



ITEM 1: COVER PAGE

METROPOLITAN WEST ASSET MANAGEMENT, LLC
(**“We”** or **“Us”**)

Form ADV, Part 2A
(the **“Brochure”**)

March 27, 2020

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This Brochure provides information about the qualifications and business practices of Metropolitan West Asset Management, LLC. If you have any questions about the contents of this Brochure, please contact us at advpartII@tcw.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (**“SEC”**) or by any state securities authority.

Additional information about Metropolitan West Asset Management, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

We may refer to ourselves as a “registered investment adviser” or **“RIA”**. You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

See the attached Exhibit I for a description of the material changes that we have made to this brochure since our annual Amendment filed March 28, 2019.

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ITEM 4: ADVISORY BUSINESS

WHO WE ARE. We are an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “*Advisers Act*”) and have been since 1996. We are a California limited liability company.

We are wholly-owned by TCW Asset Management Company LLC, an investment adviser registered with the SEC under the Advisers Act. TCW Asset Management Company LLC is a wholly-owned subsidiary of The TCW Group, Inc., a Nevada corporation (“**TCW Group**”). In February 2013, TCW management and private investment funds affiliated with alternative asset manager The Carlyle Group (together with such affiliated funds, “**Carlyle**”) acquired TCW Group. On December 27, 2017, Nippon Life Insurance Company acquired a 24.75% minority stake in TCW Group from Carlyle. As a result of the transaction, TCW management and employees have increased their ownership in the firm to approximately 44.07% and Carlyle maintains a 31.18% interest in TCW Group.

THE SERVICES WE OFFER. We specialize in traditional fixed income management of low duration, intermediate fixed income and total return portfolios, but we also offer more focused strategies and products described in Item 5, below. We offer fixed income portfolio management services to institutional investors, as well as individual investors through the Metropolitan West Funds (“the **Funds**”). We offer a strategy called “AlphaTrak”, which is designed for investors seeking returns linked to the equity market. We also provide investment advice for liability driven investment strategies as well as non-traditional fixed income strategies. In general, portfolios are designed to maximize total return consistent with price volatility benchmarks or mandates provided by portfolio specific investment guidelines.

We offer investment management services in a variety of different investment strategies for which we have portfolio managers with an established investment style that our clients come to us for. Our clients include private or government investment funds and institutions, including pension funds, registered investment companies including mutual funds and foreign investment companies, high net worth individuals and family offices and others. Those clients are generally sophisticated investors and often have internal and external consultants and advisers to assist them with determinations of their individual needs, such as allocations among types of investments, and do not seek those determinations from us. We may agree with certain clients on investment guidelines that restrict the securities or types of securities that we invest in on their behalf.

ASSETS UNDER MANAGEMENT. As of December 31, 2019, we had \$123,450,153,336 in discretionary assets under management and \$11,281,151 in non-discretionary assets under management. The TCW Group of companies, including affiliated entities, had approximately \$217.5 billion of assets under management as of that date.

IMPORTANT NOTICE:

In no event should this Brochure be considered an offer of interests in a Fund or relied upon in determining to invest in a Fund. It is also not an offer of, or agreement to provide, advisory services directly to any recipient. Rather, this Brochure is designed only to provide information about us to comply with regulatory requirements under the Advisers Act, which may cause information in this Brochure to differ from the information provided in the prospectus for the Fund. If there is any conflict between the information in this Brochure and similar information in the Fund's prospectus, you should rely on the information in the offering material.

ITEM 5: FEES AND COMPENSATION**OUR COMPENSATION.**

The investment management fees we charge are generally computed as a percentage of the market value of assets under management in the Account or Fund, and are billed, rather than deducted from the assets we manage. Our clients typically pay our management fees quarterly in arrears, although some Accounts and Funds pay us monthly. A limited number of Accounts pay us in advance. Those clients will receive a pro-rata refund of their management fee if they terminate before the end of the period for which they have prepaid. Accounts are generally subject to a minimum account size as shown in Item 7, below. Investment management fees are based on the investment strategy and size of the account.

SEPARATE ACCOUNTS. The current fee schedule for separate accounts ("Accounts") is given below, stated on a per annum basis for the amount of assets under management. Our fee schedule is generally not negotiable but in some instances the fee may be negotiated. In some cases, the fee schedule applied to an Account for a particular strategy will take into consideration other assets managed by us in other strategies for that Account or that Account's owner and its affiliates. Occasionally, we may recommend that clients invest in the Metropolitan West Mutual Funds ("**MetWest Funds**") as part of their separate account portfolio. In those cases, we collect our fees through the MetWest Funds and add a credit to our management fee in an amount equal to the investment advisory fee paid by the MetWest Fund to us with respect to the client's investment in the MetWest Fund for the portion of the portfolio invested in the MetWest Fund. This means that there would not be any net overall increase in advisory fees paid to us by the client as a result of an investment in the MetWest Funds (although there may be other operating expenses of the MetWest Funds paid by the client).

Institutional or Individual (High Net Worth)

AlphaTrak	<i>Fixed Fee Schedule:</i>
We offer alternative fee schedules:	.275% on the first \$100 million .20% on remaining assets
	<i>Performance Fee Schedule:</i> Base Fee: \$0 Incentive Fee: No fee on first 10 basis points of outperformance; 25% of remaining value added. Maximum Fee: 55 basis points
Bank Loans	.55% on the first \$100 million .45% on remaining assets
Conservative Unconstrained	.50% on the first \$100 million .40% over \$100 million
Core Fixed Income	.275% on the first \$100 million .20% on remaining assets
Core Plus Fixed Income	.275% on the first \$100 million .20% on remaining assets
Corporate Bonds	.325% on the first \$100 million .25% on remaining assets
Global Fixed Income	.375% on the first \$100 million .25% on remaining assets
High Yield Fixed Income	.50% on the first \$100 million .40% over \$100 million
Index Plus Mortgage-Backed Securities	.25% on the first \$100 million .20% on remaining assets
Index Tracking Mortgage-Backed Securities	.20% on the first \$100 million .15% on remaining assets

	Institutional or Individual (High Net Worth)
Intermediate Fixed Income	.275% on the first \$100 million .20% on remaining assets
Investment Grade Credit Fixed Income	.275% on the first \$100 million .20% on remaining assets
Long Duration Fixed Income	.275% on the first \$100 million .20% on remaining assets
Long Duration Government-Credit Fixed Income	.275% on the first \$100 million .20% on remaining assets
Low Duration Fixed Income	.22% on the first \$100 million .15% on remaining assets
Mortgage-Backed Securities	.275% on the first \$100 million .20% on remaining assets
Mortgage-Backed Short-Intermediate	.275% on the first \$100 million .20% on remaining assets
Opportunistic Core Plus Fixed Income	.375% on the first \$100 million .25% on remaining assets
Opportunistic Mortgage-Backed Securities	.70% on the first \$50 million .50% on remaining assets
Securitized Opportunities	1.00% on the first \$50 million .50% on the next \$450 million .32% on the next \$500 million .15% on the next \$500 million .10% on remaining assets
Specialized Cash	.20% on the first \$100 million .15% on remaining assets

Institutional or Individual (High Net Worth)

Strategic Income	.50% on the first \$100 million .40% on remaining assets
We, or our affiliates, also offer the Strategic Income strategy through other investment vehicles, which may have differing fee schedules.	
TIPS Portfolios	.20% on the first \$100 million .15% on remaining assets
Total Return Mortgage-Backed Securities	.275% on the first \$100 million .20% on remaining assets
Ultra Short Fixed Income	.20% on the first \$100 million .15% on remaining assets
Unconstrained	.50% on the first \$100 million .40% over \$100 million

In addition to our asset-based investment advisory fee schedules described above, we may offer performance based fees to certain institutional investors. These are determined on a case by case basis, and will comply with the SEC's Rule 205-3 of the Advisers Act, if applicable, which provides an exemption from a prohibition on our receiving compensation based on a share of capital gains or appreciation in a client's account we manage. See Item 6, below for additional information about performance fees and their risks.

MUTUAL FUNDS AND OTHER INVESTMENT COMPANIES

Metropolitan West Mutual Funds. We also are the investment adviser of the Metropolitan West Funds, which currently include the following funds which pay us investment advisory fees at the annual rate shown. The fee is charged on the average daily value of the fund assets, payable monthly in arrears by a deduction from the applicable fund.

FUND	ADVISORY FEE
Metropolitan West Corporate Bond Fund	0.40%
Metropolitan West Flexible Income Fund	0.45%
Metropolitan West Floating Rate Income Fund	0.55%
Metropolitan West High Yield Bond Fund	0.50%
Metropolitan West Intermediate Bond Fund	0.35%
Metropolitan West Investment Grade Credit Fund	0.35%

FUND	ADVISORY FEE
Metropolitan West Low Duration Bond Fund	0.30%
Metropolitan West Total Return Bond Fund	0.35%
Metropolitan West Ultra Short Bond Fund	0.25%
Metropolitan West Unconstrained Bond Fund	0.65%

Our investment advisory fees for two of the Metropolitan West Mutual Funds have two linked components: a basic fee (asset based) component and a performance adjustment component. The actual fee paid may be higher or lower than the basic fee.

