

**Schedule F of
Form ADV**
Continuation Sheet for Form ADV Part II

Applicant:
MAC Wealth Management, Inc.

SEC File Number:
801- 67906

Date:
02/07/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
MAC Wealth Management, Inc.

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

Item 1D

ADVISORY SERVICES AND FEES

MAC Wealth Management, Inc. (hereinafter "MAC") is a corporation, formed under the laws of the State of California, and registered with the Securities and Exchange Commission as a registered investment adviser. MAC offers investment advisory services to individuals, pensions and profit sharing plans, trusts, estates, charitable organizations, corporations or other organizations. This Schedule F narrative provides clients with information regarding MAC and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of the Firm.

Please contact Randall J. McCuen, CEO and Chief Compliance Officer, if you have any questions about this Schedule F narrative. Additional information about MAC is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for MAC is 143923.

Individuals associated with MAC will provide its investment advisory services. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on behalf of the Firm. Such individuals are known as Investment Adviser Representatives (IARs).

DESCRIPTION OF SERVICES PROVIDED

Portfolio Management

MAC provides discretionary and non-discretionary portfolio management services where the investment advice provided is custom tailored to meet the individualized needs and investment objectives of the client. Subject to any written guidelines, which the client may provide, the Firm may be granted the discretion and authority to manage the account by the client. Accordingly, MAC is authorized to perform various functions, at the client's expense, without further approval from the client. Such functions include the determination of securities to be purchased/sold and the amount of securities to be purchased/sold. Once the portfolio is constructed, MAC provides continuous supervision of the portfolio as changes in market conditions and client circumstances may require.

MAC will work with its clients to identify their investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement their clients' educational, home ownership and retirement funding goals and objectives etc. MAC may create a portfolio, consisting of individual stocks and/or bonds; no-load funds and/or load-waived funds (front-end commissions will not be charged), and other securities.

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Investment strategy will generally focus primarily on a long-term buy and hold strategy of a diversified portfolio of securities, and may be supplemented depending on market conditions with short-term trading, option strategies, and the possibility of margin. Each portfolio will be custom tailored, managed separately, have its own unique performance, and be initially designed to meet a particular investment goal, which MAC has determined to be suitable to the client's circumstances. It is important to note that accounts are managed on an individual basis and not with generic models. Accounts with similar objectives are managed individually with similar allocations, similar strategies, and similar assets, but not necessarily with the same assets and the same timing, thus different accounts with similar objectives, strategies, and assets will have differing performance. Fixed Income allocation and investments are selected based on the plans and objectives of the client relative to market conditions and are often selected not as trading vehicles with maximum liquidity while trying to time interest rate swings and spreads, but rather seeking those that offer yield advantages, often with call features, survivor option benefits, step-up interest rates, or other unique benefits adding to their relative attractiveness for the buy-and-hold investor despite the trade-off of less liquidity. Pricing on liquidation of these securities may not be as favorable as if more liquid securities had been purchased. It is also important to note that individual account management and selection of limited, callable fixed income securities with other benefits may lead to the purchase of the same or similar securities for different clients at different times and thus at different prices and thus performance will vary from account to account despite similarities. At times, block orders will occur of the same securities for different clients at the same time and will be done on a pro-rata basis resulting in the same price for each client. Some clients may be excluded from the block for individual account management reasons such as tax considerations, transaction costs, or other reasons. This too would result in differing performance. Investment, re-investment, or re-positioning of investable assets is done based on an account by account review. Reviews occur in various manners. Available cash is viewed daily as are market conditions. When it is noted that investable cash is available and the type of security desired is concluded, then it will be sought relative to market conditions. If it is noted that other clients have the same need and the target investment is of a liquid nature, then a block order with a pro-rata allocation will be attempted. In some circumstances, based on the individual account management style, an investment may not be deemed a target simultaneous to those for other clients and may be concluded so afterwards resulting again in different timing and different results. While this custom management style subject to the specifics of each client's portfolio holdings will lead to differing performance, it is noted that different timing of similar securities and allocations could be either favorable or unfavorable, may average out similarly through time, and that unless the alternative of model portfolios is

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selected and then with only the most liquid, most likely non-callable, and with no special targeted benefits as listed above assets, thus changing the fixed income strategy and benefits, then this differing performance risk should be noted against the value of these strategies and of individual custom portfolio management. MAC is mindful of these issues and makes its best efforts to attempt to manage each account consistent with their own objectives, with each clients facts and circumstances in mind (such as tax basis, holdings preferences, etc.), and recognizes that managing assets within a changing investment world subjects investors to risks whether modeling occurs with similar account performance or unique custom individual account management occurs with differing performance. The primary point is that there is a trade-off between benefits sought and potentially differing results with this style of asset selection and individual account management.

