advisers as described below. This creates conflicts of interest related to the Adviser's determination to use, suggest, or recommend the services of such entities because the Adviser and/or its Affiliates may benefit from increased allocations to their businesses. The particular services involved will depend on the types of services offered by the relevant Affiliate. Please refer to Item 11.B – Participation or Interest in Client Transactions and Other Conflicts of Interest-Conflicts Relating to the Adviser's Recommendation of Client Assets to JPMorgan Affiliated Funds and Sub-Advisory Relationships for a more complete discussion regarding conflicts of interest.

The Adviser typically compensates other affiliated advisers out of the advisory fees it receives from the relevant client account.

The Adviser delegates a portion (but may delegate more in the future) of its responsibilities as adviser or sub-adviser to the Liquid Alts Funds to JPMIM, its affiliated investment adviser. Additionally, as described in Item 4, to a limited extent, the Adviser may recommend Direct Investments for portfolio hedging and to temporarily adjust a Fund's or managed account's overall market exposure. In this regard, the Adviser also intends to route orders for such Direct Investments through JPMIM for execution.

The Adviser also delegates a portion of its responsibility as adviser or sub-adviser in relation to currency hedging for certain Funds to its advisory affiliate JPMorgan Asset Management (UK) Limited.

Banking or Thrift Institution

JPMorgan Chase & Co., the Adviser's parent company is a public company that is a bank holding company registered with the Board of Governors of the Federal Reserve System (the "Federal Reserve"). JPMorgan Chase & Co. is subject to supervision and regulation by the Federal Reserve and is subject to certain restrictions imposed by the BHCA and related regulations. For a more complete discussion of the BHCA's restrictions that may apply to the Adviser's activities please refer to Item 8, Section B. Material, Significant, or Unusual Risks Relating to Investment Strategies - General Portfolio Risks - Regulatory Risk.

JPMorgan Chase Bank, N.A. (“JPMCB”) is a national banking association affiliated with the Adviser. JPMCB is subject to supervision and regulation by the U.S. Department of Treasury's Office of the Comptroller of the Currency. JPMCB provides investment management, trustee, custody, and other services to institutional clients.

Certain functions, such as human resources, legal, compliance, IT, and risk management, are provided through JPMAM and/or JPMC as shared functions across all of its geographical entities.

Sponsor or Syndicator of Partnerships

From time to time, the Adviser or its related persons act as a special limited partner of a limited partnership, or may act as a general partner of a limited partnership or managing member or special member of a limited liability company to which the Adviser serves as an adviser, sub-adviser or provides other services. The Adviser and related persons may solicit the Adviser’s clients to invest in such limited partnerships or limited liability companies, for which the Adviser or a related person may receive compensation.

Related persons of the Adviser may serve as a director of a U.S. or non-U.S. pooled investment vehicle or other corporate entity for which the Adviser may solicit clients to invest. For a list of private Funds, please refer to Section 7.B of Schedule D in Form ADV Part 1A.

Additional Related Persons

Pricing and Trading Platforms

PricingDirect Inc. ("PricingDirect") is an approved pricing vendor and an Affiliate of the Adviser. PricingDirect is used as a primary pricing source for emerging market debt securities or secondary pricing source for certain OTC derivatives and fixed income securities. PricingDirect has an evaluation methodology for certain fixed income securities and OTC derivatives that is widely relied upon within the financial services industry.

IHS Markit Ltd., formerly the Markit Group Ltd., (“IHS Markit”) is also an approved pricing vendor and an Affiliate of the Adviser. IHS Markit is used as a primary pricing source for bank loans and certain OTC derivatives. IHS Markit is a recognized industry provider of independent valuations.

Valuations received by the Adviser from these affiliated pricing services are the same as those provided to other affiliated and unaffiliated entities.

The Adviser or Affiliates utilize established controls to oversee all pricing services, including those provided by affiliated and unaffiliated entities. Controls include ongoing and routine due diligence reviews of prices received from affiliated and unaffiliated sources.

Considerations Relating to Information Held by the Adviser and Its Affiliates

JPMAM maintains various types of internal information barriers and other policies that are designed to prevent certain information from being shared or transmitted to other business units within JPMAM, J.P. Morgan Wealth Management, and within JPMC more broadly. The Adviser relies on these information barriers to protect the integrity of its investment process and to comply with fiduciary duties and regulatory obligations. The Adviser also relies upon these barriers to mitigate potential conflicts, to preserve confidential information and to prevent the inappropriate flow of material, nonpublic information ("MNPI") and confidential information to and from the Adviser, and to other public and private JPMC lines of business. MNPI is information not generally disseminated to the public that a reasonable investor would likely consider important in making an investment decision. This information is received voluntarily and involuntarily and under varying circumstances, including, but not limited to, upon execution of a non-disclosure agreement, as a result of serving on the board of directors of a company, serving on ad hoc or official creditors' committees and participation in risk, advisory or other committees for various trading platforms, clearinghouses and other market infrastructure related entities and organizations. The Adviser's information barriers include: (1) written policies and procedures to limit the sharing of MNPI and confidential information on a need to know basis only, and (2) various physical, technical and procedural controls to safeguard such information.

As a result of information barriers, the Adviser generally will not have access, or will have limited access, to information and personnel in other areas of JPMC, and generally will not manage the client accounts and funds with the benefit of information held by these other areas.

For additional information regarding restrictions on trading on MNPI and potential related conflicts of interest please see Item 11A. Code of Ethics and Personal Trading and Item 11B. Participation or Interest in Client Transactions and Other Conflicts of Interest.

D. Material Conflicts of Interest Relating to Other Investment Advisers

As described in Item 10C. above, with respect to certain client accounts and funds, the Adviser delegates some or all of its responsibilities as adviser to other affiliated advisers

or is delegated responsibilities by one or more Affiliates. The Adviser typically compensates other affiliated advisers out of the advisory fees or incentive compensation it receives from the relevant fund or client account or otherwise shares such advisory fees or incentive compensation with Affiliates. Please refer to Item 11B. - Participation or Interest in Client Transactions and Other Conflicts of Interest - Conflicts Relating to the Adviser's Recommendations or Allocations of Client Assets to JPMorgan Affiliated Funds and Sub-Advisory Relationships.

As described in Item 5, the Adviser generally does not charge dual level fees. Please refer to Item 5E. - Additional Compensation and Conflicts of Interest.

Lastly, JPMAAM uses the advisory services of unaffiliated investment advisers or Portfolio Managers. However, JPMAAM does not receive compensation from the unaffiliated investment advisers for retaining their services. For example, where an unaffiliated investment adviser provides advisory services to the Liquid Alts Funds, the unaffiliated adviser is paid a portion of the advisory fees JPMAAM receives from the client. Therefore, JPMAAM clients do not incur additional fees as a result of these relationships. Please refer to Item 11B. - Participation or Interest in Client Transactions and Other Conflicts of Interest - Sub-Advisory Relationships.

ITEM 11

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

A. Code of Ethics and Personal Trading

JPMAAM and its registered investment adviser Affiliates have adopted the JPMAM Code of Ethics (the “Code of Ethics”) pursuant to Rule 204A-1 under the Advisers Act. The Code of Ethics is designed to ensure that JPMAAM employees 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 or mitigate conflicts of interest, as described more fully below. A copy of the Code of Ethics is available free of charge to any client upon request by contacting your client service representative or financial adviser.

