

## JGB Capital Management L.P.

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This brochure (this "Brochure") provides information about the qualifications and business practices of JGB Capital Management L.P. If you have any questions about the contents of this Brochure, please contact us by phone at (212) 355-5771. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Registration as an investment adviser does not imply that JGB Capital Management L.P. or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business.

Additional information about JGB Capital Management L.P. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2. Material Changes**

JGB Capital Management L.P. filed its most recent annual updating amendment to its Brochure on March 26, 2019. This Brochure has been updated to include updates regarding, among other things, the investment strategies utilized by JGB Capital Management L.P. and its relying advisers and certain risks factors relating to the private funds that they manage. While JGB Capital Management L.P. does not consider these changes to be material, clients are encouraged to read this document in its entirety.

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**Item 4. Advisory Business**

JGB Capital Management L.P. ("JGB Capital") is a Delaware limited partnership that was formed on January 3, 2005. JGB Capital and its relying advisers, JGB Management LP ("JGBM") and JGB Management Inc. ("JGBMI," and collectively with JGB Capital and JGBM, "we" "us," or "our"), are principally owned by Brett Cohen.

We provide discretionary investment advice to private funds (collectively, the "JGB Funds"). In particular, (i) JGB Capital serves as the general partner and investment manager of JGB Capital L.P. ("JGB Capital Onshore") and the general partner of JGB Partners L.P. ("JGB Partners"), (ii) JGBMI serves as the investment manager of JGB Partners, and (iii) JGBM serves as the investment manager of JGB Capital Offshore Ltd. ("JGB Capital Offshore," and together with JGB Capital Onshore, the "JGB Capital Funds"). JGB Capital also serves as the sub-adviser to a private fund through a separately managed account arrangement (such account, the "Sub-Advised Fund," and collectively with the JGB Funds, the "Funds").

Each Fund's investment objective is to achieve capital appreciation through a variety of investment strategies, including directly negotiated private transactions involving direct lending transactions (including rescue financing, tranche B loans and secured lending), equity-linked private placements, distressed and event-driven investments. Additionally, JGB Partners and the Sub-Advised Fund will often take highly concentrated positions – often more concentrated than the JGB Capital Funds, especially in privately negotiated situations. The Funds' investment guidelines and restrictions, if any, are contained in the Funds' respective offering documents, governing documents or investment advisory agreements (collectively, the "Governing Documents"). We do not generally permit investors in the Funds to impose limitations on the investment activities described in their respective Governing Documents.

We do not participate in wrap fee programs.

As of December 31, 2019, we managed \$231,237,443 of regulatory assets under management on a discretionary basis. We do not manage any assets on a non-discretionary basis.

**Item 5. Fees and Compensation**

Our fees and compensation are described in the Funds' Governing Documents.

We deduct management fees from certain JGB Funds quarterly in advance and from other JGB Funds monthly in arrears. In the case of JGB Partners, the management fee may be paid by drawdowns of capital commitments. If applicable, any management fees paid in advance by the JGB Funds are refundable on a pro rated basis if the relevant advisory contract is cancelled prior to the end of a payment period. We may, from time to time, reduce or modify our management fee for certain investors in the JGB Funds, including our employees.

The Sub-Advised Fund pays us management fees quarterly in arrears. Such fees are neither invoiced nor debited, but are paid to us directly by the adviser to the Sub-Advised Fund in accordance with such Fund's Governing Documents.

We also receive performance-based fees or allocations from each Fund, as further described in *Item 6 – Performance-Based Fees and Side-By-Side Management*.

The Funds bear all of their own operating costs and expenses, including (as applicable): formation and organizational expenses, including the preparation and updating of the Funds' governing documents, subscription agreements and offering materials; expenses associated with the initial and continued offering of interests in the Funds, such as blue sky and world sky filing fees and related legal expenses; fees and expenses relating to investments (regardless of consummation), including brokerage commissions (see Item 12 "Brokerage Practices" below), placement agent fees, arranger fees, attorneys' fees, clearing and settlement charges, margin interest and other interest charges, underwriting commissions; fees and expenses relating to evaluating investments (including diligence expenses), private placement fees and other transaction costs; pricing and third party valuation consultant fees, including appraisal fees; research fees and expenses, including information service subscriptions (such as Bloomberg), as well as expenses incurred to operate and maintain market information systems and information technology systems used to obtain such research and other information (such as phone and internet charges) and the fees and expenses of consultants and experts; wire transfer fees and other bank charges; legal, accounting, administration, auditing and tax consulting fees, including return preparation fees; fees associated with the administration and operation of the Funds, including the preparation and maintenance of the books and records (including hiring a third-party administrator to maintain the Funds' official books and records) and any special purpose vehicles, and the expenses of communicating with Fund investors; custodial, trustee, transfer agent, recordkeeping and other administrative fees; taxes, fees or other governmental charges levied against the Funds; fees and expenses incurred in enforcing the Funds' rights and remedies in connection with their investments and other property; fees and expenses incurred attending conferences in connection with the evaluation of potential portfolio investments or business sector opportunities, irrespective of whether any such investment is ultimately consummated; expenses of investments that are not consummated, which may include reverse breakup fees, refunds of pre-funded due diligence fees, certain advisory, transaction, closing, consulting and other similar fees; fees and expenses incurred maintaining the Funds and any of their subsidiary entities, including fees, costs and expenses incurred in the organization, operation and restructuring of such subsidiary entities; Fund director fees (if applicable); travel-related expenses related to or arising from the discovery, evaluation, investigation, development, acquisition, consummation, ownership, maintenance, monitoring, hedging or disposition of investments, including potential investments; insurance premiums protecting us, the Funds, the Funds' general partners (as applicable), any affiliates of the foregoing, and any directors, officers, members, employees, and agents of the foregoing from liability to third parties in connection with the Funds' affairs; preparation and filing of Form PF and related out-of-pocket expenses; expenses related to or in connection with any governmental inquiry, investigation or proceeding involving the Funds (including the amount of any judgments, settlements or fines paid in connection therewith), which includes legal fees, costs and expenses; expenses incurred in connection with the dissolution, winding up and termination of the Funds and any special purpose vehicles; expenses incurred in negotiating, entering into and compliance with side letters; and fees, costs or expenses related to co-investments (irrespective of whether such co-investments are ultimately consummated), such as broken deal expenses and reverse break-up or termination fees, that are not borne by actual or prospective co-investors.

