

Medley Capital Corporation (NYSE: MCC)

Investor Presentation

Quarter Ended December 31, 2015

Important Notice

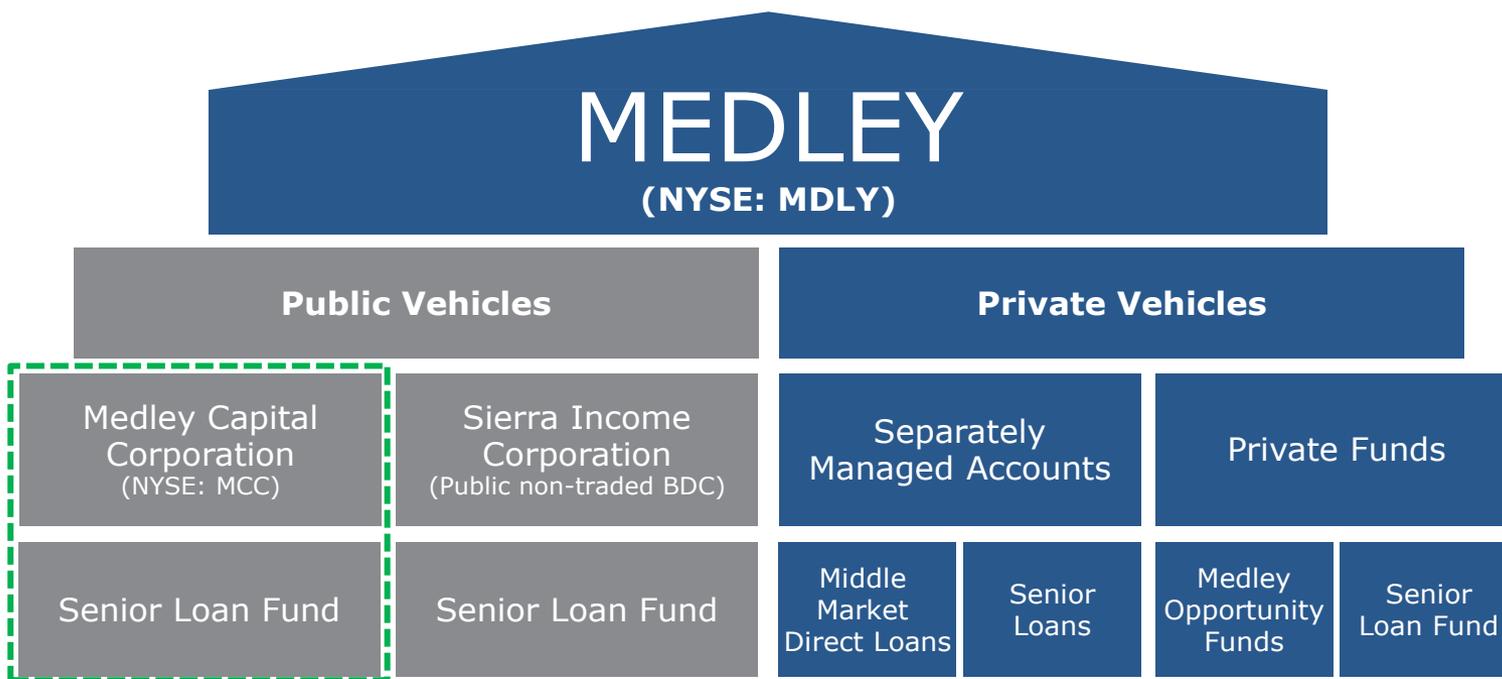
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Medley's Platform

- Medley is a CREDIT-FOCUSED direct lender to the middle market



CLIENTS INCLUDE:

- › Pension Funds
- › Insurance Companies
- › Endowments
- › Foundations
- › Public Equity Funds
- › Private Wealth
- › Broker Dealers
- › RIAs

Key Initiatives to Drive Shareholder Value at MCC

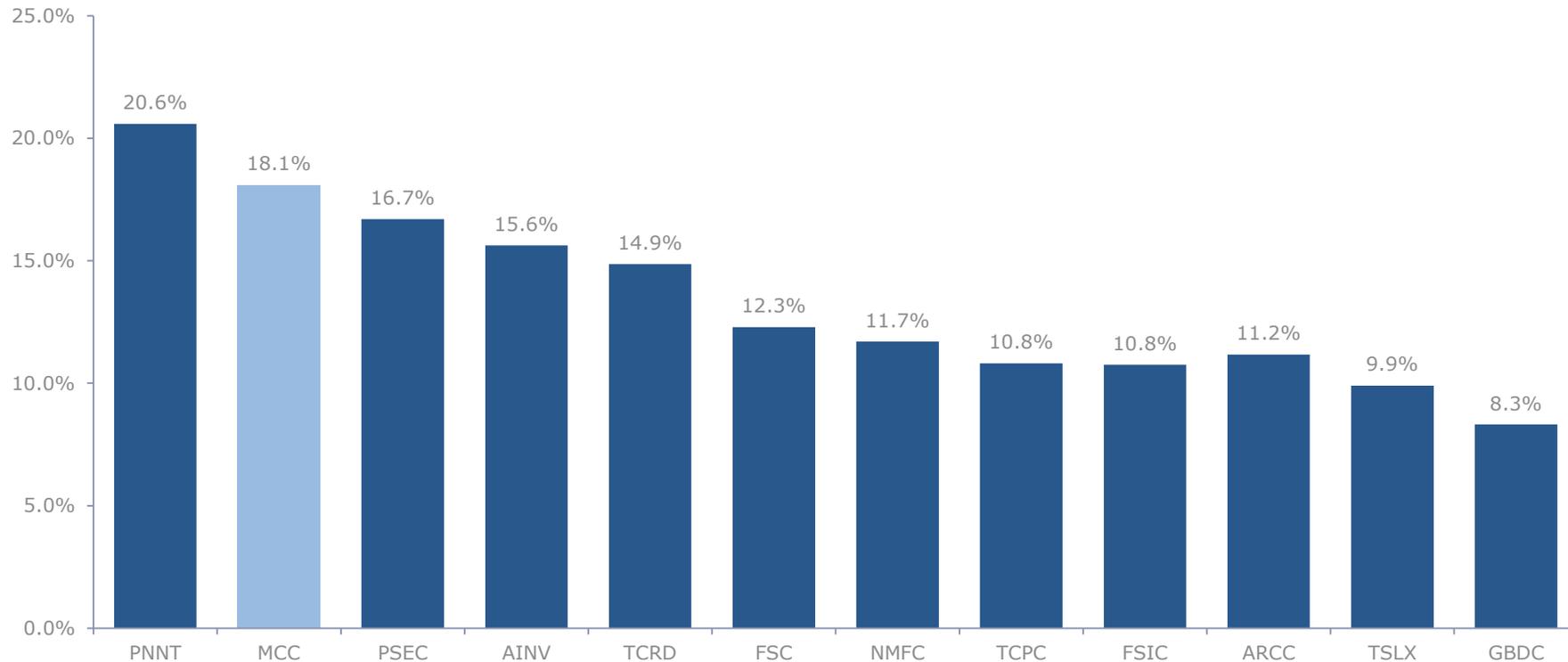
1. Executing a \$50.0M 10b5-1 program with authorization to repurchase shares up to the most recently published NAV per share
2. Raised \$74.0M¹ of unsecured senior notes from institutional and retail market
3. Reduced fees and implemented netting with a three year look-back
4. Maintained investment grade ratings from Kroll and Egan Jones
5. In process for second SBIC license
6. Continued focus on a diversified portfolio of senior secured loans
7. Increasing allocation to floating rate loans (currently 79%)
8. Increased focus on fixed rate liabilities

1. Pro forma for \$3.2M additional issuance exercised by underwriters under greenshoe provision after quarter end.

Strong Relative Dividend On Current Share Price

- MCC's dividend provides an attractive current yield for investors compared to our BDC peers

