
Item 1. Cover Page

FIRM BROCHURE

Moelis Capital Partners LLC

March 2018

This brochure provides information about the qualifications and business practices of Moelis Capital Partners LLC.

If you have any questions about the contents of this brochure, please contact us at (917) 719-5700 or email: marie.bober@moelisam.com.

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

Additional information about Moelis Capital Partners LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2. Material Changes

There have been no material changes to the brochure.

Item 3. Table of Contents

Contents

Item 2.	Material Changes	2
Item 3.	Table of Contents	2
Item 4.	Advisory Business	4
Item 5.	Fees and Compensation	5
Item 6.	Performance-Based Fees and Side-by-Side Management.....	7
Item 7.	Types of Clients.....	8
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	8
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	Error! Bookmark not defined.
Item 13.	Review of Accounts.....	24
Item 14.	Client Referrals and Other Compensation.....	25
Item 15.	Custody	25
Item 16.	Investment Discretion.....	25
Item 17.	Voting Client Securities.....	26
Item 18.	Financial Information	26

Item 4. Advisory Business

A. General Description of Advisory Firm

Moelis Capital Partners LLC (“MCP”) is a New York, New York-based investment advisory firm founded in 2007 by Kenneth Moelis. Moelis Capital Partners LLC is registered as an “investment adviser” under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and is a wholly-owned subsidiary of Moelis Asset Management LP.

MCP is the managing member of the general partner and the oversight adviser of the Moelis Capital Partners Opportunity Fund I, LP, Moelis Capital Partners Opportunity Fund I-A, LP, Moelis Capital Partners Opportunity Fund I-B, LP, and Moelis Capital Partners Opportunity Fund I-B-A, LP, each a Delaware limited partnership, (the “Moelis Funds”). In January 2016, the managing partners and investment team of MCP spun off into a separate, independently owned, registered investment adviser, NexPhase Capital Partners LLC (“NexPhase”). NexPhase has primary responsibility for the Moelis Funds and co-investment vehicle regulatory compliance as investment adviser.

NexPhase provides management of the Funds with similar advisory services as prior to the spin out to: (i) the Moelis Funds, and (ii) to a series of alternative investment vehicles (“AIVs”) that hold investments made by co-investors or the Moelis Funds. Please refer to the NexPhase Form ADV for additional information regarding its operations.

As used in this brochure:

- “MCP” refers to Moelis Capital Partners LLC and its investment advisory business
- “NexPhase” refers to NexPhase Capital Partners LP;
- the “Moelis broker-dealer” refers to Moelis & Company LLC;
- the “Moelis Funds” or “Funds” refers to Moelis Capital Partners Opportunity Fund I, LP, Moelis Capital Partners Opportunity Fund I-A, LP, Moelis Capital Partners Opportunity Fund I-B, LP, and Moelis Capital Partners Opportunity Fund I-B-A, LP, each a Delaware limited partnership; and
- the “Moelis clients”, “its clients” and “MCP clients” refer to the Moelis Funds, participants in co-investments, and vehicles formed to effect investments.

A. Description of Advisory Services

MCP provides investment oversight to the Moelis Funds regarding the selection, monitoring and realization of each Fund’s investments. The oversight advice MCP provides to its clients is limited to private equity investment programs conducted by the Moelis Funds and the co-investments. Generally, MCP provides assistance to the General Partner of the Moelis Fund(s) with respect to the oversight of strategic planning, identifying potential investments, screening and referring potential investments to the Moelis Fund(s), reviewing strategies for exit from investments, monitoring the performance of investments, with the assistance of NexPhase. NexPhase will work with the portfolio companies directly and provide managerial, advisory, and administrative

assistance to the portfolio companies under the direction of the Moelis Fund(s) General Partner.

The relationship between MCP and NexPhase with respect to each Moelis Fund is governed by the Advisers Act as well as the governing documents of each Moelis Fund and the terms of the investment advisory agreements. NexPhase performs the primary advisory services to the Moelis Funds. The relationship between NexPhase and MCP is governed by a subcontractor's agreement and the NexPhase and MCP advisory agreements along with fund offering documents as applicable to the Moelis Funds. NexPhase is an investment adviser registered under the Advisers Act. Please see the NexPhase Form ADV for additional information regarding its operations.

Investment in the Moelis Funds is currently closed, but was previously privately offered only to qualified purchasers, institutional investors and eligible high-net-worth individuals. The Moelis Funds primarily participate in private equity and equity-related investments in companies operating in the middle-market with EBITDA of at least \$7 million, including, for example, leveraged or management buyouts, recapitalizations, and minority equity investments. The co-investments generally offer opportunities to participate alongside the Moelis Funds in their investments.

The relationship between MCP and NexPhase with respect to each participant in the co-investments is governed by either the subscription agreement pursuant to which the co-investment participant subscribed to the co-investment or other formation documents. Co-investments are now managed primarily by NexPhase.

B. Availability of Tailored Services for Individual Clients

Advisory services are tailored to the investment strategies of the Moelis Funds and the participants in co-investments. Investment restrictions are imposed in the governing agreements for the Moelis Funds and co-investments, as specifically negotiated with investors.

C. Wrap Fee Programs

MCP does not offer any wrap fee programs.

D. Client Assets Under Management

As of December 31, 2017, MCP had discretionary management oversight of \$467,122,826 of client assets in the Moelis clients.

Item 5. Fees and Compensation

A. Advisory Fees and Compensation

NexPhase, as primary provider of advisory services to the Moelis clients receives all management fees and compensation from the Moelis Funds as paid to MCP.

MCP retains no portion of the management fees earned for its limited oversight role. The General Partner, for which MCP is a managing member, will receive performance based compensation as

described in Moelis client official disclosure documents.

Management fees, performance fees and other fees are described in detail in the Fund limited partnership agreement (or analogous organizational document) of each Moelis Fund, separate investment and advisory, investment management or portfolio management documents, or side letters with investors in a Moelis Fund (together, the “Governing Documents”) and investor offering documents. Generally, charges are between a one and a half and two percent management fee annually on aggregate capital commitments and/or aggregate capital contributions in addition to a performance fee. Please refer to your Moelis Fund(s) Governing Documents for a complete description of MCP fees and charges for your specific investment.

The management fee for the co-investments is typically one (1) percent of the co-investor’s commitment or amount invested; however, each fee was negotiated with each investor.

B. Payment of Fees

Management fees are deducted from the assets of the Moelis Fund quarterly in advance and collected by MCP before being passed through to NexPhase. MCP oversees the collection of fees as part of its oversight role. Each participant in the co-investments typically pays a sponsor fee based on the amount of the participant’s capital contributions to the co-investments. These sponsor fees are paid in advance out of each participant’s capital contribution, and are generally collected on a quarterly basis.