Additionally, the JGB Capital Funds bear their *pro rata* shares of our operating costs and expenses and general overhead expenses including, but not limited to: fees incurred acquiring, developing, implementing or maintaining computers, computer software and other information systems and technology; communication fees including internet access fees, and office and cell phone charges; and postage and express mail services' delivery fees plus photocopying and other routine expenses.

We may also allocate a portion of certain Funds' capital to money market funds or exchange-traded funds. In addition to the fees and expenses discussed above, the Funds will indirectly incur similar fees and

expenses if we invest their capital in such funds, as these funds in turn pay similar fees and expenses to their investment managers and other service providers.

From time to time, we permit certain investors and/or third parties to co-invest in investments alongside one or more of the Funds, subject to the relevant Governing Documents as well as the considerations described in Item 12 below. Where a co-invest vehicle is formed, such entity generally will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds.

We will make an effort to have the Funds be reimbursed by prospective target companies for costs incurred in connection with the Funds' investments, or potential investments, in such prospective target companies (primarily consisting of legal, diligence, travel and consulting costs), although it will not always be possible for us to arrange for the Funds to be so reimbursed. To the extent that an investment in such a prospective target company is not consummated and such costs have already been incurred, recovery of such costs may be difficult or practically impossible. The Funds occasionally incur some or all of these broken deal costs, including costs associated with the pro-rated share of any potential co-investor that has not agreed to bear such costs.

#### **Item 6. Performance-Based Fees and Side-By-Side Management**

We receive annual performance-based compensation from each Fund, which is based on a percentage of the capital appreciation of a Fund's assets. Such performance-based compensation is subject to the relevant loss carryforward mechanism applicable to a Fund. From time to time, we reduce or modify our performance compensation for certain investors in the JGB Funds, including our employees, in our discretion.

Performance-based compensation arrangements create an incentive for us to recommend investments that may be riskier or more speculative than those that would be recommended under a different compensation arrangement. Performance-based compensation arrangements also create an incentive for us to favor accounts with higher compensation rates over other accounts when allocating investments. We have adopted procedures designed and implemented to ensure that all clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among them. (*See Item 12 – Brokerage Practices*)

In addition, because the Funds' management fees and performance-based compensation are generally based on the Funds' net asset values, we have a conflict of interest in valuing the Funds' assets. To mitigate this conflict, we will follow our documented valuation policies and periodically consult with auditors and the third-party administrator to each JGB Fund. In addition, we use third-party valuation agents from time to time.

#### **Item 7. Types of Clients**

Investors in the Funds are generally high net worth individuals and institutional investors that qualify as "accredited investors" (as defined in Rule 501 under the Securities Act of 1933, as amended (the "Securities Act")) and "qualified purchasers" (as defined in the Investment Company Act of 1940, as amended). The minimum initial investment in the JGB Funds is generally \$1,000,000. We may waive such minimum under certain circumstances. If we determine to require a minimum investment for any separately managed account, we will make that determination on a case by case basis.

**Item 8. Methods of Analysis, Investment Strategies and Risk of Loss***Methods of Analysis and Investment Strategies Generally*

Each Fund's investment objective is to achieve capital appreciation through a variety of investment strategies, including private transactions involving loans and other financial obligations (including rescue financing, tranche B loans and secured lending), convertible securities, equity-linked private placements, distressed and event-driven investments, as well as other investments as we may determine in our sole discretion to be advisable. Additionally, JGB Partners and the Sub-Advised Fund will often take highly concentrated positions – often more concentrated than the JGB Capital Funds, especially in private transactions. This can result in both less liquid investments and an overall less liquid portfolio, as well as concentrated risk in a small number of positions.