- Metropolitan West AlphaTrak 500 Fund.** This fund pays us a management fee, computed daily and payable monthly, at an annual rate of 0.35% of the AlphaTrak Fund's average daily net assets. The basic fee may be adjusted upward or downward (by a performance component of up to 0.35% of the AlphaTrak Fund's average daily net assets for the relevant 3-month performance period), depending on whether and to what extent the investment performance of the AlphaTrak Fund, for that performance period, exceeds or is exceeded by the investment record of the S&P 500 Stock Price Index plus a margin.

The AlphaTrak Fund uses a rolling 3-month performance period. The performance adjustment, which is applied to the AlphaTrak Fund's average daily net assets for the performance period, equals 35% of the difference between the AlphaTrak Fund's investment performance and the investment record of the S&P 500 Stock Price Index plus a margin of 0.30% when the AlphaTrak Fund's performance is calculated assuming the maximum possible management fee of an annual rate of 0.70% rather than the actual fee accrued. Alternatively, the margin also can be described as 1.00% if the investment performance of the AlphaTrak Fund is calculated after operating expenses but before any management fee.

An annual performance difference of 1.00% or more between the AlphaTrak Fund and the Index plus the margin would result in an annual maximum performance adjustment of 0.35%. This formula requires that the AlphaTrak Fund's performance exceed the investment record of the Index plus the margin before any performance adjustment is earned. If the AlphaTrak Fund's performance is below the performance of the Index plus the margin, a negative performance adjustment would apply.

- Metropolitan West Strategic Income Fund.** This fund pays us a basic management fee, computed daily and payable monthly, at an annual rate of 1.20% of the fund's average daily net assets. The basic fee may be adjusted upward or downward (by a performance component of up to 0.70% of the Strategic Income Fund's average daily net assets for the relevant 12-month performance period), depending on whether and to what extent the investment performance of the Strategic Income Fund, for that performance period, exceeds or is exceeded by the

investment record of the Merrill Lynch 3 Month U.S. Treasury Bill Index plus a margin.

The Strategic Income Fund calculates its fee by using a rolling 12-month performance period. The performance adjustment, which is applied to the Strategic Income Fund's average daily net assets for the performance period, equals 35% of the difference between the Strategic Income Fund's investment performance and the investment record of the Merrill Lynch 3 Month U.S. Treasury Bill Index plus a margin of 0.10% when the Strategic Income Fund's performance is calculated assuming the maximum possible management fee of an annual rate of 1.90% rather than the actual fee accrued. Alternatively, the margin also can be described as 2.00% if the investment performance of the Strategic Income Fund is calculated after operating expenses but before any management fee.

For example, an annual performance difference of 2.00% or more between the Strategic Income Fund and the Index plus the margin would result in an annual maximum performance adjustment of 0.70%. This formula requires that the Strategic Income Fund's performance exceed the investment record of the Index plus the margin before any performance adjustment is earned. If the Strategic Income Fund's performance is below the performance of the Index plus the margin, a negative performance adjustment would apply.

- **Terms Applicable to Both Funds.** Investment performance for each is calculated based on its net asset value per share after expenses but assuming the maximum possible management fee. For purposes of calculating the investment performance of each fund, any dividends or capital gains distributions paid by the fund are treated as if those distributions were reinvested in the fund. The investment record for the respective Index is based on the change in value of that Index and earnings from underlying securities.

Because the adjustment to the basic fee is based on the comparative performance of each fund and the record of its Index, the controlling factor (regarding the performance adjustment) is not whether the fund's performance is up or down, but whether it is up or down more or less than the investment record of the applicable Index plus the margin. In addition, the comparative investment performance of each fund is based solely on the relevant performance period without regard to the cumulative performance over a longer or shorter period.

The management fee and any performance adjustment for each fund are accrued daily and the entire management fee is normally paid monthly. It is possible for high past performance to result in a daily management fee accrual or monthly management fee payment by the one of these funds that is higher than lower current performance would otherwise produce. The reverse is also true. It is possible for low past performance to result in a daily management fee accrual or

monthly management fee payment by a fund that is lower than the higher current performance would otherwise produce. The performance adjustment (expressed as dollars) with respect to any accrual or payment of the management fee for each fund (based on a rolling 3-month performance period) will not exceed the positive or negative performance adjustment otherwise applicable to that payment (expressed as a percentage) applied instead to the average daily net assets used to calculate the basic fee.

Additional information about the fees charged to the Metropolitan West Funds by the Adviser and other expenses, and risks of investing, can be found in the prospectus for the Metropolitan West Funds, which may be downloaded from www.TCW.com.

Other Investment Companies. We (or our affiliates pursuant to sub-advisory agreements) also serve as investment adviser or sub-adviser to affiliated and unaffiliated investment companies registered under the 1940 Act and foreign investment companies ("**Investment Companies**") under written agreements pursuant to which we manage the investments of such Investment Companies' assets. We provide investment management advice for Investment Companies at fees negotiated with each such company. Fees generally range from .15% of average daily net assets to .75% of average daily net assets, and may vary based on account size, depending upon the strategy offered by the Investment Companies but may be negotiable. Fees may also include incentive fees, which fees will comply with SEC's Rule 205-3 of the Advisers Act, if applicable, which provides an exemption from a prohibition on our receiving compensation based on a share of capital gains or appreciation in a client's account we manage. The actual fees, minimum investment amounts and other conditions relevant to maintaining an investment in any such Fund are disclosed in the offering documents of the Investment Companies.

OTHER EXPENSES IN CONNECTION WITH ACCOUNTS AND FUNDS.

- **Accounts.** Our Account clients will typically pay fees to their custodian in addition to our management fees. Depending on the strategy in which the account invests, the Account will incur brokerage fees for most equity trading, and the effect of the difference with respect to the bid/ask spread for trading in fixed income investments. See Item 12, Brokerage Practices, of this Brochure. If the strategy for the Account involves derivatives, the Account may be required to make payments related to the derivatives contracts to counterparties.
- **Mutual Funds.** In addition to our management fees, our Mutual Fund clients incur fees for distribution (pursuant to 12b-1), custodial, administrative, transfer agency, sub-transfer agent/record keeper services, state registration, Securities and Exchange Commission registration, membership in the Investment Company Institute (a mutual fund industry association), state and city taxes, audit, printing, mailing, legal, compliance, as well as independent director's expenses.

COMPENSATION OF OUR EMPLOYEE MARKETING REPRESENTATIVES.

Our employees who act as our marketing representatives are not normally paid a sales commission by our Funds for marketing those Funds to our clients. If they were to be paid a sales commission by any of our Funds, we would fully disclose that in the Fund documents provided to potential investors prior to investment. We do, however, compensate our Marketing Representatives from the management fees we earn on Accounts that they are responsible for and for their clients who invest in our Funds. This practice presents a conflict of interest and gives our marketing representatives an incentive to recommend our investment strategies and Funds based on the compensation received, rather than on a client's needs. Our mutual fund strategies are available through brokers and agents not affiliated with us. Those brokers or agents are generally compensated through a portion of our advisory fees, and in some cases through 12b-1 fees disclosed in the mutual fund documents.

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

We may receive investment advisory fees for some of the Accounts and Funds that we manage that are performance fees, as described in Item 5, above.

Our portfolio managers may share in performance fees. In each case the fees are specifically authorized by the Account or Fund documents and disclosed in any Fund disclosure documents. For other Accounts and Funds we manage that make the same or similar investments, we may receive investment advisory fees based only on a percentage of assets or a fixed fee.

Performance fees create a risk that:

- we may have an incentive to allocate more attractive investment opportunities to accounts or funds with performance fees; and
- we may cause the Account or Fund to make investments that are more speculative than we would for an account or fund with similar investment guidelines that does not have performance fees. However, we may receive no performance fee or a reduced fee if the account or fund has losses, which can align our interest with the client and temper this risk.

Accounts and Funds that make similar investments, but do not pay us performance fees, may have different investment advisory fees from each other, which also can create the risk that we may allocate more attractive investment opportunities to Accounts and Funds with greater investment advisory fees.

To mitigate these risks, we monitor accounts and funds for compliance with investment guidelines and follow investment allocation policies. Under our allocation policies, when a particular investment would be appropriate for several accounts and funds we manage,

we apportion the investment in a manner that we determine in good faith to be fair and equitable. Our apportionment may not be strictly pro rata depending on our determination of all relevant factors such as differing investment objectives, diversification considerations, and cash availability. We follow similar good faith apportionment policies when disposing of investments for our accounts and funds. These allocation policies could in certain circumstances adversely affect the price paid or received by our Accounts and Funds. See Item 12 of this Brochure, describing our Brokerage Practices, for more information.

