



This ADV brochure, dated March 29, 2011,
provides information about the qualifications and business practices of:

MADISON SQUARE INVESTORS LLC

**1180 Avenue of the Americas
New York, New York 10036-8401
www.msiinvestors.com**

If you have any questions about the content of this brochure please contact:

**Tara McAleer
Chief Compliance Officer
Telephone Number: 973-394-4462
Facsimile Number: 973-394-4635
tara_mcaleer@nylim.com**

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. In addition, registration as an investment adviser does not imply a certain level of skill or training. Additional information about Madison Square Investors LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: SUMMARY OF MATERIAL CHANGES

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

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ITEM 4: ADVISORY BUSINESS

OWNERSHIP STRUCTURE AND HISTORY

Madison Square Investors LLC ("MSI") is a wholly-owned subsidiary of New York Life Investment Management Holdings LLC ("NYLIM Holdings") which in turn is a wholly-owned subsidiary of New York Life Insurance Company ("New York Life"). As of February 28, 2011, MSI managed \$11,403,601,624 of client assets on a discretionary basis, and \$112,811,225 of client assets on a non-discretionary basis.

In January, 2009, MSI, formerly the Equity Investments Group division within New York Life Investment Management LLC ("New York Life Investments"), transitioned to a wholly-owned subsidiary of NYLIM Holdings. New York Life Investments, also a wholly-owned subsidiary of NYLIM Holdings, is a related investment adviser registered with the Securities Exchange Commission ("SEC"). Under this structure, MSI maintains autonomous investment processes, but may leverage the resources and services of New York Life Investments. Specifically, certain compliance and other support functions within MSI are supported by the infrastructure within New York Life Investments, including the implementation of MSI's Rule 206(4)-7 Compliance Program.

ADVISORY SERVICES

MSI provides a broad array of investment advisory services to institutions, corporate pension funds, endowments and foundations, Taft-Hartley funds, public funds, private investment funds and a collective trust (see "*Types of Clients*" section below).

Our advisory services are provided by quantitative investment teams organized by equity style groups: Core, Growth, and International. Investment strategies include long-only, 130/30, and absolute return strategies across multiple capitalizations and styles. We invest primarily in domestic and international equity securities. Subject to client guidelines, we may also invest in futures, exchange traded funds, contracts for difference; American Depositary Receipts ("ADRs"); U.S. Government agency securities; repurchase agreements; convertible securities; foreign currencies; and foreign currency contracts. For accounts that permit them, we may also engage in derivatives transactions such as swaps, options, futures and forward contracts.

In most cases, we use a quantitative approach that seeks to achieve targeted returns, while minimizing risk to the portfolio. Each investment team uses models and processes that are unique to each product. The models have quantitative alpha forecasting engines that position the investment teams to capitalize on positive as well as negative forecasts. Our investment teams focus on continuously evaluating the validity of existing models and seeking potential enhancements.

Risk is managed relative to the respective benchmarks using a risk model and optimizer. Our investment teams seek to minimize transaction costs by implementing disciplined and sophisticated trading strategies (see the “*Methods of Analysis, Investment Strategies and Risk of Loss*” section below).

Clients may tailor the investment advisory services noted above. For example, a client may prohibit the purchase of specific securities, or may prohibit the purchase of securities within a specific sector or industry. Client imposed restrictions are detailed in the client’s investment management agreement.

ITEM 5: FEES AND COMPENSATION

FEES

Clients are billed for advisory services according to the fee schedule agreed to by the clients and included in their investment management agreement. Generally, advisory fees are payable either monthly or quarterly in arrears, based on the value of assets under management at the end of the period.

All advisory arrangements may be terminated by the client upon assignment or by either party upon prior written notice according to the termination provisions outlined in the investment management agreement. If a contract is terminated, all advisory fees are subject to pro-rata adjustment based upon the date of termination.

Fee schedules are negotiable and can vary depending on a variety of factors such as the type of client, the size of the account, and the investment program selected. MSI’s typical fee schedules are as follows:

Large-Cap Enhanced Separate Account	First \$25 m - .40% Next \$25m - .35% Next \$50 m - .25% Balance - .20%
Mid-Cap Core Separate Account	First \$10 m - .55% Next \$15m - .50% Next \$25 m - .45% Next \$50 m - .40% Balance - .30%
Small-Cap Core Separate Account	All asset levels - .65%
US Large-Cap Core 130/30, and US Large Cap Growth 130/30 Separate Account	First \$25 m - .80% Next \$25m - .70% Next \$50 m - .50% Balance - .40%

