

This brochure, dated March 31, 2015,
provides information about the qualifications and business practices of

MacKay Shields LLC
1345 Avenue of the Americas
New York, NY 10105
<http://www.mackayshields.com>

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The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. In addition, registration with the SEC does not imply a certain level of skill or training.

Additional information about MacKay Shields LLC is also available on the SEC’s website at [**www.adviserinfo.sec.gov**](http://www.adviserinfo.sec.gov).

ITEM 2 - MATERIAL CHANGES

This brochure, dated March 31, 2015, makes the following material changes since our last annual update to our brochure, dated March 28, 2014:

- We have added additional information concerning the history of our firm. See “Item 4 – Advisory Business – History.”
- We have revised the language regarding investment opportunities involving multiple investment teams and language regarding the specific use of currency spot and forward contracts. See “Item 4 – Advisory Business – Portfolio Management Practices.”
- We have amended the manner in which the fee schedules for our investment strategies are presented so that they are now listed by investment teams. See “Item 5 – Fees and Compensation – Fee Schedule.”
- We have updated the fee disclosure for the Municipal Intermediate and the Municipal Short Term strategies. See “Item 5 – Fees and Compensation – Fee Schedule.”
- We have amended the disclosure related to potential expenses incurred by investors in wrap-fee programs. See “Item 5 – Fees and Compensation – Other Expenses.”
- We have amended the manner in which our investment strategies are disclosed to provide a detailed description of the distinctive investment process utilized by each of our investment teams for the investment strategies they manage. See “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.”
- We have added disclosure describing the manner in which we monitor exposure to emerging markets and foreign countries for our clients’ portfolios that contain limits or restrictions. See “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss – Methods of Analysis and Sources of Information.”
- We have added a description of extension risk. In addition, material risk factors have been consolidated into a single section to reduce redundancy. See “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss – Material Risk Factors, Additional Material Risks.”
- We have updated disclosure to reflect current relationships with affiliates, including NYL Investors LLC. See “Item 10 – Other Financial Industry Activities and Affiliations – Investment Advisory Relationships Involving Affiliates.”
- We have updated the Code of Ethics to disclose that all MacKay Shields LLC employees must abide by New York Life’s Standards of Business Conduct – Integrity, as well as to reference an update to our Code of Ethics regarding employees engaging in short-term trading in shares of mutual funds for which MacKay Shields LLC or its affiliates serve as

an investment adviser or sub-adviser. See “Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Code of Ethics.”

ITEM 3 - TABLE OF CONTENTS

	Page
ITEM 2 - MATERIAL CHANGES	2
ITEM 3 - TABLE OF CONTENTS.....	4
ITEM 4 - ADVISORY BUSINESS	6
History	6
Clients and Investment Services	6
Wrap Fee Programs	6
Portfolio Management Practices	7
ITEM 5 - FEES AND COMPENSATION	8
Fee Schedule	8
Affiliated Accounts	13
Performance-Based Fees	13
Payment of Fees	13
Other Expenses	14
Termination	15
Sale of Investment Products and Referral of Clients	15
ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	15
ITEM 7 - TYPES OF CLIENTS	17
ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	17
Introduction	17
Investment Strategies	18
General Risks	22
Additional Material Risks	24
ITEM 9 - DISCIPLINARY INFORMATION	29
ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	29
Affiliated Broker-Dealers	29
Regulated Subsidiaries	30
Ownership, Management and Compensation	30
Investment Advisory Relationships Involving Affiliates	31
Other Arrangements with Affiliates	32
Additional Information About Our Activities	32

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	33
Code of Ethics	33
Interests of Affiliates	35
ITEM 12 - BROKERAGE PRACTICES	36
Selection and Compensation of Broker-Dealers	36
Research & Other Soft Dollar Benefits	37
Brokerage for Client Referrals	38
Directed Brokerage	38
Wrap Fee Programs	39
Derivatives	39
Aggregating and Allocating Trades	40
ITEM 13 - REVIEW OF ACCOUNTS	41
ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION	42
ITEM 15 - CUSTODY	43
ITEM 16 - INVESTMENT DISCRETION	44
ITEM 17 - VOTING CLIENT SECURITIES	44
ITEM 18 - FINANCIAL INFORMATION	46

ITEM 4 - ADVISORY BUSINESS

History

The original predecessor to MacKay Shields LLC (“MacKay Shields”), MacKay-Shields Economics, was founded in 1938 as an economic consulting firm. In 1969, MacKay Shields became MacKay Shields Financial Corporation, a Delaware corporation, and registered with the SEC as an investment adviser the same year. After becoming a registered adviser, MacKay Shields’ business became focused on providing investment advisory services.

In 1984, MacKay Shields Financial Corporation was purchased by New York Life Insurance Company (“NYLIC”). New York Life Insurance Company established New York Life Investment Management Holdings LLC (“NYLIM Holdings”) in 1999, and transferred ownership of MacKay Shields Financial Corporation to NYLIM Holdings. In 1999, MacKay Shields Financial Corporation was converted to MacKay Shields LLC, a Delaware limited liability company. The ownership, control and management of MacKay Shields and its relationship with New York Life did not change as a result of this conversion. MacKay Shields is 100% owned by New York Life Investment Management Holdings LLC, which is wholly owned by New York Life Insurance Company, our ultimate parent.

Clients and Investment Services

As of December 31, 2014, MacKay Shields managed approximately \$88.9 billion in assets on a discretionary basis and approximately \$3.8 billion on a non-discretionary basis.

We provide discretionary investment advisory services primarily to institutions such as SEC registered investment companies, corporate pension funds, endowments and foundations, Taft-Hartley and public funds, investment funds not registered with the SEC, wrap fee programs, non-U.S. pooled investment vehicles and other non-U.S. clients. In addition, we provide discretionary investment advisory services to high net worth clients and non-discretionary investment advisory services to certain clients.

We offer a variety of investment strategies that clients can select depending on their investment objectives. Our clients can impose reasonable restrictions on how we manage their accounts. These restrictions generally appear either in the client’s investment management agreement, investment guidelines, or other relevant documents. Additional information about this process can be found under “Investment Discretion.”

Information about these strategies is found under “Methods of Analysis, Investment Strategies and Risk of Loss.”

Wrap Fee Programs

We participate in wrap fee programs by providing portfolio management or portfolio modeling services. In some of these arrangements, we are retained as the adviser directly by the sponsor of the wrap fee program. In other wrap fee arrangements, we act as a sub-adviser when our affiliate New York Life Investment Management LLC (“NYL Investments”) is the adviser. In wrap fee

programs, clients typically pay a single wrap fee to the sponsor firm that covers advisory fees as well as trade and execution services, including commission costs. Our fee is paid out of that single wrap fee. We receive our fee either from the wrap fee sponsor or from NYL Investments. Please see “Brokerage Practices,” below, for more detailed information about our brokerage practices. In arrangements where we provide portfolio modeling services, we do not execute any trades.

Portfolio Management Practices

We may take a position for an advisory client in a security or investment instrument contrary to the position held in the same security or investment instrument (for example, a short versus a long position) by our other clients. We may also purchase a security or investment instrument for one client and sell the same security or investment instrument for another client.

We may purchase on behalf of clients securities that represent the same or different classes of a security of the same issuer, or securities or other instruments that have the same or different rights with respect to the same issuer.

From time to time our portfolio managers may serve on the board of directors, a creditors’ committee or a bondholders’ committee of an issuer whose securities are held in client accounts. This is typically the result of the issuer filing bankruptcy or entering into a reorganization proceeding. MacKay Shields, individually as investment adviser or with other investment advisers or bondholders, may also correspond and enter into discussions and negotiations with issuers, trustees and other parties relating to defaults and alleged defaults by issuers and other parties under the indenture agreements or other documents governing securities held by our clients. As a member of such committee or engaging in such discussions or negotiations, or as a result of investing in certain securities or assets, these portfolio managers may acquire material non-public information, which may result in restrictions on trading securities. Investment professionals with material non-public information are prohibited from acting on the basis of any such information in providing services to clients. We may also refrain from receiving material non-public information or from serving on a board of directors, creditors’ committee or bondholders’ committee or engaging in such discussions or negotiations in order to avoid restrictions on trading in other securities of the same issuer, even if such material non-public information might otherwise be relevant to our investment decisions.

We have separate groups of portfolio managers that may compete with each other for the same or similar investment opportunities. In most instances, the broker-dealer will determine the allocation to each group. Where investment opportunities in certain securities and asset classes are limited, a client may not receive an allocation or as large an allocation in respect of limited investment opportunities as it might otherwise receive in the absence of such competition. This can be particularly acute if the market for the securities is illiquid and the supply limited.

Pursuant to our “Approval of Broker-Dealer Policies and Procedures,” our traders may only do business with broker-dealers who are listed as currently approved brokers-dealers, except where clients have limited or designated specific broker-dealers by appropriate language and such change has been approved by our firm’s Chief Compliance Officer or the General Counsel.

There may be instances when an investment team may request to transact with a broker-dealer not currently approved. In these instances, the Chief Compliance Officer, the General Counsel or their designee may grant an exception, subject to certain conditions being met.

The appropriate use of derivatives within a portfolio is determined by the respective investment team in the execution of their portfolio construction process. The investment teams assess whether the derivatives can be used effectively and efficiently in comparison with the alternatives available as well as the use of derivatives in relation to the other investments within the portfolio. Certain derivatives transactions require that clients have proper agreements in place with counterparties and have adhered to other regulatory obligations prior to the transaction being executed. From time to time, MacKay Shields may establish master agreements with counterparties pursuant to which transactions in certain derivatives may be placed on behalf of clients.

If permitted by a client's investment guidelines, currency spot and forward contracts may be used in the management of portfolios. Currency hedges will be implemented within a reasonable period of time, generally within a day or two of any new purchases of securities that are required to be currency hedged. In general, hedge ratios are maintained within a pre-determined range determined by MacKay Shields and rebalanced when this ratio moves beyond that range, unless a client has more specific requirements. In the event a portfolio's hedge ratio exceeds the thresholds, the hedge will be adjusted within a reasonable period of time.

If permitted by a client's investment guidelines and provided that proper agreements are in place with futures commission merchants, Treasury futures (long or short) may be used by certain portfolio management teams as a method to manage the duration of the portfolios.

Other derivatives, such as credit default swaps, interest rate swaps and forward settling mortgage transactions, may be used provided that their use is permitted by a client's investment guidelines and proper agreements are in place.

ITEM 5 - FEES AND COMPENSATION

We receive fees for our services based on a percentage of the value of the assets in the client's account. These are referred to as "asset-based fees." Certain clients also have performance-based fees, as more fully described under "Performance-Based Fees and Side-by-Side Management," below.

Fee Schedule

Below is our current schedule of asset-based fees, including the minimum amount for opening an account. We may impose a minimum fee for accounts that fall below the minimum asset size.

