

---

**Item 1. Cover Page**

**Steele Creek Investment Management LLC**

**Form ADV Part 2A  
Firm Brochure**

**March 31, 2015**

---

This brochure provides information about the qualifications and business practices of Steele Creek Investment Management LLC.

If you have any questions about the contents of this brochure, please contact Matthew Stouffer, our Chief Compliance Officer, at (704)343-6011.

This information has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Steele Creek Investment Management LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Steele Creek Investment Management LLC**

201 South College Street  
Suite 1690  
Charlotte, NC 28244  
Tel: (704) 343-6011  
Fax: (646) 417-6767

---

## **Item 2. Material Changes**

### **Material Changes You Should Know:**

There are no material changes from the previous brochure to report.

---

**Item 3. Table of Contents****TABLE OF CONTENTS****Contents**

Item 4.	Advisory Business .....	4
Item 5.	Fees and Compensation .....	5
Item 6.	Performance-Based Fees and Side-by-Side Management.....	6
Item 7.	Types of Clients.....	7
Item 8.	Methods of Analysis, Investment Strategies, and Risk of Loss .....	7
Item 9.	Disciplinary Information .....	14
Item 10.	Other Financial Industry Activities and Affiliations .....	14
Item 11.	Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading .....	15
Item 12.	Brokerage Practices .....	16
Item 13.	Review of Accounts .....	18
Item 14.	Client Referrals and Other Compensation.....	19
Item 15.	Custody.....	20
Item 16.	Investment Discretion.....	20
Item 17.	Voting Client Securities .....	20
Item 18.	Financial Information .....	20

---

## Item 4. Advisory Business

### *A. General Description of Advisory Firm.*

Steele Creek Investment Management LLC (“Steele Creek”, “Firm”, or “we/us/our”) is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”) based in Charlotte, North Carolina. Our investment advisory firm was founded in 2013 by Moelis & Company Holdings LP; in April, 2014, Moelis & Company Holdings LP changed its name to Moelis Asset Management LP.

Steele Creek is owned by Moelis Asset Management LP and is indirectly owned by Kenneth Moelis.

Steele Creek has four advisory affiliates registered with the SEC, Chamonix Partners Capital Management LLC, Freeport Financial Partners LLC, P&S Credit Management, L.P. and Moelis Capital Partners LLC.

### *B. Description of Advisory Services (including any specializations)*

Steele Creek provides certain investment advisory services and certain administrative functions to Collateralized Loan Obligation funds, primarily investing in broadly syndicated loans (the “**CLO Fund**”, “**CLO Funds**” or “**Client**”). Our business focuses on acquisition, execution, management, and redemption of loans. We intend to launch other CLO funds in the upcoming year(s).

### *C. Availability of Tailored Services for Individual Clients*

We provide active investment management services for our CLO Fund. Our services include the following:

- Establish “warehouse” facilities that will be used to seed CLOs. The CLO entity will purchase a portfolio of loans (or acquire the risk of loss on a loan portfolio pursuant to a derivative contract) before it issues securities; these transactions (and the financing for them) are known as “**warehousing**” and the CLO entity is thus known as the “**warehouse line**” prior to securities issuance.
- Structure, negotiate, document, and market CLOs.
- Active portfolio management including selecting, underwriting, monitoring, and realization of each CLO and warehouse investment.
- Manage the CLO Fund to ensure compliance with investor’s objectives and constraints, and fund document guidelines.

- Provide our CLO Trustee (the Administrator) with accurate and timely information and reconcile all reports produced by the Trustee to ensure proper reporting and investor distributions.

The relationship between us and the CLO Fund is governed by the Fund documents (such as the Indenture) and the terms of investment advisory agreements (often called collateral management agreements) between us and the CLO Fund. Investments in the CLO Fund are privately offered only to qualified purchasers, typically institutional investors.

As a registered investment adviser with the Securities Exchange Commission, the relationship between us and the CLO Fund is governed by the Investment Advisers Act of 1940, as amended.

The CLO Fund primarily participates in non-investment grade, high yield senior loans. Other portfolio investments may include limited second lien and unsecured loans.

The investment advice we provide is limited to portfolio management services provided to the CLO Fund.

#### ***D. Client Assets Under Management.***

As of December 31, 2014 our regulatory assets under management are approximately \$570,137,572 across our initial CLO Fund and our warehouse of loans for the closing of a second CLO Fund.

---

### **Item 5. Fees and Compensation**

#### ***A. Advisory Fees and Compensation***

Management fees, performance fees and other fees we earn may be negotiated. The fees we charge are described in detail in the Fund Documents and investor offering documents.

Fund investors will experience three types of fees. Generally, we charge a “senior management fee” (senior to payments to other tranches of investors in a Fund), and a “subordinate management fee” (subordinate to non-equity tranches of investors in a Fund). We generally charge an “incentive” or performance fee once the Fund has achieved a certain return target typically in the form of an IRR hurdle (internal rate of return). Please refer to the Fund and offering documents for a complete description of fees and charges.