Large Cap Growth Separate Account	First \$25m - .55% Next \$25m - .50% Next \$50m - .45% Balance - .40%
International 130/30 Separate Account	1.10% or .65% and 20% of net profits subject to high watermark
International Equity Separate Account	First \$50m - .50% Next \$50m - .40% Next \$100m - .30% Balance - .20%
US All Cap Equity Market Neutral Separate Account	1.50% per annum and 20% of net profits subject to a high watermark.
Commingled Fund	First \$25m - .40% Next \$25m - .35% Balance - .25%
Collective Trust	All asset levels - .65% Admin expenses capped at .15%

Under certain limited circumstances and with client approval, MSI may also receive compensation based on a percentage of the capital appreciation of the client's assets managed by MSI. Any such performance-based compensation is described in the client's investment management agreement, or in the case of the private funds that MSI manages, in the fund's offering memorandum, which is provided to qualified investors before they invest.

In addition to the management fees described above, there are other fees associated with the management of your account. For example, the custodian for your account, which you independently select, charges a custodial fee that varies by custodian. In addition, the broker-dealers that MSI selects to execute transactions in your account charge a fee. Brokerage and custody fees are not included in the investment management fee that you pay to us. Instead, custodian fees are charged to you separately by your custodian and brokerage fees affect your account during the trade execution process. Please refer to the "*Brokerage Practices*" section below for additional information regarding our process for selecting brokers to execute transactions in client accounts.

In addition, as discussed in the “*Advisory Business*” section above, MSI may invest in exchange traded funds for one or more client accounts. When investing in other investment companies, the client becomes a shareholder of the investment company and bears its proportionate share of the investment company’s management fee and other expenses. Such fees and other expenses are in addition to the advisory fees described above. With respect to the registered investment companies that we sub-advise (see the “*Types of Clients*” section below), we receive an asset-based fee from the investment advisers to those investment companies which is paid by the investment adviser out of its’ management fees. These fees are described in the respective fund’s Prospectus and Statement of Additional Information.

COMPENSATION

There may be instances where our supervised persons recommend that an advisory client, or prospective advisory client, invest in either *The MainStay Funds* or in a private fund that we sponsor. When this occurs, neither MSI nor any of our supervised persons receive asset-based compensation for the sales that result from these recommendations.

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

As described in the “*Fees and Compensation*” section above, under certain limited circumstances and with client approval, MSI may receive compensation based on a share of the capital appreciation of the client’s assets managed by MSI. Because we charge certain accounts a performance-based fee that may be higher than the asset-based fee we charge to our other accounts, our portfolio managers may have an incentive to favor performance-based fee paying accounts over other accounts, resulting in a potential conflict of interest.

In order to address these potential conflicts of interest, MSI has adopted certain trading procedures that are intended to ensure that all client accounts are treated fairly and equitably. Under these procedures, orders are typically allocated pro-rata, and it is not permissible to allocate or re-allocate an order to enhance the performance of one account over another. It is also not permissible to favor any account over another when allocating trades (see the “*Brokerage Practices*” section below). Compliance with these requirements is monitored as part of our supervisory review process.

ITEM 7: TYPES OF CLIENTS

MSI provides various types of investment advisory services to institutions, corporate pension funds, endowments and foundations, Taft-Hartley funds, public funds, private investment funds and a collective trust. The minimum initial account size for managed accounts typically ranges from \$1,000,000 to \$50,000,000, depending on the product and investment vehicle.

MSI also provides subadvisory services to affiliated and unaffiliated registered investment companies. These affiliated mutual funds are offered under the name “*The MainStay Funds*” and include: MainStay Funds Trust (File No. 811-22321), The MainStay Funds, (File No. 811-4550); Eclipse Funds Inc., (File No. 811-06175); Eclipse Funds, (File No. 811-04847), MainStay VP Series Fund, Inc., (File No. 811-03833). The unaffiliated mutual fund is the Wilshire Trust (File No. 811-07917). For additional information regarding investment strategies and associated risks for these mutual funds, please refer to each fund’s Prospectus and Statement of Additional Information.

MSI is the sole member of the general partner of a private investment fund that it manages and may solicit clients to invest in this fund.

Finally, MSI provides subadvisory services to its affiliate, McMorgan & Company LLC (“McMorgan”), (File No. 801-60509), an investment adviser registered with the SEC.

