



# Medley Capital Corporation (NYSE: MCC)

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*Investor Presentation*

*Quarter Ended March 31, 2016*

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## Important Notice

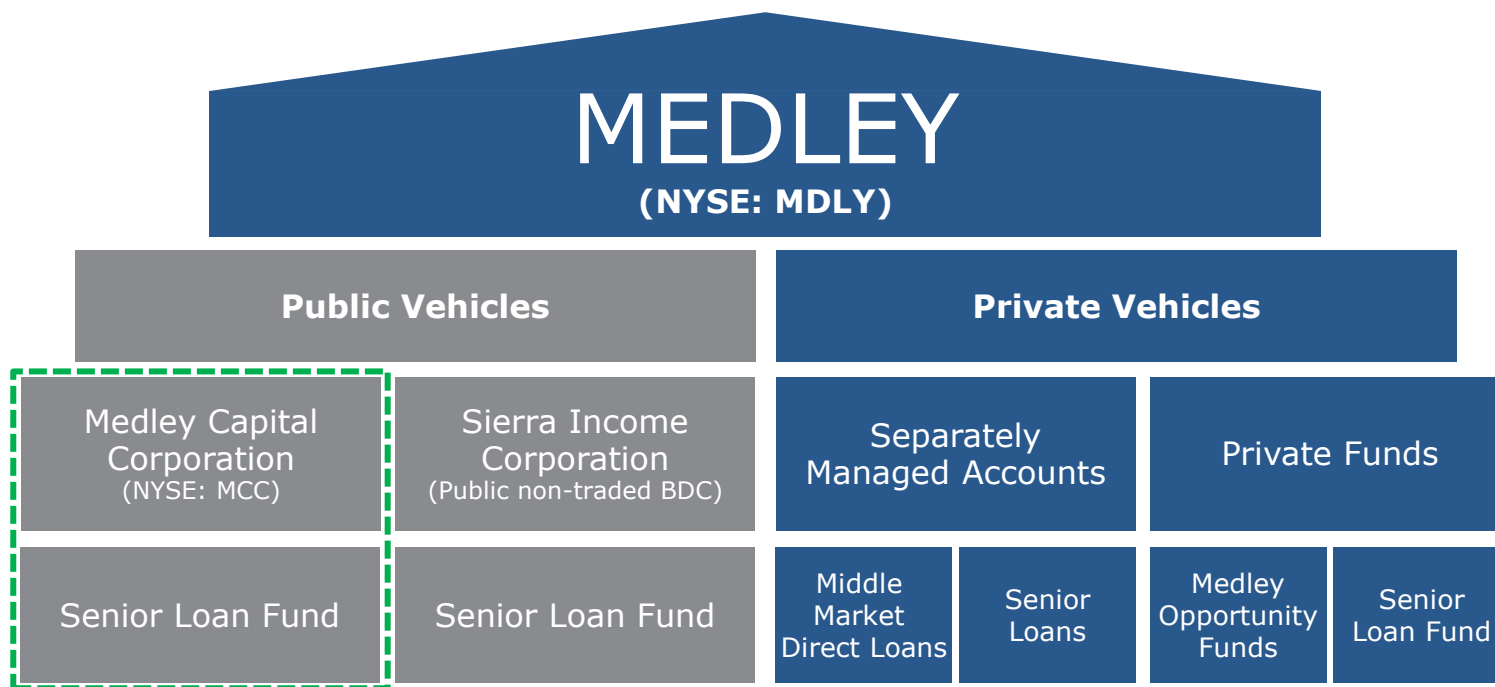
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# Medley's Platform

- 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. Utilizing a \$50.0M 10b5-1 program with authorization to repurchase shares up to the most recently published NAV per share
2. Reduced fees and implemented netting with a three year look-back
3. Maintained investment grade ratings from Kroll and Egan Jones
4. Continued focus on a diversified portfolio of senior secured loans
5. Increasing allocation to floating rate loans (currently 78%)

## 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> <sup>1</sup>	<u>Leverage</u> <sup>2</sup>	<u>Operating ROE</u> <sup>3</sup>
MCC	0.67x	18.2%	0.68x	10.8%
BDCs <sup>4</sup>	0.92x	11.0%	0.74x	10.6%
REITs <sup>5</sup>	2.67x	3.0%	1.12x	8.4%
MLPs <sup>6</sup>	1.47x	12.1%	1.41x	12.4%
Banks <sup>7</sup>	1.11x	2.5%	7.39x	8.4%

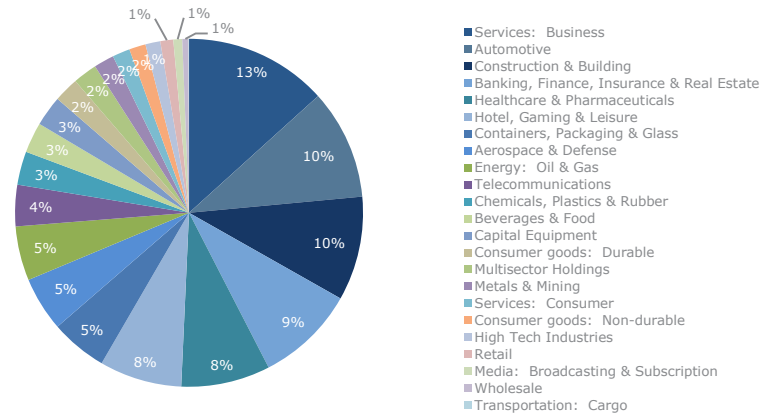
Note: Market data as of 5/6/2016. ARCC, GBDC, MCC, NMFC, PNNT, TCRD, and TSLX as of 3/31/2016. All other BDC data as of 12/31/2015.

1. Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 5/6/2016. 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: 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. HCP as of 12/31/2015. All other REITs as of 3/31/2016.
6. MLPs include: OKS, PAA, BPL, DPM, NMM and EEP. OKS, PAA, BPL, DPM, and EEP as of 3/31/2016. All other MLPs as of 12/31/2015.
7. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB. All Banks as of 3/31/2016.

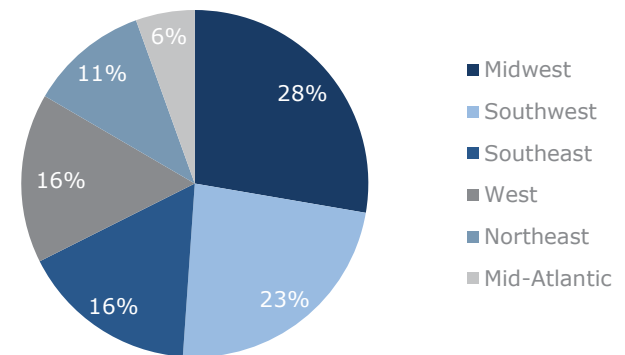
# Highly Diversified Senior Secured Floating Rate Portfolio

- MCC has a diversified portfolio of 65 companies with a 12.1% weighted average yield<sup>1</sup>