The Code of Ethics contains policies and procedures relating to:

- Account holding reports, personal trading, including reporting and pre-clearance requirements for all employees of the Adviser;
- Confidentiality obligations to clients set forth in the JPMC privacy notices;
- Employee conflicts of interest, which includes guidance relating to restrictions on trading on MNPI, gifts and entertainment, political and charitable contributions and outside business activities; and
- Escalation guidelines for reporting Code of Ethics violations.

In general, the personal trading rules under the Code of Ethics require that accounts of employees and associated persons be maintained with an approved 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. Employees of the Adviser must obtain approval prior to engaging in all covered security transactions, including those issued in private placements. In addition, employees of the Adviser are not permitted to buy or sell securities issued by JPMC during certain periods throughout the year. Certain "Access Persons" (defined as persons with access to non-public information regarding the Adviser's recommendations to clients, purchases, or sales of securities for client accounts and advised funds) are prohibited from executing personal trades in a security or similar instrument five business days before and after a client or fund managed by that Access Person transacts in that security or similar instrument. In addition, Access Persons are required to disclose household members, personal security transactions and holdings information. These disclosure obligations and restrictions are designed to mitigate conflicts of interest that may arise if Access Persons transact in the same securities as advisory clients.

Additionally, all JPMAAM employees are subject to the JPMC firm-wide policies and procedures including those found in the JPMC Code of Conduct (the "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 JPMC employees, including JPMAAM employees, are required to familiarize themselves, comply, and attest annually to their compliance with provisions of the Code of Conduct's terms as a condition of continued employment.

B. Participation or Interest in Client Transactions and Other Conflicts of Interest

JPMC Acting in Multiple Commercial Capacities

JPMC is a diversified financial services firm that provides a broad range of services and products to its clients and is a major participant in the global currency, equity, commodity, fixed-income and other markets in which the Adviser's client accounts, directly or through Investment Vehicles, invest or may invest. JPMC is typically entitled to compensation in connection with these activities and the Adviser's clients will not be entitled to any such compensation. In providing services and products to clients other than the Adviser's clients, JPMC, from time to time, faces conflicts of interest with respect to activities recommended to or performed for the Adviser's client on one hand and for JPMC's other clients on the other hand. For example, JPMC has, and continues to seek to develop banking and other financial and advisory relationships with numerous U.S. and non-U.S. persons and governments. JPMC also advises and represents potential buyers and sellers of businesses worldwide. The Adviser's client accounts have directly or through Investment Vehicles, invested in, or may wish to invest in, such entities represented by JPMC or with which JPMC has a banking, advisory or other financial relationship. In addition, certain clients of JPMC, including the Adviser's clients, directly or through Investment Vehicles may invest in entities in which JPMC holds an interest, including a JPMorgan Affiliated Fund. In providing services to its clients and as a participant in global markets, JPMC from time to time recommends or engages in activities that compete with or otherwise adversely affect an Adviser's client account or its investments. It should be recognized that such relationships can preclude the Adviser's clients or Investment Vehicles from engaging in certain transactions and can also restrict investment opportunities that may be otherwise available to the Adviser's clients or to Investment Vehicles in which such clients invest. For example, JPMC is often engaged by companies as a financial adviser, or to provide financing or other services, in connection with commercial transactions that are potential investment opportunities for the Adviser's clients or the Investment Vehicles in which such clients may invest. There are circumstances in which advisory accounts are precluded from participating in such transactions as a result of JPMC's engagement by such companies. JPMC reserves the right to act for these companies in such circumstances, notwithstanding the potential adverse effect on the Adviser's clients. In addition, JPMC derives ancillary benefits from providing investment advisory, custody, administration, prime brokerage, transfer agency, treasury oversight services, fund accounting and shareholder servicing and other services to the Adviser's clients and/or the Investment Vehicles in which such clients invest. For example, allocating client assets to an unaffiliated Portfolio Manager may help JPMorgan or the Adviser enhance its relationships with the unaffiliated Portfolio Manager or its affiliates, facilitate additional business development and enable JPMorgan or the Adviser to obtain additional business and generate additional revenue.

The following are descriptions of certain additional conflicts of interest and potential conflicts of interest that may be associated with the financial or other interests that the Adviser and JPMC may have in transactions effected by, with, or on behalf of its clients. In addition to the specific mitigants described further below, JPMAM and the Adviser has adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest. In addition, many of the activities that create these conflicts of interest are limited and/or prohibited by law, unless an exception is available.

JPMC Service Providers and Its Relationships with Issuers of Debt or Equity Instruments in Client Portfolios

JPMC or the Adviser's related persons may provide financial, consulting, investment banking, advisory, brokerage (including prime brokerage) and other services to, and receive customary compensation from, an issuer of equity or debt securities held by client accounts or funds managed by the Adviser or the Investment Vehicles in which such accounts or funds invest. Any fees or other compensation received by JPMC in connection with such activities will not be shared with the Adviser'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.

Client Participation in Offerings where JPMC acts as Underwriter or Placement Agent

If permitted by a client's investment objectives, and subject to compliance with applicable law, regulations and exemptions, the Adviser or a Portfolio Manager may purchase securities for client accounts or Investment Vehicles, respectively, during an underwriting or other offering of such securities in which a broker-dealer Affiliate of the Adviser acts as a manager, co-manager, underwriter or placement agent. The Adviser's Affiliate typically receives a benefit in the form of management, underwriting or other fees. In addition, when a JPMC broker-dealer serves as underwriter in connection with an initial public offering of securities held in client accounts or funds managed by the Adviser, JPMC typically requires certain equity holders, which may include an Investment Vehicle, to be subject to a lock-up period following the offering during which time such equity holders' ability to sell any securities is restricted. This could restrict the Investment Vehicle's ability to dispose of such securities at an opportune time and thereby adversely affect the relevant client's investment in such Investment Vehicle. Affiliates of the Adviser also act in other capacities in such offerings and such Affiliates will receive fees, compensation, or other benefit for such services.

The commercial relationships and activities of the Adviser's Affiliate may at times indirectly preclude the Adviser or an Investment Vehicle from engaging in certain transactions on behalf of its clients and constrain the investment flexibility of client portfolios or Investment Vehicles in which such clients invest.

Client Participation in Structured Fixed Income Offerings in which an Affiliate is a Service Provider

In addition, a client may, subject to applicable law, directly or through its investment in an Investment Vehicle participate in structured fixed income offerings of securities in which an Affiliate acting on behalf of an issuer serves as trustee, depositor, originator, service agent or other service provider, and receives fees for such service. For example, JPMC from time to time acts as the originator of loans or receivables for the structured fixed income offerings in which an Investment Vehicle may invest. In transactions where the Affiliate has agreed to hold or acquire unsold securities in an offering, direct or indirect participations by clients will relieve the Affiliate of such obligation.

JPMC Service Providers and their Funds in Client Portfolios

JPMC faces conflicts of interest when certain JPMorgan Affiliated Funds select service providers affiliated with JPMC because JPMC receives greater overall fees when they are used. Affiliates provide investment advisory, custody, administration, fund accounting and shareholder servicing services to certain JPMorgan Affiliated Funds for which they are compensated by such funds. In addition, certain Investment Vehicles in which the Adviser invests on behalf of its clients, in the normal course of their operations, may engage in ordinary market transactions with JPMC, or may have entered into service contracts or arrangements with JPMC. For example, the Adviser may allocate client assets to an Investment Vehicle that trades OTC derivatives with JPMC. Similarly, JPMC provides custodial, brokerage, administrative services or other services to Investment Vehicles in which the Adviser invests on behalf of its clients. These relationships could potentially influence the Adviser in deciding whether to select such Investment Vehicles for its clients or recommend such funds to its clients.