Generally our CLO Funds will receive the following fees:

Senior management fees (in aggregate) of ranging between .10-0.25% annually; a subordinate management fee ranging between .05-.20% annually; and an incentive fee of 15% once a 11-13% return on investment has been achieved. Specific fee rates and the methodology for

calculating these fees will be described in the Fund Documents which will be provided to prospective investors.

***B. Payment of Fees.***

- **Management Fee.**

Management fees, both senior and subordinate, are generally payable in arrears to the extent of funds available for that purpose, on the payment date defined in the offering documents of the CLO Fund. Management fees are paid out of cash otherwise distributable to the CLO Fund Investors.

- **Performance Allocation (as discussed below in Item 6).**

Performance fees are assessed periodically according to the Fund's governing documents following the achievement of a specified return on investment. These fees are typically paid out of cash otherwise distributable to investors.

***C. Other Fees and Expenses.***

Other fees and expenses may be paid out of cash otherwise distributable to the CLO Fund Investors. These fees include legal fees, rating agency fees, trustee fees, registration fees, and some Steele Creek expenses that are reimbursable by the CLO. The treatment of such fees will be detailed in the applicable Governing Agreements and generally will be paid directly from the CLO Fund.

See item 12 below for additional information.

***D. Additional Compensation and Conflicts of Interest.***

Neither we nor our supervised persons accept compensation for the sale of securities or other investment products.

---

**Item 6. Performance-Based Fees and Side-by-Side Management**

As described above, the CLO Fund may be assessed an incentive fee that is paid to us as the investment manager. The incentive fee is assessed periodically (generally, quarterly) according to the CLO Fund's documents, typically after such Fund has earned a certain return on the initial investment as defined by the Fund's Governing Agreements and only as long as the equity holders receive payments thereunder.

We currently only manage the one Fund, however, we are adding a second CLO Fund. Both of these CLO Funds have the same performance fee structures; however the fee structures of other funds or accounts in the future may differ. There may be instances where an investment is

offered to only one of the CLO Funds, or is deemed not to meet any of the CLO Funds' investment objectives and is offered only to the co-investment program or affiliate. We have designed and implemented procedures to ensure that all clients are treated fairly in such situations, and to prevent this potential conflict of interest from influencing the allocation of investment opportunities among or between our clients. Any deviation from the our allocation procedures outlined above must be approved by our Investment Committee and Chief Compliance Officer. Under no circumstances may we or any of our affiliates allocate investment opportunities based on anticipated compensation or profits to ourselves, or any other affiliates or employees.

Steele Creek's affiliates will provide investment management and advisory services to other collateralized debt obligation transactions, and Steele Creek's affiliates do currently provide investment management and advisory services to investment funds and accounts ("**Other Accounts**"), in which the CLO Fund has no interest. These Other Accounts may have investment objectives, programs, strategies and positions that are similar or dissimilar to or may conflict with those of the Issuer. Also, Other Accounts may invest in businesses that compete with, have interests adverse to, or are affiliated with the issuers of securities held by the Fund, which could adversely affect the performance of the Fund.

Steele Creek and its affiliates and their respective clients and employees may invest in securities or other financial instruments that are senior or junior to or pari passu with securities or financial instruments of the same issuer that are held by Other Accounts (e.g., an Other Account may acquire senior debt while the Issuer may acquire subordinated debt).

---

## **Item 7.       Types of Clients**

Steele Creek currently provides investment advisory services to one CLO fund, and is in the process of launching a second CLO fund. Our business focuses on origination, execution, management, and redemption of CLO portfolios. As noted above, we intend to launch other CLO funds in the upcoming year(s). Investments in the CLO Fund are privately offered only to qualified purchasers, typically institutional investors. The majority of such investments will be in debt instruments, rather than in equity interests.

The minimum initial amount that may be invested in the Fund is \$1,000,000 although the Firm reserves the right to increase the minimum or to accept lesser amounts in its sole discretion.

---

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

### ***A. Methods of Analysis and Investment Strategies.***

We focus on identifying, evaluating, and monitoring suitable investments for the CLO Fund. Once a potential investment has been identified, the investment will be screened and graded by

our Investment Committee. Our Investment Committee employs a due diligence process which assesses a prospective borrower's credit grade and loss in default by examining financial projections, the management team, relative value, and modeling various default scenarios and other factors. Our Investment Committee will evaluate the investment using the research and analysis provided in light of underwriting standards, investment eligibility and limits for the CLO Fund's portfolio. Once an investment has been made, our Investment Committee engages in ongoing portfolio surveillance which seeks to monitor ongoing portfolio suitability in light of portfolio composition and the CLO Fund's objectives. The Investment Committee requires unanimity of all voting members in order to make an investment for the CLO Fund. While the composition of the Investment Committee may change over time, it will maintain the unanimity requirement, and it will contain at least one representative of Moelis Asset Management LP, our parent company.