Current Annualized Dividend Yield On Current Share Price ¹

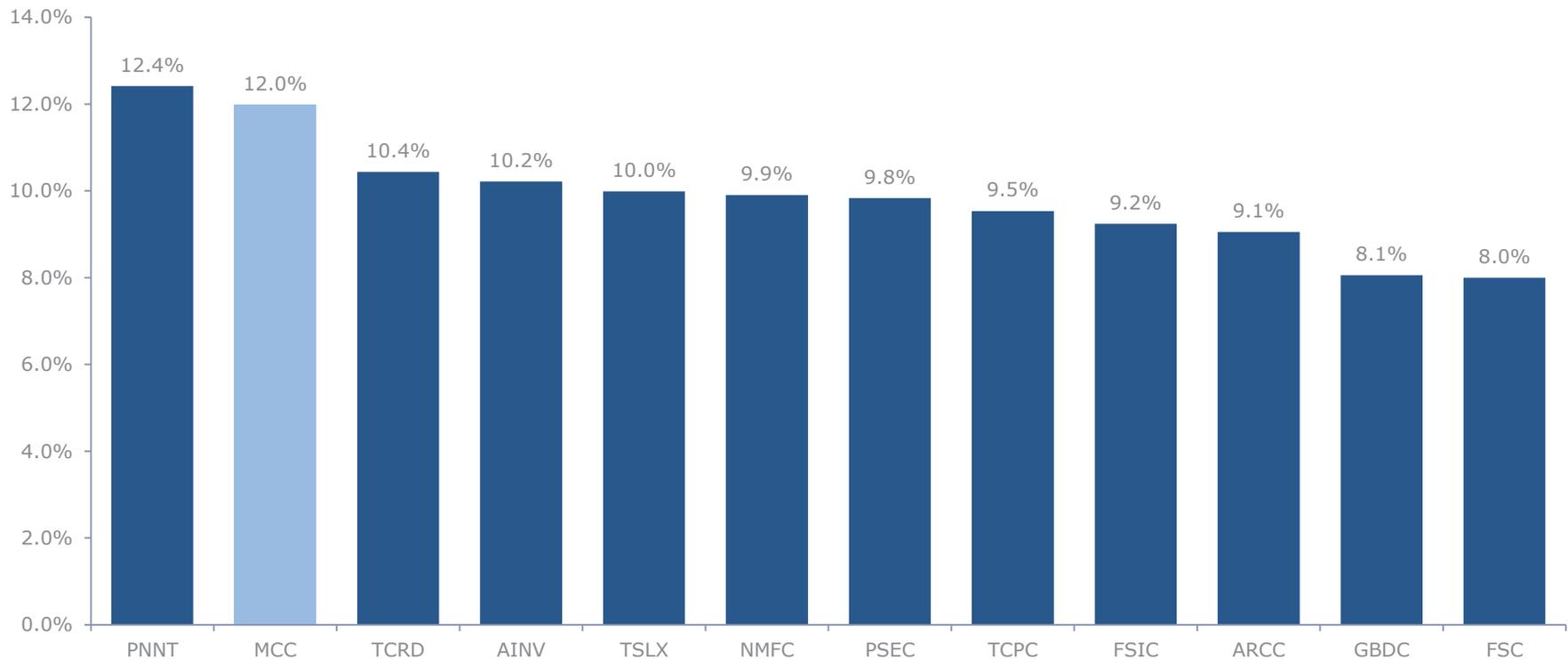


1. Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 2/5/2016.

Strong Relative Dividend On NAV Per Share

- MCC's dividend provides an attractive return on NAV for investors

Current Annualized Dividend Yield On NAV Per Share ¹



Note: GBDC, MCC, and PNNT as of 12/31/2015. All other BDC financial data as of 9/30/2015.

1. Dividend yields based upon the most recently declared dividend, annualized.

MCC Presents an Attractive Investment Opportunity

- Attractive ROE with lower leverage levels vs. other yield oriented asset classes

	<u>Price / NAV</u>	<u>Dividend Yield</u> ¹	<u>Leverage</u> ²	<u>Operating ROE</u> ³
MCC	0.66x	18.1%	0.78x	11.0%
BDCs ⁴	0.81x	11.7%	0.70x	10.3%
REITs ⁵	2.71x	3.0%	1.07x	10.9%
MLPs ⁶	1.54x	12.1%	1.72x	9.7%
Banks ⁷	1.31x	2.3%	7.41x	8.6%

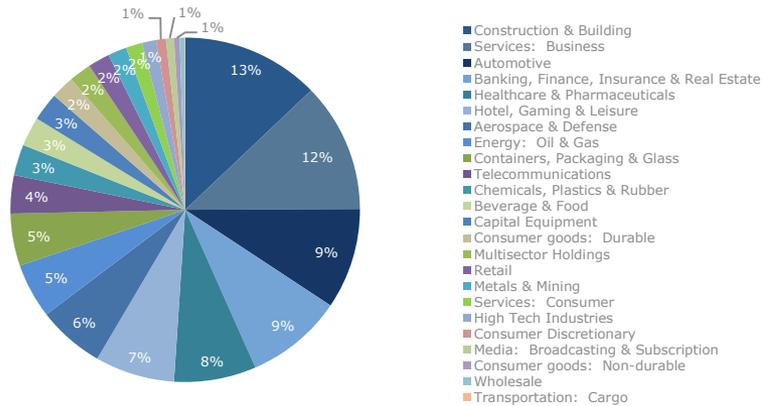
Note: Market data as of 2/5/2016. GBDC, MCC, and PNNT as of 12/31/2015. All other BDC data as of 9/30/2015.

1. Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 2/5/2016. Annualized dividend per share does not include special dividends.
2. MCC and BDC leverage calculated as total debt less SBIC debt divided by total book value. Bank leverage includes deposits.
3. MCC and BDC ROE calculation based off of LTM NII/Average Shareholder Equity.
4. BDCs include: ARCC, FSC, FSIC, GBDC, NMFC, PSEC, PNNT, TCPC, TCRD and TSLX. For dividend yield, BDCs include: AINV, ARCC, FSC, FSIC, GBDC, NMFC, PSEC, PNNT, TCPC, TCRD and TSLX.
5. REITs include: SPG, PSA, HCP, VTR, EQR, BXP, PLD, VNO, AVB and HCN. SPG, EQR, BXP, PLD, and AVB as of 12/31/2015. All other REITs as of 9/30/2015.
6. MLPs include: OKS, PAA, BPL, NGLS, DPM, NMM and EEP. NMM as of 12/31/2015. All other MLPs as of 9/30/2015.
7. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB. Bank data as of 12/31/2015.

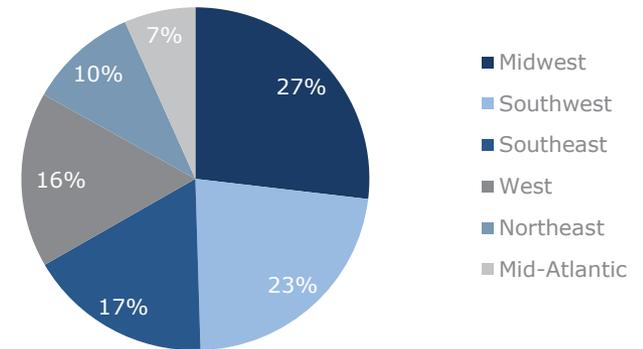
Highly Diversified Senior Secured Floating Rate Portfolio

- MCC has a diversified portfolio of 68 companies with a 12.2% weighted average yield¹