Conflicts Related to the Joint Use of Vendors and Unaffiliated Service Providers

Certain service providers to clients and funds managed by the Adviser (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants and investment or commercial banking firms) provide goods or services to, or have business, personal, financial or other relations with JPMC and/or the Adviser, their Affiliates, advisory clients, Investment Vehicles and portfolio companies. Such advisors and service

providers may be clients of JPMC and the Adviser, sources of investment opportunities, co-investors or commercial counterparties or entities in which JPMC has an investment. Additionally, certain employees of JPMC or the Adviser could have family members or relatives employed by such advisors and service providers. These relationships could have the appearance of affecting or potentially influencing the Adviser in deciding whether to select or recommend such service providers to perform services for its clients or investments held by such clients (the cost of which will generally be borne directly or indirectly by such clients).

In addition, JPMC has entered into arrangements with service providers that include fee discounts for services rendered to JPMC. For example, certain law firms retained by JPMC discount their legal fees based upon the type and volume of services provided to JPMC. The cost of legal services paid by the Adviser's clients is separately negotiated and is not included in the negotiation or calculation of the JPMC rate and, as a result, the fees that are charged to the clients typically reflect higher billing rates. In the event that legal services are provided jointly to JPMC and a client with respect to a particular matter, the client and JPMC will each bear their pro-rata share of the cost of such services which may reflect the JPMC discount or a higher rate, depending on the facts and circumstances of the particular engagement.

Clients' Investments in Affiliated Companies

Subject to applicable law, from time to time the Adviser may directly or through an Investment Vehicle invest in fixed income or equity instruments or other securities (or futures) that represent a direct or indirect interest in securities of JPMC, including JPMC stock. The Adviser will receive advisory fees on the portion of client holdings invested in such instruments or other securities and may be entitled to vote or otherwise exercise rights and take actions with respect to such instruments or other securities on behalf of its clients.

Clients' direct or indirect investments in the securities, secured loans or other obligations of companies affiliated with JPMC or in which the Adviser or the Adviser's other clients have an equity, debt or other interest may result in other clients of the Adviser, the Adviser or its Affiliates being relieved of obligations. For example, an Investment Vehicle may acquire securities or indebtedness of a company affiliated with JPMC directly or indirectly through syndicate or secondary market purchases, or may make a loan to, or purchase securities from, a company that uses the proceeds to repay loans made by JPMC. The purchase, holding and sale of investments by the Investment Vehicle are beneficial to JPMC's own investments in and its activities with respect to such companies.

Investment Banking Services by JPMC to Competitors

JPMC could provide investment banking services to competitors of the Adviser's clients with respect to the prospective or existing investments held by such clients or with respect to certain investments that the Adviser's client is considering, or is in the process of acquiring. Such activities will present JPMC with a conflict of interest vis-à-vis the Adviser's client's investment and may also result in a conflict with respect to the allocation of resources to those entities.

Restrictions Relating to JPMC Directorships/Affiliations

Additionally, from time to time, directors, officers and employees of JPMC, serve on the board of directors or hold another senior position with a corporation, investment fund manager or other institution which may desire to sell an investment to, acquire an investment from or otherwise engage in a transaction with, the Adviser's clients. The presence of such persons in such circumstances may require the relevant person to recuse himself or herself from participating in the transaction, or cause the Adviser, corporation, investment fund manager or other institution to determine that it (or its client) is unable to pursue the transaction because of a potential conflict of interest. In such cases, the investment opportunities available to the Adviser's clients and the ability of such clients to engage in transactions or retain certain investments or assets will be limited.

In connection with investments on behalf of funds or clients, the Adviser may receive representation on an Investment Vehicle or portfolio company's board of directors, advisory committee or another similar group, and may participate in general operating activities. Applicable securities laws and internal policies of the Adviser could limit the ability of employees of the Adviser to serve on such boards or committees. If employees of the Adviser serve on a board or committee of an Investment Vehicle or portfolio company, such persons may have conflicts of interest in their duties as members of such board or committee and as employees of the Adviser. In addition, such persons and such funds or clients will likely be subject to certain investment and trading limitations if such persons receive MNPI in connection with serving on such boards or committees.

Principal Transactions, Cross and Agency Cross Transactions

When permitted by applicable law, the Adviser, acting on behalf of its advisory accounts, from time to time enters into transactions in securities and other instruments with or through JPMC, and causes accounts to engage in principal transactions, cross transactions, and agency cross transactions. A "principal transaction" occurs if the

Adviser, acting on behalf its advisory accounts, knowingly buys a security from, or sells a security to, the Adviser's or its Affiliate's own account.

A "cross transaction" occurs when the Adviser arranges a transaction between different advisory clients where they buy and sell securities or other instruments from, or to each other. In this example, the Adviser will cause a client account it manages to sell or transfer an interest in an Investment Vehicle to another client account. The Adviser faces a potentially conflicting division of loyalties and responsibilities to the parties in such transactions. The cross trade will be executed through the use of a methodology that the Adviser has determined to be fair and equitable.

An "agency cross transaction" occurs if JPMC acts as broker for, and receives a commission from a client account of the Adviser on one side of the transaction and a brokerage account on the other side of the transaction in connection with the purchase or sale of securities by the Adviser's client account. The Adviser faces potentially conflicting division of loyalties and responsibilities to the parties in such transactions, including with respect to a decision to enter into such transactions as well as with respect to valuation, pricing and other terms. No such transactions will be effected unless the Adviser determines that the transaction is in the best interest of each client account and permitted by applicable law.

In the case of funds or certain other advisory accounts, consent may be granted by a governing body or a committee of investors or independent persons acting for an advisory account, in which case other investors will not have the opportunity to provide or withhold consent to the proposed transaction. Where a registered investment company participates in a cross trade, the Adviser will comply with procedures adopted pursuant to Rule 17a-7 under the ICA and related regulatory authority.

Execution and/or Clearing with Adviser's Related Person

The Adviser's related persons provide execution and/or clearing services for a fee. The Adviser intends to direct trade orders to a related person for execution. In this case, the Adviser or related person acts in a fiduciary capacity, and the other related person will receive consideration for services rendered.

Proprietary Investments by the Adviser and/or its Related Persons

Proprietary Investments - Initial Funding

In the ordinary course of business, and subject to compliance with applicable regulations, the Adviser or its related persons from time to time provide the initial funding ("JPMC Seed

Capital") necessary to establish new JPMorgan Affiliated Funds for developing new investment strategies and products. These funds may be in the form of registered investment companies, private funds such as partnerships, limited liability companies and may invest in the same securities as other client accounts. The JPMC Seed Capital in any such seeded fund can be redeemed at any time generally without notice as permitted by the governing documentation of such funds and applicable regulations. Due to the requirements of the Volcker Rule, JPMC Seed Capital must be withdrawn within a period of one to three years following launch of a fund (See Item 8 Section B, Regulatory Risk). A large redemption of interests by the Adviser or its related persons could result in the fund selling securities when it otherwise would not have done so, accelerating the realization of capital gains and increasing transaction costs. A large redemption could significantly reduce the assets of a fund, causing a higher expense ratio and decreased liquidity. From time to time, JPMC uses derivatives to hedge all or a portion of these seed capital investments. JPMC Seed Capital may also subject a fund to additional regulatory restrictions. For example, seeded funds may be precluded from buying or selling certain securities, including IPOs. Where permitted these funds and accounts invest in the same securities as other funds and client accounts managed by the Adviser.