***B. Material Risks (Including Significant or Unusual Risks) Relating to Investment Strategies.***

All investments involve financial risk. Some of the key risks associated with CLO investments are included below; the interplay of such risks should be considered, as where more than one risk factor is present, the risk of loss to an investor may be significantly increased. Below is a summary of risks and should not be considered a complete list; investors should refer to the applicable fund governing documents for a complete list of risks.

Limited Liquidity. An investment provides limited liquidity when the interests are not freely transferable and investors have no withdrawal rights. Therefore, prospective investors must be prepared to bear the financial risks of an investment for an indefinite period of time. Prospective investors should proceed on the assumption that they will have to bear the economic risk of an investment in the CLO Fund through the Fund's term. During periods of limited liquidity and higher price volatility, Steele Creek's ability to acquire or dispose of portfolio investments in a CLO Fund at a price and time that Steele Creek deems advantageous may be severely impaired. As a result, a CLO Fund may be unable to participate in price increases and be disproportionately affected by price decreases in such markets. The prices at which portfolio investments of a CLO Fund may be sold may decrease from their effective purchase price, the opportunities to sell such assets may be impaired, and reduced secondary trading may decline, all of which are additional risks that may affect the returns to investors in a CLO Fund. While there may be currently a secondary market for a CLO Fund, there can be no assurance that one will provide liquidity or exist for the life of the loans of such fund.

Additionally, some classes of debt issued by CLO Funds (which may include all debt) are subject to certain events of mandatory or of optional redemption, in the latter case, by each of Steele Creek and a majority of holders of such classes of debt as set forth in a fund's Governing Agreements. Such redemptions could impair, reduce or eliminate the availability of amounts available to make payments with respect to classes of debt junior in priority to those being redeemed.

Non-Recourse Investments. The debt and equity issued by a CLO Fund are limited recourse obligations of the issuers of such securities only and are payable only from the portfolio assets of such fund pursuant to the Governing Agreements. No other person or entity is obligated to make



payments on such securities, and if distributions received by a CLO Fund in respect of its portfolio assets are insufficient to make payment on such fund's securities, no other assets will be available for payment of the deficiency. Certain classes of debt issued by a CLO Fund as subordinated notes will not be secured by any assets and holders of such classes may not be entitled to exercise remedies for default of payment.

Investment and Due Diligence Process. Before making investments, we will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting and legal issues. When conducting due diligence and making an assessment regarding an investment, we will rely on the resources reasonably available to it, which in some circumstances, whether or not known to us at the time, may not be sufficient, accurate, complete or reliable. Due diligence may not reveal or highlight matters that could have a material adverse effect on the value of an investment.

CLO Fund Assets Generally Below Investment-Grade. The CLO Fund will invest primarily in non investment grade loans or interests in non investment grade loans, which are subject to liquidity, market value, credit, interest rate, reinvestment and certain other risks. It is anticipated that these assets generally will be subject to greater risks than investment grade corporate obligations. These risks could be exacerbated to the extent that the portfolio is concentrated in one or more particular types of assets.

Prices of the portfolio assets may be volatile, and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including but not limited to changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic and international economic or political events, developments or trends in any particular industry, and the financial condition of the obligors thereof. Economic uncertainty and the possibility of increased volatility in financial markets could adversely affect the value and performance of such assets. Additionally, loans and interests in loans have significant liquidity and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities. In addition, historically the trading volume in the loan market has been small relative to the debt securities market.

Leveraged loans have historically experienced greater default rates than has been the case for investment grade securities. There can be no assurance as to the levels of defaults and/or recoveries that may be experienced on the portfolio assets of the CLO Fund, and an increase in default levels could adversely affect payments on the securities issued by the CLO Fund.

A non investment grade loan or other debt obligation or an interest in a non investment grade loan is generally considered speculative in nature and may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write down of principal, and a substantial change in the terms, conditions and covenants. In addition, such negotiations or restructuring may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such portfolio asset. The liquidity for portfolio assets subject to such conditions may be limited,

and to the extent that such assets are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon.

Additionally, various laws enacted for the protection of creditors may apply to the portfolio assets of a CLO Fund. Such laws may require the ability of the CLO Fund to return payments received on portfolio assets and may impair the ability of the CLO Fund to receive sufficient payments to make payments on the securities issued by the CLO Fund. Additionally, insolvency proceedings with respect to a portfolio asset could result in, among other things, a substantial reduction in the interest rate and a substantial write down of the principal of the related portfolio assets of such CLO Fund.

Side Letters. We may enter into side letters and other agreements and arrangements ("Side Letters") with third party (*i.e.*, unaffiliated) investors whereby such investors may be subject to different, and in certain cases more favorable, terms and conditions, without limitation, investor distribution terms or access to more frequent or detailed information regarding investments. A Side Letter may give an investor access to information on which to base its investment decisions that is not generally available to other investors in the fund.