ITEM 7: TYPES OF CLIENTS

Our clients include many of the largest corporate and public pension plans, financial institutions, endowments and foundations in the U.S., as well as mutual funds, other investment companies, foreign investors and high net worth individuals.

SEPARATE ACCOUNTS. Accounts in our investment strategies are generally subject to the minimum account size of \$75 million. The minimum is generally not negotiable but in some instances it may be negotiated. Investment strategies that vary from the \$75 million minimum account size are as follows:

- Bank Loans \$100 million
- High Yield Fixed Income \$40 million

METROPOLITAN WEST MUTUAL FUNDS. The minimum account size for each of the Metropolitan West Mutual funds is:

- Class I - \$3 million
- Class I-2 - \$3 million
- Class M - \$5,000 (\$1,000 for IRA's)
- Administrative Class - \$2,500 (\$1,000 for IRA's)
- Plan Class - \$25 million

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

An investment in any of our strategies involves risk, including the risk that an investor can lose money. An investment in any of these strategies by itself is not a balanced investment program for purposes of an investor's portfolio diversification needs. Investors should consult with their financial adviser regarding the appropriateness of an investment in any of these strategies for their overall investment program.

The following are general descriptions of our current investment strategies, not descriptions of any particular Mutual Fund. For descriptions of the strategies, methods of analysis, and risks of loss of any of the MetWest Mutual Funds we advise, see their prospectus or other offering documents.

OUR STRATEGIES.

- **AlphaTrak.** We have designed this strategy for investors looking for equity market returns. The portfolios are managed to track the Standard and Poor's 500 Index. AlphaTrak uses a combination of S&P 500 futures contracts, along with an enhanced cash or low duration fixed income portfolio. (The AlphaTrak strategy also may use S&P 500 swap contracts together with or in lieu of the S&P index futures.) The actual dollars invested in the enhanced cash portfolio approximately equal the notional value of the S&P futures contracts held. Outperformance relative to the S&P 500 can be obtained provided the enhanced cash portfolio outperforms the implied financing rate of the S&P 500 futures contracts, which typically slightly exceeds the 3 month London Interbank Offered Rate (LIBOR). Hence, the investor achieves his or her equity "alpha" by relying on our fixed income skills to manage an enhanced cash portfolio with the goal of outperforming the short-term implied financing rate embedded in the pricing of the futures contracts.

Outperformance of the short-term financing rate can be achieved by utilizing a strategy which emphasizes investments in short maturity fixed income instruments whose yields exceed LIBOR. These additional yields are achievable by investing in U.S. Treasury securities, corporate bonds, U.S. Government Agency Securities, asset backed securities and mortgage securities, among others, and by utilizing a longer average maturity structure than LIBOR.

- **Bank Loans.** The strategy seeks primarily to maximize current income, with a secondary objective of long-term capital appreciation. The strategy normally invests primarily in floating rate investments and in investments that are the economic equivalent of floating rate investments. These investments may include, but are not limited to, any combination of the following items: (i) senior secured floating rate loans or debt; (ii) second lien or other subordinated or unsecured floating rate loans or debt; (iii) fixed-rate loans or debt, such as corporate bonds, preferred securities, convertible securities, mezzanine investments, collateralized loan obligations, senior loans, second lien loans, structured products and U.S. government debt securities, with respect to which the strategy has entered into derivative instruments that have the effect of converting the fixed-rate interest payments into floating-rate interest payments; and (iv) writing credit derivatives, which would give the strategy exposure to the credit of a single issuer or an index. The strategy may also purchase, without limitation, participations or assignments in senior floating rate loans or second lien floating rate loans. Debt instruments include convertible or preferred securities that produce income.
- **Conservative Unconstrained.** An opportunistic, value driven strategy that invests in all sectors of the global fixed income marketplace with the goal of attractive risk-adjusted total return (and no traditional benchmark). With broad

flexibility in the average duration, sector allocation, quality profile and country exposure (though typically U.S. dollar), the strategy emphasizes capital preservation through in-depth security-level analysis and absolute return via the recognition of market mispricing. The constrained approach to Unconstrained Fixed Income will typically limit less than investment grade exposure to no more than 20% of portfolio market value.

- **Core Fixed Income.** With a typical interest rate duration range of 3 to 6 years, this strategy invests across U.S. Fixed Income sectors, seeking to outperform by applying specialized management expertise and allocating capital among the U.S. government, corporate, mortgage and asset-backed bond sectors. In addition to the risk factors for all fixed income strategies, see the risk factors for mortgage-backed and asset-backed securities, below.
- **Core Plus Fixed Income.** With a typical interest rate duration range of 3 to 6 years, the strategy seeks to outperform the broad bond market by applying specialized management expertise to and allocating capital among the U.S. government, investment grade and high yield corporate, mortgage and asset-backed, and international and emerging markets bond sectors. In addition to the risk factors for all fixed income strategies, see the risk factors for derivatives and mortgage-backed and asset-backed securities, below.
- **Corporate Bonds.** A value-oriented strategy capitalizing on our fundamental credit analysis capabilities. The focus is on identifying investment grade corporate bonds offering attractive yields with a particular emphasis on avoiding deteriorating credits as well as selecting improving credits. In addition to the risk factors for all fixed income strategies, see the risk factor for asset-backed securities, below.
- **Global Fixed Income.** Drawing on fixed income issues from across the U.S., developed and emerging markets, this value-oriented strategy seeks to outperform its benchmark through active decision making across the dimensions of country weighting, currency exposure, duration management, yield curve positioning, sector allocation and security selection. In addition to the risk factors for all fixed income strategies, see the risk factors for derivatives and mortgage-backed and asset-backed securities, below.
- **High Yield Fixed Income.** For this strategy, we construct portfolios that are primarily invested in securities rated BB+ / Ba1 and below. The High Yield strategy focuses on identifying credits with substantial underlying asset value relative to the market price of their debt. The portfolio managers generally emphasize the debt of companies with hard asset value and resilient operating cash flow and de-emphasize those companies and industries with limited asset value protection. Generally, there is a preference within the strategy for bank

loans or bonds that are senior in the capital structure and/or closer to the company's assets.

- **Intermediate Fixed Income.** This strategy constructs portfolios to normally maintain an average interest rate duration of between 2 and 4.5 years. Investments can include U.S. government and corporate debt securities, mortgage and asset-backed securities, money market instruments and derivatives, although other fixed income securities may be used in the portfolio.
- **Investment Grade Credit Fixed Income.** A value-oriented strategy capitalizing on TCW's fundamental credit analysis capabilities. The focus is on identifying investment grade corporate bonds offering attractive risk-adjusted yields. Particular emphasis is placed on recognition of market mispricing and the selection of cheaper, stable to improving credits, and the avoidance of weaker issuers that buyers have overpriced.
- **Long Duration Credit Fixed Income.** Designed for investors seeking to align all or a portion of portfolios with longer dated liabilities such as pension benefits or insurance obligations, TCW's deflation-hedging long duration (10 years or greater) strategies allow for the extension of average portfolio maturities in a diversified corporate-specific account. These strategies blend top down risk control with bottom-up sector/industry allocation and fundamental security analysis to drive outperformance of associated benchmarks. In some instances, client discretion may extend portfolio latitude to a modest allocation of up to 20% of portfolio exposure to sub-investment grade holdings to enhance the yield profile.
- **Long Duration Government-Credit Fixed Income.** Designed for investors seeking to align all or a portion of portfolios with longer dated liabilities such as pension benefits or insurance obligations, TCW's deflation-hedging long duration (10 years or greater) strategies allow for the extension of average portfolio maturities in a diversified government-credit account. These strategies blend top down risk control with bottom-up sector/industry allocation and fundamental security analysis to drive outperformance of associated benchmarks.
- **Low Duration Fixed Income.** For this strategy, we construct portfolios to normally maintain an average interest rate duration of between 1 and 3 years. Investments can include U.S. government and corporate debt securities, mortgage and asset-backed securities, money market instruments and derivatives, although other fixed income securities may be used in the portfolio.
- **Opportunistic Core Plus Fixed Income.** With a typical interest rate duration range of 3 to 6 years, the strategy seeks to outperform the broad bond market by applying specialized management expertise to and allocating capital among the U.S. government, corporate, high yield, international and mortgage and asset-backed bond sectors. In addition to the risk factors for all fixed income strategies,

see the risk factors for derivatives and mortgage-backed and asset-backed securities, below.