Proprietary Investments - Employees' Investments in JPM Private Funds

Certain of the Adviser's employees, and investment vehicles formed to facilitate investments by the Adviser's employees, are permitted to invest directly or indirectly in pooled vehicles managed by the Adviser and they may benefit from the investment performance of those pooled vehicles. Employees' investments in private placements or other securities must be pre-cleared. AM Compliance is responsible for reviewing these pre-clearance requests and monitoring the activities of employees holding such positions for conformity with JPMAM policies.

The Volcker Rule prohibits or limits the ability of the Adviser and its related persons to engage in certain of these activities. For a more complete discussion of the Volcker Rule's restrictions please refer to Item 8, Section B: Regulatory Risk.

Conflicts Relating to the Adviser's Recommendations or Allocations of Client Assets to Affiliates of the Adviser

The Adviser will allocate a portion of client account assets to one or more Portfolio Managers, including those that are affiliated with and/or owned in whole or in part by the Adviser, JPMorgan or other clients of the Adviser or its Affiliates.

As a result of the rights and obligations of such ownership of Portfolio Managers, the Adviser faces a conflict of interest between making allocations and reallocations in the interest of client accounts and making such allocations and reallocations in the interest of such Portfolio Managers. For example, the Adviser may have an incentive to allocate client account assets to these Portfolio Managers since the Adviser will receive fees related to such allocations and will otherwise have a direct or indirect interest financial interest in the success of such Portfolio Manager. In addition, if Investment Vehicles managed by such Portfolio Managers have multiple classes of shares or interests, the Adviser could be incentivized to invest the clients assets in a class that is subject to higher fees.

Certain funds or client accounts managed by the Adviser or its Affiliates have significant ownership in certain Investment Vehicles in which the Adviser or its Affiliates may have a material interest. For example, the Adviser may have a material interest in an Investment Vehicle in which it has made a “seed investment” on behalf of its clients.

The Adviser and its Affiliates face conflicts of interest when considering the effect of redemptions on such funds and on other investors in deciding whether and when to redeem. For instance, preferential terms are granted to the Adviser's client accounts as a result of the aggregate size of the commitments by all of such accounts to an Investment Vehicle, and therefore, in such cases, the Adviser will have an incentive not to withdraw an investment from any such Investment Vehicle when it might otherwise wish to do so for a client account in order to preserve the preferential terms for all of its client accounts.

A large redemption by a client account managed by the Adviser could result in the underlying Investment Vehicle selling securities when it otherwise would not have done so, and increasing transaction costs. A large redemption could also significantly reduce the assets of the underlying Investment Vehicle, causing decreased liquidity and, depending on any applicable expense caps, a higher expense ratio or liquidation of the fund.

While it does not currently do so, the Adviser may allocate client assets to JPMorgan Affiliated Funds (other than an intermediary vehicle). The Adviser may have a conflict of interest if it recommends or invests client accounts in JPMorgan Affiliated Funds because the Adviser and /or its Affiliates may benefit from increased allocations to the JPMorgan Affiliated Funds, and certain Affiliates of the Adviser may receive distribution, placement, administration, custody, trust services or other fees for services provided to such funds. If the Adviser engages in this practice, the Adviser may also have an incentive to allocate assets of a client account or JPMorgan Affiliated Fund to new JPMorgan Affiliated Funds to help such funds develop new investment strategies and products. The Adviser could

have an incentive to allocate assets of the client accounts and JPMorgan Affiliated Funds to an underlying JPMorgan Affiliated Fund that is small, pays higher fees to the Adviser or its Affiliates or to which the Adviser or its Affiliates provided seed capital. In addition, the Adviser could have an incentive not to withdraw its client's investment from an underlying JPMorgan Affiliated Fund in order to avoid or delay the withdrawal's adverse impact on the fund. Certain JPMorgan Affiliated Funds, including funds-of-funds managed by the Adviser and certain accounts managed by the Adviser or its Affiliates have significant ownership in certain JPMorgan Affiliated Funds. The Adviser and its Affiliates face conflicts of interest when considering the effect of redemptions on such funds and on other unitholders in deciding whether and when to redeem its units. A large redemption of units by a fund-of-funds or by the Adviser acting on behalf of its discretionary clients could result in the underlying JPMorgan Affiliated Fund selling securities when it otherwise would not have done so, and increasing transaction costs. A large redemption could also significantly reduce the assets of the underlying fund, causing decreased liquidity and, depending on any applicable expense caps, a higher expense ratio or liquidation of the fund. The Adviser has policies and controls in place to govern and monitor its activities and processes for identifying and managing conflicts of interest..

Sub-Advisory Relationships

The Adviser engages affiliated and/or unaffiliated Portfolio Managers as sub-advisers for certain investment vehicles, such as the Liquid Alts Funds. The Adviser typically compensates sub-advisers out of the advisory fees it receives from the vehicle, which creates an incentive for the Adviser to select sub-advisers with lower fee rates or to select affiliated sub-advisers. In addition, Portfolio Managers, whether acting as sub-advisers of the Adviser or managers of Investment Vehicles have interests and relationships that create actual or potential conflicts of interest related to their management of the assets of such investment vehicle. Such conflicts of interest may be similar to, different from or supplement those conflicts described herein relating to JPMC and the Adviser. Examples of such conflicts are described below.

Certain Conflicts of Interest Relating to Portfolio Managers

The Adviser anticipates that each Portfolio Manager will consider participation by an Investment Vehicle it manages in all appropriate investment opportunities that are also under consideration for investment by the Portfolio Manager for other investment funds and accounts managed by the Portfolio Manager ("Portfolio Manager Accounts") that pursue investment programs similar to that of such Investment Vehicle. Circumstances may arise, however, under which a Portfolio Manager will cause its Portfolio Manager

Accounts to commit a larger percentage of their assets to an investment opportunity than to which the Portfolio Manager will commit assets of such an Investment Vehicle. Circumstances may also arise under which a Portfolio Manager will consider participation by its Portfolio Manager Accounts in investment opportunities in which the Portfolio Manager intends not to invest on behalf of such an Investment Vehicle, or vice versa. A Portfolio Manager may give advice and recommend securities to its Portfolio Manager Accounts, which may differ from the advice and recommendations given to an Investment Vehicle in which a client of the Adviser participates, and such Portfolio Manager Accounts may hold positions opposite to positions held by an Investment Vehicle in which a client of the Adviser participates.

Other situations may occur when clients could be disadvantaged by investment activities conducted by the Portfolio Manager for its Portfolio Manager Accounts. These situations may arise as a result of, among other things: (1) legal restrictions on the combined size of positions that may be taken for an Investment Vehicle in which the client participates and for Portfolio Manager Accounts (collectively, “Co-Investors” and, individually, a “Co-Investor”), limiting the size of such an Investment Vehicle’s position; (2) legal prohibitions on the Co-Investors’ participating in the same instruments; (3) the difficulty of liquidating an investment for a Co-Investor when the market cannot absorb the sale of the combined positions; and (4) the determination that a particular investment is warranted only if hedged with an option or other instrument and the availability of those options or other instruments is limited.

