

MEDLEY

Medley Management Inc. (NYSE: MDLY)

Investor Presentation

Quarter ended June 30, 2015

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OVERVIEW

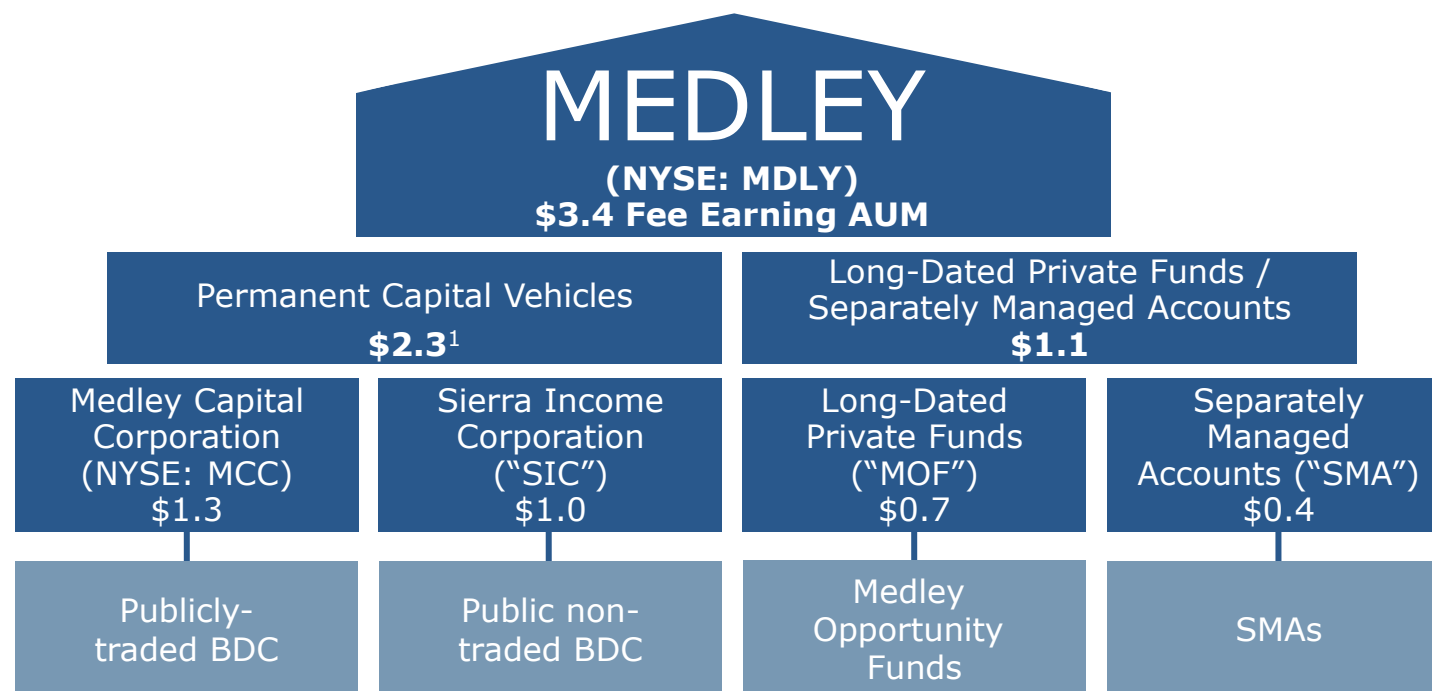
Overview of Medley Management Inc.

- **Medley Management Inc. (“Medley” or “MDLY”) is a credit-focused asset management firm with \$3.4 billion of fee earning assets under management (“Fee Earning AUM”)**
 - Asset Manager offering yield-oriented investment products
 - 67% of Fee Earning AUM in permanent capital vehicles
- **Key differentiators supporting growth**
 - Broad institutional and retail distribution
 - Direct origination franchise focused on middle market lending
 - Principals in their 13th year of investing in middle market credit as a team
 - Scalable platform
 - Predictable and growing cash earnings stream

Note: “assets under management” or “AUM” as used in this presentation refers to the assets of our funds, which represents the sum of the net asset value of such funds, the drawn and undrawn debt (at the fund level, including amounts subject to restrictions) and uncalled committed capital (including commitments to funds that have yet to commence their investment periods). Fee earning AUM as used in this presentation refers to the AUM on which we directly earn base management fees, as of June 30, 2015.

Medley's Fee Earning Assets Under Management

- Senior team has worked together for 13 years executing a consistent strategy
- Significant investment in people and infrastructure to support growth
- Experienced group of over 40 investment professionals
- Broad employee ownership creates alignment with public shareholders

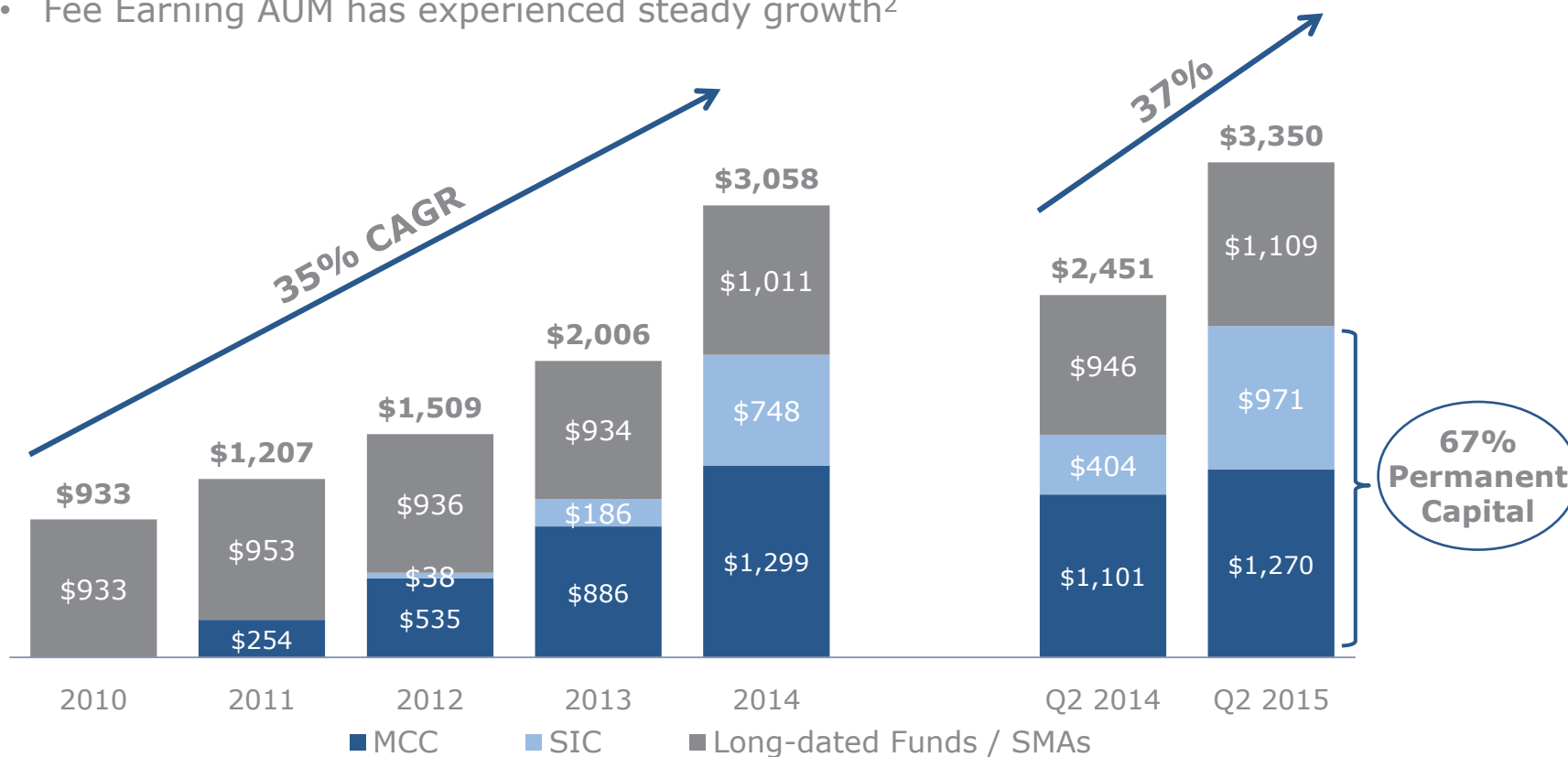


Note: Metrics in billions of USD

1. Fee earning AUM for permanent capital vehicles (MCC and SIC) were \$2,241M, as of June 30, 2015. Amounts on page are rounded for presentation purposes.

