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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**Form 10-Q**

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- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2015
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 814-00735

**KCAP Financial, Inc.**

(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
Incorporation or organization)

20-5951150  
(I.R.S. Employer  
Identification Number)

295 Madison Avenue, 6th Floor  
New York, New York 10017  
(Address of principal executive offices)

(212) 455-8300  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The number of outstanding shares of common stock of the registrant as of August 4, 2015 was 37,053,327.

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KCAP FINANCIAL, INC.

CONSOLIDATED BALANCE SHEETS

	As of June 30, 2015 (unaudited)	As of December 31, 2014
<b>ASSETS</b>		
Investments at fair value:		
Money market accounts (cost: 2015 - \$16,457,816; 2014 - \$1,602,741)	\$ 16,457,816	\$ 1,602,741
Debt securities (cost: 2015 - \$301,909,681; 2014 - \$322,884,934)	297,915,304	320,143,170
CLO Fund securities managed by affiliates (cost: 2015 - \$92,028,527; 2014 - \$85,355,897)	75,182,525	74,139,696
CLO Fund securities managed by non-affiliates (cost: 2015 - \$5,572,522; 2014 - \$5,533,293)	3,265,930	3,375,206
Equity securities (cost: 2015 - \$8,514,487; 2014 - \$8,828,812)	7,542,085	8,119,681
Asset Manager Affiliates (cost: 2015 - \$57,942,090; 2014 - \$60,292,677)	73,737,000	72,326,000
Total Investments at Fair Value (cost: 2015 - \$482,425,123; 2014 - \$484,498,354)	474,100,660	479,706,494
Cash	2,807,432	1,220,798
Restricted cash	8,641,346	19,325,550
Interest receivable	1,917,083	1,748,821
Due from affiliates	2,412,580	3,027,409
Other assets	5,201,056	5,417,725
Total Assets	<u>\$ 495,080,157</u>	<u>\$ 510,446,797</u>
<b>LIABILITIES</b>		
Convertible Notes	\$ 38,647,000	\$ 38,647,000
7.375% Notes Due 2019	41,400,000	41,400,000
Notes issued by KCAP Senior Funding I, LLC (net of discount: 2015 - \$3,212,019; 2014 - \$3,512,407)	144,137,981	143,837,593
Payable for open trades	7,741,875	18,293,725
Accounts payable and accrued expenses	1,428,803	2,166,400
Accrued interest payable	1,712,049	1,566,255
Payable to officers and directors	—	107,750
Due to affiliates	2,216,091	31,000
Shareholder distribution payable	—	9,080,373
Total Liabilities	<u>237,283,799</u>	<u>255,130,096</u>
<b>COMMITMENTS AND CONTINGENCIES (Note 8)</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, par value \$0.01 per share, 100,000,000 common shares authorized; 37,032,825 and 36,775,127 common shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	370,328	367,751
Capital in excess of par value	363,847,548	362,411,830
Excess distribution of net investment income	(20,886,123)	(25,579,865)
Accumulated net realized losses	(75,413,728)	(75,512,134)
Net unrealized depreciation on investments	(9,903,491)	(6,370,881)
Treasury stock at cost	(218,176)	—
Total Stockholders' Equity	257,796,358	255,316,701
Total Liabilities and Stockholders' Equity	<u>\$ 495,080,157</u>	<u>\$ 510,446,797</u>
NET ASSET VALUE PER COMMON SHARE	<u>\$ 6.96</u>	<u>\$ 6.94</u>

See accompanying notes to consolidated financial statements.

**KCAP FINANCIAL, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
<b>Investment Income:</b>				
Interest from investments in debt securities	\$ 5,879,930	\$ 5,173,514	\$ 12,077,758	\$ 10,420,750
Interest from cash and time deposits	3,657	724	4,358	1,510
Investment income on CLO Fund Securities managed by affiliates	3,599,699	2,816,749	7,939,842	5,639,127
Investment income on CLO Fund Securities managed by non-affiliates	396,398	279,261	624,077	598,674
Dividends from Asset Manager Affiliates	1,235,439	1,378,466	2,649,414	2,756,932
Capital structuring service fees	56,263	125,116	218,066	352,199
Total investment income	<u>11,171,386</u>	<u>9,773,830</u>	<u>23,513,515</u>	<u>19,769,192</u>
<b>Expenses:</b>				
Interest and amortization of debt issuance costs	2,990,782	2,893,806	5,957,969	5,883,972
Compensation	1,057,452	1,227,651	2,130,273	2,490,088
Professional fees	705,132	545,913	1,876,574	1,217,123
Insurance	107,094	111,507	219,533	247,467
Administrative and other	478,674	399,315	989,966	867,597
Total expenses	<u>5,339,134</u>	<u>5,178,192</u>	<u>11,174,315</u>	<u>10,706,247</u>
<b>Net Investment Income</b>	<b><u>5,832,252</u></b>	<b><u>4,595,638</u></b>	<b><u>12,339,200</u></b>	<b><u>9,062,945</u></b>
<b>Realized And Unrealized Gains (Losses) On Investments:</b>				
Net realized gains (losses) from investment transactions	26,050	(64,797)	98,406	244,785
Net change in unrealized (depreciation) appreciation on:				
Debt securities	(2,502,825)	1,102,632	(1,252,614)	499,319
Equity securities	(207,148)	546,686	(263,271)	219,023
CLO Fund securities managed by affiliates	(4,970,933)	2,650,352	(5,629,804)	3,584,183
CLO Fund securities managed by non-affiliates	(222,252)	573,617	(148,508)	232,911
Asset Manager Affiliates investments	3,277,561	2,848,534	3,761,586	1,851,090
Total net change in unrealized (depreciation) appreciation	<u>(4,625,597)</u>	<u>7,721,821</u>	<u>(3,532,611)</u>	<u>6,386,526</u>
Net realized and unrealized (depreciation) appreciation on investments	<u>(4,599,547)</u>	<u>7,657,024</u>	<u>(3,434,205)</u>	<u>6,631,311</u>
<b>Net Increase In Stockholders' Equity Resulting From Operations</b>	<b><u>\$ 1,232,705</u></b>	<b><u>\$ 12,252,662</u></b>	<b><u>\$ 8,904,995</u></b>	<b><u>\$ 15,694,256</u></b>
Net Increase In Stockholders' Equity Resulting from Operations per Common Share:				
Basic:	\$ 0.03	\$ 0.37	\$ 0.24	\$ 0.47
Diluted:	\$ 0.03	\$ 0.34	\$ 0.24	\$ 0.45
Net Investment Income Per Common Share:				
Basic:	\$ 0.16	\$ 0.14	\$ 0.33	\$ 0.27
Diluted:	\$ 0.16	\$ 0.14	\$ 0.33	\$ 0.27
Weighted Average Shares of Common Stock Outstanding—Basic	36,886,129	33,405,189	36,860,341	33,371,764
Weighted Average Shares of Common Stock Outstanding—Diluted	36,891,931	39,723,264	36,867,887	39,689,884

See accompanying notes to consolidated financial statements.

**KCAP FINANCIAL, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**  
**(unaudited)**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>Operations:</b>		
Net investment income	\$ 12,339,200	\$ 9,062,945
Net realized gains from investment transactions	98,406	244,785
Net change in unrealized (depreciation) appreciation on investments	(3,532,611)	6,386,526
Net increase in net assets resulting from operations	8,904,995	15,694,256
<b>Stockholder distributions:</b>		
Distribution of ordinary income	(7,645,458)	(8,264,081)
Return of capital	-	-
Net decrease in net assets resulting from stockholder distributions	(7,645,458)	(8,264,081)
<b>Capital transactions:</b>		
<b>(Repurchase) issuance of common stock for:</b>		
Treasury stock	(218,536)	—
Dividend reinvestment plan	708,417	300,813
Stock based compensation	730,239	413,375
Net increase in net assets resulting from capital transactions	1,220,120	714,188
Net assets at beginning of period	255,316,701	250,369,692
Net assets at end of period (including undistributed net investment income of \$0 in 2015 and \$0 in 2014)	\$ 257,796,358	\$ 258,514,055
Net asset value per common share	\$ 6.96	\$ 7.67
Common shares outstanding at end of period	37,032,825	33,725,223

See accompanying notes to consolidated financial statements.

**KCAP FINANCIAL, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>OPERATING ACTIVITIES:</b>		
Net increase in stockholder's equity resulting from operations	\$ 8,904,995	\$ 15,694,256
Adjustments to reconcile net increase in stockholder's equity resulting from operations to net cash provided by in operating activities:		
Net realized gains on investment transactions	(98,406)	(244,785)
Net change in unrealized depreciation (appreciation) on investments	3,532,611	(6,386,526)
Purchases of investments	(62,257,431)	(88,665,326)
Proceeds from sales and redemptions of investments	60,112,789	94,762,590
Net accretion of discount on investments	5,032,797	3,602,374
Amortization of original issue discount on indebtedness	300,388	218,488
Amortization of debt issuance costs	594,525	555,445
Payment-in-kind interest income	(716,524)	55,777
Stock-based compensation expense	730,239	413,375
Changes in operating assets and liabilities:		
Increase in receivable for open trades	—	(2,943,835)
Decrease in payable for open trades	(10,551,850)	(40,000)
Increase in interest and dividends receivable	(168,262)	(7,518)
Increase in other assets	(377,858)	(457,452)
Decrease (increase) in due from affiliates	614,830	(93,668)
Increase in due to affiliates	2,185,091	—
(Decrease) in accounts payable and accrued expenses	(699,553)	(590,959)
Net cash provided by operating activities	7,138,381	15,872,236
<b>FINANCING ACTIVITIES:</b>		
Issuance of restricted shares	1,820	—
Distributions to stockholders	(16,019,236)	(16,296,300)
Purchase of treasury stock	(218,535)	—
Decrease (increase) in restricted cash	10,684,204	(699,022)
Net cash used in financing activities	(5,551,747)	(16,995,322)
<b>CHANGE IN CASH</b>	1,586,634	(1,123,086)
<b>CASH, BEGINNING OF PERIOD</b>	1,220,798	3,433,675
<b>CASH, END OF PERIOD</b>	\$ 2,807,432	\$ 2,310,589
<b>Supplemental Information:</b>		
Interest paid during the period	\$ 4,917,229	\$ 4,985,509
Dividends paid during the period under the dividend reinvestment plan	\$ 708,417	\$ 300,813

See accompanying notes to consolidated financial statements.

**KCAP FINANCIAL, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS**  
**As of June 30, 2015**

(unaudited)

**Debt Securities Portfolio**

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
4L Technologies Inc. (fka Clover Holdings, Inc.) <sup>9, 11</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 5/20	\$ 2,779,000	\$ 2,756,481	\$ 2,695,908
Advanced Lighting Technologies, Inc. <sup>9, 11</sup> <i>Consumer goods: Durable</i>	First Lien Bond — 10.5% - 06/2019 - 00753CAE2 10.5% Cash, Due 6/19	3,000,000	2,972,087	2,547,600
Advantage Sales & Marketing Inc. <sup>9</sup> <i>Services: Business</i>	Junior Secured Loan — Term Loan (Second Lien) 7.5% Cash, 1.0% Libor Floor, Due 7/22	1,000,000	1,002,228	1,007,915
Alaska Communications Systems Holdings, Inc. <sup>9, 11</sup> <i>Telecommunications</i>	Senior Secured Loan — Term Loan 6.3% Cash, 1.5% Libor Floor, Due 10/16	1,294,902	1,292,011	1,295,032
Alere Inc. (fka IM US Holdings, LLC) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — B Term Loan 4.3% Cash, 1.0% Libor Floor, Due 6/22	1,250,000	1,246,873	1,252,625
AmSurg Corp. <sup>11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan 3.8% Cash, 0.8% Libor Floor, Due 7/21	2,977,444	2,977,444	2,981,165
Anaren, Inc. <sup>9, 11</sup> <i>Aerospace and Defense</i>	Senior Secured Loan — Term Loan (First Lien) 5.5% Cash, 1.0% Libor Floor, Due 2/21	1,970,000	1,954,074	1,969,803
Asurion, LLC (fka Asurion Corporation) <sup>9, 11</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Senior Secured Loan — Incremental Tranche B-1 Term Loan 5.0% Cash, 1.3% Libor Floor, Due 5/19	1,902,705	1,914,090	1,909,707
AZ Chem US Inc. <sup>9, 11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — Initial Term Loan (First Lien) 4.5% Cash, 1.0% Libor Floor, Due 6/21	451,370	449,446	451,934
Bankruptcy Management Solutions, Inc. <sup>9</sup> <i>Services: Business</i>	Senior Secured Loan — Term B Loan 7.0% Cash, 1.0% Libor Floor, Due 6/18	691,364	691,364	646,425