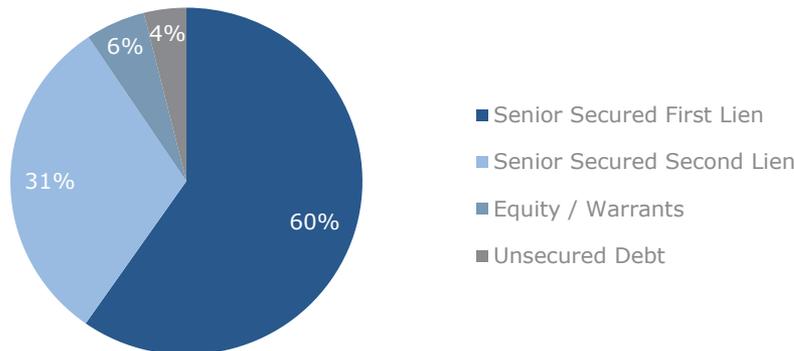
Industry



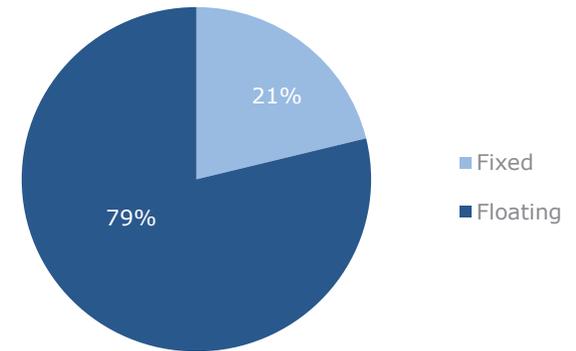
Geography ²



Investment Type



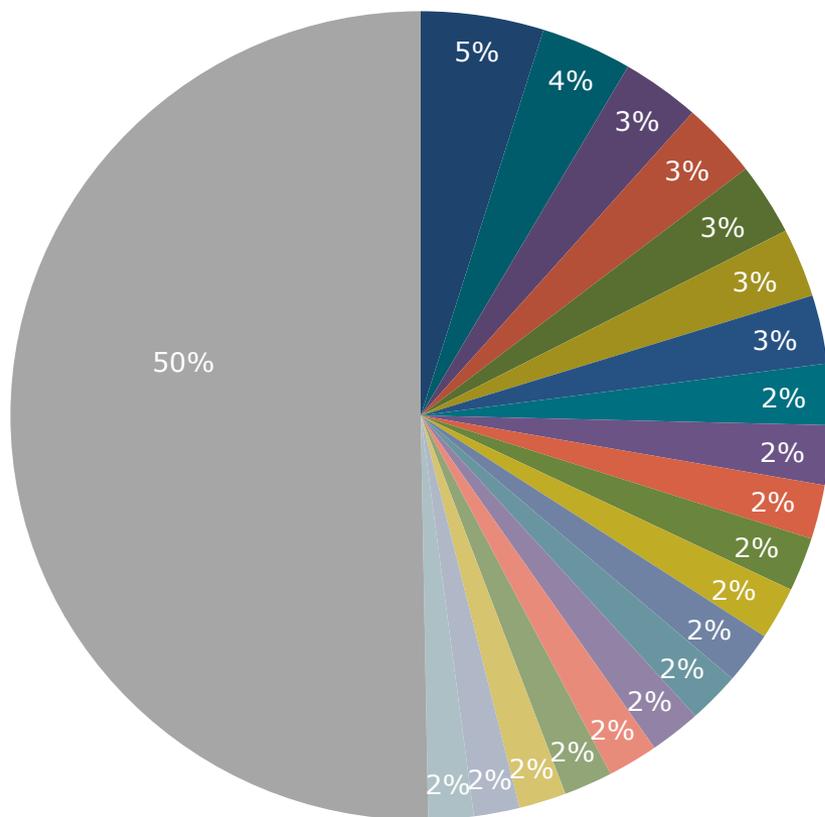
Floating vs Fixed Rate



Note: Portfolio data as of 12/31/2015 based on fair market value. Numbers may not foot due to rounding.

- Represents annualized portfolio yield to maturity, excluding fees, while utilizing industry standard forward LIBOR curve assumptions.
- MCC does not have exposure to international investments.

Portfolio by Issuer



Top 20 Investments: 50%

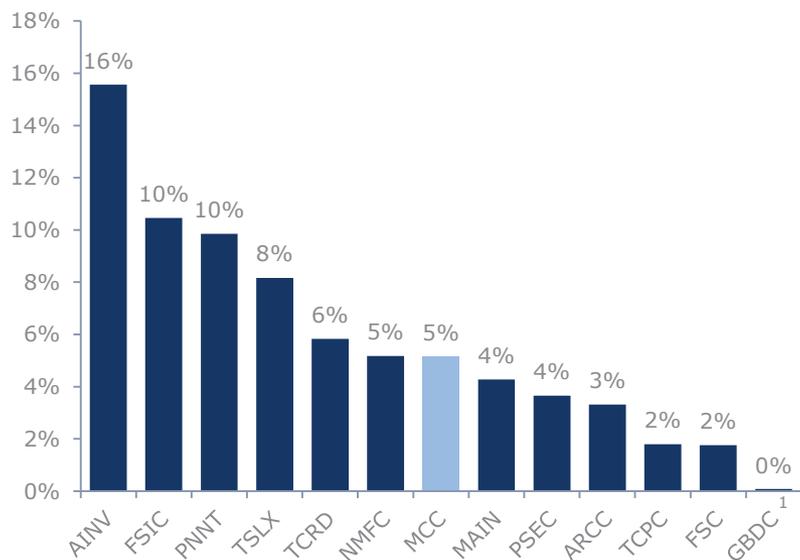
- Harrison Gypsum LLC
- DHISCO Electronic Distribution, Inc.
- Nation Safe Drivers Holdings, Inc.
- Response Team Holdings LLC
- Merchant Cash and Capital LLC
- Accupac, Inc.
- RCS Management Corp
- Seotowncenter, Inc.
- United Road Towing Inc
- Omnivere LLC
- Nielsen & Bainbridge LLC
- NCM Group Holdings LLC
- DLR Restaurants LLC
- MCC Senior Loan Strategy JV I LLC
- ContMid, Inc.
- Capstone Nutrition
- JD Norman Industries, Inc.
- The Plastics Group Acquisition Corp
- Northstar Aerospace, Inc.
- Allen Edmonds Corporation
- Other

Note: Portfolio includes 68 total issuers; the 50% of Portfolio Issuer Concentration represents 48 MCC borrowers. Data as of 12/31/2015.

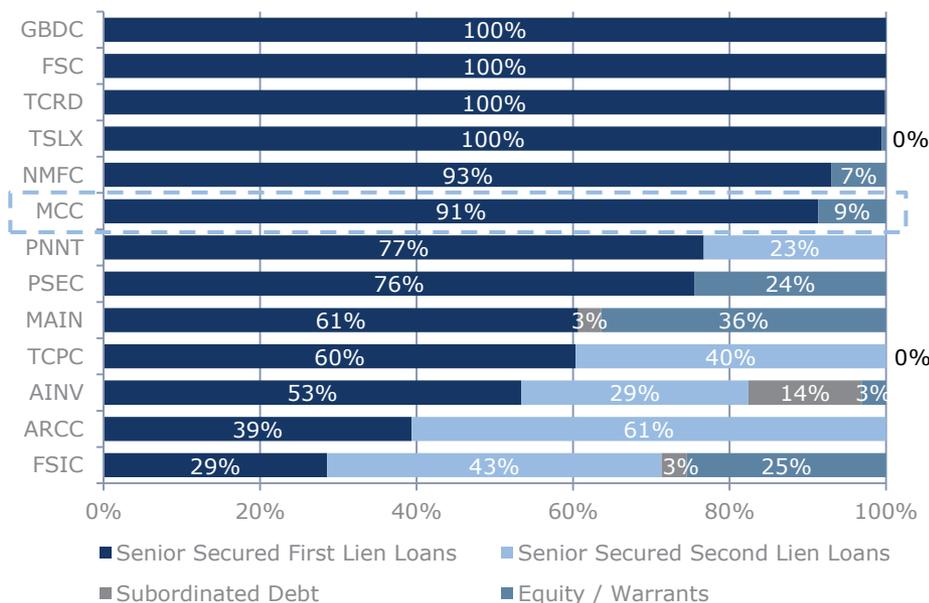
Oil & Gas Exposure

- MCC's energy/oil & gas exposure is 5.1% of the portfolio representing 4 positions in total, and is in line with BDC peers
- 100% of MCC's exposure is in the form of 1st lien senior secured loans
- The companies are service businesses with revenues diversified across upstream, midstream and downstream sectors

Percentage of Portfolio in Energy



Energy Portfolio Assets by Security

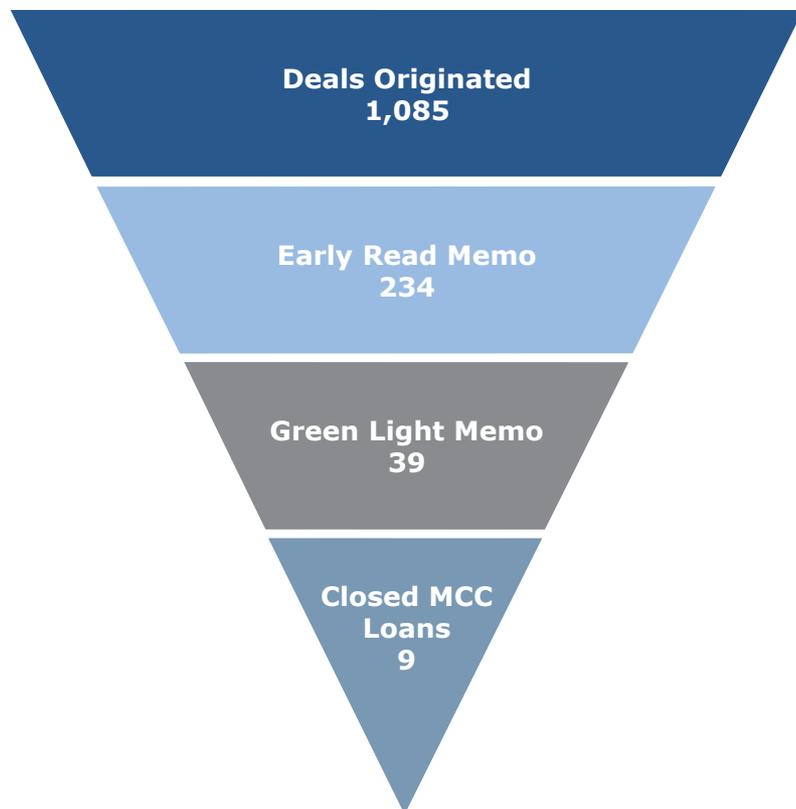


Note: GBDC, MCC, and PNNT as of 12/31/2015. All other BDC data as of 9/30/2015.