Medley's Historical Growth Profile

- Increasing permanent capital not subject to traditional outflows¹
- Expanding distribution channels
- Fee Earning AUM has experienced steady growth²

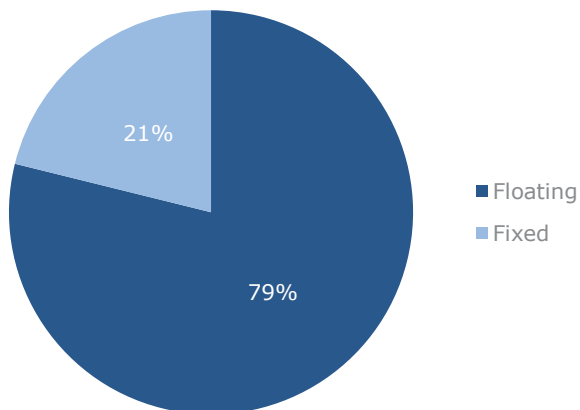


1. Refers to capital of funds that do not have redemption provisions or a requirement to return capital to investors upon exiting the investments made with such capital, except as required by applicable law, which funds currently consist of Medley Capital Corporation (NYSE: MCC) and Sierra Income Corporation.

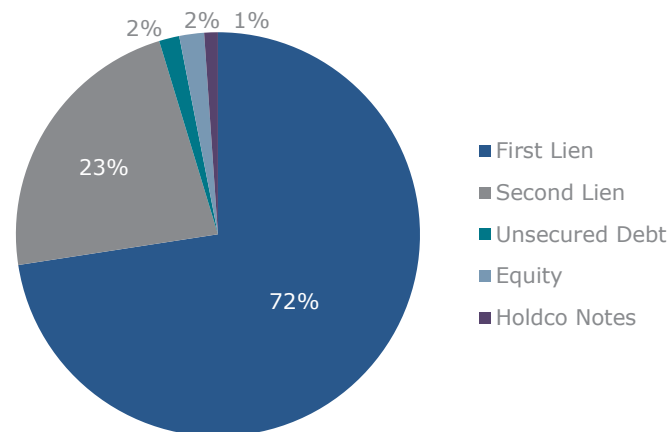
2. Fee earning AUM refers to the AUM in millions of USD on which we directly earn base management fees as of June 30, 2015.

Portfolio Summary

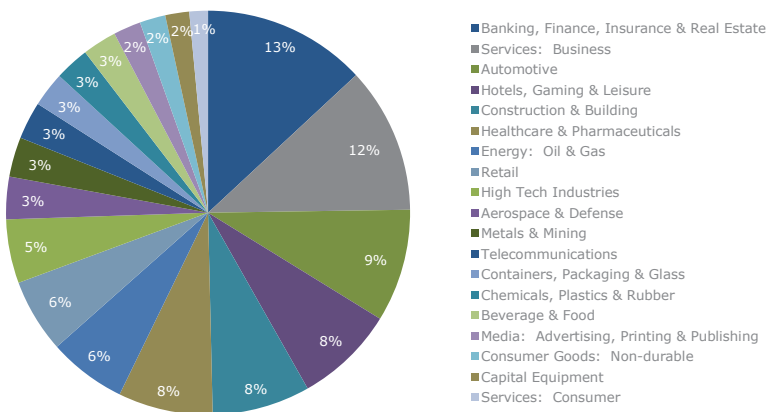
Floating vs. Fixed Rate



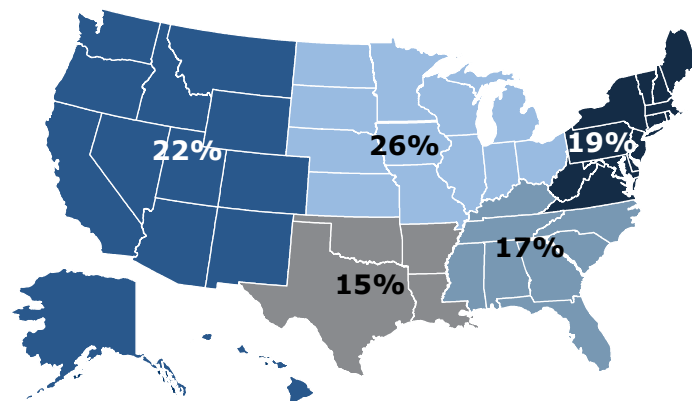
Investment Type Breakout



Industry Breakout



Medley Investments by Geography



Note: Portfolio summary represents total committed amounts as of June 30, 2015 and represents assets in all investment vehicles including SIC TRS assets. In addition, investments by geography excludes approximately 1% of non-U.S. investments.

Why Invest in Medley

Attractive Opportunity

- Banks continue to retreat from middle market
- Investor demand for yield remains strong

