

FORM ADV, PART 2A
APPENDIX 1
WRAP FEE PROGRAM BROCHURE
J.P. MORGAN CORE ADVISORY PORTFOLIO

J.P. Morgan Securities LLC

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<http://www.chase.com/JPMCAP>

This wrap fee 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 <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.

ITEM 2 – MATERIAL CHANGES

This is a new brochure created to provide information about the J.P. Morgan Core Advisory Portfolio (“JPMCAP”) program.

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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 (together “**J.P. Morgan**”) 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 advisory programs. 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 J.P. Morgan Core Advisory Portfolio program (“**JPMCAP**” or the “**Program**”). JPMCAP 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 program brochures, which can be obtained upon request from your Financial Advisor or at the SEC’s website at www.adviserinfo.sec.gov. JPMS also maintains a separate website, available at www.chase.com/managed-account-disclosures, that contains the wrap fee program brochures for JPMCAP and JPMS’s other advisory programs, as well as the advisory brochures for J.P. Morgan Private Investments Inc. (“**JPMPI**”), the Program’s sub-adviser (“**Sub-Adviser**”), and each of the Model Managers available in JPMCAP (as defined below). These materials are also available by contacting your Investment Advisory Representative (“**IAR**”).

Program Description

JPMCAP is a discretionary unified managed account program managed and offered by JPMS. In JPMCAP, client assets are invested in a manner consistent with one of the multi-asset class investment strategies (each, an “**Investment Strategy**”) made available by JPMS to clients. Assets within an Investment Strategy are generally invested in each asset class through one or more open-end mutual funds (and share classes) and exchange-traded funds (“**ETFs**”) available through JPMS. For taxable accounts only, clients have the option to substitute any available municipal investments for some fixed income options. Clients with at least \$250,000 in their Program accounts may elect to include “**Liquid Alternative Funds**,” which are mutual funds that may hold more non-traditional investments and employ more complex strategies than traditional mutual funds. In this brochure, we refer to open-end mutual funds, ETFs, and Liquid Alternative Funds collectively as “**Funds**.”

Clients with at least \$750,000 in their Program accounts and that have elected to include Liquid Alternative Funds in their accounts may also elect to have assets within an Investment Strategy invested in individual securities in accordance with one or more models following model portfolios provided by separate investment advisers (the “**Model Managers**”). The Form ADV, Part 2A for each Model Manager selected for a client’s Program account is available upon request and at www.chase.com/managed-account-disclosures.

Funds available through JPMCAP include both Funds sponsored or managed by J.P. Morgan affiliates (the “**J.P. Morgan Funds**”), including J.P. Morgan Investment Management Inc. (“**JPMIM**”), and Funds managed by third-party asset managers (the “**non-J.P. Morgan Funds**”). A substantial portion of the assets in JPMCAP are expected to be invested in J.P. Morgan Funds. In addition, unaffiliated and affiliated Model Managers may be evaluated and selected for JPMCAP accounts. See “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest” below for more information on the use of J.P. Morgan Funds and affiliated Model Managers.

The Investment Strategy for a particular client is based on the client’s discussion with JPMS and the client’s risk tolerance. The Investment Strategies available in JPMCAP are conservative, balanced, growth, and aggressive growth. The conservative, balanced, and growth Investment Strategies are generally available for clients, regardless of whether they are eligible to include or have elected to include Liquid Alternative Funds or other securities through Model Managers in their accounts. The aggressive growth Investment Strategies are only available to those clients who are eligible for and have elected to include Liquid Alternative Funds, or to include Liquid Alternative Funds and other securities through Model Managers, in their account. For more information on these Investment Strategies and related risks, clients should review the Sub-Adviser’s advisory brochure, which can be obtained upon request from your Financial Advisor, at www.chase.com/managed-account-disclosures, or at the SEC’s website at www.adviserinfo.sec.gov.

The Investment Strategies and types of investment options that are available based on the level of client assets in the Program are summarized in the table below:

Available Investment Strategies and Investments

Client Program Assets	Available Investment Strategies				Available Investments			
	Conservative	Balanced	Growth	Aggressive Growth	Mutual Funds*	ETFs*	Liquid Alternative Funds	Other Securities through Model Managers
\$50,000 – \$249,999	Yes	Yes	Yes	No	Yes	Yes	No	No
\$250,000 and over	Yes	Yes	Yes	Yes, if elect Liquid Alternative Funds	Yes	Yes	Yes, on client election	No
\$750,000 and over	Yes	Yes	Yes	Yes, if elect Liquid Alternative Funds and other securities through Model Managers	Yes	Yes	Yes, on client election	Yes, on client election

* Clients may elect to have their Program accounts include Index Oriented Vehicles (as defined below) so long as they have not elected to have their Program accounts include Liquid Alternative Funds or other securities through Model Managers.