1. GBDC has one position in the oil and gas vertical that represents 0.1% of its total portfolio. Percentage composition may not foot due to rounding.

Selective Investment Process

Pipeline – LTM 12/31/2015



Portfolio Construction

Senior Secured

- UCC (lien) filings / Cash control / Covenants

Broadly diversified

- Sector / Collateral / Position size / Geography

Thorough diligence

- Deep underwriting by internal team
- Third-party financial review and independent appraisals

Active Credit Monitoring

Frequent Borrower Contact

- Monthly calls
- Quarterly onsite visits

Monthly Review

- Financial review
- Compliance certificates from borrowers

External checks and balances

- Independent valuation and collateral analysis
- Third-party loan servicing
- Outside legal counsel

Note: Closed denotes the total number of directly originated borrowers.

Well Positioned for a Rising Rate Environment

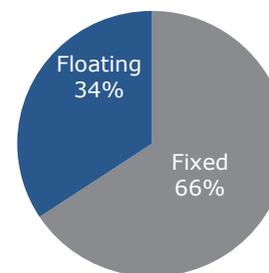
- MCC is well positioned for a rising interest rate environment
- 79% of the portfolio is floating rate
- 55% of liabilities are fixed rate
- Favorable asset & liability mix
 - The weighted average maturity of assets is 3.7 years
 - The weighted average maturity of liabilities is 6.2 years

Basis Point Change	Interest Income Change	Interest Expense Change	NII Change	% NII Change
100	\$2,800	\$5,200	\$(2,400)	-4.3%
200	9,600	10,300	(700)	-1.2%
300	17,600	15,500	2,100	3.7%
400	25,500	20,700	4,800	8.5%
500	33,400	25,800	7,600	13.5%

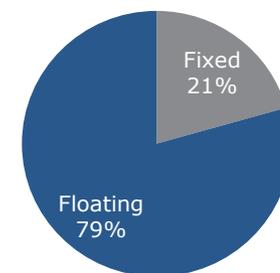
Note: Metrics in thousands of USD. Data as of 12/31/2015.

Assets

12/31/2011

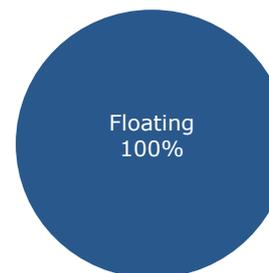


12/31/2015

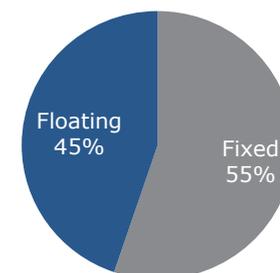


Liabilities

12/31/2011

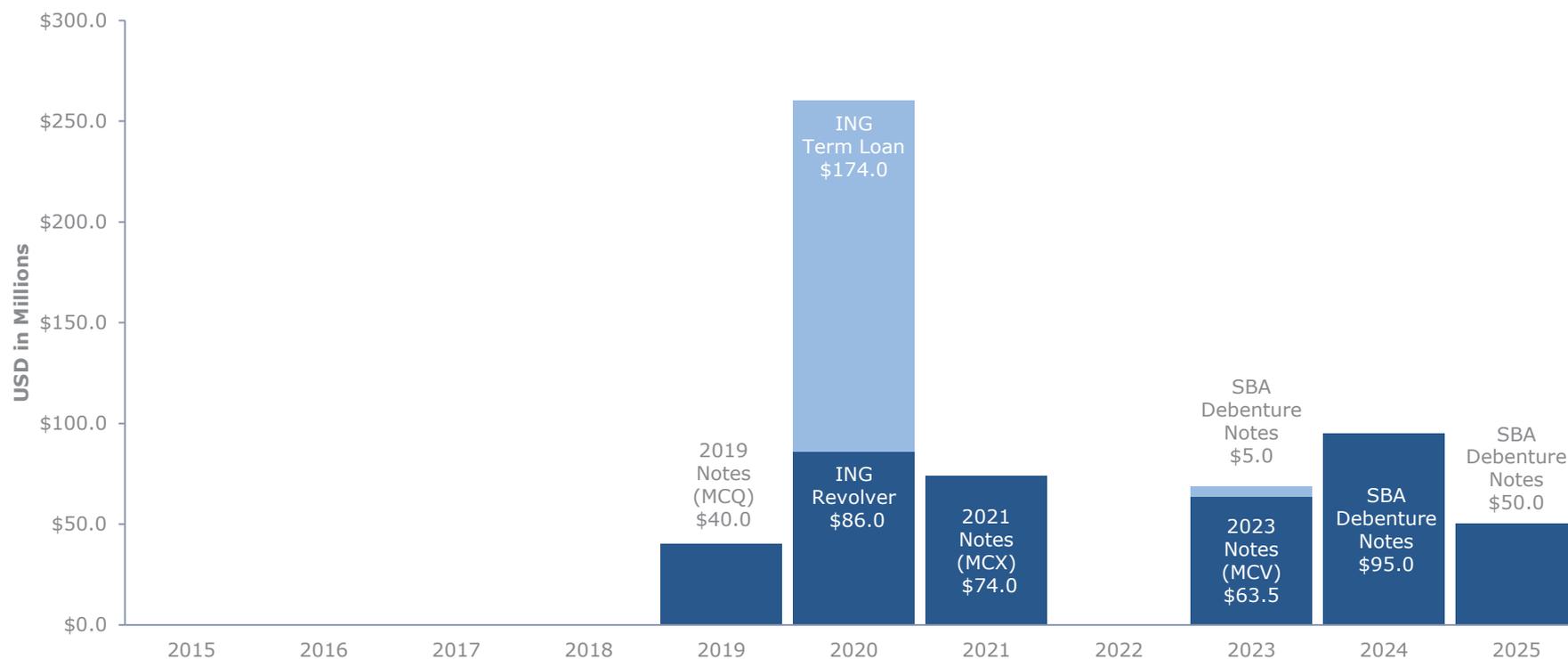


12/31/2015



Debt Maturity Profile

- On 12/17/2015 MCC closed \$74.0M of 6.5% unsecured senior notes due 2021
- The balance on the notes reflects \$3.2M additional issuance exercised by underwriters under greenshoe provision after quarter end used to repay revolver borrowings.

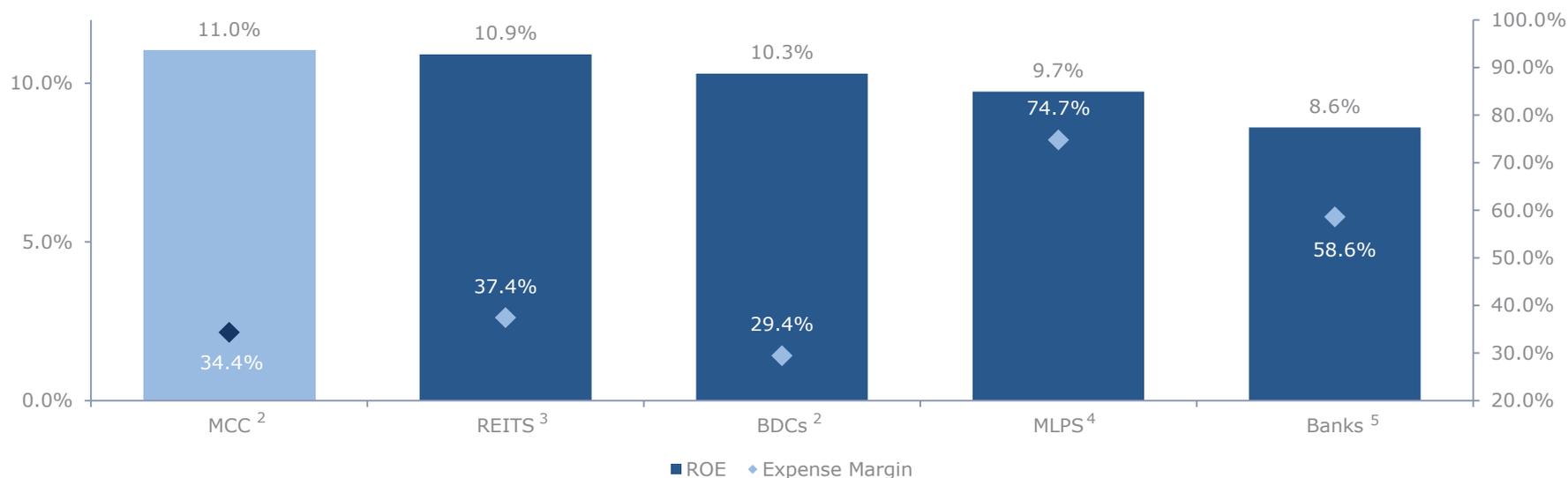


Note: As of December 31, 2015.