Debt and Other Financial Obligations

The Funds will invest in debt securities in companies seeking capital infusion. Depending on the circumstances, the investments may be senior secured loans, junior secured loans, "rescue loans," unsecured loans, convertible debt or preferred equity instruments, common shares, warrants or other contractual obligations. These investments may be negotiated directly with the borrower, through an intermediary or part of a syndication, and will often be illiquid and have no secondary market. Where secured, these investments will often be secured with a first lien on all or some assets, a mortgage, or a second lien, or a pledge of stock. These investments will frequently have an "equity kicker" in the form of stock, warrants or convertible securities that may provide additional upside if the company succeeds. A significant portion of the Funds' income has historically been derived from the equity kickers. These investments may occur at different places in a company's capital structure. The Funds will generally limit the amount of investments that they make per year. Borrowing entities will commonly be in a weak or transitional financial position. From time to time, these entities may be in, or emerging from, bankruptcy. In such case, any loans made to these entities will be considered "debtor-in-possession" or "DIP" financings.

Private Equity Investments

The Funds will purchase, hold and sell common and preferred stock, convertible securities, warrants and options, and other equity-linked securities of publicly-traded companies (collectively, "PIPEs"). These instruments typically are intermediated by a broker. These are typically securities issued pursuant to Regulation D of the Securities Act to "accredited investors" such as the Funds. Generally, the issuer's common stock is publicly traded on a U.S. securities exchange or in the over-the-counter market. However, the securities acquired by the Funds themselves (in the case of equity or preferred securities) or the underlying securities (in the case of warrants, options, or convertible securities) typically are unregistered and subject to re-sale restrictions. These investments may have either registration rights that require the issuer to register them for resale between 90 and 180 days from the date of issue or no obligations on the issuer to register the underlying investments whatsoever. Certain convertible securities issued in these privately negotiated transactions may provide for registration at a date several months or even years in the future. Often, the issuers of PIPEs will have unstable, fluid, or weak financial positions.

Distressed Investing

The Funds will purchase secondary market debt, bank debt and other debt securities of companies that are in, near, or emerging from bankruptcy. Here, we are hoping to take advantage of the complexities of

the bankruptcy process, and the “unloved” nature of many bankrupt companies to find value. We have a preference, within the universe of bankrupt companies, for liquidations, legal plays, and secured debt. For what we judge to be the right risk/reward, we will also invest the Funds’ assets in subordinated securities (including equity) within the capital structure. We occasionally trade these instruments through “distressed desks” at various brokerages that provide price quotes and intermediation for trading. From time to time, these investments will have no trading on any markets in which case we may hold these instruments until they are fully monetized or otherwise resolved.

By its nature, investment in distressed securities involves looking at companies that have weakness in their business, balance sheet, management, and/or controls. In general, we believe that the universe of bankrupt securities provides a fertile ground for misunderstood, under-followed, and ultimately mispriced instruments.

Within the rubric of distressed investing, the Funds may provide financing to entities that have been sourced and largely negotiated by intermediaries. These instruments may relate to private or public companies. Frequently, these transactions are secured by some portion of the assets of the investee, and may have a guaranty from an affiliate.

#### Public Equity Investments

The Funds will make long and short equity investments. We are primarily looking to buy the securities (both equity, and equity-linked) of public companies that we feel are undervalued. They may be cash rich companies such as special purpose acquisition companies or event-driven situations, such as spin-offs, mergers or “activist” situations in which shareholders are engaging with proxy fights with existing management.

We like securities that have a portfolio of assets that are misunderstood, and that we believe can be sold for more than the current levels of the company’s securities. We look for situations where we believe poor management and rectifiable management decisions can be changed to bring about value. We also seek out liquidations, and companies with a good deal of cash.

#### Other Investments

The Funds may invest in such other instruments as we may, from time to time, determine to be attractive investment opportunities.

**Investing in securities involves risk of loss that clients and investors should be prepared to bear.**

#### *Risk Factors*

An investment in each Fund is speculative and involves a high degree of risk. A discussion of certain key risks is provided below. Prospective investors are strongly urged to review the applicable Governing Documents carefully and consult with their own financial, legal and tax advisers before investing in a Fund.

#### Debt Instruments

Some issuers who seek investments from the Funds generally cannot receive capital from traditional institutional lenders such as banks, because such issuers are in a relatively weak, transitional, or negative

cash flow posture. Given the circumstances of the issuers, there is a substantially heightened risk of business failure, inadequate management, bankruptcy, litigation, and fraud associated with these investments. Along with investments in public companies, the Funds invest in private companies, where the quality and consistency of information about the issuer tends to be lower than with public companies, including, but not limited to, issuers without audited financials. In addition, a Fund may be solely or jointly responsible for the expense of servicing any debt in which it invests, including, if necessary, taking legal actions to foreclose on any security instrument securing the debt (*e.g.*, the mortgage or, in the case of a mezzanine loan, the pledge). This may increase the risk and expense to the Funds and negatively affect their performance.

#### PIPE Trading

PIPE strategies have historically been significantly more likely to be successful during periods of rising equity prices. In such conditions, not only is it easier to liquidate the equity acquired upon conversion of the Funds' illiquid and restricted securities, but also the equity price may increase from the date of liquidation, increasing the profit of conversion. PIPE investing also involves making capital commitments to issuers without access to traditional capital markets in situations in which the bankruptcy of the issuer could result in a total loss of the investment. Analysis of the financial condition of each issuer is an important component of determining whether to make any such investment. If conditions differ from our expectations, PIPE strategies could result in significant losses to the Funds.