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

As noted in the “*Advisory Services*” section above, MSI’s advisory services are provided by quantitative investment teams organized by equity investment style groups known as: Core, Growth, and International. Investment strategies include long-only, 130/30, and absolute return strategies across multiple capitalizations and styles. The most significant of these strategies include:

- S&P 500 Index: seeks to provide investment results that correspond to the total return performance (reflecting reinvestment of dividends) of common stocks in the aggregate, as represented by the S&P 500 Index.
- Large-Cap Enhanced: seeks to outperform the S&P 500 Index by 100 basis points annually, after fees, through the implementation of our quantitative model.
- Mid-Cap Core: seeks to outperform the Russell Midcap Index by 200-400 basis points annually, after fees, through the implementation of our quantitative model.
- Large-Cap Growth: seeks to outperform the Russell 1000 Growth Index over a full market cycle with the goal of maintaining a market beta and tracking error between 4-6%.
- Large-Cap Core 130/30: seeks to outperform the Russell 1000 Index over a market cycle by investing both long and short in U.S. equities.

- Large-Cap Growth 130/30: seeks to outperform the Russell 1000 Growth Index over a three to five year period with an ex-ante tracking error of 3% to 5%.
- International 130/30: seeks to outperform the MSCI EAFE Index, by 3% annually, after fees.

INVESTMENT PROCESS

The investment process for all MSI investment strategies can be described in three steps: 1) a multi-factor stock selection model ranks the stock selection universe in order of attractiveness; 2) a quantitative portfolio construction method selects active portfolio weights by balancing expected returns and expected risks of individual stocks; and 3) a systematic trading approach balances opportunity cost versus market impact.

All stock selection models combine factors based upon fundamental and technical factors. Our analysts are well-versed in theoretical and empirical finance, economics and capital market structures. Models are refreshed utilizing quantitative methods and the latest information from data sources.

Each investment team has a clearly defined portfolio construction process. In many cases, this involves the use of a mathematical optimization approach that constructs a portfolio with the highest expected return with the targeted amount of portfolio risk. As part of their process, each investment team uses commercial portfolio optimization software that takes into account the expected excess return forecasts, factor weights, risk constraints and any client specific investment policy guidelines in order to construct portfolios.

The objective of MSI's rebalancing strategy is to strike the optimal balance between keeping the portfolio current with fresh alpha opportunities and achieving efficient trading costs, which encompasses both market impact and actual trading costs. Our investment teams take advantage of algorithmic and other systematic strategies that typically allow them to implement trades at reduced costs.

Our long-only strategies are benchmarked against well-known benchmarks and the portfolio managers do not use leverage or short positions.

With respect to our 130/30 strategies, the investment team seeks to maintain an approximate net 100% long exposure to the equity market (long market value less short market value) and will generally hold long positions equal to 130% and short positions equal to 30%. However, long and short positions may vary over time, and long equity positions generally may range from 120% to 140%, and corresponding short equity positions may range from 20% to 40%.

RISK OF LOSS

You should be aware that there are certain material risks associated with investing in the investment strategies described above. These risks include (without limitation):

- *Market Changes Risk* (applies to each strategy): The value of the strategy's investments may change because of broad changes in the markets in which the strategy invests or poor security selection, which could cause the strategy to underperform other strategies with similar objectives.
- *Common Stock Risk* (applies to each strategy): Investments in common stocks and other equity securities are particularly subject to the risk of changing economic, stock market, industry and company conditions and the risks inherent in the portfolio managers' ability to anticipate changes that can adversely affect the value of the strategy's holdings.
- *Growth Stock Risk* (applies to Large Cap-Enhanced, Mid-Cap Core, Large-Cap Growth, Large-Cap Core 130/30, Large-Cap Growth 130/30): If growth companies do not increase their earnings at a rate expected by investors, the market price of the stock may decline significantly, even if earnings show an absolute increase. Growth company stocks also typically lack the dividend yield that may cushion falling stock prices in market downturns.
- *Value Stock Risk* (applies to Large-Cap Enhanced, Mid-Cap Core, Large-Cap Core 130/30): Value stocks may never reach what the portfolio management team believes is their full value or that they may go down in value. In addition, different types of stocks tend to shift in and out of favor depending on market and economic conditions, and therefore the strategy's performance may be lower or higher than the performance of strategies that invest in other types of equity securities.
- *Short Term Trading Risk* (applies to Large-Cap Enhanced): Due to its trading strategies, the strategy may experience a portfolio turnover rate of greater than 100%. Strategies with high turnover rates (over 100%) often have higher transaction costs and may generate short-term capital gains.
- *Mid-Cap Stock Risk* (applies to Mid-Cap Core, Large-Cap Growth, Large-Cap Growth 130/30): Stocks of mid-cap companies may be subject to greater price volatility, significantly lower trading volumes, cyclical, static or moderate growth prospects and greater spreads between their bid and ask prices than stocks of larger companies. Because these companies frequently rely on narrower product lines and niche markets, they may suffer isolated setbacks.