Comparable Operating ROE & Expense Margins across Asset Classes

- BDCs offer high operating ROE with lower expense ratios compared to other asset classes

Operating ROE and Expense Margins as a % of Total Revenue ¹



Note: GBDC, MCC, and PNNT as of 12/31/2015. All other BDC data as of 9/30/2015.

1. LTM expenses exclude interest expense, depreciation and amortization.

2. MCC and BDC operating ROE calculation based off of LTM NII/Average Shareholder Equity. BDCs include: ARCC, FSC, FSIC, GBDC, NMFC, PSEC, PNNT, TCPC, TCRD and TSLX.

3. REIT operating ROE calculation based off of LTM Earnings From Continuing Operations/Average Shareholder Equity. REITs include: SPG, PSA, HCP, VTR, EQR, BXP, PLD, VNO, AVB and HCN. SPG, EQR, BXP, PLD, and AVB as of 12/31/2015. All other REITs as of 9/30/2015.

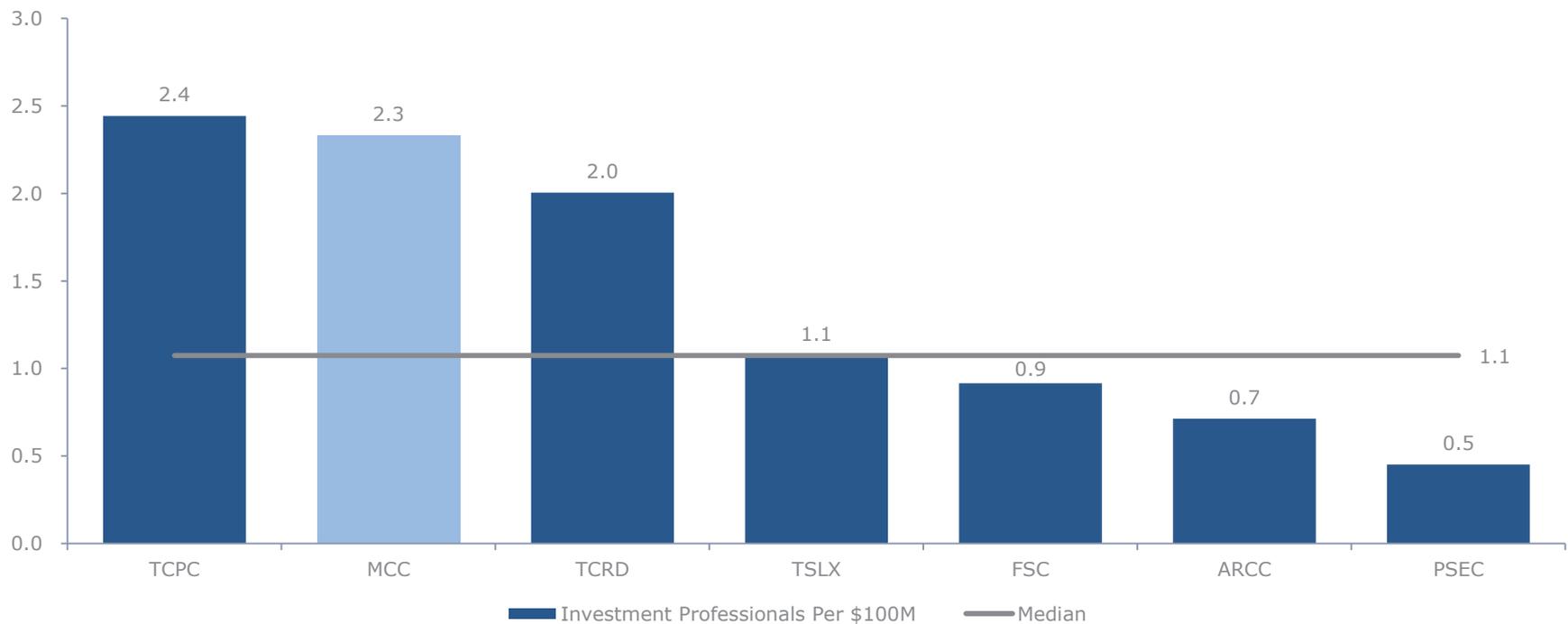
4. MLP operating ROE calculation based off of LTM Earnings From Continuing Operations/Average Shareholder Equity. MLPs include: OKS, PAA, BPL, NGLS, DPM, NMM and EEP. NMM as of 12/31/2015. All other MLPs as of 9/30/2015.

5. Bank operating ROE calculation based off of LTM Net Income Less Preferred Dividends/Average Shareholder Equity. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB. Gross revenue includes interest expense. Bank data as of 12/31/2015.

Comparable Headcount to AUM

- Medley has made a significant investment to build out the team to support origination and asset management

Number of Investment Professionals Per \$100M in AUM ¹

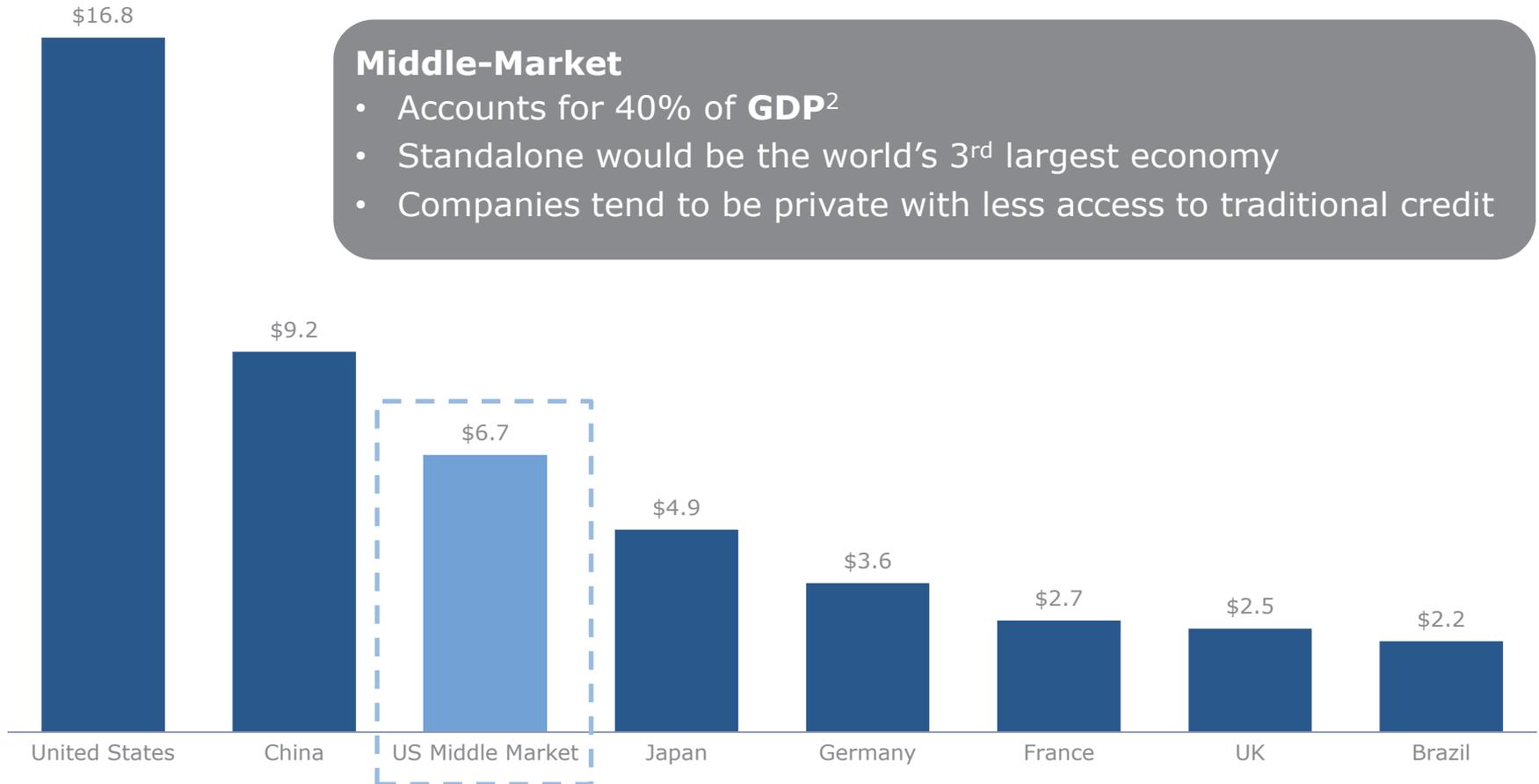


1. Based on professionals stated on each company's website. Does not include Associates and Analysts. Employee data as of 2/5/2016. BDC portfolio data as of the most recent publicly available information.