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
BarBri, Inc. (Gemini Holdings, Inc.) <sup>9, 11</sup> <i>Services: Consumer</i>	Senior Secured Loan — Term Loan 4.5% Cash, 1.0% Libor Floor, Due 7/19	\$ 2,731,875	\$ 2,722,603	\$ 2,723,679
BBB Industries US Holdings, Inc. <sup>9, 11</sup> <i>Automotive</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 11/21	2,992,500	2,938,204	2,928,461
Bellisio Foods, Inc. <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — U.S. Term B Loans 5.3% Cash, 1.0% Libor Floor, Due 8/19	1,947,351	1,940,399	1,913,467
Carolina Beverage Group LLC <sup>9</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Bond — 10.625% - 08/2018 - 143818AA0 144A 10.6% Cash, Due 8/18	1,500,000	1,512,620	1,481,700
CCS Intermediate Holdings, LLC <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan (First Lien) 5.0% Cash, 1.0% Libor Floor, Due 7/21	2,977,500	2,964,498	2,888,175
Cengage Learning Acquisitions, Inc. (fka TL Acquisitions, Inc.) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Term Loan 7.0% Cash, 1.0% Libor Floor, Due 3/20	2,979,950	2,973,892	2,988,338
Checkout Holding Corp. (fka Catalina Marketing) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Term B Loan (First Lien) 4.5% Cash, 1.0% Libor Floor, Due 4/21	990,000	985,908	878,625
Consolidated Communications, Inc. <sup>11</sup> <i>Telecommunications</i>	Senior Secured Loan — Initial Term Loan 4.3% Cash, 1.0% Libor Floor, Due 12/20	2,977,330	2,987,499	2,984,773
CRGT Inc. <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Term Loan 7.5% Cash, 1.0% Libor Floor, Due 12/20	2,962,500	2,908,022	2,947,095
Crowley Holdings Preferred, LLC <sup>9</sup> <i>Transportation: Cargo</i>	Preferred Stock — 12.000% - 12/2049 - Series A Income Preferred Securities 12.0% Cash, 2.0% PIK, Due 12/49	10,308,332	10,308,332	10,411,415
Crowne Group, LLC <sup>9, 11</sup> <i>Automotive</i>	Senior Secured Loan — Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 9/20	3,970,000	3,917,727	3,863,207
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) <sup>9</sup> <i>Beverage, Food and Tobacco</i>	Junior Secured Loan — Term Loan (Second Lien) 8.8% Cash, 1.0% Libor Floor, Due 7/21	3,000,000	3,015,110	2,857,500



<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan (First Lien) 5.0% Cash, 1.0% Libor Floor, Due 7/20	\$ 2,610,113	\$ 2,609,282	\$ 2,610,530
CT Technologies Intermediate Holdings, Inc. (Smart Holdings Corp.) (aka HealthPort) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan Retired 07/01/2015 6.0% Cash, 1.0% Libor Floor, Due 12/21	2,985,000	2,957,539	2,999,925
DBI Holding LLC <sup>9</sup> <i>Services: Business</i>	Senior Unsecured Bond — 13% - 09/2019 – PIK Note 0.0% Cash, 13.0% PIK, Due 9/19	3,733,857	3,524,810	3,618,855
DBI Holding LLC <sup>9</sup> <i>Services: Business</i>	Senior Subordinated Bond — 13% - 09/2019 - Senior Subordinated Note 12.0% Cash, 1.0% PIK, Due 9/19	4,391,390	4,375,084	4,278,531
DJO Finance LLC <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan 4.3% Cash, 1.0% Libor Floor, Due 6/20	2,058,377	2,058,377	2,058,377
Drew Marine Group Inc. <sup>9</sup> <i>Transportation: Cargo</i>	Junior Secured Loan — Term Loan (Second Lien) 8.0% Cash, 1.0% Libor Floor, Due 5/21	2,500,000	2,495,069	2,522,500
ELO Touch Solutions, Inc. <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Term Loan (First Lien) 8.0% Cash, 1.5% Libor Floor, Due 6/18	1,586,611	1,544,041	1,580,424
EWT Holdings III Corp. (fka WTG Holdings III Corp.) <sup>9</sup> <i>Environmental Industries</i>	Junior Secured Loan — Term Loan (Second Lien) 8.5% Cash, 1.0% Libor Floor, Due 1/22	4,000,000	3,983,630	4,035,600
Fender Musical Instruments Corporation <sup>9, 11</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Initial Loan 5.8% Cash, 1.3% Libor Floor, Due 4/19	1,772,515	1,781,753	1,773,047
FHC Health Systems, Inc. <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan 5.0% Cash, 1.0% Libor Floor, Due 12/21	3,897,375	3,860,941	3,869,119
First American Payment Systems, L.P. <sup>9</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Junior Secured Loan — Term Loan (Second Lien) 10.8% Cash, 1.3% Libor Floor, Due 4/19	2,796,448	2,763,831	2,822,455
First Data Corporation <sup>9, 11</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Senior Secured Loan — 2018 New Dollar Term Loan 3.7% Cash, Due 3/18	500,000	503,055	498,150

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Getty Images, Inc. <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Initial Term Loan 4.8% Cash, 1.3% Libor Floor, Due 10/19	\$ 2,174,016	\$ 2,178,653	\$ 1,616,652
GK Holdings, Inc. (aka Global Knowledge) <sup>9</sup> <i>Services: Business</i>	Junior Secured Loan — Initial Term Loan (Second Lien) 10.5% Cash, 1.0% Libor Floor, Due 1/22	1,500,000	1,471,712	1,471,500
GK Holdings, Inc. (aka Global Knowledge) <sup>9, 11</sup> <i>Services: Business</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.5% Cash, 1.0% Libor Floor, Due 1/21	2,487,500	2,464,283	2,511,131
Global Tel*Link Corporation <sup>9</sup> <i>Telecommunications</i>	Junior Secured Loan — Term Loan (Second Lien) 9.0% Cash, 1.3% Libor Floor, Due 11/20	4,000,000	3,941,068	3,820,800
Gold Standard Baking, Inc. <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 4/21	2,500,000	2,487,742	2,487,500
Grande Communications Networks LLC <sup>9, 11</sup> <i>Telecommunications</i>	Senior Secured Loan — Initial Term Loan 4.5% Cash, 1.0% Libor Floor, Due 5/20	3,920,066	3,924,616	3,917,322
Grifols Worldwide Operations Limited <sup>11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — U.S. Tranche B Term Loan 3.2% Cash, Due 2/21	2,977,387	2,957,053	2,979,754
Grupo HIMA San Pablo, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term B Loan (First Lien) 8.5% Cash, 1.5% Libor Floor, Due 1/18	2,932,500	2,902,131	2,932,500
Grupo HIMA San Pablo, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Junior Secured Loan — Term Loan (Second Lien) 13.8% Cash, Due 7/18	7,000,000	6,909,329	7,105,000
Gymboree Corporation., The <sup>9, 11</sup> <i>Retail</i>	Senior Secured Loan — Term Loan 5.0% Cash, 1.5% Libor Floor, Due 2/18	1,421,105	1,398,904	1,019,643
Hargray Communications Group, Inc. (HCP Acquisition LLC) <sup>9, 11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Initial Term Loan 5.3% Cash, 1.0% Libor Floor, Due 6/19	2,930,662	2,911,080	2,934,472
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Tranche B-3 Term Loan 7.0% Cash, 1.5% Libor Floor, Due 5/18	3,325,000	3,303,059	3,342,922

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Tranche B-4 Term Loan 6.0% Cash, 1.0% Libor Floor, Due 8/19	\$ 1,443,750	\$ 1,438,365	\$ 1,449,388
Hoffmaster Group, Inc. <sup>9</sup> <i>Forest Products &amp; Paper</i>	Junior Secured Loan — Initial Term Loan (Second Lien) 10.0% Cash, 1.0% Libor Floor, Due 5/21	2,000,000	1,974,855	1,970,000
Hoffmaster Group, Inc. <sup>9, 11</sup> <i>Forest Products &amp; Paper</i>	Senior Secured Loan — Initial Term Loan (First Lien) 5.3% Cash, 1.0% Libor Floor, Due 5/20	3,960,000	3,927,790	3,969,900
Hunter Defense Technologies, Inc. <sup>9, 11</sup> <i>Aerospace and Defense</i>	Senior Secured Loan — Term Loan (First Lien) 6.5% Cash, 1.0% Libor Floor, Due 8/19	2,887,500	2,863,555	2,915,509
Integra Telecom Holdings, Inc. <sup>9, 11</sup> <i>Telecommunications</i>	Senior Secured Loan — Term B-1 Loan 5.3% Cash, 1.0% Libor Floor, Due 8/20	2,977,310	2,966,424	2,962,051
International Architectural Products, Inc. <sup>7, 9</sup> <i>Metals &amp; Mining</i>	Senior Secured Loan — Term Loan 0.0% Cash, 3.3% PIK, 2.5% Libor Floor, Due 5/15	247,636	228,563	1,000
Kellermeyer Bergensons Services, LLC <sup>9</sup> <i>Services: Business</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 10/21	1,990,000	1,971,943	1,981,841
Key Safety Systems, Inc. <sup>9, 11</sup> <i>Automotive</i>	Senior Secured Loan — Initial Term Loan 4.8% Cash, 1.0% Libor Floor, Due 8/21	1,488,750	1,482,197	1,497,124
Kinetic Concepts, Inc. <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Dollar Term E-1 Loan 4.5% Cash, 1.0% Libor Floor, Due 5/18	2,977,330	2,970,965	2,993,050
Landslide Holdings, Inc. (Crimson Acquisition Corp.) <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — New Term Loan (First Lien) 5.0% Cash, 1.0% Libor Floor, Due 2/20	3,434,854	3,442,469	3,434,854
MB Aerospace ACP Holdings III Corp. <sup>9, 11</sup> <i>Aerospace and Defense</i>	Senior Secured Loan — Dollar Term Loan 5.0% Cash, 1.0% Libor Floor, Due 5/19	3,920,000	3,894,370	3,920,000
Media General, Inc. <sup>11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Term B Loan 4.0% Cash, 1.0% Libor Floor, Due 7/20	2,761,905	2,765,071	2,765,357

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Medical Specialties Distributors, LLC <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan 6.5% Cash, 1.0% Libor Floor, Due 12/19	\$ 3,940,000	\$ 3,910,865	\$ 3,813,132
Millennium Health, LLC (fka Millennium Laboratories, LLC) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Tranche B Term Loan 5.3% Cash, 1.0% Libor Floor, Due 4/21	2,977,444	2,977,444	1,429,173
Nellson Nutraceutical, LLC <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term A-1 Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 12/21	2,386,554	2,366,863	2,387,270
Nellson Nutraceutical, LLC <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term A-2 Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 12/21	2,103,446	2,085,330	2,104,077
Nielsen & Bainbrige, LLC <sup>9</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 8/20	995,000	986,369	985,050
Nielsen & Bainbrige, LLC <sup>9</sup> <i>Consumer goods: Durable</i>	Junior Secured Loan — Term Loan (Second Lien) 10.3% Cash, 1.0% Libor Floor, Due 8/21	2,091,954	2,063,548	2,050,115
Nielsen & Bainbrige, LLC <sup>9, 11</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 8/20	3,805,000	3,771,078	3,766,950
NM Z Parent Inc. (aka Zep, Inc.) <sup>9, 11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — Initial Term Loan 5.8% Cash, 1.0% Libor Floor, Due 6/22	3,500,000	3,512,502	3,512,600
Novetta, LLC <sup>9</sup> <i>Services: Business</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 10/20	2,729,375	2,704,795	2,690,891
Novitex Acquisition, LLC (fka ARSloane Acquisition, LLC) <sup>9, 11</sup> <i>Services: Business</i>	Senior Secured Loan — Tranche B-2 Term Loan (First Lien) 7.5% Cash, 1.3% Libor Floor, Due 7/20	985,056	976,819	937,774
Onex Carestream Finance LP <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Junior Secured Loan — Term Loan (Second Lien) 9.5% Cash, 1.0% Libor Floor, Due 12/19	1,932,311	1,932,311	1,884,969

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Onex Carestream Finance LP <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan (First Lien 2013) 5.0% Cash, 1.0% Libor Floor, Due 6/19	\$ 1,909,238	\$ 1,914,986	\$ 1,910,288
Orbitz Worldwide, Inc. <sup>11</sup> <i>Hotel, Gaming &amp; Leisure</i>	Senior Secured Loan — Tranche C Term Loan 4.5% Cash, 1.0% Libor Floor, Due 4/21	2,819,576	2,819,576	2,824,862
Otter Products, LLC (OtterBox Holdings, Inc.) <sup>9, 11</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Term B Loan 5.8% Cash, 1.0% Libor Floor, Due 6/20	2,754,168	2,734,080	2,676,776
Ozburn-Hessey Holding Company LLC <sup>9, 11</sup> <i>Transportation: Cargo</i>	Senior Secured Loan — Term Loan 6.8% Cash, 1.3% Libor Floor, Due 5/19	3,494,596	3,487,824	3,494,247
PGX Holdings, Inc. <sup>9, 11</sup> <i>Services: Consumer</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.3% Cash, 1.0% Libor Floor, Due 9/20	3,853,571	3,819,747	3,853,571
Playpower, Inc. <sup>9, 11</sup> <i>Construction &amp; Building</i>	Senior Secured Loan — Initial Term Loan (First Lien) 4.8% Cash, 1.0% Libor Floor, Due 6/21	2,000,000	1,985,014	1,985,000
Post Holdings, Inc. <sup>11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Series A Incremental Term Loan 3.8% Cash, 0.8% Libor Floor, Due 6/21	2,977,452	2,970,701	2,966,435
PQ Corporation <sup>9, 11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — 2014 Term Loan 4.0% Cash, 1.0% Libor Floor, Due 8/17	2,977,099	2,977,099	2,973,378
PSC Industrial Holdings Corp. <sup>9, 11</sup> <i>Environmental Industries</i>	Senior Secured Loan — Term Loan (First Lien) 5.8% Cash, 1.0% Libor Floor, Due 12/20	1,990,000	1,971,873	1,983,373
Quad-C JH Holdings Inc. (aka Joerns Healthcare) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan A 6.0% Cash, 1.0% Libor Floor, Due 5/20	3,960,000	3,935,698	3,960,000
Restorix Health, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Unsecured Loan — Delayed Draw 10.0% Cash, 1.5% PIK, Due 6/18	2,018,787	2,018,787	2,018,787