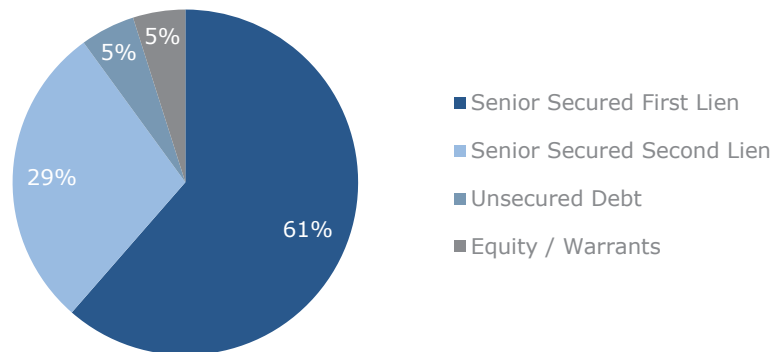
## Industry



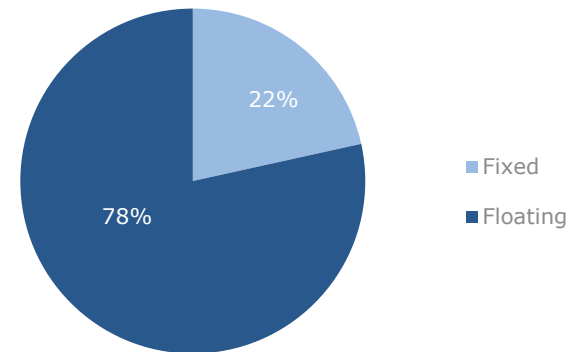
## Geography <sup>2</sup>



## Investment Type



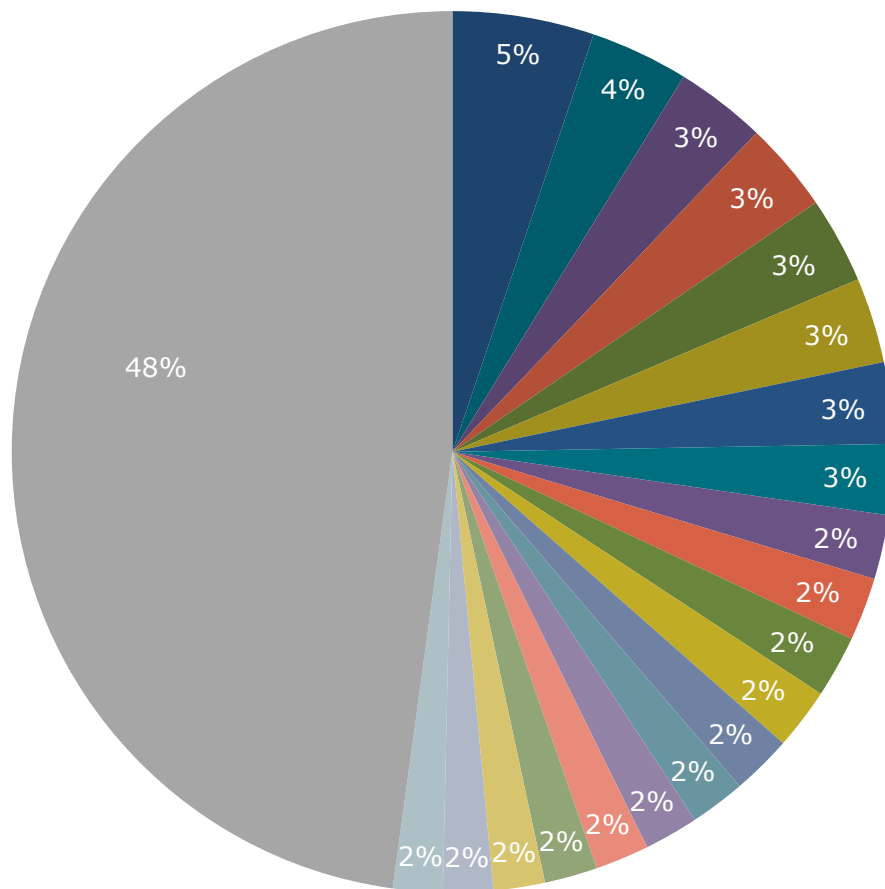
## Floating vs Fixed Rate



Note: Portfolio data as of 3/31/2016 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: 52%

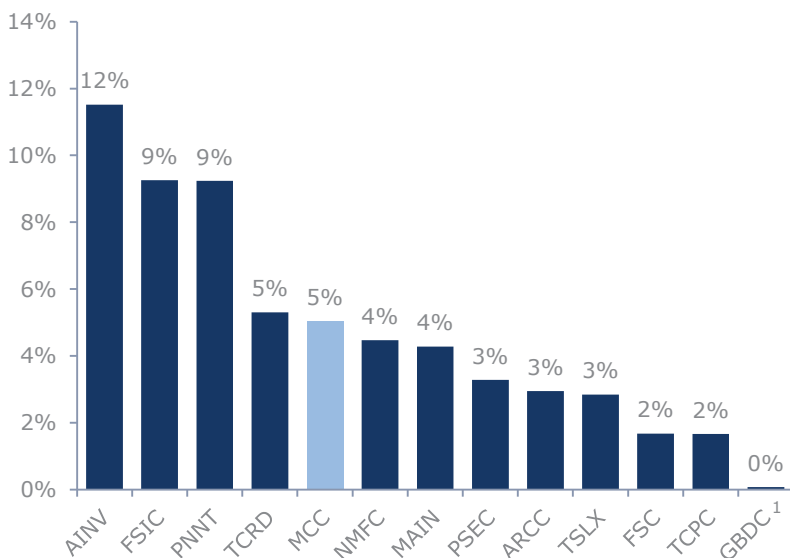
- Harrison Gypsum LLC
- DHISCO Electronic Distribution, Inc.
- Nation Safe Drivers Holdings, Inc.
- Omnivere LLC
- RCS Management Corp.
- Merchant Cash and Capital LLC
- Accupac, Inc.
- Seotowncenter, Inc.
- NCM Group Holdings LLC
- Nielsen & Bainbridge LLC
- DLR Restaurants LLC
- MCC Senior Loan Strategy JV I LLC
- ContMid, Inc.
- The Plastics Group Acquisition Corp
- JD Norman Industries, Inc.
- Northstar Aerospace, Inc.
- Jordan Reses Supply Company LLC
- Oxford Mining Company LLC
- United Road Towing Inc
- T Residential Holdings LLC
- Other

Note: Portfolio includes 65 total issuers; the 48% of Portfolio Issuer Concentration represents 45 MCC borrowers. Data as of 3/31/2016.

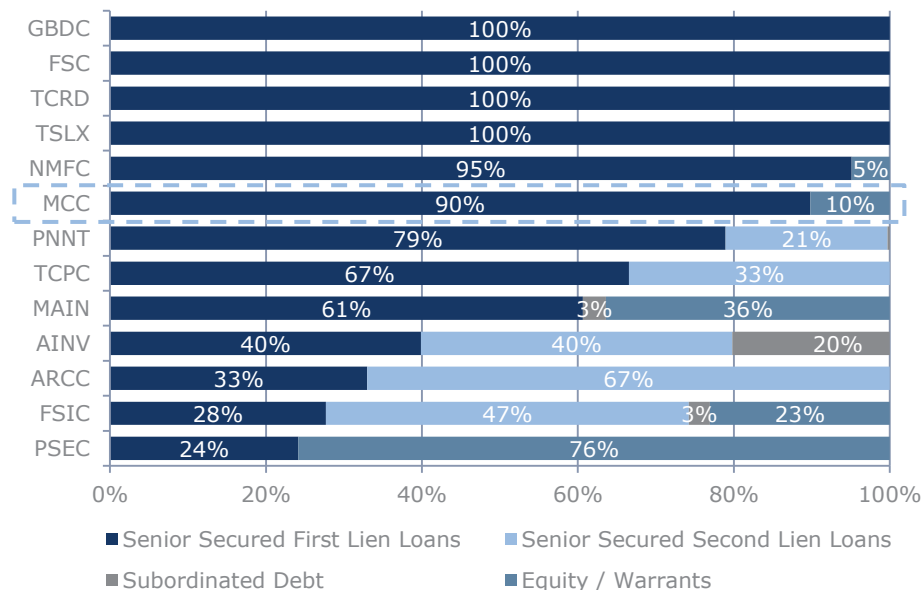
# Oil & Gas Exposure

- MCC's energy/oil & gas exposure is 5% of the portfolio representing four 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