A Portfolio Manager may from time to time cause an Investment Vehicle to effect certain principal transactions in securities with one or more Portfolio Manager Accounts, subject to certain conditions. For example, these transactions may be made in circumstances in which the Portfolio Manager determined it was appropriate for the Investment Vehicle to purchase and a Portfolio Manager Account to sell, or the Investment Vehicle to sell and a Portfolio Manager Account to purchase, the same security or instrument on the same day.

Each Portfolio Manager, its affiliates and their directors, officers and employees, may buy and sell securities or other investments for their own accounts, including interests in Investment Vehicles, and may have conflicts of interest with respect to investments made on behalf of an Investment Vehicle in which a client of the Adviser participates. As a result of differing trading and investment strategies or constraints, positions may be taken by directors, officers, employees and affiliates of the Portfolio Manager that are the same, different from or made at different times than positions taken for an Investment Vehicle in which a client of the Adviser participates. Future investment activities of the Portfolio

Managers, or their affiliates, and the principals, partners, directors, officers or employees of the foregoing, may give rise to additional conflicts of interest.

Portfolio Managers or their affiliates may from time to time provide investment advisory or other services to other JPMC clients. In addition, Portfolio Managers or their affiliates may from time to time receive research products and services in connection with the brokerage services that JPMC may provide.

As described above under "JPMC Acting in Multiple Commercial Capacities," a Portfolio Manager may purchase investments that are issued, or the subject of an underwriting or other distribution, by JPMC. A Portfolio Manager may invest, directly or indirectly, in the securities of companies affiliated with JPMorgan or in which JPMorgan or its client has an equity or participation interest. The purchase, holding and sale of such investments on behalf of the Investment Vehicle may enhance the profitability of JPMorgan's or its client's own investments in such companies.

JPMC's Policies and Regulatory Restrictions Affecting Client Accounts and Funds

As part of a global financial services firm, the Adviser may be precluded from effecting or recommending transactions in certain client portfolios and may restrict its investment decisions and activities on behalf of its clients as a result of applicable law, regulatory requirements and/or other conflicts of interest, information held by the Adviser or JPMC, the Adviser's and/or JPMC's roles in connection with other clients and in the capital markets and JPMC's internal policies and/or potential reputational risk. As a result, client portfolios managed by the Adviser may be precluded from acquiring, or disposing of, certain securities or instruments at any time. This includes the securities issued by JPMC. In addition, potential conflicts of interest also exist when JPMC maintains certain overall investment limitations on positions in securities or other financial instruments due to, among other things, investment restrictions imposed upon JPMC by law, regulation, contract or internal policies. These limitations have precluded and, in the future could preclude, certain accounts managed by the Adviser from purchasing particular securities or financial instruments, even if the securities or financial instruments would otherwise meet the investment objectives of such accounts. For example, there are limits on the aggregate amount of investments by affiliated investors in certain types of securities within a particular industry group that may not be exceeded without additional regulatory or corporate consent. There are also limits on aggregate positions in futures and options contracts held in accounts deemed owned or controlled by the Adviser and its Affiliates, including funds and client accounts managed by the Adviser and its Affiliates. If such

aggregate ownership thresholds are reached, the ability of a client to purchase or dispose of investments, or exercise rights or undertake business transactions, will be restricted.

The Adviser is not permitted to use MNPI in effecting purchases and sales in public securities transactions.

JPMC from time to time subscribes to or otherwise elects to become subject to investment policies on a firm-wide basis, including policies relating to environmental, social and corporate governance. The Adviser may also limit transactions and activities for reputational or other reasons, including when JPMC is providing (or may provide) advice or services to an entity involved in such activity or transaction, when JPMC or a client is or may be engaged in the same or a related activity or transaction to that being considered on behalf of the advisory account, when JPMC or another account has an interest in an entity involved in such activity or transaction, or when such activity or transaction on behalf of or in respect of the advisory account could affect JPMC, the Adviser, their clients or their activities. JPMC may become subject to additional restrictions on its business activities that could have an impact on the Adviser's client accounts activities. In addition, the Adviser may restrict its investment decisions and activities on behalf of particular advisory accounts and not other accounts.

Investing in Securities which the Adviser or a Related Person Has a Material Financial Interest

Recommendation or Investments in Securities that the Adviser or Its Related Persons may also Purchase or Sell

The Adviser and its related persons may recommend or invest in securities on behalf of its clients that the Adviser and its related persons may also purchase or sell. As a result, positions taken by the Adviser and its related persons may be the same as or different from, or made contemporaneously or at different times than, positions taken for clients of the Adviser. As these situations involve actual or potential conflicts of interest, JPMAM 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 pre-clearance 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. In addition, JPMAM has implemented monitoring systems designed to ensure compliance with these policies and procedures.

JPMC's Proprietary Investments

The Adviser, JPMC, and any of their directors, partners, officers, agents or employees, also buy, sell, or trade securities for their own accounts or the proprietary accounts of the Adviser and/or JPMC. The Adviser and/or JPMC, within their discretion, may make different investment decisions and take other actions with respect to their proprietary accounts than those made for client accounts, including the timing or nature of such investment decisions or actions. Further, the Adviser is not required to purchase or sell for any client account securities that it, JPMC, and any of their employees, principals, or agents may purchase or sell for their own accounts or the proprietary accounts of the Adviser, or JPMC. The Adviser, JPMC, and their respective directors, officers and employees face a conflict of interest as they will have income or other incentives to favor their own accounts or the proprietary accounts of the Adviser or JPMC.

Conflicts Related to the Advising of Multiple Accounts

The Adviser manages multiple client accounts. The Adviser is not required to devote all or any specific portion of working time to the affairs of any specific clients. Conflicts of interest do arise in allocating management time, services or functions among such clients, including clients that may have the same or similar type of investment strategies. The Adviser addresses these conflicts through its supervision of employees.

The Adviser faces conflicts of interest when the Adviser 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 on the number of accounts which may be managed or advised by the Adviser or its related persons.

Conflicts of Interest Created by Contemporaneous Investing

Positions taken by a certain client account may also dilute or otherwise negatively affect the values, prices or investment strategies associated with positions held by a different client account. For example, this may occur when investment decisions for one client are based on research or other information that is also used to support portfolio decisions by the Adviser for a different client following different investment strategies or by an Affiliate of the Adviser in managing its clients' accounts. When a portfolio decision or strategy is implemented for an account ahead of, or contemporaneously with, similar portfolio

decisions or strategies for the Adviser's or an Affiliate's other client (whether or not the portfolio decisions emanate from the same research analysis or other information), market impact, liquidity constraints, or other factors could result in one account being disadvantaged or receiving less favorable investment results than the other account, and the costs of implementing such portfolio decisions or strategies could be increased.

The Adviser also provides advisory services on a non-discretionary basis, regarding hedge fund portfolios to certain clients. The Adviser has in the past and may in the future communicate investment recommendations to its advisory client accounts prior to the full implementation of such recommendations by the Adviser for its discretionary clients. Accordingly, certain client accounts may be seeking to obtain limited capacity from Investment Vehicles at the same time as such advisory client accounts. Similarly, to the extent that an Investment Vehicle imposes redemption limitations, actions taken by advisory client accounts may be adverse to the Adviser's other clients.

Also, certain client accounts managed by the Adviser or its Affiliates hold priority rights to certain investment opportunities. As a result, in certain cases a client account will not be afforded the chance to participate in attractive investment opportunities in which other client accounts are given the opportunity to participate, or in some cases will be allocated a small part of an investment opportunity within the investment objectives of the client account when other client accounts are allocated a larger portion. A client account will also at times be prohibited (due to, for example, priority rights granted to other clients or regulatory limitations) from pursuing certain investment opportunities and will find that its ability to participate in any particular opportunity is substantially limited.

