

This ADV brochure, dated January 20, 2012  
provides information about the qualifications and business practices of:

## **MCF CAPITAL MANAGEMENT LLC**

**30 South Wacker Drive, Suite 3700  
Chicago, Illinois 60606**

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*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. In addition, registration as an investment adviser does not imply a certain level of skill or training. Additional information about MCF Capital Management LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **ITEM 2: SUMMARY OF MATERIAL CHANGES**

There are no material changes to report at this time. If in the future there are any material changes to the policies, practices or conflicts of interest described herein, we will summarize the changes in this section of the brochure and either provide you with an updated brochure or with a document that summarizes the changes that were made.

### **ITEM 3: TABLE OF CONTENTS**

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## **ITEM 4: ADVISORY BUSINESS**

### **OWNERSHIP STRUCTURE AND HISTORY**

MCF Capital Management LLC (“MCFCM”) was organized in 2009 and became a registered investment adviser with the Securities and Exchange Commission (“SEC”) on January 20, 2012. MCFCM is a wholly-owned subsidiary of Madison Capital Funding LLC (“Madison Capital”), a commercial finance company founded in 2001. MCFCM and Madison Capital are headquartered in Chicago, Illinois.

Madison Capital is wholly-owned by New York Life Investment Management Holdings LLC (“NYLIM Holdings”), which is a wholly-owned subsidiary of New York Life Insurance Company (“New York Life”). Founded in 1845 and headquartered in New York, New York Life is a mutual life insurance company that is one of the largest life insurers in the world.

While MCFCM maintains autonomous investment processes, it may leverage the resources and services of its affiliate, New York Life Investment Management LLC (“New York Life Investments”) for certain functions. In addition, certain officers of New York Life Investments may also serve as officers of MCFCM. New York Life Investments, which is also a wholly-owned subsidiary of NYLIM Holdings, is a related investment adviser registered with the SEC. Under this structure, certain compliance and other support functions within MCFCM are supported by the infrastructure within New York Life Investments, including the implementation of MCFCM’s Rule 206(4)-7 Compliance Program.

### **ADVISORY SERVICES**

MCFCM utilizes Madison Capital’s expertise in commercial lending, focusing its investment advisory services on the management of portfolios of commercial loans and related debt and equity investments. MCFCM will generally serve as an investment adviser or collateral manager to private investment funds and collateralized loan obligation (“CLO”) vehicles, although it may also serve as an investment adviser or manager for separately managed accounts or other funds for institutional investors.

MCFCM provides tailored investment advisory services to its clients. For MCFCM’s clients that are private investment funds or CLO vehicles, MCFCM manages each fund or CLO vehicle in accordance with its investment objectives, strategies, restrictions and guidelines, and does not tailor its management to the individualized needs of any particular investor in such fund or vehicle. Therefore, investors in any such fund or vehicle must consider whether the fund or vehicle meets their investment objective and risk tolerance prior to investing. Information about each private investment fund or CLO vehicle advised or managed by MCFCM is contained in its governing documents and offering memorandum, which is available to current and prospective investors through MCFCM or another authorized party. If MCFCM serves as an adviser or manager for a client’s separately

managed account, such account will be managed in accordance with the client's investment objectives, strategies, restrictions and guidelines as agreed between the client and MCFCM.

As of December 31, 2011, MCFCM managed assets in the amount of \$128,935,955 on a discretionary basis, and \$215,493,654 on a non-discretionary basis.

#### **ITEM 5: FEES AND COMPENSATION**

The following discussion represents the basic compensation arrangements for MCFCM. However, fee arrangements are negotiable and can vary depending on a variety of factors such as the client, the structure of the fund, vehicle or account, the size of the account, and the investment strategy.