Focused Strategy

- Direct origination
- Permanent capital

Strong Team

- Management team experienced running public companies
- Scalable platform

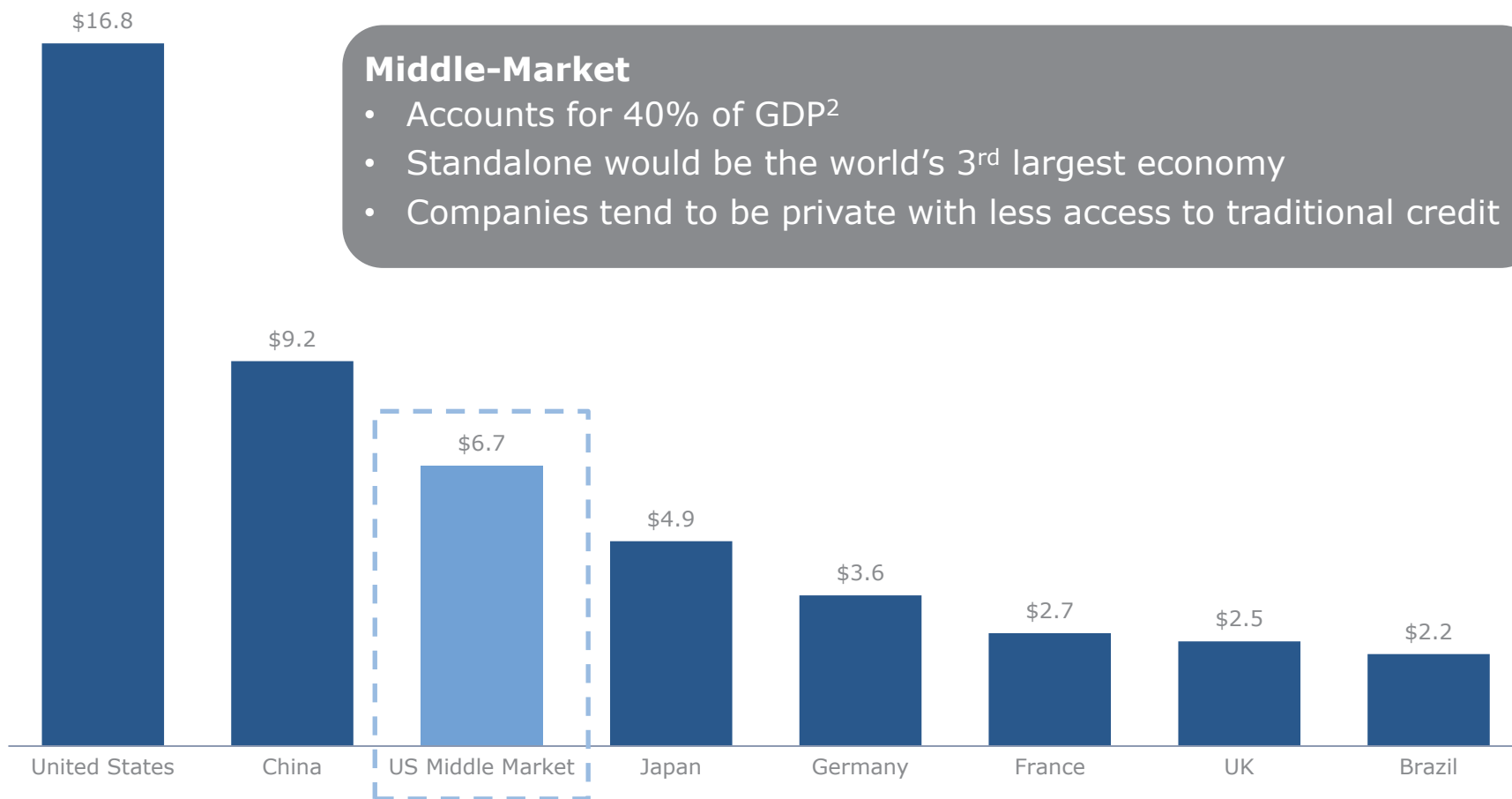
Right Time

- Predictable earnings from existing footprint
- Opportunity for growth

MARKET OPPORTUNITY

The Opportunity – Middle-Market is Substantial

Top GDPs¹



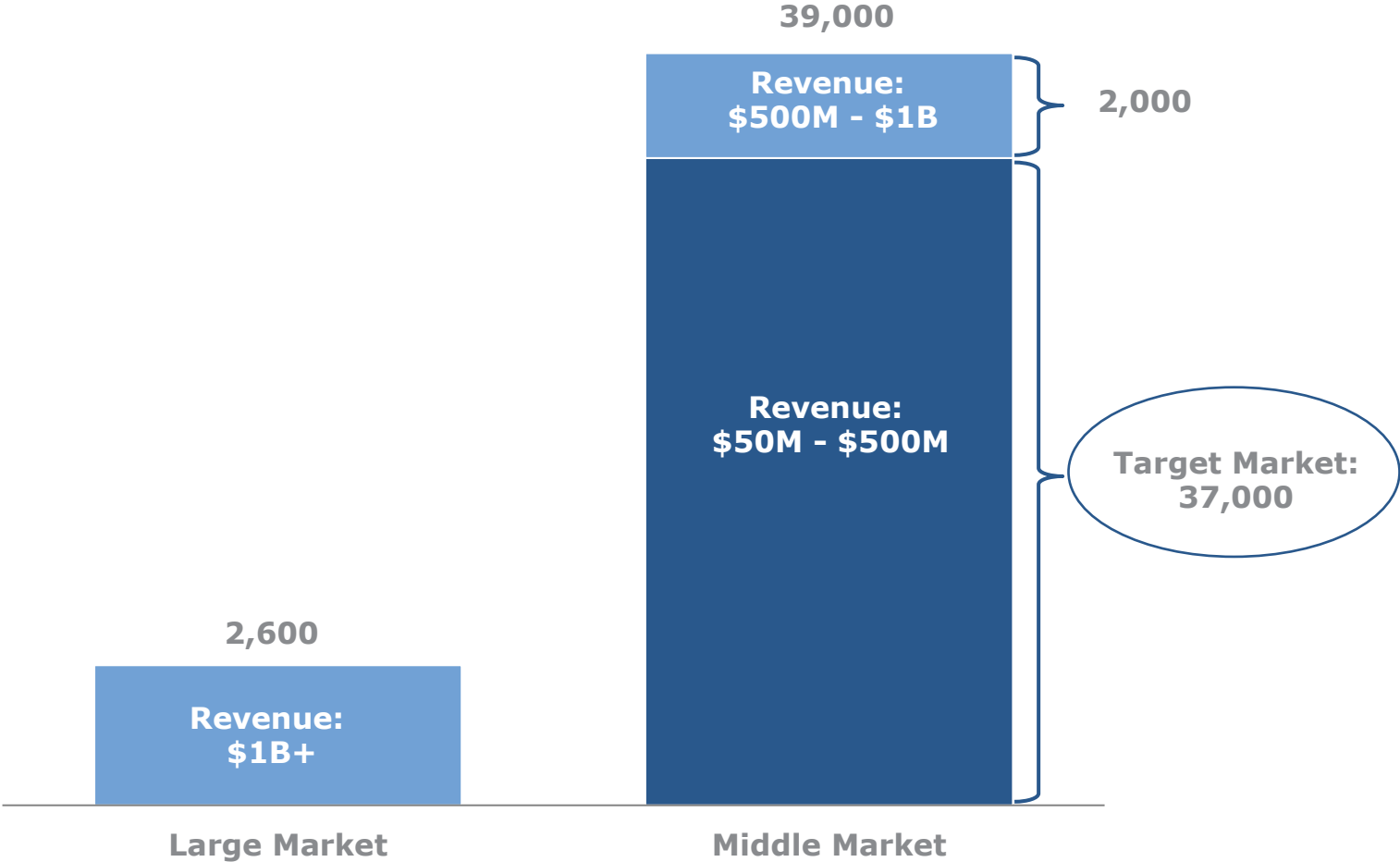
Note: Metrics in trillions of USD.