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Restorix Health, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Unsecured Loan — Subordinated Term Loan 10.0% Cash, 1.5% PIK, Due 6/18	\$ 8,124,738	\$ 8,124,738	\$ 8,124,738
Reynolds Group Holdings Inc. <sup>9, 11</sup> <i>Containers, Packaging and Glass</i>	Senior Secured Loan — Incremental U.S. Term Loan 4.5% Cash, 1.0% Libor Floor, Due 12/18	2,916,649	2,916,649	2,930,328
Roscoe Medical, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Junior Secured Loan — Term Loan (Second Lien) 11.3% Cash, Due 9/19	6,700,000	6,648,400	6,478,900
Rovi Solutions Corporation / Rovi Guides, Inc. <sup>11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Term B Loan 3.8% Cash, 0.8% Libor Floor, Due 7/21	2,977,444	2,942,563	2,962,095
Sandy Creek Energy Associates, L.P. <sup>9, 11</sup> <i>Utilities: Electric</i>	Senior Secured Loan — Term Loan 5.0% Cash, 1.0% Libor Floor, Due 11/20	2,805,007	2,794,225	2,805,512
SGF Produce Holding Corp.(Frozsun, Inc.) <sup>9</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan 5.6% Cash, 1.0% Libor Floor, Due 3/19	2,180,291	2,166,554	2,180,291
SGF Produce Holding Corp.(Frozsun, Inc.) <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan 5.6% Cash, 1.0% Libor Floor, Due 3/19	4,919,511	4,920,428	4,919,511
Stafford Logistics, Inc.(dba Custom Ecology, Inc.) <sup>9, 11</sup> <i>Environmental Industries</i>	Senior Secured Loan — Term Loan 6.8% Cash, 1.3% Libor Floor, Due 6/19	2,861,935	2,842,873	2,854,781
Sun Products Corporation, The (fka Huish Detergents Inc.) <sup>9, 11</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Tranche B Term Loan 5.5% Cash, 1.3% Libor Floor, Due 3/20	3,882,654	3,861,506	3,792,887
Tank Partners Holdings, LLC <sup>9</sup> <i>Energy: Oil &amp; Gas</i>	Senior Secured Loan — Loan 9.8% Cash, 3.5% PIK, 3.0% Libor Floor, Due 8/19	10,570,454	10,416,387	9,788,240
TPF II Power, LLC (TPF II Covert Midco, LLC) <sup>9, 11</sup> <i>Utilities: Electric</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 10/21	2,985,000	3,009,831	3,014,850

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
TRSO I, Inc. <sup>9</sup> <i>Energy: Oil &amp; Gas</i>	Junior Secured Loan — Term Loan (Second Lien) 11.0% Cash, 1.0% Libor Floor, Due 12/17	\$ 1,000,000	\$ 990,082	\$ 967,700
TWCC Holding Corp. <sup>9</sup> <i>Media: Broadcasting &amp; Subscription</i>	Junior Secured Loan — Term Loan (Second Lien) 7.0% Cash, 1.0% Libor Floor, Due 6/20	1,000,000	1,003,643	903,200
TWCC Holding Corp. <sup>9, 11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Term B-1 Loan 5.8% Cash, 0.8% Libor Floor, Due 2/20	826,613	828,897	817,570
U.S. Shipping Corp (fka U.S. Shipping Partners LP) <sup>9, 11</sup> <i>Transportation: Cargo</i>	Senior Secured Loan — Tranche B-2 Term Loan 5.3% Cash, 1.0% Libor Floor, Due 6/21	1,500,000	1,498,750	1,498,800
Univar Inc. <sup>11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — Term B Loan 5.0% Cash, 1.5% Libor Floor, Due 6/17	2,879,528	2,874,890	2,879,528
USJ-IMECO Holding Company, LLC <sup>9, 11</sup> <i>Transportation: Cargo</i>	Senior Secured Loan — Term Loan 7.0% Cash, 1.0% Libor Floor, Due 4/20	3,950,000	3,934,078	3,950,000
Vantiv, LLC (fka Fifth Third Processing Solutions, LLC) <sup>11</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Senior Secured Loan — Term B Loan 3.8% Cash, 0.8% Libor Floor, Due 6/21	1,698,532	1,702,414	1,701,717
Verdesian Life Sciences, LLC <sup>9</sup> <i>Environmental Industries</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 7/20	950,037	938,105	928,376

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Value<sup>2</sup></b>
Verdesian Life Sciences, LLC <sup>9, 11</sup> <i>Environmental Industries</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 7/20	\$ 3,138,730	\$ 3,100,416	\$ 3,067,167
Vestcom International, Inc. (fka Vector Investment Holdings, Inc.) <sup>9, 11</sup> <i>Retail</i>	Senior Secured Loan — Term Loan 5.3% Cash, 1.0% Libor Floor, Due 9/21	3,005,045	2,990,716	3,008,801
Weiman Products, LLC <sup>9</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Term Loan 6.3% Cash, 1.0% Libor Floor, Due 11/18	2,957,255	2,936,695	2,957,255
Weiman Products, LLC <sup>9, 11</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Term Loan 6.3% Cash, 1.0% Libor Floor, Due 11/18	3,943,007	3,916,231	3,943,007
WideOpenWest Finance, LLC <sup>9</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Replacement Term B Loan 4.5% Cash, 1.0% Libor Floor, Due 4/19	2,940,000	2,959,761	2,940,000
WireCo WorldGroup Inc. <sup>9</sup> <i>Capital Equipment</i>	Senior Unsecured Bond — 9.000% - 05/2017 9.0% Cash, Due 5/17	5,000,000	5,001,887	5,000,000
WireCo WorldGroup Inc. <sup>9, 11</sup> <i>Capital Equipment</i>	Senior Unsecured Bond — 9.000% - 05/2017 9.0% Cash, Due 5/17	3,000,000	3,001,132	3,000,000
<b>Total Investment in Debt Securities (116% of net asset value at fair value)</b>		<b>\$ 303,656,137</b>	<b>\$ 301,909,681</b>	<b>\$ 297,915,304</b>



## Equity Securities Portfolio

Portfolio Company / Principal Business	Investment	Percentage Ownership/Shares	Amortized Cost	Fair Value <sup>2</sup>
Aerostructures Holdings L.P. <sup>5, 9</sup> <i>Aerospace and Defense</i>	Partnership Interests	1.2%	\$ 1,000,000	\$ 1,000
Aerostructures Holdings L.P. <sup>5, 9</sup> <i>Aerospace and Defense</i>	Series A Preferred Interests	1.2%	250,960	700,703
Caribe Media Inc. (fka Caribe Information Investments Incorporated) <sup>5, 9</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Common	1.3%	359,765	568,319
DBI Holding LLC <sup>5, 9</sup> <i>Services: Business</i>	Class A Warrants	3.2%	258,940	1,280,609
eInstruction Acquisition, LLC <sup>5, 9</sup> <i>Services: Business</i>	Membership Units	1.1%	1,079,617	1,000
FP WRCA Coinvestment Fund VII, Ltd. <sup>3, 5,</sup> <i>Capital Equipment</i>	Class A Shares	1,500	1,500,000	2,144,194
Perseus Holding Corp. <sup>5, 9</sup> <i>Hotel, Gaming &amp; Leisure</i>	Common	0.2%	400,000	1,000
Roscoe Investors, LLC <sup>5, 9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Class A Units	1.6%	1,000,000	941,600
Tank Partners Holdings, LLC <sup>5, 9, 13</sup> <i>Energy: Oil &amp; Gas</i>	Unit	5.8%	980,000	452,394
Tank Partners Holdings, LLC <sup>5, 9</sup> <i>Energy: Oil &amp; Gas</i>	Warrants	1.3%	185,205	108,893
TRSO II, Inc. <sup>5, 9, 13</sup> <i>Energy: Oil &amp; Gas</i>	Common Stock	5.4%	1,500,000	1,342,373
<b>Total Investment in Equity Securities</b> <b>(3% of net asset value at fair value)</b>			<u>\$ 8,514,487</u>	<u>\$ 7,542,085</u>

## CLO Fund Securities

### CLO Subordinated Investments

Portfolio Company	Investment <sup>14</sup>	Percentage Ownership	Amortized Cost	Fair Value <sup>2</sup>
Grant Grove CLO, Ltd. <sup>3</sup>	Subordinated Securities, effective interest 11.3%, 1/21 maturity	22.2%	\$ 2,498,355	\$ 522,005
Katonah III, Ltd. <sup>3, 10, 15</sup>	Preferred Shares, 5/15 maturity	23.1%	1,361,891	375,000
Katonah VII CLO Ltd. <sup>3, 6, 15</sup>	Subordinated Securities, 11/17 maturity	16.4%	3,530,487	1,000
Katonah VIII CLO Ltd. <sup>3, 6, 15</sup>	Subordinated Securities, 5/18 maturity	10.3%	2,706,408	20,000
Katonah IX CLO Ltd. <sup>3, 6</sup>	Preferred Shares, effective interest 2.1%, 1/19 maturity	6.9%	1,203,125	493,427
Katonah X CLO Ltd. <sup>3, 6</sup>	Subordinated Securities, effective interest 16.8%, 4/20 maturity	33.3%	8,932,776	4,686,406
Katonah 2007-I CLO Ltd. <sup>3, 6</sup>	Preferred Shares, effective interest 26.9%, 4/22 maturity	100.0%	23,740,077	24,674,912
Trimaran CLO V, Ltd. <sup>3, 6</sup>	Subordinated Notes, effective interest 43.2%, 3/18 maturity	20.8%	142,490	675,000
Trimaran CLO VII, Ltd. <sup>3, 6</sup>	Income Notes, effective interest 43.9%, 6/21 maturity	10.5%	1,340,875	2,042,214
Catamaran CLO 2012-1 Ltd. <sup>3, 6</sup>	Subordinated Notes, 10.2% effective interest, 12/23 maturity	24.9%	7,507,610	5,052,888
Catamaran CLO 2013-1 Ltd. <sup>3, 6</sup>	Subordinated Notes, effective interest 13.3%, 1/25 maturity	23.5%	6,881,847	6,963,300
Catamaran CLO 2014-1 Ltd. <sup>3, 6</sup>	Subordinated Notes, effective interest 8.2%, 4/26 maturity	24.9%	9,690,780	7,908,078
Dryden 30 Senior Loan Fund <sup>3</sup>	Subordinated Notes, effective interest 27.7%, 11/25 maturity	7.5%	1,712,276	2,368,925
Catamaran CLO 2014-2 Ltd. <sup>3, 6</sup>	Subordinated Notes, effective interest 7.2%, 10/26 maturity	24.9%	8,847,407	7,763,580
Catamaran CLO 2015-1 Ltd. <sup>3, 6</sup>	Subordinated Notes, effective interest 9.9%, 4/27 maturity	24.0%	12,132,538	9,531,720
<b>Total Investment in CLO Subordinated Securities</b>			<b>\$ 92,228,942</b>	<b>\$ 73,078,455</b>

### CLO Rated-Note Investment

Portfolio Company	Investment	Percentage Ownership	Amortized Cost	Fair Value <sup>2</sup>
Catamaran CLO 2012-1 Ltd. <sup>3, 6</sup>	Float - 12/2023 - F - 14889CAE0 Par Value of \$4,500,000 Due 12/23	42.9%	\$ 3,949,318	\$ 4,060,000
Catamaran CLO 2014-1 Ltd. <sup>3, 6</sup>	Float - 04/2026 - E - 14889FAC7 Par Value of \$1,525,000 Due 4/26	15.1%	1,422,789	1,310,000
<b>Total Investment in CLO Rated-Note</b>			<b>\$ 5,372,107</b>	<b>\$ 5,370,000</b>
<b>Total Investment in CLO Fund Securities (30% of net asset value at fair value)</b>			<b>\$ 97,601,049</b>	<b>\$ 78,448,455</b>

## Asset Manager Affiliates

<u>Portfolio Company / Principal Business</u>	<u>Investment</u>	<u>Percentage Ownership</u>	<u>Cost</u>	<u>Fair Value<sup>2</sup></u>
Asset Manager Affiliates <sup>9, 12</sup>	Asset Management Company	100.0%	\$ 57,942,090	\$ 73,737,000

**Total Investment in Asset Manager Affiliates**  
(29% of net asset value at fair value) \$ 57,942,090    \$ 73,737,000

## Time Deposits and Money Market Account

<u>Time Deposit and Money Market Accounts</u>	<u>Investment</u>	<u>Yield</u>	<u>Par / Amortized Cost</u>	<u>Fair Value<sup>2</sup></u>
JP Morgan Business Money Market Account <sup>8, 9</sup>	Money Market Account	0.10%	\$ 249,184	\$ 249,184

US Bank Money Market Account<sup>9</sup> Money Market Account    0.02%    16,208,632    16,208,632

**Total Investment in Time Deposit and Money Market Accounts**  
(6% of net asset value at fair value) \$ 16,457,816    \$ 16,457,816

**Total Investments<sup>4</sup>**  
(184% of net asset value at fair value) \$ 482,425,123    \$ 474,100,660

See accompanying notes to consolidated financial statements.

