

**FORM ADV, PART 2A**  
**APPENDIX 1**  
**WRAP FEE PROGRAM BROCHURE**  
**MUTUAL FUND ADVISORY PORTFOLIO**

J.P. Morgan Securities LLC

September 30, 2016

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This wrap fee brochure (“**Brochure**”) provides information about the qualifications and business practices of J.P. Morgan Securities LLC (“**JPMS**”). If you have any questions about the contents of this brochure, please contact us at 800-392-5749. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Additional information about JPMS is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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

**ITEM 2 – MATERIAL CHANGES**

The following is a summary of the changes made to this Brochure since the last update dated August 15, 2016:

Item 4 and Item 9 have been updated to reflect that J.P. Morgan Clearing Corporation (“JPMCC”) will merge into JPMS. Upon completion of the merger, that will take effect on or around October 1, 2016, JPMS will assume responsibility for the clearing services formerly performed by its affiliate, JPMCC.

Copies of Form ADV, Part 2A Brochure, for JPMS and J.P. Morgan Private Investments Inc., the Program’s Sub-Adviser, are available at [www.chase.com/mfap](http://www.chase.com/mfap) or by contacting your investment advisory representative.

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## ITEM 4 – SERVICES, FEES AND COMPENSATION

### Description of Firm and Advisory Services

J.P. Morgan Securities LLC (“**JPMS**” or the “**Firm**”) is a wholly-owned subsidiary of JPMorgan Chase & Co. (“**JPMorgan**”), a publicly-held financial services holding company. JPMorgan and its affiliates are engaged in a large number of financial businesses worldwide, including banking, asset management, securities brokerage, and investment advisory services. JPMS is registered as a broker-dealer and investment adviser with the U.S. Securities and Exchange Commission (“**SEC**”) and is a member of the Financial Industry Regulatory Authority (“**FINRA**”). JPMS’s investment advisory services are limited to sponsoring a variety of wrap fee accounts. JPMS offers investment advisory products through three separate sales channels: J.P. Morgan Securities, Chase Investments, and Chase Private Client.

This Wrap Fee Brochure provides information about JPMS and the Mutual Fund Advisory Program (“**MFAP**” or the “**Program**”). MFAP is offered through the Chase Investments and Chase Private Client sales channels. Information about other wrap fee programs sponsored by JPMS is contained in separate Wrap Fee Brochures, which can be obtained upon request from your Financial Advisor or at the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). JPMS also maintains a separate website, available at [www.chase.com/managed-account-disclosures](http://www.chase.com/managed-account-disclosures), that contains the wrap fee program brochures for MFAP and JPMS’s other advisory programs, as well as the advisory brochures for J.P. Morgan Private Investments Inc. (“**JPMPI**” or the “**Sub-Adviser**”), the Program’s sub-adviser (“**Sub-Adviser**”).

### Program Description

MFAP is a mutual fund and exchange-traded fund (“**ETF**”) managed account program managed and offered by JPMS. In MFAP, the client (“**Client**”) invests Program account (“**Account**”) assets across each selected asset class into one or more open-end mutual funds or ETFs available in the Program. In this Brochure we refer to mutual funds and ETFs as “**Funds**.” The Funds are managed by affiliates of JPMS (the “**JPMorgan Funds**”) or by third parties (the “**Non-JPMorgan Funds**”).

JPMS has retained JPMPI as the Program’s Sub-Adviser. The Sub-Adviser approves Funds eligible for investment through the Program, defines target asset allocation, and provides asset allocation ranges for the asset allocation models (the “**Models**”) offered through the Program. The asset allocation and Fund approvals are subject to the oversight of, and pursuant to an investment policy statement established by, JPMS. Other than the MFAP Fixed Income Focused Model (described below), JPMPI does not manage MFAP account assets on a discretionary basis. Instead, each client directs the investment of the client’s MFAP account assets across each selected asset class into one or more Funds. Each Model consists of Funds in a number of asset classes. Depending on the Model selected, Clients choose one or more Funds in each asset class. Each asset class in a Model has a specific allocation range, and the Client designates the specific asset allocation percentage desired for each asset class. JPMS is responsible for determining whether an MFAP Model, the allowable ranges in each MFAP Model, and the individual Funds in MFAP are suitable for each client.

The Chase Wealth Management (“**CWM**”) RIA Fiduciary Oversight Committee (the “**Committee**”) seeks to ensure that MFAP offers suitable investment products to Clients and MFAP Accounts are managed in a manner consistent with the goals of the Program and applicable law. The Committee is composed of members of senior management of JPMS and J.P. Morgan Global Wealth Management (“**GWM**”) and meets at least quarterly. Among other things, the Committee evaluates the Sub-Adviser’s performance, the Funds’ investment performance, Model composition and risk, fees, disclosures to Clients, conflicts of interest, and any material compliance issues affecting the Program or affecting the Sub-Adviser related to the Program.

Funds available through MFAP include both JPMorgan Funds and non-JPMorgan Funds. Currently, a substantial portion of the assets in MFAP are invested in JPMorgan Funds. See “Use of JPMorgan Funds and Potential Conflicts of Interest” below for more information on the use of JPMorgan Funds.

### Fixed Income Focused Model

The Fixed Income Focused Model (previously known as the 100% Fixed Income Model) was closed to new Accounts effective June 24, 2013; however, existing Clients can continue to hold such Accounts.

In the Fixed Income Focused Model, the Sub-Adviser, and not the Client, establishes the Funds and allocation percentages. The Funds and asset allocation percentages can be changed from time to time by the Sub-Adviser and appropriate trades will be effected in Program Accounts to conform to those changes, without notice to Clients. If JPMPI removes a Fund from the Fixed Income Focused Model, the assets held in client accounts will be sold and replaced with another Fund available for use in MFAP, without notice to clients. Clients cannot select a different replacement Fund.

### ***Client Profile and Account Opening***

Prior to opening a Program Account, a JPMS investment advisory representative (“**IAR**”) meets with the Client to create a Client Profile based upon the Client’s responses to a questionnaire about their financial situation, investment experience, investment objectives, time horizon and risk tolerance. The information is evaluated and incorporated into an Investment Proposal and Investment Policy Statement (“**IPS**”), which provides a recommended Model. The IAR will discuss the Model with the Client to ensure that it is appropriate for their specific investment needs and risk tolerance.

Once the Client selects a Model, the Client will select the specific Funds in each asset class of Client’s Model and those Funds and their percentage allocation will be entered on the IPS. The Client also executes a brokerage account agreement and a Client Services Agreement, and JPMS will open a Program Account for the Client and purchase the selected Funds. The Account will purchase shares of mutual funds at net asset value (no-load or load-waived) and ETFs at their market price. Clients that are invested in the Fixed Income Focused Model can place reasonable restrictions on the purchase or sale of certain securities for their Program Account, subject to JPMS’s acceptance. Such restrictions placed on the management of an Account can cause the Account to perform differently than similar unrestricted Accounts.

Clients can change the selected Funds, and the percentage allocation of any asset class within the ranges for the applicable Model, after the Program Account is opened, by giving instructions to the IAR.