- **Strategic Income.** This strategy is designed to generate absolute return through bond market investments, while bearing generally low correlation to equity and fixed income performance. Much of the time, this approach will exhibit the profile of an unconstrained fixed income strategy, allocating investments across a range of global opportunities related to credit, currencies and interest rates, with less restrictive constraints than Core Plus portfolio management. Fewer limitations allows for a broader expression of portfolio duration and off-index exposures. When conditions are suitable, in terms of an attractive return-risk proposition, this strategy may undertake opportunities to exploit market inefficiencies through capital structure arbitrage, inter-sector arbitrage and rating agency arbitrage. These arbitrage strategies can be implemented in both the cash bond and derivative markets (including credit default swaps), both intended to benefit from mean-reverting top-down characteristics of the bond market and a strong value-oriented bottom-up perspective.
- **TIPS Fixed Income.** We invest in securities commonly known as TIPS (Treasury Inflation-Protected Securities). The strategy attempts to select TIPS at various maturities that appear more advantageous while striving to outperform against the chosen index, and providing protection against inflation.
- **Ultra Short Fixed Income.** With this strategy, we attempt to maintain a dollar-weighted average portfolio maturity normally exceeding one year, while normally maintaining an average portfolio interest rate duration of up to one year. Investments can include government and corporate debt securities, mortgage and other asset-backed securities, money market instruments and derivatives, although other fixed income securities may be used in the portfolio.
- **Unconstrained.** This strategy seeks a long term rate of return by utilizing a flexible approach that allocates investments across a range of global investment opportunities related to credit, currencies and interest rates. The use of the term “unconstrained” in the strategy’s name means that it has few limitations with respect to types of investments, is flexible in the use of interest rate duration and is not managed to be compared to an index. The portfolio management team expects to actively evaluate each investment idea based on its potential return, its risk level and how it fits within the Fund’s overall portfolio in determining whether to buy or sell investments.

Note: In addition to the risks of all our fixed income strategies, the following are subject to the mortgage-backed securities, asset-backed securities and derivatives risks described below.

- **Index Plus Mortgage-Backed Securities.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in U.S. dollar-denominated mortgage-backed securities. This strategy generally involves tighter constraints on the investments it makes, such as non-agency mortgage-backed securities, than our Mortgage-Backed Securities strategy.
- **Index Tracking Mortgage-Backed Securities.** A strategy designed to largely replicate the return of or slightly outperform a designated mortgage-backed securities index with very limited differentiation from the composition of the benchmark.
- **Mortgage-Backed Securities.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in U.S. dollar-denominated mortgage-backed securities.
- **Mortgage-Backed Short-Intermediate.** A fixed income strategy investing primarily in mortgage-backed securities of U.S. government agencies. The strategy seeks to capture much of the higher yields of traditional long-term bond portfolios with relatively less volatility.
- **Opportunistic Mortgage-Backed Securities.** The Opportunistic Mortgage-Backed Securities strategy offers investors the opportunity to take advantage of the pockets of inefficiencies that exist due to the significant repricing of mortgage credit risk. With extensive experience in all sectors of the MBS markets, we are well equipped to exploit these opportunities.
- **Securitized Opportunities.** An aggressive, total return fixed income strategy, emphasizing complex mortgage-backed securities designed to offer high absolute returns. The strategy is not managed within a prescribed duration range, and may vary greatly over time.
- **Specialized Cash.** A fixed income strategy investing in adjustable rate and other short-term mortgage-backed securities issued by U.S. government agencies. The strategy seeks to outperform short-term U.S. Treasuries and other “AAA” credits.
- **Total Return Mortgage-Backed Securities.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in U.S. dollar-denominated mortgage-backed securities. This strategy generally involves fewer restraints on the investments it makes, such as non-agency mortgage-backed securities, than our Mortgage-Backed Securities strategy.

Our methods and sources for analysis for domestic fixed income strategies:

We are a value investment manager. As such, our investment process focuses on preserving capital for our clients, while extracting value utilizing deep, fundamental, “bottom-up” research and analysis.

For the credit sector, our research focuses on asset value, seniority in the capital structure, and the ability to generate free cash flow. We utilize several measures to determine a company's asset value (including discounted cash flow analysis, multiples of cash flow, multiples of free cash flow, percentage of replacement cost, required IRR, etc.) and then compare that to the market price of their debt. We conduct a detailed examination of the company's organizational and capital structure to determine seniority. We consider both structural and payment seniority, as well as limitations on the company's ability to incur debt senior to us. In addition, we concentrate on the actual cash flow generated by reconstructing the components that make up the change in cash from period to period. This removes accrual accounting distortions. Other firm specific factors such as liquidity, management, and competitive position are also considered. Finally, industry and regulatory characteristics and conditions are examined for desirability and timing of investment.

We employ quantitative research that is driven by a number of powerful and dynamic proprietary models that aid in the analysis of fixed income securities. These models assist us in establishing independent criteria for bond valuation. We believe that the process of developing quantitative fixed income tools in-house improves our understanding and knowledge of different securities. These proprietary analytics also help us to understand and focus on how portfolios are structured relative to benchmarks and how portfolios will perform across a variety of interest rate, yield curve, and volatility scenarios.

Our proprietary quantitative models assist us in analyzing the following sectors of the fixed income market: Treasury securities, Treasury futures, callable corporate bonds, mortgage pass throughs, and collateralized mortgage obligations (CMOs). In addition, we have a proprietary portfolio management system, which aids in risk management, scenario analysis, portfolio risk metrics, client reporting, and compliance. Finally, by having a proprietary portfolio management system rather than vended software, we are able to adapt faster to changes in the market and to do customized reporting or implement risk management projects from clients and consultants.

On the structured products side, our loan level database of over 30 million loans provides original and current loan characteristics that are updated monthly. The original information provided includes loan to value (“LTV”), zip code, property type, documentation, loan type, FICO score, etc. Current information is updated monthly to include payment status, modification details, loss amounts, prepayments and liquidation amounts necessary for us to estimate information and property owned by lender (“REO”) sale prices.

The research and analytics generate deal and zip code level metrics including delinquency roll rates, prepayment rates, REO sales index, mark-to-market LTV, negative/positive equity and many other factors historically critical in the analysis of the complex non-agency MBS sector. In today's market, the most important factor is the loan-to-value ratio, as it is the primary driver of a borrower's default decision, a key input to loss severity calculations and a significant indicator of prepayment speeds. We believe our ability to determine a more accurate LTV than is observable in the broader market statistics is a critical way we add incremental value to portfolio analysis and security selection. The output of this analysis shapes our market analysis/insight and pricing and determines vintage rankings, alt-A vs. subprime vs. prime vs. option-arm comparative analysis, absolute and relative rankings at the deal level as well as security level.

In addition to our proprietary resources, we believe we also utilize the best tools available from external vendors. One example is our utilization of Open-Bloomberg, which allows our proprietary analytics packages to interface directly with real time market data. This includes a database containing over 1,000,000 separate fixed income issues. Another example is our utilization of The Yield Book. This tool enables us to model client indexes with an additional database containing 50,000+ issues. The Yield Book allows us to provide clients, by request, with third-party risk metrics for their portfolio.

The output of our analysis shapes our market analysis/insight and pricing and we will conduct further in-depth research to determine relative value.

Our methods and sources for analysis for international fixed income strategies:

We utilize a value-seeking investment approach developed to identify and exploit the best reward-risk opportunities in emerging markets fixed income. Our integrated top-down and bottom-up investment process emphasizes global and multi-sector diversification to generate attractive risk-adjusted returns from income and capital appreciation. Scenario analysis is an important element in the investment process. This probabilistic approach includes the widest range of potential outcomes in the determination of expected returns, allowing us to establish a dynamic link between credit fundamentals, market valuations, and portfolio strategy.

All sovereign and corporate credits are evaluated utilizing proprietary credit models designed and developed by us. This phase of the research process serves three important functions: isolate key credit strengths and weaknesses and other risk factors; analyze the momentum of credit fundamentals; and standardize the framework for comparing credits.

Sovereign credits are evaluated using a standardized set of quantitative and qualitative variables falling into seven general categories: exchange rates, fiscal policy, debt service capacity and debt dynamics, financial sector strength, structural reforms, political outlook, and environmental, social and governance (ESG) factors. Corporate credit fundamentals are evaluated using separate financial and qualitative variables covering: operating

performance, debt service capacity, management, competitive position, covenants, operating trends, and ESG factors.

Investment positions will generally be taken in countries that are at various stages of the economic development process. This process typically involves the adoption of orthodox economic reforms, paving the way for macroeconomic stability, higher relative growth rates, improving living standards, deepening linkages to global markets, and strengthening credit fundamentals. Countries where the commitment to economic reform is weak and credit fundamentals are constrained by macroeconomic or financial instability, weak political institutions, and/or geographic isolation will generally be avoided unless the portfolio managers believe that political or other factors are likely to support a stronger macroeconomic policy mix going forward or where risks are more than fully reflected in prices. In addition, portfolio overlays are utilized to promote diversification. These include sector limits, issue limits, issuer limits, exchange rate limits, and weighted average rating targets.

