

CNL FUND ADVISORS COMPANY

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Firm Brochure Form ADV, Part II.A

Prepared for Filing with our Form ADV Part 1

Dated: March 30, 2012

This brochure contains information about 18 disclosure topics identified by the Securities and Exchange Commission as potential sources of conflicts of interest between the adviser and its clients.

Item 1 – Cover Page

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This Brochure provides information about the qualifications and business practices of CNL FUND ADVISORS COMPANY, which we may refer to in this brochure as “the Adviser,” “we,” “us,” or “CFA.” If you have any questions about the contents of this Brochure, please contact Susan L. Terenzio, Chief Compliance Officer at (407) 540-2739 or at susan.terenzio@cnl.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

CNL FUND ADVISORS COMPANY is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Although we are exempt from the delivery requirements of this Brochure, we have elected to make the required disclosures pursuant to the format and requirements of Form ADV Part 2A in satisfaction of our fiduciary notice requirements.

Currently, our Brochure may be requested by contacting Susan L. Terenzio, Chief Compliance Officer at (407) 540-2739 or it is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with us who are registered, or are required to be registered, as investment adviser representatives of the Adviser.

Item 2 – Material Changes

Our last Brochure publication date was March 2011. Since that date, and incorporated herein, are the following material changes which have been made to our Brochure:

1. Change of CCO designation from Paul Saint-Pierre to Susan Terenzio;
2. Removal of subordinated incentive listing fee from Fees and Compensation section

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Item 4 – Advisory Business

CFA has been an investment adviser, registered with either the Securities and Exchange Commission or the State of Florida since June 1991. During that time period we have periodically provided investment advisory services to individuals; high net worth individuals; pooled investment vehicles, including limited liability companies; corporations; state or municipal government entities; pension and profit sharing plans; mutual funds (investment companies) and charitable organizations.

CFA is a Florida corporation indirectly owned and controlled by James M. Seneff, Jr. and has been continuously registered with either the State of Florida or the Securities and Exchange Commission as a registered investment adviser since June, 1991. Persons associated with us, pursuant to Section 202(a)(17) of the Investment Advisory Act of 1940, are employees of CNL Financial Group Investment Management, LLC and not employees of CFA.

We currently offer Investment Supervisory Services to only one client, Corporate Capital Trust, Inc. (“CCT”), a non-diversified closed-end, management Investment Company which has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended. Such services have a specialized focus on alternative investment opportunities, specifically in the private corporate debt and equity sector. We are responsible for portfolio strategy and investment oversight, which includes:

- Determining the composition of the client’s portfolio, the nature and timing of the changes to the client’s portfolio and the manner of implementing such changes;
- Identifying, evaluating, negotiating and structuring the client’s investments;
- Performing due diligence on prospective portfolio investments;
- Executing, closing, servicing and monitoring the investments made by the client;
- Determining the securities and other assets that the client should purchase, retain or sell; and
- Providing the client with such other investment advisory, research and related services as may be required in connection with our client’s capital investments.

On behalf of our client, we may also offer and provide managerial assistance to the portfolio companies of our client. These services may include monitoring the operations of the portfolio companies, participating in board and management meetings, consulting with and advising officers of the portfolio companies and providing other organizational and financial guidance.

All advisory services that we provide to our client are through our Investment Committee in conjunction with our client’s Board of Directors within the investment parameters as established by our client and in accordance with the policies and procedures governing their operations.

Item 5 – Fees and Compensation

The fees we are paid by our client consist of two components: a management fee and an incentive fee. The management fee is calculated at an annual rate of 2% of the average gross assets of the client, payable monthly in arrears. The incentive fee is divided into two parts: (1) a subordinated incentive fee on income, and (2) an incentive fee on capital gains. All fees and terms are negotiable and are subject to applicable restrictions under the Investment Advisers Act of 1940 and the Investment Company Act of 1940. These fees are shared equally with a registered investment adviser who serves as the sub-advisor. The agreements between us and our client and between us and the sub-advisor are subject to termination at the option of the client upon at least 90 days prior written notice. All fees are billed and paid in arrears and are negotiable. The terms and conditions pertaining to fees and compensation have been negotiated between us and our client and have been agreed upon pursuant to an Advisory Services Agreement, as amended, which has been signed by us and our client and is on file as an exhibit to the client's registration statement on Form N-2 and Form 10-K.