- 1 A majority of the variable rate loans in the Company's investment portfolio bear interest at a rate that may be determined by reference to either LIBOR or an alternate Base Rate (commonly based on the Federal Funds Rate or the Prime Rate), which typically resets semi-annually, quarterly, or monthly at the borrower's option. The Borrower may also elect to have multiple interest reset periods for each loan. For each such loan, the Company has provided the weighted average annual stated interest rate in effect at June 30, 2015. As noted in the table above, 81% (based on par) of debt securities contain LIBOR floors which range between .75% and 3.00%.
- 2 Reflects the fair market value of all investments as of June 30, 2015, as determined by the Company's Board of Directors.
- 3 Non-U.S. company or principal place of business outside the U.S.
- 4 The aggregate cost of investments for federal income tax purposes is approximately \$500 million. The aggregate gross unrealized appreciation is approximately \$20 million, the aggregate gross unrealized depreciation is approximately \$45 million, and the net unrealized depreciation is approximately \$25 million.
- 5 Non-income producing.
- 6 An affiliate CLO Fund managed by an Asset Manager Affiliate (as such term is defined in the notes to the consolidated financial statements).
- 7 Loan or debt security is on non-accrual status and therefore is considered non-income producing.
- 8 Money market account holding restricted cash and security deposits for employee benefit plans.
- 9 Qualified asset for purposes of section 55(a) of the Investment Company Act of 1940.
- 10 As of June 30, 2015, this CLO Fund Security was not providing a taxable distribution.
- 11 As of June 30, 2015, this investment is owned by KCAP Senior Funding I, LLC and was pledged to secure KCAP Senior Funding I, LLC's obligation.
- 12 Other than the Asset Manager Affiliate, which we are deemed to "control", we do not "control" and are not an "affiliate" of any of our portfolio companies, each as defined in the Investment Company Act of 1940 (the "1940 Act"). In general, under the 1940 Act, we would be presumed to "control" a portfolio company if we owned 25% or more of its voting securities and would be an "affiliate" of a portfolio company if we owned 5% or more of its voting securities.
- 13 Non-voting.
- 14 CLO Subordinated Investments are entitled to periodic distributions which are generally equal to the remaining cash flow of the payments made by the underlying fund's investments less contractual payments to debt holders and fund expenses. The estimated annualized effective yield indicated is based upon a current projection of the amount and timing of these distributions. Such projections are updated on a quarterly basis and the estimated effective yield is adjusted prospectively.
- 15 Transaction has been called.

**KCAP FINANCIAL, INC.**  
**SCHEDULE OF INVESTMENTS**  
**As of December 31, 2014**

**Debt Securities Portfolio**

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
4L Technologies Inc. (fka Clover Holdings, Inc.) <sup>9, 11</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 5/20	\$ 2,793,000	\$ 2,768,057	\$ 2,723,175
Advanced Lighting Technologies, Inc. <sup>9, 11</sup> <i>Consumer goods: Durable</i>	First Lien Bond — 10.5% Cash, Due 6/19	3,000,000	2,962,507	2,580,000
Advantage Sales & Marketing Inc. <sup>9</sup> <i>Services: Business</i>	Junior Secured Loan — Term Loan (Second Lien) 7.5% Cash, 1.0% Libor Floor, Due 7/22	1,000,000	1,002,384	992,000
Alaska Communications Systems Holdings, Inc. <sup>9, 11</sup> <i>Telecommunications</i>	Senior Secured Loan — Term Loan 6.3% Cash, 1.5% Libor Floor, Due 10/16	5,200,227	5,193,935	5,200,227
Alere Inc. (fka IM US Holdings, LLC) <sup>11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — B Term Loan 4.3% Cash, 1.0% Libor Floor, Due 6/17	2,992,277	2,988,629	2,972,947
AmSurg Corp. <sup>11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan 3.8% Cash, 0.8% Libor Floor, Due 7/21	2,992,481	2,992,481	2,975,020
Anaren, Inc. <sup>9, 11</sup> <i>Aerospace and Defense</i>	Senior Secured Loan — Term Loan (First Lien) 5.5% Cash, 1.0% Libor Floor, Due 2/21	1,980,000	1,962,587	1,955,250
Asurion, LLC (fka Asurion Corporation) <sup>9, 11</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Senior Secured Loan — Incremental Tranche B-1 Term Loan 5.0% Cash, 1.3% Libor Floor, Due 5/19	1,917,430	1,932,331	1,896,549
AZ Chem US Inc. <sup>9, 11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — Initial Term Loan (First Lien) 4.5% Cash, 1.0% Libor Floor, Due 6/21	467,123	464,966	457,977
Bankruptcy Management Solutions, Inc. <sup>9</sup> <i>Services: Business</i>	Senior Secured Loan — Term B Loan 7.0% Cash, 1.0% Libor Floor, Due 6/18	700,227	700,227	624,463

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
BarBri, Inc. (Gemini Holdings, Inc.) <sup>9, 11</sup> <i>Services: Consumer</i>	Senior Secured Loan — Term Loan 4.5% Cash, 1.0% Libor Floor, Due 7/19	\$ 2,872,500	\$ 2,861,557	\$ 2,835,158
BBB Industries US Holdings, Inc. <sup>9, 11</sup> <i>Automotive</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 11/21	3,000,000	2,941,316	2,985,000
Bellisio Foods, Inc. <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — U.S. Term B Loans 5.3% Cash, 1.0% Libor Floor, Due 8/19	2,239,551	2,230,586	2,235,071
Blue Coat Systems, Inc. <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — New Term Loan 4.0% Cash, 1.0% Libor Floor, Due 5/19	467,636	468,971	456,530
Carolina Beverage Group LLC <sup>9</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Bond — 10.6% Cash, Due 8/18	1,500,000	1,515,584	1,552,500
CCS Intermediate Holdings, LLC <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan (First Lien) 5.0% Cash, 1.0% Libor Floor, Due 7/21	2,992,500	2,978,364	2,940,131
Cengage Learning Acquisitions, Inc. (fka TL Acquisitions, Inc.) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Term Loan 7.0% Cash, 1.0% Libor Floor, Due 3/20	2,987,475	2,980,768	2,963,829
Charter Communications Operating, LLC (aka CCO Safari LLC) <sup>11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Term G Loan 4.3% Cash, 0.8% Libor Floor, Due 9/21	3,000,000	3,022,408	3,022,980
Checkout Holding Corp. <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Term B Loan (First Lien) 4.5% Cash, 1.0% Libor Floor, Due 4/21	995,000	990,534	951,474
Consolidated Communications, Inc. <sup>11</sup> <i>Telecommunications</i>	Senior Secured Loan — Initial Term Loan 4.3% Cash, 1.0% Libor Floor, Due 12/20	2,992,443	3,003,588	2,976,538
CRGT Inc. <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Term Loan 7.5% Cash, 1.0% Libor Floor, Due 12/20	3,000,000	2,940,000	2,955,000
Crowley Holdings Preferred, LLC <sup>9</sup> <i>Transportation: Cargo</i>	Preferred Stock — 10.0% Cash, 2.0% PIK, Due 12/49	10,206,016	10,206,016	10,418,302

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Crowne Group, LLC <sup>9, 11</sup> <i>Automotive</i>	Senior Secured Loan — Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 9/20	\$ 3,990,000	\$ 3,932,506	\$ 3,838,779
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) <sup>9</sup> <i>Beverage, Food and Tobacco</i>	Junior Secured Loan — Term Loan (Second Lien) 8.8% Cash, 1.0% Libor Floor, Due 7/21	3,000,000	3,016,357	2,910,000
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan (First Lien) 5.0% Cash, 1.0% Libor Floor, Due 7/20	2,623,371	2,622,454	2,570,903
CT Technologies Intermediate Holdings, Inc. (Smart Holdings Corp.) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 12/21	3,000,000	2,970,271	2,988,750
DBI Holding LLC <sup>9</sup> <i>Services: Business</i>	Senior Unsecured Bond — 13.0% PIK, Due 9/19	3,457,795	3,221,771	3,386,218
DBI Holding LLC <sup>9</sup> <i>Services: Business</i>	Senior Subordinated Bond — 12.0% Cash, 1.0% PIK, Due 9/19	4,314,949	4,295,544	4,240,301
DJO Finance LLC (ReAble Therapeutics Fin LLC) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — New Tranche B Term Loan 4.3% Cash, 1.0% Libor Floor, Due 9/17	2,063,574	2,063,574	2,022,303
Drew Marine Group Inc. <sup>9</sup> <i>Transportation: Cargo</i>	Junior Secured Loan — Term Loan (Second Lien) 8.0% Cash, 1.0% Libor Floor, Due 5/21	2,500,000	2,494,654	2,523,250
ELO Touch Solutions, Inc. <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Term Loan (First Lien) 8.0% Cash, 1.5% Libor Floor, Due 6/18	1,726,036	1,677,698	1,642,496
EWT Holdings III Corp. (fka WTG Holdings III Corp.) <sup>9</sup> <i>Environmental Industries</i>	Junior Secured Loan — Term Loan (Second Lien) 8.5% Cash, 1.0% Libor Floor, Due 1/22	4,000,000	3,982,390	4,033,200
Fender Musical Instruments Corporation <sup>9, 11</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Initial Loan 5.8% Cash, 1.3% Libor Floor, Due 4/19	2,002,536	2,012,321	1,982,110
FHC Health Systems, Inc. <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Initial Term Loan 5.0% Cash, 1.0% Libor Floor, Due 12/21	3,407,143	3,373,191	3,381,589

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
First American Payment Systems, L.P. <sup>9</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Junior Secured Loan — Term Loan (Second Lien) 10.8% Cash, 1.3% Libor Floor, Due 4/19	\$ 2,796,448	\$ 2,759,556	\$ 2,782,466
First Data Corporation <sup>9, 11</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Senior Secured Loan — 2018 New Dollar Term Loan 3.7% Cash, Due 3/18	1,000,000	968,906	982,190
Getty Images, Inc. <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Initial Term Loan 4.8% Cash, 1.3% Libor Floor, Due 10/19	2,185,164	2,187,551	2,012,165
Global Tel*Link Corporation <sup>9</sup> <i>Telecommunications</i>	Junior Secured Loan — Term Loan (Second Lien) 9.0% Cash, 1.3% Libor Floor, Due 11/20	4,000,000	3,935,659	3,889,200
Grande Communications Networks LLC <sup>9, 11</sup> <i>Telecommunications</i>	Senior Secured Loan — Initial Term Loan 4.5% Cash, 1.0% Libor Floor, Due 5/20	3,940,040	3,944,690	3,938,464
Grifols Worldwide Operations Limited <sup>11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — U.S. Tranche B Term Loan 3.2% Cash, Due 2/21	2,992,462	2,970,236	2,956,298
Grupo HIMA San Pablo, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term B Loan (First Lien) 8.5% Cash, 1.5% Libor Floor, Due 1/18	2,947,500	2,911,129	2,947,500
Grupo HIMA San Pablo, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Junior Secured Loan — Term Loan (Second Lien) 13.8% Cash, Due 7/18	7,000,000	6,894,754	7,105,000
Gymboree Corporation., The <sup>9, 11</sup> <i>Retail</i>	Senior Secured Loan — Term Loan 5.0% Cash, 1.5% Libor Floor, Due 2/18	1,421,105	1,390,786	935,563
Hargray Communications Group, Inc. (HCP Acquisition LLC) <sup>9, 11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Initial Term Loan 5.3% Cash, 1.0% Libor Floor, Due 6/19	2,930,662	2,908,645	2,928,611
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Tranche B-3 Term Loan 7.0% Cash, 1.5% Libor Floor, Due 5/18	3,368,750	3,343,813	3,385,594
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <sup>9, 11</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Senior Secured Loan — Tranche B-4 Term Loan 6.0% Cash, 1.0% Libor Floor, Due 8/19	1,462,500	1,456,384	1,458,661



<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Hoffmaster Group, Inc. <sup>9</sup> <i>Forest Products &amp; Paper</i>	Junior Secured Loan — Initial Term Loan (Second Lien) 10.0% Cash, 1.0% Libor Floor, Due 5/21	\$ 2,000,000	\$ 1,972,727	\$ 1,999,000
Hoffmaster Group, Inc. <sup>9, 11</sup> <i>Forest Products &amp; Paper</i>	Senior Secured Loan — Initial Term Loan (First Lien) 5.3% Cash, 1.0% Libor Floor, Due 5/20	3,980,000	3,944,324	3,943,523
Hunter Defense Technologies, Inc. <sup>9, 11</sup> <i>Aerospace and Defense</i>	Senior Secured Loan — Term Loan (First Lien) 6.5% Cash, 1.0% Libor Floor, Due 8/19	2,962,500	2,934,961	2,988,866
Integra Telecom Holdings, Inc. <sup>9, 11</sup> <i>Telecommunications</i>	Senior Secured Loan — Term B Loan 5.3% Cash, 1.3% Libor Floor, Due 2/19	2,992,386	2,981,164	2,919,461
International Architectural Products, Inc. <sup>7, 9</sup> <i>Metals &amp; Mining</i>	Senior Secured Loan — Term Loan Due 5/15	247,636	228,563	1,000
Kellemeyer Bergensons Services, LLC <sup>9</sup> <i>Services: Business</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 10/21	2,000,000	1,980,432	1,990,000
Key Safety Systems, Inc. <sup>9, 11</sup> <i>Automotive</i>	Senior Secured Loan — Initial Term Loan 4.8% Cash, 1.0% Libor Floor, Due 8/21	1,496,250	1,489,134	1,488,769
Kinetic Concepts, Inc. <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Dollar Term E-1 Loan 4.0% Cash, 1.0% Libor Floor, Due 5/18	2,992,443	2,984,962	2,956,279
Landslide Holdings, Inc. (Crimson Acquisition Corp.) <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — New Term Loan (First Lien) 5.0% Cash, 1.0% Libor Floor, Due 2/20	3,456,381	3,464,859	3,451,197
MB Aerospace ACP Holdings III Corp. <sup>9, 11</sup> <i>Aerospace and Defense</i>	Senior Secured Loan — Dollar Term Loan 5.0% Cash, 1.0% Libor Floor, Due 5/19	3,940,000	3,910,979	3,939,212
Media General, Inc. <sup>11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Term B Loan 4.3% Cash, 1.0% Libor Floor, Due 7/20	3,000,000	3,003,750	2,972,805
Medical Specialties Distributors, LLC <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan 6.5% Cash, 1.0% Libor Floor, Due 12/19	3,960,000	3,927,435	3,804,372