Attractive Industry Dynamics

The Opportunity – Middle-Market is Substantial

Top GDPs ¹



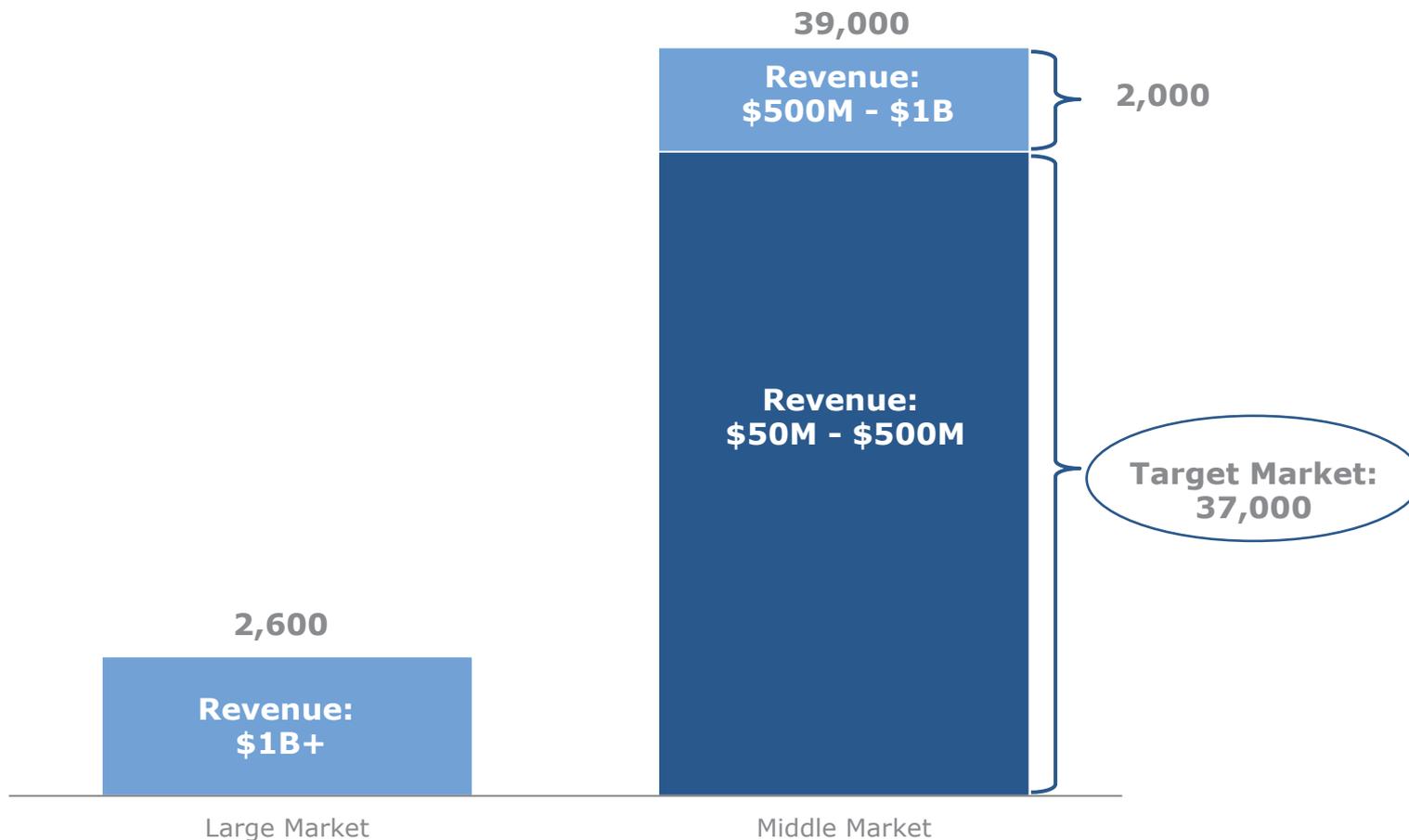
Note: Metrics in trillions of USD.

1. International Monetary Fund, World Economic Outlook Database, June 2014. Data as of 2013.

2. Deloitte, Mid Market Perspectives – 2013 Report on America's Economic Engine.

The Opportunity – Large Number of Borrowers

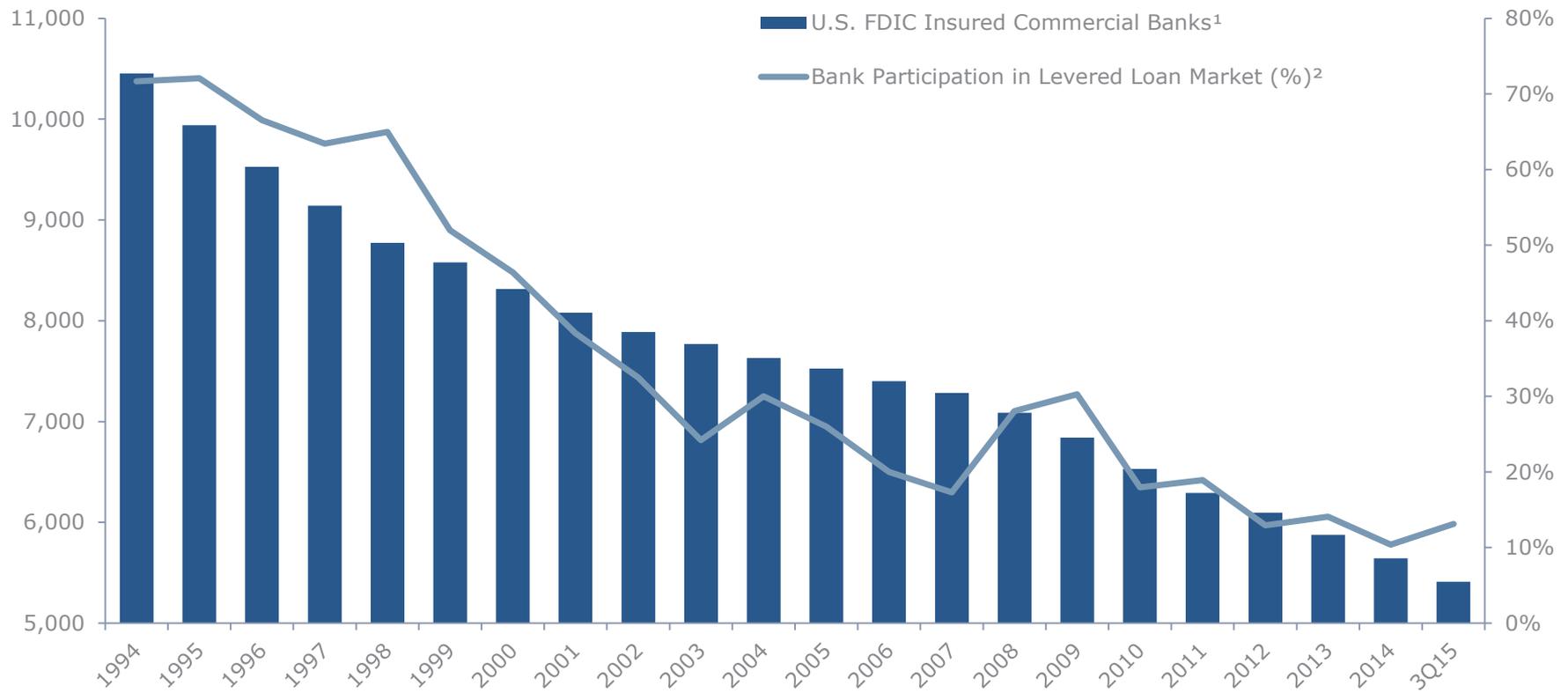
Number of Businesses by Market ¹



1. U.S. Census Bureau, 2007 Economic Census.

Powerful Secular Trends

- Banks continue to shift toward large borrowers
- Regulatory environment is a headwind for banks in the middle-market



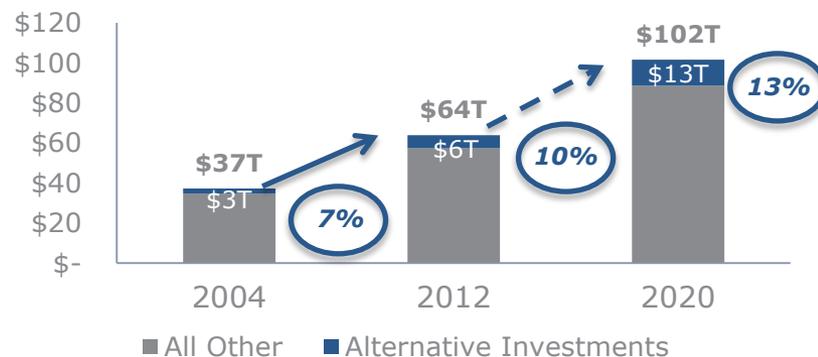
1. Federal Deposit Insurance Corporation, represents number of commercial banking institutions insured by the FDIC as of September 30, 2015.