#### **PRIVATE INVESTMENT FUNDS AND CLO VEHICLES**

The fee for investment advisory and management services provided by MCFCM to private investment funds and CLO vehicles would generally consist of two components – a base management fee and a performance fee. In certain cases, MCFCM may also receive a separate fee for advice given in connection with the initial structuring of a private investment fund or CLO vehicle and its investment portfolio. The rate, calculation method, and payment method for MCFCM's fees would be set forth in the investment management agreement between MCFCM and the fund or vehicle, or in the organizational documents for the fund or vehicle, and would be disclosed in the private placement memorandum or other offering documents for the fund or vehicle. MCFCM's fees would generally be paid quarterly in arrears, and would generally be deducted from the assets of the fund or vehicle and paid or otherwise allocated to MCFCM in accordance with the terms of the fund's or vehicle's organizational documents. Upon termination of MCFCM's investment management or investment advisory role for a fund or vehicle, any prepaid, unearned fees would be promptly refunded, and any earned, unpaid fees would be due and payable.

#### **SEPARATELY MANAGED ACCOUNTS**

The fee for investment advisory and management services provided by MCFCM to separately managed accounts would generally consist of two components – a base management fee and a performance fee – calculated at rates negotiated with each separately managed account client. The rate, calculation method, and payment method for MCFCM's fees would be set forth in the investment management agreement between MCFCM and a separately managed account client. MCFCM would generally bill its fees on a quarterly basis in arrears. Clients may elect to pay their fees separately or to authorize the custodian of their assets to pay the fees from their accounts. Management fees would be pro-rated for account contributions and withdrawals made during a calendar quarter, and accounts begun or ended during a calendar quarter would be charged a pro-rated fee. Upon termination of any account, any prepaid, unearned fees would be promptly refunded, and any earned, unpaid fees would be due and payable.

## **OTHER EXPENSES ASSOCIATED WITH MCFCM'S ADVISORY SERVICES**

In addition to MCFCM's management fees, described above, clients of MCFCM (and investors in private investment funds and CLO vehicles managed or advised by MCFCM) would also bear certain other fees and expenses associated with the management of client accounts. These fees and expenses may include, but are not limited to: custodial charges, brokerage fees, fees for administrative services provided by third parties, commissions and other transaction costs and expenses, such as deal fees, origination fees and deferred sales charges, government charges, taxes and duties, fees associated with investments in pooled investment vehicles, etc.

## **ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As discussed in *Fees and Compensation*, MCFCM may receive performance fees. MCFCM's performance fee arrangements are structured to comply with the requirements of the Investments Advisers Act of 1940, as amended (the "Advisers Act"), the rules thereunder, and other applicable law.

Performance-based fee arrangements may create an incentive for MCFCM to recommend investments that are more risky or speculative than those that would be recommended under asset-based or other fee arrangements. Performance-based fees may also create an incentive to favor higher paying accounts over other accounts in the allocation of investment opportunities. MCFCM may have an incentive to allocate more favorable investment opportunities to an account that pays a performance-based fee or in which an affiliate has an ownership or other economic interest.

To address the potential conflicts of interest associated with the allocation of investments across multiple funds, MCFCM adopted an *Investment Practices and Allocation Policy*. This policy requires MCFCM to treat each of its advisory clients in a manner consistent with its fiduciary obligations and prohibits MCFCM from favoring any particular account because of the ownership or economic interests of MCFCM, its affiliates, or employees. The policy states that a percentage of each investment will be offered to accounts determined by MCFCM to be eligible, and that allocations among eligible accounts generally are made in the amount that MCFCM recommends for an investment. In the event the total amount of the allocable investment available is less than the desired amount originally recommended for each client, each account will receive a pro-rated distribution based on respective account funding availability, which is subject to adjustments in order to avoid de minimis allocations. Pro-rated allocation of investments may be modified should factors such as funding availability and liquidity, client yield requirements, portfolio duration, legal or regulatory considerations, risk or concentration parameters, fund-specific governing constraints, or other similar factors necessitate such modification. MCFCM's allocation policy seeks to ensure that allocation of investment opportunities across accounts is fair and equitable over time, and is consistent with applicable laws, rules, and regulations that may apply to MCFCM based on the nature of its clients.

To the extent that investment opportunities are limited in size or the number of accounts to which they may be allocated, but are otherwise permissible and appropriate for two or more accounts, MCFCM will allocate such investment opportunities on a random or rotational basis to ensure that all client accounts, over time, have fair and equitable access to investment opportunities.