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Millennium Health, LLC (fka Millennium Laboratories, LLC) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Tranche B Term Loan 5.3% Cash, 1.0% Libor Floor, Due 4/21	\$ 2,992,481	\$ 2,992,481	\$ 2,985,000
Nielsen & Bainbrige, LLC <sup>9</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 8/20	1,000,000	990,487	963,200
Nielsen & Bainbrige, LLC <sup>9</sup> <i>Consumer goods: Durable</i>	Junior Secured Loan — Term Loan (Second Lien) 10.3% Cash, 1.0% Libor Floor, Due 8/21	2,000,000	1,971,249	1,920,000
Nielsen & Bainbrige, LLC <sup>9, 11</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Term Loan (First Lien) 6.0% Cash, 1.0% Libor Floor, Due 8/20	3,000,000	2,971,460	2,889,600
Novetta, LLC <sup>9</sup> <i>Services: Business</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 10/20	2,743,125	2,716,093	2,743,125
Novitex Acquisition, LLC (fka ARSloane Acquisition, LLC) <sup>9, 11</sup> <i>Services: Business</i>	Senior Secured Loan — Tranche B-2 Term Loan (First Lien) 7.5% Cash, 1.3% Libor Floor, Due 7/20	990,019	980,923	950,418
Onex Carestream Finance LP <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Junior Secured Loan — Term Loan (Second Lien) 9.5% Cash, 1.0% Libor Floor, Due 12/19	2,000,000	2,000,000	1,992,920
Onex Carestream Finance LP <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan (First Lien 2013) 5.0% Cash, 1.0% Libor Floor, Due 6/19	1,973,333	1,980,022	1,969,219
Orbitz Worldwide, Inc. <sup>11</sup> <i>Hotel, Gaming &amp; Leisure</i>	Senior Secured Loan — Tranche C Term Loan 4.5% Cash, 1.0% Libor Floor, Due 4/21	2,992,481	2,992,481	2,961,315
Otter Products, LLC (OtterBox Holdings, Inc.) <sup>9, 11</sup> <i>Consumer goods: Durable</i>	Senior Secured Loan — Term B Loan 5.8% Cash, 1.0% Libor Floor, Due 6/20	2,992,481	2,968,458	2,966,297
Ozbum-Hessey Holding Company LLC <sup>9, 11</sup> <i>Transportation: Cargo</i>	Senior Secured Loan — Term Loan 6.8% Cash, 1.3% Libor Floor, Due 5/19	3,512,426	3,503,687	3,544,389

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
PGX Holdings, Inc. <sup>9, 11</sup> <i>Services: Consumer</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.3% Cash, 1.0% Libor Floor, Due 9/20	\$ 3,975,000	\$ 3,936,815	\$ 3,917,363
Post Holdings, Inc. <sup>11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Series A Incremental Term Loan 3.8% Cash, 0.8% Libor Floor, Due 6/21	2,992,481	2,985,129	2,983,130
PQ Corporation <sup>9, 11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — 2014 Term Loan 4.0% Cash, 1.0% Libor Floor, Due 8/17	2,992,366	2,992,366	2,943,740
PSC Industrial Holdings Corp. <sup>9, 11</sup> <i>Environmental Industries</i>	Senior Secured Loan — Term Loan (First Lien) 7.0% Cash, 1.0% Libor Floor, Due 12/20	2,000,000	1,980,119	1,980,000
Puerto Rico Cable Acquisition Company Inc. (D/B/A Choice TV) <sup>9</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Initial Term Loan 5.5% Cash, 1.0% Libor Floor, Due 7/18	909,069	910,287	909,069
Puerto Rico Cable Acquisition Company Inc. (D/B/A Choice TV) <sup>9, 11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Initial Term Loan 5.5% Cash, 1.0% Libor Floor, Due 7/18	2,727,206	2,717,359	2,727,206
QoL Meds, LLC <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 7/20	498,750	496,449	480,296
Quad-C JH Holdings Inc. (aka Joems Healthcare) <sup>9, 11</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Secured Loan — Term Loan A 6.0% Cash, 1.0% Libor Floor, Due 5/20	3,980,000	3,953,083	3,786,174
Restorix Health, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Unsecured Loan — Delayed Draw 10.0% Cash, 1.5% PIK, Due 6/18	2,003,587	2,003,587	2,003,587
Restorix Health, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Senior Unsecured Loan — Subordinated Term Loan 10.0% Cash, 1.5% PIK, Due 6/18	8,063,397	8,063,397	8,063,397
Reynolds Group Holdings Inc. <sup>9, 11</sup> <i>Containers, Packaging and Glass</i>	Senior Secured Loan — Incremental U.S. Term Loan 4.0% Cash, 1.0% Libor Floor, Due 12/18	2,992,443	2,992,443	2,946,734

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Roscoe Medical, Inc. <sup>9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Junior Secured Loan — Term Loan (Second Lien) 11.3% Cash, Due 9/19	\$ 6,700,000	\$ 6,642,367	\$ 6,499,000
Rovi Solutions Corporation / Rovi Guides, Inc. <sup>11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Term B Loan 3.8% Cash, 0.8% Libor Floor, Due 7/21	2,992,481	2,954,531	2,936,387
Safenet, Inc. <sup>9, 11</sup> <i>High Tech Industries</i>	Senior Secured Loan — Initial Term Loan (First Lien) 6.8% Cash, 1.0% Libor Floor, Due 3/20	2,977,500	2,951,435	2,977,500
Sandy Creek Energy Associates, L.P. <sup>9, 11</sup> <i>Utilities: Electric</i>	Senior Secured Loan — Term Loan 5.0% Cash, 1.0% Libor Floor, Due 11/20	2,844,544	2,832,599	2,794,053
SGF Produce Holding Corp.(Frozsun, Inc.) <sup>9</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 3/19	2,191,289	2,175,642	2,191,289
SGF Produce Holding Corp.(Frozsun, Inc.) <sup>9, 11</sup> <i>Beverage, Food and Tobacco</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 3/19	3,440,528	3,429,224	3,440,528
Stafford Logistics, Inc.(dba Custom Ecology, Inc.) <sup>9, 11</sup> <i>Environmental Industries</i>	Senior Secured Loan — Term Loan 6.8% Cash, 1.3% Libor Floor, Due 6/19	2,861,935	2,840,504	2,858,501
Sun Products Corporation, The (fka Huish Detergents Inc.) <sup>9, 11</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Tranche B Term Loan 5.5% Cash, 1.3% Libor Floor, Due 3/20	3,910,711	3,887,178	3,656,515

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Tank Partners Holdings, LLC <sup>9</sup> <i>Energy: Oil &amp; Gas</i>	Senior Secured Loan — Loan 9.8% Cash, 3.5% PIK, 3.0% Libor Floor, Due 8/19	\$ 10,385,331	\$ 10,212,907	\$ 9,866,065
TPF II Power, LLC (TPF II Covert Midco, LLC) <sup>9, 11</sup> <i>Utilities: Electric</i>	Senior Secured Loan — Term Loan 5.5% Cash, 1.0% Libor Floor, Due 10/21	3,000,000	3,026,933	3,009,375
Trimaran Advisors, L.L.C. <sup>9, 12</sup> <i>Portfolio Company Loan</i>	Senior Unsecured Loan — Revolving Credit Facility 9.0% Cash, Due 11/17	23,000,000	23,000,000	23,000,000
TRSO I, Inc. <sup>9</sup> <i>Energy: Oil &amp; Gas</i>	Junior Secured Loan — Term Loan (Second Lien) 11.0% Cash, 1.0% Libor Floor, Due 12/17	1,000,000	988,097	961,300
TWCC Holding Corp. <sup>9</sup> <i>Media: Broadcasting &amp; Subscription</i>	Junior Secured Loan — Term Loan (Second Lien) 7.0% Cash, 1.0% Libor Floor, Due 6/20	1,000,000	1,004,005	961,670
TWCC Holding Corp. <sup>9, 11</sup> <i>Media: Broadcasting &amp; Subscription</i>	Senior Secured Loan — Term Loan 3.5% Cash, 0.8% Libor Floor, Due 2/17	906,653	910,624	887,060
Univar Inc. <sup>9, 11</sup> <i>Chemicals, Plastics and Rubber</i>	Senior Secured Loan — Term B Loan 5.0% Cash, 1.5% Libor Floor, Due 6/17	2,894,577	2,890,893	2,808,536
USJ-IMECO Holding Company, LLC <sup>9, 11</sup> <i>Transportation: Cargo</i>	Senior Secured Loan — Term Loan 7.0% Cash, 1.0% Libor Floor, Due 4/20	3,970,000	3,952,343	3,970,000

<b>Portfolio Company / Principal Business</b>	<b>Investment Interest Rate<sup>1</sup> / Maturity</b>	<b>Principal</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Vantiv, LLC (fka Fifth Third Processing Solutions, LLC) <sup>11</sup> <i>Banking, Finance, Insurance &amp; Real Estate</i>	Senior Secured Loan — Term B Loan 3.8% Cash, 0.8% Libor Floor, Due 6/21	\$ 1,994,987	\$ 1,999,927	\$ 1,978,160
Verdesian Life Sciences, LLC <sup>9</sup> <i>Environmental Industries</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 7/20	975,012	961,553	938,547
Verdesian Life Sciences, LLC <sup>9, 11</sup> <i>Environmental Industries</i>	Senior Secured Loan — Initial Term Loan 6.0% Cash, 1.0% Libor Floor, Due 7/20	3,221,243	3,178,026	3,100,769
Vestcom International, Inc. (fka Vector Investment Holdings, Inc.) <sup>9, 11</sup> <i>Retail</i>	Senior Secured Loan — Term Loan 5.3% Cash, 1.0% Libor Floor, Due 9/21	2,866,953	2,843,300	2,838,284
Weiman Products, LLC <sup>9</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Term Loan 6.3% Cash, 1.0% Libor Floor, Due 11/18	2,972,255	2,948,574	2,972,255
Weiman Products, LLC <sup>9, 11</sup> <i>Consumer goods: Non-durable</i>	Senior Secured Loan — Term Loan 6.3% Cash, 1.0% Libor Floor, Due 11/18	3,963,007	3,932,167	3,963,007
WideOpenWest Finance, LLC <sup>9</sup> <i>Telecommunications</i>	Senior Secured Loan — Term B Loan 4.8% Cash, 1.0% Libor Floor, Due 4/19	2,954,887	2,971,397	2,941,974
WireCo WorldGroup Inc. <sup>9</sup> <i>Capital Equipment</i>	Senior Unsecured Bond — 9.0% Cash, Due 5/17	5,000,000	4,991,504	5,000,000
WireCo WorldGroup Inc. <sup>9, 11</sup> <i>Capital Equipment</i>	Senior Unsecured Bond — 9.0% Cash, Due 5/17	3,000,000	2,994,903	3,000,000
<b>Total Investment in Debt Securities (125% of net asset value at fair value)</b>		<b>\$ 324,808,055</b>	<b>\$ 322,884,934</b>	<b>\$ 320,143,170</b>

## Equity Securities Portfolio

Portfolio Company / Principal Business	Investment	Percentage Ownership/Shares	Amortized Cost	Fair Value <sup>2</sup>
Aerostructures Holdings L.P. <sup>5, 9</sup> <i>Aerospace and Defense</i>	Partnership Interests	1.2%	\$ 1,000,000	\$ 1,000
Aerostructures Holdings L.P. <sup>5, 9</sup> <i>Aerospace and Defense</i>	Series A Preferred Interests	1.2%	250,961	648,764
Bankruptcy Management Solutions, Inc. <sup>5, 9</sup> <i>Services: Business</i>	Class A Warrants	1.7%	-	-
Bankruptcy Management Solutions, Inc. <sup>5, 9</sup> <i>Services: Business</i>	Class B Warrants	1.7%	-	-
Bankruptcy Management Solutions, Inc. <sup>5, 9</sup> <i>Services: Business</i>	Class C Warrants	1.7%	-	-
Bankruptcy Management Solutions, Inc. <sup>5, 9</sup> <i>Services: Business</i>	Common Stock 2013	0.8%	314,325	391,932
Caribe Media Inc. (fka Caribe Information Investments Incorporated) <sup>5, 9</sup> <i>Media: Advertising, Printing &amp; Publishing</i>	Common	1.3%	359,765	624,304
DBI Holding LLC <sup>5, 9</sup> <i>Services: Business</i>	Class A Warrants	3.2%	258,940	746,964
eInstruction Acquisition, LLC <sup>5, 9</sup> <i>Services: Business</i>	Membership Units	1.1%	1,079,617	1,000
FP WRCA Coinvestment Fund VII, Ltd. <sup>3, 5,</sup> <i>Capital Equipment</i>	Class A Shares	1,500	1,500,000	2,351,329
Perseus Holding Corp. <sup>5, 9</sup> <i>Hotel, Gaming &amp; Leisure</i>	Common	0.2%	400,000	1,000

<b>Portfolio Company / Principal Business</b>	<b>Investment</b>	<b>Percentage Ownership/Shares</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Roscoe Investors, LLC <sup>5, 9</sup> <i>Healthcare &amp; Pharmaceuticals</i>	Class A Units	1.6%	\$ 1,000,000	\$ 891,000
Tank Partners Holdings, LLC <sup>5, 9</sup> <i>Energy: Oil &amp; Gas</i>	Unit	5.8%	980,000	573,750
Tank Partners Holdings, LLC <sup>5, 9</sup> <i>Energy: Oil &amp; Gas</i>	Warrants	1.3%	185,204	99,752
TRSO II, Inc. <sup>5, 9</sup> <i>Energy: Oil &amp; Gas</i>	Common Stock	5.4%	1,500,000	1,788,886
<b>Total Investment in Equity Securities (3% of net asset value at fair value)</b>			<b>\$ 8,828,812</b>	<b>\$ 8,119,681</b>