“Carried interest” or performance fees are assessed periodically according to each Fund’s and each co-investment vehicle’s governing documents, and in the discretion of the general partner or control vehicle of the applicable fund or co-investment vehicle. These fees are typically paid out of cash otherwise distributable to investors, such as the use of proceeds from a portfolio investment by the Moelis clients.

No additional fees will be charged to investors as a result of the relationship between MCP and NexPhase.

C. Other Fees and Expenses

Other fees may be paid to NexPhase or to a Moelis Fund’s general partner, managing member, or affiliates. These fees include finders, break-up, monitoring, advisory, directors’, organizational, set-up, investment banking, underwriting, syndication and similar fees. There may be fees relating to deal sourcing and diligence, including expenses relating to the use of operating partners and executive advisory board members for deal sourcing, diligence, and company management consulting. These fees may be substantial. A certain portion of these fees may offset the management or sponsor fees otherwise payable by investors in the Moelis Funds or participants in the co-investments. These potential fee arrangements are disclosed in the private offering materials and Governing Documents for each particular private offering.

Each AIV comprising a co-investment will reimburse it and its affiliates for each such vehicle’s customary operating expenses. These expenses include, but are not limited to, audit fees, insurance, indemnity or litigation expenses, taxes, filing fees or other governmental charges, and counsel and accountant fees. Moreover, each Moelis Fund must reimburse either MCP or NexPhase for

customary operating expenses, depending the origination of the initial outlay, as the Governing Documents of each fund more fully describe.

In addition, each Moelis Fund and AIV will pay costs and expenses relating to its activities, including legal, auditing, consulting, costs relating to operating partner and executive advisory board members, administration, custodian and accounting fees and expenses, travel expenses, expenses relating to the annual meetings of the Moelis Fund's limited partners, insurance and other expenses associated with the acquisition, holding and disposition of each fund's investments, extraordinary expenses (such as indemnification and litigation costs and expenses), expenses and costs incurred in connection with the organization, management and operation of any alternative investment vehicles, and all fees associated with debt service obligations, if any.

Moelis clients will incur brokerage and other transaction costs, and a discussion of its brokerage practices may be found in Item 12 of this brochure.

D. Refunds for Fees Charged in Advance

Investors in Moelis Funds and in the co-investments agree to commit a certain amount of capital to a Moelis Fund or the co-investment in advance of its performance of any investment advisory functions. Fees assessed against the funds and any co-investment participants are paid in advance, from these amounts as described in Item 5.B.

Upon termination of the investment advisory agreement with a Moelis Fund or a co-investment participant, MCP will ensure the return to such Moelis Fund or co-investment participant any paid but unearned portion of the management fee. In general, such fees are pro-rated from the date of termination to the end of the period to which the advance fee applied.

E. Compensation for Sales of Securities

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

The Moelis broker-dealer may receive compensation for the sale of securities or other investment products. For further discussion concerning this compensation of the Moelis broker-dealer, see Item 12.

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

A Moelis Fund may be assessed a "carried interest" or performance fee that is paid to the fund's general partner. The "carried interest" is assessed periodically according to each Moelis Fund's Governing Documents, typically after the receipt by the fund of proceeds from a portfolio investment, and is paid out of cash otherwise distributable to investors. "Carried interest" is typically measured as a percentage of the profits of a Moelis Fund and is negotiated separately for each Moelis Fund. Currently, investors in Moelis Capital Partners Opportunity Fund I, LP and Moelis Capital Partners Opportunity Fund I-B, LP are subject to a carried interest charge, while investors in Moelis Capital Partners Opportunity Fund I-A, LP and Moelis Capital Partners Opportunity Fund I-B-A, LP are not subject to carried interest.

The general partner (for which MCP is a managing member) will also earn a “carried interest” or performance fee for co-investments. Currently, AIVs formed for co-investments are generally subject to a carried interest of ten (10) percent. This fee may be waived or reduced for a limited number of investors.

Performance-based fee arrangements may create an incentive for MCP or NexPhase to recommend investments which may be riskier than those which would be recommended under a different fee arrangement, as it captures a set fraction of an investment’s upside but do not suffer proportionately the downside of the investment.

Performance fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of time, services, or investment opportunities. That incentive is not as strong in MCP’s case, as each of the Moelis Funds and the co-investments generally invest in lockstep with one another. Currently the MCP Funds are not actively investing, however, there may be instances where an add-on investment is offered to only one of the Moelis Funds, or is deemed not to meet any of the Moelis Funds’ investment objectives and is offered only to co-investors. NexPhase and MCP has implemented procedures to prevent this potential conflict of interest from influencing the allocation of investment opportunities among or between clients. Specifically, before any such investment is undertaken, the Investment Committee reviews and approves the allocation of each investment among clients. The Investment Committee is made up of both MCP personnel and NexPhase employees. The allocation is recommended by NexPhase investment personnel, and generally addresses the investment objectives of the relevant clients, the capital available for investment by each client, the sharing rules set forth in the applicable governing agreements, and the basis for the allocation recommended to the Investment Committee. Under no circumstances may NexPhase, MCP or any of their affiliates allocate investment opportunities based on anticipated compensation or profits to MCP, NexPhase, the Moelis broker-dealer, or any other affiliates or employees.

For further discussion regarding investment allocation, see Item 10.C.

Item 7. Types of Clients

MCP provides oversight advice solely to the Moelis Funds and co-investors, as well as vehicles formed to effect investments to be made by the co-investors. Investment in the Moelis Funds is closed; MCP does not intend to manage or oversee any additional accounts other than those over which it already has oversight responsibilities.

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

A. Methods of Analysis and Investment Strategies

NexPhase completes a detailed due diligence process for each potential investment, including modeling short and long-term financial scenarios, company assessment, industry analysis, competitive benchmarking, evaluation of company management, risk assessment and transaction size, and pricing and structure analysis. The due diligence effort includes NexPhase’s investment

professionals as well as its operating management teams, legal, tax, insurance and accounting advisors and third party consultants. In their analysis of potential investments, NexPhase uses information that a potential portfolio company provides to it as a result of its due diligence review. Additionally, NexPhase may use information regarding investment opportunities sourced from the Moelis broker-dealer and other broker-dealers and may also employ third-party advisors. MCP will review NexPhase diligence during its Investment Committee meetings and consider such investments for approval.

B. Material Risks to MCP clients:

Investments in the Moelis Funds and co-investments involve significant risks, including the risk of losing your entire investment, and investors in the Moelis Funds and the co-investment program must be prepared to bear the risk of a total loss of their committed or invested capital. Please see the items below for additional risks associated with your investment.

There can be no assurance that any investment will meet its investment objectives, or that an investor will receive a return of capital. In many cases, the success of an investment strategy will depend, in part, on its ability to restructure and effect improvements in the operations of the portfolio companies held by the Moelis Funds or co-investment AIVs. Identifying and implementing potential operating improvements involves a high degree of uncertainty, and there can be no assurance that MCP or NexPhase will be able to successfully identify and implement these improvements. The performance of prior investments made by the Moelis Funds or the co-investments is not indicative of any expected future results.