In addition, clients should note that certain client accounts will have different leverage, are subject to different fee structures, permit more frequent redemptions and/or withdrawals, be subject to different constraints, have more frequent or different investor reporting, be subject to different regulatory restrictions and focus on different investments than other client accounts and, therefore, the strategies employed by such client accounts will likely diverge.

Investments of client accounts will not be parallel for such, and various other, reasons, including different inflows and outflows of capital, variations in strategy, variations in counterparties, redemption and/or withdrawal rights, governmental limitations on investment and other differences. The results of the investment activities of a client account will likely differ from the results achieved by other client accounts that implement the same or a similar investment strategy. There is no specific limit as to the number of accounts which may be managed or advised by the Adviser or its Affiliates. Future

investment activities by the Adviser on behalf of other clients will likely give rise to additional conflicts of interest and demands on the Adviser's time and resources.

Investments in Different Parts of an Issuer's Capital Structure

A conflict could arise when JPMC or one or more client accounts directly or through Investment Vehicles invest in different instruments or classes of securities of the same issuer than those in which other clients invest. In certain circumstances, JPMC or one or more client accounts (directly or through Investment Vehicles) that have different investment objectives could pursue or enforce rights with respect to a particular issuer in which other clients of the Adviser or JPMC have also invested and these activities could have an adverse effect on such other clients. 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 will be permitted to take due to other interests held or actions or positions taken by JPMC.

Conflicts Related to Allocation

The allocation of investment opportunities raises a potential conflict of interest because the Adviser has an incentive to allocate investment opportunities to certain accounts or funds. For example, the Adviser has an incentive to cause accounts it manages to participate in an Investment Vehicle offering where such participation could increase the Adviser's overall capacity in that offering. In addition, the Adviser 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. This could incentivize the Adviser to allocate opportunities of limited availability to the account that generates more compensation for the Adviser.

In determining whether to allocate investment opportunities between client accounts and the relevant amount or size of such opportunities to be allocated thereto, the Adviser will take into account various factors including but not limited to, the various investment objectives, the client account's ability to timely approve investments, and other strategy / manager / client account constraints.

The Adviser seeks to treat all clients reasonably in light of all factors relevant to managing an investment fund or account, and in some cases it is possible that the application of the factors described herein result in allocations in which certain client accounts receive an allocation when other client accounts do not. Similarly, the Adviser will cause the liquidation of such positions for its client accounts in its discretion in accordance with the

foregoing principles. Such allocations or liquidations can benefit certain client accounts or can be detrimental to certain client accounts.

However, certain client accounts managed by the Adviser or its affiliates hold priority rights to certain investment opportunities over other clients. Accordingly, investment opportunities will be available to such clients prior to other clients. As a result, in certain cases the clients without such priority will not be afforded the chance to participate in investment opportunities in which other client accounts with priority are given the opportunity to participate, including opportunities for which a client without priority is eligible or which such client has requested. In some cases, certain clients will be allocated a smaller part of an investment opportunity when other client accounts are allocated a larger portion, and such allocation will not be on a pro-rata basis.

The Adviser has established procedures to manage the conflicts described above and. are designed to achieve a fair and equitable allocation of investment opportunities among its client accounts.

Additionally, due to the prohibition on certain transactions between a JPMorgan Affiliated Fund and JPMorgan Chase under the Volcker Rule, there may be certain investment opportunities, investment strategies or actions that the Adviser will not undertake on behalf of the JPMorgan Affiliated Fund. Further, the trading activities and other investment opportunities of the JPMorgan Affiliated Fund may be limited in order to comply with the restriction on material conflicts of interest.

Conflicts Related to Private Fund Co-Investment Opportunities

The Adviser from time to time is provided with access to co-investment opportunities. In such cases, one or more clients of the Adviser will generally be offered the opportunity to participate in such co-investment opportunities. However, the Adviser has the sole discretion to grant co-investment rights, to determine which clients and other parties (including strategic or affiliated parties) are offered co-investment opportunities and to determine the terms of any co-investment by a client account. Accordingly, a client account may not have the opportunity to participate in such co-investments, or the amount available for investment by a client account may be limited. Further, the terms on which client accounts co-invest in an investment opportunity could be substantially different, and potentially more favorable, than the terms on which other client accounts invest.

Side Letters; Preferential Terms

The Adviser, on its own behalf or on behalf of a fund, from time to time enters into side letters or other similar agreements with investors in connection with their admission to the fund without the approval of any other investor. The side letters or other similar agreements have the effect of establishing rights under, altering or supplementing the terms of the governing documents of the fund with respect to one or more such investors in a manner more favorable to such investors than those applicable to other investors. Such rights or terms in any such side letter typically include,without limitation, terms relating to certain provisions of the investment terms, including asset based fees and performance based compensation, transfer restrictions, compulsory redemptions, investor report delivery, notice regarding the occurrence of certain regulatory or other specified events, sales commissions, and disposal of potential in-kind distributions. In addition, certain investors (such as related investors or investors that utilize the same consultant or advisor or that otherwise invest through the same platform) may be permitted to aggregate their assets for purposes of fee reductions. In general, a fund will not be required to notify any or all of the other investors of any such side letters or any of the rights and/or terms or provisions thereof, nor will the fund be required to offer such additional and/or different rights and/or terms to any or all of the other investors.

Furthermore, JPMC and the Adviser from time to time enter into strategic partnerships directly or indirectly with investors that commit significant capital to a range of products and investment ideas sponsored by JPMC and/or the Adviser. Such arrangements typically include JPMC or the Adviser granting certain preferential terms to such investors, including waived fees or blended fee and performance compensation rates that are lower than those applicable to the fund when applied to the entire strategic partnership.

Potential Conflicts Relating to Valuation

The Adviser's valuation procedures provide that the fair value of the client's investments in Investment Vehicles ordinarily will be the value determined for each Investment Vehicle in accordance with the Investment Vehicle's valuation policies and provided to the Adviser or client by the Investment Vehicle's Portfolio Manager or administrator. If the Adviser determines that the valuation reported by an Investment Vehicle does not fairly represent the value of the client's investment in such Investment Vehicle, or if an Investment Vehicle does not report a month-end net asset value to the client on a timely basis, the Adviser will value such investment at fair value as it reasonably determines, in accordance with the Adviser's valuation procedures.

There is an inherent conflict of interest where the Adviser or its Affiliate values securities or assets in client accounts or provides any assistance in connection with such valuation and the Adviser 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 the Adviser. The valuation of investments may also affect the ability of the Adviser to raise successor or additional funds. As a result, there may be circumstances where the Adviser is incentivized to determine valuations that are higher than the actual fair value of investments.

In addition, the Adviser may value identical assets differently for different clients due to, among others, different valuation guidelines applicable to such clients or different third-party pricing vendors. Furthermore, certain units within JPMC may assign a different value to identical assets than the Adviser 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 the Adviser. As described above, the Adviser typically will be guided by specific policies and requirements with respect to valuation of client holdings. Such policies may include valuations that are provided by third-parties, when appropriate, as well as comprehensive internal valuation methodologies.

On occasion, the Adviser utilizes the services of affiliated pricing vendors for assistance with the pricing of certain securities. For additional information regarding affiliated pricing vendors, see Item 10C.