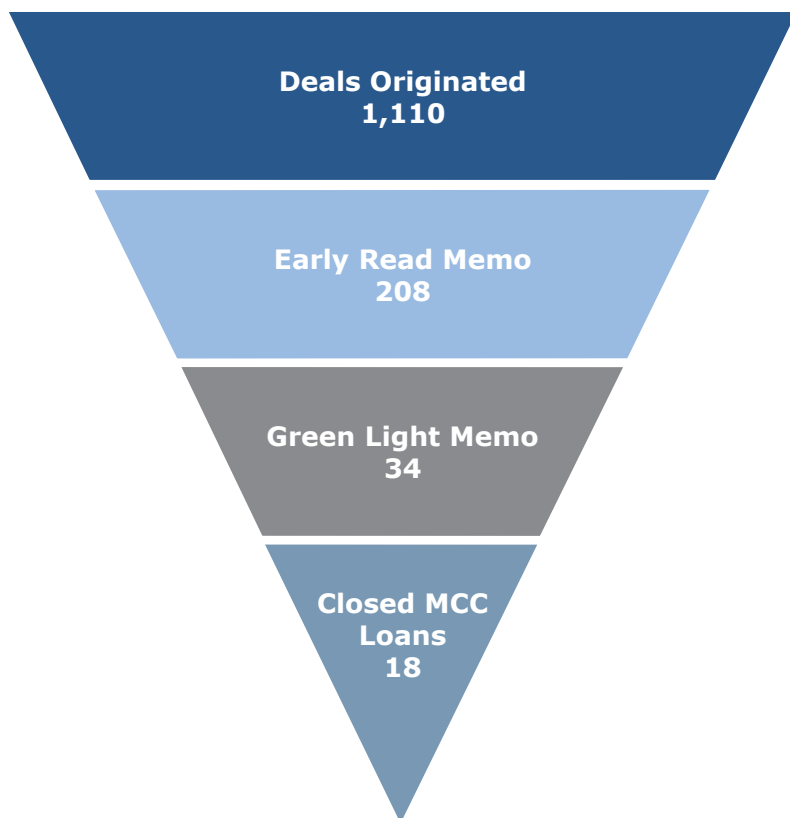
Note: ARCC, GBDC, MCC, NMFC, PNNT, TCRD, and TSLX as of 3/31/2016. All other BDC data as of 12/31/2015.

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 3/31/2016



## 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

## Well Positioned for a Rising Rate Environment

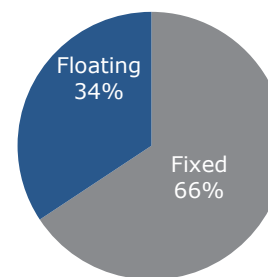
- MCC is well positioned for a rising interest rate environment
- 78% of the portfolio is floating rate
- 62% of liabilities are fixed rate
- Favorable asset & liability mix
  - The weighted average maturity of assets is 3.4 years
  - The weighted average maturity of liabilities is 6.2 years

Basis Point Change	Interest Income Change	Interest Expense Change	NII Change	% NII Change
100	\$3,300	\$2,000	\$1,300	2.4%
200	9,800	4,000	5,800	10.6%
300	16,900	6,000	10,900	19.9%
400	24,000	8,000	16,000	29.2%
500	31,100	10,000	21,100	38.5%

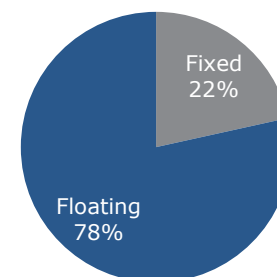
Note: Metrics in thousands of USD. Data as of 3/31/2016.