GLOBAL FIXED INCOME INVESTMENT TEAM

Bank Debt

(Minimum \$75,000,000)

0.50% annually on all assets

Core Investment Grade

(Minimum \$75,000,000)

0.30% annually on assets up to \$75,000,000

0.25% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.20% annually on assets in excess of \$150,000,000

Core Plus

(Minimum \$75,000,000)

0.35% annually on assets up to \$75,000,000

0.30% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.25% annually on assets in excess of \$150,000,000

Core Plus Opportunities

(Minimum \$75,000,000)

0.40% annually on assets up to \$75,000,000

0.35% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.30% annually on assets in excess of \$150,000,000

Credit Fixed Income

(Minimum \$75,000,000)

0.35% annually on assets up to \$75,000,000

0.30% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.25% annually on assets in excess of \$150,000,000

Defensive Bond Arbitrage

Minimum investment and fee schedule to be determined on a case-by-case basis

Emerging Markets Credit

(Minimum \$75,000,000)

0.50% annually on all assets

Emerging Markets Debt

(Minimum \$75,000,000)

0.45% annually on all assets

Flexible Bond

(Minimum \$100,000,000)

0.75% annually on all assets, plus 20% of net excess return over 3 month LIBOR + 2%

Global High Yield

(Minimum \$75,000,000)

0.50% annually on all assets

Government/Credit

(Minimum \$75,000,000)

0.30% annually on assets up to \$75,000,000

0.25% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.20% annually on assets in excess of \$150,000,000

High Yield Active Core

(Minimum \$75,000,000)

0.50% annually on all assets

High Yield Active Core Low Duration/Short Duration

(Minimum \$75,000,000)

0.45% annually on all assets

High Yield Opportunities

(Minimum \$75,000,000)

0.65% annually on all assets

Intermediate

(Minimum \$75,000,000)

0.25% annually on assets up to \$75,000,000

0.20% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.15% annually on assets in excess of \$150,000,000

Long Duration

(Minimum \$75,000,000)

0.30% annually on assets up to \$75,000,000

0.25% annually on assets in excess of \$75,000,000 and less than \$150,000,000

0.20% annually on assets in excess of \$150,000,000

Short-Term

(Minimum \$75,000,000)

0.25% annually on assets up to \$150,000,000

0.20% annually on assets in excess of \$150,000,000

Unconstrained Bond

(Minimum \$100,000,000)

0.60% annually on all assets

HIGH YIELD INVESTMENT TEAM

Floating Rate High Yield

(Minimum investment to be determined on a case-by-case basis)

0.60% annually on all assets

High Yield

(Minimum \$50,000,000)

0.50% annually on all assets

Low Volatility High Yield

(Minimum \$30,000,000)

0.40% annually on all assets

Short Duration High Yield

(Minimum \$75,000,000)

0.45% annually on all assets

Select High Yield

(Minimum \$30,000,000)

0.50% annually on all assets

MACKAY MUNICIPAL MANAGERSTM INVESTMENT TEAM

Municipal High Yield

(Minimum \$75,000,000)

0.90% annually on assets up to \$100 million

0.60% annually on assets over \$100 million

Municipal Intermediate

(Minimum \$20,000,000)

0.25% annually on assets up to \$100 million

0.20% annually on assets on the next \$400 million

0.15% annually on assets on the next \$500 million

0.10% annually on assets over \$1 billion

Municipal Investment Grade

(Minimum \$20,000,000)

0.25% annually on assets up to \$100 million

0.20% annually on assets on the next \$400 million

0.15% annually on assets on the next \$500 million

0.125% annually on assets over \$1 billion

Municipal Long-Term

(Minimum \$20,000,000)

0.25% annually on assets up to \$100 million
0.20% annually on assets on the next \$400 million
0.15% annually on assets on the next \$500 million
0.125% annually on assets over \$1 billion

Municipal Short-Term

(Minimum \$50,000,000)

0.25% annually on assets up to \$100 million
0.20% annually on assets on the next \$400 million
0.15% annually on assets on the next \$500 million
0.125% annually on assets over \$1 billion

Municipal Taxable

(Minimum \$20,000,000)

0.25% annually on assets up to \$100 million
0.20% annually on assets on the next \$400 million
0.15% annually on assets on the next \$500 million
0.125% annually on assets over \$1 billion

Municipal Total Return

Minimum investment and fee schedule to be determined on a case-by-case basis

Municipal Ultra Short

(Minimum \$20,000,000)

0.25% annually on assets up to \$100 million
0.20% annually on assets on the next \$400 million
0.15% annually on assets on the next \$500 million
0.125% annually on assets over \$1 billion

CONVERTIBLES INVESTMENT TEAM**Convertible**

(Minimum \$10,000,000)

0.50% annually on assets up to \$100,000,000
0.40% annually on assets thereafter

MULTIPLE INVESTMENT TEAMS**Crossover Investment Grade with Municipal Securities**

(Minimum \$75,000,000)

0.35% annually on assets up to \$75,000,000
0.25% annually on assets in excess of \$75,000,000 and less than \$150,000,000
0.20% annually on assets in excess of \$150,000,000

In our sole discretion, we may change our fee schedule at any time, negotiate a performance-based fee or a different asset-based fee for any client, and/or waive the minimum size for opening any account. Any such change will not affect fees charged to clients that have retained our services for a strategy already being managed prior to the effective date of the change. In certain instances, we may waive, rebate, or reduce fees for clients.

Affiliated Accounts

We may charge lower fees for advisory services to the accounts we manage for our affiliated companies. In addition, such affiliated accounts may pay us a performance fee.

We also act as investment adviser to investment funds not registered with the SEC that we sponsor. The fees payable by investors in those investment funds not registered with the SEC, of which we receive all or a portion thereof, is described in each fund's offering materials. From time to time, we and/or such investment funds not registered with the SEC may enter into arrangements with certain investors or prospective investors that provide for terms that are different than those offered to other investors in such investment funds not registered with the SEC. Such arrangements are entered into only where permitted by the applicable fund's operating documents and do not afford investment terms that disadvantage other investors in such fund, and in accordance with applicable laws.

We also act as sub-adviser to certain U.S. registered open- and closed-end funds for which one or more of our affiliates serve as investment adviser or manager. For these services, we receive fees from such affiliates.

Performance-Based Fees

We have performance-based fee arrangements with certain clients. Performance-based fees may be tied to a benchmark and may be subject to a loss carry forward or high watermark. See "Performance-Based Fees and Side-by-Side Management," below.

Payment of Fees

We generally bill clients for advisory services according to the fee schedule in their investment management agreement. Fees may be payable in advance based on the value of assets under management at the beginning of the quarter, or may be payable in arrears based on the value of assets under management at the end of the quarter. Fees also may be calculated using average asset values during the billing period, calculated at agreed upon intervals. Generally, we may make adjustments in the fee calculation in the event of significant withdrawals from, or deposits into, a client's account during a calculation period, in accordance with our policy then in effect or as otherwise agreed to with a client. We generally bill our clients for our advisory services, but clients may elect for MacKay Shields, subject to our consent, to deduct fees from their assets.

Other Expenses

From time to time we engage outside counsel and financial advisors with regard to matters relating to particular issuers held in client portfolios (such as, among others, a workout situation). Pursuant to contractual arrangements with certain clients, those clients may pay a pro rata portion of the fees of such counsel and financial advisors. In that event, we would pay the balance of such fees not borne by those clients, which may result in a benefit to one or more of our other clients who do not pay a portion of such fees.

Our separately managed account clients incur other fees associated with the management of client accounts in addition to the advisory fees described above. For example, your account's custodian charges a custodial fee and may also charge transaction or other fees for services it provides. In addition, the broker-dealers that we select or recommend to execute transactions in your account charge a spread, commission or transaction fee, as the case may be, that your account pays. Investment funds incur operating and other expenses that are disclosed in a fund's prospectus or offering documents, which are in addition to our fees.

In wrap fee programs, clients typically pay a single wrap fee to the sponsor firm that covers custody, investment management and trading and execution costs, including commission costs. As a result, the sponsor and client typically request that transactions for clients' accounts be executed by the sponsor of the wrap fee program (or its affiliate) or a broker-dealer designated by the sponsor firm. In the event that the sponsor or designated broker-dealer cannot provide "best execution" for a given transaction, we may trade with a different broker-dealer, resulting in the client incurring a commission cost that is in addition to the wrap fee.

If clients' investment guidelines permit, we may invest all or a portion of their assets in one or more investment funds. Such clients bear their proportionate share of fund expenses in connection with such investments. With respect to investments in investment funds not registered with the SEC that we manage, we do not receive a management fee from the investment funds with respect to those clients' investments. Instead, such clients pay us a single fee that is based on all the assets being managed, including the amounts invested in the investment funds. With respect to investments in investment funds that we do not manage, the management fee paid to the third party investment manager of such investment fund is in addition to the management fee payable to MacKay Shields.

From time to time, clients or their consultants request that we pay costs and expenses relating to analytical services used by the consultants. These payments do not increase the fees paid by the clients.

More detailed information about our brokerage practices is found under "Brokerage Practices," below, including the factors that we consider when selecting or recommending broker-dealers for client transactions, including the use of client commissions to acquire research and brokerage services.

Termination

Unless otherwise specified in a client's investment agreement, our clients have the right to terminate their investment advisory contract at any time without penalty. In the event of termination, we will prorate any fees to the date of termination and we will refund any unearned fees for those clients who paid in advance.

Sale of Investment Products and Referral of Clients

Our employees who are registered representatives of our affiliated broker-dealer NYLIFE Distributors LLC ("NYLIFE Distributors") receive compensation when they are responsible for the sale of interests in investment funds not registered with the SEC that we or our affiliates sponsor. See "Other Financial Industry Activities and Affiliations," below. The sales compensation paid to those employees comes out of the fee paid by such investment funds not registered with the SEC to us or our affiliates, and is not an additional charge to such investment funds or their investors. This practice presents a conflict of interest and gives the employee an incentive to recommend these investment funds not registered with the SEC based on the compensation received rather than a client's needs. There are policies and procedures in place that we believe are reasonably designed to address these conflicts of interest. For example, our employees who are registered representatives of NYLIFE Distributors may only recommend investments in these investment funds not registered with the SEC if they believe they are suitable for the investor. In some instances, investors have the option to purchase these funds through unaffiliated brokers.

Some of our employees receive compensation from us for referring client accounts to us. See "Client Referrals and Other Compensation," below. The compensation paid to those employees comes out of the fee paid by such accounts and is not an additional charge to the account.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Most of our clients pay us an investment advisory or management fee that is based on the amount of assets in the clients' accounts we manage. These are commonly referred to as "asset-based fees." Some of our clients pay us fees calculated, in whole or in part, as a percentage of returns, or as a percentage of the increase in net asset value, often with a portion of the fees calculated based on the amount of assets in the client's account we manage. These fees may be tied to a benchmark and may be subject to a loss carry forward or high watermark. They are commonly referred to as "performance-based fees." Managing accounts that have a performance-based fee at the same time that we manage accounts that only have an asset-based fee is commonly referred to as "side-by-side management." Our portfolio managers may manage multiple accounts, including separate accounts, unregistered funds and registered funds, according to the same or similar investment strategies. This creates a conflict of interest by giving us an incentive to favor those accounts for which we receive a performance-based fee because we will receive a higher fee if their performance exceeds the applicable benchmark. A portion of certain performance based fees may be paid to the investment team that generated the performance based fees. Higher fees benefit our company as well as our employees because the asset-based fees and performance-based fees we receive are included in the pool from which we

pay incentive bonuses to our employees. In addition, the long-term incentive plan for our employees is based on our company's financial results.