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

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

The Opportunity – Large Number of Borrowers

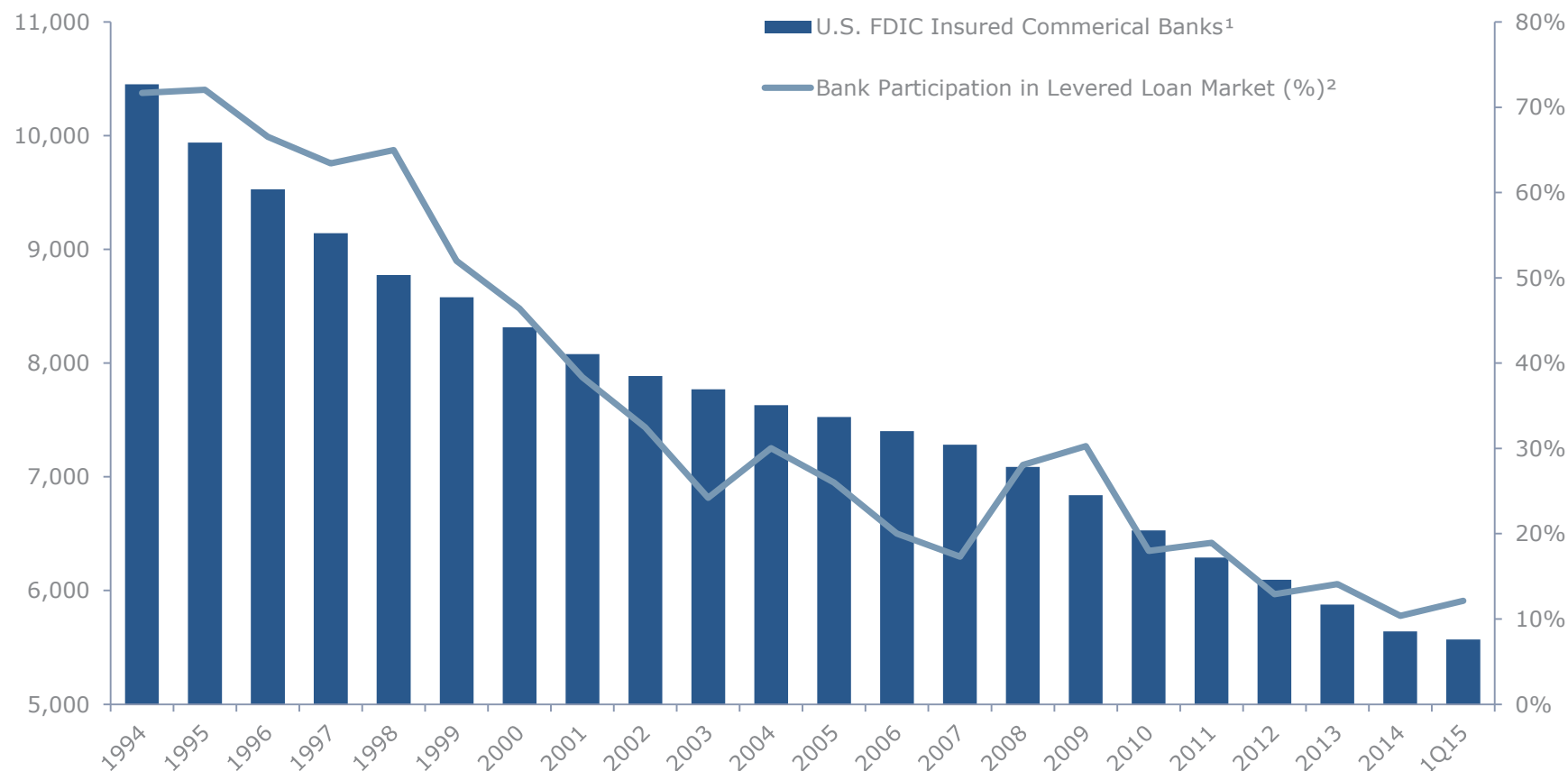
Number of Businesses by Market¹



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



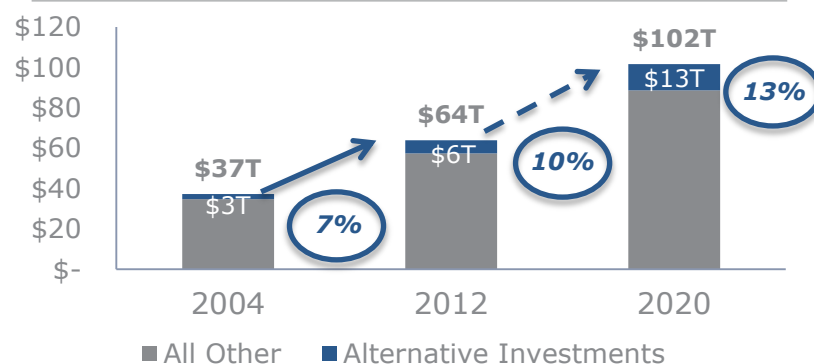
1. Federal Deposit Insurance Corporation, represents number of commercial banking institutions insured by the FDIC as of March 31, 2015.

2. S&P LCD's Leveraged Lending Review – 1Q15.

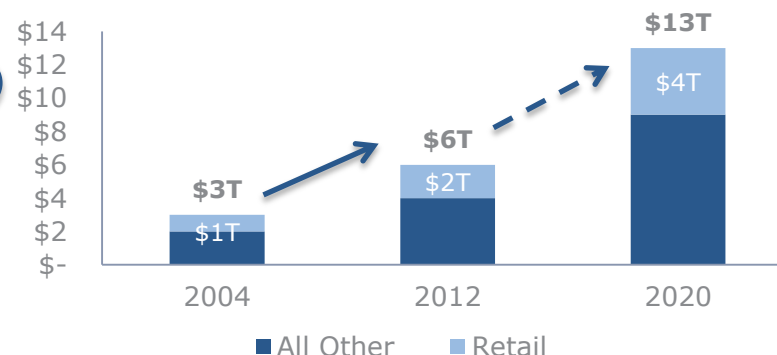
Alternatives Represent a Growing Segment

- **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

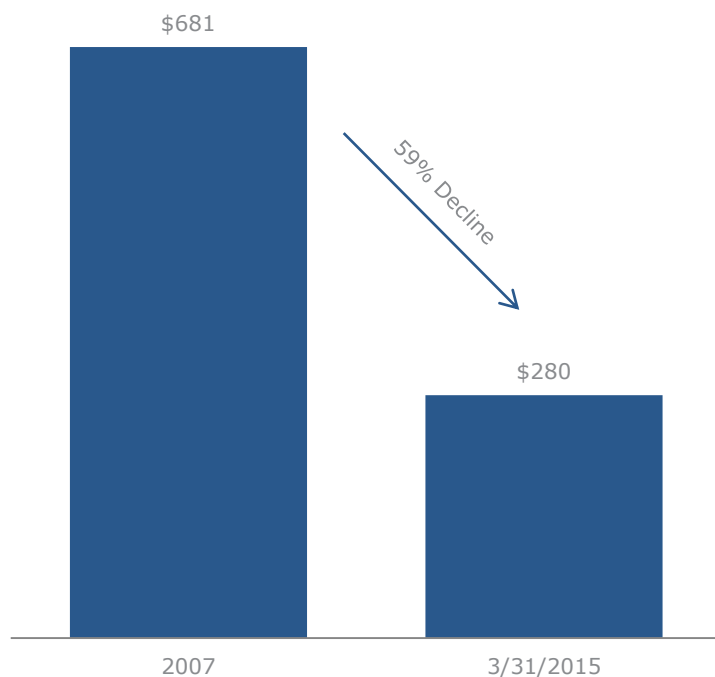


Notes: Metrics in trillions of USD.

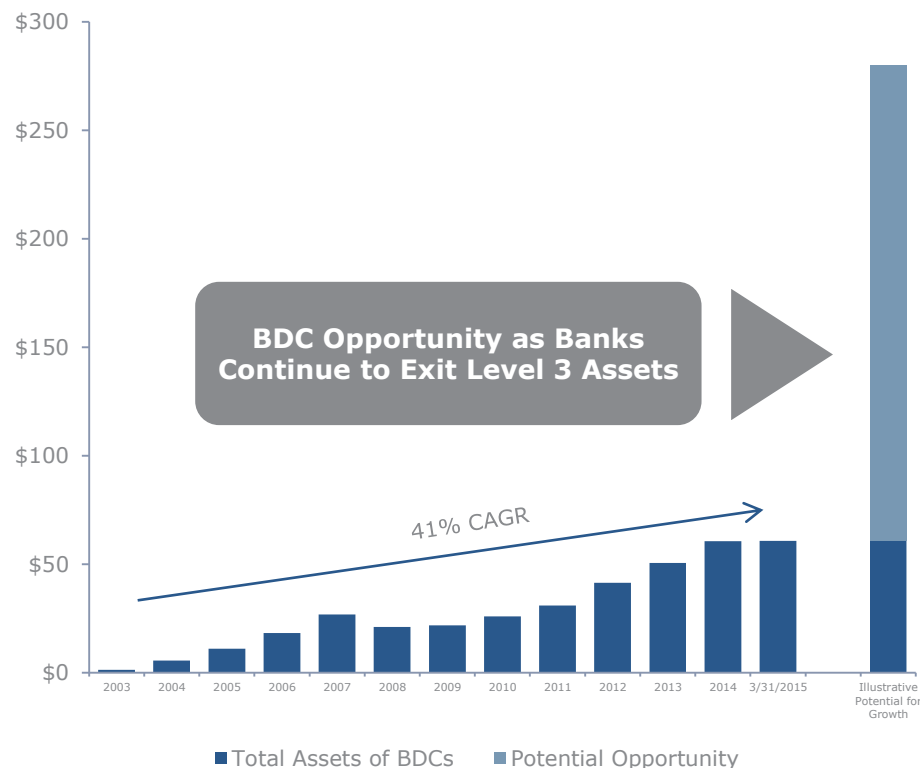
Source: PWC Asset Management 2020, A Brave New World, June 2015. Based on The \$64 trillion question: Convergence in asset management, McKinsey & Company, February 2015.