If a Client uses securities to fund a Program Account, JPMS will sell any securities that are not consistent with the Model as an accommodation to the Client without charging a commission or spread on the trade. If non-US denominated securities are sold, the Client will incur currency conversion charges.

For important information about each Fund, including investment objectives, risks, charges, and expenses, Clients should read each Fund’s prospectus carefully and consider all the information in it before investing.

### ***Rebalancing***

Clients can choose to have their Accounts automatically reviewed for rebalancing quarterly, semi-annually or annually. JPMS also will facilitate the rebalancing of a Program Account upon Client’s direction. In between reviews for rebalancing, a Client’s Account will drift from the initial asset allocations selected by the Client for the Account and can even drift outside of recommended thresholds of a Model.

To rebalance the Account, shares of Funds in the Client’s Account that are underweight or overweight compared to their asset class percentage in the Model are bought or sold, as applicable, until the Account holdings are consistent with the Client’s selected Model. Over time, the Funds will appreciate (or depreciate) in value at different rates. Without rebalancing, the change in the percentages of each asset class held will change the level of risk from the risk level that is associated with the original Model. Since rebalancing has tax implications for most Clients, unless the Account is in an Individual Retirement Account (“**IRA**”) or other qualified retirement plan, Program Accounts will be rebalanced only if the percentage variance at the asset class level exceeds a threshold amount that has been established as effective for rebalancing to the Model.

If a trade error is made in a Client’s Account, JPMS will take action to make the Account whole. JPMS uses a firm account to correct trade errors.

### ***Custodian***

JPMS, in its capacity as an SEC-registered broker-dealer, provides clearing and trade execution services for and serves as the custodian for the Program Accounts.

### ***Trade Confirmations, Statements and Performance Reporting***

Clients will receive trade confirmations of all transactions unless they waive receipt of individual confirmations and instead receive a periodic statement of all transactions that will contain the information required to be in a confirmation. A Client who elects to receive a periodic statement can later choose to receive from JPMS, at no additional cost, transaction confirmations for any prior transactions effected during the period in which the Client did not receive transaction confirmations. Clients will not pay a different fee based upon this election and can rescind this election at any time upon written notice to JPMS. Clients

will receive Account statements from the custodian of the program at least quarterly (monthly for months when there is activity in their Account). Clients will also receive quarterly performance reports from an independent third-party administrator. The quarterly performance report contains general market commentary and analysis, charts and graphs detailing the quarterly performance of the Account versus relevant industry benchmarks and indices, and the trading activity in the Account during the quarter. JPMS performs periodic testing of a limited number of randomly selected Program Accounts to validate the administrator's performance calculations.

## Wrap Account Fees

### General

Clients pay an annual asset-based account fee (“**Account Fee**”) for the Program. The standard fee schedule for the Program is set forth below, expressed as an annual percentage. The Account Fee for Program Accounts will be computed and payable quarterly in advance based upon the market value of all assets held in the Program Account (including cash) on the last business day of the prior quarter or portion thereof. Account Fees for partial quarters upon the inception or termination of a Program Account will be prorated. In addition, Client deposits to and withdrawals from the Account in amounts of \$10,000 or more on any single day will result in an adjustment of the Account Fee to be based on the net overall market value of the additions to and/or withdrawals from the Program Account. No minimum fee requirement is applied to Accounts. Program Accounts will be charged the appropriate Account Fee percentage for the Account value or for the value of assets in managed accounts they have combined for fee calculation purposes. Unless the Client has elected to pay the Account Fee from a related JPMS managed account, if there are sufficient funds in the money market sweep fund (“**MMF**”) to pay the entire amount, the quarterly Account Fee will be paid out of the MMF within the Program Account. If the MMF does not have sufficient funds to pay the Account Fee in its entirety, then shares of the most overweight Fund(s) will be sold to pay the entire Account Fee rather than paying any portion of the Account Fee from the MMF. If, due to withdrawals, payment of fees, or otherwise, the value of the MMF falls to zero or below, sufficient shares in the Fund that is currently most overweight in the Model, based on actual dollar value, will be sold to clear the debit and replenish the MMF to its current target amount. If a Program Account is terminated during a quarter for which an Account Fee has been paid in advance, JPMS will refund a prorated portion of the Account Fee attributable to the remainder of the quarter.

Account Fees for Program Accounts (except converted accounts described below) are:

FEE SCHEDULE	
Asset Size < \$1 Million	Annual Fee
First \$250,000	1.60%
Next \$250,000	1.35%
Next \$500,000	1.10%
Asset Size ≥ \$1 Million	Annual Fee
First \$1,000,000	1.00%
Next \$4,000,000	0.70%
Next \$5,000,000	0.50%
Over \$10,000,000	0.25%

In certain circumstances, Accounts converted from other JPMS managed account programs pay different fees. The Account Fee for Program Accounts converted from the Private Client Investment Portfolio program (“**PCIP**”) in November 2007 is computed and payable quarterly in arrears based on the average daily balance of Program Account assets held during the preceding quarter.

If the total market value of the assets in the Account is equal to or greater than \$1 million at any time when the Account Fee is calculated (including Account inception, quarterly Account billing, or any billing adjustment calculation due to a net

contribution and/or withdrawal of \$10,000 or more in one day), and then falls below \$1 million during a subsequent billing period or periods, the Account Fee (as determined pursuant to the applicable rates and tiers in the Fee Schedule above) will be capped at \$10,000 for the subsequent billing period(s), for so long as the total market value of the assets in the Account continuously remains between \$1 million and \$738,600. If the total market value of the assets in the Account falls below \$738,600 at the time any Account Fee is calculated, or the total market value of managed assets in the client relationship has never equaled or exceeded \$1 million, the Account Fee will be assessed using the applicable rates and tiers in the Fee Schedule above, for so long as the total market value of the managed assets in your client relationship remains below \$1 million.

### ***Fees Paid to Sub-Advisers***

JPMS pays a portion of the fees set forth in the above table to the Sub-Adviser. Currently, the fee paid to the Sub-Adviser is .04%.

### ***Waivers, Reductions and Negotiated Fees***

JPMS, in its discretion, can waive or reduce the Account Fee. Fees are discounted for employees of JPMS or its affiliates. From time to time the Account Fees can be increased. JPMS will promptly notify the Client whenever an Account Fee increase is made to the Program. The Account Fee includes investment management, brokerage, execution, custody and reporting services. Clients can combine assets held in certain other JPMS advisory products to determine the applicable fee percentage. JPMS advisory accounts under the same social security number are automatically linked for Account Fee calculations; Clients must submit a Householding Request Form to link other related advisory accounts. When the combined assets in the linked accounts are sufficient to reach the next Account Fee breakpoint, the Client will benefit from a lower overall fee. The combined Account Fee is then divided ratably and assessed over all of the related advisory accounts. Clients can request that one of the related accounts pay the entire Account Fee for the combined holdings.

The Account Fee can be more or less than the cost of paying for investment advice, trade execution, custody and reporting services separately, depending on the cost of these services if provided separately and the level of trading activity in the Program Account.