It is our policy not to favor the interest of one client over another. We address the conflicts of interest created by "side-by-management" by having a trade allocation policy designed so that trades are allocated among client accounts in a fair and equitable manner over time. In addition, it is our policy that we will not permit cross trades between clients unless the portfolio manager instructing the trade deems it in the best interest of both clients at the time and obtains advance compliance approval of the transaction. Furthermore, we have short sale procedures that require pre-approval of certain short sales and restrict certain short sales.

Regardless of their fee arrangements, when we manage accounts according to the same investment strategy, we anticipate that those accounts will generally have the same investment opportunities and be invested in the same or similar securities with the same or similar weighting. However, there are often differences in the nature or amount of securities that we buy or sell for client accounts, because of a variety of factors, including, among others:

- Specific client investment objectives;
- Cash available in the account for investment;
- Client-imposed investment restrictions;
- Initial investment periods for new accounts;
- Investment restrictions that laws or regulations impose;
- Actual and anticipated cash inflows and outflows in client accounts;
- Duration and/or average maturity of the client account;
- Size of client account;
- Deal size and trade lots;
- Current industry or issuer exposure in the client account;
- Other concentration limits;
- Rounding to whole lots (for example, 100 shares or 10,000 bonds);
- Borrowing capacity; and
- Other practical limitations.

We allocate securities among client accounts based on the above factors and usually do so before executing the trade. When it is impractical or infeasible to allocate prior to the execution of the trade, we will allocate the trade after the trade is executed but in no event later than the end of the day, in a fair and equitable manner among all the participating accounts, based on the above factors. In those situations in which there is a limited supply of a security, it is our general policy to make a pro rata allocation based on the original amounts targeted for each account. However, if in our portfolio managers' judgment the amount that would then be allocated to an account would be too small to properly manage, that account could be excluded from the pro rata allocation. More detailed information about our allocation and aggregation practice is found under "Brokerage Practices," below.

ITEM 7 - TYPES OF CLIENTS

We provide discretionary and non-discretionary investment advisory services primarily to institutions such as U.S. registered investment companies, corporate pension funds, endowments and foundations, Taft-Hartley and public funds, U.S. investment funds not registered with the SEC, non-U.S. investment companies, other non-U.S. clients and wrap fee programs. In addition, we provide discretionary investment advisory services to high net worth clients. We also manage accounts for our affiliates. See “Fees and Compensation,” above, and “Other Financial Industry Activities and Affiliations,” below.

As shown on our schedule of fees (see “Fees and Compensation,” above), there is a minimum account size for opening an account, depending on the investment strategy. We reserve the right, in our sole discretion, to adjust or waive the account size minimum with respect to any client.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Introduction

We offer a variety of investment strategies across fixed income asset classes that clients can select depending on their investment objectives. We have four investment teams, each of which has their own distinct investment process. We provide below a general summary of the investment strategies and the investment process of each of the teams.

Investment strategies may be available through separately managed accounts and/or pooled investment vehicles. Clients for whom we provide separately managed account services may adopt investment guidelines, subject to our approval, that combine elements of the different investment strategies we offer. To the extent that the information in this brochure conflicts with an investment management agreement or investment guidelines governing a separately managed account, the investment management agreement and investment guidelines will control.

Investors or potential investors in pooled investment vehicles, including U.S. registered investment companies, U.S. investment funds not registered with the SEC and non-U.S. investment companies that we manage should refer to the offering memorandum or prospectus for those funds for a description of the investment strategies and risks associated with those funds. The information contained in this brochure is subject in its entirety to and superseded by the disclosure in such offering memoranda or prospectuses. Pooled investment vehicles may be subject to restrictions on the types of investors who may invest. Nothing in this brochure is intended as an offer to sell securities.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client’s investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken for

will be subject to various market, liquidity, currency, economic, political and other risks and investments may lose value. Material risks will vary based on the types of investments purchased for the relevant strategy. Please see “Material Risk Factors” below.

Methods of Analysis and Sources of Information

Our methods of security analysis include economic and industry analysis, fundamental research concerning specific companies, securities and issuers, quantitative analysis, technical analysis including computerized screening, evaluation and optimization techniques, and any other method that one or more of our investment personnel may deem appropriate from time to time. We may not utilize each of the described methods in connection with each investment strategy or with respect to particular portfolios. Our investment professionals obtain information from a variety of sources, including:

- Meetings and discussions with securities industry analysts;
- Discussion of publicly available information with issuers and company personnel, on-site inspections and corporate-issuer sponsored meetings;
- Discussion with a company’s customers, competitors and suppliers;
- Computerized screening, evaluation, optimization studies and reports trade journals and services, governmental publications, statistical summaries and analysis;
- With respect to private placements, the issuer and the intermediary;
- Rating agencies, analysts’ reports and various news and industry sources, on-line sources and periodicals; and
- Such other sources as one or more of our investment personnel deem appropriate from time to time.

The investment guidelines for portfolios are monitored using security information that is obtained from external data providers. We rely on the accuracy of the information obtained from the external data providers. For new issues, we initially rely on the accuracy of the information provided by the underwriter of the new issue.

Unless a client specifies in writing a particular approach to calculating emerging markets and foreign country exposures, our determination of whether an issuer of a security is deemed to be a United States, emerging markets or other non-US issuer shall be conclusive and final. Our determination may include consideration of the countries in which the issuer has significant business exposure in addition to the jurisdiction of incorporation of the issuer.

Investment Strategies

As stated above, we operate using four investment teams. The teams are: (1) Global Fixed Income, (2) High Yield, (3) MacKay Municipal ManagersTM and (4) Convertibles. Certain of our investment strategies, such as Crossover Investment Grade with Municipal Securities, are managed cooperatively by more than one investment team.

Global Fixed Income Investment Team

The Global Fixed Income investment team offers a broad range of investment strategies across asset classes, regions, and the risk spectrum. The Global Fixed Income investment team's investment process seeks to accomplish two important goals for securities in which they invest: 1) to quantify the downside risk and 2) to quantify the upside potential. The team's basic tenet is that bonds have limited upside (mature at par), but significant downside potential (default with no recovery). The team seeks to limit or reduce downside risk in an effort to increase the probability of generating higher returns while decreasing the volatility of the client's portfolio.

The Global Fixed income investment team's investment process marries a fundamental bottom-up investment approach with a top-down macroeconomic overlay, while risk assessment informs the process. The risk assessment incorporates four critical dimensions: 1) credit risk, 2) interest rate risk, 3) structure risk and 4) liquidity risk. The marginal risk in each category is analyzed in order to quantify the potential downside risk from investments eligible for a client portfolio.

The investment team's philosophy and process are rooted in longer-term market trends where themes play out, with less emphasis on daily, weekly, monthly and even quarterly performance.

The top-down element of the investment team's investment process incorporates an analysis of the important economic underpinnings of the market's risk cycle. The investment team believes that monetary policy, as dictated by central bank actions, is the single largest contributor to credit creation and an important driver of the inflection points in the market cycle. By seeking to understand monetary policy, the investment team attempts to identify credit excesses and cross sector developments more clearly, thus allowing it to position portfolios during these turning points in the cycle.

The bottom-up component of the investment team's investment process feeds into its macro analysis to help identify significant changes in financial market conditions, real economic developments and areas of credit excess. For credit investments, which historically have been the largest driver of returns in the portfolios, individual credits are run through a multi-factor screen or progression of both quantitative and qualitative characteristics seeking to identify gross indicators of inappropriate or uncompensated risk. These risks include basic financial and liquidity risk, political risk, regulatory risk, litigation or liability risk, technology risk and other risks that can be identified and measured. In the case of securitized assets, the investment team uses prepayment analysis and risk modeling to understand the structure risk.

Some of the investment strategies managed by the Global Fixed Income investment team may use derivatives including Treasury futures, currency forwards, and credit default swaps, if permitted by a client's investment guidelines and the client has appropriate accounts in place with third parties.

High Yield Investment Team

The High Yield investment team's strategy employs a bottom-up, value oriented approach to investing in the high yield market. The investment team's goal is to generate superior returns

over a market cycle with less volatility than the broad high yield market. The investment team's approach to this objective involves seeking to maximize the default adjusted yield and spread of a diversified portfolio.

The most important part of the High Yield investment team's investment process is "margin-of-safety" analysis. The investment team's process focuses on high yield securities that, in the judgment of the investment team, have a large margin-of-safety represented by excess asset coverage (i.e., the value of the company relative to debt) and the ability to generate significant free cash flow.

The High Yield investment team assesses the credit risk of each potential investment based on the strength of its asset coverage, its cash flow generating profile, and its risk of default. The investment team performs fundamental research on potential investments, including modeling a company's cash flows, analyzing its financials and bond indentures, engaging in discussions with the company's management, reading industry research, and searching for company news. The investment team categorizes every security in its portfolios into one of four risk groups. These risk groups are delineated by the strength of the asset coverage, volatility of cash flows and the resultant potential for default. When assessing relative value of securities in the various risk groups for purchase or sale for client portfolios, the investment team focuses on the appropriate yield and spread differences among risk groups, which depends on the market environment.

The High Yield investment team will generally sell a security for one of three reasons: 1) when the security's price or spread makes its relative value unattractive; 2) when a company's fundamentals worsen to a point that, in the judgment of the investment team, asset coverage becomes insufficient; and 3) for diversification purposes.

Subject to client guidelines, the High Yield investment team may invest in all types of debt obligations, as well as preferred stock and convertible bonds with yields comparable to high yield bonds (so-called "busted" convertibles). Also subject to client guidelines, the investment team may invest opportunistically in emerging market debt securities.

Some of the investment strategies managed by the High Yield investment team may use derivatives if permitted by a client's investment guidelines and the client has appropriate accounts in place in place with third parties.

Municipal Investment Team

The MacKay Municipal ManagersTM investment team offers a broad range of tax-exempt and taxable municipal investment strategies across the risk spectrum. The investment team uses a fundamental value approach combined with a top-down macro view with bottom-up, credit research-driven security selection in the construction of U.S. tax-exempt and taxable municipal portfolios.

The MacKay Municipal ManagersTM investment team's investment philosophy is centered on an actively managed, research-driven relative value approach that incorporates: 1) active management designed to capitalize on market inefficiencies, to seek a yield advantage, and to

achieve an attractive after-tax total return; 2) a disciplined investment process, focused on reducing volatility; and 3) fundamental, bottom-up credit research that takes into consideration the regulatory, political and tax related factors specific to the municipal market.

Where so directed for client portfolios with specific tax sensitivities, the investment team considers tax effects in its decision-making process by incorporating the client's current and expected effective tax rate, and capital gain and loss restrictions.

The MacKay Municipal ManagersTM investment team's process seeks to capitalize on opportunities created by the mispricing of securities and information gaps. The investment team evaluates technical trends and analyzes individual issues, while emphasizing risk control. Their value-oriented, fundamental investment approach focuses on research, risk management, and trading, and their process encompasses sector/security allocation, credit selection, yield curve positioning, and buy/sell trade execution.

The MacKay Municipal ManagersTM investment team begins by outlining its macro view about the economy, interest rates, inflation, geo-political concerns (including pending legislation that impact taxes and sectors of the municipal market). This top-down component guides the investment team's decisions relating to portfolio weightings for credit ratings, structures, states, yield curve positioning and sectors. The investment team's investment philosophy does not seek to make interest rate calls or duration bets. Instead, the investment team looks to maintain duration neutrality within a certain range of the relevant benchmark.