### Assets

12/31/2011

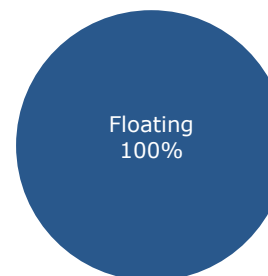


3/31/2016

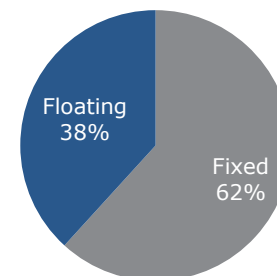


### Liabilities

12/31/2011

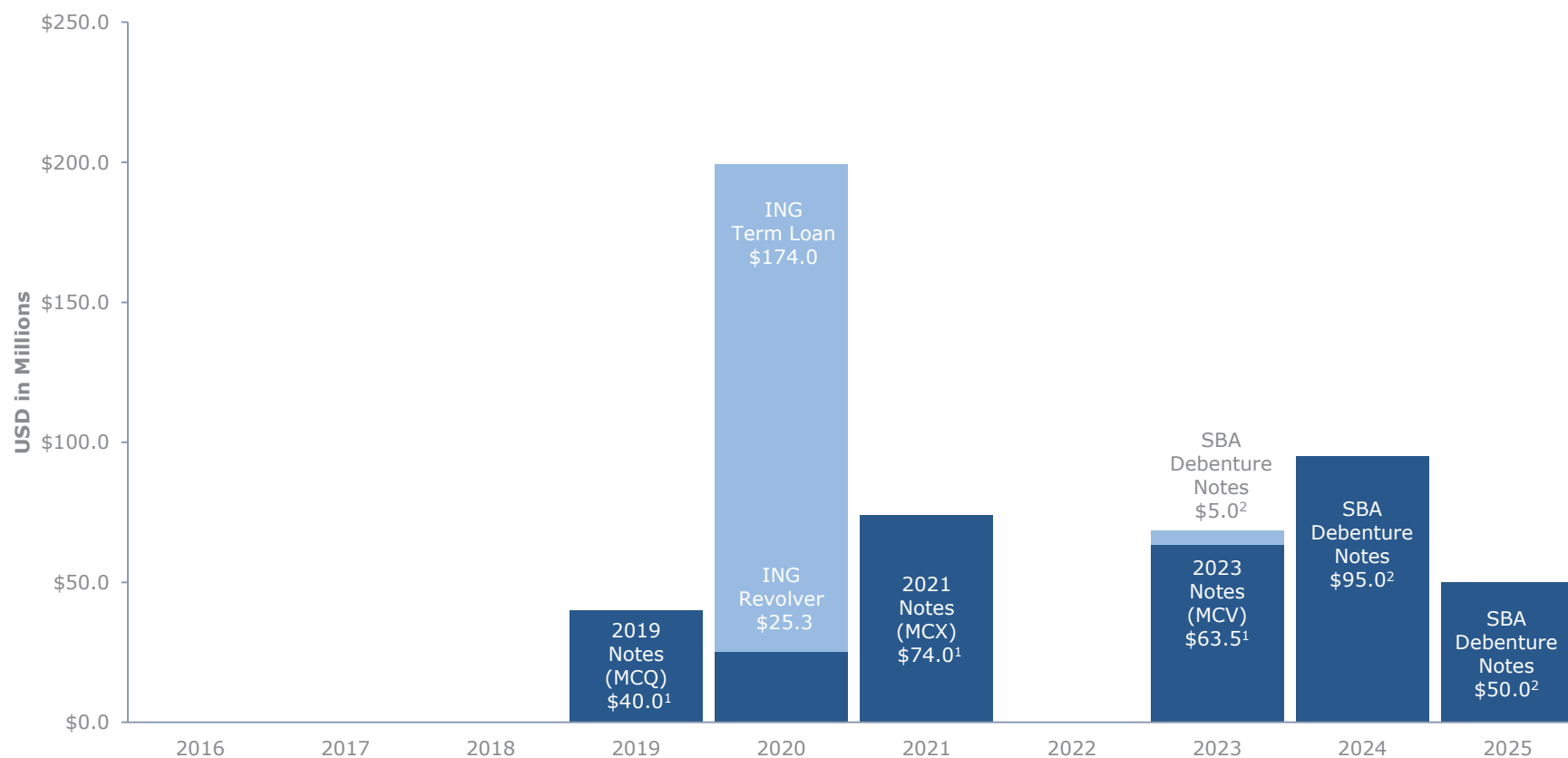


3/31/2016



## Debt Maturity Profile

- Leverage decreased from 0.78x in the prior quarter to 0.68x in the current quarter



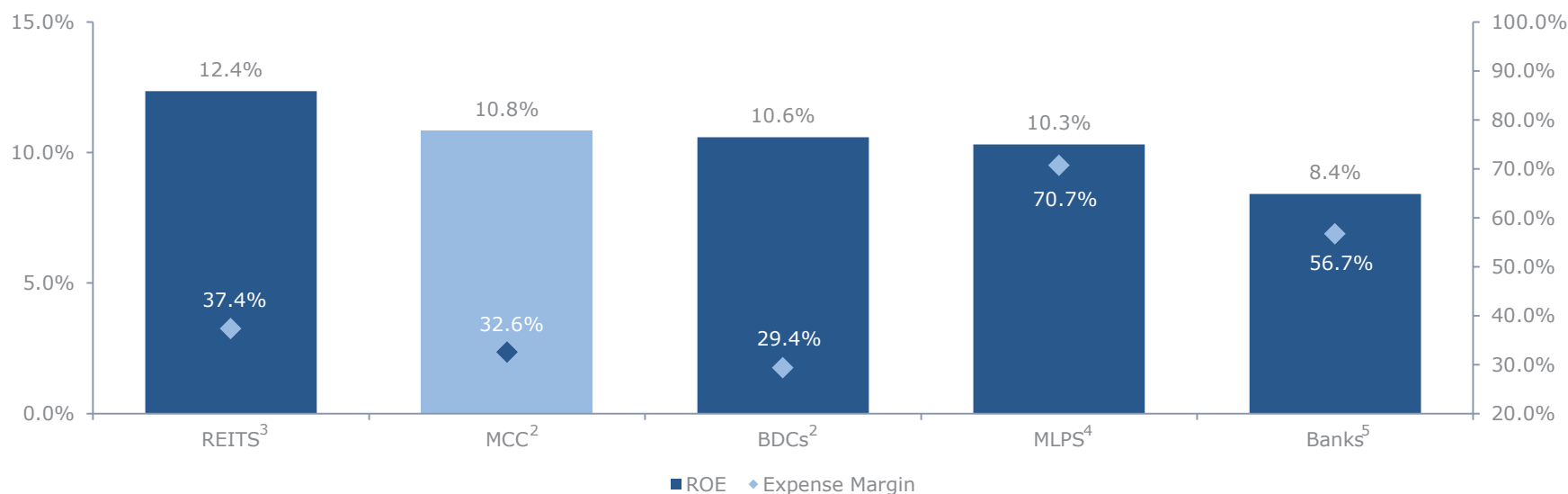
Note: As of March 31, 2016.

- \$5.1 million aggregate difference in total Unsecured Notes from the Balance Sheet is a result of recently adopted debt issuance cost accounting standards.
- \$3.9 million aggregate difference in total SBA Debenture Notes from the Balance Sheet is a result of recently adopted debt issuance cost accounting standards.

# 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 <sup>1</sup>**



Note: ARCC, GBDC, MCC, NMFC, PNNT, TCRD, and TSLX as of 3/31/2016. All other BDC data as of 12/31/2015.

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: AINV, 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, PSA, VTR, EQR, BXP, PLD, VNO, and AVB as of 3/31/2016. All other REITs as of 12/31/2015.

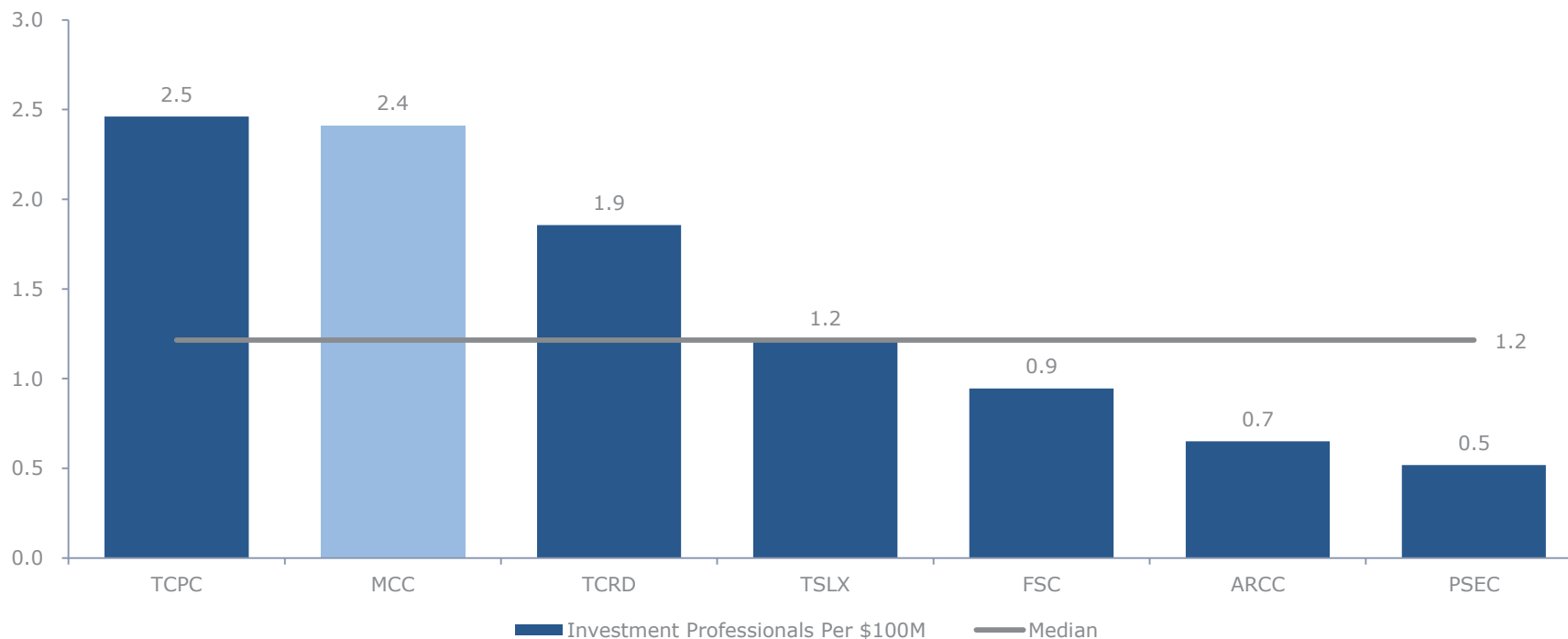
4. MLP operating ROE calculation based off of LTM Earnings From Continuing Operations/Average Shareholder Equity. MLPs include: OKS, PAA, BPL, DPM, NMM and EEP. OKS, PAA, BPL, DPM, and EEP as of 3/31/2016. All other MLPs as of 12/31/2015.