Regulatory Pressure Continues for Banks

Level 3 Assets for Financial Firms ¹



Total Assets of Publicly Traded BDCs ²

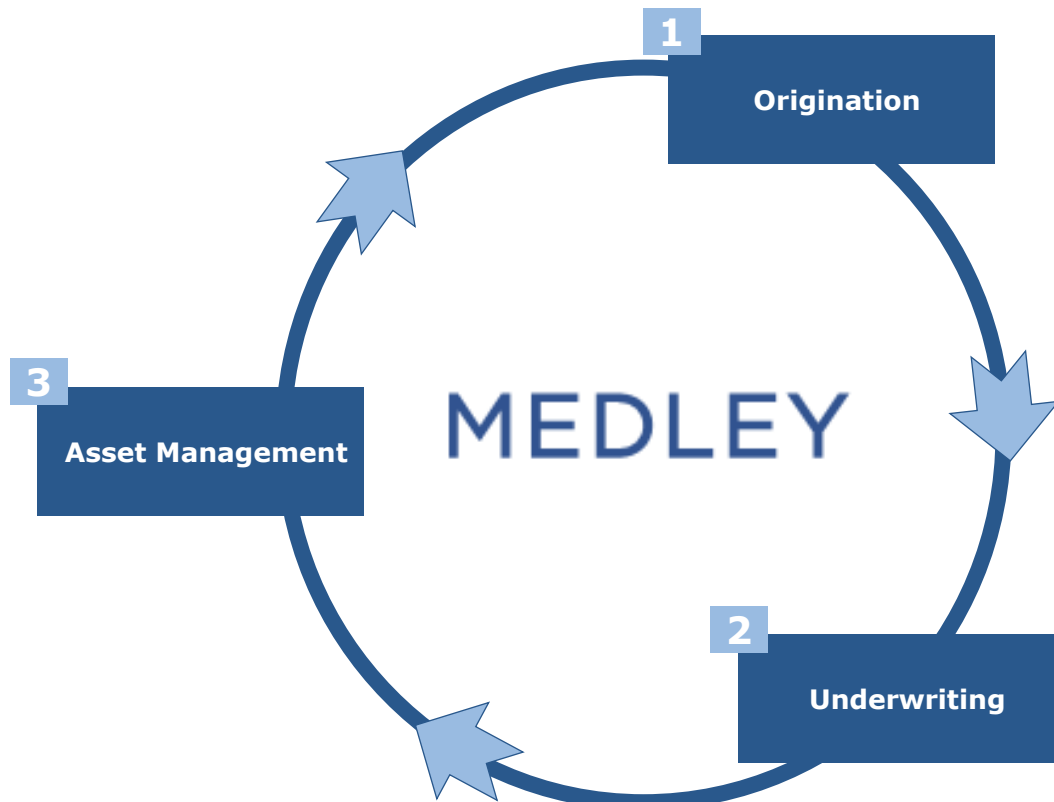


1. Financial firms include: BAC, C, CS, DB, GS, JPM, MS, WFC, Bear Stearns, Countrywide Financial, Merrill Lynch & Washington Mutual. Metrics in billions of USD. Financial information for all firms is as of March 31, 2015.

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 March 31, 2015, with the exception of MVC as of July 31, 2014.

INVESTMENT PROCESS

Underwriting Process & Asset Management



1 Origination

- Over 40 investing & credit management professionals
- Nationwide platform
- Targeted middle market sectors
- Over 25% of 2014 deal flow was repeat and referral

2 Underwriting

- Disciplined appraisal process
- Documentation process
- 3rd party resources
- Approve 2-4% of opportunities
- Invested in over 300 borrowers¹

3 Asset Management

- Infrastructure – asset management system
- Weekly, monthly, quarterly meetings
- Borrower monitoring and reporting

1. Since inception through June 30, 2015.

Selective Investment Process by Vintage

1H 2015 Pipeline



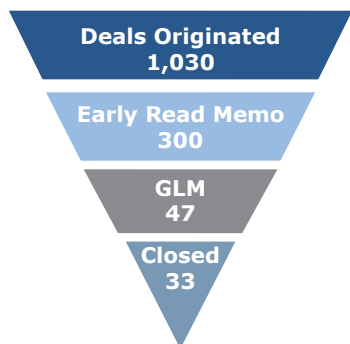
2.0% Closed

2014 Pipeline



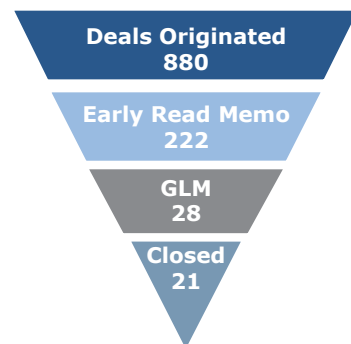
2.6% Closed

2013 Pipeline



3.2% Closed

2012 Pipeline



2.4% Closed

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 totals denote the total number of directly originated borrowers.

FINANCIAL PERFORMANCE

Key Standalone Financial Results

Q2 2015 vs. Q2 2014

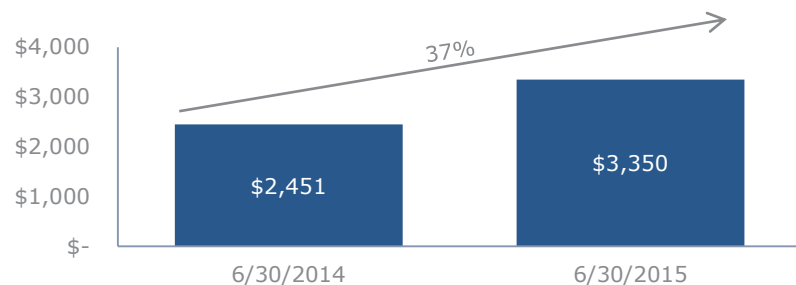
- 37% increase in fee earning AUM to \$3.4B from \$2.5B
- 1% increase in Pre-Tax Core Net Income to \$11.6M
- 12% increase in Core EBITDA to \$13.9M from \$12.4M
- Core Net Income Per Share was flat year-over-year at \$0.22

1H 2015 vs. 1H 2014

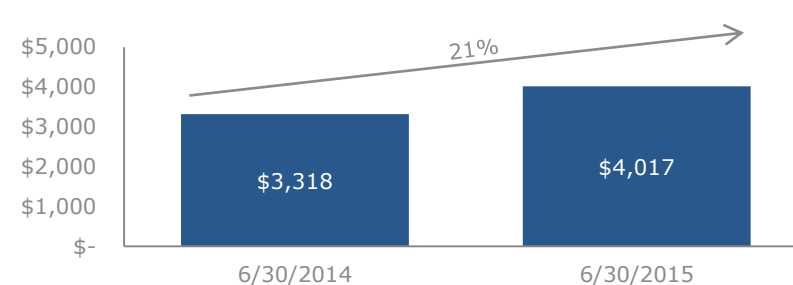
- 41% increase in Pre-Tax Core Net Income to \$24.9M from \$17.6M
- 53% increase in Core EBITDA to \$29.3M from \$19.2M
- 42% increase in Core Net Income Per Share to \$0.47 from \$0.33

Quarterly Financial Performance Summary

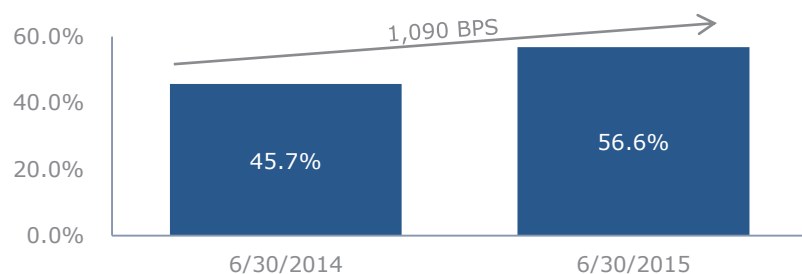
Fee Earning AUM



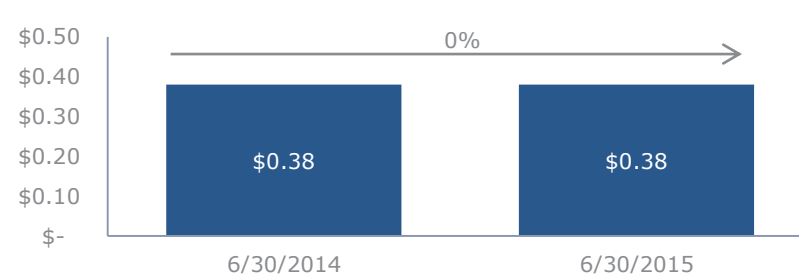
AUM



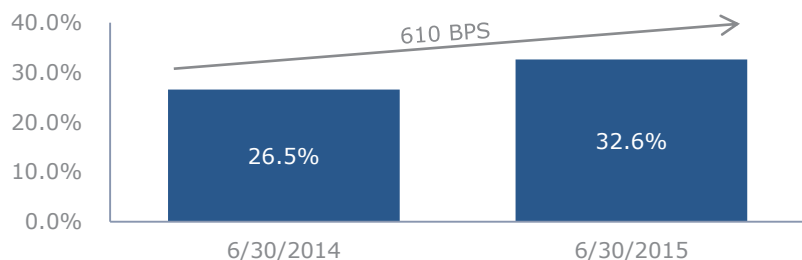
Pre-Tax Core Net Income Margin



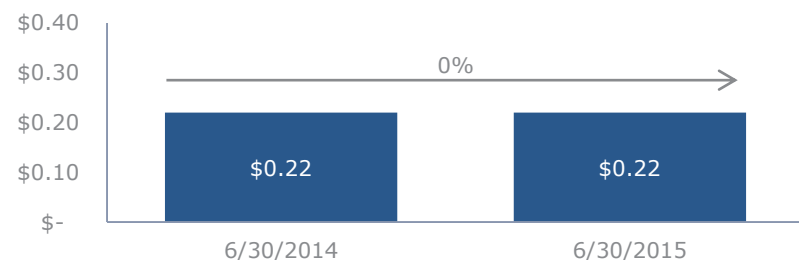
Pre-Tax Core Net Income Per Share



Core Net Income Margin¹



Core Net Income Per Share



Note: Metrics in millions of USD. Percentage change calculations shown are based on actual numbers and may differ from rounded calculations.