### CLO Fund Securities

#### CLO Subordinated Securities, Preferred Shares and Income Notes Investments

<b>Portfolio Company</b>	<b>Investment</b>	<b>Percentage Ownership</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Grant Grove CLO, Ltd. <sup>3</sup>	Subordinated Securities	22.2%	\$ 2,254,638	\$ 469,131
Katonah III, Ltd. <sup>3, 10</sup>	Preferred Shares	23.1%	1,015,334	400,000
Katonah VII CLO Ltd. <sup>3, 6</sup>	Subordinated Securities	16.4%	3,563,252	1,000
Katonah VIII CLO Ltd. <sup>3, 6</sup>	Subordinated Securities	10.3%	2,755,267	100,000
Katonah IX CLO Ltd. <sup>3, 6</sup>	Preferred Shares	6.9%	1,262,496	594,989
Katonah X CLO Ltd. <sup>3, 6</sup>	Subordinated Securities	33.3%	8,910,471	4,863,001
Katonah 2007-I CLO Ltd. <sup>3, 6</sup>	Preferred Shares	100.0%	23,471,779	25,191,782
Trimaran CLO IV, Ltd. <sup>3, 6</sup>	Preferred Shares	19.0%	11,094	900,000
Trimaran CLO V, Ltd. <sup>3, 6</sup>	Subordinated Notes	20.8%	1,292,698	1,657,020
Trimaran CLO VI, Ltd. <sup>3, 6</sup>	Income Notes	16.2%	1,531,142	1,950,000
Trimaran CLO VII, Ltd. <sup>3, 6</sup>	Income Notes	10.5%	1,399,074	2,084,394
Catamaran CLO 2012-1 Ltd. <sup>3, 6</sup>	Subordinated Notes	24.9%	7,994,677	5,793,924
Catamaran CLO 2013- 1 Ltd. <sup>3, 6</sup>	Subordinated Notes	23.5%	7,492,702	7,874,910
Catamaran CLO 2014-1 Ltd. <sup>3, 6</sup>	Subordinated Notes	24.9%	10,473,628	8,867,176
Dryden 30 Senior Loan Fund <sup>3</sup>	Subordinated Notes	7.5%	2,263,321	2,506,075
Catamaran CLO 2014-2 Ltd. <sup>3, 6</sup>	Subordinated Notes	24.9%	9,862,799	8,761,500
<b>Total Investment in CLO Subordinated Securities, Preferred Shares and Income Notes</b>			<b>\$ 85,554,372</b>	<b>\$ 72,014,902</b>



## CLO Rated-Note Investments

<b>Portfolio Company</b>	<b>Investment</b>	<b>Percentage Ownership</b>	<b>Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
Catamaran CLO 2012-1 Ltd. <sup>3, 6</sup>	Class F Notes Par Value of \$4,500,000 Due 12/23	42.9%	\$ 3,917,442	\$ 4,160,000
Catamaran CLO 2014-1 Ltd. <sup>3, 6</sup>	Class E Notes Par Value of \$1,525,000 Due 4/26	15.1%	1,417,376	1,340,000
<b>Total Investment in CLO Rated-Note</b>			<b>\$ 5,334,818</b>	<b>\$ 5,500,000</b>
<b>Total Investment in CLO Fund Securities (30% of net asset value at fair value)</b>			<b>\$ 90,889,190</b>	<b>\$ 77,514,902</b>

## Asset Manager Affiliates

<b>Portfolio Company / Principal Business</b>	<b>Investment</b>	<b>Percentage Ownership</b>	<b>Cost</b>	<b>Fair Value<sup>2</sup></b>
Asset Manager Affiliates <sup>9</sup>	Asset Management Company	100.0%	\$ 60,292,677	\$ 72,326,000
<b>Total Investment in Asset Manager Affiliates (28% of net asset value at fair value)</b>			<b>\$ 60,292,677</b>	<b>\$ 72,326,000</b>

## Time Deposits and Money Market Account

<b>Time Deposit and Money Market Accounts</b>	<b>Investment</b>	<b>Yield</b>	<b>Par / Amortized Cost</b>	<b>Fair Value<sup>2</sup></b>
JP Morgan Business Money Market Account <sup>8, 9</sup>	Money Market Account	0.10%	\$ 249,105	\$ 249,105
US Bank Money Market Account <sup>9</sup>	Money Market Account	0.02%	1,353,636	1,353,636
<b>Total Investment in Time Deposit and Money Market Accounts (1% of net asset value at fair value)</b>			<b>\$ 1,602,741</b>	<b>\$ 1,602,741</b>
<b>Total Investments<sup>4</sup> (188% of net asset value at fair value)</b>			<b>\$ 484,498,354</b>	<b>\$ 479,706,494</b>

See accompanying notes to financial statements.

- 1 A majority of the variable rate loans in the Company's investment portfolio bear interest at a rate that may be determined by reference to either LIBOR or an alternate Base Rate (commonly based on the Federal Funds Rate or the Prime Rate), which typically resets semi-annually, quarterly, or monthly at the borrower's option. The Borrower may also elect to have multiple interest reset periods for each loan. For each such loan, the Company has provided the weighted average annual stated interest rate in effect at December 31, 2014. As noted in the table above, 75% (based on par) of debt securities contain LIBOR floors which range between 0.75% and 3.00%.
- 2 Reflects the fair market value of all investments as of December 31, 2014, as determined by the Company's Board of Directors.
- 3 Non-U.S. company or principal place of business outside the U.S.
- 4 The aggregate cost of investments for federal income tax purposes is approximately \$502 million. The aggregate gross unrealized appreciation is approximately \$15.7 million, the aggregate gross unrealized depreciation is approximately \$37.7 million, and the net unrealized depreciation is approximately \$22 million.
- 5 Non-income producing.
- 6 An affiliate CLO Fund managed by an Asset Manager Affiliate (as such term is defined in the notes to the consolidated financial statements).
- 7 Loan or debt security is on non-accrual status and therefore is considered non-income producing.
- 8 Money market account holding restricted cash and security deposits for employee benefit plans.
- 9 Qualified asset for purposes of section 55(a) of the Investment Company Act of 1940.
- 10 As of December 31, 2014, this CLO Fund Security was not providing a taxable distribution.
- 11 As of December 31, 2014, investment was owned by KCAP Senior Funding I, LLC and has been pledged to secure KCAP Senior Funding I, LLC's obligations.

**KCAP FINANCIAL, INC.**  
**CONSOLIDATED FINANCIAL HIGHLIGHTS**  
(unaudited)

	Six Months Ended June 30,	
	2015	2014
<b>Per Share Data:</b>		
Net asset value, at beginning of period	\$ 6.94	\$ 7.51
Net investment income <sup>1</sup>	0.33	0.27
Net realized gain (losses) from investments <sup>1</sup>	-	0.01
Net change in unrealized (depreciation) appreciation on investments <sup>1</sup>	(0.09)	0.19
Net increase in net assets resulting from operations	0.24	0.47
Net decrease in net assets resulting from distributions:		
Distribution of ordinary income	(0.21)	(0.25)
Return of capital	-	-
Net decrease in net assets resulting from distributions	(0.21)	(0.25)
Net (decrease) increase in net assets relating to stock-based transactions:		
Stock based compensation	(0.01)	(0.06)
Net increase in net assets relating to stock-based transactions	(0.01)	(0.06)
Net asset value, end of period	<u>\$ 6.96</u>	<u>\$ 7.67</u>
Total net asset value return <sup>2</sup>	3.3%	5.5%
<b>Ratio/Supplemental Data:</b>		
Per share market value at beginning of period	\$ 6.82	\$ 8.07
Per share market value at end of period	\$ 5.98	\$ 8.49
Total market return <sup>3</sup>	(9.2)%	8.3%
Shares outstanding at end of period	37,032,825	33,725,223
Net assets at end of period	\$ 257,796,358	\$ 258,514,055
Portfolio turnover rate <sup>4</sup>	12.2%	21.2%
Average par debt outstanding	\$ 227,397,000	\$ 195,658,000
Asset coverage ratio	212%	231%
Ratio of net investment income to average net assets <sup>5</sup>	9.5%	7.1%
Ratio of total expenses to average net assets <sup>5</sup>	8.6%	8.4%
Ratio of interest expense to average net assets <sup>5</sup>	4.6%	4.6%
Ratio of non-interest expenses to average net assets <sup>5</sup>	4.0%	3.8%

<sup>1</sup> Based on weighted average number of common shares outstanding-basic for the period.

<sup>2</sup> Total net asset value return (not annualized) equals the change in the net asset value per share over the beginning of period net asset value per share plus distributions (including any return of capital), divided by the beginning net asset value per share.

<sup>3</sup> Total market return equals the change in the ending market price over the beginning of period price per share plus distributions (including any return of capital), divided by the beginning price.

<sup>4</sup> Not annualized. Portfolio turnover rate equals the year-to-date sales and paydowns over the average of the invested assets at fair value.

<sup>5</sup> Annualized

See accompanying notes to consolidated financial statements.

KCAP FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

1. ORGANIZATION

KCAP Financial, Inc. (“KCAP” or the “Company”) is an internally managed, non-diversified closed-end investment company that is regulated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “1940 Act”). The Company was formed as a Delaware limited liability company on August 8, 2006 and, prior to the issuance of shares of the Company’s common stock in its initial public offering (“IPO”), converted to a corporation incorporated in Delaware on December 11, 2006. Prior to its IPO, the Company did not have material operations. The Company’s IPO of 14,462,000 shares of common stock raised net proceeds of approximately \$200 million. Prior to the IPO, the Company issued 3,484,333 shares to affiliates of Kohlberg & Co., L.L.C., a leading middle market private equity firm, in exchange for the contribution to the Company of their ownership interests in Katonah Debt Advisors, L.L.C., and related affiliates controlled by the Company (collectively, “Katonah Debt Advisors”) and in securities issued by collateralized loan obligation funds (“CLO Funds”) managed by Katonah Debt Advisors and two other asset managers.

On April 28, 2008, the Company completed a rights offering that resulted in the issuance of 3.1 million shares of our common stock, and net proceeds of \$27 million.

On February 29, 2012, the Company purchased Trimaran Advisors, L.L.C. (“Trimaran Advisors”), a CLO manager similar to Katonah Debt Advisors with assets under management of approximately \$1.5 billion, for total consideration of \$13.0 million in cash and 3,600,000 shares of the Company’s common stock. Contemporaneously with the acquisition of Trimaran Advisors, the Company acquired from Trimaran Advisors equity interests in certain CLO Funds managed by Trimaran Advisors for an aggregate purchase price of \$12.0 million in cash.

On February 14, 2013, the Company completed a public offering of 5,232,500 shares of common stock, which included the underwriters’ full exercise of their option to purchase up to 682,500 shares of common stock, at a price of \$9.75 per share, raising approximately \$51.0 million in gross proceeds. In conjunction with this offering, the Company also sold 200,000 shares of common stock to a member of its Board of Directors, at a price of \$9.31125 per share, raising approximately \$1.9 million in gross proceeds.

On October 6, 2014, the Company completed a follow-on public offering of 3.0 million shares of its common stock at a price of \$8.02 per share. The offering raised net proceeds of approximately \$23.8 million, after deducting underwriting discounts and offering expenses.

As of June 30, 2015, Katonah Debt Advisors and Trimaran Advisors, as well as affiliated management companies Katonah 2007-1 Management, L.L.C., Katonah X Management, L.L.C. and Trimaran Advisors Management, L.L.C. (collectively the “Asset Manager Affiliates”) have approximately \$3.2 billion of par value assets under management. The Asset Manager Affiliates are each managed independently from KCAP Financial by a separate management team (however, certain of the Company’s executive officers also act in similar capacities for one or both of the Asset Manager Affiliates). The Asset Manager Affiliates provide investment management services to CLO Funds, making day-to-day investment decisions concerning the assets of the CLO Funds. The Asset Manager Affiliates do not have any investment interest in the CLO Funds they manage, however KCAP Financial holds investments in a portion of the securities issued by the CLO Funds managed by the Asset Manager Affiliates.

The Company has three principal areas of investment:

First, the Company originates, structures, and invests in senior secured term loans and mezzanine debt primarily in privately-held middle market companies (the “Debt Securities Portfolio”). In addition, from time to time the Company may invest in the equity securities of privately held middle market companies.

Second, the Company has invested in Asset Manager Affiliates that manage collateralized loan obligation funds (“CLOs”).

Third, the Company invests in debt and subordinated securities issued by CLOs (“CLO Fund Securities”). These CLO Fund Securities are primarily managed by our Asset Manager Affiliates, but from time-to-time the Company makes investments in CLO Fund Securities managed by other asset managers. The CLOs typically invest in broadly syndicated loans, high-yield bonds and other credit instruments.

The Company may also invest in other investments such as loans to larger, publicly-traded companies, high-yield bonds and distressed debt securities. The Company may also receive warrants or options to purchase common stock in connection with its debt investments.

The Company has elected to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). To qualify as a RIC, the Company must, among other things, meet certain source-of-income, and asset diversification and annual distribution requirements. As a RIC, the Company generally will not have to pay corporate-level U.S. federal income taxes on any income that it distributes in a timely manner to its stockholders.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required for annual consolidated financial statements. The unaudited interim consolidated financial statements and notes thereto should be read in conjunction with the financial statements and notes thereto in the Company’s Form 10-K for the year ended December 31, 2014, as filed with the U.S. Securities and Exchange Commission (the “Commission” or the “SEC”).

The consolidated financial statements reflect all adjustments, both normal and recurring which, in the opinion of management, are necessary for the fair presentation of the Company’s results of operations and financial condition for the periods presented. Furthermore, the preparation of the consolidated financial statements requires management to make significant estimates and assumptions including with respect to the fair value of investments that do not have a readily available market value. Actual results could differ from those estimates, and the differences could be material. The results of operations for the interim periods presented are not necessarily indicative of the operating results to be expected for the full year. Certain prior period amounts have been reclassified to conform to the current year presentation.

The Company consolidates the financial statements of its wholly-owned special purpose financing subsidiaries KCAP Funding, Kolhberg Capital Funding LLC I, KCAP Senior Funding I, LLC and KCAP Senior Funding I Holdings, LLC in its consolidated financial statements as they are operated solely for investment activities of the Company. The creditors of KCAP Senior Funding I, LLC have received security interests in the assets owned by KCAP Senior Funding I, LLC and such assets are not intended to be available to the creditors of KCAP Financial, Inc., or any other affiliate.