## **ITEM 7: TYPES OF CLIENTS**

MCFCM provides investment advisory services to private investment funds and CLO vehicles, and may also provide investment advisory services to separately managed accounts.

The terms and conditions of client accounts may vary depending on the type of services provided or the type of client, and these terms and conditions may vary from client to client and are negotiated by MCFCM in each case. Furthermore, certain clients, such as private investment funds and CLO vehicles, generally impose certain terms and conditions on their investors, as described in more detail in the fund's or vehicle's offering documents.

Please note that this Brochure should not be deemed to be a general solicitation and does not constitute an offer to sell or a solicitation of an offer to buy any type of interest in any entity advised by MCFCM. Investors and other recipients should be aware that while this Brochure may include information about a private investment fund or CLO vehicle, as necessary or appropriate, it is not a complete discussion of the features, risks or conflicts associated with the fund or vehicle. The private placement memorandum or other offering documents for each private investment fund or CLO vehicle contain more complete information about the fund or vehicle, and such offering documents may be provided to current and eligible prospective investors only by MCFCM or another authorized party. This Brochure is designed solely to provide information about MCFCM for the purpose of compliance with certain obligations under the Advisers Act and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided in offering documents for a fund or vehicle. To the extent that there is any conflict between discussions herein and similar or related discussions in any fund or vehicle offering documents, the offering documents shall govern.

## **Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

### **INVESTMENT PROCESS**

As noted above, MCFCM draws upon Madison Capital's expertise in commercial lending, focusing its investment advisory services on the management of portfolios of commercial loans and related debt and equity investments. In many cases, the loans held in MCFCM clients' portfolios were originated by Madison Capital, or have been acquired by Madison Capital for its own portfolio, and many of the related debt and equity investments held in MCFCM clients' portfolios are also held in Madison Capital's portfolio.

For its clients, MCFCM invests in senior, second-lien, subordinated and unitranche debt, as well as preferred stock and co-investment equity. MCFCM's goal is to provide investors with attractive returns that carry less risk than similarly-yielding alternatives. Generally, MCFCM seeks to purchase carefully selected, appropriately structured, high quality investments at attractive yields.

To evaluate potential investments, MCFCM uses a combination of analysis methods, including:

- Fundamental analysis of a company's financial statements, sustainability of cash flow, management capability and experience, competitive advantages and position, and industry trends;
- Sensitivity analysis of each company, adjusting for economic cycles, risk factors specific to the business, seasonal fluctuations, and other potentially influential factors; and
- Risk-return characteristics and a comparison of yields of assets of similar risk.

Each investment opportunity is evaluated on the basis of its structure, key metrics, yield, and relative value, among other factors. The goal of this process is to ensure that the investment's yield is appropriate for the risk. Further, MCFCM seeks to diversify client portfolios in order to limit exposure to any single borrower or any single industry.

For each investment, Madison Capital and MCFCM conduct a comprehensive due diligence process consisting of both qualitative and quantitative analyses, which may include (i) on-site visits, (ii) reviews of audit(s), internal financial statements, and accounting reports, (iii) discussions with company management teams and owners, (iv) reviews of industry and competitive position studies, (v) review and negotiation of legal documentation, and (vi) use of numerous additional internal and external information sources.

MCFCM seeks to capitalize on market inefficiencies by determining where value lies within and across different asset classes. MCFCM seeks to diversify away the risks of a single



company or single industry through its prudent portfolio diversification. Additionally, MCFCM assesses the appropriateness of each investment for each client.

### **Risk Of Loss**

In managing client accounts, MCFCM utilizes various investment strategies and methods of analysis. While MCFCM seeks to manage client accounts so that risks are appropriate to the return potential for respective strategies, it is often not possible or desirable to fully mitigate all risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. The following considerations and other risks should be carefully evaluated before making an investment.

- **Market for Transactions and Financing:** Identifying and structuring debt and equity investments involves competition between capital providers and market and transaction uncertainty. MCFCM may not be able to identify suitable investment opportunities to satisfy its clients' investment objectives.

The financial markets have experienced substantial fluctuations in prices and liquidity for leveraged loans over recent years. Any further disruption in the credit and other financial markets may have negative effects on general economic conditions, as well as on the operating performance and the availability of capital for entities in which MCFCM's clients invest. These conditions may also result in increased default rates and credit downgrades and affect the liquidity and pricing of instruments in which MCFCM's clients invest.