- *S&P 500® Index Risk* (applies to S&P 500): If the value of the S&P 500® Index declines, the net asset value (“NAV”) of shares of the strategy will also decline. The strategy's ability to mirror the S&P 500® Index may be affected by, among other things, transaction costs; changes in either the makeup of the S&P 500® Index or the number of shares outstanding for the components of the S&P 500® Index; and the timing and amount of contributions to, and redemptions from, the strategy by shareholders.
- *Derivatives Risk* (applies to S&P 500, Large-Cap Core 130/30, Large-Cap Growth 130/30, International 130/30): The strategy may lose money using derivatives, regardless of the purpose for using such instruments. Using derivatives may increase the volatility of the strategy's NAV, and the risk assumed as a result of a derivatives investment may be larger than the size of the investment itself.
- *Short Selling Risk* (applies to Large-Cap Core 130/30, Large-Cap Growth 130/30, International 130/30): 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. The strategy will have substantial short positions and must borrow those securities to make delivery to the buyer. The strategy may not be able to borrow a security that it needs to deliver or it may not be able to close out a short position at an acceptable price and may have to sell related long positions before it had intended to do so. Thus, the strategy may not be able to successfully implement its short sale strategy due to limited availability of desired securities or for other reasons.

The strategy also may be required to pay a premium for a security and other transaction costs, which would increase the cost of the security sold short. The amount of any gain will be decreased, and the amount of any loss increased, by the amount of the premium, dividends, interest or expenses the strategy may be required to pay in connection with the short sale.

Until the strategy replaces a borrowed security, it is required to maintain a segregated account of cash or liquid assets with a broker or custodian to cover the strategy's short position. Generally, securities held in a segregated account cannot be sold unless they are replaced with other liquid assets. The strategy's ability to access the pledged collateral may also be impaired in the event the broker fails to comply with the terms of the contract. In such instances the strategy may not be able to substitute or sell the pledged collateral.

Additionally, the strategy must maintain sufficient liquid assets (less any additional collateral pledged to the broker), marked-to-market daily, to cover the short sale obligations. This may limit the strategy's investment flexibility,

as well as its ability to meet redemption requests or other obligations.

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. By investing the proceeds received from selling securities short, the strategy could be deemed to be employing a form of leverage, which creates special risks. The use of leverage may increase the strategy's exposure to long equity positions and make any change in the strategy's NAV greater than it would be without the use of leverage. This could result in increased volatility of returns. There is no guarantee that the strategy will leverage its portfolio, or if it does, that any such leveraging strategy will be successful.

Regulatory authorities in the U.S. or other countries may restrict the ability of the strategy to fully implement its short-selling strategy, either generally, or with respect to certain industries or countries, which may impact the strategy's ability to fully implement its investment strategies.

- *Foreign Securities Risk* (applies to International 130/30): Investments in foreign securities are subject to risks that differ in certain ways from those of U.S. issuers. These risk factors 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.

Investments in foreign securities may involve difficulties in receiving or interpreting financial and economic information, imposition of taxes, higher brokerage and custodian fees, currency rate fluctuations or exchange controls or other government restrictions, including seizure or nationalization of foreign deposits or assets. Also, it may be difficult to invoke legal protections across borders.

The strategy may also incur higher expenses and costs when making foreign investments, which could affect the strategy's total return. The risks of investing in foreign securities in emerging market countries are likely to be greater than in foreign countries with developed securities markets and more advanced regulatory regimes. Among other things, emerging market countries may have economic structures that are less mature and political systems that are less stable. Moreover, emerging market countries may have less developed securities markets, high inflation, and rapidly changing interest and currency exchange rates. Exchange rate movements may be large and may endure for extended periods of time, affecting either

favorably or unfavorably the value of the strategy's assets.

ITEM 9: DISCIPLINARY INFORMATION

There are no legal or disciplinary events involving MSI that are material to our advisory business or to the management of your account to report at this time. In the event that MSI has been engaged as a subadviser to your account, please refer to the Form ADV of the investment adviser for a description of material disciplinary events, if any, involving such investment adviser.

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:

Broker-dealers

Some of our employees, including some of our executive officers, are registered with the Financial Industry Regulatory Association (FINRA) as representatives and principals of NYLIFE Distributors LLC. NYLIFE Distributors is our affiliate and is registered as a broker-dealer with the SEC.