JPMS has full discretionary authority, to be exercised in JPMS's exclusive judgment and consistent with the Investment Strategy selected by the client, to determine the allocation of assets among Funds and, at appropriate asset levels, Liquid Alternative Funds or one or more Model Managers; to select, add, remove, or replace Funds and Model Managers; and to purchase and sell Funds and other securities for Program accounts. JPMS has delegated certain of its discretionary responsibilities and authority to JPMPI as the Program's Sub-Adviser. JPMPI is an affiliate of JPMS and JPMIM. JPMPI, as the Sub-Adviser, constructs and evaluates the Investment Strategies and selects the Funds and Model Managers available through the Program using due diligence produced by JPMPI's affiliates. JPMS oversees the selections using an investment policy statement it established and remains responsible for overseeing the Sub-Adviser's performance.

The investment policy statement specifies investment guidelines established by JPMS, including those designed by JPMS to address operational considerations. These operational considerations, such as Fund concentration, prospectus delivery, and capacity issues, may affect the timing of certain tactical trades, and may result in the timing or implementation of trades for a client's account differing from that of another client or group of clients of JPMS or its affiliates. It is JPMS's policy, to the extent practicable, to allocate, within its reasonable discretion, investment opportunities among clients over a period of time on a fair and equitable basis.

JPMS has hired JPMIM ("**Overlay Manager**") to provide certain implementation services for client Program accounts not involving the provision of investment advice or discretion.

Client directs brokerage of the account to JPMS and its affiliated clearing broker, J.P. Morgan Clearing Corp. ("**JPMCC**"). JPMS may designate another broker or dealer if it believes the other broker or dealer will provide better execution than JPMS or its clearing broker. Any such determination will take into account that charges for transactions effected through JPMS or its clearing broker are included in the Program fee, whereas step-out trades are not. In evaluating whether another broker or dealer will provide better execution, JPMS or its Overlay Manager will consider the full range and quality of a broker's or dealer's services including, among other things, execution capability, commission rate, financial responsibility, market making capabilities and responsiveness.

The Chase Wealth Management ("**CWM**") RIA Fiduciary Oversight Committee (the "**Committee**") seeks to ensure that JPMCAP offers suitable investment products to clients and that assets in JPMCAP 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 JPMorgan Global Wealth Management ("**GWM**") and meets at least quarterly. Among other things, the Committee evaluates the Sub-Adviser's performance; the investment performance of the Funds and Model Managers; portfolio composition and risk; fees; disclosures to clients; conflicts of interest; and any material compliance issues affecting JPMPI, JPMIM, or JPMS related to the Program.

Option to Use Index Oriented Vehicles

JPMs and the Sub-Adviser prefer to follow an investment process that maintains the option of using a range of active and passive vehicles, some of which are Index Oriented Vehicles (as defined below) and some of which are not. However, clients may elect to have their accounts (other than cash and liquidity Funds) implemented entirely through Index Oriented Vehicles. The JPMCAP program offers clients the option to implement certain account Investment Strategies using an Index Oriented Vehicle election, as described below.

For purposes of the JPMCAP Index Oriented Vehicle election: “**Passively Managed Vehicles**” include ETFs and index oriented mutual funds; “**Actively Managed Vehicles**” include mutual funds, separately managed accounts, and investments in other securities through Model Managers. In determining whether a particular Actively Managed Vehicle or Passively Managed Vehicle may be considered an “Index Oriented Vehicle,” the Sub-Adviser will, using due diligence and vehicle evaluation from its affiliates, consider, among other things, how closely the vehicle’s historical returns track the index the Sub-Adviser is targeting for the relevant asset class and the cost, liquidity, and complexity of the vehicle’s strategy. The determination of whether a vehicle is an Index Oriented Vehicle is in the Sub-Adviser’s sole discretion, is subject to change, and does not guarantee that an Index Oriented Vehicle will perform in line with, or in excess of, the underlying index. The election does not apply to cash and liquidity Funds.

Clients who have selected the conservative, balanced, or growth Investment Strategies, and who have not elected to include Liquid Alternative Funds or other securities through Model Managers, may elect to use Index Oriented Vehicles to implement their accounts for asset classes other than cash and liquidity Funds. This election directs the Sub-Adviser to use Passively Managed Vehicles except when, in JPMPI’s judgment, active management is expected to closely reflect an underlying index and to better reflect the overall characteristics of the underlying asset class or market segment. Actively managed vehicles typically charge higher management fees than passively managed vehicles.

Clients that have selected the Index Oriented Vehicle election will not be invested in any J.P. Morgan Funds (except for J.P. Morgan managed cash and liquidity products) or affiliated Model Managers.

If the client is making an election for Index Oriented Vehicles for an existing JPMCAP account, there may be tax consequences as a result of this election. Clients should consult their own tax advisors before making this election. In addition, sales of Funds may be subject to redemption fees. There may be a period of time during which non-Index Oriented Vehicles remain in a client’s account.

When a client elects to implement his or her JPMCAP account using Index Oriented Vehicles, it may affect the ability to make investments, access asset classes, or take advantage of opportunities that are available to clients who do not make that election. As a result, performance of an account with an election may differ from the performance of other accounts without an election.