Because the Account Fee is charged on all assets in the Account, in a low interest rate environment, a Client can earn less interest on assets held in the Account as cash or cash alternatives, such as money market funds, than the amount of the Fee the Client is paying JPMS with respect to such assets, and therefore the Client's net yield with respect to such assets can be negative.

### ***Other Fees and Expenses***

The Account Fee does not include transfer taxes, electronic fund and wire fees, IRA and retirement plan account fees, margin interest, American Depository Receipts ("ADR") fees, or any other fees that would reasonably be assessed to a brokerage account. Mutual funds and ETFs pay fees and expenses that are ultimately borne by clients as investors (including but not limited to management fees, brokerage costs, administration, and custody). For example, Funds held in a Program Account have annual investment advisory expenses, so Clients actually incur two levels of investment management fees – one indirectly in the form of an investment advisory fee to the investment adviser of each Fund and one to JPMS as the Program Sponsor. If these fees are for services performed by JPMS or its affiliates, JPMS or an affiliate will receive some or all of the revenue from the fee. These fees and expenses are in addition to any fees paid to JPMS. Clients should review the applicable prospectuses for Funds in the Program for additional information about these fees and expenses. JPMS and its affiliates collectively receive greater revenue if JPMorgan Funds are included in the Program, and therefore, JPMS and the Sub-Adviser have a conflict of interest in including JPMorgan Funds in the Program.

### ***Share Classes***

Mutual fund shares purchased through MFAP are generally advisory or institutional class shares, or no-load or load-waived Class A shares that are sold at net asset value. Generally, JPMS seeks to make available, and will invest client account in, the lowest cost share class for any Fund offered in MFAP. However, for certain Funds, the share classes with the lowest fee structures are not available in MFAP, either because (1) the Fund family restricts access to these share classes, or (2) JPMS does not have an agreement with the Fund to distribute the share class in MFAP. For a description of all available share classes for a given Fund, please refer to the Fund's prospectus. JPMS periodically reviews the share classes offered by Funds in MFAP, but also relies on the Fund families to inform JPMS when and if these share classes will be made available. Please contact your IAR for information about any limitations on share classes available through MFAP.

JPMS will invest client accounts in the lowest cost share class of a Fund offered through MFAP. Clients should be aware that certain lower cost Fund share classes may be available outside of MFAP.

JPMS receives distribution fees from certain Funds pursuant to Rule 12b-1 under the Investment Company Act of 1940 (“**Investment Company Act**”). Rule 12b-1 allows Funds to use Fund assets to pay the costs of marketing and distribution of the fund’s shares. If JPMS receives 12b-1 fees on load-waived Class A shares purchased in a client’s MFAP account, it will credit these fees to the client’s MFAP account.

In addition, JPMS, directly or indirectly, receives administrative and/or shareholder servicing fees from certain Funds or their affiliates that are held in a client’s MFAP account. The administrative and/or shareholder servicing that JPMS receives generally range from 0 basis points to 40 basis points of the Fund assets in MFAP accounts, or a rate of \$8 to \$19 per year per mutual fund position in each MFAP account. JPMS collects the servicing or administrative fees from the Funds that pay those fees, but does not retain any portion of those fees for retirement accounts. For non-retirement accounts, JPMS retains the servicing or administrative fees. With respect to a MFAP account owned by an IRA, or other client that is a qualified retirement plan subject to the prohibited transaction provisions of Section 4975 of the IRC, the servicing or administrative fees are rebated to the MFAP account, net any vendor sub-accounting charges, which are charged for each Fund position. The administrative and/or shareholder servicing fees that JPMS receives represent additional compensation to JPMS for providing services to MFAP clients. If JPMS did not receive this compensation, JPMS would likely charge higher Account Fees or other charges to clients for the services provided by JPMS in MFAP. When evaluating the fees for, and cost of, MFAP, clients should consider the administrative and/or shareholder servicing fees that JPMS receives, in addition to the Account Fee. Details about administration and/or shareholder servicing fees and other compensation are available upon request. In addition, clients should review the applicable Fund prospectuses for more information about these fees and expenses.

If JPMS introduces a class of shares for a Fund in MFAP with a lower fee structure than the class of shares previously made available in MFAP for the Fund, to the extent allowed, JPMS will effectuate an exchange of previously purchased shares of the Fund to the other share class of the same Fund with the lower fee structure. The conversion of shares of a Fund can take time, including several days or more, to complete. Operational considerations, as well as efforts by JPMS to transition share classes in a tax-efficient manner, can affect the timing of the conversion of shares, and can cause the timing or implementation of such conversions to differ between clients.

Some of the Fund share classes available through MFAP are not be available to clients outside of MFAP. Funds can prohibit MFAP clients from continuing to hold certain share classes offered in MFAP outside of MFAP accounts. If so, it will be necessary to sell these shares or convert them to other share classes if a MFAP account is terminated.

The sale of Fund shares can create income tax consequences for the Client.

#### ***Rebate of Certain Fees to Retirement Plan Accounts***

If a Program Account owned by a qualified retirement plan holds any JPMorgan Funds, the actual amount of the JPMorgan Fund’s advisory fees associated with Program Account assets will be credited to the Account Fee. The credit amount will be automatically applied against the Account Fee charged for the period and will appear as a separate line item on Client’s Program Account statement. If the amount to be credited exceeds the amount of the Account Fee then the Account Fee will be waived in lieu of crediting the mutual fund advisory fees associated with Account assets held in the JPMorgan Funds. The credit or offset does not apply to other mutual fund expenses such as transfer agency fees and shareholder servicing fees, or actual distribution, shareholder servicing and other fees paid to JPMS and its affiliates for Account investments in Non-JPMorgan Funds.

#### ***Margin Debit Balances***

In general, Clients cannot hold margin debit balances in a Program Account. This is significant because, when calculating the Account Fee, the net market value of the assets on which the fee is based will generally not be reduced by the amount of a Client’s margin debit balances in an account outside of the Program, even if some or all of the proceeds of the loan represented by the margin debit balances are held in the Client’s Program Account and even if some or all of the assets in the Client’s Program Account are used to collateralize or secure the loan represented by the margin balances. JPMS has a financial incentive for the Client to incur margin debt to buy securities in a Program Account because: 1) the Client will pay JPMS or its affiliates interest and fees on the debt; and 2) the net market value of the Program Account will be increased by the value of the additional securities purchased with the margin loan (and will not be offset by the amount of the Client’s margin debit held in any account outside of the Program), resulting in a higher fee. In addition, any interest and fees the Client pays on any debit balances held outside the Program Account will not be taken into account in computing the net equity or performance of the Client’s Program Account as reflected in Account statements, performance reports or otherwise.