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. All Bank data as of 3/31/2016.

## 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 <sup>1</sup>



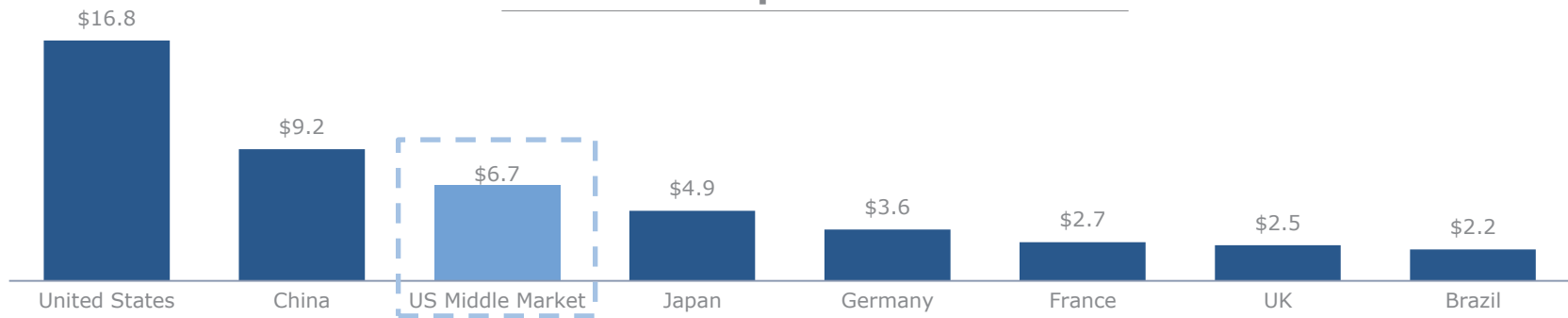
1. Based on professionals stated on each company's website. Does not include Associates and Analysts. Employee data as of 5/6/2016. BDC portfolio data as of the most recent publicly available information.

# Attractive Industry Dynamics

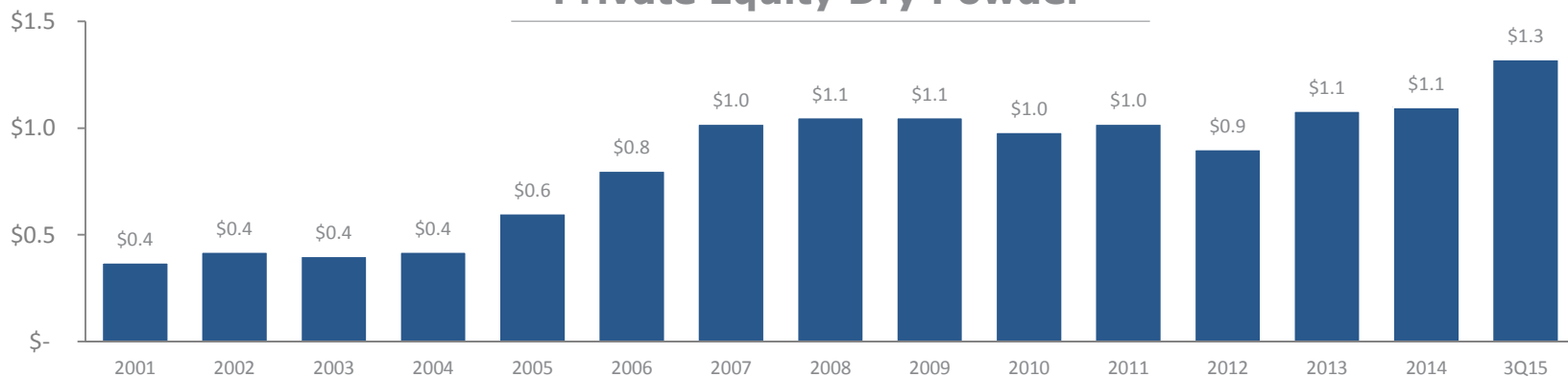
# Middle Market Opportunity – Large Target Market

- Standalone US middle market would rank as the 3rd largest global economy
- Private equity dry powder continues to be elevated at all-time highs

**Top GDPs <sup>1</sup>**



**Private Equity Dry Powder <sup>2</sup>**



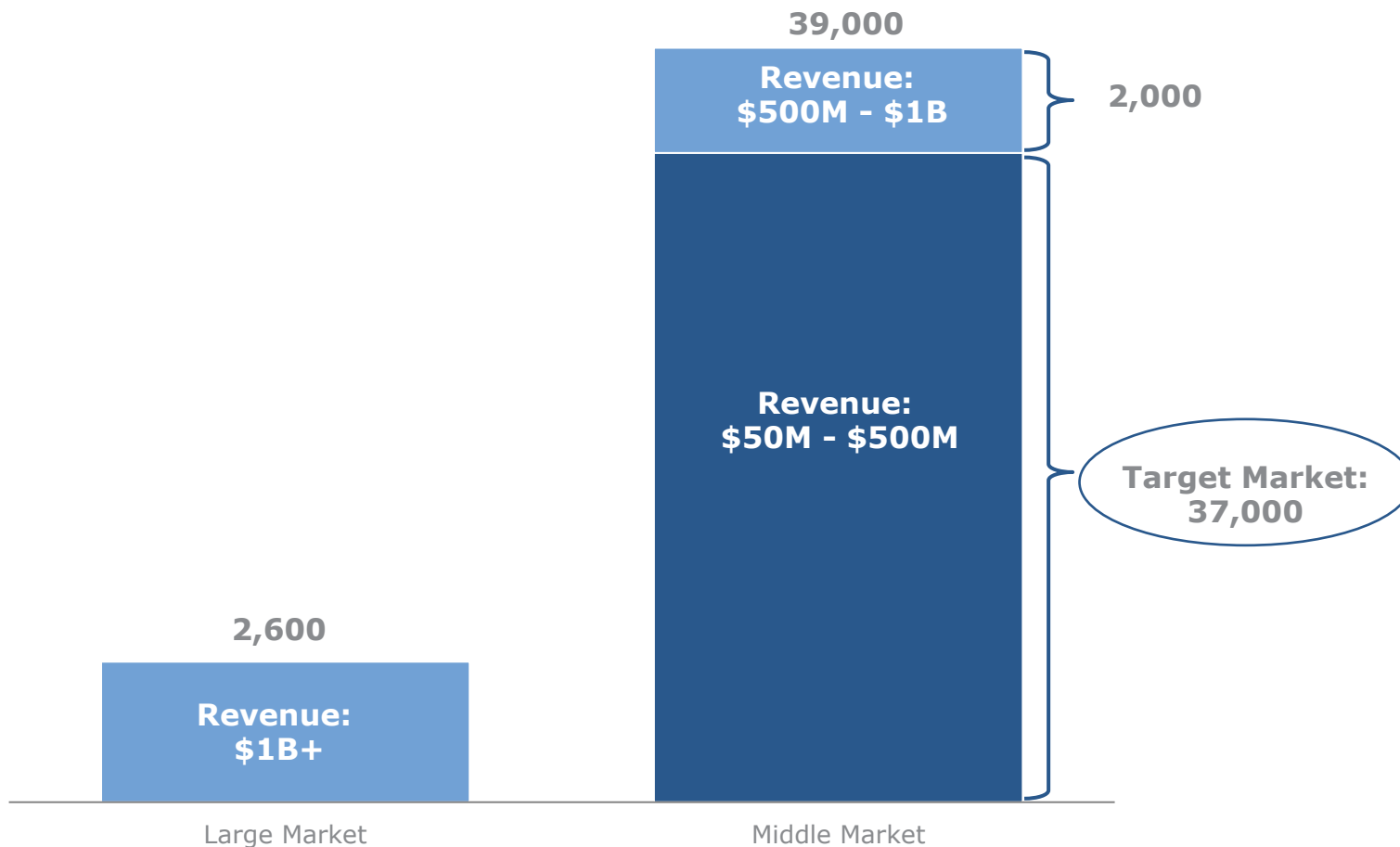
Note: Metrics in trillions of USD.