1. Assumes that all our pre-tax earnings are subject to federal, state and local income taxes at a combined effective tax rate of 43.0%.

Standalone Income Statement

(Amounts in thousands except per share data)

	Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Revenues				
Management fees	\$ 20,923	\$ 14,909	\$ 38,443	\$ 29,900
Performance fees	(2,368)	8,000	3,968	8,076
Other revenues and fees	1,981	2,383	3,605	4,396
Total revenues	20,536	25,292	46,016	42,372
Expenses				
Compensation and benefits	6,397	5,574	13,618	9,333
Performance fee compensation	(1,030)	1,640	(918)	3,158
General, administrative and other expenses	4,623	5,134	9,130	9,363
Total expenses	9,990	12,348	21,830	21,854
Other income (expense)				
Dividend income	221	221	443	443
Interest expense	(2,109)	(731)	(4,194)	(1,364)
Other expenses, net	13	(428)	(249)	(1,620)
Total other expense, net	(1,875)	(938)	(4,000)	(2,541)
Income before income taxes	8,671	12,006	20,186	17,977
Provision for income taxes	918	218	2,066	448
Net income	7,753	11,788	18,120	17,529
Less: Net income (loss) attributable to non-controlling interests in consolidated subsidiaries	(274)	1,607	1,016	1,560
Net income attributable to Medley Management Inc. and non-controlling interests in Medley LLC	\$ 8,027	\$ 10,181	\$ 17,104	\$ 15,969

Core Net Income ⁽¹⁾	\$ 10,409	\$ 11,302	\$ 22,176	\$ 17,145
Core EBITDA	13,858	12,380	29,320	19,178
Core Net Income per share ⁽²⁾	\$ 0.22	\$ 0.22	\$ 0.47	\$ 0.33
Core Net Income Margin ⁽³⁾	32.6%	26.5%	31.1%	23.7%
Pre-Tax Core Net Income Margin ⁽¹⁾	56.6%	45.7%	54.1%	41.6%
Pro Forma Weighted Average Shares Outstanding ⁽⁴⁾	30,437,467	30,484,722	30,456,596	30,484,722

1. Core Net Income reflects standalone net income attributable to the controlling and non-controlling interests in Medley LLC adjusted to exclude reimbursable expenses associated with the launch of funds, certain one-time severance costs and stock-based compensation associated with restricted stock units that were granted in connection with our initial public offering ("IPO"). In addition, Core Net Income includes the pro-forma adjustment to reflect guaranteed payments to Medley LLC members as compensation expense. Prior to our reorganization and IPO, these guaranteed payments were recorded as distributions from member's capital. Please refer to the reconciliation of net income attributed to controlling and non-controlling interests in Medley LLC to Core Net Income on the following page.
2. Core Net Income Per Share reflects an adjustment for federal, state and local corporate income taxes. Please refer to the calculation of Core Net Income Per Share on the following page.
3. Core Net Income Margin equals Core Net Income Per Share divided by total standalone revenue per share.
4. The calculation of Pro-Forma Weighted Average Shares Outstanding assumes the conversion by the pre-IPO holders of 23,333,333 LLC units for 23,333,333 Class A common stock at the beginning of each period presented and, at the beginning of each period in 2014, the issuance of 6,000,000 shares of Class A common stock in connection with our IPO and the grant of 1,151,389 restricted stock units on the date of our IPO, adjusted for actual forfeitures and additional grants during the period.

Standalone Income Statement (Cont.)

(Amounts in thousands except per share data)

The reconciliation of Net income attributable to Medley Management Inc. and non-controlling interests in Medley LLC to Core Net Income and Core Net Income to Core EBITDA is as follows:

Net income attributable to Medley Management Inc. and non-controlling interests in Medley LLC

Reimbursable fund startup expenses ⁽¹⁾	1,771	2,121	3,694	3,396
Severance expense ⁽¹⁾	-	(11)	121	(5)
IPO date award stock-based compensation ⁽¹⁾	611	-	1,257	-
Adjustment for Pre-IPO guaranteed payments to members ⁽¹⁾⁽²⁾	-	(989)	-	(2,215)
Core Net Income	\$ 10,409	\$ 11,302	\$ 22,176	\$ 17,145
Interest expense	2,109	731	4,194	1,364
Income taxes ⁽³⁾	1,219	253	2,718	483
Depreciation and amortization	121	94	232	186
Core EBITDA	\$ 13,858	\$ 12,380	\$ 29,320	\$ 19,178

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	\$ 8,027	\$ 10,181	\$ 17,104	\$ 15,969
	1,771	2,121	3,694	3,396
	-	(11)	121	(5)
	611	-	1,257	-
	-	(989)	-	(2,215)
	\$ 10,409	\$ 11,302	\$ 22,176	\$ 17,145
	2,109	731	4,194	1,364
	1,219	253	2,718	483
	121	94	232	186
	\$ 13,858	\$ 12,380	\$ 29,320	\$ 19,178

The calculation of Net Income Per Share is as follows:

Numerator

Core Net income	\$ 10,409	\$ 11,302	\$ 22,176	\$ 17,145
Add: Income taxes	1,219	253	2,718	483
Pre-Tax Core Net Income	11,628	11,555	24,894	17,628

Denominator

Class A shares issued in IPO	6,000,000	6,000,000	6,000,000	6,000,000
Conversion of LLC Units to Class A shares	23,333,333	23,333,333	23,333,333	23,333,333
Restricted stock units	1,104,134	1,151,389	1,123,263	1,151,389
Pro-Forma Weighted Average Shares Outstanding	30,437,467	30,484,722	30,456,596	30,484,722

Pre-tax Core Net Income Per Share

Less: corporate income taxes per share ⁽⁴⁾	\$ 0.38	\$ 0.38	\$ 0.82	\$ 0.58
	0.16	0.16	0.35	0.25
Core Net Income Per Share	\$ 0.22	\$ 0.22	\$ 0.47	\$ 0.33

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	\$ 10,409	\$ 11,302	\$ 22,176	\$ 17,145
	1,219	253	2,718	483
	11,628	11,555	24,894	17,628
	6,000,000	6,000,000	6,000,000	6,000,000
	23,333,333	23,333,333	23,333,333	23,333,333
	1,104,134	1,151,389	1,123,263	1,151,389
	30,437,467	30,484,722	30,456,596	30,484,722
	\$ 0.38	\$ 0.38	\$ 0.82	\$ 0.58
	0.16	0.16	0.35	0.25
	\$ 0.22	\$ 0.22	\$ 0.47	\$ 0.33

1. Presented net of income tax.
2. Represents a pro-forma adjustment to Core Net Income to reflect guaranteed payments to Medley LLC members as compensation expense. Prior to our reorganization and IPO these payments were recorded as distributions from member's capital.
3. Includes the impact of income taxes related to the adjustments from Net Income to Core Net Income.
4. Represents a per share adjustment for income taxes assuming that all of our pre-tax earnings were subject to federal, state and local corporate income taxes. We assumed an annualized effective corporate tax rate of approximately 43.0% for all periods presented.