Inherent Leverage. Certain classes of subordinated debt issued by a CLO Fund will represent a highly leveraged interest in the portfolio assets of such fund. Therefore, the market value of such debt would be anticipated to be significantly affected by, among other things, changes in the market value of such assets, prepayments thereon, and the availability, prices and interest rates of such assets and other risks associated with them. The leveraged nature of such debt may magnify the impact of such factors, as well as of changes in distributions on portfolio assets, defaults and recoveries thereon and prices and interest rates.

Possibility of Taxation of Income without Corresponding Distribution. The fund will derive income from its investments that is not matched by corresponding distributions of cash. Although we intend to make tax distributions (out of Distribution Proceeds) to the Limited Partners, a Limited Partner's U.S. federal and other income tax liabilities with respect to its allocable share of the Partnership's income in a particular tax year may significantly exceed the cash distributions to such Limited Partner for such year. (See Fund governing documents for details).

Systemic Risk. Systemic risk is the risk of broad financial system stress or collapse triggered by the default of one or more financial institutions, which results in a series of defaults by other interdependent financial institutions. Financial intermediaries, such as clearing houses, banks, securities firms and exchanges with which the fund interacts, as well as the fund, are all subject to systemic risk. A systemic failure could have material adverse consequences on the fund and on the markets for the securities in which the fund seeks to invest. There can be no assurance that economic conditions or conditions in the credit markets, which began an extreme downturn in 2007, will not return to their lows or deteriorate to a level below that. Negative economic trends could result in an increase in loan defaults and delinquencies or loan performance generally which could negatively impact the portfolio investments of the CLO Fund.

"Widening" Risk. For reasons not necessarily attributable to any of the risks set forth herein (for example, supply/demand imbalances or other market forces), the prices of the CLO equity securities in which the fund invests and the loans purchased in warehousing transactions may

decline substantially. In particular, purchasing assets at what may appear to be "undervalued" levels is no guarantee that these assets will not be trading at even lower levels at a time of valuation or at the time of sale. It may not be possible to predict such "spread widening" risk.

Operational Risk. The fund depends on Steele Creek to develop, implement and operate the appropriate systems and procedures to control operational risk. These systems and procedures may not account for every actual or potential disruption of operations that affect the fund. The operations are dynamic and complex. As a result, certain operational risks are intrinsic to the fund's operations and business. The fund's business is highly dependent on each CLO's ability to process, on a daily basis, transactions across numerous markets. Consequently, the fund relies heavily on the financial, accounting and other data processing systems. The ability of the systems to accommodate a high volume, diversity and complexity of transactions could also constrain the ability to properly manage the portfolio. Systemic failures in the systems employed and each CLO trustee and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. These and other similar disruptions in the operations may cause the fund to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage.

Cross trades. Steele Creek may effect "cross" transactions between the CLO Fund and its affiliates, including, without limitation, another account advised by Steele Creek, if permitted by applicable law. Transactions between clients of Steele Creek, as principals (e.g. a sale of a portfolio investment from one account to another), present a risk that the terms of the transaction favor one account at the expense of the other. Steele Creek and its affiliates will effect these transactions only (i) when Steele Creek and, if applicable, one or more of its affiliates deem the transaction to be in the best interest of both the Issuer and the applicable affiliate and (ii) at a price and under circumstances that Steele Creek and its affiliates have determined, by reference to independent market indicators, to constitute "best execution" for the Issuer and the applicable affiliate. Neither Steele Creek nor any of its affiliates receives any compensation in connection with "cross" transactions. "Inadvertent" cross transactions may also occur when trades cross in the market. For example, when Steele Creek or its affiliates periodically rebalance accounts, certain affiliates may sell securities into the market at the same time that affiliates and/or the Issuer are purchasing the same securities in the market, resulting in an inadvertent or "deemed" market cross. In these cases, Steele Creek and its affiliates ensure that an independent broker-dealer establishes the price for the transaction. In these situations, Steele Creek and its affiliates do not instruct the broker to directly move positions between accounts.

Certain Conflicts of Interest. As a subsidiary of Moelis Asset Management LP ("MAM"), a Delaware limited partnership which holds interests in other registered investment advisors, Steele Creek may be subject to certain restrictions and requirements, including with respect to MAM policies and procedures and restrictions and requirements pursuant to applicable rules and regulations. Although Steele Creek currently does not expect such to occur to a degree which would be material to a CLO Fund, a CLO Fund may become restricted from making a purchase or sale of a portfolio asset or from participating on a creditors' committee as a result of an advisory assignment undertaken by Moelis & Company LLC, a global investment bank (together with its financial advisory affiliates, "Moelis Advisory") under common control with MAM, that provides financial advisory services to a broad client base; such a restriction could adversely

impact the CLO Fund. Moelis Advisory may engage in additional business activities, which may result in additional conflicts with Steele Creek and which could result in additional restrictions to be negotiated between Moelis Advisory and Steele Creek.