## **Investment Adviser Representative Compensation**

IARs associated with JPMS recommend the Program to JPMS Clients. JPMS typically pays a portion of the Account Fee to the IAR who recommended and/or services the Program Account. The exact portion of the Account Fee paid to the IAR varies among IARs and can also depend on each IAR's overall annual revenue production. In addition, JPMS will negate the above payouts to IARs in connection with accounts they service that do not meet certain prescribed asset levels on a household basis. JPMS IARs have a number of opportunities for selling products or services in their capacity as JPMS broker-dealer registered representatives or insurance agents. Depending on a number of factors, including the size of the Program Account, changes in its value over time, the number of transactions and the ability to negotiate fees and commissions, the amount of compensation a JPMS IAR receives from a Program Account can be more or less than JPMS and the IAR would receive if the Client paid separately for investment advice, brokerage and other services. Since the IAR who recommends and/or services the Program Account will receive ongoing compensation as a result of Client's participation in the Program, the IAR has a financial incentive to recommend the Program, especially if the IAR believes that this compensation would be more than if the services were provided separately or if the Client participated in a different program.

## **ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

MFAP Clients include individuals, trusts, estates, charitable organizations, and corporations and other business entities, and certain types of retirement accounts. MFAP is not available to accounts governed by the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Program is not intended for investors who seek to maintain control over trading in their Account, who have a short-term time horizon (or expect ongoing and significant withdrawals), or who expect or desire to maintain consistently high levels of cash or money market funds.

The initial Program Account minimum is \$50,000. JPMS can waive the Account minimum at its discretion. If a Program Account falls below the minimum, JPMS can terminate the Program Account at its discretion. Under normal market conditions, it can take 2-4 business days to process the investment of funds in Program Accounts (whether initial investments or additions) and requests to sell or withdraw funds from Program Accounts, but these time frames can be longer due to market conditions.

## **ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION**

### **General Information**

Set forth below is a general description of the primary methods of analysis that the Sub-Adviser utilizes for the Program. This description is not intended to serve as Fund or Account guidelines. In connection with investments in a Fund, the description is qualified in its entirety by the information included in the applicable Fund's prospectus or other relevant offering documentation. JPMS, the Sub-Adviser, and the Manager Selection Team (defined below) are not responsible for the performance of any Fund (including any JPMorgan Fund) or its compliance with its prospectus, laws or regulations, or other matters within the Fund's control. Each Fund's adviser is solely responsible for the management of the Fund. JPMS, the Sub-Adviser, and the Manager Selection Team cannot ensure that a given Model's investment objective will be attained.

Other than the Fixed Income Focused Model, the Sub-Adviser does not engage portfolio managers to manage Program Accounts. Rather, clients select Funds for their accounts and designate the specific asset allocation percentage desired for each asset class (within the approved asset allocation ranges).

The Sub-Adviser is responsible for creating target strategic asset allocation, and approved asset allocation ranges for each Model, as well as for selecting Funds in each asset class to be made available to Clients for their MFAP Accounts, which are selected from Funds that are made available for use in MFAP by an internal governance forum. Clients designate the specific asset allocation percentage desired for each asset class (within the approved asset allocation ranges). Clients also select one or more Funds in each asset class for their Accounts from those Funds available in the Program. JPMPI's investment activities in MFAP are subject to the oversight of and pursuant to an investment policy statement approved by JPMS.

The Fixed Income Focused Model was closed to new Accounts effective June 24, 2013; however, existing clients can continue to hold their Accounts. In the Fixed Income Focused Model, the Sub-Adviser establishes the asset allocation and selects Funds on a discretionary basis. The Sub-Adviser can change the Funds and asset allocation percentages from time to time, and appropriate trades will be effected in client Accounts to conform to those changes, without notice to Clients. Clients cannot select a different replacement Fund.

Periodically, the Sub-Adviser reviews with JPMS changes to the Program composition, such as Fund additions, terminations, and soft closures. After the effective date of any changes, JPMS notifies affected Clients of the changes and any re-balancing to bring their account into conformity. JPMS Product Management determines the number of Funds in an asset class and the overall design of the Program.

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

### **Investment Process**

The Sub-Adviser's investment activities in MFAP are subject to the oversight of and pursuant to an investment policy statement approved by JPMS. The Sub-Adviser's approach is generally comparable to the JPMorgan Chase Bank, N.A. Global Wealth Management ("GWM") Manager Selection ("Manager Selection Team"), approach to asset allocation, manager and Fund selection, and portfolio construction for GWM's Private Bank ("PB") discretionary accounts. GWM is a business unit of JPMorgan. The Manager Selection Team performs due diligence on affiliated and unaffiliated investment strategies for PB discretionary accounts.

See "Use of JPMorgan Funds and Potential Conflicts of Interest" below for more information on the use of JPMorgan Funds.

### ***Asset Allocation Process***

The Sub-Adviser follows the same process as GWM to establish and update the overall strategic and tactical asset allocations for the Models. This process includes several internal forums. These asset allocations generally are the overall basis for the process described below. The JPMPI personnel who perform these functions are shared with JPMorgan Chase Bank, N.A. ("JPMCB"), an affiliate of JPMS and JPMPI, and perform substantially similar services for other clients of GWM. The Sub-Adviser periodically reviews the Program composition with JPMS. A GWM internal governance committee oversees the Sub-Adviser's investment activities in the Program.

### ***Due Diligence Process***

The Sub-Adviser uses due diligence from GWM's Manager Selection Team (the "**Manager Selection Team**") to research, select and monitor Funds. The Manager Selection Team is comprised of employees of JPMCB and other affiliates. The Manager Selection Team is responsible for researching and selecting Funds and subjecting them to a review process. The Manager Selection Team will begin the search process by defining an applicable universe of managed strategies, which typically will include J.P. Morgan-managed strategies when there is one in the desired asset class. The Manager Selection Team utilizes both quantitative and qualitative assessments during its initial review process. The Manager Selection Team then recommends particular Funds to an internal governance forum, which is responsible for approving or rejecting them. The Manager Selection Team is also responsible for monitoring and re-evaluating approved Funds as part of its ongoing review process. The Manager Selection Team and internal governance forum perform substantially similar services for other clients of GWM.

### ***Fund Approval***

The internal governance forum approves or rejects new affiliated and unaffiliated Funds to be made available for the Sub-Adviser to use in Models. There can be Funds that are not available in MFAP, but that are available in other programs advised by the Sub-Adviser or its affiliates. The Manager Selection Team provides a formal presentation on prospective managed strategies to the governance forum for review. The internal governance forum is expected to consider the same factors in its review and approval process for J.P. Morgan and non-J.P. Morgan managed strategies. These factors include, but are not limited to: (a) an analysis of the manager's overall investment opportunity; (b) investment thesis; (c) track record; (d) performance; (e) terms of the vehicle; (f) reputational risk; (g) potential for conflicts of interest; and (h) regulatory issues.

### ***Portfolio Construction***

From the pool of strategies, the Sub-Adviser selects the combination of Funds that, in its view, fit each Model's asset allocation goals and the Sub-Adviser's forward looking views in an effort to best meet the Model's investment objectives. The Sub-Adviser will also consider other factors, including but not limited to: (a) manager capacity, (b) investment guidelines, and/or (c) portfolio-specific constraints. In making portfolio construction decisions, the Sub-Adviser will consider and is permitted to prefer, JPMorgan Funds.