The MacKay Municipal ManagersTM investment team's fundamental bottom-up security selection process includes a review of individual securities, from both a credit perspective and a spread, or relative value, perspective. The investment team's credit review includes examining documentation such as the official statement, financial reports, and/or capital program plans. In addition, the investment team analyzes cash flows, the individual security features of bonds and, when relevant, the demand features of a project. Furthermore, by understanding the political purpose behind a project, the investment team seeks to gain additional insight into the support for the securities should the bonds come under economic pressure (i.e., toll roads, airports, etc.). Depending upon the sector, the investment team reviews collateral such as mortgages, reserve funds, negative pledges and guarantees.

The MacKay Municipal ManagersTM investment team incorporates an exit strategy into the evaluation of new prospective holdings. Some reasons to exit a position include (1) realization of the full potential return, (2) a change in outlook for the security or if the security no longer fits the investment guidelines of the portfolio, (3) a change in the issuer's financial position, and (4) a change in credit rating.

Some of the investment strategies managed by the MacKay Municipal ManagersTM investment team may use derivatives, including Treasury futures, if permitted by a client's investment guidelines and the client has appropriate accounts in place with third parties.

Convertible Investment Team

The Convertible investment team seeks to maximize total return while protecting against downside risk. The team uses a bottom-up approach to identify the merits of convertible securities relative to the underlying common stocks. Analysis of convertible securities includes scrutinizing a bond's put and call features, the bond's maturity date, and the debt structure, asset value, cash flow and fixed obligations of the issuer. The investment team also analyzes the underlying stock volatility, and the value of the securities without the convertibility feature ("straight bond value"). The combination of evaluating downside and upside potential for each convertible, in conjunction with convertible valuation models and fundamental analysis of equity securities, is a hallmark of the investment team's investment approach.

The Convertible investment team may take into account a proprietary convertible valuation model, which is a bond and option valuation model that determines the theoretical values of the convertibles based on the price movement of the underlying common stock. It may also utilize third party models.

Buy and sell decisions are based on both quantitative factors and fundamental judgment. If in the judgment of the Convertible investment team a convertible no longer has an attractive risk/reward profile, or if the investment team believes that company fundamentals are deteriorating, the security may be sold.

Material Risk Factors

Below is a summary of material risks for the investment strategies managed by our investment teams. The information set forth below cannot disclose every potential risk associated with an investment strategy, or all of the risks applicable to a particular fund or account. Rather, it is a summary of the material risks of the strategies and securities and other instruments in which we may invest.

General Risks

The risks set forth below in alphabetical order relate to all investment strategies.

Debt Securities Risk. The risks of investing in debt securities include (without limitation): (i) credit risk -- the issuer may not repay the loan created by the issuance of that debt security; (ii) maturity and duration risk -- a debt security with a longer maturity or duration may fluctuate in value more than one with a shorter maturity or duration; (iii) market risk -- low demand for debt securities may have a negative impact on their price; (iv) interest rate risk -- when interest rates go up, the value of a debt security generally goes down, and when interest rates go down, the value of a debt security generally goes up; (v) selection risk -- the securities that we select may underperform the market or other securities selected by other managers; (vi) call risk -- during a period of falling interest rates, the issuer may redeem a security by repaying it early, which may reduce a strategy's income, if the proceeds are reinvested at lower interest rates; and (vii) extension risk -- during a period of rising interest rates prepayments may decrease, thus effectively lengthening a security's maturity and duration and causing its value to decline even more.

FATCA Risk. The Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act (“FATCA”) generally imposes a reporting and 30% withholding tax regime with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposition of property that can produce U.S. source interest or dividends (“withholdable payments”). As a general matter, the rules are designed to require U.S. persons’ direct and indirect ownership of non-U.S. accounts and non-U.S. entities to be reported to the IRS, and the 30% withholding tax regime applies if there is a failure to provide any required information. These withholding rules are effective using a phased in approach beginning after June 30, 2014.

Interest Rate Risk. Interest rate risk is the risk that the market value of the bonds owned by a fund will fluctuate as interest rates go up and down. For example, when interest rates go up, the market value of bonds owned by a fund generally will go down. Nearly all fixed income strategies are subject to this type of risk, but investment strategies utilizing bonds with longer maturities are more subject to this risk than funds holding bonds with shorter maturities.

Liquidity Risk. The value of illiquid securities may reflect a discount from the market price of comparable securities for which a liquid market exists, and accordingly may have a negative effect on the value of a strategy’s assets. Securities that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the securities, market events, economic conditions or investor perceptions. To meet client requests to withdraw assets, a strategy may be forced to sell securities at an unfavorable time and/or under unfavorable conditions. Low trading volume, lack of a market maker, large position size or legal restrictions (including price fluctuation limits or “circuit breakers,” an affiliation with the issuer of a security or possession of material non-public information about the issuer) may limit or prevent the strategy from selling particular securities or unwinding derivative positions at desirable prices. Holding less liquid securities increases the likelihood that the strategy will honor a redemption request in-kind. Legislative and policy developments in the United States and elsewhere are causing dealers in fixed income securities to reduce their inventories, which may make securities less liquid and more volatile and may exacerbate price declines in periods of economic stress.

Loss of Money Risk. Investing in securities involves risk of loss that clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client’s investments will fluctuate due to market conditions and other factors.

Management Risk. The investment strategies, practices and risk analysis that we use may not produce the desired results.

Market Changes Risk. The value of the strategy’s investments may change because of broad changes in the markets in which the strategy invests, which could cause the strategy to underperform other funds or accounts with similar objectives.

Valuation Risk. There is no central place or exchange for fixed-income securities trading. Fixed-income securities generally trade on an “over-the-counter” market, which may be anywhere in the world where the buyer and seller can settle on a price. Due to the lack of

centralized information and trading, the valuation of fixed-income securities may carry more risk than that of common stock.

Uncertainties in the conditions of the financial market, unreliable reference data, lack of transparency and inconsistency of valuation models and processes may lead to inaccurate asset pricing. In addition, other market participants may value securities differently. As a result, when a security or other instrument is sold in the market, the amount that the fund or account receives may be less than the amount at which it was valued.

Valuations of the assets, which will affect the amount of fees (including, to the extent applicable, performance compensation) payable to MacKay Shields may involve uncertainties and judgmental determinations, and if such valuations prove to be incorrect, client portfolio value could be adversely affected. For example, in the case of an overvaluation of a client's portfolio, MacKay Shields' compensation would be greater than if the correct lower valuation had been used.

Additional Material Risks

The additional material risks set forth below in alphabetical order may relate to the strategies implemented by any of the investment teams.

Build America Bonds Risk. The Build America Bond ("BAB") market is smaller and less diverse than the broader municipal securities market. BABs are a form of municipal financing. Bonds issued after December 31, 2010 do not qualify as BABs because the BAB enabling legislation expired on December 31, 2010. It is difficult to predict the extent to which a market for such bonds will develop and there can be no assurance that BABs will be actively traded. BABs may experience greater illiquidity than other types of municipal securities, which may have a negative effect on the value of the bonds.

Closed-End Funds Risk. Closed-end funds are investment companies that generally do not continuously offer their shares for sale. Rather, closed-end funds typically trade on a secondary market, such as the New York Stock Exchange or the NASDAQ Stock Market, Inc. Closed-end funds are subject to management risk because the adviser to the closed-end fund may be unsuccessful in meeting the fund's investment objective. Moreover, investments in a closed-end fund generally reflect the risks of the closed-end fund's underlying portfolio securities. Closed-end funds may also trade at a discount or premium to their NAV and may trade at a larger discount or smaller premium subsequent to purchase by a Fund. Closed-end funds may trade infrequently and with small volume, which may make it difficult for a portfolio to buy and sell shares. Closed-end funds are subject to management fees and other expenses that may increase their cost versus the costs of owning the underlying securities. A Fund may also incur brokerage expenses and commissions when it buys or sells closed-end fund shares.

Convertible Securities Risk. Convertible securities may be subordinate to other securities. In part, the total return for a convertible security depends upon performance of the underlying stock into which it can be converted. Also, issuers of convertible securities are often not as strong financially as those issuing securities with higher credit ratings, are more likely to encounter financial difficulties and typically are more vulnerable to changes in the economy, such as a

recession or a sustained period of rising interest rates, which could affect their ability to make interest and principal payments. If an issuer stops making interest and/or principal payments, the strategy could lose its entire investment.

Currency Risk. The value of a client's assets may be affected favorably or unfavorably by the changes in currency rates and exchange control regulations. Some currency exchange costs may be incurred by clients when a strategy changes investments from one country to another. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the respective markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors, as seen from an international perspective. Currency exchange rates can also be affected unpredictably by intervention by governments or central banks (or the failure to intervene) or by currency controls or political developments.

Derivatives Risk. A strategy may lose money using derivatives. The use of derivatives may increase the volatility of the value of a portfolio and may involve a large amount of risk relative to a small investment of cash. For example, forward commitments pose the risk that the security, currency or other asset subject to the forward commitment may be worth less when it is issued or received than the price agreed to when the commitment was made. Swap agreements may be difficult to value and may be susceptible to liquidity and credit risk. Futures contracts may result in losses in excess of the amount invested in the futures contract, and which may be unlimited. Derivatives may also be subject to counterparty risk, that is, the risk that the other party in the transaction will not fulfill its contractual obligations. Certain derivatives transactions may require the posting of initial and/or variation margin (including, but not limited to, futures, forward settling mortgage transactions, and swaps), which is at risk of loss if the market moves against a portfolio's position. If a portfolio does not provide the required margin within the prescribed time, its position may be liquidated at a loss, and the portfolio will be liable for any resulting deficit in its account which may require it to sell other positions at disadvantageous prices. Derivatives may not perform as intended and, if used for hedging purposes, may not be effective in offsetting losses on the positions being hedged.

Distressed Securities Risk. Investments in distressed securities are subject to substantial risks in addition to the risks of investing in other types of high-yield securities. Distressed securities are speculative and involve substantial risk that principal will not be repaid. Generally, the strategy will not receive interest payments on such securities and may incur costs to protect its investment. In addition, the strategy's ability to sell distressed securities and any securities received in exchange for such securities may be restricted.

Equity Securities Risk. Investments in common stocks and other equity securities, and convertible securities, are particularly subject to the risk of changing economic, stock market, industry and company conditions and the risks inherent in our ability to anticipate changes that can adversely affect the value of the strategy's holdings. Opportunity for greater gain often comes with greater risk of loss.

Extension Risk. Extension risk is the risk of a security's expected maturity lengthening in duration due to the deceleration of prepayments.

Floating and Variable Rate Debt Risk. Floating and variable rate debt, which includes floating rate loans, provide for a periodic adjustment in the interest rate paid. The rate adjustment intervals may be regular and range from daily up to annually, or may be based on an event, such as a change in the prime rate. Although certain floating rate loans are collateralized, there is no guarantee that the value of the collateral will be sufficient to repay the loan. In times of unusual or adverse market, economic or political conditions, floating rate loans may experience higher than normal default rates. Floating and variable rate debt may be subject to greater liquidity risk than other debt instruments, meaning that there may be limitations on the strategy's ability to sell the instruments at any given time. The presence of a floor (which typically is based on LIBOR) in floating rate and variable rate debt instruments may result in coupon payments that remain unchanged when interest rates rise. While floors ensure a minimum yield, they can also act as an anchor until the reference rate of the floating rate and variable rate debt instrument breaches the level established by the floor. So long as the underlying reference stays below the floor, floating rate and variable rate debt instruments with this feature will behave more like conventional bonds in that coupon payments will remain unchanged. Such instruments also may lose value.