Option to Use non-J.P. Morgan Funds and Unaffiliated Model Managers

As described below in “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest,” the Sub-Adviser prefers J.P. Morgan Funds and affiliated Model Managers. However, clients may elect to exclude from their JPMCAP accounts J.P. Morgan managed strategies, except for J.P. Morgan managed cash and liquidity products, or separately managed accounts managed by J.P. Morgan where a party other than J.P. Morgan is appointed investment adviser. The Non-Proprietary Strategy Election excludes from JPMCAP accounts J.P. Morgan Funds (except money market mutual funds) and affiliated Model Managers.

Currently, the Non-Proprietary Strategy Election is available for all JPMCAP Investment Strategies, including where clients are eligible for and have elected to include Liquid Alternative Funds or other securities through Model Managers in their accounts. It is possible that the availability of this election may change in the future.

When a client elects to exclude J.P. Morgan managed strategies, it may affect the ability to make investments, access asset classes, or take advantage of opportunities that are available to clients who do not make the Non-Proprietary Strategy Election. As a result, performance of an account with an election may differ from the performance of other accounts without an election.

To the extent a client holds J.P. Morgan managed investments in an existing JPMCAP account at the time of making the Non-Proprietary Strategy Election, there may be tax consequences as a result of the Non-Proprietary Strategy Election. Clients should consult their own tax advisors before making the Non-Proprietary Strategy Election. In addition, sales of Funds may be subject to redemption fees. There may be a period of time after making the Non-Proprietary Strategy Election during which J.P. Morgan managed investments remain in a client’s account.

Client Profile and Account Opening

Prior to opening a Program account, an IAR meets with the client to create a client profile based upon the client's responses to a questionnaire about his or her financial situation, investment objectives, time horizon, and risk tolerance. The information is evaluated and incorporated into an Investment Proposal Statement ("IPS"), which provides a recommended Investment Strategy and specifies the Funds and, if appropriate, Model Managers, that are included in the Investment Strategy. The recommended Investment Strategy is the result of an objective scoring system based on the client's responses to the client questionnaire. The IAR will discuss the recommended Investment Strategy with the client to ensure that it is appropriate for the client's specific investment needs and risk tolerance. However, the client may place reasonable restrictions on the purchase or sale of certain securities for the client's account, subject to JPMS's acceptance. Any restrictions on the management of a Program account may cause the account to perform differently than similar unrestricted accounts.

Once the client selects the Investment Strategy, the client will sign the IPS, a Client Services Agreement, and a Brokerage account application and agreement. JPMS or the Overlay Manager will implement the selected Investment Strategy, taking into account any reasonable restrictions the client has placed on the management of the account that have been accepted by JPMS, when assets are deposited in the account in an amount at least equal to the account minimum.

If a client uses securities to fund a Program account, JPMS will sell any securities that are not consistent with the Investment Strategy as an accommodation to the client without charging a commission or spread on the trade. If non-U.S. 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 of the information in it before investing.

Rebalancing

JPMS will continuously review a client's asset allocation relative to the selected Investment Strategy and will generally rebalance the Program account to the allocation in the chosen Investment Strategy when the asset allocation percentages deviate from established parameters. To rebalance the account, shares of Funds and/or securities held in the models advised by Model Managers that are underweight or overweight compared to their asset class percentages in the Investment Strategy will be bought or sold, as applicable, until the account holdings are consistent with the Investment Strategy. Over time, the Funds and/or individual securities in the account 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 allocations in the selected Investment Strategy. Since rebalancing has tax implications for most clients, unless the account is in an Individual Retirement Account ("IRA"), or another qualified retirement plan not subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), 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 Investment Strategy.

Custodian

JPMCC, an SEC-registered broker-dealer and New York Stock Exchange ("NYSE") member, provides clearing and trade execution services and serves as the custodian for the Program accounts. JPMCC is an affiliate of JPMS, JPMPI, and JPMIM.

Overlay Manager

JPMS has engaged JPMIM as the Program's Overlay Manager to provide portfolio implementation and coordination services to Program accounts. The Overlay Manager's services include: (1) placing orders for the purchase of Funds to implement asset allocation instructions; (2) buying and selling securities on the instruction of Model Managers, subject to policies and procedures established by JPMS and the Overlay Manager from time to time; and (3) implementing client-imposed restrictions.

In providing services to JPMS and the JPMCAP program, Overlay Manager does not act as an investment adviser and does not maintain any discretion over client accounts.

Model Managers

JPMS has engaged Model Managers to provide non-discretionary investment advice and recommendations through the provision of model portfolios that include individual securities. JPMS or its Sub-Adviser retains investment discretion over Program account investments. JPMS may add or remove Model Managers to the Program from time to time. See "Selection and Ongoing Review of Funds and Model Managers" for more information on the selection and removal of Model Managers in the Program. The Form ADV, Part 2A for each Model Manager selected for a client's Program account is available upon request, at www.chase.com/managed-account-disclosures, or at the SEC's website at www.adviserinfo.sec.gov.