1. International Monetary Fund, World Economic Outlook Database, June 2014.

2. Preqin Private Debt Q3 2015 Quarterly Update.

# The Opportunity – Large Number of Borrowers

**Number of Businesses by Market <sup>1</sup>**

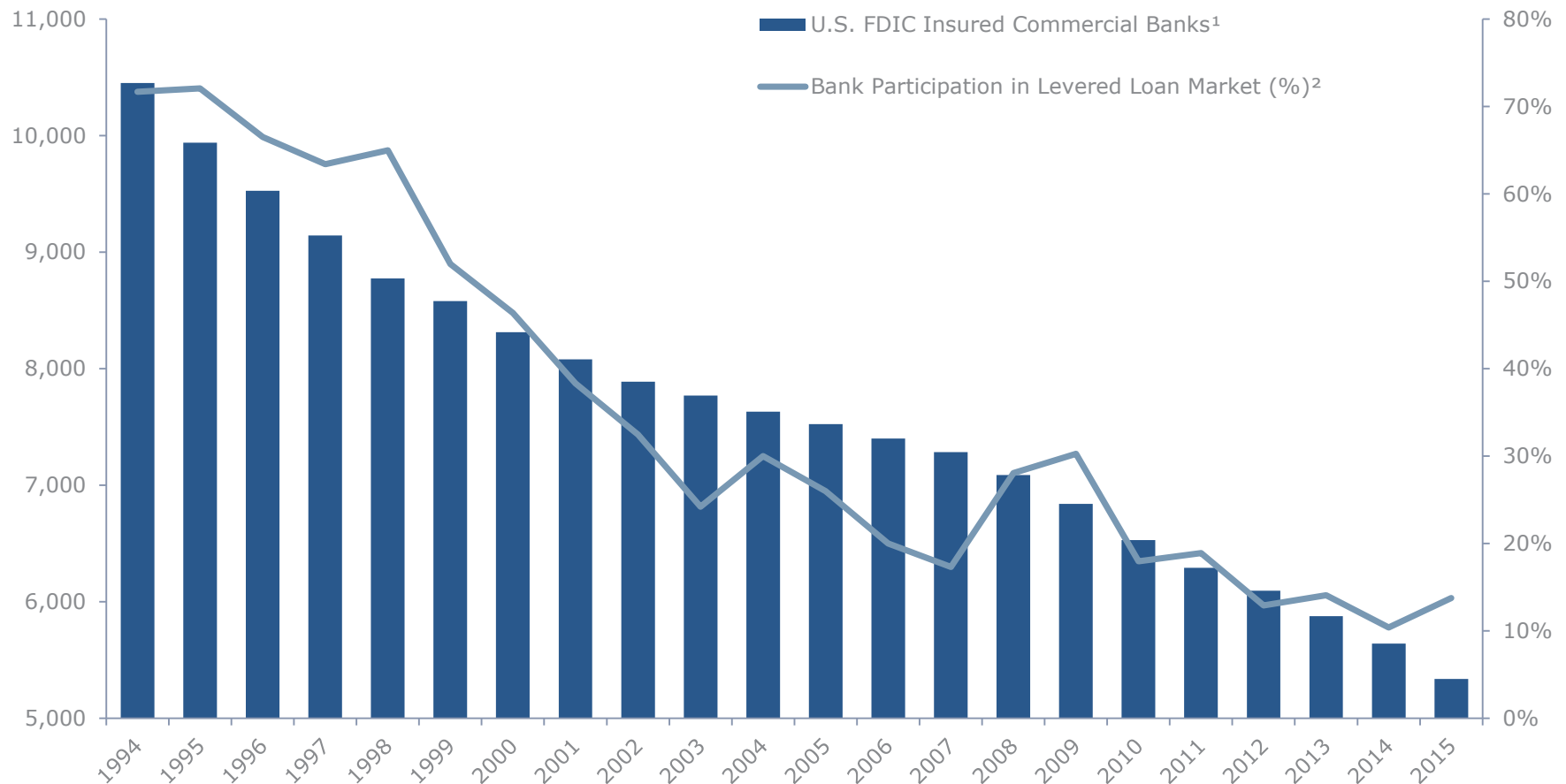


1. U.S. Census Bureau, 2007 Economic Census.



## Powerful Secular Trends

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

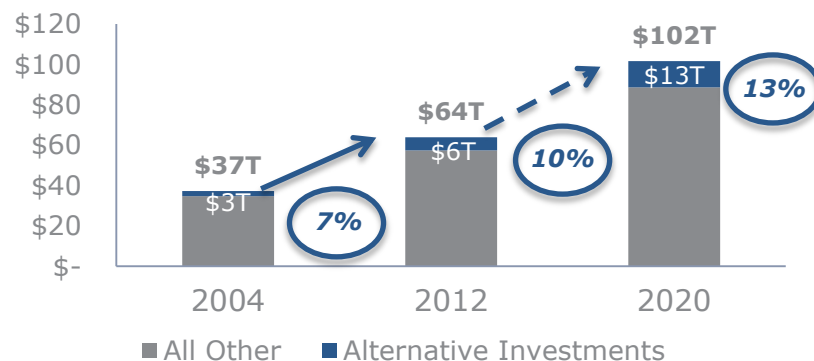


1. Federal Deposit Insurance Corporation, represents number of commercial banking institutions insured by the FDIC as of December 31, 2015.  
 2. S&P LCD's Leveraged Lending Review - 4Q15.