Foreign Securities Risk. Investments in foreign securities are subject to risks that differ from those of U.S. issuers. These risks may include: fluctuating currency values; less liquid trading markets; greater price volatility; political and economic instability; less publicly available information about issuers; changes in U.S. or foreign tax or currency laws; and changes in monetary policy. Foreign securities may be more difficult to sell than U.S. securities. These and other risks may be greater in emerging market countries, the economies of which tend to be more volatile than the economies of developed countries. To the extent a strategy invests to a significant extent in a particular country or region, the strategy's performance may be affected by political, social and economic conditions in that country and/or geographical region or operational risks particular to that country or region.

High-Yield Securities Risk. Investments in high-yield securities (commonly referred to as "junk bonds") are sometimes considered speculative as they present a greater risk of loss than higher quality securities. Such securities may, under certain circumstances, be less liquid than higher rated securities. These securities pay investors a premium (a high interest rate or yield) because of the increased risk of loss. These securities can also be subject to greater price volatility. In times of unusual or adverse market, economic or political conditions, these securities may experience higher than normal default rates.

Investment Grade Securities Risks. Investment-grade securities (i.e., rated Baa3 or better by Moody's Investors Service, Inc., BBB- or better by Standard & Poor's Ratings Services or comparably rated by another nationally recognized statistical rating organization) are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations and may also be subject to price volatility due to such factors as interest rate sensitivity, the market perception of the creditworthiness of the issuer and general market liquidity.

Leverage Risk. Leverage, including borrowing, will cause the value of an account to be more volatile than if the account did not use leverage. This is because leverage tends to exaggerate the effect of any increase or decrease in the value of the account's portfolio securities. We may engage in transactions or purchase instruments that give rise to forms of leverage. The use of

leverage may cause an account to liquidate portfolio positions when it would not be advantageous to do so in order to satisfy its obligations.

Loan Participation Interest Risk. There may not be a readily available market for loan participation interests, which in some cases could result in the strategy disposing of such interests at a substantial discount from face value or holding such interests until maturity. In addition, there is also the credit risk of the underlying corporate borrower as well as the lending institution or other participant from whom the strategy purchased the loan participation interests.

Money Market/Short-Term Securities Risk. To the extent a strategy holds cash or invests in short-term securities, there is no assurance that the strategy will achieve its investment objective.

Mortgage-Backed/Asset-Backed Securities Risk. Prepayment risk is associated with mortgage-backed and asset-backed securities. If interest rates fall, the underlying debt may be repaid ahead of schedule, reducing the value of the strategy's investments. If interest rates rise, there may be fewer prepayments, which would cause the average bond maturity to rise, increasing the potential for the strategy to lose money. The value of these securities may be significantly affected by changes in interest rates, the market's perception of issuers, and the creditworthiness of the parties involved. The ability of a strategy to successfully utilize these instruments may depend on our ability to forecast interest rates and other economic factors correctly. These securities may have a structure that makes their reaction to interest rate changes and other factors difficult to predict, making their value highly volatile.

Mortgage Dollar Roll Transaction Risk. Mortgage dollar roll transactions are subject to certain risks, including the risk that securities delivered at the end of the roll, while substantially similar, may be inferior to what was initially sold to the counterparty or may have a lower value.

Municipal Securities Risk. Municipal securities risks include the ability of the issuer to repay the obligation, the relative lack of information about certain issuers, and the possibility of future tax and legislative changes that could affect the market for and value of municipal securities. These risks include: (i) General Obligation Bonds Risk -- timely payments depend on the issuer's credit quality, ability to raise tax revenues and ability to maintain an adequate tax base; (ii) Revenue Bonds (including Industrial Development Bonds) Risk -- these payments depend on the money earned by the particular facility or class of facilities, or the amount of revenues derived from another source, and may be negatively impacted by the general credit of the user of the facility; (iii) Private Activity Bonds Risk -- Municipalities and other public authorities issue private activity bonds to finance development of industrial facilities for use by a private enterprise; the private enterprise pays the principal and interest on the bond, and the issuer does not pledge its full faith, credit and taxing power for repayment; (iv) Moral Obligation Bonds Risk -- moral obligation bonds are generally issued by special purpose public authorities of a state or municipality; if the issuer is unable to meet its obligations, repayment of these bonds becomes a moral commitment, but not a legal obligation, of the state or municipality; (v) Municipal Notes Risk -- municipal notes are shorter-term municipal debt obligations that pay interest that is, in the opinion of bond counsel, generally excludable from gross income for federal income tax purposes (except that the interest may be includable in taxable income for purposes of the federal alternative minimum tax) and that have a maturity that is generally one year or less; if there is a

shortfall in the anticipated proceeds, the notes may not be fully repaid and the strategy may lose money; and (vi) Municipal Lease Obligations Risk -- in a municipal lease obligation, the issuer agrees to make payments when due on the lease obligation; although the issuer does not pledge its unlimited taxing power for payment of the lease obligation, the lease obligation is secured by the leased property.

To be tax exempt, municipal bonds must meet certain regulatory requirements. If a municipal bond fails to meet such requirements, the interest received by the strategy from its investment in such bonds may be taxable. It is possible that interest on a municipal bond may be declared taxable after the issuance of the bond, and this determination may apply retroactively to the date of the issuance of the bond, which could cause a portion of prior distributions made by a strategy to be taxable in the year of receipt. It is also possible that future legislation or court decisions would adversely affect the tax-exempt status, and thus the value, of municipal bonds or certain categories thereof.

Investment funds not registered with the SEC Risk. The investment strategies and risks associated with investment funds not registered with the SEC that certain investment strategies may utilize are described in the offering memoranda for those funds. Investors should carefully review the offering memoranda for additional information about the risks associated with those funds.

Prepayment Risks. Prepayment risk is the risk that the issuers of the bonds will prepay them at a time when interest rates have declined. Because interest rates have declined, we may have to reinvest the proceeds in bonds with lower interest rates, which can reduce returns.

Ratings-Related Risks. Ratings assigned by Moody's, S&P and/or Fitch to securities only the views of those agencies and are not a guarantee of quality. Rating agencies attempt to evaluate the safety of principal and interest payments and do not evaluate the risks of fluctuations in market value. Also, rating agencies may fail to make timely changes in credit ratings in response to subsequent events, so that an issuer's current financial condition may be better or worse than a rating indicates. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of Moody's, S&P or Fitch, circumstances so warrant. Many issuers do not have their securities rated by the major agencies in order to save costs and investment in such unrated issues poses risks associated with potential lower levels of credit-related information for investors and absence of or more limited third-party surveillance of such issuers.

Short Selling Risk. If a security sold short increases in price, the strategy may have to cover its short position at a higher price than the short sale price, resulting in a loss. Because losses on short sales arise from increases in the value of the security sold short, such losses are theoretically unlimited. By contrast, a loss on a long position arises from decreases in the value of the security and is limited by the fact that a security's value cannot go below zero.

Synthetic Convertible Securities Risk. The values of a synthetic convertible and a true convertible security may respond differently to market fluctuations. In addition, in purchasing a synthetic convertible security, the strategy may have counterparty (including counterparty credit)

risk with respect to the financial institution or investment bank that offers the instrument. Purchasing a synthetic convertible security may provide greater flexibility than purchasing a traditional convertible security.

To-Be-Announced Securities (TBAs) Risk. The value of the to-be-announced security may decline prior to when the security is received. The Federal Reserve Bank of New York's Treasury Market Practices Groups ("TMPG") recommended that market participants exchange two-way variation margin on a regular basis to mitigate counterparty credit and systemic risks. While the counterparty credit risk is significantly mitigated, margin and documentation requirements increase the cost of TBA trades, including costs associated with wiring of cash to meet variation margin calls and interest expense required to be paid on variation margin posted in your favor.

When-Issued Securities Risk. The principal risk of transactions involving when-issued securities is that the security will be worth less when it is issued or received than the price the strategy agreed to pay when it made the commitment.

ITEM 9 - DISCIPLINARY INFORMATION

There are no legal or disciplinary events involving MacKay Shields or any senior officer of our firm that are material to our advisory business.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The following relationships or arrangements with related persons are material to our business and may create potential conflicts of interest:

Affiliated Broker-Dealers

Some of our employees, including some of our senior officers, are registered with the Financial Industry Regulatory Authority ("FINRA") as representatives and principals of our affiliate NYLIFE Distributors, which, like MacKay Shields, is a wholly-owned subsidiary of NYLIM Holdings. NYLIFE Distributors is registered as a broker-dealer with the SEC.

Our employees, who are also registered representatives of NYLIFE Distributors, and other registered representatives of NYLIFE Distributors, may sell interests in investment funds not registered with the SEC to institutions and high net worth individuals. We manage certain of these investment funds not registered with the SEC, and others are managed by affiliates. If a registered representative of NYLIFE Distributors is responsible for the sale of interests in a private investment fund that we or an affiliate sponsors, the registered representative receives a percentage of the management fee that is attributable to the sale.

Our employees who are registered representatives of NYLIFE Distributors may also:

- Promote the sale of various SEC-registered investment companies, known as The MainStay Funds, to registered representatives of other broker-dealers, who may recommend that their clients purchase these products; and
- Assist NYL Investments in making presentations to investment consultants with respect to our sub-advisory services for wrap fee programs for which NYL Investments provides advisory services.

We do not use broker-dealers that are affiliated with us in executing securities transactions for our clients.

Regulated Subsidiaries

MacKay Shields UK LLP (“MacKay UK”) is an indirect wholly-owned subsidiary of MacKay Shields that is authorized and regulated as an investment manager with the United Kingdom Financial Conduct Authority (“UK FCA”). Some of our senior employees are officers of MacKay UK and certain of those employees are designated “approved persons” by the UK FCA. Under an investment advisory agreement with MacKay UK, we act as sub-adviser for certain clients of MacKay UK. The compensation we receive from MacKay UK will not increase the fees or costs payable by clients of MacKay UK.

MacKay Shields Global Derivatives LLC (“MacKay Global Derivatives”) is a wholly-owned subsidiary of MacKay Shields that is registered as a commodity pool operator with the U.S. Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association. Some of our employees are registered as “associated persons” with the CFTC. MacKay Global Derivatives serves as commodity pool operator with respect to certain investment funds not registered with the SEC sponsored by MacKay Shields.

Ownership, Management and Compensation

We are a wholly-owned subsidiary of NYLIM Holdings, which in turn is a wholly-owned subsidiary of NYLIC. Our Board of Managers includes certain senior executives of NYLIC and NYL Investments in addition to the Chief Executive Officer and President of MacKay Shields.

Some of our employees are also officers and/or directors of NYLIC or other affiliated companies, directors of certain investment funds not registered with the SEC that we or our affiliates sponsor, as well as officers (in the case of MacKay UK), “associated persons” (in the case of MacKay Global Derivatives) or “approved persons” (in the case of MacKay UK) of our subsidiaries. In addition, some of our senior employees serve on various committees of NYL Investments.