Once the appropriate portfolio has been determined, MAC will review the portfolio at least quarterly and if necessary, suggest to the client that rebalancing take place, based upon the client's individual needs, stated goals and objectives. However, each client will have the opportunity to place reasonable restrictions on the types of strategies used and investments to be held in the portfolio. MAC's strategy, generally, will be to seek to meet client investment objectives while providing clients with access to personal advisory services on at least an annual basis, or more often, depending upon prior agreement.

MAC FEE SCHEDULE: Portfolio Management For Discretionary Accounts

<u>Assets Under Management</u>	<u>Annual Fee</u>	<u>Quarterly Fee</u>
\$0 to \$500,000	1.00%	0.25%
\$500,001 to \$1 Million	0.80%	0.20%
Over \$1 Million	Negotiable	

MAC FEE SCHEDULE: Portfolio Management For Non-Discretionary Accounts

<u>Assets Under Management</u>	<u>Annual Fee</u>	<u>Quarterly Fee</u>
\$0 to \$500,000	1.50%	0.375%
\$500,001 to \$1 Million	1.00%	0.25%
Over \$1 Million	Negotiable	

SEPARATE AND ADDITIONAL FEES CHARGED BY RESPECTIVE CUSTODIAN/BROKER DEALER:

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The above advisor fees are not WRAP (all inclusive) fees. They are MAC's fees and are separate and distinct fees independent of and unrelated to the custodian/ broker-dealer chosen. All Clients will also pay separate transaction fees to the custodian/ broker-dealer, per transaction, as they are incurred or may arrange a separate fee unrelated to MAC for covering transactions costs. In cases where Raymond James Financial Services, Inc. ("RJFS") serves as the custodian/ broker-dealer, Clients may elect to pay RJFS an asset based fee to cover their trading costs. Such fees are assessed by RJFS separately and independently to clients quarterly in advance as follows:

Raymond James Financial Services, Inc. ("RJFS") Asset-Based Fee Schedule for Accounts over \$500,000

<u>Assets Under Management</u>	<u>Annual Fee</u>	<u>Quarterly Fee</u>
\$0 to \$1 Million	0.25%	0.0625%
Over \$1 Million	0.10%	0.025%

*In any event there is a minimum quarterly fee of \$125 per quarter due to RJFS by the Client.

The aforementioned RJFS fees are for execution and custodial services provided by RJFS. Clients may also incur charges for other account services provided by RJFS, not directly related to the execution and clearing of transactions, including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for transfers of securities.

MAC's annual fee shall be pro-rated and paid in advance on a quarterly basis. All fees are negotiable and charged against the balance in the Client's account on or after the inception date based on inception value and, thereafter, on or after the first day of each calendar quarter based on the market value of the last day of the previous quarter. MAC reserves the right to waive or reduce the advisory fee for clients primarily in cash positions and/or with securities specified not to be sold.

In cases where a Client begins a relationship with the Adviser for investment advisory services after the beginning of a quarter, then the advisory fees will be assessed on a pro-rata basis for the total number of days remaining in that quarter. Thereafter, the Client will be charged the regular quarterly fee at the beginning of each quarter.

No increase in the annual fee shall be effective without prior written notification to the Client.

Financial Planning

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Additionally MAC may provide clients with a one-time financial plan. The Registrant will generally charge a negotiable fixed fee ranging from \$1,200 to \$10,000 the total of which is dependent upon the level and scope of these services. One-half of the total fees are due upon the execution of the Financial Planning Agreement and the remaining half will be due to the Adviser upon the presentation of the Plan to the Client. The final financial plan shall be due to Client within ninety days of the execution of the agreement.

MAC's fee is exclusive of, and in addition to separate an unrelated brokerage commissions, transaction fees, and other related costs and expenses which shall be assessed by the broker/dealer of their choice and incurred by the client. However, MAC shall not receive any portion of these commissions, fees, and costs. The fixed fees are determined after considering many factors, such as the level and scope of the services, and the client's net worth. Alternatively, MAC may provide services based on an hourly basis, which is generally \$395 per hour.