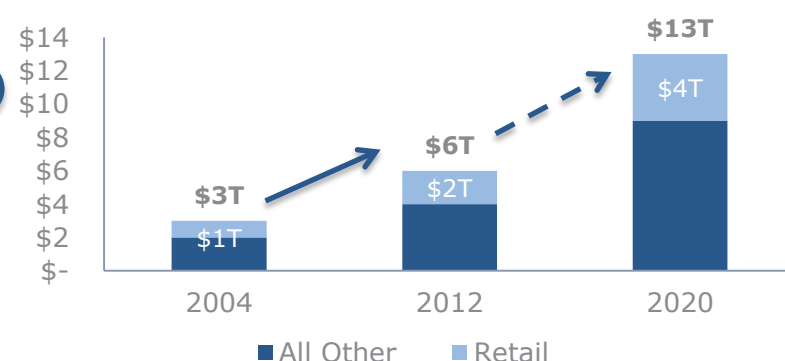
# Alternatives Represent a Growing Segment within Investments

- **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**

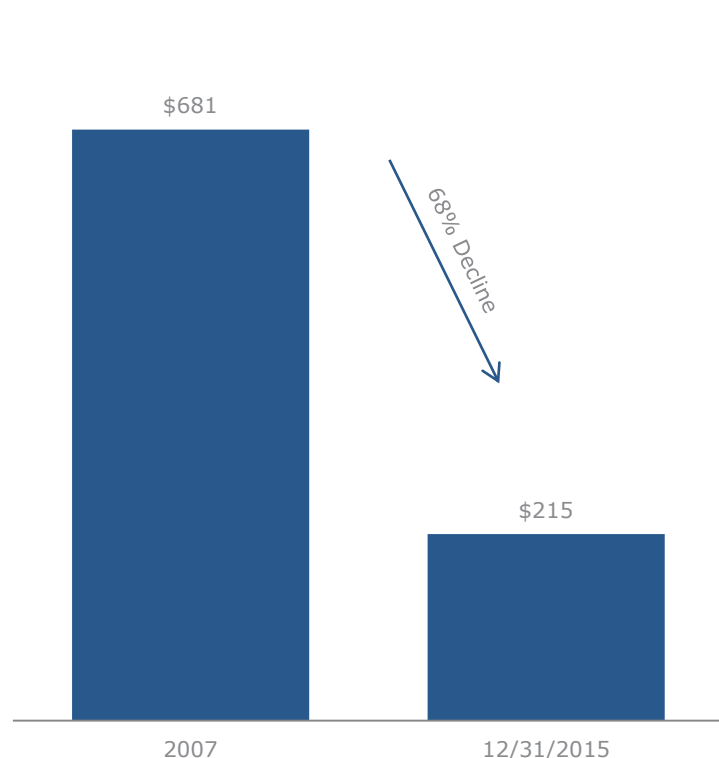


Notes: Metrics in trillions of USD.

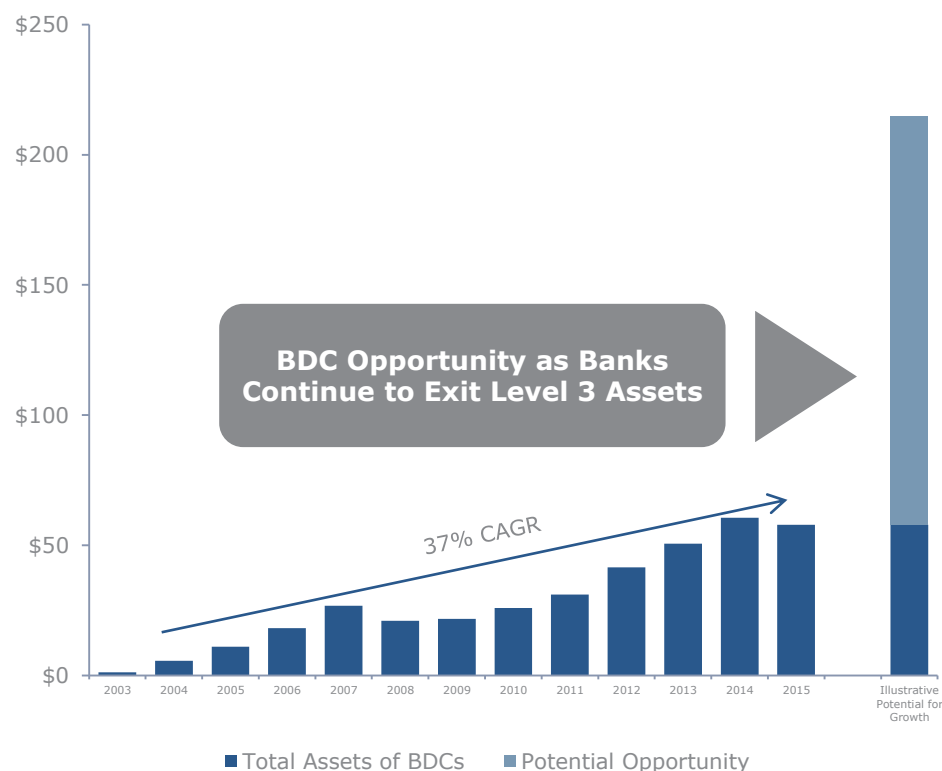
Source: PWC Asset Management 2020, A Brave New World, June 2015. Based on The \$64 trillion question: Convergence in asset management, McKinsey & Company, February 2015.

# Regulatory Pressure Continues for Banks

## Level 3 Assets for Financial Firms <sup>1</sup>



## Total Assets of Publicly Traded BDCs <sup>2</sup>



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 December 31, 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 December 31, 2015, with the exception of MCGC and MVC which are as of June 30, 2015 and July 31, 2015, respectively.

# MCC Financial Results

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## Performance Overview

- Quarterly dividend of \$0.30 per share for quarter ending 3/31/2016
- Net investment income of \$0.26 per share for quarter ending 3/31/2016
- 12.1% portfolio yield as of 3/31/2016<sup>1</sup>
- Total debt/credit facility commitments of \$845.0 million
- Since initiation of the share buyback program, MCC has repurchased 3,969,873 shares totaling \$31.9M
- Funded \$26.5M in the MCC SLS JV for the quarter ending 3/31/2016

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

# Financial & Portfolio Highlights

## Financial Highlights

	3/31/16	12/31/15	9/30/15	6/30/15	3/31/15
Net investment income per share	\$ 0.26	\$ 0.28	\$ 0.31	\$ 0.30	\$ 0.30
Net realized gains (losses)	\$ -	\$ 0.10	\$ (0.74)	\$ (0.16)	\$ (0.16)
Net unrealized gains (losses)	\$ (0.25)	\$ (1.07)	\$ 0.13	\$ 0.01	\$ 0.07
Provision for taxes on unrealized per share	\$ -	\$ (0.01)	\$ -	\$ -	\$ (0.01)
Net income per share <sup>1</sup>	\$ 0.01	\$ (0.70)	\$ (0.29)	\$ 0.14	\$ 0.20
Net asset value per share	\$ 9.80	\$ 10.01	\$ 11.00	\$ 11.53	\$ 11.68

## Portfolio Highlights

- \$1,036.1 million total fair value of investments as of March 31, 2016
- \$29.1 million gross originations during quarter ended March 31, 2016
- \$97.9 million repayments and exits during quarter ended March 31, 2016
- \$68.8 million net repayments during quarter ended March 31, 2016

## Asset Mix by Investment Type

Asset Class	3/31/16	12/31/15	9/30/15	6/30/15	3/31/15	12/31/14	9/30/14
Senior Secured 1st Lien	61.4%	59.7%	60.2%	62.2%	62.3%	64.3%	64.5%
Senior Secured 2nd Lien	28.6%	30.9%	30.6%	30.3%	30.4%	29.0%	28.8%
Unsecured Debt	5.1%	3.9%	3.7%	3.2%	3.2%	3.1%	3.1%
Equity/Warrants	4.9%	5.5%	5.5%	4.3%	4.1%	3.6%	3.6%