Standalone Balance Sheet

(Amounts in thousands)

	As of	
	June 30, 2015	December 31, 2014
Assets		
Cash and cash equivalents	\$ 66,376	\$ 87,206
Investments, at fair value	24,170	22,143
Management fees receivable	16,451	15,173
Performance fees receivable	8,442	5,573
Other assets	10,889	9,230
Total assets	\$ 126,328	\$ 139,325
Liabilities and Equity		
Loans payable	\$ 102,813	\$ 103,057
Accounts payable, accrued expenses and other liabilities	21,344	28,959
Performance fee compensation payable	9,878	11,807
Total liabilities	134,035	143,823
Equity		
Class A Common Stock	60	60
Class B Common Stock	-	-
Capital deficit	(765)	(2,384)
Retained earnings	1,219	272
Total stockholders' equity (deficit), Medley Management Inc.	514	(2,052)
Non-controlling interests in consolidated subsidiaries	2,217	1,526
Non-controlling interests in Medley LLC	(10,438)	(3,972)
Total deficit	(7,707)	(4,498)
Total liabilities and equity	\$ 126,328	\$ 139,325

Fee Earning Assets Under Management

Q2 2015 Fee Earning AUM Rollforward

(\$ in millions)	MCC	SIC	Long Dated Private Funds and SMAs	Total
Q1 2015	\$1,272	\$851	\$1,042	\$3,165
Commitments ¹	8	119	102	229
Capital reduction ²	(2)	-	-	(2)
Distributions ³	(17)	(25)	(27)	(69)
Change in fund value ⁴	9	26	(8)	27
Q2 2015	\$1,270	\$971	\$1,109	\$3,350
<i>QoQ Increase</i>	<i>0%</i>	<i>14%</i>	<i>6%</i>	<i>6%</i>

YOY Fee Earning AUM Rollforward

(\$ in millions)	MCC	SIC	Long Dated Private Funds and SMAs	Total
Q2 2014	\$1,101	\$404	\$946	\$2,451
Commitments ¹	240	578	557	1,375
Capital reduction ²	(10)	-	(270)	(280)
Distributions ³	(76)	(56)	(104)	(236)
Change in fund value ⁴	15	45	(20)	40
Q2 2015	\$1,270	\$971	\$1,109	\$3,350
<i>YTD Increase</i>	<i>15%</i>	<i>140%</i>	<i>17%</i>	<i>37%</i>

Q2 2015 HIGHLIGHTS

MCC

- Fee Earning AUM remained flat at \$1.3 billion vs. Q1 2015
- Fee Earning AUM increased by 15% vs. Q2 2014, an increase of \$169 million

SIC

- Fee Earning AUM increased 14% to \$1.0 billion vs. Q1 2015
- Fee Earning AUM increased by 140% vs. Q2 2014, an increase of \$567 million

Long Dated Funds/ SMAs

- Fee Earning AUM increased 6% to \$1.1 billion vs. Q1 2015
- Fee Earning AUM increased by 17% vs. Q2 2014, an increase of \$163 million

Note: Percentage change calculations shown are based on actual numbers and may differ from rounded calculations.

1. With respect to permanent capital vehicles, represents increases during the period through equity and debt offerings, as well as any increases in capital commitments. With respect to long-dated private funds and SMAs, represents new commitments or gross inflows, respectively.
2. Represents the permanent reduction in equity or leverage during the period.
3. Represents distributions of income and return of capital.
4. Includes fund net income, including interest income, realized and unrealized gains (losses), fees and expenses.

2015 Dividend Schedule

- Potential key dividend dates are declared and approved at the discretion of the Board of Directors
- Current quarterly dividend is \$0.20 per share with an implied, annualized, dividend yield of 9.5%¹
- The following schedule shows the potential key dates for the 2015 dividends

Key Dates for 2015

Event	Q2 2015	Q3 2015	Q4 2015
Declaration Date of	August 10, 2015	November 12, 2015	February 6, 2016
Record Date of	August 26, 2015	November 25, 2015	February 24, 2016
Payment Date of	September 4, 2015	December 4, 2015	March 4, 2016

Historical Dividends

Event	Q4 2014	Q1 2015
Declaration Date of	November 10, 2014	March 29, 2015
Record Date of	December 17, 2014	April 23, 2015
Payment Date of	January 5, 2015	May 6, 2015
Per Share Payout	\$0.20	\$0.20

1. Implied dividend yield calculated with closing MDLY share price of \$8.45 as of August 10, 2015.

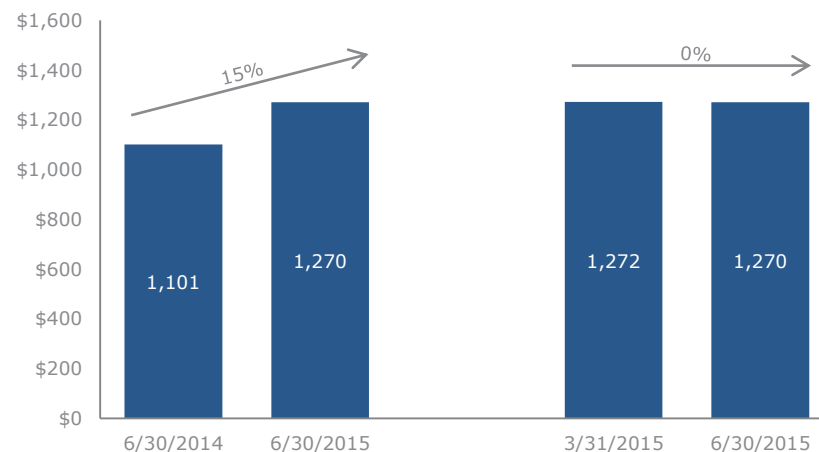
OVERVIEW OF FUNDS

Medley Capital Corporation

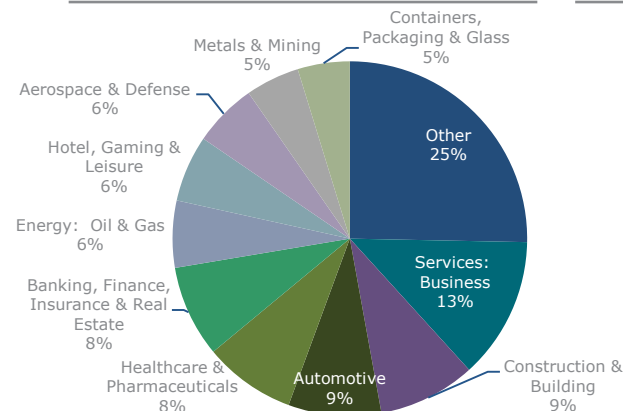
Highlights

- NYSE: MCC (Market cap: \$515 million as of June 30, 2015)
- \$1.3 billion in total assets (fee earning AUM equivalent) and \$667 million in equity
- Diversified portfolio across 71 portfolio companies (Top 10 are 27%)
- 12.4% weighted average portfolio yield as of 6/30/15¹
- Gross investment originations of \$48 million for the quarter ended 6/30/15
- Total debt/credit facility commitments of \$771 million²
- 77.2% floating rate & 22.8% fixed rate on income bearing investments

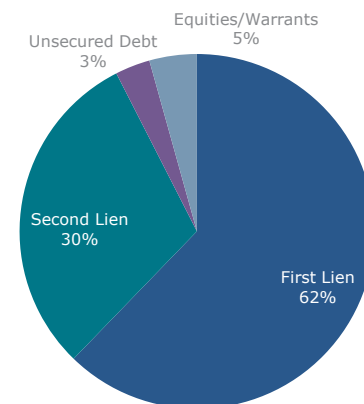
Fee Earning AUM Growth



Portfolio by Industry



Portfolio by Asset Class



Note: Metrics in millions of USD, unless stated otherwise.