Financial Market Fluctuations

General fluctuations in the market prices of securities and economic conditions generally, particularly of the type as experienced in 2008, may affect the ability of the Moelis Funds or any AIVs to exit investments and the value of the investments held by the Moelis Funds and AIVs. Instability in the securities markets and economic conditions generally may also increase the risks inherent in the investments of the Moelis Funds and AIVs. The public securities markets have seen periods of increased volatility where the ability of companies to obtain financing for ongoing operations or expansions was severely hampered by the tightening of the credit markets and the ongoing financial turmoil. There may be repercussions if this market turmoil returns, including the effect of unknown governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) which may have a positive or negative effect on market conditions. There can be no assurance that the market will, at that time, retain its current liquidity and it might be volatile for the foreseeable future. The ability to realize investments depends not only on portfolio companies and their historical results and prospects, but also on political, market and economic conditions at the time of such realizations. In the past, many private equity funds have looked to the public securities markets as a potential exit strategy and there can be no assurance, that Moelis Funds and AIVs would be able to exit from their investments in portfolio companies by listing their shares on securities exchanges. The trading market, if any, for the securities of any portfolio company may not be sufficiently liquid to enable a Moelis Fund or AIV to sell these securities when NexPhase believes it is most advantageous to do so, or without adversely affecting the stock price. Continued or renewed volatility in the financial sector may have an adverse material effect on the ability of the Moelis Funds or AIVs to sell and partially dispose of their portfolio company investments. The Moelis Funds and AIVs may be adversely affected to the extent that they seek to dispose of any of their portfolio investments into an illiquid or volatile market, and a

Moelis Fund or AIV may find itself unable to dispose of investments at prices that it believes reflect the fair value of such investments. The duration and ultimate effect of future market conditions and whether such conditions may worsen cannot be predicted. The ability of portfolio companies to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise.

Liquidity Risk

A long-term commitment is required for investing, as the Moelis Funds and the co-investments generally do not sell the securities of portfolio companies for a number of years. In many cases these securities are not publicly traded. Consequently, any returns on the investments are paid to investors multiple years after they invest. A variety of factors, including national and international economic conditions, asset conditions, political and regulatory considerations, and public opinion, may impact each Moelis Fund's or an AIV's ability to sell investments on favorable terms, if at all. Further, interests in the Moelis Funds have not been registered under the Securities Act of 1933, as amended, or any other applicable securities laws and are not transferable except with the consent of the applicable general partner, which may be withheld by the applicable general partner in its sole discretion. Investors in the Moelis Funds generally may not withdraw capital at any time. Consequently, investors in the Moelis Funds may not be able to liquidate their investments prior to the end of the term of the Moelis Funds.

Leverage Risk

Investments are expected to include companies whose capital structures may have significant leverage. These investments are inherently more sensitive to declines in revenues and increases in expenses and interest rates; the use of leverage enhances the possibility of a significant loss in the value of an investment portfolio. The ability to achieve attractive rates of return on investments will depend on access sufficient sources to of indebtedness at attractive interest rates. Further, if additional financing (including leverage) is needed for the capital requirements of a portfolio company, the availability of capital may be a function of capital market conditions that cannot be controlled.

Reliance on Moelis Capital Partners LLC and NexPhase Capital Partners LLC

Investors will not have the right to participate in the management of the Moelis Funds or AIVs, or in decisions made by the general partners, us, or NexPhase on their behalf. As a result, investors will have little control over their investments and must rely on MCP and NexPhase.

In addition, NexPhase has a limited operating history and will be dependent on the business and investment acumen of its principals. The loss or reduction of service of one or more of the Principals could have an adverse effect on the Moelis Fund's ability to realize its investment objectives. The NexPhase principals currently, and may in the future, manage or advise other investment funds besides the Fund and the principals may need to devote substantial amounts of their time to the investment activities of such other funds, which may pose conflicts of interest in the allocation of the time of the principals.

Default Risk

If a limited partner of a Moelis Fund or an AIV fails to pay any portion of its capital commitment when due, and the contributions made by non-defaulting limited partners and borrowings by such fund are inadequate to cover the defaulted capital contribution, such fund may be unable to pay its obligations when due, and its ability to execute its investment strategy or to otherwise continue

operations may be impaired. As a result, a Moelis Fund or AIV may be subjected to significant penalties that could materially and adversely affect the returns to the limited partners (including non-defaulting limited partners). A default by a substantial number of limited partners would limit opportunities for investment diversification and would likely negatively affect such Moelis Fund or AIV's economic results.

Conflicts of Interest

MCP is under common control with the Moelis broker dealer and is subject to a number of actual and potential conflicts of interest and to greater regulatory scrutiny than perhaps other similar firms. In addressing these conflicts and regulatory requirements, MCP implemented certain policies and procedures (for example, information barriers) that may reduce the positive synergies across these businesses. For example, MCP or NexPhase may come into possession of material nonpublic information with respect to issuers in which the Moelis clients may be considering making an investment or issuers that are its advisory clients. MCP is prohibited from acting on any material nonpublic information.

The NexPhase principals currently manage or advise other investment funds besides the Funds and the principals may need to devote substantial amounts of their time to the investment activities of such other funds, which may pose conflicts of interest in the allocation of the time of the principals.

Management Fee Payable Regardless of Performance

The Moelis Funds and AIVs will pay fees and bear significant expenses. These fees and expenses are expected to reduce actual returns to its investors. Most of the fees and expenses will be paid regardless of whether the Moelis Funds or AIVs produce positive investment returns.

Diversification Risk

An investor will only participate in a limited number of investments and, as a consequence, the aggregate returns may be substantially adversely affected by the unfavorable performance of even a single investment.

Lack of Control

The Moelis Funds and the AIVs may hold a non-controlling interest in a portfolio company, and therefore may have a limited ability to protect their interest in the portfolio company or influence the creation of value at the portfolio company.

Legal Risk

Investments could be held in companies that are experiencing financial difficulties which may never be overcome. These investments could, in certain circumstances, subject the Moelis Funds or AIVs to certain potential legal liabilities that may exceed the value of our fund's original investment in the company. For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to and distributions by the applicable Moelis Fund or AIV may be reclaimed if any such payment or distribution is later determined to have been a "fraudulent conveyance."

Foreign Transaction Risk

Investment may be held in assets located outside the United States. Investment in such assets involves certain risks not typically associated with an investment in the United States, including risks relating to: (i) currency exchange matters, such as fluctuations in the rate of exchange between the U.S. dollar and various non-U.S. currencies, and costs associated with conversion of currency; (ii) differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. markets, and less government supervision and regulation; (iii) certain economic and political risks, including on repatriation of capital, nationalization of business enterprises, political, economic or social instability, the possibility of substantial rates of inflation and the possibility of expropriation or confiscatory taxation; (iv) the possible imposition of non-U.S. taxes on income and gains on foreign assets; and (v) differences in applicable legal systems, including the possibility that a Moelis Fund or AIV may experience difficulty in non-U.S. jurisdictions.