Certain affiliates of Moelis Asset Management may invest in securities or loans that are pari passu with, senior or junior to, or have interests different from or adverse to, the portfolio assets of a CLO Fund. In such instances, Steele Creek and its affiliates may in their discretion, subject to certain restrictions, make investment recommendations and decisions that may be the same as or different from those made with respect to the CLO Fund's investments. Steele Creek and its affiliates may at certain times be simultaneously seeking to purchase or sell investments for a CLO Fund and any similar entity for which it serves as collateral manager at such time, or for its affiliates (including any account, portfolio or investment company for which Steele Creek or any affiliate serves as manager or investment advisor). Also, such other entities may invest in businesses that compete with, have interests adverse to, or are affiliated with the issuers of securities held by a CLO Fund, which could adversely affect the performance of the Issuer. Steele Creek and its affiliates may give advice or take action with respect to the investments of such affiliates or funds advised by them which may differ from the advice given or the timing or nature of any action taken with respect to investments of the CLO Fund. As a result of such advice or actions, the prices and availability of securities and other financial instruments in which the CLO Fund invests or may seek to invest, and the performance of the CLO Fund, may be adversely affected.

Third party service providers and counterparties that provide services to, or engage in transactions with, MAM and/or its affiliates and subsidiaries and funds advised by any of the foregoing may also provide services to, or engage in transactions with, the CLO Fund. In such cases, Steele Creek may favor service providers and counterparties that provide such services to affiliates or to its principals or subsidiaries for attractive fees or other terms of service.

Additionally, certain affiliates of MAM may possess information relating to issuers of portfolio assets of the CLO Fund which is not known to the individuals at Steele Creek responsible for monitoring the CLO Fund and performing the other obligations under the Governing Agreements, and such officers will be under no obligation to make such information available to such individuals at Steele Creek. MAM and its and its affiliates' employees, including without limitation employees of Steele Creek, may also carry on investment activities for their own accounts and for family members and friends who do not invest in any CLO Fund, and may give advice and recommend securities to other managed accounts or investment funds which may differ from advice given to, or securities recommended for, the Issuer, even though their investment objective may be the same or similar.

Legislative Risks. In response to the downturn in the credit markets and the global economic crisis, various agencies and regulatory bodies of the United States federal government have taken or are considering taking actions to address the financial crisis. These actions include, but are not limited to, the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") which imposes a new regulatory framework over the U.S. financial services industry and the consumer credit markets in general and which mandates the issuance of a number of new regulations by the U.S. regulatory agencies. Some of these regulations have been adopted, but many remain in proposed form or have yet to be proposed. These changes

could, individually or collectively, significantly alter the manner in which asset-backed securities, including securities similar to those offered by the CLO Fund, are issued and structured and increase the reporting obligations of the issuers of such securities. The potential impact of these actions on Steele Creek, any CLO Fund, or on any Investor is not fully known, and no assurance can be made that the impact of such changes would not have a material adverse effect on the prospects of a CLO Fund or the value or marketability of such fund's securities. In particular, to the extent any new changes have retroactive application and affect pre-existing transactions, the costs of compliance with such rules and regulations could have a material adverse effect on Steele Creek, any CLO Fund, and/or any Investor. Failure to comply with such rules and regulations (because of excessive cost, unavailability of information or otherwise) could result in an early redemption of offered securities with an adverse effect on Investors. Also, proposed rules regarding risk retention by sponsors of asset-backed securities could potentially limit the ability of a CLO Fund to issue additional securities or undertake any refinancing thereof. Furthermore, no assurance can be made that any U.S. regulatory body (or other authority or regulatory body) will not continue to take further legislative or regulatory action in response to the economic crisis or otherwise, and the effect of such actions, if any, cannot be known or predicted.

Additionally, Section 619 of the Dodd-Frank Act added a provision, commonly referred to as the "Volcker Rule," to federal banking law to generally prohibit various covered banking entities from, *inter alia*, acquiring or retaining an "ownership interest" in, or sponsoring or having certain relationships with, a hedge fund or private equity fund (referred to as "covered fund"), subject to certain exemptions. The Volcker Rule also provides for certain supervised nonbank financial companies that engage in such activities or have such interests or relationships to be subject to additional capital requirements, quantitative limits or other restrictions. The Federal Reserve issued an order giving banking entities until July 21, 2015 to bring any existing activities and investments into compliance, subject to up to two one-year extensions granted at the discretion of the Federal Reserve. On April 7, 2014, the Federal Reserve announced that it intends to issue two additional orders giving banking entities two additional one-year extensions, which together would extend until July 21, 2017, to conform their ownership interests in and sponsorship of collateralized loan obligations ("CLOs") to the Volcker Rule. Only CLOs in place as of December 31, 2013 that do not qualify for the loan securitization exemption referred to in the next following paragraph would be eligible for such additional extensions.