JPMS, not the Sub-Adviser, is responsible for the portfolio implementation in each individual Client's Account.

JPMS Product Management determines the number of Funds in an asset class and the overall design of MFAP. Periodically, the Sub-Adviser reviews with JPMS changes to the MFAP composition, such as Fund additions, terminations, replacement funds, and soft closures. The Sub-Adviser will make a new Fund available to Program Clients upon JPMS's request, if the Sub-Adviser seeks to fill a gap in the Funds available in the Program, or if a Fund is terminated and no Fund available in the Program is an appropriate replacement. With respect to the JPMorgan Funds in MFAP, only JPMorgan Funds that were in existence when MFAP began are available.

Other than the Fixed Income Focused Model, clients select one or more Funds in each asset class for their Accounts from the Funds available in the Program. After the effective date of any changes to the target asset allocation or approved asset allocation ranges for a Model, JPMS notifies affected clients of the changes and any re-balancing to bring their Account into conformity.

### ***Removal and Replacement of Funds***

Another internal governance forum is responsible for making decisions to maintain Funds as approved and available in the Program, place them on probation, or terminate them as part of its ongoing monitoring and oversight responsibilities. The factors considered by the forum are expected to be the same J.P. Morgan and Non-J.P. Morgan managed strategies, and include, but are not limited to: (a) changes in the portfolio management team; (b) significant underperformance; (c) discovery of material operational risks; (d) changes in investment thesis; (e) terms of the vehicle; (f) reputational risk; (g) potential for conflicts of interest; and (h) regulatory issues.

The Sub-Adviser also can, for portfolio construction reasons, remove a Fund from the Program.

A Fund that is on probation can be held in a Client Account, but generally the Sub-Adviser will not direct new purchases until the Fund is removed from probation. During the probation period, the Manager Selection Team will continue to review the Fund. Generally, a Fund that is terminated will be sold in a Client Account, and the Sub-Adviser will not direct new purchases of that Fund.

If a Fund is no longer available in the Program, the Fund shares held in Program Accounts will be sold and replaced with another Fund in the same asset class. When evaluating a replacement Fund, the Sub-Adviser is expected to consider the same factors described above. JPMS will notify affected Clients of the Fund that is no longer available and the replacement Fund. A Client who does not approve of the replacement Fund should contact their IAR to select an alternative Fund. The replacement Fund will be sold and the Client-selected Fund will be purchased. Selling the replacement Fund can cause income tax consequences and/or penalties. At times the only alternative Fund will be a JPMorgan Fund.

If the Sub-Adviser removes a Fund from the Fixed Income Focused Model, the assets held in Client Accounts will be sold and replaced with another Fund, without notice to Clients. Clients cannot select a different replacement Fund.

The Manager Selection Team can also recommend that a Fund be soft-closed. A soft-closed Fund will be removed from the Program and will not be available to new Clients. Existing Clients can continue to hold shares and purchase additional shares of a soft-closed Fund, or they can choose a different Fund in that asset class. If a soft-closed Fund is reactivated, Clients will be notified on the next quarterly performance report. If a soft-closed Fund is terminated, it will be replaced as described above.

### **Use of JPMorgan Funds and Potential Conflicts of Interest**

Conflicts of interest will arise whenever JPMorgan has an actual or perceived economic or other incentive in its management of our clients' accounts to act in a way that benefits J.P. Morgan. Conflicts will result, for example (to the extent the following activities are permitted in a client account): (1) when J.P. Morgan invests in an investment product, such as a mutual fund, structured product, separately managed account or hedge fund issued or managed by JPMCB or an affiliate, such as JPMIM; (2) when a J.P. Morgan entity obtains services, including trade execution and trade clearing, from a J.P. Morgan affiliate; (3) when J.P. Morgan receives payment as a result of purchasing an investment product for a Client's Account; or (4) when J.P. Morgan receives payment for providing services (including shareholder servicing, recordkeeping, or custody) with respect to investment products purchased for a client's account. Other conflicts will result because of relationships that J.P. Morgan has with other clients or when J.P. Morgan acts for its own account.

Investment Strategies are selected from both JPMorgan Funds and third-party asset managers and are subject to review process by J.P. Morgan manager research teams. From this pool of strategies, J.P. Morgan portfolio construction teams select those

strategies J.P. Morgan believes fit its asset allocation goals and forward looking views in order to meet the portfolio's investment objective.

As a general matter, J.P. Morgan prefers J.P. Morgan managed strategies, including JPMorgan Funds and affiliated Model Managers. The proportion of JP Morgan managed strategies in CSP portfolios and discretionary MFAP accounts is expected to be high (in fact, up to 100 percent) in strategies such as, for example, cash and high-quality fixed income, subject to applicable law and any account-specific considerations.

While J.P. Morgan's internally managed strategies generally align well with the Sub-Adviser's forward-looking views, and the Sub-Adviser is familiar with the investment processes, as well as the risk and compliance philosophy of the firm, it is important to note that J.P. Morgan receives more overall fees when internally managed strategies are included in the Program. When JPMPI selects JPMorgan Funds for discretionary MFAP accounts, and makes JPMorgan Funds available for client selection in non-discretionary MFAP accounts, affiliates of JPMPI receive a fee for managing the JPMorgan Funds. As such, JPMorgan will receive more total revenue when a client's CSP or MFAP account is invested in JPMorgan Funds than when it is invested in third-party funds.

All Funds have various internal fees and other expenses that are paid by managers or issuers of the Funds or by the Funds themselves, but that ultimately are borne by the investor. These fees and expenses are in addition to any fees paid to JPMS or received by JPMPI for acting as Sub-Adviser. Affiliates of JPMS and the Sub-Adviser receive servicing or administrative fees from certain Funds that are held in a Client's Account. Clients should review the applicable prospectuses for Funds in MFAP for more information about these fees and expenses. These payments are made by sponsors of the Funds (including affiliates of JPMS) but not the Funds themselves, and are based on the value of the Funds in the Client's account. Funds or their sponsors can have other business relationships with JPMS or its affiliates, which provide brokerage or other services that pay commissions, fees, and other compensation.

If a Program Account owned by an IRA, or other client that is a qualified retirement plan subject to the prohibited transaction provisions of Section 4975 of the Internal Revenue Code of 1986 (the "IRC"), holds any JPMorgan Funds, JPMS has agreed to credit, and is responsible for crediting, the actual amount of the JPMorgan Funds' advisory fees associated with Program Account assets will be credited to the Account Fee. See "Rebate of Certain Fees to Retirement Plan Accounts" in Item 4 above.

For additional potential conflicts of interest, please refer to Item 9.C., below.

## **ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

Not applicable. The Program does not involve the engagement of Portfolio Managers.

## **ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS**

The Program does not engage portfolio managers to manage Program Accounts; Clients select Funds for their Accounts. Clients will generally have no contact with the investment advisers of the Funds. JPMS personnel knowledgeable about the management of the Program Accounts are available for Client consultation upon reasonable request. IARs can assist Clients in contacting such personnel.