Trade Confirmations, Statements, and Performance Reporting

Clients will receive trade confirmations of all transactions but may 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. Clients will not pay a different fee based upon this election and may rescind this election at any time upon written notice to JPMS. A client who elects to receive a periodic statement may 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 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.

Proxy Voting, Corporate Actions, and Other Legal Matters

JPMS will not vote proxies (or give advice about how to vote proxies) relating to securities and other property currently or formerly held in a client's account. JPMS and its affiliates will not be responsible or liable for: (1) failing to notify a client of proxies, or (2) failing to send to the Proxy Service or a client, as applicable, proxy materials or annual reports where JPMS or its affiliates have not received proxies or related shareholder communications on a timely basis or at all.

Each client has the right to vote, and is responsible for voting, proxies for any securities and other property in the client's account. A client may appoint an independent services provider designated by JPMS for purposes of voting proxies ("**Proxy Service**") as the client's agent and attorney-in-fact, and authorize the Proxy Service, in its discretion, to vote proxies for any securities and other property in the client's account in accordance with the Proxy Service's proxy voting guidelines in effect from time to time, copies of which are available on request. The Proxy Service is currently Institutional Shareholder Services Inc. ("**ISS**"). Information relating to ISS's services is available on ISS's website at www.issgovernance.com. ISS's advisory brochure is available at the SEC's website at www.adviserinfo.sec.gov. The Proxy Service's role as the client's agent applies only to proxies that the Proxy Service generally votes and does not apply to proxies with respect to which the Proxy Service declines to vote. A client that appoints the Proxy Service will not receive proxy materials or annual reports relating to securities and other property for which the Proxy Service has accepted responsibility for voting related proxies, but will continue to receive and be responsible for voting other proxies. A client may revoke its appointment of the Proxy Service upon written notice to JPMS. If a client revokes his or her appointment of the Proxy Service, the client will receive all proxy materials and annual reports related to securities and other property in the client's account, and will be responsible for voting such proxies directly or instructing any custodian that holds such securities and other property. JPMS may, in its discretion, change the Proxy Service. JPMS will not be deemed to have or exercise proxy voting responsibility or authority by virtue of any authority to hire or change the Proxy Service.

JPMS is responsible for corporate actions with respect to securities in a client's account, such as: any conversion option; execution of waivers, consents, and other instruments; and consents to any plan of reorganization, merger, combination, consolidation, liquidation, or similar plan. Each client has the right and responsibility to take any actions with respect to any legal proceedings, including without limitation, bankruptcies and shareholder litigation, and the right to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, including with respect to transactions, securities, or other investments held in the client's account or the issuers thereof. Neither JPMS nor the Sub-Adviser is obligated to render any advice or take any action on a client's behalf with respect to securities or other property held in the client's account, or the issuers thereof, which become the subject of any legal proceedings, including without limitation, bankruptcies and shareholder litigation, to which any securities or other investments held or previously held in the account, or the issuers thereof, become subject. In addition, neither JPMS nor the Sub-Adviser is obligated to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, on behalf of a client's account, including with respect to transactions, securities, or other investments held or previously held, in the client's account or the issuers thereof.

Wrap Account Fees

General

Clients pay an annual asset-based account fee ("**Account Fee**") for the Program to JPMS pursuant to the applicable fee schedule, and subject to any applicable discounts. The standard fee schedule for the Program is set forth below, expressed as annual percentages. The Account Fee for Program accounts will be computed and payable quarterly in advance based upon the market value of assets held in the Program account on the last business day of the prior quarter or portion thereof. Clients eligible for and who have elected to invest in other securities through Model Managers also pay a separate fee for the Model

Managers, as described below. The Firm charges fees that it believes are reasonable, but these fees may not always be the lowest available from other firms, including affiliated ones.

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 Program 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 Program accounts. Each Program account will be charged the appropriate Account Fee percentage for the asset value in the Program account or for the value of assets in managed accounts that have been combined for Account Fee calculation purposes. Unless a 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 account 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) or securities in a model provided by a Model Manager 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(s) or securities in a model provided by a Model Manager that is currently most overweight in the Investment Strategy, 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 the prorated portion of the Account Fee attributable to the remainder of the quarter.

Account Fees for Program accounts are:

FEE SCHEDULES

FEE SCHEDULE (Assets Less Than \$1 Million)	
Asset Size < \$1 Million	Annual Fee
First \$250,000	1.60%
Next \$250,000	1.35%
Next \$500,000	1.10%

FEE SCHEDULE (Assets Equal to or Greater Than \$1 Million)	
Asset Size > \$1 Million	Annual Fee
First \$1 Million	1.00%
Next \$4 Million	0.70%
Next \$5 Million	0.50%
Over \$10 Million	0.25%

MODEL MANAGERS FEE SCHEDULE	
Asset Class	Fee
U.S. Large Cap Equity	0.20 – 0.45%
U.S. Mid Cap Equity	0.20 – 0.45%
U.S. Small Cap Equity	0.20 – 0.45%
Developed Non-U.S. Equity	0.20 – 0.45%
REIT	0.20 – 0.45%

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

Fees Paid to Overlay Manager, Sub-Adviser, and Model Managers

JPMS pays to the Sub-Adviser for its sub-advisory services a portion of the fees set forth in the above table to the Sub-Adviser. Those fees range from a minimum of .02% to a maximum of .06% of assets under management.