2. S&P LCD's Leveraged Lending Review - 3Q15.

Alternatives Represent a Growing Segment within Investments

- **By 2020:**
 - \$102 trillion global AUM
 - \$13 trillion invested in alternatives (over 100% growth from 2012 levels)
- **Retail Growing as a % of Alternative Investments:**
 - By 2020, retail expected to account for 31% (\$4 trillion) of alternatives
 - \$2 trillion increase from 2012

Alternative Investments within Total Investments



Retail Investments within Alternative Investments

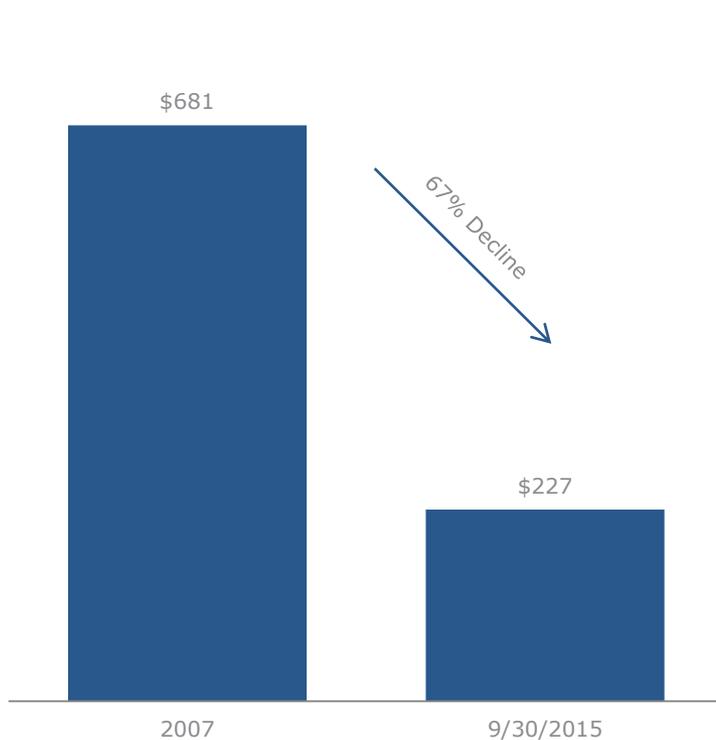


Notes: Metrics in trillions of USD.

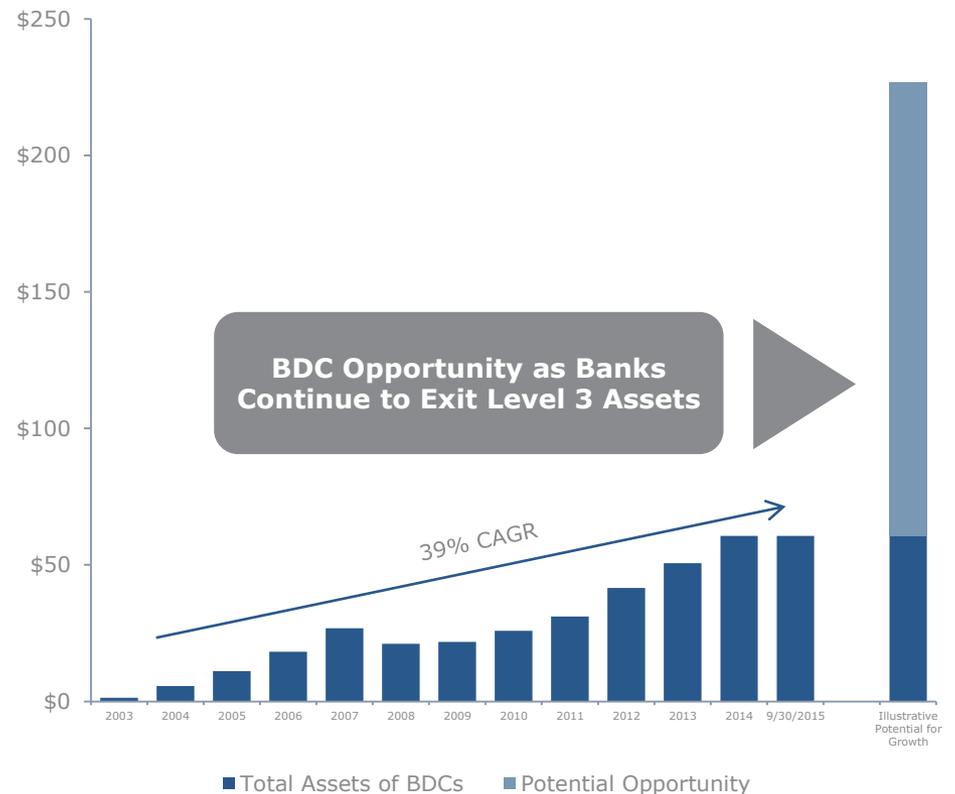
Source: PWC Asset Management 2020, A Brave New World, June 2015. Based on The \$64 trillion question: Convergence in asset management, McKinsey & Company, February 2015.

Regulatory Pressure Continues for Banks

Level 3 Assets for Financial Firms ¹



Total Assets of Publicly Traded BDCs ²



1. Financial firms include: BAC, C, CS, DB, GS, JPM, MS, WFC, Bear Stearns, Countrywide Financial, Merrill Lynch & Washington Mutual. Metrics in billions of USD. Financial information for all firms is as of September 30, 2015.

2. BDCs include: ACAS, ACSF, AINV, ARCC, BKCC, CMFN, CPTA, FDUS, FSC, FSIC, FSFR, GAIN, GARS, GBDC, GLAD, GSVC, HCAP, HRZN, HTCG, KCAP, KIPO, MAIN, MCC, MCGC, MRCC, MVC, NGPC, NMFC, OFS, PFLT, PNNT, PSEC, SAR, SCM, SLRC, SUNS, TCAP, TCPC, TCRD, TICC, TINY, TPVG, TSLX and WHF. Metrics in billions of USD. Total assets as of September 30, 2015, with the exception of MCGC, MVC, SAR, and TPVG which are as of June 30, 2015, April 30, 2015, November 30, 2015, and June 30, 2015, respectively.

MCC Financial Results

Performance Overview

- Quarterly dividend of \$0.30 per share for quarter ending 12/31/2015
- Net investment income of \$0.28 per share for quarter ending 12/31/2015
- 12.2% portfolio yield as of 12/31/2015¹
- Total debt/credit facility commitments of \$927.5 million
- Since initiation of the share buyback program, MCC has repurchased 2,539,481 shares totaling \$22.4M
- Issued \$70.8M of unsecured senior notes due 2021
 - Underwriters exercised \$3.2M of additional issuance under the greenshoe provision after quarter end for an aggregate \$74.0M issuance
- Funded \$15.5M in the MCC SLS JV for the quarter ending 12/31/2015

1. Represents annualized portfolio yield to maturity, excluding fees, while utilizing industry standard forward LIBOR curve assumptions.