- **Risk of Private Debt and Equity Investments:** Private debt and equity investments involve a high degree of financial risk. Investments made by MCFCM for its clients may not be profitable and losses may occur. Private debt may not be repaid by the issuer and a liquid market may not exist for these obligations. Therefore, MCFCM may not realize its clients' rate of return objectives, and there may not be a return of capital to clients.
- **Debt – Credit and Interest Rate Risks:** Credit risk refers to the likelihood that a borrower will default in the payment of principal and/or interest. Financial strength and solvency of a borrower are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of a loan, and securities and other debt instruments that are rated by rating agencies may be downgraded. Interest rate risk refers to the risks of market changes in interest rates. Interest rate changes may affect the value of debt.
- **Debt - Assignments and Participations:** On behalf of its clients, MCFCM may invest in loans either directly (by purchase from the borrower or by assignment) or indirectly (by way of a participation interest). Holders of participation interests are

subject to additional risks not applicable to a holder of a direct interest in a loan, such as credit risk of the counterparty, lack of voting rights, and lack of direct enforcement rights in connection with a loan default.

- *Global Investments:* MCFCM may invest client assets in the debt, loan or other securities of issuers located outside the United States. In addition to business uncertainties, political, social and economic uncertainty affecting a country or region may affect these investments. Many financial markets are not as developed or as efficient as those in the United States. As a result, the liquidity of these securities may be lower and price volatility may be higher compared with securities from domestic issuers. The legal and regulatory environment may also be different, particularly as to bankruptcy and reorganization. Financial accounting standards and practices may differ, and there may be less publicly available information for such companies. These investments may also result in losses because of exchange rate fluctuations.
- *Leverage:* MCFCM may invest client assets in a manner that would subject clients to the financial risk of leverage. Leveraged portfolio investments have increased exposure to risks, including adverse fluctuations in interest rates, downturns in the economy and the inability to refinance debt as it matures.
- *Valuation Policy and Risks:* Many of the client assets invested by MCFCM are in investments that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be easy to determine, and MCFCM values these investments at fair value in good faith in accordance with generally accepted accounting principles (“GAAP”). This valuation reflects significant events that affect the values of the investments. The types of factors that MCFCM may take into account in determining the fair value of investments generally include, as appropriate, a comparison to publicly traded instruments, including yield, maturity and measures of credit quality; the enterprise value of a portfolio company; the nature and realizable value of any collateral; the portfolio company’s ability to make payments and its earnings and discounted cash flow; the markets in which the portfolio company does business; and other relevant factors.
- *Diversification Risks:* While MCFCM seeks to appropriately diversify the investments in its client portfolios, its mandates are focused on a limited segment of the potential investment universe. Clients should not consider a portfolio managed by MCFCM as a complete investment program, and are responsible for appropriately diversifying their overall investment portfolio to guard against the risk of loss.
- *Illiquidity Risk:* Commercial loans and related debt and equity investments are relatively illiquid investments and involve a high degree of risk. As such, an investment in a private fund, CLO vehicle, or separately managed portfolio managed by MCFCM should be considered only by persons financially able to maintain their

investment for a prolonged length of time and who can afford a loss in such investment.

It is not possible to identify all of the risks associated with investing, and the particular risks applicable to each client account will depend on the nature of the account, its investment strategy and the types of investments held in the account. Clients should understand that they could lose some or all of their investments and should be prepared to bear the risk of such potential losses.

#### **ITEM 9: DISCIPLINARY INFORMATION**

MCFCM is required to disclose all material facts regarding any legal or disciplinary events that would be material to your decision to hire us for advisory services. There are no legal or disciplinary events involving MCFCM that are material to our advisory business or to the management of your account to report at this time.

#### **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

MCFCM is part of a group of affiliated companies engaged in various financial service businesses. In certain cases, MCFCM has business arrangements with its related companies that are material to its advisory business or to its clients.