The fees listed above do not include brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Clients may also incur certain charges imposed by custodians, brokers, fees charged by third party service providers, including custodial fees, administration, legal, transfer agency and accountant fees. The Adviser does not receive any portion of these fees.

All associates of the Adviser are compensated directly by the Adviser. No compensation is paid to Advisory Representatives based upon sales of securities or other investment products.

Item 6 – Performance-Based Fees and Side-By-Side Management

Part of our fee structure includes an incentive fee on capital gains. If we provided investment advisory services to clients with other fee structures, this might pose a conflict of interest. However, having no other clients at this time, the incentive fee on capital gains does not present any conflict of interest to other clients.

Item 7 – Types of Clients

We currently offer Investment Supervisory Services to only one client, a non-diversified closed-end, management Investment Company which has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended. Such services have a specialized focus on alternative investment opportunities, specifically in the private debt and equity capital sectors involving private US companies. We do not currently anticipate providing services beyond that of business development companies.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

We are responsible for the overall management of the investment advisory activities for our client and have entered into an agreement with a sub-adviser who is responsible for the day-to-day management of the investment portfolio. Both of the advisory firms have established investment committees which will, together with the management teams of both advisers and in consultation with the Board of Directors, collaborate on the activities outlined below. For simplicity, the use

of “our,” “we,” and “us” in this section refers to the advisory firms and their respective investment committees, collectively.

Our investment strategy focuses on creating an investment portfolio that generates superior risk-adjusted returns by carefully selecting investments through rigorous due diligence and actively managing and monitoring the portfolio of our client. When evaluating an investment, we develop an investment thesis and a proprietary view of a potential portfolio company’s intrinsic value. We believe that a flexible approach to investing allows us to take advantage of opportunities that offer the most favorable risk/reward characteristics for our client.

We analyze corporate debt investments both from the “top-down” and the “bottom-up.” Our top-down analysis involves a macroeconomic analysis of relative asset valuations, long-term industry trends, business cycles, interest rate expectations, credit fundamentals and technical factors to target specific industry sectors and asset classes in which to invest. Our bottom-up analysis includes a rigorous analysis of the credit fundamentals and capital structure of each portfolio company considered for investment and a thorough review of the impact of credit and industry trends and dislocation events on a potential investment.

We intend to conduct an extensive due diligence review process to identify attractive investment opportunities based on the facts and circumstances surrounding an investment and identify applicable business, financial, tax, accounting, structural, legal or other issues in order to determine whether an investment is suitable.

When evaluating the suitability of a debt investment, we intend to subject each investment to a rigorous credit analysis. This review will consider industry dynamics, the issuer’s competitive position, the quality and track record of the issuer’s management team, margin stability, industry and company trends, pricing terms, expected returns, credit structure, credit ratings, and historical and projected financial data.

In addition to due diligence, we believe that structuring transactions appropriately is a key factor to producing strong investment results under any economic conditions. Accordingly, we will actively consider transaction structures and seek to process and negotiate terms that provide opportunities for superior risk-adjusted returns while still addressing the financing and business needs of the prospective portfolio company.

We will seek to structure each transaction in a manner that protects the rights of our client and manages the risk to them. For example, in addition to seeking a more senior position in the capital structure of our portfolio companies, we may limit the downside potential of the investments by:

- Requiring a total return on our investments (including both interest and potential equity appreciation) that compensates our client for credit risk;
- Incorporating “put” rights and “call protection” into the investment structure; and
- Negotiating affirmative and negative covenants, default penalties, lien protection, change of control provisions and other creditor rights that protect our client’s capital.

We may recommend that debt investments be accompanied by warrants, options or other forms of equity participation that provide additional risk protection for a transaction.

The SEC has interpreted the business development company regulations governing transactions with affiliates to prohibit certain “joint transactions” involving entities that share a common investment adviser. As a result of these restrictions, our client is currently prohibited from buying or selling any security from or to any portfolio company that is controlled by a fund managed by us or our affiliates without the prior approval of the SEC. We and our client and sub-advisor have applied for exemptive relief from the SEC to permit greater flexibility to co-invest with affiliates’ other clients in a manner consistent with our client’s investment objective, positions, policies, strategies, and restrictions as well as regulatory requirements and other pertinent factors. Our client currently does not intend to invest in or hold securities of companies that are controlled by affiliates of our Advisors, nor will we recommend these investments to our client.

It should be noted that despite the best of risk controls, investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management team. CNL Fund Advisors Company has no disclosures to report.