We serve as the subadviser for various registered investment companies known as *The MainStay Funds*, which are advised by New York Life Investments. NYLIFE Distributors serves as the principal underwriter and distributor of *The MainStay Funds*. In limited circumstances, our employees may recommend that our clients purchase *The MainStay Funds*.

In addition, certain of our employees may sell interests in pooled investment vehicles, also known as *Private Investment Funds*, to institutional clients. These *Private Investment Funds* are not required to be registered with the SEC as investment companies. At times, we may manage certain of these *Private Investment Funds*, or they may be managed by certain of our affiliated investment advisers.

Other than for transactions involving *Private Investment Funds* and *The MainStay Funds*, we do not use affiliated broker-dealers to execute securities transactions for our clients.

Investment Companies and Other Pooled Investment Vehicles

We serve as a subadviser for *The MainStay Funds*. We may also offer or serve as adviser or subadviser to *Private Investment Funds* from time to time. Conflicts may arise as to the allocation of investment opportunities among *The MainStay Funds*, the *Private Investment Funds* and our other clients. We have Allocation Procedures in place to make sure that all of our clients are treated fairly and that no client's account receives preferential treatment

in the allocation of investment opportunities. (see the “*Brokerage Practices*” section below).

Investment Advisers

We have material relationships with the following affiliated federally registered investment advisers:

- New York Life Investments (File No. 801-77396): As noted in the “*Advisory Services- Ownership Structure*” section above, certain compliance and other support functions within MSI are supported by the resources and services of New York Life Investments. In addition, MSI serves as subadviser to New York Life Investments in connection the management of certain portfolios of *The MainStay Funds*.
- McMorgan (File No. 801-60509) is a federally registered investment adviser that provides direct investment management services. MSI provides subadvisory services to certain institutional clients advised by Morgan.

In addition, MSI has entered into an agreement with Morgan to compensate it for solicitation and other client-related services for MSI clients and prospective clients in the Taft-Hartley market (see the “*Client Referrals and Other Compensation*” section below).

From time to time, we may enter into arrangements with our affiliated investment advisers to recommend clients to each other. 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 comply with the requirements of the SEC’s cash solicitation rule to the extent that they apply. This rule requires a written agreement between the investment adviser and the person soliciting clients on its behalf. The rule may also require in certain circumstances that the soliciting person provide a disclosure document to the potential client at the time that the solicitation is made. 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.

Banking Institution

MSI provides investment advisory services to New York Life Trust Company, a related person and a New York State chartered trust company, for a collective investment trust. Some officers and employees of MSI are also officers, employees or directors of New York Life Trust Company.

Insurance Company or Agency

MSI is a wholly-owned, indirect subsidiary of New York Life and may, at times, provide investment advice to certain New York Life accounts including separate accounts that are investment vehicles for the assets of pension and profit-sharing plans. New York Life may also invest in the *Private Investment Funds* that we or our affiliates manage.

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

CODE OF ETHICS AND PERSONAL TRADING

MSI has a fiduciary relationship with our clients that requires that we and our employees place the interests of our clients first and foremost. As such, our Code of Ethics (“Code”) covers all employees and sets forth guidelines that promote ethical conduct generally. The Code also provides employees with specific guidance about conflicts of interest, board memberships, outside business activities, insider trading, personal trading and gifts and entertainment. A copy of our Code can be obtained by sending a written request to:

Madison Square Investors LLC
1180 Avenue of the Americas
New York, NY 10036
Attention: Tara McAleer, Chief Compliance Officer

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

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

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

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

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

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

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

In the ordinary course of providing its investment advisory services, MSI may recommend that clients purchase or sell securities or interests in which our affiliates have a material financial interest. For example:

- We may purchase or sell shares of affiliated mutual funds, *The MainStay Funds*, for client accounts.
- We may recommend investments to our clients that the clients of our advisory affiliates also own.
- We or an affiliate may serve as the general partner for a pooled investment vehicle that we advise and recommend to clients and that charges a performance-based management fee.
- We may, at times, provide investment advice to certain New York Life accounts including separate accounts that are investment vehicles for the assets of pension and profit-sharing plans. At times, we may recommend that clients purchase or sell securities that are held in these affiliated accounts.

As a result of these recommendations and potential transactions, potential conflicts of interest could arise between us and our clients. These potential conflicts may include:

- Preferential allocation of investment opportunities to client accounts that pay a performance-based management fee.
- Using information concerning transactions in our advisory affiliate's client accounts, or in *The MainStay Funds*, to the benefit of our client accounts.
- Placing trades for affiliated accounts, if any, before or after trades for our other accounts to take advantage of (or avoid) market impact.
- Unfair allocation of limited investment opportunities between our affiliated and unaffiliated accounts.