The Volcker Rule and the implementing regulations contain an exclusion from the definition of "covered fund" commonly referred to as the "loan securitization exemption," which applies to an asset-backed security issuer the assets of which, in general, consist only of loans, assets or rights designed to assure the servicing or timely distribution of proceeds to holders or that are related or incidental to purchasing or otherwise acquiring and holding the loans. The CLO Fund expects to qualify for the loan securitization exemption and, to that end, the Governing Agreements of the CLO Fund will not permit the CLO Fund to purchase securities, including bonds. Notwithstanding such limitation, no assurance can be made that the CLO Fund will qualify for the loan securitization exemption or for any other exclusion or exemption that might be available under the Volcker Rule and its implementing regulations. In addition, the Governing Agreements may be amended without the consent of Investors, subject to certain consent rights, if necessary or advisable for the CLO Fund not to be a "covered fund" or the debt securities issued by the CLO Fund not to constitute ownership interests or otherwise be exempt from the

Volcker Rule. No assurance can be given as to the effect of the Volcker Rule and its implementing regulations on the ability of certain investors subject to the Volcker Rule to acquire or retain certain classes of securities. Depending on market conditions, this could significantly and negatively affect the liquidity and market value of the securities and the inability to purchase securities (including bonds) may reduce returns otherwise available to certain Investors.

***C. Risks Associated With Types of Securities that are Primarily Recommended (Including Significant or Unusual Risks).***

The CLO Fund primarily participates in non-investment grade, high yield senior loans. Other portfolio investments may include limited second lien and unsecured loans.

The material risks associated with our primary types of investments is described above in Item 8.B. above.

---

**Item 9. Disciplinary Information**

This Item is not applicable as the Firm and its employees do not have any disciplinary record.

---

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

Various potential and actual conflicts of interest may arise from the overall investment activity of Steele Creek, its clients and its affiliates. The following briefly summarizes some of the actual key conflicts, but is not intended to be an exhaustive list of all such conflicts. Investors should refer to the relevant offering documentation for a complete list of actual and potential conflicts.

The assets of one CLO Fund may be ‘re-rolled’ into the portfolio of a new Fund following the first Fund’s realization of portfolio assets. A conflict of interest may arise in such situations between the transferor Fund, which desires to obtain a high price for such assets, and the transferee, which desires to pay a low price. In general, the Governing Agreements will set forth rules and procedures for the transfer of the loans being purchased by the warehouse or CLO, including with respect to determining the pricing of such assets (with reference to third party pricing where possible) and the negotiation of purchase agreements.

As noted above, Steele Creek is affiliated with four different advisory firms. At least one of our advisory affiliates is also registered as a CPO with the CFTC. Please see the item entitled “Certain Conflicts of Interest” in Item 8 above with respect to such affiliations.

In addition, Steele Creek and its affiliates may serve as a general partner, adviser, officer, director, sponsor or manager of partnerships or companies organized to issue collateralized bond or loan obligations secured by non-investment grade bank loans. In such instances Steele Creek

and its affiliates may give advice or take action with respect to such securities or investments which may differ from the advice given or the timing or nature of any action taken with respect to the investments of the Fund. As a result of such advice or actions, the prices and availability of securities and other financial investments in which the Fund invests or may seek to invest, and the performance of the Fund, may be adversely affected.

In connection with the foregoing activities, Steele Creek and its affiliates may from time to time come into possession of material nonpublic information that limits the ability of the Portfolio Manager to effect a transaction and the Fund may be constrained as a consequence of the Portfolio Manager's inability to use such information for advisory purposes or otherwise to effect transactions that otherwise may have been initiated.

Our Code of Ethics contains provisions to identify and manage these potential conflicts.

---

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

### ***A. Code of Ethics.***

Steele Creek has adopted a Code of Ethics pursuant to SEC Rule 204A-1 that obligates our Firm and our employees to put the interests of our clients before its own interests and to act honestly and fairly in all respects in dealings with its clients. All of our personnel are also required to comply with applicable federal securities laws.

Our Code of Ethics describes the Firm's fiduciary duties and responsibilities to its clients and sets forth a practice of supervising the personal securities transactions of its employees with access to client information. Employees of the Firm may buy or sell securities for their personal accounts identical to or different from those recommended to the Firm's clients. It is the Firm's expressed policy that employees must put the interests of clients ahead of their personal investment decisions.

To supervise compliance with the Code of Ethics, we require that anyone associated with us that has access to advisory recommendations provide duplicate copies of brokerage account activity and annual securities holdings reports to our Firm's Chief Compliance Officer. It is also required that such employees receive approval from our Chief Compliance Officer prior to investing in any initial public offerings (IPOs) or private placements.

Our Code of Ethics further includes a policy prohibiting the use of material non-public information (as described below). Any individual not in observance of the above may be subject to discipline.