Valuation Risk

There are no readily ascertainable market prices for many types of illiquid investments which the Moelis Funds and the AIVs may hold. Portfolio valuation is subjective and imprecise and requires the use of techniques that are costly and time consuming.

Under normal circumstances, the Moelis Funds and AIVs intend to make distributions in cash or in publicly traded securities. However, it is possible that distributions may be made in-kind under certain circumstances (including liquidation of a Moelis Fund or AIV). In-kind distributions could consist of securities for which there is no readily available public market.

Credit Support

The Moelis Funds and AIVs may make contingent funding commitments to their portfolio companies and provide credit support for such obligations. Such credit support may take the form of a guarantee, a letter of credit or a pledge of a portion of commitments to a lender. Such funding commitments may be secured by an assignment of the general partner's rights to draw down capital from the limited partners. It is possible that the limited partners will be required to acknowledge and consent to any such pledge and provide certain information and/or legal opinions as required by the lender. The general partner may be required to segregate unfunded commitments sufficient to satisfy the obligations of a Moelis Fund or AIV with respect to any such credit support. Utilization of the credit support will result in fees, expenses and interest costs to each Moelis Fund and AIV, and it may result in an under-utilization of a Moelis Fund's or AIV's capital.

Co-investment Risk

The Moelis Funds and AIVs may invest alongside strategic, financial or other third party co-investors. The ability of a Moelis Fund or AIV to achieve certain co-investment objectives assumes that such Moelis Fund or AIV will be able to negotiate and execute mutually acceptable terms and conditions in respect thereof. Such investments will involve additional risks which may not be present in investments which do not involve a co-investor, including the risk that a co-investor or co-investors may have interests contrary to the investment objective of such Moelis Fund or AIV or may default on their obligations.

Risk of Receiving Liquidating Distributions of Illiquid Securities

The General Partner is authorized to make liquidating distributions of restricted or otherwise illiquid securities. Limited Partners therefore must be prepared to bear the risks of owning such securities

for an indefinite period of time.

Taxation Risk

An investor is likely to face complicated tax analyses, and the tax treatment of an investment is subject to potential legislative, judicial or administrative change at all times. The U.S. federal income tax treatment of ownership of an interest in a Moelis Fund or AIV depends on determinations of fact and interpretations of complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. U.S. federal income tax rules are periodically reviewed by persons involved in the legislative process, the Internal Revenue Service and the U.S. Treasury Department, frequently resulting in revised interpretations of established concepts, statutory changes, revisions to regulations and other modifications and interpretations. The IRS pays close attention to the proper application of tax laws to partnerships, which is the legal structure of the Moelis Funds and AIVs. The present U.S. federal income tax treatment of these investment vehicles may be modified by administrative, legislative or judicial interpretation at any time, and any such action may affect investments and commitments previously made.

Regulatory Risk

The U.S. securities laws applicable to MCP and NexPhase operations are constantly under review by persons involved in the legislative process and by the SEC, resulting in revisions of regulations and revised interpretations of established concepts as well as statutory changes. These laws may be modified by legislative, judicial or administrative action at any time. For example, the Dodd- Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) made several sweeping changes to U.S. securities laws. Also, the SEC has amended the rules promulgated under the Advisers Act with respect to political contributions and payments by investment advisers to third parties in connection with the solicitation of government clients. These revisions to the U.S. securities laws and potential future revisions and interpretations could adversely affect the investors in Moelis Funds and co-investments, by increasing compliance costs of MCP and NexPhase operations. Other jurisdictions are similarly reviewing their respective laws, regulations and policies with respect to private investment funds and their investment advisers and any changes may have an adverse effect on investors in Moelis Funds and co-investments.

MCP and its affiliates and associated persons are subject to extensive regulation by the SEC and other federal and state agencies, including periodic inspections and examinations. Even if an investigation or proceeding does not result in a sanction against MCP or its associated persons, or if the sanction imposed is small in monetary amount, the adverse publicity attendant to the investigation, proceeding or imposition of sanctions could harm MCP’s reputation and materially adversely impact its businesses and returns to investors.

In addition, the targeted industries in which the Moelis Funds and AIVs seek to invest are highly regulated. The adoption of new laws or regulations, or changes in the interpretation of existing laws or regulations, could have a material adverse effect on portfolio companies and thus on the ability of each Moelis Fund and AIV to meet its investment objectives. Such changes could necessitate the creation of new business models and the restructuring of investments in order to meet regulatory requirements, which may be costly and/or time-consuming and may adversely affect the performance of such Moelis Fund or AIV.

The Moelis Fund(s) and AIVs are not registered, nor do they intend to register, under the Investment Company Act of 1940 or similar laws of another country or jurisdiction, and thus the

provisions of the Investment Company Act of 1940 will not be applicable to MCP's business.

C. Particular Securities

MCP does not specialize in investments in a particular type of security or industry sector. The Moelis client investment strategies target investments in industry verticals where NexPhase has extensive experience and competitive advantages, including consumer, healthcare services and industrial services.

Item 9. Disciplinary Information

There are no legal or disciplinary matters that would be material to a client's or prospective client's evaluation of MCP's advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

A. Broker-Dealers

MCP is not, and will not, register as a broker-dealer. As discussed separately in this brochure, the Moelis broker-dealer is a registered broker-dealer. Two registered representatives of the Moelis broker-dealer (Kenneth Moelis and Osamu Watanabe) assist in MCP's management under a shared services agreement.

B. Futures and Commodity Trading

MCP is not registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, or a commodity trading advisor of the foregoing types of entities. Kenneth Moelis is registered as a Principal with the National Futures Association due to his affiliation with an MCP affiliate.

C. Related General Partners

Various limited liabilities companies (the "General Partners") serve as general partners of the Moelis Funds and are affiliates of MCP. For a description of material conflicts of interest created by the relationship among MCP and the General Partners, as well as a description of how such conflicts are addressed, please see Item 11 below.

D. Material Relationships

As previously noted, MCP is under common control with the Moelis broker dealer, Moelis & Company LLC, a broker-dealer registered with the SEC and a member of FINRA. NexPhase may source investment opportunities for the Moelis Funds and the co-investments from the Moelis broker-dealer and its affiliates' financial services businesses. It is also expected that the Moelis broker-dealer or its affiliates will provide financial advisory services to certain of the portfolio companies in which the Moelis Funds and AIVs invest. Under these engagements, the Moelis broker-dealer (or its representatives) may be entitled to a fee. This relationship may create a conflict of interest between MCP and its clients because MCP may have incentive to recommend the Moelis

broker-dealer instead of other broker-dealers even if the other broker-dealers may be more qualified to provide the applicable services and/or can provide such services at a lower cost. This relationship may create a conflict of interest between MCP and the Moelis broker-dealer (and its representatives) because the Moelis broker-dealer (or its representatives) may have a financial incentive to recommend transactions that are not in the best interests of MCP's clients. MCP has internal policies and procedures designed to address this conflict of interest, including an information barrier between MCP and the Moelis broker-dealer and specialized training for employees who, as a consequence of their management positions, may be exposed to this potential conflict of interest more regularly, despite its information barrier policies.