In accordance with Article 6 of Regulation S-X under the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company does not consolidate portfolio company investments, including those in which it has a controlling interest (e.g., the Asset Manager Affiliates), unless the portfolio company is another investment company.

The Asset Manager Affiliates are subject to Accounting Standards Codification Topic 810, “Consolidation” and although the Company cannot consolidate the financial statements of portfolio company investments, this guidance impacts the required disclosures relating to the Asset Manager Affiliates, as it requires the Asset Manager Affiliates to consolidate the financial statements of managed CLO Funds. As a result of the consolidation of the financial statements of the CLOs into the financial statements of the Asset Manager Affiliates, the Asset Manager Affiliates qualify as a “significant subsidiary” and, as a result, the Company is required to include additional financial information regarding the Asset Manager Affiliates in its filings with the SEC. This additional financial information regarding the Asset Manager Affiliates does not directly impact the financial position or results of operations of the Company.

In addition, in accordance with Rule 3-09 of Regulation S-X promulgated by the SEC, additional financial information with respect to one of the CLO Funds in which the Company has an investment, Katonah 2007-I CLO Ltd. (“Katonah 2007-I CLO”) is required to be included in the Company’s SEC filings. The additional financial information regarding the Asset Manager Affiliates and Katonah 2007-I CLO (pursuant to Rule 3-09) is set forth in Note 5 to these consolidated financial statements.

Stockholder distributions on the Statement of Changes in Net Assets reflect the estimated allocation, between net investment income and return of capital, of distributions made during the reporting period, excluding the distribution declared in a quarter with a record date occurring after the quarter-end. The determination of the tax character of distributions is made on an annual (full calendar-year) basis. The determination of the tax attributes is made at the end of the year based upon our taxable income for the full year and the distributions paid during the full year. Therefore, an estimate of tax attributes made on a quarterly basis may not be representative of the actual tax attributes of distributions for a full year.

It is the Company's primary investment objective to generate current income and capital appreciation by lending directly to privately-held middle market companies. During the six months ended June 30, 2015, the Company provided \$45 million to portfolio companies to support their growth objectives. None of this support was contractually obligated. See also Note 8 – Commitments and Contingencies. As of June 30, 2015, the Company holds loans it has made to 99 investee companies with aggregate principal amounts of \$273 million. The details of such loans have been disclosed on the consolidated schedule of investments as well as in Note 4 – Investments. In addition to providing loans to investee companies, from time to time the Company assists investee companies in securing financing from other sources by introducing such investee companies to sponsors or by leading a syndicate of lenders to provide the investee companies with financing. During the six month period ended June 30, 2015, the Company did not make any such introductions or lead any syndicates.

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-15, "Presentation of Financial Statements — Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"). The standard requires management to evaluate, at each interim and annual reporting period, whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued, and provide related disclosures. ASU 2014-15 is effective for annual periods ending after December 15, 2016, and for annual and interim periods thereafter, and early adoption is permitted. We do not expect to adopt ASU 2014-15 early, and we do not believe the standard will have a material impact on our financial statements, when adopted.

On February 18, 2015, the FASB issued Accounting Standards Update 2015-2, which updated consolidation standards under ASC Topic 810, "Consolidation". Under this update, a new consolidation analysis is required for variable interest entities ("VIEs") and will limit the circumstances in which investment managers and similar entities are required to consolidate the entities that they manage. The FASB decided to eliminate some of the criteria under which their fees are considered a variable interest and limit the circumstances in which variable interests in a VIE held by related parties of a reporting enterprise require the reporting enterprise to consolidate the VIE. The guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. We do not expect the adoption of ASU 2015-2 to have a material impact to the Company's financial statements.

In April 2015, the FASB issued Accounting Standards Update 2015-03, Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. Under this guidance, debt issuance costs related to a recognized debt liability are to be presented as a direct deduction from the debt liability rather than as an asset on the balance sheet, consistent with debt discounts. For public business entities, the final guidance will be effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. The Company intends to adopt the new guidance beginning the first quarter of 2016.

### **Investments**

Investment transactions are recorded on the applicable trade date. Realized gains or losses are determined using the specific identification method.

*Valuation of Portfolio Investments.* The Company's Board of Directors is ultimately and solely responsible for making a good faith determination of the fair value of portfolio investments on a quarterly basis. Debt and equity securities for which market quotations are readily available are generally valued at such market quotations. Debt and equity securities that are not publicly traded or whose market price is not readily available are valued by the Board of Directors based on detailed analyses prepared by management, the Valuation Committee of the Board of Directors, and, in certain circumstances, third parties with valuation expertise. Valuations are conducted by management on 100% of the investment portfolio at the end of each quarter. The Company follows the provisions of ASC 820: Fair Value Measurements and Disclosures ("ASC 820: Fair Value"). This standard defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. ASC 820: Fair Value defines "fair value" as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Subsequent to the adoption of ASC 820: Fair Value, the FASB has issued various staff positions clarifying the initial standard as noted below.

The FASB issued guidance that clarified and required disclosures about fair value measurements. These include requirements to disclose the amounts and reasons for significant transfers between Level I and Level II, as well as significant transfers in and out of Level III of the fair value hierarchy (see Note 4 – “Investments – Fair Value Measurements” for further information relating to Level I, Level II and Level III). The guidance also required that purchases, sales, issuances and settlements be presented gross in the Level III reconciliation.

ASC 820: Fair Value requires the disclosure in interim and annual periods of the inputs and valuation techniques used to measure fair value and a discussion of changes in valuation techniques and related inputs, if any, during the period.

The Company utilizes an independent valuation firm to provide an annual third-party review of the Company’s CLO fair value model relative to its functionality, model inputs and calculations as a reasonable method to determine CLO fair values, in the absence of Level I or Level II trading activity or observable market inputs. The independent valuation firm’s 2014 annual review concluded that the Company’s CLO model appropriately factors in all the necessary inputs required to build a CLO equity cash flow model for fair value purposes and that the inputs were being employed correctly.

The Company utilizes an independent valuation firm to provide third party valuation consulting services. Each quarter the independent valuation firm will perform third party valuations of the Company’s investments in material illiquid securities such that they are reviewed at least once during a trailing 12 month period. These third party valuation estimates are considered as one of the relevant data inputs in the Company’s determination of fair value. The Company intends to continue to engage an independent valuation firm in the future to provide certain valuation services, including the review of certain portfolio assets, as part of the quarterly and annual year-end valuation process.

The Board of Directors may consider other methods of valuation than those set forth below to determine the fair value of Level III investments as appropriate in conformity with GAAP. Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of the Company’s investments may differ materially from the values that would have been used had a readily available market existed for such investments. Further, such investments may be generally subject to legal and other restrictions on resale or otherwise be less liquid than publicly traded securities. In addition, changes in the market environment and other events may occur over the life of the investments that may cause the value realized on such investments to be different from the currently assigned valuations.

The majority of the Company’s investment portfolio is composed of debt and equity securities with unique contract terms and conditions and/or complexity that requires a valuation of each individual investment that considers multiple levels of market and asset specific inputs, which may include historical and forecasted financial and operational performance of the individual investment, projected cash flows, market multiples, comparable market transactions, the priority of the security compared with those of other securities for such issuers, credit risk, interest rates, and independent valuations and reviews.

*Debt Securities.* To the extent that the Company’s investments are exchange traded and are priced or have sufficient price indications from normal course trading at or around the valuation date (financial reporting date), such pricing will determine fair value. Valuations from third party pricing services may be used as an indication of fair value, depending on the volume and reliability of the valuation, sufficient and reasonable correlation of bid and ask quotes, and, most importantly, the level of actual trading activity. However, if the Company has been unable to identify directly comparable market indices or other market guidance that correlate directly to the types of investments the Company owns, the Company will determine fair value using alternative methodologies such as available market data, as adjusted, to reflect the types of assets the Company owns, their structure, qualitative and credit attributes and other asset-specific characteristics.

The Company derives fair value for its illiquid investments that do not have indicative fair values based upon active trades primarily by using a present value technique that discounts the estimated contractual cash flows for the subject assets with discount rates imputed by broad market indices, bond spreads and yields for comparable issuers relative to the subject assets (the "Income Approach"). The Company also considers, among other things, recent loan amendments or other activity specific to the subject asset. Discount rates applied to estimated contractual cash flows for an underlying asset vary by specific investment, industry, priority and nature of the debt security (such as the seniority or security interest of the debt security) and are assessed relative to two indices, a leveraged loan index and a high-yield bond index, at the valuation date. The Company has identified these two indices as benchmarks for broad market information related to its loan and debt securities. Because the Company has not identified any market index that directly correlates to the loan and debt securities held by the Company and therefore uses these benchmark indices, these market indices may require significant adjustment to better correlate such market data for the calculation of fair value of the investment under the Income Approach. Such adjustments require judgment and may be material to the calculation of fair value. Further adjustments to the discount rate may be applied to reflect other market conditions or the perceived credit risk of the borrower. When broad market indices are used as part of the valuation methodology, their use is subject to adjustment for many factors, including priority, collateral used as security, structure, performance and other quantitative and qualitative attributes of the asset being valued. The resulting present value determination is then weighted along with any quotes from observable transactions and broker/pricing quotes. If such quotes are indicative of actual transactions with reasonable trading volume at or near the valuation date that are not liquidation or distressed sales, relatively more reliance will be put on such quotes to determine fair value. If such quotes are not indicative of market transactions or are insufficient as to volume, reliability, consistency or other relevant factors, such quotes will be compared with other fair value indications and given relatively less weight based on their relevancy. Other significant assumptions, such as coupon and maturity, are asset-specific and are noted for each investment in the Schedules of Investments.

*Equity Securities.* The Company's equity securities in portfolio companies for which there is no liquid public market are carried at fair value based on the Enterprise Value of the portfolio company, which is determined using various factors, including EBITDA (earnings before interest, taxes, depreciation and amortization) and discounted cash flows from operations, less capital expenditures and other pertinent factors, such as recent offers to purchase a portfolio company's securities or other liquidation events. The determined fair values are generally discounted to account for restrictions on resale and minority ownership positions. In the event market quotations are readily available for the Company's equity securities in public companies, those investments may be valued using the Market Approach. In cases where the Company receives warrants to purchase equity securities, a market standard Black-Scholes model is utilized.

The significant inputs used to determine the fair value of equity securities include prices, EBITDA and cash flows after capital expenditures for similar peer comparables and the investment entity itself. Equity securities are classified as Level III, when there is limited activity or less transparency around inputs to the valuation given the lack of information related to such equity investments held in nonpublic companies. Significant assumptions observed for comparable companies are applied to relevant financial data for the specific investment. Such assumptions, such as model discount rates or price/earnings multiples, vary by the specific investment, equity position and industry and incorporate adjustments for risk premiums, liquidity and company specific attributes. Such adjustments require judgment and may be material to the calculation of fair value.

*Asset Manager Affiliates.* The Company's investments in its wholly-owned asset management companies, the Asset Manager Affiliates, are carried at fair value, which is primarily determined utilizing the Discounted Cash Flow approach, which incorporates different levels of discount rates depending on the hierarchy of fees earned (including the likelihood of realization of senior, subordinate and incentive fees) and prospective modeled performance. Such valuation takes into consideration an analysis of comparable asset management companies and a percentage of assets under management. The Asset Manager Affiliates are classified as a Level III investment. Any change in value from period to period is recognized as net change in unrealized appreciation or depreciation.

*CLO Fund Securities.* The Company typically makes a minority investment in the most junior class of securities of CLO Funds raised and managed by the Asset Manager Affiliates and may selectively invest in securities issued by funds managed by other asset management companies. The investments held by CLO Funds generally relate to non-investment grade credit instruments issued by corporations.

The Company's investments in CLO Fund securities are carried at fair value, which is based either on (i) the present value of the net expected cash inflows for interest income and principal repayments from underlying assets and cash outflows for interest expense, debt pay-down and other fund costs for the CLO Funds that are approaching or past the end of their reinvestment period and therefore are selling assets and/or using principal repayments to pay down CLO Fund debt (or will begin to do so shortly), and for which there continue to be net cash distributions to the class of securities owned by the Company, a Discounted Cash Flow approach, (ii) a discounted cash flow model that utilizes prepayment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow and comparable yields for similar securities or preferred shares to those in which the Company has invested, or (iii) indicative prices provided by the underwriters or brokers who arrange CLO Funds, a Market Approach. The Company recognizes unrealized appreciation or depreciation on the Company's investments in CLO Fund securities as comparable yields in the market change and/or based on changes in net asset values or estimated cash flows resulting from changes in prepayment or loss assumptions in the underlying collateral pool. As each investment in CLO Fund securities ages, the expected amount of losses and the expected timing of recognition of such losses in the underlying collateral pool are updated and the revised cash flows are used in determining the fair value of the CLO Fund investment. The Company determines the fair value of its investments in CLO Fund securities on a security-by-security basis.



Due to the individual attributes of each CLO Fund security, they are classified as a Level III investment unless specific trading activity can be identified at or near the valuation date. When available, observable market information will be identified, evaluated and weighted accordingly in the application of such data to the present value models and fair value determination. Significant assumptions to the present value calculations include default rates, recovery rates, prepayment rates, investment/reinvestment rates and spreads and the discount rate by which to value the resulting underlying cash flows. Such assumptions can vary significantly, depending on market data sources which often vary in depth and level of analysis, understanding of the CLO market, detailed or broad characterization of the CLO market and the application of such data to an appropriate framework for analysis. The application of data points are based on the specific attributes of each individual CLO Fund security's underlying assets, historic, current and prospective performance, vintage, and other quantitative and qualitative factors that would be evaluated by market participants. The Company evaluates the source of market data for reliability as an indicative market input, consistency amongst other inputs and results and also the context in which such data is presented.