Item 10 – Other Financial Industry Activities and Affiliations

The Adviser is an indirect, wholly owned subsidiary of CNL Financial Group, LLC, a firm providing global real estate and alternative investments. CNL Financial Group, LLC is active in the acquisition, development, syndication, management and marketing of real estate investment properties for its own account and on behalf of real estate investment trusts, corporations and limited partnerships in which affiliates and officers of CFA’s are also principals, executive officers and/or directors.

Certain of our officers and advisory representatives (“persons associated with us”) are provided to us by an affiliated entity, CNL Financial Group (“CNL”), pursuant to a Staffing Agreement executed by and between CNL and us. Clerical, ministerial and non-investment advisory services and staffing are provided to us by CNL pursuant to a Services Agreement executed by and between CNL and us. All persons associated with us are subject to our Code of Ethics, the fiduciary standards and all reporting requirements established thereunder. All persons providing services to us are subject to confidentiality requirements under the respective agreements.

CFA is also affiliated through its parent company with CNL Management Corp. (formerly CNL Real Estate Advisors Company), which creates and focuses on structuring strategic relationships with high-quality real estate operators for investment in real estate opportunities that are diversified by sector and geography.

Additionally, an affiliate of CFA, CNL Securities Corp., is a FINRA registered broker-dealer and is a wholly-owned, indirect subsidiary of CNL Financial Group, LLC. This entity is also under agreement with our client to provide managing dealer services with regard to the sale of our client’s shares and CNL Securities Corp. may receive compensation in this regard. This agreement was approved by the Independent Director Committee of our Client.

We do not believe the affiliations listed above create a material conflict of interest for us, our advisory representatives, our clients or the affiliated entities.

Item 11 – Code of Ethics

CFA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at CFA must acknowledge the terms of the Code of Ethics annually, or as amended.

You may request a copy of our Code of Ethics by contacting our Chief Compliance Officer, Susan Terenzio at (407)540-2739 or by email to susan.terenzio@cnl.com.

Item 12 – Brokerage Practices

We do believe we will be executing transactions on behalf of our client which may require the services of a broker-dealer. However, if should such a circumstance arise, we will verify that the commissions and fees charged to our client for such transactions are normal and customary for the type of transaction being executed. We would not be utilizing the broker-dealer who is affiliated with us for such transactions.

Item 13 – Review of Accounts

As an investment adviser to a business development company, we have the general responsibility to provide a program of continuous investment management for and invest and reinvest the assets of the client. Under a Board approved investment advisory agreement and the relevant Code of Ethics and governing regulations, our Investment Committee will review our investment decisions on behalf of our client pursuant to stated investment objectives, investment strategies and investment limitations or restrictions.

Our Investment Committee regularly reviews our client's portfolio by reviewing sub-adviser prepared daily, quarterly and annual analyses of our client's investments. Daily analyses are expected to include morning market meetings, industry and company pricing runs, industry and company reports. Quarterly analyses are expected to include the preparation of quarterly operating results, reconciliations of actual results to projections and updates to financial models (including baseline and stress cases). Annual analyses are expected to involve preparing annual credit memoranda, conducting internal audits and testing compliance with monitoring and documentation requirements.

In addition, under our Administrative Services Agreement with our client we oversee the delivery and/or filing of the following periodic reports on behalf of our client:

- Prospectus Supplements and Post-Effective Amendments
- Quarterly Report on Form 10-Q

- Annual Report on Form 10-K
- Current Reports on Form 8-K
- Proxy Statements
- Other informational requirements of the Exchange Act

Item 14 – Client Referrals and Other Compensation

We do not receive any economic benefit from any person for providing investment advice or other advisory services to our client. In addition, neither we nor any related person directly or indirectly compensates any individual for client referrals.

Item 15 – Custody

We do not have custody of client funds. As a result, we will not be sending account statements to our client. Custody of our client assets will be with a service provider with whom our client has executed a Custodian Agreement directly.

Item 16 – Investment Discretion

When selecting securities and determining amounts, our Investment Committee observes the investment policies, limitations and restrictions of our client as established by its policies and procedures. In addition, our authority to trade securities is also limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to CFA in writing, which is done through the Company's prospectus and its compliance and investment policies.

Item 17 – Voting Client Securities

Responsibility for proxy voting on behalf of our client has been delegated, by written agreement, to the sub-adviser, in accordance with a Proxy Voting Policy established by our client.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about its financial condition. CFA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its client, and has not been the subject of any bankruptcy proceeding.