Clients eligible for and who have elected to invest in other securities through Model Managers also pay a separate fee to the Model Managers that ranges from a minimum of .20% to a maximum of .45%, as disclosed in the fee table above (“**Model Manager Fee**”). The Model Manager Fee is not included in the Account Fee. JPMS collects the Model Manager Fee from clients and pays the Model Managers. The actual Model Manager Fee for a particular Model Manager will be disclosed in the IPS for a client’s account.

JPMS also pays the expenses of JPMIM as Overlay Manager in return for its services. As a convenience to JPMS, the Sub-Adviser undertakes to pay those Overlay Manager expenses on behalf of JPMS, and as a result, the Sub-Adviser does not retain all of the fees received from JPMS.

Waivers, Reductions, and Negotiation of Fees

JPMS, in its discretion, may waive or reduce the Account Fee. The Account Fee is discounted for employees of JPMS or its affiliates. From time to time the Account Fee may be increased. JPMS will promptly notify a client whenever an Account Fee increase is made to the Program. The Account Fee includes investment management, brokerage, execution, custody, and reporting services. A client may 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 advisory 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 may request that one of the related accounts pay the entire Account Fee for the combined holdings.

JPMS offers downside Account Fee protection. If the total market value of the assets in a client’s JPMCAP 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 contribution or withdrawal of \$10,000 in one day), and then falls below \$1 million during a subsequent billing period or periods for any reason (including decline in market value or withdrawal of assets), the Account Fee (as determined pursuant to the applicable rates and tiers in the fee schedule applicable to accounts with assets less than \$1 million above) will be capped at \$10,000 for such subsequent billing period(s), for so long as the total market value of the assets in the client’s account continuously remains between \$1 million and \$738,600. If the total market value of assets in the client’s account falls below \$738,600 at any time the Account Fee is calculated for any reason (including decline in market value or withdrawal of assets), or the total market value of managed assets has never equaled or exceeded \$1 million, the Account Fee will be assessed using the applicable rates and tiers for accounts with assets less than \$1 million, for so long as the total market value of the assets in the client’s account remains below \$1 million.

The Account Fee may 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 client’s account.

Other Fees and Expenses

The Account Fee does not include internal Fund fees and expenses, transfer taxes, electronic fund and wire fees, IRA and retirement plan account fees, margin interest, American depositary receipt (“**ADR**”) related fees, or any other fees that would reasonably be assessed to a brokerage account. Funds pay fees and expenses that are ultimately borne by clients (including but not limited to management fees, brokerage costs, and administration and custody fees). Additionally, 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 its affiliates may receive some or all of the revenue from the fee. These fees and expenses are in addition to any fees paid to JPMS as the Program Sponsor, any fees paid to the Model Managers, and any fees received by the Sub-Adviser. Clients should review the applicable prospectuses for Funds (including Liquid Alternative Funds, as applicable) in the Program for additional information about these fees and expenses. JPMS and its affiliates collectively receive greater revenue if J.P. Morgan Funds or affiliated Model Managers are included in the Program, and therefore, JPMS and the Sub-Adviser have a conflict of interest in including J.P. Morgan Funds or affiliated Model Managers in the Program. See “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest” below for more information on the use of J.P. Morgan Funds and affiliated Model Managers.

The Account Fee does not cover brokerage commissions or other charges resulting from transactions not effected through JPMS or its affiliates. In cases where trades are placed with unaffiliated broker-dealers, clients will incur a brokerage commission, mark-up, or mark-down charged by the other broker-dealer that is not covered by the Account Fee. When the Overlay Manager places orders with broker-dealers other than JPMS, the trade confirmation issued by JPMS with the details

of the trade shows a price for the traded security that is inclusive (i.e., net) of the commission, mark-up, or mark-down paid by the client to the other broker-dealer, but it does not break out or otherwise show the amount of the commission, mark-up, or mark-down separately.

Share Classes

Mutual fund shares purchased through JPMCAP 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 the lowest cost share class for any Fund offered in JPMCAP. However, for certain Funds, the share classes with the lowest fee structures may not be available in JPMCAP, 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 JPMCAP. For a description of all share classes that may be available for a given Fund, please refer to the Fund's prospectus. JPMS periodically reviews the share classes offered by Funds in JPMCAP, 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 JPMCAP.