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

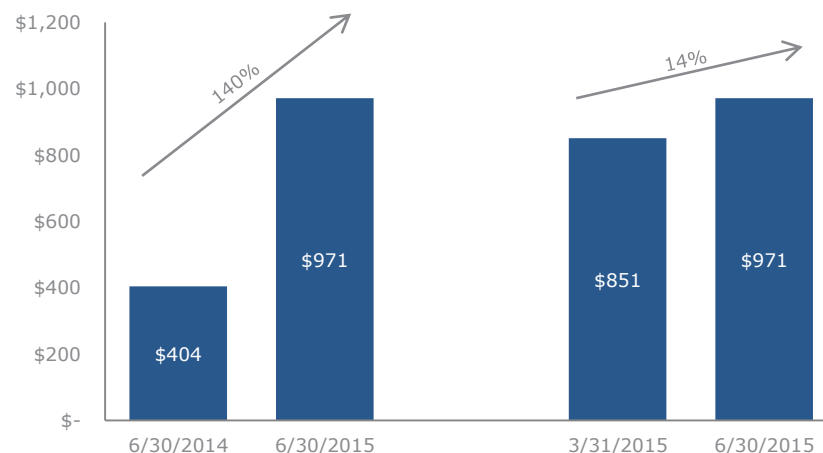
2. SBA regulations currently limit the amount that we may borrow to a maximum of \$150 million based upon at least \$75 million in regulatory capital. As of June 30, 2015, we have \$75.0 million in regulatory capital which allows us to borrow up to \$150 million from SBA.

Sierra Income Corporation

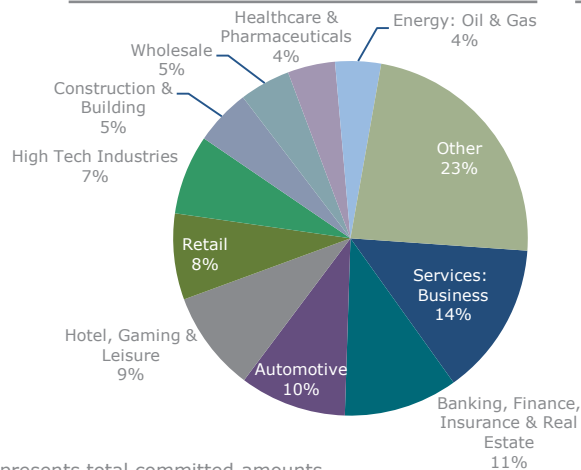
Highlights

- Sierra Income Corporation is a senior debt focused non-traded public BDC launched in 2012
- Currently in offering mode, capital is being raised through 147 broker dealers and over 27,000 RIAs
- Allows for continued growth throughout the cycle
- \$971 million in fee earning AUM and \$693 million in equity raised, as of 6/30/2015
- 10.9% weighted average yield for total investments for the quarter ended June 30, 2015
- Diversified portfolio across 85 portfolio companies¹
- 88.0% floating rate & 12.0% fixed rate loans
- Three credit facilities to facilitate growth, including a TRS with Citibank, revolving credit facility with ING and revolving credit facility with JPMorgan
 - Upsized JPMorgan credit facility from \$150 million to \$300 million during Q2 2015

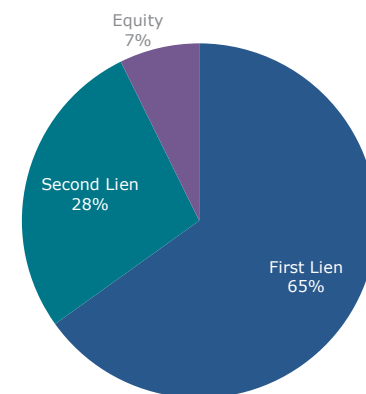
Fee Earning AUM Growth



Portfolio by Industry



Portfolio by Asset Class



Note: Metrics in millions of USD, unless stated otherwise. Portfolio summary represents total committed amounts.

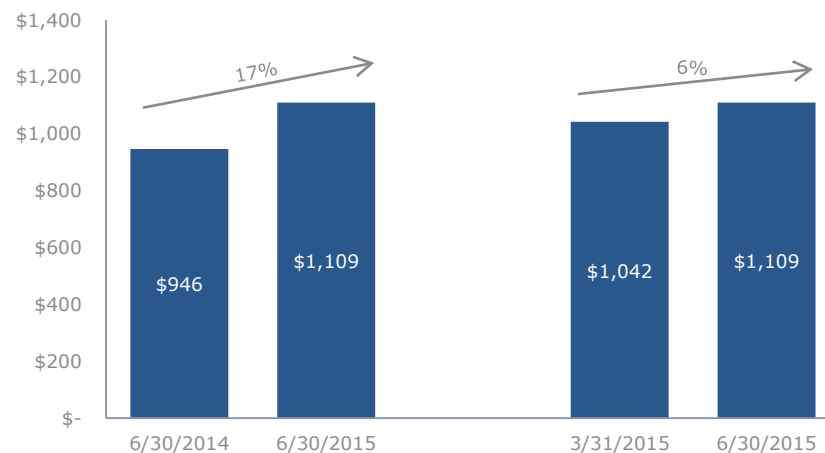
1. Excludes TRS investments.

Institutional Capital

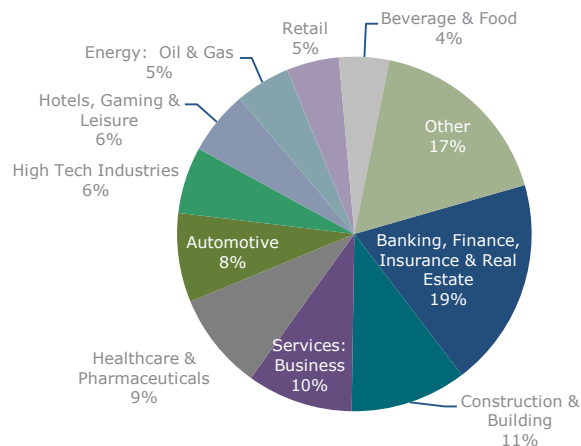
Highlights

- Private Funds and SMAs generally operate without leverage
- Allocations from major public pensions and insurance companies
- Focus on senior secured loans
- \$1.1 billion in fee earning AUM as of June 30, 2015
- \$1.4 billion of AUM as of June 30, 2015
- Diversified portfolio across 71 portfolio companies

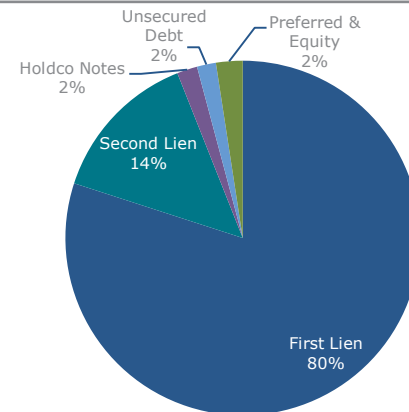
Fee Earning AUM Growth



Portfolio by Industry



Portfolio by Asset Class



Note: Metrics in millions of USD, unless stated otherwise. Portfolio summary represents total committed amounts for assets in all MOF investment vehicles excluding MOF I assets as management responsibilities were relinquished on January 1, 2015.

APPENDIX

Corporate Information

Board of Directors

BROOK TAUBE
Co-Chairman

SETH TAUBE
Co-Chairman

JEFF TONKEL
Director

JEFFREY T. LEEDS
Independent Director

GUY ROUNSAVILLE, JR.
Independent Director

PHILIP K. RYAN
Independent Director

Corporate Officers

BROOK TAUBE
Co-Chief Executive Officer

SETH TAUBE
Co-Chief Executive Officer

JEFF TONKEL
President

RICHARD T. ALLORTO, JR.
Chief Financial Officer

JOHN FREDERICKS
General Counsel & Secretary

Research Coverage

CREDIT SUISSE
Craig Siegenthaler - (212) 325-3104

DEUTSCHE BANK
Stephen Laws - (901) 322-8212

GILFORD SECURITIES
Casey Alexander - (212) 940-9276

GOLDMAN SACHS
Alexander Bolstein - (212) 357-9976

KEEFE, BRUYETTE & WOODS
Ann Dai - (212) 887-3688

LADENBURG THALMANN & CO.
Mickey Schleien - (305) 572-4131

MLV & CO.
Christopher Nolan - (646) 412-7690

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New York, NY 10152
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SAM ANDERSON
Head of Capital Markets & Strategy
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Corporate Counsel

SIMPSON THACHER & BARTLETT LLP
New York, NY

Independent Registered Public Accounting Firm

MCGLADREY, LLP
New York, NY

Securities Listing

NYSE: MDLY (Common Stock)

Transfer Agent

AMERICAN STOCK TRANSFER & TRUST
COMPANY, LLC
(888) 777-0324