#### Purchase of Distressed Securities, etc.

The Funds purchase securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy or other reorganizations and liquidation proceedings. Although such investments may produce significant returns to the Funds, they involve a high degree of risk over a potentially lengthy period of time, as well as less liquidity than many other investments. Investment in these types of securities requires sophisticated analysis and there can be no assurance that we will accurately predict various factors that could affect the prospects of a successful restructuring. Many of these investments ordinarily remain stagnant until the company reorganizes and/or emerges from bankruptcy proceedings, and, as a result, may have to be held for an extended period of time.

#### Duration of Investment Positions

Some of our transactions involve acquiring related positions in a variety of different instruments or markets at or about the same time. Occasionally, optimizing the probability of being able to exploit the pricing anomalies among these positions requires holding periods of significant length – often many months to a year or more. Actual holding periods depend on numerous market factors which can both expedite and disrupt price convergences. There can be no assurance that the Funds will be able to maintain any particular position, or group of related positions, for the duration required to realize the expected gains, or avoid losses, from such positions.

#### Fixed Income Securities

The Funds trade in bonds or other fixed income securities of U.S. and non-U.S. issuers, including, without limitation, bonds, notes and debentures issued by public and private corporations, or debt securities issued or guaranteed by a sovereign government or one of its agencies or instrumentalities. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities will change

in response to fluctuations in interest rates. In addition, the value of certain fixed income securities can fluctuate in response to perceptions of credit worthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (*i.e.*, credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (*i.e.*, market risk).

The Funds trade in fixed income securities which are not protected by financial covenants or limitations on additional indebtedness. The Funds may, from time to time, also rely on personal guarantees when extending credit. In addition, evaluating credit risk for foreign debt involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparisons across countries difficult.

#### Convertible and Equity-linked Securities

The Funds invest in preferred stock, convertible securities and warrants. The value of such instruments varies with movements in the equity market and the performance of the underlying common stock in particular. The market value of a warrant may be zero if the market price of the underlying securities remains lower than the specified price at which the holder of the warrant is entitled to buy such securities. The market value of convertible securities, as with all fixed income securities, tends to decline as interest rates increase and, conversely, tends to increase as interest rates decline. However, when the market price of the common stock underlying a convertible security exceeds the conversion price, the convertible security tends to reflect the market price of the underlying common stock. As the market price of the underlying common stock declines, the convertible security tends to trade increasingly on a yield basis and thus, may not decline in price to the same extent as the underlying common stock. If a convertible security held by a Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying stock or sell it to a third party. Any of these actions could have an adverse effect on a Fund's ability to achieve its objective.

The pricing of convertible debt involves an option component not present in non-convertible debt securities. In addition, convertible debt often has complex conversion, call and other material business terms. Convertible debt requires in-depth analysis both of the financial condition of the issuer and of the terms of such debt instruments.

Many issuers of convertible securities are in uncertain financial condition. Well-established companies tend to issue conventional, not convertible, debt. Many of the issues purchased by the Funds will not be investment-grade and will involve correspondingly increased risk of default. Moreover, whether or not an actual default occurs, the prices of non-investment grade debt are often highly volatile.

#### Credit Risks

A portion of each Fund's investments may consist of loans made to public and private companies, many of which have a small or no net worth. Extending credit involves the risk that some loans will not be repaid. Since the Funds' borrowers will most likely be businesses with more limited financial resources than larger, more established companies, the Funds may assume a greater risk of loss than might otherwise be the case if they had made loans to larger companies. Making loans is subject to the further risk that the loan documents of the borrowers include adequate and complete disclosure regarding all relevant issues.

### Diversification

Although we expect to spread the Funds' capital among a number of investments, each Fund is expected to occasionally hold a few, relatively large securities positions in relation to its capital. The result of such concentration of investment is that a loss in any such position could significantly reduce such Fund's capital.

### Market Risks in General

Certain general market conditions could materially reduce the Funds' profit potential. The particular or general types of market conditions in which the Funds may incur losses or experience unexpected performance volatility cannot be predicted, and the Funds may materially underperform other investment funds with substantially similar objectives and approaches.

### Special Situation Investments

The success of any event-driven investment is based upon the consummation of the transaction in question. The consummation of a merger, tender offer or exchange offer can be prevented or delayed, or the terms changed, by a variety of factors, any of which could cause the Funds to lose value. In liquidations and other forms of corporate reorganizations, there exist risks that the reorganization is unsuccessful (for example, if requisite approvals cannot be obtained), is delayed (for example, until various liabilities, actual or contingent, have been satisfied), or will result in a distribution of cash or a new security, the value of which is less than the price paid by a Fund for the security in respect of which the distribution is made. In certain transactions, a Fund may not be adequately hedged against market fluctuations, or, in liquidation situations, may not accurately value the assets of the company being liquidated. This can result in losses, even if the proposed transaction is consummated.