Employees whose total compensation exceeds a pre-defined threshold may elect to have MacKay Shields allocate up to 50% of their long-term incentive compensation to track the investment returns of one or more investment funds not registered with the SEC for which we act as investment adviser or sub-adviser. Such investments will be made directly by MacKay Shields in its own name, and such employees will not have any ownership interest in such funds in

connection with the long-term incentive compensation program. The portion of their long-term incentive compensation that tracks the investment returns in such investment funds not registered with the SEC is subject to gains and losses based on the performance of those investment funds not registered with the SEC. This creates a conflict of interest as certain employees may have an incentive to favor investment funds not registered with the SEC in which a portion of their long-term incentive compensation has been invested when allocating investment opportunities. If such favoritism were to occur, it might lead to better performance results for such funds to the detriment of other accounts, which may ultimately result in higher compensation for such employees. MacKay Shields has policies and procedures in place, such as its trade allocation policy, that are designed to address these conflicts of interest.

Notwithstanding the above, we exercise independent judgment in the management of our clients' investments.

Investment Advisory Relationships Involving Affiliates

We act as investment manager, investment adviser or sub-adviser for:

- Accounts as to which NYLIC, NYL Investments, NYL Investors LLC or its affiliates advise, sponsor, act as trustee, or have a substantial interest (including portions of the general accounts of NYLIC and its affiliated insurance companies);
- Investment funds belonging to the MainStay family of funds that include, The MainStay Funds, MainStay VP Funds Trust, MainStay Funds Trust, as well as open-end registered investment companies for which NYL Investments is the investment adviser and administrator and NYLIFE Distributors LLC acts as principal underwriter and distributor, and MainStay Defined Term Municipal Opportunities Fund, a closed-end registered investment company for which NYL Investments is the investment manager;
- Wrap fee programs with respect to which NYL Investments provides advisory services;
- Certain investment funds not registered with the SEC for which we, our wholly-owned subsidiaries, our affiliates, or senior officers of any of the aforementioned may act as general partner, manager, investment adviser or have a substantial interest; and
- Accounts that are investment vehicles for insurance products sponsored by NYLIC or that are subject to contractual insurance arrangements with NYLIC.

Conflicts may arise as to the allocation of investment opportunities among those clients and our other clients, and which provide an incentive for us to favor those clients. Also, where the client is an account that serves as an investment vehicle for an insurance product sponsored by NYLIC or that is contractually insured by NYLIC, we may have an incentive to manage the account in a manner that may mitigate the risk of insuring the account but which reduces its return potential. We have policies and procedures in place to make sure that all of our clients are treated fairly and that no client account receives preferential treatment in the allocation of investment opportunities. See "Performance-Based Fees and Side-by-Side Management," above and "Brokerage Practices," below.

Other Arrangements with Affiliates

From time to time, we enter into agreements with our affiliated investment advisers, related persons or subsidiaries by which the affiliated investment adviser, related person or subsidiary utilizes the services of one or more of our employees and may pay a fee to us, or we utilize the services of one or more employees of an affiliated investment adviser, related person or subsidiary and may pay a fee to the affiliated investment adviser, related person or subsidiary. In these arrangements, the employee is subject to our supervision and supervision by the affiliated investment adviser, related person or subsidiary.

From time to time, we may enter into arrangements with our affiliated investment advisers to recommend advisory clients to each other. We may also enter into arrangements with our affiliates to introduce clients to us. If we pay a cash fee to anyone for soliciting clients on our behalf or if we receive a cash fee from another investment adviser for recommending clients to it, we will comply with the requirements of the SEC's cash solicitation rule, including the applicable disclosure requirement. Please see "Client Referrals and Other Compensation," below.

Additional Information About Our Activities

We may recommend securities or other investments to clients, or engage in transactions on behalf of clients, where a related person has a financial interest and buy and sell the same security or investment between or among clients' accounts. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading," below.

Our employees, members of their families, and our affiliates may own and transact in securities that we purchase or sell for our clients, or various classes of the same security. The investors in such issuers could have different rights, for example in the event of a default or restructuring on the part of the issuer, or as a result of a bankruptcy proceeding. These securities include long-term and short-term debt and equity and private securities, and instruments such as bank loans. The investment strategy for certain clients includes transacting in different securities of the same issuer, different tranches of the same issue or the same issue denominated in different currencies, in the client account. We may purchase a security for one client and sell the same security for another client. Potential conflicts between client accounts are addressed through our procedures for allocating portfolio transactions and investment opportunities, as described under "Brokerage Practices," below.

We have a Personal Investment Policy intended to regulate personal transactions in such a manner to satisfy our primary obligation of loyalty to our clients. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading," below.

We prohibit the use of material, non-public information ("inside information") and maintain a restricted list of securities that may not be purchased by our employees for their own accounts or for client accounts because of the actual or possible possession of inside information. Our personnel or those of our affiliates may come into possession of inside information concerning various companies. We and our advisory affiliates have established information barrier policies

that serve to limit the dissemination of such information and provide with flexibility in managing its clients' portfolios. Nevertheless, if we or our affiliates possess such information, our ability to buy or sell securities of such issuers for our clients may be restricted, although any such restrictions are expected to be infrequent. We may also impose such restrictions in isolated instances to prevent even an appearance that such information has been used in a manner contrary to law. We are not obligated and may not be permitted to communicate any such information to or for the benefit of our clients, disclose that we are restricted from trading in a particular security or otherwise to act on the basis of any such information in providing services to clients. We may also from time to time be subject to limitations on trading in the securities of certain issuers as a result of our clients' holdings or those of our affiliates and their clients.

The investment management and operations functions at MacKay Shields (including its subsidiaries) and our affiliates are autonomous and operate separately from each other. These functions include all decision-making on what, how and when to buy, sell or hold securities in client portfolios, the trading related to implementation of these decisions and operations. This policy is intended to limit the dissemination of inside information and to permit the investment management, trading and operations functions of each firm to operate without regard to or interference from the other. We believe this separation is in the best interest of clients of the firms as operating independently permits each firm to pursue the investment objectives of clients without reference to limitations resulting from investment activities of the other. To support this policy, we have adopted certain procedures, including a portfolio information barrier between us and these other affiliated investment firms. In the event such information is shared, appropriate controls are placed around the information in order to limit any potential conflicts of interest.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

We have adopted a Code of Ethics ("Code"), which is designed to set forth the general fiduciary principles governing employees, require compliance with the federal securities laws, and to detect and prevent conflicts of interest.

In addition to the Code's policies regarding personal securities trading, the Code requires our employees to follow related policies. For example, all employees are required to complete an annual Conflict of Interest Questionnaire and to follow additional policies related to the conduct standards of our Code, including:

- Insider Trading Policy and Procedures;
- Information Barrier Policy and Procedures;
- Restricted List Policy;
- Watch List Policies and Procedures;
- Gift and Entertainment Policy;
- Policy on Anti-Corruption in International Business Transactions;
- Personal Political Contributions Policy;
- Information Security and Privacy Policy;

- Policy on Selective Disclosure of Mutual Fund Portfolio Holdings;
- CFA Code of Ethics and Standards of Professional Conduct (with respect to our employees who are Chartered Financial Analysts); and
- New York Life Standards of Business Conduct – Integrity.

We permit our personnel to engage in personal securities transactions, including buying or selling securities that we have recommended to, or purchased or sold on behalf of, clients. These transactions raise potential conflicts of interests, including when they involve securities owned or considered for purchase or sale by or on behalf of a client account. Potential conflicts of interest may arise in connection with an employee's knowledge and timing of transactions, investment opportunities, broker selection, portfolio holdings and investments, including potential conflicts described in "Other Financial Industry Activities and Affiliations," above. We manage these potential conflicts with client transactions by requiring that any transaction be made in compliance with our Code.

The Code imposes specific requirements concerning employees' personal security investments:

- Employees are required to report personal securities transactions in all Covered Securities, which excludes the following:
 - direct obligations of the U.S. Government;
 - shares of mutual funds for which we are not the investment adviser or sub-adviser and none of our affiliates is investment adviser or sub-adviser;
 - commercial paper, certificates of deposit, and high quality short-term investments
 - shares issued by money market funds; and
 - shares issued by unit investment trusts that are invested exclusively in one or more mutual funds, unless those funds are affiliated funds or exchange-traded funds;
- Employees may not trade for their personal accounts while in possession of material, non-public information;
- Employees may not trade for their personal accounts in securities of issuers that appear on our Restricted or Watch List;
- Employees must receive prior written approval before trading in a Covered Security, which is provided through an automated system that provides feedback to an employee as to whether a request is approved or denied; authorization is effective only for the calendar day that the request was submitted and approved, except in limited situations related to foreign markets, where authorization is effective for 24 hours;
- Employees may not engage in short-term trading (the purchase and sale or sale and purchase within 60 days) of any Covered Security;
- Employees may not engage in short-term trading (the purchase and sale or sale and purchase within 30 days) in shares of a mutual fund for which we or our affiliates serve as investment adviser or sub-advisor;
- Employees may not purchase securities in initial public offerings or in connection with private placements without the prior written approval of our General Counsel or Chief Compliance Officer;
- All employees must file quarterly reports and certifications of covered trading activity;

- Subject to certain exceptions, we prohibit employees from personal securities transactions in securities within seven days before or after we make a trade in such securities for a client;
- Employees must report all brokerage related accounts that they or certain family members have a beneficial interest; and
- Employees must report any interest that they or certain family members have in shares of investment companies that we or any affiliate advises or sub-advises.

In addition, our employees:

- Must disclose any interest in any unaffiliated entity that does, or is seeking to do, business with us, or that otherwise presents a potential conflict of interest; and
- May not serve on the Board of Directors of any unaffiliated company without the prior written approval of our General Counsel or Chief Compliance Officer.

In addition, some of our employees are subject to the Code of Ethics and trading restrictions of the registered open- and closed-end funds that we advise or sub-advise.

Our General Counsel or Chief Compliance Officer may grant exceptions to provisions of the Code in circumstances that present special hardship or special situations determined not to present potential harm to clients or conflicts with the spirit and intent of the Code.

Employees who violate our Code can have their personal securities trading privileges suspended, and we can impose severe sanctions for violations of the Code and the related policies listed above, including termination of employment.

We will provide a copy of our Code to any client or prospective client upon request. To request a copy, contact:

MacKay Shields LLC
 1345 Avenue of the Americas
 New York, NY 10105
 Attn: Chief Compliance Officer

Interests of Affiliates

In the course of performing investment advisory services, we may also purchase or sell for our clients securities or other investment instruments in which our affiliates have a material financial interest. See “Other Financial Industry Activities and Affiliations,” above. We may also purchase or sell for our clients securities or investment instruments that clients of our affiliates also own. These practices create conflicts of interest relating to the allocation of limited investment opportunities between affiliated and unaffiliated accounts, allocation of investment opportunities to affiliated accounts that pay a performance fee, using information regarding transactions in affiliated accounts to benefit other accounts and placing trades for affiliated accounts before or after trades for unaffiliated accounts to take advantage of (or avoid) market impact.

It is our policy not to favor the interest of one client over another. We address the conflicts of interest created by management of affiliated and unaffiliated accounts by having a trade allocation policy designed so that trades are allocated among client accounts in a fair and equitable manner over time. In addition, it is our policy that we will not permit cross trades between clients and our affiliates unless the portfolio manager instructing the trade deems it in the best interest of both clients at the time and obtains advance approval of the transaction from our Compliance Department. See “Performance-Based Fees and Side-By-Side Management,” above and “Brokerage Practices,” below.