## **ITEM 9 – ADDITIONAL INFORMATION**

### **A. Disciplinary Events**

JPMS has been involved in the following material legal or disciplinary events during the last ten years. For the periods before the merger of J.P. Morgan Securities Inc. into Bear, Stearns & Co. Inc. (and the naming of the surviving entity as J.P. Morgan Securities Inc., now J.P. Morgan Securities LLC) on October 1, 2008, and the merger of Chase Investment Services Corp. ("CISC") into J.P. Morgan Securities LLC on October 1, 2012, the events include those involving any of the three entities.

- 1) In November 2006, CISC submitted a Letter of Acceptance, Waiver and Consent ("AWC") to the National Association of Securities Dealers ("NASD") in connection with allegations that, from January 2002 through August 2004, the Firm failed to establish systems and procedures to supervise the sales of 529 college savings plans. Without admitting or denying the allegations, CISC consented to the entry of the NASD's findings and paid a \$500,000 fine and agreed to compensate customers disadvantaged by the alleged supervisory failures.
- 2) In March 2009, CISC submitted an AWC to FINRA in connection with alleged deficiencies related to the completion of the Firm's self-assessment of mutual fund breakpoint discount compliance required pursuant to previously imposed

FINRA (then NASD) requirements. Without admitting or denying the allegations, CISC consented to findings that it failed to deliver breakpoint discounts during a later review period and continued to fail to have reasonable written supervisory procedures to assure the appropriate breakpoints would be delivered to customers, and paid a \$32,500 fine.

- 3) Between June 2009 and September 2012, JPMorgan Chase & Co., on behalf of itself and its subsidiaries (including JPMS and CISC) entered into substantially similar settlements with 47 securities regulators in connection with investigations concerning alleged misrepresentations and omissions in connection with the marketing, sales and distribution of auction rate securities (“ARS”). The principal allegations were that the relevant J.P. Morgan entities misrepresented to customers that ARS were safe, highly liquid investments comparable to money market instruments, and when the auctions that provided liquidity for ARS failed in February 2008, customers held illiquid ARS instead of the liquid, short-term investments J.P. Morgan entities had represented them to be and were unable to sell the ARS. Without admitting or denying the allegations, JPMorgan Chase & Co. entered into consent decrees pursuant to which the relevant J.P. Morgan entities repurchased ARS from certain customers and paid fines, penalties, disgorgement and restitution in amounts that varied from state to state.
- 4) In November 2009, J.P. Morgan Securities Inc. submitted, and the SEC accepted, an Offer of Settlement in connection with allegations by the SEC that in 2002 and 2003 JPMS had made certain payments to firms whose principals or employees were friends of Jefferson County, Alabama public officials in connection with \$5 billion in County bond underwriting and interest rate swap agreement business awarded to JPMS, without disclosing the payments or conflicts of interest in the swap agreement confirmations or bond offering documents. The SEC also alleged that JPMS incorporated certain of the costs of the payments into higher swap interest rates it charged the County, thereby increasing the swap transaction costs to the County and its taxpayers. The SEC found that the alleged conduct violated Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933, Section 15B(c)(1) of the Securities Exchange Act of 1934, and Municipal Securities Rulemaking Board Rule G-17. Without admitting or denying any of the SEC’s substantive findings, JPMS consented to the SEC’s entry of an administrative order that included a censure of JPMS, an order to cease and desist from violations of the aforementioned statutes and rules, and an order requiring payment of disgorgement of \$1 and a civil money penalty of \$25 million. In addition, JPMS undertook to make a \$50 million payment to the County and to terminate any obligations of the County to make any payments to JPMS under certain swap agreements.
- 5) In December 2010, CISC submitted an AWC to FINRA pursuant to which the Firm was censured, fined and required to provide remediation to customers who purchased unit investment trusts (“UITs”) and did not receive applicable sales charge discounts. Additionally, CISC’s UIT purchase confirmations failed to disclose that a deferred sales charge may be imposed. Without admitting or denying the allegations, CISC consented to the findings and paid a \$100,000 fine.
- 6) In June 2011, J.P. Morgan Securities LLC agreed with the SEC to resolve the SEC’s inquiry regarding certain collateralized debt obligations (“CDOs”). Specifically, JPMS agreed to a settlement of allegations that it was negligent in not providing additional disclosure in marketing materials for a CDO called Squared CDO 2007-1, Ltd (“Squared”). The SEC’s complaint alleged that JPMS represented in marketing materials that the collateral manager selected the investment portfolio for Squared but failed to disclose that the hedge fund that purchased the subordinated notes (or “equity”) issued by Squared, and which also took the short position on roughly half of the portfolio’s assets, played a significant role in the selection process. Without admitting or denying the allegations, JPMS consented to the entry of a final judgment against it by the United States District Court for the Southern District of New York. The Final Judgment permanently restrains and enjoins JPMS from violating Sections 17(a)(2) and (3) of the Securities Act of 1933 in the offer or sale of any security or security-based swap agreement, orders JPMS to pay disgorgement of \$18.6 million, together with prejudgment interest thereon in the amount of \$2 million, and a civil penalty in the amount of \$133 million, and orders JPMS to comply with certain undertakings related to the review and approval of offerings of certain mortgage securities.
- 7) In July 2011, J.P. Morgan Securities LLC resolved an SEC investigation regarding conduct alleged to have taken place on the firm’s municipal derivatives desk. The SEC alleged that prior to at least 2005, JPMS made misrepresentations and omissions in connection with bidding on certain municipal reinvestment instruments, which the SEC alleged affected the prices of certain reinvestment instruments, deprived certain municipalities of a presumption that the reinvestment instruments were purchased at fair market value, and/or jeopardized the tax-exempt status of certain securities. Without admitting or denying the allegations, JPMS consented to the entry of a final judgment against it by the United States District Court for the District of New Jersey. The Final Judgment permanently enjoins JPMS from violating Section 15(c)(1)(A) of the Securities Exchange Act of 1934 and orders it to pay \$51.2 million to certain municipalities and other tax-exempt issuers.

In coordination with the SEC settlement, JPMorgan Chase & Co. (“**JPMC**”) and certain of its affiliates, including JPMS, also entered into settlements with other agencies to resolve concurrent investigations regarding conduct alleged to have taken place on the firm’s municipal derivatives desk relating to certain municipal derivative transactions occurring in or prior to 2006. Those settlements are as follows: JPMorgan Chase Bank, N.A. entered into a Formal Agreement and a Consent Order for a Civil Money Penalty with the Office of the Comptroller of the Currency and agreed to pay \$35 million; JPMC, JPMS, and JPMorgan Chase Bank, N.A. entered into a Closing Agreement of Final Determination of Tax Liability and Specific Matters with the Internal Revenue Service and agreed to pay \$50 million; and JPMC entered into written agreements with the Antitrust Division of the U.S. Department of Justice, the Federal Reserve Bank of New York, and 25 State Attorneys General. JPMC agreed to pay \$75 million in connection with its agreement with the State Attorneys General. Of the total funds to be paid, \$129.7 million will be eligible for distribution to municipalities and other tax-exempt issuers. The Firm also consented to implement various remedial measures, including enhanced compliance policies and procedures.