### Derivatives Generally

Derivative instruments, or "derivatives," include options, swaps, futures, financial assets, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, financial assets, currency or index at a fraction of the cost of investing in the underlying asset. The Funds may seek to acquire derivatives for these or other reasons, however, there is no assurance that derivatives that we wish to acquire for the Funds will be available at any particular times upon satisfactory terms or at all.

The value of a derivative is frequently difficult to determine and depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are "leveraged," and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose a Fund to the possibility of a loss exceeding the original amount invested. Over-the-counter derivatives generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The over-the-counter market for derivatives is relatively illiquid. In the case of over-the-counter derivatives contracts, the Funds are subject to the credit risk of the counterparty.

Each Fund may take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the objective of the Fund and legally permissible. Special risks may apply to instruments that are invested in by the Funds in the future that cannot be determined at this time or until such instruments are developed or invested in by the Funds.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) enables the Commodity Futures Trading Commission (the “CFTC”) and the SEC to enact new regulations on certain over-the-counter derivatives. Under the Dodd-Frank Act and rules promulgated thereunder, certain over-the-counter derivatives contracts are required to be traded on regulated trading platforms (*i.e.*, swap execution and facilities) and cleared through registered clearing organizations subject to regulation by the SEC and the CFTC. Such contracts are traded more like futures and options contracts, and parties to such transactions trade standardized contracts and face clearing organizations as contractual counterparties, rather than facing the credit risk of counterparties under individually negotiated bilateral over-the-counter agreements.

In addition, swap dealers and major swap participants (entities that are not swap dealers, but are subject to rules governing dealers due to their levels of activity) are subject to regulatory oversight and requirements with respect to over-the-counter derivatives, which will include business conduct requirements, such as know-your-customer rules, increased risk disclosure and rules requiring trades to be documented and confirmed within certain timeframes. Derivative contracts, whether cleared or uncleared, will have to be reported to the CFTC and/or the SEC.

While the CFTC has finalized the majority of its required rulemakings under the Dodd-Frank Act, there are still a number of rules that have not been finalized by the SEC. As a result, the effect that the foregoing regulatory changes will have on the price of derivative contracts, liquidity and administrative costs, among other things, remains unclear. In addition, the current U.S. government has indicated that the Dodd-Frank Act will be under further scrutiny and some of the provisions of the Dodd-Frank Act and rules and regulations promulgated thereunder may be revised, repealed or amended. The impact of any such changes is unknown.

#### Hedging Risk

A hedge may produce a net loss. In addition, hedges are more difficult to implement than many other transactions, and possibilities for errors may be greater than for other transactions. The hedging techniques used by us may not be successful and thereby may cause the Funds to incur losses.

#### Financial Failure of Intermediaries

There is always the possibility that the institutions, including brokerage firms, banks and futures commission merchants, with which the Funds do business, or to which securities have been entrusted for custodial purposes, will encounter financial difficulties that may impair their operational capabilities or result in losses to the Funds.

#### Short Sales

A short sale involves the sale of a security that a Fund does not own in the expectation of purchasing the same security (or a security exchangeable therefor) at a later date at a lower price. To make delivery to the buyer, a Fund must borrow the security and the Fund is obligated to return the security to the lender,

which is accomplished by a later purchase of the security by the Fund. When a Fund makes a short sale in the United States, it must leave the proceeds thereof with the broker and it must also deposit with the broker an amount of cash or U.S. government or other securities sufficient under current margin regulations to collateralize its obligation to replace the borrowed securities that have been sold. If short sales are effected on a foreign exchange, such transactions will be governed by local law. A short sale involves the risk of a theoretically unlimited increase in the market price of the security that would result in a theoretically unlimited loss to the Funds. The extent to which the Funds will engage in short sales will depend upon our investment strategy and perception of market direction and the value of individual securities. We may engage in short sales on behalf of the Funds as a hedge against potential market declines and/or as an investment strategy based on our analysis of the subject issuers.

#### Non-U.S. Securities

Certain Funds will, and other Funds may, trade non-U.S. securities and other instruments denominated in non-U.S. currencies and/or traded outside of the U.S. Investments in securities of non-U.S. issuers (including non-U.S. governments) and securities denominated in, or the prices of which are quoted in, non-U.S. currencies pose, to the extent not hedged, currency exchange risks (including blockage, devaluation and non-exchangeability), as well as a range of other potential risks not typically associated with trading in U.S. securities or other instruments. Such risks include unfavorable currency exchange rate developments, restrictions on repatriation of investment income and capital, imposition of exchange control regulation by the U.S. or foreign governments, confiscatory taxation and economic or political instability in foreign nations. In addition, there may be less publicly available information about certain non-U.S. companies than would be the case for comparable companies in the U.S., and certain non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies.

Transaction costs of investing in non-U.S. securities markets are generally higher than in the United States. There is generally less government supervision and regulation of exchanges, brokers and issuers outside the United States than there is in the United States. The Funds might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which, in some markets, could at times fail to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Funds' performance.