A complete copy of our Firm's Code of Ethics will be provided to any client upon request to the Firm's Chief Compliance Officer at its principal address as noted on the cover page of this firm brochure.

### ***B. Client Transactions in Securities where Adviser has a Material Financial Interest.***

Steele Creek must avoid, obtain informed consent for, disclose or otherwise resolve conflicts of interest that may arise in connection with the investments of the CLO Fund. In this regard, Steele Creek and its personnel will comply with the restrictions provided in the applicable agreements governing its Clients relating to principal transactions, cross trades or other affiliated transactions, in which Steele Creek or its personnel may have interests that are adverse to, or in any event not aligned with, the interests of one or more of its investors.

A “principal transaction” is generally defined as a transaction where an adviser, acting as principal for its own account buys from or sells any security to any advisory client. Principal transactions are permitted only if Steele Creek (i) makes written disclosure to the Client of the capacity in which it is acting and (ii) obtains the Client’s prior consent to the transaction.

An “affiliated transaction” also includes any transaction in which Steele Creek or its Employees, or affiliates have any other interest in the transaction. In general, the governing or other applicable documents of each Steele Creek Client will prohibit any transaction with Steele Creek or its affiliates unless the terms of such transaction are on an arm’s-length basis and on terms no less favorable to such Client that would be obtained in a transaction with an unaffiliated party. Affiliated transactions must be conducted in accordance with Rule 206(3)-2 of the Advisers Act.

Since we do not conduct any principal transactions at this time. However, if we do participate in any principal or affiliated transactions, such transactions will be conducted in accordance with Rule 206(3)-2 of the Advisers Act.

### ***C. Investing in Securities Recommended to Clients.***

Our Code of Ethics is designed to ensure that our employees conduct their personal securities transactions in such a manner as to avoid putting their own personal interests ahead of our Clients and to avoid conflicts of interest. Permitting employees to invest in the same securities as the Fund creates a conflict of interest, including that employees might benefit from market activity by the Fund. Due to the nature of trading activity by our Fund client, it is unlikely that our employees will trade in the same securities, but they may purchase equity in the same issuers. Trading by employees is regularly monitored under the Code of Ethics.

---

## **Item 12. Brokerage Practices**

### ***A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.***

The SEC has indicated that among the specific obligations that flow from an adviser’s fiduciary duty is the requirement to seek to obtain the best price and execution of client securities transactions where the adviser is in a position to direct brokerage transactions. When Steele Creek executes trades through broker-dealers on behalf of Clients, Steele Creek must seek to



obtain best execution for all client securities transactions by seeking to execute securities transactions for a client on terms that are the most favorable to the client under the circumstances. In selecting a broker-dealer, Steele Creek will follow the selection considerations listed below.

Our business is managing a CLO Fund by making investments primarily in non-investment grade, high yield senior loans and certain non-investment grade high yield bonds. Accordingly, we use broker-dealers to execute our transactions. Steele Creek is under no obligation to obtain the lowest price available with respect to any purchase or the highest price available with respect to any sale. The factors we consider when choosing a broker-dealer are the broker's execution capabilities, experience with structured product transactions, including block positioning, research, financial stability, ability to maintain confidentiality, delivery timelines and ability to obtain best execution for all client securities transactions.

We do not consider whether we, or a related person, receive investor referrals from a broker-dealer or a third party when selecting or recommending broker-dealers.

**1. Research and Other Soft Dollar Benefits.**

Given the nature of the investments made on behalf of Clients, we do not have any soft dollar arrangements in place that would require us to give any specified amount of transaction mark-ups or mark-downs to any broker-dealer. We may receive unsolicited research from brokers, dealers and banks through which we execute portfolio trades or hold accounts. In circumstances in which we use such research, the quality and ability to receive research may factor into the selection of brokers, dealers and banks executing portfolio trades. Even in these cases, the broker-dealers are still evaluated in accordance with the criteria noted above.

**2. Brokerage for Client Referrals.**

We do not consider whether we, or a related person, receive investor referrals from a broker-dealer or a third party when selecting or recommending broker-dealers.

**3. Directed Brokerage.**

As stated previously, we may engage the Moelis broker-dealer to execute securities transactions on behalf of our Clients. A conflict of interest may arise in these situations between us and the Moelis broker-dealer on one hand and our Client on the other. We manage this conflict by monitoring all of our transactions for best execution regardless of the broker-dealer.