To mitigate these potential conflicts of interest, MSI has adopted several trading procedures that are intended to ensure that all client accounts are treated fairly and equitably (see the "*Brokerage Practices*" section below).

In addition, to address potential conflicts of interest across affiliates, each adviser affiliate operates independently with respect to investment strategy, trading and operations. Furthermore, affiliates are generally not privy to another affiliate's information (i.e.

investment decisions, research, client information) that may potentially pose conflicts of interest. Specifically, MSI has established information barrier policies between MSI and its affiliated advisers that serve to limit the dissemination of material non-public information. In the event such information is shared, appropriate controls are placed around the information in order to limit any potential conflicts of interest.

ITEM 12: BROKERAGE PRACTICES

BROKERAGE PRACTICES

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

- Security price and spreads;
- Commission rates, if applicable;
- Pre-trade and post-trade analysis;
- Available Algorithm Performance;
- Size of the order;
- Integrity, reputation, financial responsibility and stability;
- Market knowledge and ability to understand trading characteristics of the security and overall performance (i.e., trading expertise);
- Nature and extent of services and frequency of coverage;
- Ability of counterparty to execute in desired volume and act on a confidential basis;
- Willingness of the Broker to commit capital;
- Access to underwritten offerings and secondary markets;
- Operational efficiency and facilities that the broker makes available (including trading networks, access to multiple floor brokers and markets, and significant resources for positioning as principals); and
- Nature and extent of services (i.e. proprietary research and access to third party research).

When selecting broker-dealers to execute transactions on behalf of our clients' accounts, our policy is to seek to obtain the best net results based on the factors noted above. This is commonly referred to as "best execution." After due consideration is paid to all of these factors, it may be in a client's best interest to pay a higher commission, spread or other compensation in order to receive best execution. We continually evaluate brokerage activity and periodically may re-negotiate commission rates.

We may also effect transactions in over-the-counter (OTC) securities directly with principals or market makers by paying a mark-up within the spread of the bid and ask prices of the security and without incurring a commission charge. In addition, we may effect transactions in OTC securities on an agency basis when liquidity permits. The purchase price of an OTC security acquired in an agency transaction could include compensation to the broker-dealer in the form of a mark-up relative to the broker-dealer's original cost in addition to a commission.

When selecting a broker-dealer, we do not consider its referral of clients to us. We also do not consider its sale of shares of *The MainStay Funds* or of any private funds that we or any of our affiliates advise. 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

Under certain circumstances, our clients may direct us to use certain broker-dealers to execute trades for their account, or they may designate the commission rates to be paid. These types of requests from a client may relate to all of the transactions in the client's account, a specific portion of transactions in its account, or the client 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 the most favorable execution of transactions for that client. Clients who direct us to execute their trades with certain broker-dealers or with certain types of broker-dealers may lose the benefit of more favorable commission rates or otherwise 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 occurs before or after we have completed the execution of other transactions in that security for other clients.

A directed trade may be executed directly with the broker-dealer or it may be "stepped out" to that broker-dealer. 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 providing execution services would differ from a particular client's directed broker.

SOFT DOLLARS

MSI receives brokerage and research services from broker-dealers that execute portfolio transactions for clients, and from third parties with which such broker-dealers have arrangements. The brokerage commissions that are used to acquire research in these types of arrangements are known as "soft dollars."

MSI uses agency transactions, including OTC agency transactions, to generate soft dollar credits in order to pay for “soft dollar” services. It is our policy that when several brokers can satisfy our obligation to obtain “best execution,” we may place orders with brokers that provide us with brokerage and research services and products. This may be done either directly or through third parties with which these broker-dealers have arrangements, subject to applicable legal requirements.

The nature of the “soft dollar” products and services provided to MSI by brokerage firms varies from time to time, but generally includes, among other information, the following:

- Current and historical financial data concerning particular companies and their securities.
- Information and analysis concerning portfolio strategy, securities markets and economic and industry matters.
- Data on pricing and availability of securities.
- Technical and statistical models and studies dealing with various investment opportunities, values, risks and trends.

As a result of our soft dollar practices, we may cause clients to pay commissions or mark-ups or mark-downs higher than those charged by other broker-dealers in return for soft dollar benefits. This is known as “paying up”. Generally, all of our clients' accounts that trade equities are used to generate soft dollar credits to pay for the above described services. Nonetheless, we seek to generally correlate services paid with soft dollar commissions with those services that are applicable to the specific strategies. As such, commissions generated by passively managed accounts are typically not used to pay for services benefiting only actively managed accounts.