#### Currency Risk

We will invest a portion of the Funds' capital in securities and instruments denominated in non-U.S. currencies. Such investments are subject to the risk that the value of a particular currency will change in relation to the U.S. dollar, which is the base currency of the Funds. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. To the extent currency risk is unhedged, the value of the Funds' assets will fluctuate with U.S. dollar exchange rates as well as with price changes of the Funds' investments in various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which a Fund makes its investments will reduce the effect of increases and magnify the U.S. dollar equivalent of the effect of decreases in the prices of such Fund's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of a Fund's non-U.S. dollar securities. The

Funds also may utilize forward currency contracts and options to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

#### Unregulated Transactions

Many instruments that may be traded by us on behalf of the Funds generally are not traded on exchanges, nor is such trading regulated by any government agency. Accordingly, the protections accorded by such regulation will not be available to the Funds in making such investments. When we deem it appropriate, such investments may constitute a material portion of a Fund's assets.

#### Competition for Investments

The activity of identifying, completing and realizing attractive investments involves a significant degree of uncertainty, and the Funds will compete with many other entities for the acquisition of investments. Such competition may come from groups such as institutional investors, investment managers, industrial groups, and banks which have greater resources than the Funds and are owned by large and well-capitalized investors. There may be intense competition for investments of the type in which the Funds intend to invest, and such competition may result in less favorable investment terms than would otherwise be the case. The Funds may be unable to find a sufficient number of attractive opportunities to meet its investment objectives. There can, therefore, be no assurance that Funds' investments will meet all the investment objectives of the Funds, or that the Funds will be able to invest all of their available capital.

#### Expedited Transactions

Investment analyses and decisions by us may be undertaken on an expedited basis in order for the Funds to take advantage of investment opportunities. In such cases, the information available to us at the time of an investment decision may be limited, and we may not have access to the detailed information necessary for a full evaluation of the investment opportunity.

#### Liquidity and Valuation of Investments

The Funds will invest in securities and other obligations that are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such securities and other obligations tend to be volatile and we may not be able to sell them when we desire to do so or to realize what we perceive to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Because the markets for such securities are still evolving, liquidity in these securities is limited and liquidity with respect to lower-rated and unrated subordinated classes may be even more limited. As a result, calculating the fair value of a Fund's holdings may be difficult and there can be no assurance that our valuation will accurately reflect the value that will be realized by the Fund upon the eventual disposition of such investment.

We are responsible for valuing the assets of the JGB Funds and have ongoing valuation responsibilities with respect to the Sub-Advised Fund. Such valuation will affect reported Fund performance. We will be performing our valuation of the Funds' assets pursuant to certain written guidelines, which generally seek to involve current market price information when available. However, it is anticipated that there will be

a substantial number of the Funds' investments as to which current or reliable market price information is unavailable, in which event we have discretion in determining the appropriate means of valuation. There can be no assurance that the value assigned to an investment at a certain time will equal the value that a Fund is ultimately able to realize.

#### Small Cap Companies

The Funds invest in smaller sized companies whose securities may be traded in the over-the counter market. These companies often involve a higher degree of risk because they may lack the management experience, financial resources, product diversification, and the competitive strength of larger companies. Less information may be available on them as well. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies.

#### Financial Market Conditions, Illiquidity

The financial markets in the United States and other countries have experienced a variety of difficulties and changed conditions over the past several years. These events and the potential for continuing market turbulence may have an adverse effect on the Funds. As global economies and financial markets are increasingly interconnected, the possibility that conditions in one country or region might adversely impact issuers in a different country or region increases. Economic challenges may affect the valuation of a company in which a Fund has invested and result in reducing the demand for such company. This may prevent a Fund from liquidating such investment at any price, or at a price deemed favorable to the Fund, during certain periods, which periods may be substantial and prolonged. Because current market conditions are largely unprecedented, it may be difficult to identify risks and opportunities using past models.

#### Operational and Information Security Risk from Cyberattacks

We, the Funds and our respective service providers may be subject to operational and information security risks resulting from cyberattacks. Cyberattacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cyberattacks affecting us or our service providers may adversely impact the Funds. For instance, cyberattacks may interfere with the processing of investor transactions, impact the ability to calculate the Funds' net asset values, cause the release of private investor information or other confidential information, impede trading, subject us, the Funds and our respective service providers to regulatory fines or financial losses, and cause reputational damage. Similar types of cybersecurity risks are also present for other market participants, which may have material adverse consequences for the Funds, and may cause the Funds' investments to lose value. The Funds and their service providers may incur additional costs relating to cybersecurity preparations, and such preparations, though taken in good faith, may be inadequate. Cyberattacks are viewed as an emerging risk and the scope of the risk and related mitigation techniques are not yet fully understood and are subject to continuing change.

#### **Item 9. Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or our management.

**Item 10. Other Financial Industry Activities and Affiliations**

The management of multiple Funds may result in conflicts of interests when we and our related persons allocate time and investment opportunities among the Funds. In addition, we expect to earn different compensation from each Fund. In order to mitigate associated conflicts, we will generally follow documented procedures in allocating investment opportunities among the Funds. (See Item 12 – *Brokerage Practices*)

Subject to applicable law, we expect that we will, from time to time, cause client accounts to purchase, sell or otherwise transfer a security to or from one another for a variety of reasons, including, without limitation, for regulatory, liquidity or tax purposes, to rebalance the portfolios of such accounts, or to reduce transaction costs that may arise in an open market transaction. This may result in a conflict of interest because a potential transaction may result in benefits to one transacting party that may be greater than the benefits to the other transacting party. In order to mitigate such conflicts, we effect such transactions only when we believe that they are in the best interests of the applicable clients. Further, we will take steps to ensure that any such transaction is made in a manner consistent with our duty to obtain best execution for each of the participating accounts. In addition, all cross trades between client accounts require the prior approval of our Chief Compliance Officer ("CCO"). Transactions between client accounts will generally be effected at the closing price of the particular security or, if no closing price is available, in a manner that is consistent with the pricing and valuation methodologies set forth in our relevant policies and procedures. No brokerage commission or transfer fee will be paid to us or our related persons in connection with any such transaction.

