

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 30262 / November 14, 2012

In the Matter of

MEDLEY CAPITAL CORPORATION
MEDLEY SBIC GP, LLC
MEDLEY SBIC, LP
MCC ADVISORS LLC

375 Park Avenue, Suite 3304
New York, New York 10152

(812-14019)

ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940

Medley Capital Corporation (the “Company”), MCC Advisors LLC, Medley SBIC GP, LLC, and Medley SBIC, LP filed an application on March 28, 2012, and an amendment to the application on August 10, 2012, requesting an order under section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from sections 18(a) and 61(a) of the Act. The order would permit the Company to adhere to a modified asset coverage requirement.

On October 16, 2012, a notice of the filing of the application was issued (Investment Company Act Release No. 30234). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly,

IT IS ORDERED, under section 6(c) of the Act, that the exemption from sections 18(a) and 61(a), requested by Medley Capital Corporation, et al. (File No. 812-14019), is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Kevin M. O'Neill
Deputy Secretary