As noted in the “*Advisory Business- Ownership Structure*” section above, MCFCM is a wholly-owned subsidiary of Madison Capital, a commercial finance company. Madison Capital is wholly-owned by NYLIM Holdings, which is a wholly-owned subsidiary of New York Life. While MCFCM maintains autonomous investment processes, it may leverage the resources and services of its advisory affiliate, New York Life Investments for certain functions. In addition, certain officers of New York Life Investments may also serve as officers of MCFCM. Under this structure, certain compliance and other support functions within MCFCM are supported by the infrastructure within New York Life Investments, including the implementation of MCFCM’s Rule 206(4)-7 Compliance Program.

Madison Capital’s commercial finance business is primarily funded through revolving loans from New York Life and certain of its subsidiaries. MCFCM draws upon Madison Capital’s expertise in commercial lending by focusing its investment advisory services on the management of portfolios of commercial loans and related debt and equity investments, and by utilizing the services of key officers of Madison Capital as officers of MCFCM. In addition, many of the investments held in MCFCM clients’ portfolios were originated by Madison Capital, or have been acquired by Madison Capital, and are held in Madison Capital’s own portfolio and/or in the portfolio of other New York Life affiliates. Many of the related debt and equity investments held in MCFCM clients’ portfolios are also associated with loans held in Madison Capital’s own portfolio and/or in the portfolio of other New York Life affiliates. In some cases, loans and related debt and equity investments may be acquired from or sold to Madison Capital or other New York Life affiliates. New York Life

and its affiliates, including Madison Capital, may also invest in the private investment funds and CLO vehicles managed by MCFCM.

In addition, as noted in the “*Advisory Business- Ownership Structure*” section above, certain compliance and other support functions within MCFCM are supported by the resources and services of New York Life Investments (File No. 801-77396), an affiliated federally-registered investment adviser.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **CODE OF ETHICS AND PERSONAL TRADING**

We have a fiduciary relationship with our clients that requires that we and our officers and employees place the interests of our clients first and foremost. As such, our Code of Ethics (“Code”) covers all officers and employees and sets forth guidelines that promote ethical conduct generally. In addition to the Code’s policies regarding personal securities trading, the Code requires our employees to follow policies and procedures relating to the conduct standards of our Code including: conflicts of interest, inside information and information barriers, gifts and entertainment, personal political contributions, and selective disclosure of mutual fund portfolio holdings. A copy of our Code is available upon request. Our contact information appears on the cover page of this brochure.

While we permit our officers and employees to engage in personal securities transactions, as a company we recognize that these transactions may raise potential conflicts of interests. This is particularly true when they involve securities owned by, or considered for purchase or sale for, a client account.

We address potential conflicts of interests in our Code by requiring that, with regard to investments and investment opportunities, our officers’ and employees’ first obligation is to our clients. Our Code requires that all of our officers and employees adhere to the highest duty of trust and fair dealing. In addition, all officers and employees must conduct their personal securities transactions in a manner that does not interfere with any client’s portfolio transactions, or take inappropriate advantage of an officer’s or employee’s relationship with a client.

The Code covers all MCFCM officers and employees, and all officers and employees are considered “Access Persons” under the Code. Access Persons are defined as officers or directors or persons who have access to non-public information regarding any client's purchase or sale of securities, or information regarding the portfolio holdings of any client account advised by MCFCM or its affiliates. Specifically, all officers and employees are subject to the following restrictions:

- May not purchase or sell “Covered Securities” without pre-clearance through our Compliance Department. Covered Securities include everything except: i) transactions involving direct obligations of the US Government; ii) shares of unaffiliated open end investment companies; iii) commercial paper; iv) certificates of deposit; and v) high quality short term investments and interests in qualified state college tuition programs.
- May not profit from the purchase and sale or sale and purchase of the same Covered Security within 60 days.
- May not trade in securities of issuers that appear on our restricted list.
- May not trade while in possession of material, non-public information.
- May not engage in short-term trading (the purchase and sale or sale and purchase within 30 days) of any mutual fund advised or subadvised by us.
- Must complete and keep current an annual Conflicts of Interest Questionnaire concerning any potential conflicts.
- Must adhere to restrictions regarding the receipt and giving of gifts and entertainment.
- May not purchase securities in initial public offerings or in connection with private placements except with the express written prior approval of our Chief Compliance Officer.
- May not participate in Investment Clubs.
- Must file quarterly reports and certifications of covered trading activity.