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

We have adopted a Code of Ethics, which is designed to help ensure that we conduct our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, the Code of Ethics sets forth standards of conduct for our employees to ensure that they conduct their business on our behalf in a manner that enables us to fulfill our fiduciary duty to our clients.

Among other things, our Code of Ethics: (i) governs personal trading by our employees, (ii) contains our policies with respect to gifts and entertainment, (iii) contains our policies regarding certain outside activities of our employees, (iv) sets forth our policies and procedures relating to insider trading, and (v) sets forth the manner in which employees may report violations of law or our policies and procedures. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

*Personal Trading Policy*

Employees are generally prohibited from engaging in personal trading without the prior written consent of both our CCO and one of our partners (each, a "Partner"). Prohibitions relating to personal trading also generally apply to any spouse or minor child, or an immediate family member of an employee living in the same household as such employee.

*Participation or Interest in Client Transactions*

Our Partners, employees and/or other related persons have a greater portion of their personal assets invested in certain of the Funds. As a result, we have a conflict of interest in allocating investment opportunities among the Funds. To mitigate this conflict, we will generally follow documented procedures in allocating investment opportunities among Funds. (See Item 12 – Brokerage Practices)

We will not engage in any principal transactions unless we have determined that the transaction is in the relevant clients' best interests and have obtained client consent in accordance with our written procedures and applicable law.

**Item 12. Brokerage Practices***Selection of Brokers*

We have an obligation to seek to obtain "best execution" for the Funds with respect to their trading activity. While not defined by statute or regulation, "best execution" generally means the execution of client trades at the best net price considering all relevant circumstances. We will seek best execution with respect to all types of Fund transactions, taking into account the following factors: (i) the ability to achieve prompt and reliable executions at favorable prices, (ii) the operational efficiency with which transactions are effected, (iii) the financial strength, integrity and stability of each broker, (iv) the quality and comprehensiveness of related services considered to be of value, (v) the competitiveness of commission rates in comparison with other brokers satisfying other selection criteria, (vi) cost (including borrowing costs, as applicable), and (vii) access to securities (including both trading and borrowings).

We have established a Best Execution Committee, which meets on an annual basis to evaluate, among other things, the execution that we are receiving from broker-dealers. In conducting its analysis, the committee considers the factors listed above, among others, and reviews gifts and entertainment received and any known or perceived conflicts of interests (e.g., directing commissions to a broker that a family member is employed).

*Research and Other Soft Dollar Benefits*

We do not currently have any formal soft dollar arrangements, but we occasionally receive bundled products or services from broker-dealers. To our knowledge, such products and services are generally made available to all institutional clients doing business with these broker-dealers. If we determine to engage in soft dollar transactions in the future, we intend to comply with the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended.

During our last fiscal year, we acquired with client brokerage commissions (or markups or markdowns): (i) research, such as proprietary research from brokers and (ii) research services, such as consultation with industry consultants concerning specific companies, industries or sectors.

*Brokerage for Client Referrals*

Subject to applicable law, we sometimes direct client brokerage business to brokers that refer prospective investors to us. Because such referrals, if any, are likely to benefit us but may not provide a benefit to our clients, we would have a conflict of interest with our clients when allocating brokerage business to such

brokers. To mitigate this potential conflict, we will not allocate brokerage business to a referring broker unless we determine that such allocation is consistent with our best execution duties.

#### *Trade Errors*

Our investment personnel may on occasion experience errors with respect to investments made on behalf of the Funds. Given the nature of the investment program for our clients, the term “trade errors” as used in this section generally refers to investment errors. We will reimburse each Fund for losses resulting from trade errors to the extent that we are required to do so under such Fund’s Governing Documents.

#### *Allocation of Investments; Aggregation of Orders*

We will seek to allocate investment opportunities between the Funds on a fair and equitable basis under the circumstances existing at such time based upon a number of factors, including, but not limited to: (i) each Fund’s investment or risk restrictions or guidelines (including with respect to concentration), (ii) legal, regulatory and tax considerations, (iii) relative amounts of capital available for new investments, (iv) minimum participation thresholds we deem appropriate, (v) the overall portfolio composition of each Fund, (vi) liquidity, and (vii) the desire to avoid *de minimis* allocations and odd lots.

To the extent that a security is purchased or sold for more than one Fund, we will aggregate orders for such security (if applicable) unless aggregation is not consistent with our duty to seek best execution. To the extent an aggregated order is only partially filled, we will allocate the investment opportunity or partially filled order on a fair and equitable basis based on the criteria described above. Each Fund that participates in an aggregated order will participate at the average price for all of our transactions in that security on a given business day, with transaction costs shared *pro rata* based on each Fund’s participation in the transaction.