E. Other Investment Advisors

After the spin-off transaction in January 2016, NexPhase became responsible for managing the Moelis client assets, under an additional investment advisory agreement. MCP now has an oversight role regarding the Moelis clients and assists NexPhase, as needed. The relationship between NexPhase and MCP is governed by a subcontractor's agreement. NexPhase is an investment adviser registered under the Advisers Act. Please see the NexPhase Form ADV for additional information regarding its operations.

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

A. Code of Ethics

MCP has established a Code of Ethics, which consists of policies and procedures reasonably designed to ensure compliance by it and its associated persons with the Advisers Act and its rules and regulations, and to reflect MCP's fiduciary duties to its clients. Moelis personnel may not benefit at the expense of clients. To that end, its associated persons must:

- Place the interests of its clients above any personal interests and refrain from taking for their own advantage an opportunity that rightfully belongs to its clients;
- Keep all investment-related information that is non-public information relating to a portfolio investment or client confidential;
- Refrain from, directly or indirectly, purchasing or selling any security while in possession of material, non-public information regarding such security, whether or not such information was obtained in the course of representing MCP in breach of a duty of confidence;
- Refrain from giving or accepting gifts or other benefits where a gift may be regarded as an inducement to the recipient to act contrary to his/her duties to MCP or its clients;
- Conduct all personal securities transactions in a manner consistent with the Code of Ethics (including pre-clearance of certain transactions and reporting of transactions);
- Refrain from competing directly or indirectly with MCP or its affiliates or using corporate property, information or position for personal gain;
- Report any violation of the Code of Ethics to MCP's Chief Compliance Officer; and
- Acknowledge the terms of MCP's Code of Ethics annually.

The Code of Ethics also provides guidelines on avoiding potential conflicts of interest that might arise in the management of client investments where the Moelis broker-dealer or its affiliated

broker-dealers may have played a role, among other provisions. Associated persons who violate the Code of Ethics may be subject to remedial actions, potentially up to termination of employment.

Clients may request a copy of MCP's Code of Ethics by contacting Osamu Watanabe, General Counsel and Chief Compliance Officer, at 212-883-3800.

As NexPhase is a separately registered investment adviser, its employees and associated persons will be subject to its Code of Ethics. In its oversight role, MCP will periodically confirm that NexPhase has no material violations of its Code of Ethics. See NexPhase's Form ADV for more information regarding its Code of Ethics.

B. Participation or Interest in Client Transactions

NexPhase provides ongoing portfolio management and investment advisory services for the Moelis Funds and co-investments. Investment decisions are made by an Investment Committee containing representatives of both MCP and NexPhase. The Investment Committee is responsible for monitoring (MCP) and managing (NexPhase) each Moelis Fund's investment portfolio in accordance with its particular investment objectives, limitations and guidelines, and as set forth in the applicable Governing Documents. NexPhase complies with restrictions provided in the applicable Governing Documents relating to principal transactions or other affiliated transactions, in which NexPhase, MCP or its associated person may have interests that are not aligned with the interests of one or more of its clients.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. The potential for agency cross transactions, or other conflicts of interest, arises given MCP's common control with the Moelis broker-dealer. For example, in the course of conducting its business, the Moelis broker-dealer and its affiliated broker-dealers may act as broker-dealer or agent in executing securities transactions for its clients and other persons, which may include MCP's clients. In addition, MCP's clients may invest in portfolio companies that are clients of the Moelis broker-dealer and its affiliated broker-dealers, and the Moelis broker-dealer and/or such affiliated broker-dealers may be entitled to a fee for such investment. As a result, a conflict of interest may exist between MCP's clients, on the one hand, and the Moelis broker-dealer and/or its affiliated broker-dealers, on the other hand. As described in this brochure, MCP has established policies and procedures reasonably designed to mitigate such conflicts of interests.

Client cross transactions occur where an adviser executes a securities transaction between two (or more) of its managed client accounts. Cross transactions may benefit clients because they can avoid transaction fees that might otherwise apply had the buy and the sell transaction been exposed to potential market transaction fees. However, they also can create conflicts of interest by not exposing such buy and sell transactions to market forces, so clients may not receive the benefits of best price, or an adviser might seek to prop up the performance of one fund by selling under-performing assets to another fund in order, for example, to earn higher fees in the aggregate. Neither NexPhase nor MCP conduct cross transactions in Moelis client accounts.

It is MCP's policy not to execute any principal or agency cross securities transactions for client accounts unless the Investment Committee deems the transaction to be in the best interest of a particular client, the MCP client and our Chief Compliance Officer gives prior consent, and the transaction complies with SEC requirements.

The General Partner of each Moelis Fund may, from time to time, receive fees or other payments in respect of investments completed by the funds and/or the co-investment vehicles, such as deal fees, monitoring fees or transaction fees. Such fees are not dependent on the performance of the investment, and may create a conflict of interest between MCP and its clients. To address this potential conflict, such fees generally offset the management fees paid to MCP by the Moelis Funds or AIVs.

C. Personal Trading

Conflicts of interest may arise when MCP or its associated persons invest on their own behalf in the same securities that the MCP clients invest in, or have another interest in a transaction that is, or may be, in conflict with the interest of a client. To address these conflicts, the Governing Documents for the Moelis Funds and AIVs contain specified procedures for managing or obtaining client consent for conflicts of interests, including obtaining consent for any conflict from an Advisory Committee comprised of investor representatives that is given the power to waive such conflicts after disclosure of material information related to the conflict.

MCP's associated persons may also have personal conflicts of interest, such as (i) a material interest in a transaction to be entered into with or for a client; (ii) a relationship that gives or may give rise to a conflict of interest in relation to a transaction; or (iii) another interest in a transaction that is, or may be, in conflict with the interest of a client. In addition to the conflict waiver procedures described above, MCP has established internal procedures to identify and manage such conflicts. Pursuant to MCP's Code of Ethics, each of its associated persons is required to submit to its Chief Compliance Officer a report of the associated person's securities holdings (which must be updated annually), as well as provide to its Chief Compliance Officer a report of any personal securities transactions on a quarterly basis. In addition to these reports, MCP's associated persons have an obligation to report any personal conflict of interest to its Chief Compliance Officer as such conflict becomes known. MCP's associated persons must obtain its Chief Compliance Officer's prior approval before buying or selling any covered security, including, but not limited to, stocks, bonds, puts, calls, options, and partnership or limited liability interests. In addition, MCP's associated persons are prohibited from purchasing securities issued in an initial public offering or in a private placement of securities (including an investment in a Moelis Fund), without obtaining pre-approval in writing from its Chief Compliance Officer.