Further, we require “Investment Personnel” to adhere to additional provisions in the Code as described below. Investment Personnel are defined as officers and employees who in connection with their regular functions make or participate in making recommendations regarding the purchase or sale of securities for client accounts (i.e., portfolio managers, traders and analysts):

- May not purchase or sell securities (subject to a *de minimus* threshold) for their own account if such securities have been purchased or sold for a client account in the prior seven days, or can reasonably be expected to be purchased or sold for a client account in the next seven days.
- May not trade in options with respect to individual securities.

## **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

In the ordinary course of providing its investment advisory services, MCFCM may invest client assets in securities or other investments that are also held by: Madison Capital and other New York Life affiliates; other MCFCM advisory accounts; or private investment funds, CLO vehicles or separately managed accounts in which MCFCM or its affiliates or their respective officers and employees have an ownership or economic interest. MCFCM may also invest, on behalf of its advisory clients, in the same or different securities or instruments of issuers in which these same entities have an ownership interest as a holder of the debt, equity or other instruments of the issuer. Finally, there may be instances where loans held by Madison Capital are subsequently allocated to MCFCM's clients.

MCFCM has a conflict of interest in connection with these transactions since investments by its advisory clients may benefit MCFCM and its affiliates, officers and employees by potentially increasing the value of the investments held in the issuer. Any investment by MCFCM on behalf of its advisory clients will be consistent with applicable law, MCFCM's fiduciary obligations to act in the best interests of its advisory clients and such clients' investment objectives.

MCFCM may permit certain of its officers and employees to invest in private investment funds advised by MCFCM or its affiliates and share in the fees received by MCFCM or its affiliates from such funds. When an officer or employee is responsible for both the portfolio management of the private investment fund and other MCFCM advisory accounts, such person has a conflict of interest in connection with investment decisions since the person may have an incentive to direct the best investment ideas, or to allocate trades, in favor of the fund in which he or she is invested or otherwise entitled to share in the fees received.

Portfolio managers for MCFCM or its affiliates are often responsible for the day-to-day management of multiple accounts, including separately managed accounts, private investment funds and proprietary accounts of MCFCM and its affiliates. The potential for material conflicts of interest exist whenever a portfolio manager has responsibility for the day-to-day management of multiple advisory accounts. As noted above, these conflicts may be greater if a portfolio manager is responsible for managing a proprietary account for MCFCM or its affiliates or when MCFCM and/or an affiliate has an investment in one or more of such accounts or an interest in the performance of one or more of such accounts through the receipt of a fee.

To mitigate these potential conflicts of interest, MCFCM adopted an *Investment Practices and Allocation Policy* that governs allocations across client accounts. This policy requires MCFCM to treat each of its advisory clients in a manner consistent with its fiduciary obligations and prohibits MCFCM from favoring any particular account because of the ownership or economic interests of MCFCM, its affiliates, or employees (see *Performance-Based Fees and Side-By-Side Management* above, and *Brokerage Practices* below).

## **ITEM 12: BROKERAGE PRACTICES**

When acquiring interests in commercial loans and related debt and equity securities and providing private financing, we generally do not utilize brokers to execute transactions on behalf of clients. We may receive publicly traded equity securities as a result of a restructuring, an ongoing public transaction, or through a bankruptcy proceeding. If we elect to dispose of such publicly-traded securities, we will execute the transaction in a manner that we believe is in the best interests of our clients.

We may use our affiliated investment adviser, New York Life Investments, to sell the securities on our behalf. When this occurs, New York Life Investments will execute the transactions consistent with obtaining best price and execution pursuant to its trading and best execution procedures. In certain instances when securities must have restrictive legends removed or be deposited with a clearing agency in order to be tradeable, we may determine that it is in the best interest of our clients to use a third party broker who will facilitate and accelerate the process.