The fee-paying arrangements for fixed and/or hourly charges will be determined on a case-by-case basis and will be detailed in the signed agreement for services. The client will be invoiced directly for the fixed or hourly fees.

ADDITIONAL INFORMATION CONCERNING FEES

In certain circumstances, advisory fees and account minimums may be negotiable based upon prior relationships as well as related account holdings, cash holdings, and securities specified not to be sold. The fees charged are calculated as described above and are not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

All fees paid to MAC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. Such fees will generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund directly, without the services of MAC. In that case, the client would not receive the services provided by MAC which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to the client's financial condition and objectives. Accordingly, the clients should review both the fees charged by the funds and the fees charged by MAC to fully understand the total amount of fees to be paid by the clients and to thereby evaluate the advisory services being provided.

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Upon client's written authorization, fees will be automatically deducted from the account. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee.

Clients can terminate MAC's Agreement without penalty if done within five (5) business days of signing. Thereafter, Clients can terminate and will receive, where applicable, a prorated refund of any prepaid advisory fees. Such prorated refund will be based upon actual calendar days of services rendered at the time of termination of MAC's services.

Adviser hereby discloses that Adviser is not, but Adviser's representative is an agent/broker with various insurance companies. Such firms pay representatives a commission for the sale of their products. As such, a potential conflict of interest exists between the Adviser's interest and the Clients.

The Adviser may utilize various firms for the execution of securities transactions and to custody assets. In certain cases, Adviser may recommend that clients execute transactions through unaffiliated broker-dealers further described in Item 12(B) of Schedule F. Adviser does not earn any commissions from unaffiliated broker-dealers. In any event, Client is under no obligation to act upon Adviser's recommendations and if the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through Adviser, or any of the unaffiliated broker-dealers listed in Item 12(B) of Schedule F.

REFERRALS TO OTHER INVESTMENT ADVISERS

MAC may refer clients to other Third Party Asset Managers ("TPAMs"), for clients with assets desired to be more aggressively managed where one of the third party money manager investment advisory representatives will design an investment portfolio and provide ongoing corresponding investment management services on a fee-only basis for a percentage of assets, annually not to exceed 3.0% of assets under management.

The third party money managers' annual investment advisory fee shall be pro-rated and paid quarterly, in advance or arrears. The percentage (%) portion of the fee shall be based upon the market value of the assets on the last day of the previous quarter. These third party money managers may in their sole discretion, charge a lesser annual advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, type of services required, account composition, negotiations with client, etc).

MAC shall generally recommend that investment management accounts be maintained at the third party money manager's place of business or another

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unaffiliated service provider. Factors which MAC considers in recommending a third party money manager (or any other investment adviser or other broker-dealer/custodian) to clients include their respective financial strength, reputation, execution, pricing, reporting, research, and service. Prior to MAC referring clients to third party money managers for investment management services, the client will be required to sign a Solicitation Disclosure Statement setting forth the percentage of the client's overall advisory fee to be paid to MAC, that they understand MAC is being paid a fee to refer the client to third party money managers and whether the client's fee will be increased as a result of the solicitation fee paid to MAC.

Item 5

EDUCATION AND BUSINESS STANDARDS

All individuals that render investment advisory services on behalf of the Registrant shall have attained all required investment-related licenses and/or designations.

Item 6

PERSONAL EDUCATIONAL AND BUSINESS BACKGROUND

Randall J. McCuen

Date of Birth: 1960

Educational history: BA in Economics from University of California, Los Angeles in 1985

Past 5 years of business experience:

July, 2007 to Present, CEO and Chief Compliance Officer with MAC Wealth Management

August 1997 to July, 2007, Citigroup Global Markets, Inc., Registered Representative

Items 7B & 8C(9)

OTHER FINANCIAL ACTIVITIES OR AFFILIATIONS

Mr. McCuen is a licensed insurance agent/broker with various companies. In his role as an insurance agent/broker, he may offer commissionable (non-variable) insurance products to MAC's clients for which he may receive compensation. Insurance sales are incidental and may constitute about 2% or less of Mr. McCuen's time.