An inherent conflict of interest exists with respect to the use of soft dollars because of our ability to purchase certain products and services on a cash basis using our own resources. Thus, we have an incentive to disregard our best execution obligation when directing transactions and an incentive to generate more trades to earn soft dollar credits for services. To manage this conflict, soft dollar services are reviewed to determine in good faith that the amount of commissions paid is reasonable in relation to the value of the brokerage and research services provided. In addition, we only enter into soft dollar arrangements for services and products that qualify under the “safe harbor” provisions set forth in Section 28(e) (“Section 28(e)”) of the Securities Exchange Act of 1934, as amended.

MIXED-USE SERVICES

As noted above, we only use client brokerage commissions and pay mark-ups and mark-downs to pay for brokerage and research products and services that are eligible under Section 28(e). Sometimes, a portion of the brokerage and research products and services we use are eligible under Section 28(e) and another portion is not eligible. These are referred to as “mixed-use” products and services.

In the case of “mixed-use” products and services, we will make cash payments for the non-eligible Section 28(e) portion. Because we benefit to the extent that client brokerage commissions pay for the products and services, our receipt of these mixed-use products and services and our determination of the appropriate allocation between our cash payments and client brokerage commissions create a conflict of interest. We make a good faith allocation between the research and non-research use of services and use our own funds to pay for the percentage of the service that is used for non-research purposes.

AGGREGATION AND ALLOCATION

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. It is the trader’s responsibility to determine whether aggregation is appropriate for orders sent to the trading desk. Generally, concurrently open orders with similar instructions will be aggregated. The following, however, are examples of situations where the trader may decide that aggregation is not appropriate:

- Commingled limit and market orders, unless the prices at which the market orders have been executed are at least as favorable as the limit price;
- Principal basket trades with limit or market orders;
- Subsequent to a principal basket trade being sent to brokers dealers for their bids, an order is placed for the same security or securities;
- Orders that are significantly smaller than concurrently open orders for the same security, if determined that aggregation would not be consistent with best execution (with respect to the small client) and that there is no indication of front-running or other suspicious activity;
- Orders with special instructions that differ from one another;
- Lack of similar accounts due to portfolio limitation constraints; and
- Trades executed for an account-specific reason, e.g. investing or raising cash, correction of a trade error.

When we allocate bunched trades to client accounts, we do not favor the interest of one client over another. We allocate aggregated orders to accounts pro-rata based on the size of each eligible account. Using this methodology, each account receives the average unit price and bears its pro-rata share of transaction costs. With respect to partial fills, if an order is placed for one or more clients on a particular day and that order is not fully completed, then at the end of the trading day the amount that did “fill” is treated as a completed transaction. The partially filled order is then allocated pro-rata by the trader to each account.

ITEM 13: REVIEW OF ACCOUNTS

MONITORING

MSI continuously monitors all managed accounts in an effort to ensure that client objectives are being achieved. Each MSI investment team has primary responsibility for reviewing the accounts it manages, including reviewing the appropriateness of portfolio holdings and transactions in light of each account's investment objectives, guidelines and restrictions.

Investment teams hold meetings frequently to discuss portfolio positions, strategies, trends and quantitative factors. MSI's Investment Committee also conducts quarterly strategy reviews which typically include a review of portfolio holdings, characteristics, and account performance versus portfolio benchmarks.

In addition, a supervisor or his delegate reviews all MSI trading activity to ensure that all trading has been conducted in accordance with the firm's policies and procedures. In all cases, accounts are subject to review by Compliance Personnel who monitor account trading on a daily basis with the assistance of the Charles River Development Trading System ("CRD"). CRD is our front-end trade order management and compliance system that incorporates pre-trade and post-trade compliance testing against account restrictions. Our Compliance Personnel review and investigate any alerts or breaches identified by the system.

Our Broker Review Committee also oversees our brokerage and trading practices as well as our soft dollar program. The Broker Review Committee typically meets on a quarterly basis and consists of portfolio managers, traders, research analysts, operations and compliance personnel. The Committee reviews the quality of services received from brokers taking into account factors such as coverage, research, and execution. Actual brokerage activity relative to the projected brokerage activity is reviewed and activity that is not consistent with the related projections is discussed. In addition, the Broker Review Committee, with the assistance of the portfolio managers, reviews each soft dollar service to confirm that the soft dollar commissions are reasonable in light of the value of services being provided.