The cornerstone to our risk management methodology is an elaborate scenario building process that isolates the strengths and weaknesses of each investment and constructs baseline, best, and worst case outcomes from the interplay of investment fundamentals. The aforementioned process is integral to the development of our investment strategy and risk management techniques; explicit probabilities and market valuations are assigned to each scenario. For each investment, expected return forecasts are derived that capture the full range of possible outcomes. To make the analysis more conservative, worst case outcomes are assumed to include one or several of the most common emerging markets crises, e.g., debt service crisis, financial crisis, balance of payments or exchange rate crisis, or political crisis. This scenario framework is utilized to define specific performance benchmarks for each investment. These benchmarks are utilized to monitor the performance of each investment through time.

In addition to our primary research, the portfolio managers, sovereign risk analysts, and corporate credit analysts also utilize a wide variety of outside research sources, including sell side banks and investment banks, including, but not limited to: JP Morgan, Deutsche Bank, Citibank, Bank of America, Merrill Lynch, and UBS; international multilateral organizations, such as the IMF, IBRD, IADB, EBRD and ADB; in-country political and economic consultants; and a variety of outside data services, including Bloomberg and FactSet.

RISKS FOR OUR STRATEGIES:

The principal risks affecting all fixed income strategies are:

- **interest rate risk:** the risk that debt securities will decline in value because of changes in interest rates or a decline in interest rates will lower their yield. Interest rate risk also includes the exposure of the portfolio to the outright level of both Treasury and swap rates across the entirety of the maturity curves. It also includes the level of Treasury and swap rates relative to each other and to other market indicators. Interest rate management will encompass all of those factors

and will seek to hedge those exposures on an outright basis, relative to the stated benchmark, or relative to other risks in the portfolio.

- **liquidity risk:** the risk that there may be no willing buyer of the portfolio securities and we may have to sell those securities at a lower price, or may not be able to sell the securities at all, each of which would have a negative effect on performance.
- **credit risk:** the risk that an issuer will default in the payment of principal and/or interest on a security.
- **price volatility risk:** the risk that the value of the investment portfolio will change as the prices of its investments go up or down.
- **issuer risk:** the risk that the value of a security may decline for reasons directly related to the issuer such as management performance, earnings, financial leverage, the value of assets and reduced demand for the issuer's goods or services.
- **market risk:** the risk that returns from the securities in which we invest will decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. Normal markets are generally characterized by a benign credit environment with only isolated idiosyncratic credit events, good liquidity as demonstrated by regular and consistent two way trading across markets, and a risk posture on the part of the managers that is neutral to positive, i.e. not defensive with respect to credit risk.
- **securities selection risk:** the risk that the securities we invest in will underperform others investing in the same asset class or benchmarks that are representative of the asset class because of our choice of securities.
- **portfolio management risk:** the risk that an investment strategy may fail to produce the intended results.
- **non-diversification risk:** the risk that the portfolio we invest in may be subject to wider fluctuations in value than if it were subject to broader diversification requirements.
- **globalization risk:** the risk that the growing inter-relationship of all global economies and financial markets has increased the effect of conditions in one country or region on issuers of securities in a different country or region.
- **market disruptions and geopolitical risk:** geopolitical events may disrupt securities markets and adversely affect global economies and markets. Those events, as well as other changes in foreign or domestic economic and political conditions could adversely affect the value of the investments we make.

The following are risks of strategies that invest in mortgage-backed securities:

- **underlying collateral risk:** the risk that the impairment of the value of the collateral underlying the non-agency security in which we invest, such as non-payment of mortgage loans, will result in a reduction in the value of the security.
- **extension risk:** the risk that in times of rising interest rates, mortgage prepayments will slow causing portfolio securities considered short or intermediate term to be long-term securities which fluctuate more widely in response to changes in interest rates than shorter term securities.
- **prepayment risk:** the risk that in times of declining interest rates, the higher yielding securities will be prepaid and we will have to replace them with securities having a lower yield.

The following are risks of strategies that employ derivatives or leverage:

- **derivatives risk:** the risk of investing in derivative instruments, including liquidity, interest rate, market and management risks, mispricing or improper value. Changes in the value of a derivative may not correlate perfectly with the underlying asset, reference rate or index and could lose more than the principal amount invested.
- **leveraging risk:** the risk that leverage created from borrowing or certain types of transactions or instruments, including derivatives, may impair the investment portfolio's liquidity, cause it to liquidate positions at an unfavorable time, increase volatility or otherwise not achieve its intended result.
- **counterparty risk:** the risk that the other party to a contract, such as a swap agreement, will not fulfill its contractual obligations.

The following are risks of strategies that invest in asset-backed securities:

- **underlying collateral risk:** the risk that the impairment of the value of the collateral underlying a security in which we invest such as non-payment of loans, will result in a reduction in the value of the security. The asset-backed securities (ABS) sector includes not only traditional collateral types such as credit card receivables, auto loans, and home equity lines of credit, but also non-traditional collateral types such as student loans, franchise loans, structured legal settlements, shipping containers, etc. ABS will also include instruments which have collateral that is comprised of other securities, such as collateralized debt/bond/loan obligations (CDOs/CBOs/CLOs). For a variety of reasons, many of these collateral types are not included in the specified benchmark, but may be attractive investments consistent with the desired risk profile of the portfolio.
- **extension risk:** the risk that in times of rising interest rates, prepayments will slow causing portfolio securities considered short or intermediate term to be long-

term securities which fluctuate more widely in response to changes in interest rates than shorter term securities.

The following are special risks for international strategies:

- **emerging market country risk:** the risk that the value of investments will decline due to the greater degree of economic, political and social instability of emerging market countries as compared to the developed countries.
- **foreign currency risk:** the risk that the value of the investments denominated in foreign currencies will decline in value because the foreign currency has declined in value relative to the U.S. dollar.

ITEM 9: DISCIPLINARY INFORMATION

Not Applicable.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Broker-Dealer. TCW Funds Distributors LLC (“TFD”) is a registered broker-dealer that is affiliated with us. Some of our employees are registered representatives or principals of TFD. These registered representatives and principals may receive compensation from us for selling interests in open- and closed-end commingled investment vehicles that we manage. They do not receive sales commissions from those investment vehicles, unless specifically disclosed.

Commodities Registration. We are registered as a commodity trading adviser (“CTA”). TCW Asset Management Company LLC (“TAMCO”) and TCW Investment Management Company LLC (“TIMCO”) are registered investment advisers that are affiliated with us. TAMCO is also registered as a CTA. TAMCO and TIMCO are registered as Commodity Pool Operators (“CPOs”). Some of our officers are registered as associated persons of those affiliates as a CPO or CTA. These associated persons may receive compensation from us or our affiliates for selling interests in Funds or for Accounts we or our affiliates manage. They do not receive sales commissions or other compensation from those funds or accounts, unless specifically disclosed.

Investment Advisers. For certain strategies, we may retain related registered investment advisers on a fully-disclosed basis. See the ADV Part 1 and the Brochure for each registered investment adviser described below for additional information regarding their investment management services.

- Buchanan Street Partners, L.P. (SEC Number: 801-78627; CRD Number: 169052)
- Sepulveda Management LLC (SEC Number: 801-108097; CRD Number: 284290)
- TCW Asset Management Company LLC (SEC Number: 801-6642; CRD Number: 105742)

- TCW Investment Management Company LLC (SEC Number: 801-29075; CRD Number: 106546)
- TCW-WLA JV Venture LLC (SEC Number: 801-71746; CRD Number: 154760)
- TCW Special Situations, LLC (SEC Number: 801-77428; CRD Number: 166286)

Other Advisers We May Recommend to Clients.

We from time to time recommend to our clients unaffiliated investment advisers that are not subsidiaries of The TCW Group, Inc. (together “**Non-TCW Advisers**”). The Non-TCW Advisers may pay us compensation, including a portion of the management and performance fees that they receive, for any of our clients that invest with the Non-TCW adviser. This could create the risk that we refer our clients to the Non-TCW Advisers solely to receive the compensation, without consideration of the interests of the client. However, we review each Non-TCW Adviser, as well as their investment strategies and funds that we recommend, to determine that the adviser has appropriate business capability and capacity and that they offer investment alternatives that may not be available from us. We disclose to the clients we refer to Non-TCW Advisers that we may be compensated if the client establishes an Account or invests in a Fund of the Non-TCW Adviser.

The following are Non-TCW Advisers we may refer our clients to:

- Amundi Group and its subsidiaries

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

SUMMARY OF OUR CODE OF ETHICS

Our officers, directors and employees are generally subject to our Code of Ethics (the “**Code**”). We will provide a copy of our Code of Ethics to any client or prospective client upon request. Our contact information appears on the first page of this Brochure.