To prevent insider trading and other inappropriate forms of personal trading activities, MCP also maintains "restricted list" procedures. Under these procedures, its Chief Compliance Officer will place any securities of publicly-traded companies for which MCP can be deemed to possess material, non-public information on a "restricted list." Associated persons must report the receipt of any such information to the Chief Compliance Officer or his designee, and are strictly prohibited from trading in securities (including, without limitation, equity, debt or options) on the restricted list for their own account.

As NexPhase is a separately registered investment adviser, its employees and associated persons

will be subject to its personal trading policies. As part of its oversight role, MCP will periodically confirm that NexPhase has no material violations of its personal trading policies. See NexPhase's Form ADV for more information regarding these policies.

D. Personal Trading Contemporaneous with Client Transactions

See Item 11.A., 11.B. and 11.C above.

E. Other Conflicts

In connection with its investment oversight activities, MCP may encounter situations in which it must assist NexPhase in determining how to allocate investment opportunities among various clients and other persons, which may include, but are not limited to, the following:

- The Moelis Funds;
- Any AIVs that have been formed;
- Any co-investment vehicles that have been formed to invest side-by-side with one or more Moelis Funds in all or particular transactions entered into by such Moelis Fund(s) (the investors in such co-investment vehicles may include employees, business associates and other "friends and family" of MCP or its personnel; individuals and entities that are also investors in one or more Moelis Funds ("Adviser Investors"); and/or individuals and entities that are not investors in any Moelis Funds ("Third Parties"));
- Adviser Investors and/or Third Parties that wish to make direct investments (*i.e.*, not through an investment vehicle) side-by-side with one or more Moelis Funds in particular transactions entered into by such Moelis Fund(s); and
- Adviser Investors and/or Third Parties acting as "co-sponsors" with respect to a particular transaction.

In recognition of its fiduciary duties, it is the policy of MCP to exercise due care to ensure that investment opportunities and transactions generally are allocated fairly and equitably among its clients. The primary allocation principles for each Moelis Fund, AIV and co-investment vehicle are derived from the Governing Documents of such entity.

Currently, the Moelis Funds are not investing, aside from certain add-ons that may be made to certain existing Fund investments.

In that regard:

- **Parallel Vehicles or "Side-by-Side" Funds.** When two or more Moelis Funds are formed as part of the same investment program for the purpose of making the same investments ("Parallel Vehicles"), investments made by that investment program will be allocated among the Parallel Vehicles based on their relative capital commitments, subject to all limitations in the Governing Documents for each of the Parallel Vehicles.
- **Predecessor/Successor Moelis Funds.** There will be no additional Moelis Funds raised and none of the Funds are currently investing. In the event a Fund resumes investing, the allocation principles for those Funds are found above.

- **Co-investment and Strategic Investors.** To the extent permitted under the Governing Documents, co-investments and “strategic investors” may participate in an investment opportunity alongside a Moelis Fund to the extent permitted under the Governing Documents.

In general, (i) no investor in a Moelis Fund or AIV has a right to participate in any co-investment opportunity, (ii) decisions regarding whether and to whom to offer co-investment opportunities are made in the sole discretion of MCP or NexPhase or its related persons, (iii) co-investment opportunities may be offered to some and not other investors in the Moelis Funds, in the sole discretion of MCP or NexPhase or its related persons, and (iv) certain persons other than investors in the Moelis Funds (*e.g.*, Third Parties) may be offered co-investment opportunities, in the sole discretion of MCP or NexPhase or its related persons.

While MCP generally allocates its investments pro rata among related funds, in consultation with NexPhase, it may determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant. There can be no assurance that a Moelis Fund’s actual allocation of an investment opportunity, if any, or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which MCP may be subject, discussed herein, did not exist.

The appropriate allocation between Moelis Funds, Adviser Investors and Third Parties of expenses and fees generated in the course of evaluating and making investments which are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by NexPhase as approved by MCP and its affiliates in their good faith discretion, consistent with the Governing Documents of the Moelis Funds, as applicable. Such expenses typically are not allocated to co-investment vehicles. There may be occasions when one Moelis Fund or AIV (the “Payor Moelis Fund”) pays an expense common to multiple Moelis Funds or AIVs (the “Allocated Moelis Funds”) (*e.g.*, legal expenses for a transaction in which all such Moelis Funds participate). On such occasions, each Allocated Moelis Fund will reimburse the Payor Moelis Fund for its share of such expense, without interest, promptly after the payment is made by the Payor Moelis Fund. While highly unlikely, it is possible that one of the Allocated Moelis Funds could default on its obligation to reimburse the Payor Moelis Fund.

In exercising its oversight role in allocating investment opportunities and fees and expenses, MCP may be faced with a variety of potential conflicts of interest. For example, in allocating an investment opportunity among Moelis Funds with differing fee, expense and compensation structures, MCP may have an incentive to recommend the allocation of investment opportunities to the Moelis Funds from which MCP or its related persons may derive, directly or indirectly, a higher fee, compensation or other benefit.

In addition, associated persons of MCP invest indirectly in and may be permitted to invest directly in Moelis Funds and may therefore participate indirectly in investments made by the Moelis Funds in which they invest. Such interests will vary Moelis Fund by Moelis Fund. The existence of these varying circumstances may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Moelis Fund.

A Moelis Fund may invest in opportunities that other Moelis Funds have declined, and likewise, a Moelis Fund may decline to invest in opportunities in which other Moelis Funds have invested.

NexPhase will in the future establish one or more additional investment funds with investment objectives substantially similar to, or different from, those of the current Moelis Funds. As part of the spin off transaction, Moelis Asset Management, the parent company of MCP, will receive a portion of the carried interest paid by certain of these future NexPhase investment funds. Given potential similar objectives of the NexPhase funds and the Moelis Asset Management carried interest, allocation of available investment opportunities between the Moelis Funds and any NexPhase investment fund could give rise to conflicts of interest. The Investment Committee will review allocations in order to monitor and seek to mitigate this potential conflict.

It is expected that associated persons of NexPhase responsible for managing a particular Moelis Fund will have responsibilities with respect to the other Moelis Funds managed by NexPhase. Conflicts of interest may arise in allocating time, services or functions of these associated persons.

Investments to finance follow-on acquisitions may present conflicts of interest, including determination of the equity component and other terms of the new financing as well as the allocation of the investment opportunities in the case of follow-on acquisitions by one Moelis Fund or AIV in a portfolio company in which another Moelis Fund or AIV has previously invested. In addition, a Moelis Fund or AIV may participate in leveraging and recapitalization transactions involving portfolio companies in which another Moelis Fund or AIV has already invested or will invest. Conflicts of interest may arise, including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms.