Regardless of whether they are affiliated or unaffiliated accounts, when we manage accounts according to the same investment strategy, we anticipate that those accounts will generally have the same investment opportunities and be invested in the same or similar securities with the same or similar weighting. However, there are often differences in the nature or amount of securities that we buy or sell for client accounts. See “Brokerage Practices,” below.

The investment decision making and trading functions at MacKay Shields and our affiliates are autonomous and operate separately from each other. We have adopted an information barrier policy and procedures to limit the sharing of investment decisions among MacKay Shields and its investment affiliates (other than where MacKay Shields is hired by its affiliates to provide investment services), as well as among MacKay Shields’ investment teams. In the event such information is shared, appropriate controls are placed around the information in order to limit any potential conflicts of interest.

The information barrier also limits the dissemination of inside information. See “Other Financial Industry Activities and Affiliations,” above.

ITEM 12 - BROKERAGE PRACTICES

Selection and Compensation of Broker-Dealers

When we select or recommend a broker-dealer for transactions in our clients’ accounts, we weigh a combination of criteria regarding the broker-dealer and the reasonableness of its compensation. The factors we may consider in selecting a broker-dealer and determining the reasonableness of its compensation include:

- The broker-dealer’s quality of executions, which includes the accuracy and timeliness of executions, clearance of transactions and error/dispute resolution;
- The broker-dealer’s ongoing reliability and speed with which transactions are executed;
- The broker-dealer’s integrity to handle transactions and ability to maintain the confidentiality of trading activity and information;
- The broker-dealer’s reputation, financial condition, disciplinary history and stability;
- The broker-dealer’s compensation, which includes net prices paid or received, negotiated commission rates available and other current transaction costs (for example, its brokerage commission or a mark-up or mark-down). When we evaluate the broker-dealer’s compensation, we consider its ability to execute a security transaction in the desired

volume, the security price or the spread between the bid and asked prices of the security, and the size of a particular security order;

- The broker-dealer's ability to provide us with access to securities in underwritten offerings and in the secondary market, its willingness to commit its own capital, its trading expertise and market knowledge, and the nature and frequency of its coverage in terms of providing market outlook, quotes on specific securities and sector research;
- The broker-dealer's block trading and block positioning capabilities and ability to execute difficult transactions;
- The broker-dealer's responsiveness to our portfolio managers, traders and investment operations personnel;
- The nature of the research created or developed by the broker-dealer, which is called "proprietary research";
- The broker-dealer's access to research that the broker-dealer itself has not created or developed, which is called "third party research";
- The value and quality of the research and other products and services other than brokerage services that we receive from the broker-dealer or that the broker-dealer pays for (either by cash payments or commission), as more fully described under "Soft Dollar Benefits", below; and
- Regulatory, legal and macro-economic matters that may affect the broker-dealer.

When selecting broker-dealers to execute transactions, we are not required to solicit competitive bids and do not have an obligation to seek the lowest available commission cost, but rather best overall execution. In our experience, neither the lowest commission rate nor the most expeditious execution necessarily correlates to the best trade for the client.

In foreign markets, including those where we regularly purchase and sell securities for clients, commissions and other transaction costs are often higher than those charged in the United States. In addition, we may not have the ability to negotiate commissions in some of these markets. You should also note that services associated with foreign investing, including custody and administration, generally are more expensive than in the United States.

Research & Other Soft Dollar Benefits

We do not have a soft dollar program in place and we do not use client brokerage commissions to obtain third-party research from broker-dealers. However, we receive proprietary research from certain broker-dealers. As such, we receive a benefit because we do not have to produce or pay for the research ourselves. As a result, we may have an incentive to select or recommend a broker-dealer based on our interest in receiving the research, rather than on our clients' interest in receiving most favorable execution of trades. The services benefit us by allowing us, at no additional cost to us to:

- Supplement our own research, analysis and execution activities;
- Receive the views and information of individuals and research staffs of other securities firms; and
- Gain access to persons having special expertise on certain companies, industries, areas of the economy and market factors.

In general, proprietary research furnished by broker-dealers through which we trade are used for the benefit of our clients as a group and not solely or necessarily in all cases for the benefit of the particular client whose trades are handled by the broker-dealer who provides such services. We review the reasonableness of commission and other transaction costs incurred by our clients in light of the facts and circumstances we deem relevant from time to time, including information furnished by our traders.

The nature of the proprietary research we receive from broker-dealers varies from time to time but generally includes among other information: current and historical financial data concerning particular companies and their securities; information and analysis concerning portfolio strategy, securities markets and economic and industry matters; technical and statistical models and studies and data dealing with various investment opportunities, values, risks and trends; analysis and reports concerning the performance of accounts; and advice as to the value of securities, the advisability of investing in or selling securities and the availability of securities or purchasers or sellers of securities. Under no circumstances do we receive research or other benefits that is not produced or prepared by such broker-dealer (i.e., third-party research).

Brokerage for Client Referrals

In selecting or recommending broker-dealers or other counterparties, we do not consider a broker-dealer or counterparty's referral of clients to us or to investment funds that we, our related persons or third parties sponsor or manage. While we may direct brokerage to broker-dealers that have consulting divisions that might refer clients or investors to us, we have no agreements to do so.

Directed Brokerage

At a client's request, we direct trades to broker-dealers or other counterparties, including Futures Commission Merchants. The client's request may relate to all of the transactions in its account, a specific portion of transactions in its account or may require that we use our best efforts to satisfy its request.

When we satisfy a client's request to direct brokerage, we may not be able to achieve best execution of transactions for that client. Clients who direct us to execute their trades with certain broker-dealers or counterparties may lose the benefit of more favorable commission rates or more favorable executions that may be obtained, for example, when we bunch or aggregate client orders. In addition, there may be times when trading with a directed broker-dealer or counterparty occurs before or after we have completed the execution of other transactions in that security for other clients. Directing brokerage may cost clients more money.

A directed trade may be executed directly with the broker-dealer or counterparty, or may be "stepped out" to that broker-dealer or counterparty. In a step-out transaction, we bunch client-directed broker accounts with non-directed broker accounts and request that the executing broker allocate a portion of the transaction to the directed broker. In that event, the broker-dealer providing execution services would differ from a particular client's directed broker-dealer or counterparty.

Certain clients may execute trades independently through their broker-dealers or counterparties. Although cost is only one component of best execution analysis, many directed brokerage accounts pay effective rates or fees that are higher than client accounts that do not have directed brokerage arrangements. In these instances, a client may have an arrangement with the broker-dealer or counterparty to receive a benefit that the client believes justifies the higher expenses.

Wrap Fee Programs

For clients that invest through wrap fee programs, the wrap fee charged by the sponsor firm typically covers trade and execution services. As a result, the sponsor and client typically request that transactions for clients' accounts be executed by the sponsor of the wrap fee program (or its affiliate) or a broker-dealer designated by the sponsor firm. In the event that the sponsor or designated broker-dealer cannot provide "best execution" for a given transaction, we, as investment manager for the wrap fee program, have the option to trade away (that is, trade with a different broker-dealer), and the client may incur a commission cost. We may execute trades for other clients with similar strategies prior to placing trades with wrap sponsors.

Derivatives

Certain derivatives transactions (including, but not limited to, futures, forward settling mortgage transactions, and swaps) require that clients have proper agreements in place with counterparties. It is the client's responsibility to ensure that such agreements are in place to allow MacKay Shields to transact in such derivatives. From time to time, however, MacKay Shields may establish master agreements with counterparties pursuant to which transactions in certain derivatives may be placed on behalf of clients. For derivative transactions that require the posting of initial and/or variation margin (including, but not limited to, futures, forward settling mortgage transactions, and swaps), clients will be required to wire cash (in some cases as often as daily) to the account specified by such counterparties, which will likely result in your custodian charging you a fee for that service. Margin limits will need to be closely monitored by MacKay Shields to ensure that a transaction does not experience a default and the immediate closing-out of the position by a counterparty. Where margin is posted to your account by a counterparty, interest expense may accrue and in such cases you will be required to pay interest on such margin. In all cases where margin exists with a counterparty in your favor, MacKay Shields will make determinations on your behalf as to whether to draw down any margin, as well as the timing and the amount of such margin to be drawn down. The result is that cash management will be even more of an important aspect of portfolio management and that cash holdings may become a larger part of a client's portfolio in order to meet any initial margin requirements and variation margin calls. Certain counterparties may impose a number of important terms and conditions, such as their ability to apply or transfer funds in your margin account(s) to other accounts that you may maintain with such counterparty or its affiliates to reduce any deficit balance or other obligation that you may owe to such parties. Additionally, you may be required to produce certifications and other materials, such as financial statements, on a regular basis to certain counterparties in order to maintain your account. Other counterparties may impose termination and/or default triggers based on certain conditions or events. Your collateral may be commingled by a counterparty with the collateral of other customers of the counterparty. In the event of insolvency or bankruptcy of a counterparty, the

extent to which you may recover your collateral may be governed by specified legislation or local rules.

Aggregating and Allocating Trades

If we believe that the purchase or sale of the same security is in the best interest of more than one client, we may aggregate the securities to be sold or purchased. We will not aggregate trades (also known as “bunching” trades) unless we believe that doing so is consistent with our duty to seek best execution for our clients. We are not obligated to aggregate trades, but if we desire to do so, we will only aggregate trades for clients whose investment advisory agreements authorize us to do so. Clients may be adversely affected when we do not aggregate trades, as seeking to place separate, non-simultaneous transactions in the same security for multiple clients may have a negative effect on market price, transaction commissions and/or trade execution.

These bunched orders may be averaged as to price and allocated to accounts in amounts according to each account's daily purchase or sale orders or on some other equitable basis. When we allocate bunched trades to client accounts, we do not favor the interest of one client over another. However, there may be differences in the amount purchased or sold for accounts.

These differences may occur for a number of reasons, including, among others:

- Specific client investment objectives;
- Cash available in the account for investment;
- Client-imposed investment restrictions;
- Initial investment periods for new accounts;
- Investment restrictions that laws or regulations impose;
- Actual and anticipated cash inflows and outflows in client accounts;
- Duration and/or average maturity of the client account;
- Size of client account;
- Deal size and trade lots;
- Current industry or issuer exposure in the client account;
- Other concentration limits;
- Rounding to whole lots (for example, 100 shares or 10,000 bonds);
- Borrowing capacity; and
- Other practical limitations.

We usually determine the allocation of the security among client accounts before we execute the aggregated order. When it is impractical or not feasible for us to determine the allocation methodology for participating accounts before we execute the trade, we will allocate after the trade is executed, but in no event later than the end of the day, in a fair and equitable manner among all participating accounts based on the factors listed above.

There may be instances when there is a limited supply for a particular security or investment opportunity. In such cases, it is our general policy to make a pro rata allocation to accounts based on the original amounts targeted for each account. We may exclude certain accounts from such pro rata allocations if such allocations would result in such accounts receiving amounts that

the portfolio manager believes are too small to properly manage. We cannot assure that in every instance an investment will be allocated on a pro rata basis, and differences may occur due to the factors mentioned above.