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

JPMS may receive a distribution fee 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 JPMCAP account, it will credit these fees to the client's JPMCAP 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 JPMCAP account. The administrative and/or shareholder servicing fees that JPMS receives generally range from 0 basis points to 40 basis points of the Fund assets in JPMCAP accounts, or a rate of \$8 to \$19 per year per mutual fund position in each JPMCAP account. JPMCC collects the servicing or administrative fees from the Funds that pay those fees, but does not retain any portion of those fees. For non-retirement accounts, JPMCC passes the servicing or administrative fees through to JPMS. With respect to a JPMCAP 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**"), the servicing or administrative fees are rebated to the JPMCAP 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 JPMCAP 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 JPMCAP. When evaluating the fees for, and cost of, JPMCAP, 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 JPMCAP with a lower fee structure than the class of shares previously made available in JPMCAP 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 may 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, may affect the timing of the conversion of shares, and may cause the timing or implementation of such conversions to differ between clients.

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

The sale of Fund shares may create income tax consequences for the client.

Rebate of Certain Fees to IRAs and Certain Other Retirement Plan Accounts

If a Program account owned by an IRA, or other client that is a qualified retirement subject to the prohibited transaction provisions of Section 4975 of the IRC, holds any J.P. Morgan Funds, the actual amount of the J.P. Morgan Funds' 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 the 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 Program account assets held in the J.P. Morgan 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-J.P. Morgan 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 may have 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 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 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 may also depend upon each IAR's overall annual revenue production. 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 may 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 the client's participation in the Program, the IAR may have 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 JPMS program.

ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

Clients include individuals, trusts, estates, charitable organizations, corporations and other business entities, and certain types of retirement accounts. The Program is not available to qualified retirement plans subject to 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. Minimum account values for eligibility to invest in Liquid Alternative Funds and securities in models provided by Model Managers are determined by JPMS from time to time. Currently, JPMS requires a minimum account value of \$250,000 to invest in Liquid Alternative Funds, and a minimum account value of \$750,000 to invest in other securities through Model Managers. JPMS, at its sole discretion, may waive the account minimums as well as the minimum account values to be eligible to invest in Liquid Alternative Funds or in other securities through Model Managers. If a Program account falls below the minimum, JPMS may terminate the Program account at its discretion. Under normal market conditions, it may 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 timeframes may be longer due to the size of withdrawals, market conditions, and other factors.

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, Model Manager, or account guidelines. In connection with investments in a Fund or other securities through a Model Manager, the description is qualified in its entirety by the information included in the applicable Fund's prospectus or other relevant offering documentation. The Form ADV, Part 2A for each Model Manager selected for a client's JPMCAP account is available upon request. JPMS, the Sub-Adviser, and the Manager Selection Team

(as defined below) are not responsible for the performance of any Fund (including any J.P. Morgan Fund) or any Model Manager (including any affiliated Model Manager), or any Fund's or Model Manager's compliance with its prospectus, disclosures, laws or regulations, or other matters within the Fund's or Model Manager'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 Investment Strategy's investment objective will be attained.

Sub-Adviser's Discretionary Investment Process

The Sub-Adviser is responsible for determining asset allocation, selecting Funds and Model Managers, determining portfolio construction, and evaluating Investment Strategies on an ongoing basis 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 GWM approach to asset allocation, Fund and manager selection, and portfolio construction for GWM's Private Bank ("**PB**") discretionary accounts. GWM is a business unit of J.P. Morgan.

See "Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest" below for important information on the use of J.P. Morgan Funds and affiliated Model Managers.

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 Investment Strategies. 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 the Sub-Adviser, and perform substantially similar services for other clients of GWM. The Sub-Adviser periodically reviews the asset allocation and performance of the Investment Strategies with JPMS. A GWM internal governance committee periodically reviews 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 and Model Managers. The Manager Selection Team is comprised of employees of JPMCB and other affiliates (and not employees of JPMPI). These specialists are responsible for researching and selecting Funds and Model Managers, and for 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 and Model Managers 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 and Model Managers as part of its ongoing review process. The Manager Selection Team and internal governance forum perform substantially similar services for other clients of GWM.

Strategy Approval

The internal governance forum approves or rejects new affiliated and unaffiliated Funds and Model Managers to be made available for the Sub-Adviser to use in Investment Strategies. There may be Funds or Model Managers that are not available in JPMCAP, but that are available in other programs advised by JPMPI 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 and Model Managers that, in its view, fit each JPMCAP Investment Strategy's asset allocation goals and the Sub-Adviser's forward looking views in an effort to best meet the Investment Strategy's investment objectives. The Sub-Adviser may 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 J.P. Morgan Funds and affiliated Model Managers. JPMIM (as Overlay Manager) provides portfolio implementation for each individual client's Program account.

Ongoing Review of Approved Strategies

Another internal governance forum is responsible for making decisions to maintain Funds and Model Managers as approved and available for JPMCAP, 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 for 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 may, for portfolio construction reasons, remove a Fund or Model Manager from the Program.

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

If the Sub-Adviser removes a Fund or Model Manager from the Program, the assets held in Program accounts will be sold and replaced with another Fund or Model Manager that is approved for use in JPMCAP. When evaluating a replacement Fund or Model Manager, the Sub-Adviser is expected to consider the same factors described above.

If a Model Manager is terminated, the Sub-Adviser will determine whether to re-invest Program account assets in a replacement Fund or Model Manager, and the Sub-Adviser will determine the specific Fund or Model Manager in which to re-invest the assets, using the factors described above.

Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest

Conflicts of interest will arise whenever J.P. Morgan has an actual or perceived economic or other incentive in its management of our client's 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's 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 J.P. Morgan and third-party asset managers and are subject to a 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 Investment Strategy's investment objective.

As a general matter, J.P. Morgan prefers J.P. Morgan managed strategies, including J.P. Morgan Funds and affiliated Model Managers. The proportion of J.P. Morgan managed strategies in JPMCAP portfolios 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 JPMCAP. As discussed in Item 4 above, clients may elect to exclude from their JPMCAP accounts investments in J.P. Morgan Funds and affiliated Model Managers (other than cash and liquidity products).

When the Sub-Adviser selects J.P. Morgan Funds for a client's JPMCAP account, affiliates of the Sub-Adviser may receive a fee for managing the J.P. Morgan Funds. As such, J.P. Morgan will receive more total revenue when a client's JPMCAP account is invested in J.P. Morgan 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 the Sub-Adviser. JPMS, directly or indirectly, receives servicing or administrative fees from certain Funds that are held in a client's JPMCAP account. Please see the discussion of "Share Classes" in Item 4 above for more information on the

receipt of administrative and servicing fees. Clients should review the applicable prospectuses for Funds (including Liquid Alternative Funds, as applicable) in JPMCAP for more information about these fees and expenses. These payments may be made by sponsors of the Funds (including affiliates of JPMS) but not the Funds themselves, and may be based on the value of the Funds in the client's account. Funds or their sponsors may have other business relationships with JPMS or its affiliates, which may provide brokerage or other services that pay commissions, fees, and other compensation.

With respect to Model Managers, when JPMIM (an affiliate of JPMS and JPMPI) serves as Model Manager, there is a benefit to J.P. Morgan since it increases the overall revenue of J.P. Morgan. Additionally, both affiliated and unaffiliated Model Managers may invest in products that may result in additional revenue to J.P. Morgan.

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 IRC, holds any J.P. Morgan Funds, the actual amount of the J.P. Morgan Funds' advisory fees associated with Program account assets will be credited against the Account Fee. See "Rebate of Certain Fees to IRAs and Certain Other Retirement Plan accounts" in Item 4 above.

Please refer to Item 9, section C for more information on Potential Conflicts of Interest.

ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

JPMS provides to the Overlay Manager a summary of information relevant to the Overlay Manager's services to a client, including the client's name, address, account number, Social Security number or taxpayer identification number, whether the Program account is taxable or non-taxable; the name of the IAR; investment strategy selected; amount invested; and any investment restrictions requested by the client. That information is updated if it becomes materially incorrect, such as in the event that the client selects a new Investment Strategy or changes the investment restrictions.

ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS

JPMS, JPMPI, and Model Manager personnel knowledgeable about the management of the Program accounts are available for client consultation on 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 JPMS) on October 1, 2008, and the merger of Chase Investment Services Corp. ("CISC") into JPMS on October 1, 2012, the events include those involving any of the three entities.

- 1) In March 2006, the SEC and NYSE announced a settlement with Bear, Stearns & Co. Inc. and its clearing affiliate in connection with the firms' alleged facilitation, in violation of various federal securities laws, of late trading and deceptive market timing in the trading of mutual funds by certain clients of the firms between 1999 and 2003. Without admitting or denying any of the SEC's substantive findings, Bear Stearns consented to the SEC's entry of an administrative order, in which the firm was censured; ordered to cease and desist from violations of Section 17(a) of the Securities Act of 1933, Sections 10(b), 15(c) and 17(a) of the Securities Exchange Act of 1934, and certain rules promulgated under those Acts and the Investment Company Act of 1940; ordered to pay \$160 million in disgorgement and \$90 million in civil penalties; and ordered to comply with certain undertakings including the retention of independent consultants to review aspects of the firm's mutual fund trading.
- 2) In November 2006, CISC submitted an AWC to the 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.
- 3) 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 ensure that the appropriate breakpoints would be delivered to customers, and paid a \$32,500 fine.

- 4) Between June 2009 and September 2012, JPMorgan, 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 JPMorgan 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 JPMorgan entities had represented them to be and were unable to sell the ARS. Without admitting or denying the allegations, JPMorgan entered into consent decrees pursuant to which the relevant JPMorgan entities repurchased ARS from certain customers and paid fines, penalties, disgorgement and restitution in amounts that varied from state to state.
- 5) 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.
- 6) 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.
- 7) In June 2011, JPMS 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 U.S. 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.
- 8) In July 2011, JPMS 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 U.S. 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 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: JPMCB 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; JPMorgan, JPMS, and JPMCB 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.