MCFCM does not currently participate in any soft dollar relationships with other firms for research or any other service. We also do not engage in any directed brokerage arrangements with any of our clients at this time.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **MONITORING**

MCFCM monitors and manages client accounts on an on-going basis as warranted by developments with respect to the investments held in the accounts and provides reports to clients regarding their accounts. The nature and frequency of these reviews varies depending on the strength of the underlying asset, with performing companies receiving monthly, quarterly, or semi-annual examinations and troubled companies receiving more frequent supervision.

Troubled investments are generally defined by negative trends, negative outlook, and financial covenant violations. Portfolio managers monitor troubled investments on a frequent basis, anywhere from monthly to daily, depending on the severity of the issues. Typical responsibilities of portfolio managers of troubled investments include reviewing cash flow forecasts, financial statements, covenant compliance certificates, and availability certificates, interacting with management and third party consultants, and restructuring the terms of the debt.

Performing assets are generally defined by positive trends and financial compliance. Portfolio managers complete quarterly reviews of each performing asset based primarily on information provided by the owners and CFOs of individual companies. In addition, we

require annual audited financial statements. The monitoring of each underlying asset within every client account allows MCFCM to ensure compliance with any applicable investment guideline.

### **CLIENT REPORTING**

MCFCM provides comprehensive reports to its clients no less frequently than quarterly, and may supplement these reports with more frequent reports or conference calls. Such reports generally contain information with respect to portfolio holdings, transactions and performance.

### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

MCFCM does not have any referral arrangement in place at this time.

### **ITEM 15: CUSTODY**

We do not have direct custody of client funds or securities. All client accounts are maintained at qualified custodians, such as banks or broker-dealers that are chosen by the client. Clients receive account statements directly from their custodians. In addition, clients receive duplicate account statements from us. When you receive an account statement from us, you are encouraged to compare it to the account statement that you received from your custodian. The two statements should be consistent.

In certain cases, we may be deemed to have indirect custody of a client's account due to our or our affiliate's authority within a fund or vehicle structure, which may allow us to deduct management fees directly from the account or otherwise have control over the disposition of account assets. When we are deemed to have indirect custody of a client's account, we comply fully with the custody rules under the Investment Advisers Act of 1940.

### **ITEM 16: INVESTMENT DISCRETION**

For certain client accounts, we may have investment discretion to manage securities on behalf of a client. Clients may impose restrictions on this discretion by, among other things, prohibiting the purchase of specific securities or other investments, or prohibiting investments within a specific industry. Clients may also restrict the use of certain broker-dealers to execute trades, or may restrict the amount of securities that can be bought or sold within the account. We may also accept client accounts on a non-discretionary basis.

Client imposed restrictions are detailed in the client's investment advisory agreement. Prior to commencing management of a new client account, we obtain all necessary information to ensure that the account, including any relevant restrictions, is properly established.



### **ITEM 17: VOTING CLIENT SECURITIES**

In the course of our direct investing activities, we generally are not called upon to vote proxies on behalf of clients.

However, in the event that we are called upon to vote a proxy on behalf of a client, we have adopted Proxy Voting Policies and Procedures that are reasonably designed to ensure that where clients have delegated proxy voting authority to us, all proxies are voted in the best interest of such clients without regard to our interests or those of our affiliates.

Where clients (whether private funds or separately managed accounts) have delegated authority to vote proxies to us, we will vote these proxies in accordance with the recommendation of Institutional Shareholder Services (ISS), which provides proxy research and voting recommendation services. For clients that have provided proxy-voting guidelines that are different from the ISS Guidelines, we will make voting determinations in accordance with such modified guidelines.

To override an ISS recommendation, one of our portfolio managers must submit a written override request to our chief compliance officer. We have procedures in place to review each such override request for potential material conflicts of interest between our clients, on the one hand, and us and our affiliates, on the other. Our chief compliance officer may also refer override requests to the proxy voting committee, for appropriate resolution.

A copy of our Proxy Voting Policy and information as to how proxies, if any, were voted is available upon request. Our contact information appears on the cover page of this brochure.

### **ITEM 18: FINANCIAL INFORMATION**

At this time, MCFCM is not required to file a balance sheet for our most recent fiscal year because we do not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance.

### **ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

MCFCM is not registered with any state securities authorities.