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Item 9E & Miscellaneous

**PARTICIPATION OR INTEREST IN CLIENTS
TRANSACTIONS/CODE OF ETHICS**

MAC and/or its representatives may buy or sell for their personal account(s) investment products identical to those recommended to clients. It is the expressed policy of MAC that neither MAC, nor its representatives may purchase or sell any individual stock or bond prior to a transaction(s) being implemented for an advisory account. This policy is meant to prevent MAC and/or its representatives from benefiting as a result of transactions placed on behalf of advisory accounts.

MAC has established the following restrictions in order to ensure its fiduciary responsibilities to clients are met:

1) Advisors' representatives shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by their role as an Investment Advisory Representative of MAC, unless the information is also available to the investing public on reasonable inquiry. In no case, shall MAC's representatives prefer their own interest to that of their advisory clients. (1) (2)

2) MAC emphasizes the unrestricted right of its clients to decline to implement any advice rendered.

3) MAC recognizes it must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

Footnotes

(1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of MAC's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with MAC's records in the manner set forth above.

(2) Open-end mutual funds and/or the investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by MAC are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by MAC's Investment policies and procedures.

Item 9E & Miscellaneous
(Continued)

Miscellaneous

INSIDER TRADING

In accordance with Section 204A of the Investment Advisors Act of 1940,

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Miscellaneous

MAC also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by MAC.

PRIVACY STATEMENT

MAC is committed to safeguarding the confidential information of its clients and holds all personal information provided to it in the strictest confidence. These records include all personal information that MAC collects from its clients or receives from other firms in connection with any of the financial services they provide. MAC also requires other firms with whom they deal to restrict the use of client's information. MAC's Privacy Policy is available upon client's engagement of the firm's services or by prior request of the clients.

Miscellaneous

PROXY VOTING

Adviser will not vote proxies on behalf of clients.

Item 10

CONDITIONS FOR MANAGING ACCOUNTS

MAC generally requires a minimum of \$250,000 account size for Investment Supervisory Services clients. This minimum amount may be negotiable in certain circumstances.

Items 12A1,2

INVESTMENT OR BROKERAGE DISCRETION

MAC generally has discretion on client accounts to determine the specific securities to be purchased or sold as well the amount of securities to be purchased or sold.

Item 12B

SUGGESTION OF BROKERS

MAC is not a Registered Representative or a broker/dealer and is not affiliated in any way with Raymond James Financial Services, Inc. (RJFS) or any other broker/dealer. MAC may execute or recommend that clients execute their securities transactions through various firms. The choice of which firm to execute trades through will be determined on the financial strength of the broker or dealer, its reputation, pricing and ability to execute trades in a timely manner. In many cases, securities transactions will be executed through RJFS, an NASD registered Broker/Dealer and SIPC member. It is important to note that RJFS, Member NASD/SIPC does not maintain a supervisory relationship with respect to MAC or its

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Item 13A

representatives. RJFS, Member NASD/SIPC and MAC are separately registered and independently controlled entities.

MAC does not maintain custody of client assets. In all managed account cases, the custodian sends statements at least quarterly to MAC's clients showing all disbursements for the custodian account including the amount of the advisory fees. Clients provide written authorization permitting MAC to be paid directly for their accounts held by the custodian or trustee.

Clients in need of brokerage and custodial services may have RJFS recommended to them.

The client is under no obligation to follow Adviser's recommendation with respect to the use of particular firms and is free to implement Advisers recommendations on their own through another firm.

ADDITIONAL COMPENSATION

MAC may receive research and execution related services from the parties mentioned in Item 12B of Schedule F to assist MAC in managing its accounts. These services and products would include financial publications, software, reporting, pricing information and other products or services. Research and execution related services are offered to all investment advisers who utilize these firms. However, the commissions or other fees charged by these parties may be higher than those charged by a broker who does not provide the aforementioned research and execution related services.

While these individuals endeavor at all times to put the interest of the clients first as part of MAC's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations. RJFS also makes available to MAC other products and services that may benefit MAC and indirectly benefits its clients. These types of services will help MAC in managing and administering client accounts. These include software and other technology that provide access to client account data (i.e. trade confirmations and account statements); facilitate trade executions; provide research, pricing information, and other market data; facilitate in the payment of MAC's fees from its clients' accounts; and assist with back-office functions, record-keeping, and client reporting. Many of these services may be used to service all or a substantial number of MAC's accounts. MAC does not maintain custody of client assets.

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Item 13A

Finally, MAC's investment advisory representatives may receive discounted or free attendance at educational events sponsored by RJFS. The benefits provided may include, but are not necessarily to the cost of travel, lodging

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