- 8) In October 2011, CISC consented to the entry of an order of the Florida Office of Financial Regulation in connection with allegations that the Firm engaged in the investment advisory business within the State of Florida without three (3) individuals being registered as IARs in the State of Florida. CISC paid an administrative fine of \$30,000.
- 9) In November 2011, CISC submitted an AWC to FINRA pursuant to which the Firm was fined, censured and required to provide remediation to customers who purchased certain UITs and floating rate funds. FINRA alleged that the Firm failed to establish systems and procedures adequate to supervise the sales of such UITs and floating rate funds. Without admitting or denying the allegations, CISC consented to the entry of FINRA’s findings, paid a \$1,700,000 fine and agreed to compensate customers that suffered losses as a result of the alleged supervisory failures.
- 10) In November 2012, the SEC filed a complaint against J.P. Morgan Securities LLC and several of its affiliates in the District Court for the District of Columbia. The complaint related primarily to Bear Stearns’ alleged failure to disclose information regarding settlements entered into by a Bear Stearns affiliate with originators of loans that had been securitized into residential mortgage-backed securities (“**RMBS**”) trusts beginning in or about 2005. The complaint also alleged that JPMS, in connection with an RMBS offering by a J.P. Morgan affiliate in 2006, failed to include in the RMBS prospectus supplement’s delinquency disclosures approximately 620 loans that the SEC asserted were more than 30 days delinquent at the cut-off date for the offering. Based on the alleged misconduct described above, the complaint alleged that the defendants violated Sections 17(a)(2) and (3) of the Securities Act of 1933. In settlement of the action, the defendants submitted an executed Consent agreeing to the entry of judgment, without admitting or denying allegations made in the proceeding (other than those relating to the jurisdiction of the District Court over it and the subject matter). In January 2013, the District Court entered a judgment against the defendants that enjoined them from violating, directly or indirectly, Sections 17(a)(2) and (3) of the Securities Act. Additionally, the judgment required the defendants to pay disgorgement in the amount of \$177,700,000, prejudgment interest in the amount of \$38,865,536, and a civil monetary penalty of \$84,350,000.
- 11) On December 18, 2015, JPMS and JPMCB (together “**Respondents**”) entered into a settlement with the SEC resulting in the SEC issuing an order (“**Order**”). The Respondents consented to the entry of the order that finds that JPMS violated Sections 206(2), 206(4), and 207 of the Investment Advisers Act of 1940 and Rule 206(4)-7 and JPMCB violated Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933. The Order finds that JPMCB negligently failed to adequately disclose (a) from February 2011 to January 2014, a preference for affiliated mutual funds in certain discretionary investment portfolios (the “**Discretionary Portfolios**”) managed by JPMCB and offered through J.P. Morgan’s U.S. Private Bank (the “**U.S. Private Bank**”) and the Chase Private Client lines of business; (b) from 2008 to 2014, a preference for affiliated hedge funds in certain of those portfolios offered through the U.S. Private Bank; and (c) from 2008 to August 2015, a preference for retrocession-paying third-party hedge funds in certain of those portfolios offered through the U.S. Private Bank. With respect to JPMS, the Order finds, that from May 2008 to 2013, JPMS negligently failed to adequately disclose, including in documents filed with the SEC, conflicts of interest associated with its use of affiliated mutual funds in the Chase Strategic Portfolio (“**CSP**”) program, specifically, a preference for affiliated mutual funds, the relationship between the discounted pricing of certain services provided by an affiliate and the amount of CSP assets invested in affiliated products, and that certain affiliated mutual funds offered a lower-cost share class than the share class purchased for CSP. In addition, the Order finds that JPMS failed to implement written policies and procedures adequate to ensure disclosure of these conflicts of interest. Solely for the purpose of settling these proceedings, the Respondents consented to the Order, admitted to the certain facts set forth in the Order and acknowledged that certain conduct set forth in the Order violated the federal securities laws. The Order censures JPMS and directs the Respondents to cease-and-desist from committing or causing any violations and any future violations of

the above-enumerated statutory provisions. Additionally, the Order requires the Respondents to pay a total of \$ 266,815,000 in disgorgement, interest and civil penalty.

Concurrently, on December 18, 2015, JPMCB reached a settlement agreement with the CFTC to resolve its investigation of JPMCB's disclosure of certain conflicts of interest to discretionary account clients of J.P. Morgan Private Bank's U.S.-based wealth management business. In connection with the settlement, the CFTC issued an order ("**CFTC Order**") finding that JPMCB violated Section 4o(1)(B) of the Commodity Exchange Act ("**CEA**") and Regulation 4.41(a)(2) by failing to fully disclose to certain clients its preferences for investing certain discretionary portfolio assets in certain commodity pools or exempt pools, namely (a) investment funds operated by JPMorgan Asset Management and (b) third-party managed hedge funds that shared management and/or performance fees with an affiliate of JPMCB. The CFTC Order directs JPMCB to cease-and-desist from violating Section 4o(1)(B) of the CEA and Regulation 4.41(a)(2). Additionally, JPMCB shall pay \$40 million as a civil penalty to the CFTC and disgorgement of \$60 million satisfied by disgorgement to be paid to the SEC by JPMCB and an affiliate in a related and concurrent settlement with the SEC.

For a copy of the Order, please go to <http://www.sec.gov/litigation/admin/2015/33-9992.pdf>.

- 12) On or about July 28, 2016, JPMS and JPMCB entered into a Consent Agreement ("**Agreement**") with the Indiana Securities Division ("**ISD**"). The Respondents consented to the entry of the Agreement that alleged that certain conduct of the Respondents was outside the standards of honesty and ethics generally accepted in the securities trade and industry, in violation of 710 Ind. Admin. Code§ 4-10-1(23) (2016). Specifically, the Agreement alleged that, between 2008 and 2013, JPMS failed to disclose to Indiana investors that certain proprietary mutual funds purchased for CSP clients offered institutional shares that were less expensive than the institutional shares JPMS chose for CSP clients. In addition, the Agreement alleged that, from February 2011 to January 2014, no account opening document or marketing materials disclosed to Indiana investment management account clients or Indiana J.P. Morgan Investment Portfolio clients that JPMCB preferred to invest client assets in proprietary mutual funds, and that between 2008 and January 2014, JPMCB did not disclose its preference for investing certain investment management account assets in certain proprietary hedge funds to Indiana clients. Lastly, the Agreement alleged that JPMCB did not disclose its preference for placement-agent-fee-paying third-party hedge fund managers in certain investment management accounts to Indiana clients until August 2015. Solely for the purpose of settling these proceedings, the Respondents consented to the Agreement, with no admissions as to liability. In the Agreement, the Respondents agreed to pay a total of \$950,000 to resolve the ISD's investigation.