Financial & Portfolio Highlights

Financial Highlights

	12/31/15	9/30/15	6/30/15	3/31/15	12/31/14
Net investment income per share	\$ 0.28	\$ 0.31	\$ 0.30	\$ 0.30	\$ 0.35
Net realized gains (losses)	\$ 0.10	\$ (0.74)	\$ (0.16)	\$ (0.16)	\$ -
Net unrealized gains (losses)	\$ (1.07)	\$ 0.13	\$ 0.01	\$ 0.07	\$ (0.66)
Provision for taxes on unrealized per share	\$ (0.01)	\$ -	\$ -	\$ (0.01)	\$ 0.00
Net income per share ¹	\$ (0.70)	\$ (0.29)	\$ 0.14	\$ 0.20	\$ (0.31)
Net asset value per share	\$ 10.01	\$ 11.00	\$ 11.53	\$ 11.68	\$ 11.74

Portfolio Highlights

- \$1,115.1 million total fair value of investments as of December 31, 2015
- \$43.6 million gross originations during quarter ended December 31, 2015
- \$94.6 million repayments and exits during quarter ended December 31, 2015
- \$51.0 million net repayments during quarter ended December 31, 2015

Asset Mix by Investment Type

Asset Class	12/31/15	9/30/15	6/30/15	3/31/15	12/31/14	9/30/14
Senior Secured 1st Lien	59.7%	60.2%	62.2%	62.3%	64.3%	64.5%
Senior Secured 2nd Lien	30.9%	30.6%	30.3%	30.4%	29.0%	28.8%
Unsecured Debt	3.9%	3.7%	3.2%	3.2%	3.1%	3.1%
Equity/Warrants	5.5%	5.5%	4.3%	4.1%	3.6%	3.6%

Asset Mix by Rating

Rating	12/31/15	9/30/15	6/30/15	3/31/15	12/31/14	9/30/14
1	8.6%	12.0%	10.7%	9.0%	7.1%	5.2%
2	80.7%	78.0%	84.7%	85.8%	89.1%	90.1%
3	9.8%	10.0%	3.6%	3.4%	2.5%	1.5%
4	-	-	-	0.5%	-	-
5	0.9%	-	1.0%	1.3%	1.3%	3.2%

1. May not foot due to rounding.

Select Financial & Portfolio Information

As of and for the Three Months Ended
(dollars in millions, except per share data)

	12/31/15	9/30/15	6/30/15	3/31/15	12/31/14
Net investment income per share - basic & diluted	\$ 0.28	\$ 0.31	\$ 0.30	\$ 0.30	\$ 0.35
Net realized and unrealized gains per share - basic & diluted ¹	(0.98)	(0.60)	(0.15)	(0.10)	(0.66)
GAAP EPS - basic & diluted ²	(0.70)	(0.29)	0.14	0.20	(0.31)
Dividend declared per share	0.30	0.30	0.30	0.30	0.30
Stockholders' equity	\$ 562.7	\$ 619.9	\$ 665.5	\$ 676.1	\$ 689.8
Net asset value per share	10.01	11.00	11.53	11.68	11.74
Market Capitalization ³	\$ 422.6	\$ 419.1	\$ 514.5	\$ 529.9	\$ 542.7
Common stock data:					
High Price ⁴	\$ 8.16	\$ 9.19	\$ 9.53	\$ 9.72	\$ 11.79
Low Price ⁴	7.01	7.41	8.85	8.70	8.84
Closing Price	7.52	7.44	8.91	9.15	9.24
Investments at fair value	\$ 1,115.1	\$ 1,216.1	\$ 1,204.2	\$ 1,211.7	\$ 1,222.7
% Floating Rate ⁵	79.3%	78.8%	77.2%	78.6%	74.5%
% Fixed Rate ⁵	20.7%	21.2%	22.8%	21.4%	25.5%
Number of Portfolio Companies	68	72	71	72	76
Gross originations for the quarter	\$ 43.6	\$ 77.7	\$ 47.5	\$ 54.3	\$ 93.9
Realizations/amortizations for the quarter	94.6	34.5	49.4	63.4	80.2
Net originations/(realizations) for the quarter	(51.0)	43.2	(1.9)	(9.1)	13.7

Note: Basic and diluted per share data reflects weighted average common shares outstanding of 56,300,067 as of 12/31/15, 57,032,056 as of 9/30/15, 57,859,274 as of 6/30/15, 58,499,797 as of 3/31/15, and 58,733,284 as of 12/31/14.

- Inclusive of change in provision for taxes of \$224,616 for the quarter ended 12/31/15, (\$716,832) for the quarter ended 9/30/15, \$283,706 for the quarter ended 6/30/15, \$705,405 for the quarter ended 3/31/15, and (\$210,950) for the quarter ended 12/31/14.
- May not foot due to rounding.
- Reflects common shares outstanding of 56,193,803 and a closing price of \$7.52 as of 12/31/15, 56,337,152 and a closing price of \$7.44 as of 9/30/15, 57,738,526 and a closing price of \$8.91 as of 6/30/15, 57,907,607 and a closing price of \$9.15 as of 3/31/15, and 58,733,284 and a closing price of \$9.24 as of 12/31/14.
- Reflects the high and low closing share price during the periods ended 12/31/15, 9/30/15, 6/30/15, 3/31/15, and 12/31/14.
- Based on income bearing investments.

Balance Sheet

	As of (dollars in thousands, except per share data)				
	12/31/15 (Unaudited)	9/30/15 (Audited)	6/30/15 (Unaudited)	3/31/15 (Unaudited)	12/31/14 (Unaudited)
ASSETS					
Investments at fair value					
Non-control/non-affiliate investments	\$1,012,559	\$1,131,894	\$1,156,184	\$ 1,164,170	\$ 1,162,864
Control investments	92,565	74,198	38,000	37,513	38,244
Affiliate investments	10,000	10,000	10,000	10,000	21,635
Total investments at fair value	<u>\$1,115,124</u>	<u>\$1,216,092</u>	<u>1,204,184</u>	<u>1,211,683</u>	<u>1,222,743</u>
Cash and cash equivalents	24,113	15,714	36,240	29,146	41,814
Deferred financing costs, net	15,258	13,128	11,127	11,044	11,389
Interest receivable	8,719	9,543	11,811	13,626	12,959
Receivable for paydown of investments	1,143	579	4,282	4,573	7,651
Other assets	2,740	2,154	2,582	1,974	1,937
TOTAL ASSETS	<u>\$1,167,097</u>	<u>\$1,257,210</u>	<u>\$ 1,270,226</u>	<u>\$ 1,272,046</u>	<u>\$ 1,298,493</u>
LIABILITIES					
Revolving credit facility payable	\$ 89,200	\$ 192,700	\$ 181,700	\$ 194,000	\$ 216,000
Term loan payable	174,000	174,000	171,500	171,500	171,500
Notes payable	174,263	103,500	103,500	103,500	103,500
SBA debentures payable	150,000	150,000	130,000	110,000	100,000
Management and incentive fees payable, net	9,263	9,963	9,856	9,984	10,882
Interest and fees payable	2,592	1,314	1,902	1,196	1,843
Accounts payable, accrued expenses and other liabilities	5,064	5,813	6,249	5,771	4,958
TOTAL LIABILITIES	<u>\$ 604,382</u>	<u>\$ 637,290</u>	<u>\$ 604,707</u>	<u>\$ 595,951</u>	<u>\$ 608,683</u>
NET ASSETS					
Common stock, par value \$.001 per share, 100,000,000 common shares authorized, 56,193,803 common shares issued and outstanding as of December 31, 2015	56	56	58	58	59
Capital in excess of par value	717,141	718,241	729,938	731,514	739,443
Accumulated undistributed net investment income	19,117	20,352	20,385	20,517	20,333
Accumulated undistributed net realized gain (loss) from investments	(55,248)	(60,626)	(18,628)	(9,617)	(217)
Net unrealized appreciation (depreciation) on investments	(118,351)	(58,103)	(66,234)	(66,377)	(69,808)
Total net assets	<u>562,715</u>	<u>619,920</u>	<u>665,519</u>	<u>676,095</u>	<u>689,810</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 1,167,097</u>	<u>\$ 1,257,210</u>	<u>\$ 1,270,226</u>	<u>\$ 1,272,046</u>	<u>\$ 1,298,493</u>
NET ASSET VALUE PER SHARE	<u>\$ 10.01</u>	<u>\$ 11.00</u>	<u>\$ 11.53</u>	<u>\$ 11.68</u>	<u>\$ 11.74</u>

Corporate Information

Board of Directors

BROOK TAUBE
Chairman & Chief Executive Officer

SETH TAUBE
Director

JEFF TONKEL
Director

ARTHUR AINSBERG
Independent Director

JOHN E. MACK
Independent Director

KARIN HIRTLER-GARVEY
Independent Director

ROBERT LYONS
Independent Director

Corporate Officers

BROOK TAUBE
Chairman & Chief Executive Officer

RICHARD T. ALLORTO, JR.
Chief Financial Officer & Secretary

JOHN FREDERICKS
Chief Compliance Officer

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Independent Registered Public Accounting Firm

ERNST & YOUNG, LLP
New York, NY

Securities Listing

NYSE: MCC (Common Stock)
MCQ (Senior Notes Due 2019)
MCX (Senior Notes Due 2021)
MCV (Senior Notes Due 2023)

Transfer Agent

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