The carrying value of an investment may not reflect the price at which the investment could be sold in the market, and the difference between carrying value and the ultimate sales price could be material.

ITEM 12

Brokerage Practices

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

In general, JPMAAM's investment management agreements with the Funds and other clients with respect to which it acts as manager, adviser or sub-adviser may give JPMAAM the authority to open brokerage accounts in the name of the Funds or other clients (in the case of certain Funds, subject to the approval of the board of directors of the relevant Fund). However, since JPMAAM is primarily in the business of selecting Investment Vehicles, the Portfolio Managers, rather than JPMAAM, generally select the brokers and arrange for the execution of transactions. JPMAAM may consider the broker selection process employed by a Portfolio Manager as a factor in determining whether to invest in that Investment Vehicle.

However, on occasion, JPMAAM may be responsible for selecting a broker to execute transactions. On such occasions, JPMAAM will seek best price and execution on a competitive basis for both purchases and sales of securities as well as considering the broker's execution capabilities and the commissions charged. In selecting a broker, JPMAAM's primary objective is to be consistent with its fiduciary duty to its clients. Because JPMAAM generally relies on its own research, the value of any research provided by brokers is not typically a factor in selecting a broker. As such JPMAAM does not presently utilize any "soft dollar" benefits or programs.

JPMAAM may pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction, in recognition of the value of the brokerage services provided by the broker. Since commission rates in the United States and in many other jurisdictions are negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may at times result in higher transaction costs than would otherwise be attainable.

As indicated in Section 10C., the Adviser intends to route orders for certain Direct Investments through an Affiliate to brokers and counterparties for execution. Any fees payable to such Affiliate in relation to the service it provides to a Fund will be paid by the Adviser. To the extent that the Adviser (or an affiliate on its behalf) utilizes brokerage services, including, without limitation, in connection with any foreign exchange trading or Direct Investments made by a Fund, the Adviser or its Affiliate, as the case may be, will adopt practices substantially as described above. To the extent permitted by applicable law, the Adviser (or an Affiliate on its behalf) may effect transactions on behalf of a Fund with affiliated brokers and such affiliates may receive fees or commissions in connection with such transactions so long as any such payments by the Fund are on terms at least as favorable to the Fund as terms generally available in arm's-length transactions with independent third parties.

B. Order Aggregation

Not Applicable - JPMAAM does not aggregate trades.

ITEM 13

Review of Accounts

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

Accounts are periodically reviewed by members of the Adviser's investment committee. Accounts are reviewed based on the guidelines of each account to ensure there is compliance with those guidelines. In addition, the allocations of portfolios will be reviewed and discussed to contemplate proposed portfolio changes based on strategy views and manager convictions. In addition, the Portfolio Managers are periodically reviewed for, among other things, management stability, asset growth and/or shrinkage, style drift, employee turnover and changes in strategy, approach, or administrative procedures.

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

In addition to periodic reviews, JPMAAM may perform reviews as it deems appropriate or otherwise required. Additional reviews of client accounts may be triggered by client request, compliance monitoring, industry factors, market developments, statutory and regulatory changes and any issues that may have been identified with respect to a client account. Events that trigger reviews of client accounts are generally directed to the attention of JPMAAM's President and/or Chief Investment Officer.

C. Content and Frequency of Account Reports to Clients

The administrator for each Fund provides each investor in the Fund with a monthly statement showing the Fund's performance. Additionally, JPMAAM provides a monthly unaudited performance update to investors. JPMAAM also prepares monthly reports that generally highlight a Fund's performance, investment strategy and the impact of major positions on a Fund's return. Audited financials are provided annually to Fund investors.

Reports on customized hedge fund portfolios are provided to Managed Account clients as agreed with each such client.

ITEM 14

Client Referrals and Other Compensation

A. Economic Benefits Received from Third-Parties for Providing Services to Clients

The Adviser does not receive economic benefits from someone who is not a client for providing investment advisory services to its clients.

As discussed in Item 11B., however, the Adviser derives ancillary benefits from providing investment advisory services to clients. For example, allocating client assets to an unaffiliated investment adviser or Portfolio Manager may help the Adviser or its Affiliates enhance their relationships with the unaffiliated investment adviser or its affiliates, facilitate additional business development and enable the Adviser and its Affiliates to obtain additional business and generate additional revenue. Please see Item 11B. - Participation or Interest in Client Transactions and Other Conflicts of Interest - JPMC Acting in Multiple Commercial Capacities.

The Code of Ethics, the Code of Conduct and other related policies and procedures adopted by the Adviser restrict the receipt of personal benefits by employees of the Adviser or its Affiliates in connection with the Adviser's business. Please see Item 11A. Code of Ethics and Personal Trading.

B. Compensation to Non-Supervised Persons for Client Referrals

The Adviser directly or indirectly compensates affiliated and unaffiliated persons for client or investor referrals in accordance with applicable laws, including Rule 206(4)-3 under the Advisers Act, when applicable. The compensation generally consists of a cash payment, computed as a percentage of the Adviser's fees. Such compensation is paid entirely out of amounts payable to the Adviser and therefore, does not result in any additional charges to the clients.

Additionally, the Adviser or its Affiliates also compensates JPMC employees for referring clients or investors to the Adviser in accordance with applicable laws.

ITEM 15

Custody

JPMAAM generally does not maintain physical custody of its clients' 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, in certain circumstances the Adviser may be deemed to have custody of client assets.

JPMAAM is deemed to have custody of client assets in the following circumstances:

- When JPMAAM or a related person acts in any capacity that gives it legal ownership of, or access to, client assets, (e.g., when JPMAAM serves as a general partner, managing member, or comparable position for certain private Funds.)

  Investors in private Funds will receive such Funds' annual audited financial statements. Such investors should review these statements carefully. If investors in the private Funds do not receive audited financial statements in a timely manner, they should contact JPMAAM immediately.

- When, with respect to certain separately managed accounts, JPMAAM is deemed to have custody of the client's assets because it or a related person directly or indirectly holds client funds or securities or has authority to obtain possession of them.

  Clients will receive account statements at least quarterly directly from their broker-dealer, bank or other qualified custodian. Separately managed account clients may also receive a statement of assets from JPMAAM. Clients are encouraged to compare the account statements that they receive from their qualified custodian with those they receive from JPMAAM.

ITEM 16

Investment Discretion

As described in Item 4B., the Adviser provides both discretionary and non-discretionary investment management services. For discretionary mandates, the Adviser and client execute an investment advisory agreement authorizing the Adviser to act on behalf of the account. Execution of such agreement authorizes the Adviser to supervise and direct the investment and reinvestment of assets in the client's account on the client's behalf and at the client's risk.

The Adviser's discretionary authority may be limited by the terms of its written agreement with each client. These limitations might include objective and investment guidelines that the client establishes for the account. For registered investment companies, the Adviser's investment discretion may be limited by certain federal securities laws and tax laws that require diversification of investments and impose other limitations.

For an additional discussion of risks related to the Adviser's discretionary authority, please refer to Item 6.