In the event that we have a right to capacity on a particular investment opportunity that is in excess of the aggregate amount that we deem reasonable and appropriate to allocate to the Funds, we may offer and allocate such investment opportunity to one or more investors or other persons (including our principals) as a co-investment opportunity. In determining how to offer and allocate such a co-investment opportunity, we will take into consideration a variety of factors, including, but not limited to: (i) expressed interest in co-investment opportunities, (ii) expertise of the prospective co-investor in the industry to which the investment opportunity relates, (iii) perceived ability to quickly execute on transactions, (iv) tax, regulatory, securities laws and/or other legal considerations, (v) confidentiality concerns that may arise in connection with providing the prospective co-investor with specific information relating to the investment opportunity, (vi) perceived ease of process in coordinating or completing the investment with the prospective co-investor, (vii) our perception of whether the investment opportunity may subject the prospective co-investor to legal, regulatory, reporting or other burdens that make it less likely that the prospective co-investor would act upon the investment opportunity if offered or would impair our ability to execute the relevant transaction in the desired time or on desired terms, (viii) size of the investment allocation and practicality of dividing it up among multiple co-investors, (ix) perceived public relations and reputational benefits or costs, and (x) whether we believe that allocating investment opportunities to an investor or person will help establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the JGB Funds or us.

**Item 13. Review of Accounts***Review of Accounts*

At least one Partner regularly reviews each Fund's portfolio holdings to determine that the securities (and other financial instruments) held by the Fund remain consistent with its investment objectives and guidelines.

*Reporting*

We furnish investors in the JGB Funds with written unaudited performance reports on no less than a quarterly basis. In addition, on an annual basis, we provide investors with a copy of the relevant JGB Fund's annual audited financial statements and, if applicable, a statement of taxable income (Schedule K-1).

We provide the adviser of the Sub-Advised Fund with periodic unaudited reports at such times as have been agreed upon with such adviser. In addition, the adviser to the Sub-Advised Fund will have full, real-time transparency as to all transactions and holdings in such accounts, and will be better able to assess the future prospects of a portfolio that is substantially similar to the portfolio of JGB Partners.

Pursuant to side letter agreements with certain investors in the JGB Funds, we provide such investors with access to more frequent and/or more detailed information regarding the JGB Funds' securities positions, performance, finances, and management and/or other information about the JGB Funds or us (including notifications of redemptions from a JGB Fund by us and/or our personnel), possibly enabling such investors to better assess the prospects and performance of the JGB Funds. In addition, investors may be provided with certain information about us and the JGB Funds in response to questions and requests. This information may not be distributed to other investors or prospective investors. Each investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by us is sufficient for its needs.

**Item 14. Client Referrals and Other Compensation**

We use a third party for investor referrals. We pay such third party a fee for successful investor referrals, which is equal to a percentage of the management fee and performance compensation of each referred investor. This fee is not borne by the Funds or any referred investor.

**Item 15. Custody**

For purposes of Rule 206(4)-2 under the Advisers Act (the "Custody Rule"), we are deemed to have custody over the JGB Funds' assets. In accordance with the Custody Rule, a qualified custodian is not required to deliver quarterly account statements to the JGB Funds or their respective investors as long as (i) the JGB Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, (ii) the JGB Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) we deliver such annual audited financial statements to investors within 120 days after the end of each JGB Fund's fiscal year.

We do not have custody over the Sub-Advised Fund's assets.

**Item 16. Investment Discretion**

We have discretionary authority to manage securities and other investments on behalf of the Funds. The investors in the Funds generally may not place any limits on our authority beyond the limitations set forth in the Funds' Governing Documents.

**Item 17. Voting Client Securities**

When we trade in public securities for client accounts, we will generally have voting discretion over such securities. Clients are generally not able to direct their votes in a particular situation. We have adopted proxy voting policies and procedures, which are summarized below.

In the absence of specific voting guidelines from the client or conflicts of interest, we will vote all proxies in the best interests of each client, which may result in different voting results for proxies for the same issuer. In addition, we may determine to abstain from voting a proxy if we believe that such action is in the best interests of a particular client. We may take into account the following factors, among others, in determining if a specific proposal is in the best interests of a particular client: (i) management of the issuer's views and recommendations on such proposal, (ii) whether the proposal may have the effect of entrenching existing management and/or making management less responsive to shareholders' concerns (*e.g.*, instituting or removing a poison pill, classified board of directors and/or other anti-takeover measure), and (iii) whether we believe that the proposal will fairly compensate management for its and/or the issuer's performance. If we deem that the issue being voted upon is not material for us and our clients, we will not be obligated to vote on such matter.

Upon request by a client, we will disclose to such client how we voted proxies for securities owned by such client. We will also provide a copy of our proxy voting policies and procedures to clients upon request.

**Item 18. Financial Information**

We are not required to include our balance sheet for our most recent fiscal year with this Brochure.

**Item 19. Requirements for State-Registered Advisers**

We are not a state-registered adviser.