- 9) 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 investment adviser representatives in the State of Florida. CISC paid an administrative fine of \$30,000.
- 10) 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 \$1.7 million fine and agreed to compensate customers that suffered losses as a result of the alleged supervisory failures.
- 11) In November 2012, the SEC filed a complaint against JPMS and several of its affiliates in the District Court for the District of Columbia. The complaint related primarily to Bear Stearns's 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 of 1933. Additionally, the judgment required the defendants to pay disgorgement in the amount of \$177.7 million, prejudgment interest in the amount of \$38,865,536, and a civil monetary penalty of \$84,350,000.
- 12) On December 18, 2015, JPMS and JPMorgan Chase Bank, N.A. ("**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 Commodity Futures Trading Commission ("**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>.

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, and mortgage companies, as well as with 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 the various J.P. Morgan Funds.

As a general matter, J.P. Morgan prefers J.P. Morgan managed strategies, including J.P. Morgan Funds and affiliated Model Managers. The proportion of J.P. Morgan managed strategies in JPMCAP portfolios is expected to be high (in fact, up to 100%) 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 JPMCAP. As discussed in Item 4 above, clients may elect to exclude from their JPMCAP accounts investments in J.P. Morgan Funds and affiliated Model Managers (other than cash and liquidity products).

When the Sub-Adviser selects J.P. Morgan Funds for a client's JPMCAP account, affiliates of the Sub-Adviser may receive a fee for managing the J.P. Morgan Funds. As such, J.P. Morgan will receive more total revenue when a client's JPMCAP account is invested in J.P. Morgan Funds than when it is invested in third-party funds. 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 and Model Managers

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 J.P. Morgan Funds for compensation. Therefore, because JPMS and its affiliates will in the aggregate receive more revenue when Program accounts are invested in J.P. Morgan Funds than they would receive if the Program accounts were invested in non-J.P. Morgan Funds, JPMS has a conflict of interest when Program accounts are invested in J.P. Morgan Funds. The use of affiliated Model Managers in the Program is also a benefit to JPMS and its affiliates since it increases the overall revenue of affiliates of JPMS and their parent company. JPMS addresses this conflict through disclosure and subjecting the J.P. Morgan Funds and non-J.P. Morgan Funds to the investment process described in Item 6 above. See "Use of J.P. Morgan Mutual Funds and Model Managers and Potential Conflicts of Interest" in Item 6 above for more information on the use of J.P. Morgan Funds.

ADR Fees

The Overlay Manager may place orders for shares of foreign companies on foreign exchanges and convert the shares to ADRs for client accounts, if the total cost of the purchase and conversion is better than directly purchasing the ADRs. To the extent that a subsidiary of JPMorgan assists in the conversion of foreign stock, JPMS affiliates will receive additional compensation from the transaction but in no event should the total cost of the purchase and conversion costs exceed the cost if they had originally purchased the ADR in U.S. markets.

Distribution and Other Fees and Revenue Sharing

JPMS may receive a distribution fee from certain Funds pursuant to Rule 12b-1 under the Investment Company Act. If JPMS receives 12b-1 fees on load-waived Class A shares, it will credit these fees to the client's Program account. In addition, JPMS, directly or indirectly, receives servicing or administrative fees for certain Funds that are held in a client's JPMCAP account. Please see the discussion of "Share Classes" in Item 4 above for more information on the receipt of administrative and servicing fees.

JPMS has negotiated revenue sharing arrangements with a number of mutual funds and may receive revenue sharing payments for mutual funds held in brokerage accounts for which JPMS does not provide investment advisory services. Additional information about these arrangements is available at <https://www.chase.com/content/dam/chasecom/en/investments/documents/understanding-revenue-sharing.pdf>.

J.P. Morgan Clearing Corp.

JPMS has an arrangement with its clearing broker-dealer affiliate, J.P. Morgan Clearing Corp. ("JPMCC"), to provide the following services in the Program: trade execution, clearing and settlement services, service bureau requirements, and securities custody and processing.

JPMorgan Chase Bank, N.A.

Clients may authorize JPMS and JPMCC, to the extent permitted by applicable law, to invest (i.e., "sweep") available cash balances in the Program account into a bank deposit account, the "Chase Deposit Sweep," held with JPMorgan Chase Bank, N.A. ("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 J.P. Morgan-affiliated entities can earn from managing and distributing money market mutual funds that may be available to clients as an alternative cash "sweep" for their Program accounts.

Therefore, JPMS, JPMCC, and JPMCB have a financial incentive in clients' selection of the Chase Deposit Sweep. JPMCC also benefits from Program clients' authorization to invest available cash balances in the Chase Deposit Sweep. JPMCC receives a monthly fee from JPMCB equal to twenty cents (\$0.20) multiplied by the total number of accounts of clients that have elected to have available cash balances swept to 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 information about 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 may market and sell to clients products and services of JPMCB (including discretionary portfolio management services), and be 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 may 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, JPMPI, and Model Manager 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 Investment Strategy 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 Investment Strategy selected by the client, JPMS does not review individual trades or individual Program accounts. JPMS periodically reviews the Investment Strategies and the Funds and Model Managers available in the Program to assure that the Investment Strategies, Model Managers, and Funds continue to meet the Program's requirements. When clients request investment restrictions, JPMS periodically monitors the Program 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 a client's 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 may 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 a client's Program 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.