Our investment teams may also consider the factors listed above when determining the amount of securities to purchase or sell for each account they manage. When we cannot obtain a sufficient amount of an instrument for all accounts managed by the teams, we may allocate the original minimum target amount first to those accounts that have the most available cash. As a result, the accounts to receive an allocation of the minimum target amount generally will be the accounts with higher available cash than other accounts. The order in which the remaining accounts will receive allocations will follow that same process until there are no more available securities or instruments to be allocated. Under this allocation system, some accounts may not receive any allocations of certain securities or instruments.

Certain clients may have investment guidelines that allow us to take on more concentrated positions compared to other portfolios. Nonetheless, the teams' practice of buying and selling more securities on behalf of these accounts is based on the higher concentration levels, less diversification, borrowing capacity, and different investment objectives and risk characteristics of these accounts. We monitor the allocation policy by periodically conducting reviews of trade orders to confirm these have been allocated on an equitable basis and by comparing the performance of accounts that have the same investment strategies to satisfy ourselves that variations in performance are due to investment factors such as those listed above and not attributable to allocation decisions.

We have independently managed investment teams investing in the same general market that may maintain procedures applied independently of the other. In most instances, the broker-dealer selling securities to these investment teams will determine the allocation to each team. Although transactions in the same security may take place in accounts across different investment teams, controls are in place to prevent members of an investment team from viewing orders entered by other investment teams.

ITEM 13 - REVIEW OF ACCOUNTS

We maintain independently managed portfolio management teams, each of which conducts its own research and operates autonomously, with its own portfolio managers and traders. Our portfolio managers and client services groups review client portfolios on a regular basis in light of client objectives and guidelines and in response to market events and the portfolio management team's general policies and strategies. In addition, each investment team meets regularly to consider economic, market and general investment matters not related to specific client accounts. We assign each account a primary portfolio manager and primary service contact. The number of clients assigned to a primary portfolio manager and primary client service contact varies from time to time, depending upon a variety of circumstances. No single account is the sole responsibility of any one portfolio manager or client service contact. Portfolio managers review portfolios at least weekly to monitor consistency among clients with similar objectives and a member of the portfolio management team reviews client portfolio transactions daily.

We have several tools at our disposal to assess and monitor overall compliance of managed portfolios with their stated investment objectives. There are both manual and automated supervisory and compliance review procedures in place to monitor accounts. We have front-end and back-end compliance systems that have automated controls to help review investment transactions to confirm they are made in accordance with client investment mandates. We have also developed exception reports from our portfolio accounting system to assist in performing next day reviews.

Each quarter, all clients receive a comprehensive package that includes performance results and comparative benchmark returns, a detailed summary of quarterly purchases and sales, an asset listing, brokerage commission statement (if applicable) and a portfolio manager commentary on current investment strategy and outlook for the market and the client's portfolio.

We also report to the boards of the registered funds we sub-advise. The boards of the registered funds receive a variety of written materials concerning the portfolios, including the materials made available to fund shareholders.

We also conduct telephonic or in-person meetings with clients to discuss their portfolios with them. In general, at least one portfolio manager and a client service representative participate in these meetings. The frequency of these meetings is usually included in a client's investment management agreement or guidelines with us.

Clients who request monthly reporting receive an asset list providing a market valuation of each security (produced on a trade-date basis and including accrued interest), a transaction journal and performance compared to the clients' respective benchmarks.

We also review client portfolios monthly for the purpose of reconciling our records of our clients' account holdings with those of their custodian banks. In addition, on a daily or weekly basis, we review client accounts for purposes of reconciling cash balances.

We also provide separate specialized reports as requested by individual clients.

We have a policy regarding the correction of trade errors. In the event of an error, we attempt to identify, research and correct the error as soon as practicable. We will make a client whole for any losses resulting from a trade error that we have caused, while any gains realized as a result of a trade error remain in the client's account. We may net gains and losses within a client's account arising from the same or related trade error(s).

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

We enter into solicitation, referral and servicing agreements with affiliates and unaffiliated solicitors under which we pay affiliates or third parties a percentage or portion of the compensation we receive on the accounts they solicit, refer or service. Please see "Other Financial Industry Activities and Affiliations," above, for a description of solicitation, referral and service arrangements we have with our affiliates.

If we pay a cash fee to anyone for soliciting separately managed clients on our behalf or if we receive a cash fee from another investment adviser for recommending clients to it, we comply with the requirements of the SEC's cash solicitation rule. With respect to unaffiliated solicitors, this rule requires a written agreement between the investment adviser and the person soliciting clients on its behalf. The rule also requires that an unaffiliated solicitor provide a disclosure document to the potential client at the time they make the solicitation. As required by the rule, we will not engage another person to solicit clients on our behalf if that person has been subject to securities regulatory or criminal action within the preceding ten years. The fact that we may share a portion or percentage of the compensation we receive for investment advisory services will not result in charging any client fees at a rate in excess of, or less than, the rate or level of advisory fees we customarily charge to our investment advisory clients for similar services to comparable accounts. In addition, we will not charge any client any other amount for the purpose of offsetting our cost of obtaining an account through a third party referral.

Some of our employees receive compensation from us for referring client accounts to us. The compensation paid to those employees comes out of the fee paid by such accounts and is not an additional charge to the account. We may also pay our affiliates compensation for introducing client accounts to us or providing services relating to our clients, which compensation does not increase the fees or costs payable by the client.

NYLIFE Distributors and unaffiliated third parties may act as placement agent for certain investment funds not registered with the SEC for which we act as investment adviser or investment sub-adviser. We pay such placement agents a portion of the compensation we receive from the investment in the private investment fund by the investor referred by the placement agent. Where NYLIFE Distributors is the placement agent, our employees who are registered representatives of NYLIFE Distributors and are responsible for the sale of interests in such investment funds not registered with the SEC receive 100% of such compensation from NYLIFE Distributors. Please see "Other Financial Industry Activities and Affiliations," above for a description of placement agent arrangements we have with our affiliates.

ITEM 15 - CUSTODY

We or an affiliate may, among other things, act as general partner, manager, managing member, sponsor, trustee, director or in a similar capacity, to investment funds not registered with the SEC for which we serve as investment adviser. Such powers may cause us to be deemed to have custody of the private investment fund's assets for purposes of the SEC's custody rule. Accordingly, to meet the requirements of the custody rule, investment funds not registered with the SEC that we sponsor are subject to an annual audit in accordance with generally accepted accounting principles conducted by an independent public accountant registered with the Public Company Accounting Oversight Board and the audited financial statements are distributed to investors in such investment funds not registered with the SEC within 120 days of the end of the funds' fiscal year.

With respect to separate accounts, except where we have the authority to deduct our management fees, we do not have custody of funds or securities. Clients select their own qualified custodians, such as banks or broker-dealers, to maintain client funds or securities. Clients receive account

statements directly from their custodians and/or from their custodian banks' accounting departments. Clients should carefully review those statements. In addition, clients receive account statements from us. When you receive account statements from us, we encourage you to compare them to the account statements you received from your custodian and/or custodian bank accounting department. There may be differences in market values between our account statements and the custodian's account statement for various reasons. For example, we and your custodian may use different pricing sources to value securities held in your portfolio. Other differences can be because we and the custodian may generate account statements on different dates (such as on a trade date versus settlement date basis) or may be due to the custodian's policies for handling certain assets or changes in the values of certain assets. To the extent you find such discrepancies and would like to obtain an explanation, we encourage you to call us to obtain such information.

ITEM 16 - INVESTMENT DISCRETION

The investment agreement between MacKay Shields and our clients describe the level of investment discretion we have and the investment guidelines associated with those investment agreements specify the types of investments permitted for the account and often place limits on the amount of investments in issuers or industries that we can purchase for the account. Clients who have separately managed accounts with us can change these restrictions by amending their investment agreements or investment guidelines, or by other written instructions.

Our portfolio managers, client service and operations representatives, and legal and compliance personnel participate in the review of investment guidelines before we begin managing a client's account, as well as each time that a client proposes amendments thereto.

ITEM 17 - VOTING CLIENT SECURITIES

Typically, your investment management agreement will state whether or not you have authorized us to vote the securities in your account. We have adopted policies and procedures for when we have this voting authority.

We currently use Institutional Shareholder Services, Inc. ("ISS") to assist us in voting client securities. Clients who have given us authority to vote their securities also instruct us whether to vote in accordance with their own voting guidelines or in accordance with our standard guidelines for non-union clients or union clients. Clients must furnish any custom voting guidelines to us in writing. Our standard non-union or union guidelines follow ISS voting recommendations. For those clients who have given us voting authority, we instruct the client's custodian to send all ballots to ISS and we instruct ISS which guidelines to follow.

After the appropriate voting guidelines have been established for a client's account, ISS votes the client's securities in accordance with those guidelines unless a client makes a specific request with respect to a particular security held in the client's account or unless the portfolio manager believes in the case of a particular vote that it is in the best interest of the client to vote otherwise.

A client may make a specific request that we vote a proxy with respect to a particular security even if it is in a manner inconsistent with the applicable guidelines for the client's account. Clients who wish to make such a request must send a written request to MacKay sufficiently in advance of the meeting so that there is enough time for us to instruct ISS how to vote.

In the event that a portfolio manager believes, in the case of a particular vote, that it is in the best interest of the client(s) to vote otherwise, the portfolio manager must complete a form describing the reasons for departing from the guidelines and disclosing any facts that might suggest there is a conflict. Conflicts may exist in situations where our firm is called to vote on a proxy involving an issuer or proponent of a proxy proposal regarding the issuer where our firm or our affiliate also: (1) manages the issuer's or the proponent's pension plan; (2) administers the issuer's or proponents' employee benefit plan; (3) provides brokerage, underwriting, insurance or banking services to the issuer or proponent; or (4) manages money for an employee group. Additional conflicts may arise if an executive of our firm or our affiliate has a personal or business relationship with a director or executive officer of the issuer or the proponent, a person who is a candidate to be a director of the issuer, a participant in the proxy contest or a proponent of a proxy proposal. The portfolio manager must submit the form to our Legal/Compliance Department for review. If the Legal/Compliance Department determines that no conflict exists, then we will approve the portfolio manager's voting recommendation and we will inform ISS how to vote. If our General Counsel or Chief Compliance Officer determines that a conflict exists, we will refer the matter to our Compliance Committee for consideration. Then the committee members will consider the matter and resolve the conflict as deemed appropriate under the circumstances.

In addition, for clients participating in securities lending programs, security recall provisions may interfere with, or prohibit, our ability to vote on shareholder matters. In these and similar circumstances, we may not, or may be unable to, act on specific proxy matters.

Voting on shareholder matters in foreign countries, particularly in emerging markets, may be subject to restrictions (including registration procedures that result in a holding being illiquid for a period of time and limitations that impede or make the exercise of shareholder rights impractical).

In the event the standard guidelines or any client's custom guidelines do not address how a security should be voted or state that the vote is to be determined on a "case-by-case" basis, the security is voted in accordance with ISS recommendations. If ISS does not make a recommendation, for example, in the case of privately held securities, we ask the appropriate portfolio manager to make a decision and complete the same form, with a similar review process as described above.

Clients who wish to obtain either a copy of our voting policies and procedures or information as to how ISS voted securities in their account should send a written request to:

MacKay Shields LLC
1345 Avenue of the Americas
New York, NY 10105
Attention: Head of Client Services

ITEM 18 - FINANCIAL INFORMATION

This item requires disclosure of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Currently, there is no financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.