## ***B. Order Aggregation.***

Where loans are purchased for multiple accounts simultaneously, as when more than one CLO Fund exists, the Investment Committee of Steele Creek will generally approve the maximum allocation per account at the time it approves the initial investment. When allocation is required, investments will generally be allocated among clients in a manner that the Investment Committee believes, in their judgment, to be appropriate and consistent with the objective of obtaining best execution given factors that they believe to be relevant. Such factors may include the investment objectives, liquidity, diversification, lender covenants and other limitations of the accounts, Steele Creek and its affiliates and the amount of funds each of them has available for such an investment. Such orders will generally be executed as block trades where possible and then allocated to the accounts on settlement; however, where such orders are executed in multiple lots, trades will generally be allocated at the average execution price and in accordance with Steele Creek's internal allocation policies and procedures. Steele Creek may have an incentive to over or under allocate securities to particular accounts. Steele Creek has adopted policies and procedures designed to identify and address such potential conflicts of interest either pursuant to its internal compliance programs or under the governing documents of the applicable vehicles, whether parallel, separate, predecessor or successor entities.

Additionally, Steele Creek, where it acts for entities other than the CLO Fund, may have an incentive to allocate an investment opportunity on the basis of the amount of compensation or profits that are likely to be realized for Steele Creek and its principals. Steele Creek has adopted policies and procedures designed to identify and address such potential conflicts of interest either pursuant to its internal compliance programs or under the governing documents of the applicable vehicles, whether parallel, separate, predecessor or successor entities.

---

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

Steele Creek is responsible for the regular and continuous monitoring of CLO Fund's investment portfolio. The Fund is managed in accordance with the particular investment objectives, limitations and guidelines as set forth in applicable advisory or management agreements and its governing documents.

### ***A. Frequency and Nature of Review.***

Our Investment Committee expects to meet on an informal basis daily and reviews and evaluates investment analyses provided by the trading and portfolio management teams as well as Investment Committee members. Before making an investment, the Investment Committee will review the proposed investment to determine its eligibility as against the CLO Fund's portfolio mandate limitations and internal analyses and ratings. The purchase of any investment and the sale of any distressed investment requires the unanimous approval of the Investment Committee

(and may, in some cases, require the consent of the Fund Trustee). The Portfolio Manager will make the final investment decision following receipt of Investment Committee approval. The Investment Committee also expects to engage in quarterly credit surveillance reviews to evaluate the investment recommendations of investments currently held in the portfolio.

The Fund Trustee also engages in regular review of the portfolio for compliance with portfolio mandates as discussed below.

### ***B. Content and Frequency of Regular Account Reports.***

The Fund's custodian bank, U.S. Bancorp, sends quarterly note valuation and distribution reports to all holders of CLO notes.

In addition, the Trustee for the CLO Fund will generally deliver a Trustee Report to each CLO Fund Investor on a monthly basis. The Trustee Report gives the details on a CLO's positions, activity, and compliance with financial coverage tests and portfolio profile tests. The Trustee report is generally delivered to CLO Investors within 7 business days of month end. The Trustee will generally deliver a Note Valuation Report to Fund Investors on a quarterly basis. The Note Valuation Report details the CLO waterfall or payments to note holders. All investors in the CLO Fund will additionally have access to the Trustee's website, which will host copies of CLO Fund documents, investor letters, Trustee Reports and other periodic information.

Investors will receive applicable tax documentation and other appropriate documents at least annually.

---

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

### ***A. Economic Benefits Received from Non-Clients for Providing Services to Clients.***

Neither we nor our supervised persons accept compensation for the sale of securities or other investment products.

### ***B. Compensation to Non-Supervised Persons for Client Referrals.***

Generally, in connection with our CLO fund formation, all solicitation and marketing will be provided by an independent bank/broker-dealer and Steele Creek will delegate all authority and responsibility for such solicitation to the bank/broker-dealer under an agreement.

As a matter of policy, Steele Creek complies with the Advisers Act cash solicitation Rule 206(4)-3 in connection with marketing to prospective investors in its CLO Fund. Steele Creek will only pay a fee to a solicitor pursuant to a written agreement. Steele Creek is strictly prohibited from making any indirect payments to marketing intermediaries, such as pension consultants, for the referral of investors to Steele Creek.

---

**Item 15. Custody**

This item is not applicable as we do not maintain custody of any Client funds or securities and we do not act as trustee for any Client. Our CLO Fund(s) maintain unrelated Trustees.

---

**Item 16. Investment Discretion**

The Firm has full and complete discretion as to the timing, amount and priority of implementation and selecting the specific investments to be purchased and sold for the CLO Fund.

---

**Item 17. Voting Client Securities*****A. Policies and Procedures Relating to Our Authority to Vote Client Securities.***

Steele Creek provides investment advisory services to its Clients through a CLO Fund, whose investment program primarily involves investing assets in loans through privately negotiated secondary market transactions. Therefore, voting proxies and securities are not applicable.

Steele Creek has developed voting policies and procedures because Steele Creek may be deemed to have authority to vote “requests” relating to the portfolio companies in which the CLO Fund invests. Steele Creek will vote amendments, consents, and other requests (collectively, “requests”) from the borrowers in the portfolio. Votes will be governed by and voted in accordance with collateral management agreements and other documents which govern those businesses.

---

**Item 18. Financial Information**

The Firm does not believe there is any existing financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.