The Code includes:

- **Conduct Principles.** General principles of conduct for all employees;
- **Restrictions on Personal Investment.** We maintain restrictions on investment transactions in which our officers, directors and certain other persons have a beneficial interest to avoid any actual or potential conflict or abuse of their fiduciary position. The Code permits personnel subject to the Code to invest in securities, but contains several restrictions and procedures designed to eliminate conflicts of interest including: (a) pre-clearance of non-exempt personal investment transactions; (b) quarterly reporting of personal investment transactions and initial and annual reporting of securities holdings; (c) a prohibition against personally acquiring securities in initial public offerings; (d) a

five day “black out period” prior or subsequent to a client transaction during which investment personnel are prohibited from making certain transactions in securities which are being purchased or sold by a client of the firm; (e) a prohibition, with respect to certain investment personnel, from profiting in the purchase and sale, or sale and purchase, of the same (or equivalent) securities, within 60 calendar days; (f) a prohibition against buying or selling any security that we are trading for our clients at the time a pre-clearance request is made; and (g) a prohibition on acquiring any shares of a third party, non-exchange traded, mutual fund we advise or sub-advise.

- **Insider Trading Rules.** A policy statement on insider trading that provides generally that none of our officers, directors or employees (a) may buy or sell a security either for themselves or others while in possession of material non-public information about the company, or (b) communicate material, non-public information to others who have no official need to know. The policy statement provides guidance about what is material non-public information, lists common examples of situations in which our personnel could obtain that information, and describes our procedures regarding securities maintained on its "Restricted Securities List" and for establishing ethical walls. It also identifies parties to contact for questions in connection with the requirements of the policy statement.
- **Gifts & Entertainment: Anti-Corruption Policy.** A policy statement requiring compliance with our gifts and entertainment rules and applicable anti-corruption laws and rules, including the Foreign Corrupt Practices Act. The policy also prohibits any of our employees from making any gift, payment or other inducement for the benefit of any person, including a foreign or domestic official, with the intent that the recipient misuse their position to aid our firm in obtaining, retaining or directing business. The policy explains the process by which our personnel may provide or accept gifts and entertainment. It also describes the approval process to engage third-party representatives to act on behalf of our firm. The statement identifies possible anti-corruption compliance “red flags” and requires our personnel and third-party representatives to report to our firm any potential violation of this policy that they may become aware of.
- **Restrictions on Employee Outside Activities.** A policy governing an employee's activities outside of their employment with us, including outside employment, service in any capacity for any non-affiliated company or institution, fiduciary appointments, and serving in any ongoing capacity for any non-investment related organization that is exclusively charitable, fraternal, religious, or civic and is recognized as tax exempt. The policy provides guidance on the approval and reporting of such outside business activities.
- **Restrictions on Political Contributions and Activities.** A policy on political activities and contributions, containing general rules governing contributions and solicitation, responsibility of individuals for personal contribution limits, quarterly reporting of political activities by certain employees and rules for political activities on our premises and for using our resources. The policy further requires

employees and certain of their related parties to obtain pre-clearance of political contributions, solicitations and volunteer activity.

- **Confidentiality Requirements.** Policies governing the confidentiality of our client and business information.
- **Whistleblower Provisions.** A policy stating it is our practice that employees report illegal activity or activities not in compliance with our formal written policies and procedures, including the Code.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Transactions Involving Related Persons. There are broker-dealers and other financial intermediaries and institutions that are controlled by or under common control with TCW. With respect to those related persons:

- We will enter into transactions or services involving related persons only in accordance with applicable laws and where we determine that the transactions or services are being done on an arm's length basis at fees or rates comparable to: (i) those generally available to the related person's other clients and (ii) those available to us in the marketplace from unrelated parties.
- Where required under Section 206(3) of the Advisers Act, and related rules, or Rule 17e-1 under the Investment Company Act, we will obtain client consent prior to effecting transactions with related parties, either on a case-by-case basis or on a blanket basis, as required or permitted by law. Certain funds we manage specifically authorize transactions with related parties and us, or an affiliate may consent to those on behalf of those funds.
- From time to time, we may take the following actions on behalf of our clients, or recommend to our clients that they take such actions:
 - buy or sell securities in which persons related to us have a financial interest;
 - effect transactions through related persons, including broker-dealers acting as principal or as agent for non-clients;
 - buy or sell securities to or from related persons who are broker-dealers;
 - buy or sell securities in which we, parties related to us or our other client's accounts are at the same time effecting a sale or purchase; and
 - effect transactions with brokers that have clearing relationships with related persons who are broker-dealers.

In any transaction with a related party, the related party may receive compensation. Furthermore, we may act as investment adviser for related persons and may act as investment adviser for pension vehicles of related persons. We may be restricted under

certain circumstances from entering into principal and agency and other transactions with affiliates. We have adopted procedures to identify affiliated brokers and such procedures are designed generally to prevent the purchase for certain clients of securities issued by certain affiliates. We have also adopted policies and procedures with respect to permitted transactions with our affiliates designed to assure that client interests are not adversely affected.

Investment Products. We may, from time to time, recommend to or purchase or sell on behalf of clients, securities or other investment products ("**Investment Products**") in which we, our affiliates or other related persons have a financial interest as the investment manager, general partner or trustee or as a co-investor in such Investment Products.

Consulting and Structuring Fees. We and our affiliates may receive fees from third parties for performing consulting, merger and acquisition structuring or other financial advisory services or acting as directors, officers or creditors' committee members. These fees can relate to actual, contemplated or potential investments of our clients. Such fees may be retained entirely by our affiliates or us.

Transactions by Different Accounts, Funds and Strategies. We may recommend or enter into for clients of any investment strategy:

- sales of or short positions (if allowed) in securities of an issuer, at the same time other of our or our related investment strategies purchase securities of the same issuer for their clients; or
- investments in securities in the same and/or different parts of the capital structure of an issuer than other of our, or our related, strategies.

In the above circumstances, investment opportunities in the same security may be pursued or held by both investment strategies so long as either (i) the investment issuer is a marketable security, or (ii) in the event of a non-marketable security an independent decision-making process is followed.

Securities We Purchase, Hold or Sell. We may recommend, buy or sell securities of issuers in which we or related persons may also purchase, hold or sell securities. These securities may be either publicly traded or private placements. Our Code of Ethics described above establishes various procedures with respect to investment transactions in which our related persons have a beneficial interest that are designed to reduce the potential for conflicts of interest.

Board of Director Memberships. Our officers or employees may from time to time be members of the boards of directors of publicly or privately held companies which may be permitted investments of various investment strategies we offer. In these cases, we take steps, such as establishing appropriate "ethical wall" procedures or placing the security in

question on a restricted list, which may limit or preclude us from purchasing or selling such securities for our clients.

ITEM 12: BROKERAGE PRACTICES

General. We and our affiliates seek to achieve best execution when trading. We take into account such factors as price (including the applicable dealer spread), size of order, and difficulty of execution when executing fixed income trades. Transactions are not always executed at the best available price. Other goals include execution of trades on behalf of clients in a timely and cost effective manner, fairness to clients, both in priority of order execution and in the allocation of the price obtained in execution of trades, and compliance with client trading related mandates and investment restrictions.

In addition to the general factors that may impact best execution for any security, best execution for fixed income securities is complicated by the unique profile of each individual CUSIP. Accordingly, the approach to best execution for fixed income securities typically depends on an assessment of a number of factors that may include broker activity in the security and comparable securities, market conditions for comparable securities, the overall liquidity of the security, taking into consideration potential variance of that liquidity in the future, the security's sector, type, structure, tenor/maturity, priority, amortization, coupon, covenants, collateral if any, trading restrictions if any, issue size, and other characteristics, and the issuer's creditworthiness and stability. Fixed income securities may be traded as individual securities or as portfolios. For less liquid fixed income securities, traders may also need to consider potential market or price impact, particularly if the order size is significant relative to the market or a limited number of brokers are making markets in the security.

Fixed income securities are generally purchased from the issuer or purchased from/sold through a market maker acting as a principal. Pricing is on a net basis, reflecting a dealer spread within the quote, without an explicitly stated and charged commission. Fixed income securities may also be purchased from underwriters at prices that include underwriting fees. Because of this pricing structure, research, and products and other services are not paid for from trades in fixed income securities.

Block Trades. In an effort to achieve efficiencies in execution and reduce trading costs, we and our affiliates frequently aggregate securities transactions on behalf of a number of accounts at the same time, generally referred to as "*block trades*." When executing block trades, trades will be allocated among accounts using procedures that we consider fair and equitable. Participation of an account in the allocation is based on such considerations as investment objectives, guidelines and restrictions, availability of cash, amount of existing holdings (or substitutes) of the security in the accounts, investment horizon and directed brokerage instructions, if applicable. We may execute securities transactions alongside or interspersed between block orders when we expect that such execution will not interfere with our ability to execute the order in a manner believed to be most favorable to our clients as a whole. We may exclude trades for accounts that direct brokerage or that are managed in part for tax considerations from block trades.

In some cases, various forms of pro rata allocation are used, and in other cases, random allocation processes are used. However, considerations such as lot size, relative liquidity of the position, existing or targeted account weightings in particular securities, account size, cash availability, diversification requirements and investment objectives, restrictions and time horizons may result in more particularized allocations. In connection with multi-account purchase or sale programs, and in other circumstances, if practicable, if multiple trades for a specific security are made with the same broker in a single day, those securities are allocated to accounts based on a weighted average purchase or sale price.