MCP generally may, in its discretion, contract with any related person of MCP (including but not limited to a portfolio company of a Moelis Fund) to perform services for MCP in connection with its provision of oversight services to the Moelis clients. When engaging a related person to provide such services, MCP may have an incentive to recommend the related person even if another person may be more qualified to provide the applicable services and/or can provide such services at a lesser cost.

Because there is a fixed investment period after which capital from investors in the Moelis Funds may only be drawn down in limited circumstances and because Advisory Fees are, at certain times during the life of the Moelis Funds, based upon capital invested by the Moelis Funds, this fee structure may create an incentive to deploy capital to generate fees.

A significant portion of compensation is derived from “carried interest” (a performance fee), which may create an incentive for its managers to make riskier or more speculative investments than would be the case in the absence of this arrangement, although MCP’s own commitment of capital to the Moelis Fund and AIVs may somewhat mitigate this incentive.

Investors may have conflicting investment, tax and other interests with respect to their investments. These conflicting interests of individual investors and of the different Moelis Funds may relate to or arise from, among other things, the nature of investments made, the structuring or the acquisition of investments, and the timing of an exit strategy. As a consequence, conflicts of interest may arise in connection with investment decisions, including with respect to the structuring of investments.

Because certain expenses are paid for by a Moelis Fund, AIV and/or its portfolio companies or, if

incurred by NexPhase or MCP, are reimbursed by a Moelis Fund, AIV and/or its portfolio companies, NexPhase or MCP may not necessarily seek out the lowest cost options when incurring (or causing a Moelis Fund or its portfolio companies to incur) such expenses.

Given the collaborative nature of our business and the portfolio companies in which the Moelis Funds have invested, there may arise situations where NexPhase or MCP is in the position of recommending portfolio company services to other portfolio companies. MCP may have a conflict of interest in making such recommendations, in that MCP has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for the Moelis Funds, while the products or services recommended may not necessarily be the best available to the portfolio companies held by the Moelis Funds.

MCP or NexPhase may have an incentive to recommend the products or services of certain investors in the Moelis Funds, certain Third Parties, or their related businesses to the Moelis Funds or their portfolio companies for use or purchase, even though the products or services recommended may not necessarily be the best available to the Moelis Funds or the portfolio companies.

MCP and/or its affiliates or NexPhase may engage in business opportunities arising from a Moelis Fund's investment in a portfolio company (for example, without limitation, entering into a joint venture with a portfolio company or making a proprietary investment in a portfolio company).

MCP and NexPhase have service providers, including for example, investment bankers, outside legal counsel and pension consultants, who may be investors in Moelis Funds and/or who provide services to businesses that are competitors of MCP. MCP may have a conflict of interest with the Moelis Funds in recommending the retention or continuation of a service provider to the Moelis Funds or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider will continue to invest in Moelis Funds or will provide MCP information about markets and industries in which MCP operates or is interested or will provide other services that are beneficial to MCP. There is a possibility that MCP, because of such belief or for other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person.

Certain members of a Moelis Fund's advisory committee are, or in the future may be, officers or directors of, or otherwise affiliated with, investors in another Moelis Fund. The general partner of a Moelis Fund may from time to time utilize the services of investors and their affiliates on an arm's length basis, as it deems appropriate.

NexPhase Employees or Operating Partners may serve as directors of portfolio companies. The policies governing the receipt of consulting, management or other fees by NexPhase employees personally from portfolio companies are part of NexPhase's compliance program.

MCP has entered into certain side letter arrangements with certain investors in a Moelis Fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures, information rights, co-investment rights, and liquidity or transfer rights.

NexPhase, MCP and the Moelis Funds and AIVs will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Moelis Funds and AIVs may be

investors in a Moelis Fund, and may also represent one or more portfolio companies or investors in a Moelis Fund. In the event of a significant dispute or divergence of interest between Moelis Funds, AIVs, NexPhase, MCP and/or its affiliates, the parties may engage separate counsel, and in litigation and other circumstances separate representation may be required. Additionally, NexPhase, MCP, the Moelis Funds and AIVs may engage other common service providers. In such circumstances, there may be a conflict of interest between NexPhase, MCP, the Moelis Funds and/or the AIVs in determining whether to engage such service providers, including the possibility that MCP may favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Moelis Funds or the AIVs.

MCP may, in its discretion, have, and may, in its discretion, cause the Moelis Funds, AIVs and/or their portfolio companies to have, ongoing business dealings, arrangements or agreements with persons who are former employees or executives of MCP. The Moelis Funds, AIVs and/or their portfolio companies may bear, directly or indirectly, the costs of such dealings, arrangements or agreements. In such circumstances, there may be a conflict of interest between MCP and the Moelis Funds, AIVs (or their portfolio companies) in determining whether to engage in or to continue such dealings, arrangements or agreements, including the possibility that MCP may favor the engagement or continued engagement of such persons even if a better price and/or quality of service could be obtained from another person.

The Governing Documents of certain Moelis Funds and AIVs permit the General Partner of each such Moelis Fund or AIV to cause such Moelis Fund or AIV to distribute such General Partner's share of securities resulting from an investment disposition by such Moelis Fund or AIV to such General Partner or its affiliates in kind, while disposing of limited partners' share of such securities and distributing the net cash proceeds of such sale of securities to the limited partners. This ability creates conflicts of interest between the General Partners and the limited partners of the applicable Moelis Fund or AIV, because the General Partner may have an incentive to recommend the Moelis Fund or AIV exit an investment at a time that may result in limited partners receiving a lesser return on such investment than would be the case if the General Partner was prohibited from receiving its proceeds from investments in kind (or was otherwise required to receive its share of investment proceeds in the same form as limited partners).

The Governing Documents of certain Moelis Funds and AIVs permit the General Partner of each such Moelis Fund or AIV, or its affiliates, to lend money to the applicable Moelis Fund. Such lending arrangements create conflicts of interest between the applicable General Partner or affiliate and the Moelis Fund acting as borrower.

The Governing Documents of certain Moelis Funds and AIVs permit the General Partner of each such Moelis Fund or AIV to withhold information from certain limited partners or investors in such Moelis Fund or AIV in certain circumstances. For instance, information may be withheld from limited partners that are subject to Freedom of Information Act or similar requirements. The General Partner may elect to withhold certain information to such limited partners for reasons relating to the General Partner's public reputation or overall business strategy, despite the potential benefits to such limited partners of receiving such information.

MCP has established certain investment vehicles through which certain associated persons of MCP or former MCP employees, affiliates, certain business associates, other "friends of the firm," or

other persons invest alongside one or more Moelis Funds in one or more investment opportunities. Such vehicles generally are contractually required, as a condition of investment, to purchase and sell each investment opportunity at substantially the same time and substantially the same terms as the applicable Moelis Fund that is invested in that investment opportunity. Such co-investment vehicles do not pay carried interest.