Finally, with respect to custodial reconciliations, our Portfolio Administration Operations Manager assigns a portfolio accountant (independent of the trading and investment functions) to each client account. On a daily basis the accountant reconciles our records for cash, transactions, and holdings to the custodian bank's records, and researches and resolves any discrepancies. A significant portion of this daily reconciliation process has been automated to avoid mistakes and to reinforce controls. These reconciliations are also reviewed and approved by the Portfolio Administration Supervisor on a monthly basis. All position and cash transaction reconciliation breaks are recorded and tracked via Aged Breaks reporting, and aging and resolution status are reviewed and approved by the Portfolio Administration Supervisor on a weekly basis. Our Operations team also

downloads trades electronically from the trading system to the portfolio accounting system, and electronically matches trades to broker confirms.

CLIENT REPORTING

The content and frequency of client reports varies by client. MSI typically discusses a client's reporting requirements as part of the contract negotiations. Generally the client's requirements are included in the investment management agreement signed by MSI and the client. Our client reports typically include portfolio holdings, transaction and performance information, and may include information covering capital markets and portfolio outlook. Customized reporting is typically provided as frequently as desired by clients.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Currently, MSI has entered into an agreement with McMorgan & Company LLC, a federally registered investment adviser that is affiliated with MSI. Under this agreement, MSI compensates McMorgan for solicitation and other client-related services that McMorgan provides to MSI's existing clients and prospective clients in the Taft-Hartley market. Under the agreement, MSI pays a portion of its advisory fee to McMorgan. Also, MSI may enter into agreements to pay McMorgan a share of incentive or performance fees paid to MSI by such clients.

From time to time, we may also enter into agreements with our affiliated investment advisers to refer clients to each other. In this case we may pay or receive a cash fee for such referrals. If we pay or receive a cash fee for client referrals, we comply with the requirements of the SEC's cash solicitation rule to the extent that they apply.

ITEM 15: CUSTODY

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

In rare cases, we may be deemed to have indirect custody of a client's account either because the account is custodied with an affiliate, or because we can deduct management fees directly from their account. When we are deemed to have indirect custody of a client's account, we comply fully with the custody rules under the Investment Advisers Act of 1940.

ITEM 16: INVESTMENT DISCRETION

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

Client imposed restrictions are detailed in the client's investment advisory agreement. Prior to boarding a new client account, we obtain all necessary information to ensure that the account, including any relevant restrictions, is properly established on our trading and accounting systems.

ITEM 17: VOTING CLIENT SECURITIES

MSI has adopted a Proxy Voting Policy. This Policy is designed to ensure that all proxies are voted in the best interest of our clients without regard to our interests or the interests of our affiliates.

To assist us in researching and voting proxies, we have engaged Institutional Shareholder Services ("ISS") which is a third party proxy service provider. Where a client has contractually delegated proxy voting authority to us, we vote proxies in accordance with ISS' standard voting guidelines unless the client provides us with alternative guidelines. Alternative guidelines must be detailed in the client's investment advisory agreement.

A portfolio manager can override an ISS voting recommendation if he/she believes it is in the best interest of our clients to vote otherwise. To override an ISS recommendation, the portfolio manager must submit a written override request to our Compliance Department. Upon receipt of an override request, Compliance reviews the request to determine whether any potential material conflict of interests exist between us and our clients.

Material Conflicts may exist when we or one of our affiliates:

- Manages the issuer's or proponent's pension plan.
- Administers the issuer's or proponent's employee benefit plan.
- Provides brokerage, underwriting, insurance or banking services to the issuer or proponent.
- Manages money for an employee group.

Additional Material Conflicts may exist if one of our executives is a close relative of, or has a personal or business relationship with:

- An executive of the issuer or proponent.
- A director of the issuer or proponent.
- A person who is a candidate to be a director of the issuer.
- A participant in the proxy contest.
- A proponent of a proxy proposal.

If a potential conflict exists, Compliance refers the override requests to our Proxy Voting Committee for appropriate resolution. The Proxy Voting Committee considers the facts and circumstances of the potential conflict, and determines how to vote. This determination could include: permitting or denying the override request; delegating the vote to an independent third party; or obtaining voting instructions from the client.

Clients of MSI wishing to obtain a copy of our proxy voting policies and procedures or information as to how proxies were voted for securities held in their account, should send a written request to:

Madison Square Investors LLC
1180 Avenue of the Americas
New York, NY 10036
Attention: Tara McAleer, Chief Compliance Officer

ITEM 18: FINANCIAL INFORMATION

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

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

MSI is registered with the SEC and provides notice filings to certain states. We are not registered with any state securities authorities.