Allocation of New Issues. For new issues of fixed income securities, various forms of pro rata allocations among eligible accounts are generally used, and in other cases, other allocation processes that we consider appropriate, including random allocation processes are used. If a small amount of par value is allocated to us, we may allocate disproportionately, taking into consideration lot size, existing or targeted account weightings in particular securities and/or sectors, account size, diversification requirements and investment objectives/restrictions.

Client Directed Brokerage. We may not be able to obtain volume discounts or negotiate price with a broker for accounts that direct brokerage. Because of that, such accounts may not get best execution. Accounts with directed brokerage instructions may be excluded from block trades and their directed orders will generally be executed following completion of any non-directed trades. As a result, performance results for these accounts may vary from other client accounts we manage in the same strategy. In some instances, the client may direct us to make all or substantially all of their account trades with specific broker-dealers ("*fully directed*" accounts). Fully directed account clients may be required to sign certain acknowledgments, including the fact that such direction regarding brokerage may compromise best execution and that the client's account may trade after other accounts. Our fixed income strategies typically do not participate in directed brokerage.

Cross-Trades. We may seek to adjust or rebalance Account and Fund portfolios by effecting cross-trades between or among those portfolios (for example, by causing an Account to sell securities to one or more other Accounts). We will effect a cross-trade for an Account or Fund only if we believe that the transaction would be in the best interests of all participating clients, and the cross-trade would not be prohibited by the Account or Fund agreements, firm policy or applicable law. In effecting these cross-trades, we seek to improve the overall quality of the transaction for participating Accounts and Funds compared to what we believe could be achieved through a transaction with the market. Improvements could include reduced transaction costs, lower market impact or improved execution certainty and quality. All such cross-trades will be consistent with the investment objectives and policies of each Account or Fund involved in the trades in addition to our firm policies, and will be effected at the current independent market price of the securities involved in the trades. For securities that trade on an exchange, the independent current market price is the last reported sales price on the principal exchange on which the security trades or, if no sales were reported on that day, the average of the

highest current independent bid and lowest current independent offer for such security. For securities and other investments that do not trade on an exchange (excluding municipal securities), the independent current market price is determined by taking the average of the highest bid and the lowest offer obtained from three brokers. Municipal securities are priced at the current vendor price.

If a mutual fund is one of the participants, then the price and other terms would comply with additional requirements under Rule 17a-7 adopted under the Investment Company Act of 1940, as amended. The Accounts or Funds involved in cross-trades will not pay any brokerage commissions or mark-ups in connection with the trades, but may reimburse their custodian or broker-dealer for any customary costs and/or transfer fees.

We prohibit broker-dealer interposed cross trades (i.e. the selling of a security to a broker-dealer followed by the repurchase of the security from the same broker-dealer for another client account).

Affiliated Broker-Dealers. Broker-dealers selected may include broker-dealers in which clients or their affiliates, or, indirectly, we or our affiliates, have some financial interest.

Women-Owned/Minority-Owned Brokers. We may, subject to our duty to seek best execution, select broker-dealers for the execution of portfolio transactions that are majority-owned or operated by women and/or members of minority groups. We will select such a broker-dealer only if the broker-dealer can achieve best execution for the account and if selecting the broker-dealer will not cause our clients to pay brokerage commissions or incur portfolio transaction costs in an amount greater than would have been incurred if we had not used such firm.

ITEM 13: REVIEW OF ACCOUNTS

Our Accounts and Funds are divided among investment professionals according to the investment strategy of the portfolio. Portfolios are typically monitored and reviewed by the investment personnel who handle the strategy on an ongoing basis. The details of the monitoring vary based on the nature of the investment strategy.

Separately, our investment operations and investment compliance functions perform account monitoring and review. Such review may include daily, monthly, or quarterly reviews of transactions and guidelines. In addition, our client services, investment compliance, compliance and legal groups periodically review client guidelines, discuss modifications to guidelines, and agree on guideline interpretation.

Our Portfolio Analytics Committee, a combined team including senior members of our portfolio analytics group, investment, operations, legal, and compliance personnel, review quarterly and as needed, on an exception basis, the performance and risk analytics for each marketable security investment strategy. This Committee focuses on changes or shifts to investment style and anomalous results, as well as quantitative metrics, including performance, historical trends, and risk profiles. If necessary, the team holds additional

formal or informal meetings with individual investment professionals to further review their respective strategy in order to gain a deeper understanding of the fundamental drivers of the performance metrics. Our Portfolio Analytics Committee also convenes for the purpose of approving changes to investment composites, benchmarks, portfolio management teams, and substantive changes which may have an impact on investment composites and maintaining compliance with GIPS.

Separately, the Fixed Income Trading and Allocation Committee provides a formal periodic forum for the review of the fixed income trading activities on behalf of client accounts. This Committee also meets quarterly and more frequently as needed. Relevant topics may include broker concentrations; broker commissions; new approved brokers; trade analysis; performance dispersion; allocation of new issues; trade exceptions, broker fails, best execution and the use of commissions for research. Committee members include certain portfolio managers, one or more representatives of the trading desks and senior members of our Operations, Compliance, and Legal departments.

Separately from our review of Accounts and Funds, we pursue an enterprise-wide risk management process by which we assess, control, and monitor risks from all sources. We employ a combination of decentralized and centralized risk controls, which we consider the most effective approach to risk management. The fundamental risk analysis is decentralized, so that dedicated personnel are primarily responsible for addressing risks within their area of expertise. For example, our Chief Information Security Officer and his team have primary responsibility for day-to-day management of cybersecurity risk, subject to oversight by our Cybersecurity Committee. Our Business Risk Analytics Group focuses on operational and other business risks, including the interface between operations, IT and the investment teams. The Finance Department monitors financial and accounting risk. Our General Counsel and Chief Compliance Officer monitor legal and regulatory risk. Our centralized risk management includes our review of enterprise-wide risks. We have identified over 200 business risks, which we monitor by reviewing the probability and severity of the risk, steps that can be taken to mitigate, the implementation and effectiveness of the mitigation. We update our internal index of risks annually. Systematic oversight of the centralized risk management program is the responsibility of our Enterprise Risk Management Committee, consisting of department heads throughout the firm, which meets quarterly and as needed, to review and address risks arising in any part of TCW's business. The key departments and groups provide reporting at least quarterly to the Enterprise Risk Management Committee. The Board of Directors of The TCW Group, Inc., in addition to the public-company Boards of our registered investment companies, have ultimate oversight over any significant business risks.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

From time to time, we may pay a non-affiliated third party ("Solicitor") a fee or compensation for referral of a client to us in a separate account. The Solicitor is required to provide prospective clients with a current copy of our Brochure and the Solicitor's written disclosure statement. The Solicitor's statement will disclose the particulars of the

referral relationship and the compensation we will pay to the Solicitor. We will obtain a signed and dated acknowledgement from each referred client of the receipt of the Brochure and the disclosure statement, as required by Rule 206(4)-3 of the Investment Advisers Act of 1940.

At times, we may pay persons affiliated with us a fee or compensation for referring a client to us in a separate account. Those persons will disclose to clients the nature of their relationship to us at the time they solicit the clients for us.

Many of our clients engage the services of consultants in connection with their investments and investment managers. Compensation we pay to consultants would typically be disclosed as indicated by the paragraph above, as required by law. We may also pay from time to time a portion of the cost of conferences, seminars and other activities we attend that are sponsored by consultants.

ITEM 15: CUSTODY

Accounts. Due to certain arrangements, we may be deemed to have “custody” of client accounts within the meaning of Rule 206(4)-2 under the Advisers Act because we may have access to or authority over client funds and securities for purposes other than issuing trading instructions. If we are deemed to have custody over an account, the custodian will send the client investor periodic account statements (generally on a quarterly basis) indicating the amounts of any funds or securities in the account as of the end of the statement period and any transactions in the account during the statement period. Clients should review these statements carefully. Additionally, a client should contact us immediately if he or she does not receive account statements from the custodian on at least a quarterly basis. As noted in Item 13, above, we may provide a client, separately, with reports or account statements providing information about the account. A client should compare these carefully to the account statements received from the custodian. If a client should discover any discrepancy between the account statements, please contact us immediately.

Except in very limited circumstances where we agree otherwise, we will not be considered to have custody of a client’s cash or assets for purposes of the custody rule specified above. Our authority under a client agreement to transfer cash or assets to a client’s own account(s) pre-authorized by the client with its custodian would not be regarded as custody. Also, our authority under a client agreement to transfer cash or assets for settlement of transactions or to post collateral for transactions would not be regarded as custody. If, notwithstanding our absence of authority in our client agreement to make those transfers, the client’s custody agreement with its broker or bank gives us greater authority that may result in custody, we may send a letter to the custodian disclaiming that additional authority, which we would regard as effective to limit our authority and to avoid our being deemed to have custody of a client’s account assets for regulatory purposes.