In the case of all conflicts of interest, the determination by MCP or NexPhase as to which factors are relevant, and the resolution of such conflicts, will be made using its best judgment. In resolving conflicts, MCP may consider various factors, including the interests of the applicable Moelis Funds with respect to the immediate issue and/or with respect to their longer term courses of dealing. Certain procedures for resolving specific conflicts of interest are set forth below. When conflicts arise, the following factors may mitigate, but will not eliminate, conflicts of interest:

- (1) A Moelis Fund will not make an investment unless the Investment Committee believes that such investment is an appropriate investment considered solely from the viewpoint of such Moelis Fund;
- (2) Many important conflicts of interest will generally be resolved by set procedures, restrictions or other provisions contained in the relevant offering and/or Governing Documents for the Moelis Funds;
- (3) Generally, each Moelis Fund has established an Advisory Committee, consisting of representatives of investors not affiliated with MCP. The advisory committees meet as required to consult with NexPhase or MCP as to certain potential conflicts of interest. On any issue involving actual conflicts of interest, the Investment Committee will be guided by its good faith discretion;
- (4) Where appropriate, unaffiliated third parties may be used to help resolve conflicts, such as the use of an investment banker to opine as to the fairness of a purchase or sale price;
- (5) Prior to subscribing for interests in a Moelis Fund, each investor receives information relating to significant potential conflicts of interest arising from the proposed activities of the Moelis Fund; and
- (6) MCP and certain of its affiliates have adopted written policies establishing information “walls” designed to limit communication between business units investing in equity securities and debt securities of companies. These policies restrict the transfer of confidential information between these business units, subject to certain exceptions provided in the policies. These policies also establish procedures for communications among employees of different business units to guard against unlawful and inappropriate disclosure of material, nonpublic information.

Item 12. Brokerage Practices**A. Selection of Broker-Dealers**

As a general matter MCP does not oversee any investments in public securities, and generally does not cause its client to transact in marketable securities through broker-dealers. However, in situations where NexPhase may need to select a broker-dealer, the Investment Committee will consider the broker's execution capabilities, including block positioning, research, financial stability, and the ability to maintain confidentiality, delivery timelines and ability to obtain best execution for all client securities transactions. MCP or NexPhase has the ability to recommend the Moelis broker-dealer or its affiliated broker-dealers to provide brokerage services to its clients. These types of arrangements are disclosed in your private offering materials.

1) Research and Other Soft Dollar Benefits

Given the nature of the investments made on behalf of clients, MCP does not typically oversee investments in listed companies and therefore, has no soft dollar relationships.

2) Brokerage for Client Referrals

MCP has oversight over investments and NexPhase is in charge of selecting any broker-dealers that may be required for the completion of a transaction. The Moelis broker-dealer previously may have solicited capital on behalf of the Moelis Funds or co-investments; as the Moelis Funds are closed for investment, this activity will not resume.

B. Aggregation of Orders of Securities for Client Accounts

Generally, private equity transactions do not involve marketable securities that are traded via a broker-dealer. However, when the Moelis Funds or the co-investments conducts trading through a broker-dealer, NexPhase will seek to aggregate orders whenever practicable and cost-efficient. See the NexPhase Form ADV Part 2A for information on its brokerage practices.

Item 13. Review of Accounts**A. Periodic Review of Client Accounts**

NexPhase is responsible for the review of the Moelis Funds and the co-investments on a periodic basis. NexPhase associates monitor operations, overall performance, financial performance and strategic direction of each portfolio company. Each portfolio company provides NexPhase with regular reports regarding its financial status and performance, except in the rare instances where control is limited, in which case NexPhase receives public information. Portfolio companies controlled by the Moelis Funds or the co-investments generally provide monthly reports, whereas portfolio companies not controlled by the funds or the co-investments generally provide reports on a quarterly basis.

MCP will oversee the NexPhase account review process. The Investment Committee will review

NexPhase's comprehensive reviews of each portfolio company.

B. Factors that Trigger a Review of Client Accounts

Reviews are conducted routinely according to a schedule as stated in Item 13A above.

C. Reports to Clients

NexPhase delivers written financial reports, including information relevant to each Moelis client (and, where applicable, their investors') on a quarterly basis. Clients (and, where applicable, their investors) also receive written annual reports following the end of each fiscal year that include audited financial statements (including a balance sheet and a statement of income or loss) and a summary of the portfolio investments for the applicable investment program. All investors in the Moelis clients are invited to the NexPhase annual investor meeting.

Item 14. Client Referrals and Other Compensation

A. Client Referrals

MCP does not accept economic benefits from a person who is not a client for providing investment advice or other advisory services to its clients.

B. Compensation for Client Referrals

As the Moelis Funds are no longer open for investment, and no additional funds are contemplated at this time, MCP and NexPhase will no longer engage any client solicitors or placement agents for the offer or sale of Moelis Fund interests to potential investors.

Item 15. Custody

MCP relies on the "audit exemption" under the Advisers Act custody rule (i.e., Rule 206(4)-2(b)(4)). Investors in the Moelis Funds will not receive account statements from the Moelis Funds' custodians.

SS&C Technologies, Inc., the Moelis Funds' administrator, sends periodic statements to investors in the funds.

Item 16. Investment Discretion

NexPhase has discretionary authority to manage the portfolios of each of the Moelis Funds and to recommend co-investments. MCP oversees this activity on a routine basis to ensure that Moelis Client investments occur in accordance with General Partner directives. This authority is not limited by the Moelis Funds' Governing Documents.

Item 17. Voting Client Securities***A. Authority to Vote Client Securities***

Although the investment programs do not typically involve publicly-traded securities, where such securities are involved, MCP believes its oversight policies and procedures are reasonably designed to ensure that proxies are voted in the best interests of clients and to recognize and resolve any material conflicts of interest that may arise in the course of such voting. NexPhase votes proxies in accordance with its proxy voting guidelines, unless a Moelis Fund's ownership of securities is subject to a voting agreement or shareholders' agreement, in which case any such voting or shareholders' agreement will control in the event of a conflict between the terms of such agreement and its proxy voting guidelines.

Proxy voting guidelines require the Investment Committee or its designee to review all proxies prior to submission. The Investment Committee or a designee coordinates the receipt of each proxy, the communication of the votes to third parties, and the maintenance of all supporting documentation.

The general policy is to vote proxy proposals, amendments, consents or resolutions relating to portfolio companies of the Moelis Funds or the co-investments (collectively, "proxies") in a manner that serves the best interest of such Moelis Fund or AIV. See the NexPhase Form ADV Part 2A for more information on the proxy voting process. Investors in Moelis clients may request further information regarding its proxy voting policies and procedures, or how NexPhase voted on specific proxies, from the Investment Committee or designee at (917) 719-5700 or by email at marie.bober@moelisam.com.

Item 18. Financial Information***A. Financial Conditions Likely to Impair Contractual Commitments***

MCP is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients.

B. Bankruptcy Petitions

MCP has not been the subject of a bankruptcy petition at any time during the past ten years.