## Asset Mix by Rating

Rating	3/31/16	12/31/15	9/30/15	6/30/15	3/31/15	12/31/14	9/30/14
1	10.9%	8.6%	12.0%	10.7%	9.0%	7.1%	5.2%
2	70.7%	80.7%	78.0%	84.7%	85.8%	89.1%	90.1%
3	17.5%	9.8%	10.0%	3.6%	3.4%	2.5%	1.5%
4	-	-	-	-	0.5%	-	-
5	0.9%	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)**

	<b>3/31/16</b>	<b>12/31/15</b>	<b>9/30/15</b>	<b>6/30/15</b>	<b>3/31/15</b>
Net investment income per share - basic & diluted	\$ 0.26	\$ 0.28	\$ 0.31	\$ 0.30	\$ 0.30
Net realized and unrealized gains per share - basic & diluted <sup>1</sup>	(0.25)	(0.98)	(0.60)	(0.15)	(0.10)
GAAP EPS - basic & diluted <sup>2</sup>	0.01	(0.70)	(0.29)	0.14	0.20
Dividend declared per share	0.30	0.30	0.30	0.30	0.30
Stockholders' equity	\$ 536.8	\$ 562.7	\$ 619.9	\$ 665.5	\$ 676.1
Net asset value per share	9.80	10.01	11.00	11.53	11.68
Market Capitalization <sup>3</sup>	\$ 361.4	\$ 422.6	\$ 419.1	\$ 514.5	\$ 529.9
Common stock data:					
High Price <sup>4</sup>	\$ 7.74	\$ 8.16	\$ 9.19	\$ 9.53	\$ 9.72
Low Price <sup>4</sup>	5.37	7.01	7.41	8.85	8.70
Closing Price	6.60	7.52	7.44	8.91	9.15
Investments at fair value	\$ 1,036.1	\$ 1,115.1	\$ 1,216.1	\$ 1,204.2	\$ 1,211.7
% Floating Rate <sup>5</sup>	78.5%	79.3%	78.8%	77.2%	78.6%
% Fixed Rate <sup>5</sup>	21.5%	20.7%	21.2%	22.8%	21.4%
Number of Portfolio Companies	65	68	72	71	72
Gross originations for the quarter	\$ 29.1	\$ 43.6	\$ 77.7	\$ 47.5	\$ 54.3
Realizations/amortizations for the quarter	97.9	94.6	34.5	49.4	63.4
Net originations/(realizations) for the quarter	(68.8)	(51.0)	43.2	(1.9)	(9.1)

Note: Basic and diluted per share data reflects weighted average common shares outstanding of 55,761,062 as of 3/31/16, 56,300,067 as of 12/31/15, 57,032,056 as of 9/30/15, 57,859,274 as of 6/30/15, and 58,499,797 as of 3/31/15.

1. Inclusive of change in provision for taxes of \$133,490 for the quarter ended 3/31/16, \$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, and \$705,405 for the quarter ended 3/31/15.
2. May not foot due to rounding.
3. Reflects common shares outstanding of 54,763,411 and a closing price of \$6.60 as of 3/31/2016, 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, and 57,907,607 and a closing price of \$9.15 as of 3/31/15.
4. Reflects the high and low closing share price during the periods ended 3/31/16, 12/31/15, 9/30/15, 6/30/15 and 3/31/15.
5. Based on income bearing investments.

# Balance Sheet

	As of (dollars in thousands, except per share data)				
	3/31/16	12/31/15	9/30/15	6/30/15	3/31/15
	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)
<b>ASSETS</b>					
Investments at fair value					
Non-control/non-affiliate investments	\$932,054	\$1,012,559	\$1,131,894	\$1,156,184	\$ 1,164,170
Control investments	94,036	92,565	74,198	38,000	37,513
Affiliate investments	10,000	10,000	10,000	10,000	10,000
Total investments at fair value	<u>\$1,036,090</u>	<u>\$1,115,124</u>	<u>\$1,216,092</u>	<u>1,204,184</u>	<u>1,211,683</u>
Cash and cash equivalents	12,707	24,113	15,714	36,240	29,146
Interest receivable	9,966	8,719	9,543	11,811	13,626
Receivable for paydown of investments	394	1,143	579	4,282	4,573
Other assets	2,879	2,740	2,154	2,582	1,974
<b>TOTAL ASSETS<sup>1</sup></b>	<u>\$1,062,036</u>	<u>\$1,151,839</u>	<u>\$1,244,082</u>	<u>\$1,259,099</u>	<u>\$1,261,002</u>
<b>LIABILITIES</b>					
Revolving credit facility payable <sup>1</sup>	\$ 21,782	\$ 85,348	\$ 188,540	\$ 178,760	\$ 190,816
Term loan payable <sup>1</sup>	171,864	171,707	171,563	169,633	169,518
Notes payable <sup>1</sup>	172,374	169,185	101,175	101,069	100,964
SBA debentures payable <sup>1</sup>	146,134	145,965	145,794	126,111	106,658
Management and incentive fees payable, net	5,902	9,263	9,963	9,856	9,984
Interest and fees payable	1,832	2,592	1,314	1,902	1,196
Accounts payable, accrued expenses and other liabilities	5,376	5,064	5,813	6,249	5,771
<b>TOTAL LIABILITIES<sup>1</sup></b>	<u>\$ 525,264</u>	<u>\$ 589,124</u>	<u>\$ 624,162</u>	<u>\$ 593,580</u>	<u>\$ 584,907</u>
<b>NET ASSETS</b>					
Common stock, par value \$.001 per share, 100,000,000 common shares authorized, 54,763,411 common shares issued and outstanding as of March 31, 2016	55	56	56	58	58
Capital in excess of par value	707,496	717,141	718,241	729,938	731,514
Accumulated undistributed net investment income	16,947	19,117	20,352	20,385	20,517
Accumulated undistributed net realized gain (loss) from investments	(55,148)	(55,248)	(60,626)	(18,628)	(9,617)
Net unrealized appreciation (depreciation) on investments	(132,578)	(118,351)	(58,103)	(66,234)	(66,377)
Total net assets	<u>536,772</u>	<u>562,715</u>	<u>619,920</u>	<u>665,519</u>	<u>676,095</u>
<b>TOTAL LIABILITIES AND NET ASSETS<sup>1</sup></b>	<u>\$ 1,062,036</u>	<u>\$ 1,151,839</u>	<u>\$ 1,244,082</u>	<u>\$ 1,259,099</u>	<u>\$ 1,261,002</u>
<b>NET ASSET VALUE PER SHARE</b>	<u>\$ 9.80</u>	<u>\$ 10.01</u>	<u>\$ 11.00</u>	<u>\$ 11.53</u>	<u>\$ 11.68</u>

1. On January 1, 2016, we adopted Accounting Standards Update ("ASU") 2015-03 which requires that debt issuance costs related to a recognized debt liability to be presented on the balance sheet as a direct deduction from the carrying amount of the debt liability rather than as an asset. Adoption of ASU 2015-03 requires the changes to be applied retrospectively.



# 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

## Research Coverage

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Washington, DC

## 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

AMERICAN STOCK TRANSFER & TRUST  
COMPANY, LLC  
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