## **B. Other Financial Industry Activities and Affiliations**

JPMS's primary business is providing brokerage products and services as a bank-affiliated broker-dealer and making available to its customers, in addition to investment advisory services, a variety of bank, securities and insurance products through its affiliates. JPMS's officers, managers and IARs spend the majority of their time in administrative or supervisory duties with broker-dealer activities rather than investment adviser activities.

JPMS is affiliated with several other SEC-registered broker-dealers, investment companies, investment advisers, insurance agencies, mortgage companies, and JPMCB. Other registered investment advisers, collectively referred to as JPMorgan Asset Management, are affiliated with JPMS under the common ownership by JPMorgan. One or more of these investment advisers serve as the investment adviser to various JPMorgan Funds. JPMS and the Sub-Adviser prefer internally managed strategies because they generally align well with our forward-looking views and our familiarity with the investment process, as well as the risk and compliance philosophy that comes from being part of the same firm. It is important to note that J.P. Morgan receives more overall fees when internally managed strategies (e.g., JPMorgan Funds) are included in the Program. JPMS and the Sub-Adviser address this conflict through disclosure to Clients and through the investment process described in Item 6 above.

## **C. Material Relationships with Related Persons and Potential Conflicts of Interest**

JPMS has several relationships or arrangements with related persons that are material to its investment advisory business.

### ***Affiliated Mutual Fund Advisors***

Mutual funds (including money market funds) pay fees and expenses that are ultimately borne by Clients. Clients should review the applicable prospectuses for Funds in the Program for additional information about these fees and expenses. These fees and expenses are in addition to the Account Fee. See "Other Fees and Expenses" in Item 4 above for more information.

Affiliates of JPMS provide investment advisory and other services to the JPMorgan Funds for compensation. Therefore, because JPMS and its affiliates will in the aggregate receive more revenue when Program Accounts are invested in JPMorgan Funds than they would receive if the account were invested in Non-JPMorgan Funds, JPMS has a conflict of interest when Program Accounts are invested in JPMorgan Funds. JPMS and the Sub-Adviser address this conflict through disclosure and by subjecting the JPMorgan Funds and Non-JPMorgan Funds to the investment process described in Item 6 above. See “Use of JPMorgan Funds and Potential Conflicts of Interest” in Item 6 above for more information on the use of JPMorgan Funds.

### ***Distribution Fees and Revenue Sharing***

JPMS receives distribution fees from certain mutual funds pursuant to Rule 12b-1 under the Investment Company Act of 1940. However, any 12b-1 fees received by JPMS will be credited to Client’s Program Account.

JPMS has negotiated revenue sharing arrangements with a number of mutual fund families. Some of these mutual funds are available in the Program, and JPMS will receive additional revenue on either the mutual fund assets in Program Accounts or on the initial purchase of these mutual funds. IARs are not compensated from JPMS’s receipt of shared revenues.

### ***JPMorgan Chase Bank, N.A.***

Clients can authorize JPMS, to the extent permitted by applicable law, to invest (*i.e.*, “sweep”) available cash balances in the Program Account into a money market deposit account, the “Chase Deposit Sweep”, held with JPMCB, an affiliate of JPMS. Deposits in the Chase Deposit Sweep are covered by the Federal Deposit Insurance Corporation (“**FDIC**”), up to applicable limits.

JPMCB benefits from Clients’ selection of the Chase Deposit Sweep because JPMCB receives a stable, cost-effective source of funding. JPMCB intends to use deposits in the Chase Deposit Sweep to fund current and new business, including lending activities and investments. The profitability on such lending activities and investments is generally measured by the difference, or “spread”, between the interest rate paid on the deposits and other costs associated with the Chase Deposit Sweep, and the interest rate or other income JPMCB earns on loans and investments made with the deposits. The income that JPMCB can earn through its lending and investment activities is usually greater than the fees all JPMorgan Chase-affiliated entities earn from managing and distributing money market mutual funds available to Program Clients as an alternative cash “sweep” for their Program Accounts.

Therefore, JPMS and JPMCB have a financial incentive in Clients’ selection of the Chase Deposit Sweep. JPMS does not believe that its and its affiliates’ interest in Clients’ selection of the Chase Deposit Sweep presents any inherent or general material conflict with the interests of Clients. However, if a conflict exists, JPMS addresses it by: (1) allowing Clients to select another available “sweep” option and to change the election at any time; (2) providing disclosure to Clients, including prospectuses for the money market mutual funds available as a sweep option, and the Chase Deposit Sweep; and (3) providing information on the current yield of the available sweep options.

All or substantially all registered representatives of JPMS, including IARs, are also employees of JPMCB. In their capacity as employees of JPMCB and outside of the Program, IARs market and sell to clients products and services of JPMCB (including discretionary portfolio management services), and are compensated in connection with such sales.

### **D. Code of Ethics**

The Firm’s Code of Ethics (the “**Code**”) governs the conduct of IARs and other Firm employees who have access to client information. The Code requires IARs and other Firm employees with access to client information to acknowledge that they understand and are in compliance with its policies. The Code’s policies require that IARs: (1) report personal securities trades; (2) acknowledge their ongoing compliance with SEC broker-dealer and investment adviser rules and regulations; and (3) report any violations of the Code of which they are aware to the Firm’s Chief Compliance Officer. Clients can telephone or write their IAR or the Firm to request a copy of the Code.

The Firm has a personal trading policy for its IARs and registered personnel and the Firm monitors the personal trading activity of each IAR in compliance with its internal supervisory process.

### **E. Review of Accounts**

JPMS IARs are available to meet with Clients upon request to discuss their Program Account. JPMS also contacts Clients at least annually to determine whether there have been any changes in the Client’s financial situation, investment objectives or investment restrictions that would require changes to the Program Account. JPMS personnel who are knowledgeable about the management of Program Accounts are available for Client consultation upon reasonable request. To ensure that the Program and

the selected Model remain suitable for the Client, Clients are instructed to promptly notify JPMS of any material changes to their investment objectives and/or financial situation. As most Program Accounts are managed in a similar manner according to the Model selected by the Client, JPMS does not review individual trades or individual Program Accounts. JPMS periodically reviews the Model composition and the Funds available in the Program to assure that the Models and Funds continue to meet the Program's requirements. When Clients request investment restrictions, JPMS periodically monitors the Accounts to ensure compliance with the requested restrictions. JPMS does not provide tax advice, and the Account reviews should not be construed as tax advice. Account reviews are not a substitute for careful review of Account statements or tax reporting forms.

Clients receive written Account statements from the custodian at least quarterly and also receive written quarterly performance reports.

**F. Client Referrals and Other Compensation**

Program Accounts are offered and sold only through IARs associated with JPMS. JPMS does not engage any unaffiliated third party cash solicitation or referral arrangements to refer prospective new clients to JPMS. However, pursuant to an agreement between JPMS and JPMCB, JPMCB can compensate its employees for referring clients to JPMS for various products and services, including the Program and other advisory products and services. Any such payments to JPMCB employees do not increase the Client's Account-Fee.

**G. Financial Information**

JPMS is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients, nor has JPMS been the subject of a bankruptcy petition at any time during the past ten years.