ITEM 17

Voting Client Securities

A. Policies and Procedures Relating to Voting Client Securities

Objective

If the Adviser has been appointed as an investment manager, the client may give the Adviser the authority to vote the proxies of the securities held in the client's portfolio. As a fiduciary, the Adviser must act in the best interest of the client with respect to proxy voting activities. To ensure that the proxies are voted in the best interests of its clients and to prevent material conflicts of interest, as described in Item 11, from affecting the manner in which proxies are voted, JPMAAM has adopted a Proxy Voting Policy (the "Proxy Voting Policy") within the Adviser Compliance Program and detailed written proxy voting procedures ("Procedures") pursuant to Rule 206(4)-6 of the Advisers Act. These Procedures apply to consents and other solicitations that may be made by various Investment Vehicles and other "alternative investments" in which JPMAAM's clients may be invested. Because solicited votes with respect to alternative investments most often raise unique questions, such solicitations will generally be analyzed and voted by JPMAAM on a case-by-case basis. Where consent or other solicited vote or a proxy relates to a routine matter, JPMAAM will generally vote in accordance with specific guidelines developed with the objective of encouraging action that enhances investor value.

The Procedures also require JPMAAM to identify and address conflicts of interest between JPMAAM and its clients. If a material conflict of interest exists, JPMAAM will determine whether any additional steps must be taken to ensure that the proxies are

voted, and that the consents and other solicitations are acted on, in the best interests of its clients.

In regards to any registered investment company JPMAAM may manage, please see the Prospectus and Statement of Additional Information for that registered product for information on voting client securities.

Clients may obtain a copy of JPMAAM's Procedures and information about how JPMAAM voted a client's proxies by contacting Client Solutions by telephone at (212) 648-2646.

B. No Authority to Vote Client Securities and Client Receipt of Proxies

If a client chooses not to delegate proxy voting authority to the Adviser, the right to vote proxies is retained by the client or other designated person. In such situations, the client will generally receive proxies or other solicitations directly from the custodian or transfer agent. Clients may contact the Adviser if they have a question on a particular proxy voting matter or solicitation; however, the Adviser will not recommend how to vote where the Adviser lacks authority to do so.

ITEM 18

Financial Information

A. Balance Sheet

Pursuant to SEC instructions, the Adviser is not required to include its balance sheet as part of this Brochure.

B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients

The Adviser is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

C. Bankruptcy Filings

The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.

Key Terms		
Access Persons	:	means persons with access to non-public information regarding the Adviser's recommendations to clients, purchases, or sales of securities for client accounts and advised funds.
Adviser	:	means J.P. Morgan Alternative Asset Management, Inc., which is a U.S. investment advisory branch of J.P. Morgan Asset Management.
Advisers Act	:	means the Investment Advisers Act of 1940, as amended.
Affiliate	:	means, with respect to any Person, any other Person that, directly or indirectly, controls, is under common control with, or is controlled by that Person. For purposes of this definition, "control" (including the terms "controlled by" and "under common control with"), as used with respect to any Person, means the possession, directly or indirectly, of the power to direct and cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract, or otherwise.
AIFMD	:	means the European Commission Directive on Alternative Investment Fund Managers.
AM	:	means the Asset Management business of JPMAWM
BHCA	:	means the Bank Holding Company Act of 1956.
Brochure	:	means JPMAAM's Form ADV, Part 2A.
CFTC	:	means the U.S. Commodity Futures Trading Commission
Code of Conduct	:	means the JPMC firm-wide policies and procedures that sets forth restrictions regarding confidential and proprietary information, information barriers, private investments. outside business activities and personal trading.
Code of Ethics	:	means JPMAM Code of the Ethics, which is designed to ensure that JPMAAM employees comply with applicable federal securities laws and place the interests of clients first in conducting personal securities transactions.
CPO	:	means Commodity Pool Operator.
CTA	:	means Commodity Trading Advisor.
Direct Investments	:	means JPMAAM on behalf of certain Funds and Managed Accounts may make, or, with respect to its non-discretionary clients, may recommend direct investments in a broad range of securities, markets and instruments other than through Investment Vehicles, including without limitation, for portfolio hedging and to temporarily adjust a Fund's or Managed Account's overall market exposure.

Dodd-Frank	:	means the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as amended.
ERISA	:	means the U.S. Employee Retirement Income Security Act of 1974, as amended.
FCM	:	means Futures Commission Merchant.
Exchange Act	:	means the U.S. Securities Exchange Act of 1934, as amended.
FINRA	:	means the U.S. Financial Industry Regulatory Authority.
Fund	:	means various domestic and foreign private pooled investment vehicles as well as a UCITS fund and registered investment company managed by the Adviser
ICA	:	means the Investment Company Act of 1940, as amended.
IHS Markit	:	IHS Markit Ltd., formerly, Markit Group Ltd., an approved pricing vendor and an Affiliate of the Adviser.
Investment Vehicle	:	means professionally selected investment vehicles that are managed by Portfolio Managers
IRS	:	means the U.S. Internal Revenue Service
JPMAAM	:	means J.P. Morgan Alternative Asset Management, Inc. or the Adviser
JPMAM	:	means JPMorgan Asset Management, which is the marketing name for the investment management businesses of JPMorgan Chase & Co.
JPMC	:	means JPMorgan Chase & Co., a publicly traded company, and its Affiliates worldwide.
JPMCB	:	means JPMorgan Chase Bank, N.A.
JPMDS	:	means JPMorgan Distribution Services, Inc., an affiliated broker-dealer of JPMAAM that serves as a distributor of JPMorgan Funds.
JPMII	:	means J.P. Morgan Institutional Investments Inc., an affiliated broker-dealer of JPMAAM used to facilitate the distribution of certain pooled investment funds.
JPMIM	:	means J.P. Morgan Investment Management Inc., which is the primary U.S. investment advisory branch of JPMorgan Asset Management.
JPMC Seed Capital	:	means when the Adviser or related persons provide initial funding necessary to establish a new fund.
JPMorgan Affiliated Funds	:	means mutual funds and other pooled investment vehicles managed by JPMAAM and its Affiliates.
JPMorgan Funds	:	means mutual funds or ETFs advised by JPMAAM or its affiliates.

JPMS	:	means J.P. Morgan Securities LLC.
Liquid Alts Funds	:	means U.S. or foreign registered funds (including UCITS) advised or sub-advised by the Adviser.
Managed Account	:	means certain separately managed accounts for institutional clients including other investment advisers and financial institutions.
MNPI	:	means material non-public information.
OTC	:	means over-the-counter.
Person	:	means, with respect to any Person, any other Person that, directly or indirectly, controls, is under common control with, or is controlled by that Person. For purposes of this definition, "control" (including, with correlative meaning, the terms "controlled by" and "under common control with"), as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct and cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract, or otherwise.
Portfolio Manager	:	means portfolio managers which are selected by JPMAAM through a due diligence process and to which client assets are allocated.
PricingDirect	:	means PricingDirect Inc., an approved pricing vendor and an Affiliate of the Adviser.
Procedures	:	means the detailed written proxy voting procedures adopted by JPMAAM pursuant to Rule 206(4)-6 of the Advisers Act.
Proxy Voting Policy	:	means the detailed written proxy voting policy adopted by JPMAAM pursuant to Rule 206(4)-6 of the Advisers Act.
QEPs	:	means certain highly accredited clients who participate in commodity pools or open managed accounts known as Qualified Eligible Participants. The categories of persons who qualify as QEPs are listed in CFTC Regulation 4.7(a).
SEC	:	means the U.S. Securities and Exchange Commission.
Section 16	:	means Section 16 of the Securities Exchange Act of 1934.
SRO	:	means self-regulatory organization.
Volcker Rule	:	refers to § 619 (12 U.S.C. § 1851) of the Dodd–Frank Wall Street Reform and Consumer Protection Act.