ITEM 16: INVESTMENT DISCRETION

We enter into written agreements for each Account and Fund that we manage that state our discretion to manage the Account or Fund. We typically have discretionary authority for the investments of these Accounts and Funds, subject to specific investment guidelines and restrictions of those agreements. We enter into these agreements after legal and compliance review on our behalf.

ITEM 17: VOTING CLIENT SECURITIES

We will accept proxy voting authority from our clients, and follow our Proxy Voting Policy, which is summarized below. If we have accepted proxy voting authority from the client, we do not provide the client the option to direct a proxy vote with respect to a particular solicitation. We do, however, agree with some clients to use their proxy voting guidelines when voting proxies on their behalf.

Some of our clients do not give us the authority to vote proxies on their behalf, choosing to vote proxies themselves. Those clients will likely receive proxy solicitations from a custodian and transfer agent, and not through us. Those clients occasionally contact us with questions about a particular solicitation. Our Senior Proxy Specialist will discuss our guidelines with respect to the solicitation with the client.

SUMMARY OF PROXY VOTING POLICY

The following is a summary of our Proxy Voting Policy. We will provide a copy of our Proxy Voting Policy to any client or prospective client upon request. Our contact information appears on the first page of this Brochure.

If we have responsibility for voting proxies in connection with our investment advisory duties, or have the responsibility to specify to an agent how to vote the client's proxies, we exercise such voting responsibilities through the corporate proxy voting process. We believe that the right to vote proxies is a significant asset of our clients' holdings. In order to provide a basis for making decisions in the voting of proxies for our clients, we have established a proxy voting committee (the "**Proxy Committee**") and adopted proxy voting guidelines (the "**Guidelines**") and procedures.

Where we have retained the services of a sub-adviser to provide day-to-day portfolio management for the portfolio, we may delegate proxy voting authority to the sub-adviser; provided that the sub-adviser either (i) follows our Guidelines; or (ii) has demonstrated that its proxy voting policies and procedures are consistent with our Guidelines or otherwise implemented in the best interests of our clients and appear to comply with governing regulations. We also shall be provided the opportunity to review a Sub-Adviser's Proxy Voting Policy and Procedures as deemed necessary or appropriate by us. Consistent with its fiduciary obligations, we will be responsible for periodically verifying the sub-adviser's implementation of its proxy voting policy with respect to the portfolio we manage.

The Proxy Committee generally meets quarterly (or at such other frequency as determined by the Proxy Committee), and its duties include establishing proxy voting guidelines and procedures, overseeing the internal proxy voting process, and reviewing proxy voting issues. The members of the Proxy Committee include our personnel from the investment, compliance, legal and marketing departments. We also use an outside proxy voting service (an “**Outside Service**”) to help manage the proxy voting process. The Outside Service facilitates our voting according to the Guidelines (or according to guidelines submitted by our clients) and helps maintain our proxy voting records. In the event of a conflict between contractual requirements and the Guidelines, we will vote in accordance with the contractual obligations. Our proxy voting and record keeping is dependent on the timely provision of proxy ballots by custodians, clients and other third parties. Under specific circumstances described below involving potential conflicts of interest, we may also request the Outside Service to help decide certain proxy votes. In those instances, the Proxy Committee shall review and evaluate the voting recommendations of such Outside Service to ensure that recommendations are consistent with our clients’ best interest. In the event that we inadvertently receive any proxy material on behalf of a client that has retained proxy voting responsibility, and where it is reasonably feasible by us to determine the identity of the client, we will promptly forward such materials to the client.

As a matter of firm policy, we do not disclose to unaffiliated third parties how we expect to vote on upcoming proxies and do not disclose the way we voted proxies without a legitimate need to know such information.

Philosophy. When voting proxies, our utmost concern is that all decisions be made solely in the interests of the client and with the goal of maximizing the value of the client’s investments. Generally, proposals will be voted in accordance with the Guidelines and any applicable guidelines provided by our clients. Our underlying philosophy, however, is that our portfolio managers, who are primarily responsible for evaluating the individual holdings of our clients, are best able to determine how best to further client interests and goals. The portfolio managers may, in their discretion, take into account the recommendations of our management, the Proxy Committee, and the Outside Service.

Overrides and Conflict Resolution. Individual portfolio managers, in the exercise of their best judgment and discretion, may from time to time override the Guidelines and vote proxies in a manner that they believe will enhance the economic value of clients’ assets, keeping in mind the best interests of the beneficial owners. The Guidelines provide procedures for documenting and, as required, approving such overrides. In the event a potential conflict of interest arises in the context of voting proxies for our clients, the primary means by which we will avoid a conflict is by casting such votes solely according to the Guidelines and any applicable guidelines provided by our clients. If a potential conflict of interest arises, and the proxy vote to be decided is predetermined under the Guidelines, then we will follow the Guidelines and vote accordingly. On the

other hand, if a potential conflict of interest arises and there is no predetermined vote, or the Guidelines (or any applicable TCW client guidelines) themselves refer such vote to the portfolio manager for decision, or the portfolio manager would like to override a predetermined vote, then the Guidelines provide procedures for determining whether a material conflict of interest exists and, if so, resolving such conflict.

Proxy Voting Information and Recordkeeping. Upon request, we provide proxy voting records to our clients. These records state how votes were cast on behalf of client accounts, whether a particular matter was proposed by the company or a shareholder, and whether or not we voted in line with management recommendations. To obtain proxy voting records, a client should contact our Senior Proxy Specialist.

We or an Outside Service will keep records of the following items: (i) the Guidelines and any other proxy voting procedures; (ii) proxy statements received regarding client securities (unless such statements are available on the SEC's EDGAR system); (iii) records of votes cast on behalf of clients (if maintained by an Outside Service, that Outside Service will provide copies of those records promptly upon request); (iv) records of written requests for proxy voting information and our response (whether a client's request was oral or in writing); and (v) any documents we prepared that were material to making a decision how to vote, or that memorialized the basis for the decision. Additionally, we or an Outside Service will maintain any documentation related to an identified material conflict of interest.

We or an Outside Service will maintain these records in an easily accessible place for at least five years from the end of the fiscal year during which the last entry was made on such record. For the first two years, we or an Outside Service will store such records at its principal office.

International Proxy Voting. While we utilize the Guidelines for both international and domestic portfolios and clients, there are some significant differences between voting U.S. company proxies and voting non-U.S. company proxies. For U.S. companies, it is relatively easy to vote proxies, as the proxies are automatically received and may be voted by mail or electronically. For proxies of non-U.S. companies, although it is typically both difficult and costly to vote proxies, we make every reasonable effort to vote such proxies.

CLASS ACTION NOTICES AND PROOFS OF CLAIM

From time to time, securities that our clients have owned are the subject of class action lawsuits. Generally, holders of securities within a given class period are entitled to participate in the recovery or settlement in a class action lawsuit by filing a proof of claim. All class members normally are bound by a court-approved settlement or judgment in a class action unless they have filed with the court or claims administrator a timely notice choosing to opt-out of the settlement.



We view the decision to file of a proof of claim in class actions as a corporate action that normally is to be performed by the custodian for our client. In addition, the decision to elect to opt out of a settlement is an individual decision to be made by our client.

Normally, custodians will receive notices of rights to participate in, or opt out of class action settlements. We sometimes receive such notices and have adopted procedures to assist our clients in the performance of class action processing functions. Our actions and responsibilities with respect to class action matters will depend on the role we have with respect to the client.

ITEM 18: FINANCIAL INFORMATION

Not applicable.



ATTACHMENT 1

MATERIAL CHANGES

We have made the following material changes to this Brochure since our annual Amendment filed March 28, 2019.

ITEM 4: ADVISORY BUSINESS

Assets Under Management. We have updated our assets under management to December 31, 2019. At that time, we had \$123,450,153,336 in discretionary assets under management and \$11,281,151 in non-discretionary assets under management.

ITEM 5: FEES AND COMPENSATION

We have noted that in some cases a fee schedule applied to an Account for a particular strategy will take into consideration other assets managed by us in other strategies for that Account or that Account's owner and its affiliates. **Separate Accounts.** We have added these strategies and their fee schedules: Conservative Unconstrained; Investment Grade Credit; and Long Duration Government-Credit. We have removed Constrained Core as we no longer offer that strategy.

ITEM 7: TYPES OF CLIENTS

Metropolitan West Mutual Funds. We have added the minimum account size for Class I-2 shares.

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

Separate Accounts. We have added or updated the summaries for these strategies: Conservative Unconstrained; Investment Grade Credit; Long Duration Credit; and Long Duration Government-Credit. We have removed Constrained Core as we no longer offer that strategy. We have revised the section summarizing our methods and sources for analysis for our fixed income strategies.

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

Consulting and Structuring Fees. We have removed the disclosure regarding funds paying us or an affiliate up-front structuring fees as it is not applicable.

ITEM 12: BROKERAGE PRACTICES

General. We note different considerations in seeking best execution for fixed income securities.