For rated note tranches of CLO Fund securities (those above the junior class) without transactions to support a fair value for the specific CLO Fund and tranche, fair value is based on discounting estimated bond payments at current market yields, which may reflect the adjusted yield on the leveraged loan index for similarly rated tranches, as well as prices for similar tranches for other CLO Funds and also other factors such as indicative prices provided by underwriters or brokers who arrange CLO Funds, and the default and recovery rates of underlying assets in the CLO Fund, as may be applicable. Such model assumptions may vary and incorporate adjustments for risk premiums and CLO Fund specific attributes.

*Cash.* The Company defines cash as demand deposits. The Company places its cash with financial institutions and, at times, cash held in checking accounts may exceed the Federal Deposit Insurance Corporation insured limit.

*Restricted Cash.* Restricted cash and cash equivalents (e.g. money market funds) consists of cash held for reinvestment, quarterly interest and principal distribution (if any) to holders of notes issued by KCAP Senior Funding I, LLC.

*Time Deposits and Money Market Accounts.* Time deposits primarily represent investments of cash held in demand deposit accounts. Money market accounts primarily represent short term interest-bearing deposit accounts. Also includes restricted cash held under employee benefit plans.

*Interest Income.* Interest income, including the amortization of premium and accretion of discount, is recorded on the accrual basis to the extent that such amounts are expected to be collected. The Company generally places a loan or security on non-accrual status and ceases recognizing cash interest income on such loan or security when a loan or security becomes 90 days or more past due or if the Company otherwise does not expect the debtor to be able to service its debt obligations. Non-accrual loans remain in such status until the borrower has demonstrated the ability and intent to pay contractual amounts due or such loans become current. As of June 30, 2015, 1 issuer representing less than 1% of the Company's total investments at fair value was on a non-accrual status.

*Distributions from Asset Manager Affiliates.* The Company records distributions from our Asset Manager Affiliates on the declaration date, which represents the ex-dividend date. Distributions in excess of tax-basis earnings and profits of the distributing affiliate company are recognized as tax-basis return of capital. For interim periods, the Company estimates the tax attributes of any distributions as being either tax-basis earnings and profits (i.e. dividend income) or return of capital (i.e. adjustment to the Company's cost basis in the Asset Manager Affiliates). The final determination of the tax attributes of distributions from our Asset Manager Affiliates is made on an annual (full calendar year) basis at the end of the year based upon taxable income and distributions for the full-year. Therefore, any estimate of tax attributes of distributions made on a quarterly basis may not be representative of the actual tax attributes of distributions for a full year.

*Investment Income on CLO Fund Securities.* The Company generates investment income from its investments in the most junior class of securities of CLO Funds (typically preferred shares or subordinated securities) managed by the Asset Manager Affiliates and selective investments in securities issued by funds managed by other asset management companies. The Company's CLO Fund junior class securities are subordinated to senior note holders who typically receive a stated interest rate of return based on a floating rate index, such as the London Interbank Offered Rate ("LIBOR") on their investment. The CLO Funds are leveraged funds and any excess cash flow or "excess spread" (interest earned by the underlying securities in the fund less payments made to senior note holders and less fund expenses and management fees) is paid to the holders of the CLO Fund's subordinated securities or preferred shares.

GAAP-basis investment income on CLO equity investments is recorded using the effective interest method in accordance with the provisions of ASC 325-40, based on the anticipated yield and the estimated cash flows over the projected life of the investment. Yields are revised when there are changes in actual or estimated projected future cash flows due to changes in prepayments and/or re-investments, credit losses or asset pricing. Changes in estimated yield are recognized as an adjustment to the estimated yield prospectively over the remaining life of the investment from the date the estimated yield was changed. Accordingly, investment income recognized on CLO equity securities in the GAAP statement of operations differs from both the tax-basis investment income and from the cash distributions actually received by the Company during the period.

For non-junior class CLO Fund securities, such as the Company's investment in the Class F Notes of the Catamaran 2012-1 CLO and Class E Notes of the Catamaran 2014-1 CLO, interest is earned at a fixed spread relative to the LIBOR index.

*Capital Structuring Service Fees.* The Company may earn ancillary structuring and other fees related to the origination, investment, disposition or liquidation of debt and investment securities. Generally, the Company will capitalize loan origination fees, then amortize these fees into interest income over the term of the loan using the effective interest rate method, recognize prepayment and liquidation fees upon receipt and equity structuring fees as earned, which generally occurs when an investment transaction closes.

*Debt Issuance Costs.* Debt issuance costs represent fees and other direct costs incurred in connection with the Company's borrowings. These amounts are capitalized and amortized using the effective interest method over the contractual term of the borrowing.

*Extinguishment of debt.* An issuer must derecognize a liability if and only if it has been extinguished through delivery of cash, delivery of other financial assets, delivery of goods or services, or reacquisition by the issuer of its outstanding debt securities whether the securities are cancelled or held. If the debt contains a cash conversion option, the issuer must allocate the consideration transferred and transaction costs incurred to the extinguishment of the liability component and the reacquisition of the equity component and recognize a gain or loss in the statement of operations.

*Expenses.* The Company is internally managed and expenses costs, as incurred, with regard to the running of its operations. Primary operating expenses include employee salaries and benefits, the costs of identifying, evaluating, negotiating, closing, monitoring and servicing the Company's investments and related overhead charges and expenses, including rental expense, and any interest expense incurred in connection with borrowings. The Company and the Asset Manager Affiliates share office space and certain other operating expenses. The Company has entered into an Overhead Allocation Agreement with the Asset Manager Affiliates which provides for the sharing of such expenses based on an allocation of office lease costs and the ratable usage of other shared resources.

*Shareholder Distributions.* Distributions to common stockholders are recorded on the ex-dividend date. The amount of distributions, if any, is determined by the Board of Directors each quarter.

The Company has adopted a dividend reinvestment plan that provides for reinvestment of its distributions on behalf of its stockholders, unless a stockholder "opts out" of the plan to receive cash in lieu of having their cash distributions automatically reinvested in additional shares of the Company's common stock.

### 3. EARNINGS PER SHARE

In accordance with the provisions of ASC 260, "Earnings per Share" ("ASC 260"), basic earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of shares outstanding during the period. Other potentially dilutive common shares, and the related impact to earnings, are considered when calculating earnings per share on a diluted basis.

The following information sets forth the computation of basic and diluted net increase in stockholders' equity per share for the three and six months ended June 30, 2015 and 2014 (unaudited):

	(unaudited)		(unaudited)	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net increase in net assets resulting from operations	\$ 1,232,705	\$ 12,252,662	\$ 8,904,995	\$ 15,694,256
Net decrease in net assets allocated to unvested share awards	(20,663)	(115,402)	(149,482)	(138,230)
Interest on Convertible Notes	—	1,072,050	—	2,144,100
Amortization of Capitalized Costs on Convertible Notes	—	104,430	—	206,867
Net increase in net assets available to common stockholders	<u>\$ 1,212,042</u>	<u>\$ 13,313,740</u>	<u>\$ 8,755,513</u>	<u>\$ 17,906,993</u>
Weighted average number of common shares outstanding for basic shares computation	36,886,129	33,405,189	36,860,341	33,371,764
Effect of dilutive securities - stock options	5,802	11,858	7,546	11,903
Effect of dilutive Convertible Notes	—	6,306,217	—	6,306,217
Weighted average number of common and common stock equivalent shares outstanding for diluted shares computation	<u>36,891,931</u>	<u>39,723,264</u>	<u>36,867,887</u>	<u>39,689,884</u>
Net increase in net assets per basic common shares:				
Net increase in net assets from operations	\$ 0.03	\$ 0.37	\$ 0.24	\$ 0.47
Net increase in net assets per diluted shares:				
Net increase in net assets from operations	\$ 0.03	\$ 0.34	\$ 0.24	\$ 0.45

Share-based awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities and included in the computation of both basic and diluted earnings per share. Grants of restricted stock awards to the Company's employees and directors are considered participating securities when there are earnings in the period and the earnings per share calculations include outstanding unvested restricted stock awards in the basic weighted average shares outstanding calculation.

There were 50,000 options to purchase shares of common stock for the three months ended June 30, 2015 and 2014. For the three months ended June 30, 2015 and 2014 options to purchase 5,802 and 11,858 shares of common stock, respectively, were included in the computation of diluted earnings per share. For the six months ended June 30, 2015 and 2014, options to purchase 7,546 and 11,903 shares of common stock, respectively, were included in the computation of diluted earnings per share. For the six months ended June 30, 2015, the company purchased 36,039 shares of treasury stock in connection with the vesting of employee's restricted stock, such treasury shares reduce the weighted average shares outstanding in the computation of earnings per share.

The Company's Convertible Notes are included in the computation of the diluted net increase or decrease in net assets resulting from operations per share by application of the "if-converted method." Under the if-converted method, interest charges applicable to the convertible notes for the period are added to reported net increase or decrease in net assets resulting from operations and the full amount of shares (pro-rata if not outstanding for the full period) that would be issued are added to weighted average basic shares. Convertible notes are considered anti-dilutive only when its interest per share upon conversion exceeds the basic net increase or decrease in net assets resulting from operations per share. For the three months and six months ended June 30, 2015, the effects of the convertible notes are anti-dilutive.

The if-converted method of computing the dilutive effects on convertible notes assumes a conversion even if the contracted conversion price exceeds the market value of the shares. As of June 30, 2015 the current conversion rate of the Convertible Notes is approximately 133.59 shares of our common stock per \$1,000 principal amount of the Convertible Notes, equivalent to a conversion price of approximately \$7.49 per share of the Company's common stock. Upon conversion, the Company may issue the full amount of common stock and retire the full amount of debt outstanding or, at its option, settle the conversion in cash.

#### 4. INVESTMENTS

The following table shows the Company's portfolio by security type at June 30, 2015 and December 31, 2014:

Security Type	June 30, 2015 (unaudited)			December 31, 2014		
	Cost	Fair Value	% <sup>1</sup>	Cost	Fair Value	% <sup>1</sup>
Money Market Accounts <sup>3</sup>	\$ 16,457,816	\$ 16,457,816	6	\$ 1,602,741	\$ 1,602,741	1
Senior Secured Loan	220,875,385	217,535,523	84	220,965,922	218,329,860	86
Junior Secured Loan	40,194,817	39,898,155	15	38,664,199	38,569,006	15
Senior Unsecured Loan	10,143,525	10,143,525	4	33,066,984	33,066,984	13
First Lien Bond	2,972,088	2,547,600	1	2,962,507	2,580,000	1
Senior Subordinated Bond	4,375,084	4,278,531	2	4,295,544	4,240,301	2
Senior Unsecured Bond	11,527,830	11,618,855	5	11,208,178	11,386,218	4
Senior Secured Bond	1,512,620	1,481,700	1	1,515,584	1,552,500	1
CLO Fund Securities	97,601,049	78,448,455	30	90,889,190	77,514,901	30
Equity Securities	8,514,487	7,542,085	3	8,828,812	8,119,681	3
Preferred Securities	10,308,332	10,411,415	4	10,206,016	10,418,302	4
Asset Manager Affiliates <sup>2</sup>	57,942,090	73,737,000	29	60,292,677	72,326,000	28
<b>Total</b>	<b>\$482,425,123</b>	<b>\$474,100,660</b>	<b>184%</b>	<b>\$484,498,354</b>	<b>\$479,706,494</b>	<b>188%</b>

<sup>1</sup> Represents percentage of Net Asset Value.

<sup>2</sup> Represents the equity investment in the Asset Manager Affiliates.

<sup>3</sup> Includes restricted cash held under employee benefit plans.

The industry concentrations based on the fair value of the Company's investment portfolio as of June 30, 2015 and December 31, 2014, were as follows:

Industry Classification	June 30, 2015 (unaudited)			December 31, 2014		
	Cost	Fair Value	% <sup>1</sup>	Cost	Fair Value	% <sup>1</sup>
Aerospace and Defense	\$ 9,962,961	\$ 9,507,015	4.0%	\$ 10,059,487	\$ 9,533,092	4%
Asset Management Company <sup>2</sup>	57,942,090	73,737,000	30.0	60,292,677	72,326,000	28
Portfolio Company Loan	-	-	-	23,000,000	23,000,000	9
Automotive	8,338,128	8,288,792	3.0	8,362,956	8,312,548	3
Banking, Finance, Insurance & Real Estate	6,883,390	6,932,029	3.0	7,660,721	7,639,366	3
Beverage, Food and Tobacco	26,075,029	25,908,282	10.0	17,974,974	17,883,421	7
Capital Equipment	9,503,020	10,144,194	4.0	9,486,407	10,351,329	4
Chemicals, Plastics and Rubber	9,813,938	9,817,440	4.0	6,348,226	6,210,253	2
CLO Fund Securities	97,601,049	78,448,455	30.0	90,889,190	77,514,901	31
Construction & Building	1,985,014	1,985,000	1.0	-	-	-
Consumer goods: Durable	14,308,915	13,799,538	5.0	13,876,482	13,301,207	5
Consumer goods: Non-durable	13,470,912	13,389,057	5.0	13,535,975	13,314,952	5
Containers, Packaging and Glass	2,916,649	2,930,328	1.0	2,992,443	2,946,734	1
Energy: Oil & Gas	14,071,674	12,659,600	5.0	13,866,208	13,289,753	5
Environmental Industries	12,836,897	12,869,296	5.0	12,942,593	12,911,017	5
Forest Products & Paper	5,902,645	5,939,900	2.0	5,917,051	5,942,523	2
Healthcare & Pharmaceuticals	64,268,378	62,621,277	24.0	66,186,412	65,720,782	27
High Tech Industries	10,837,095	10,924,468	4.0	14,457,495	14,419,110	6
Hotel, Gaming & Leisure	3,219,576	2,825,862	1.0	3,392,481	2,962,315	1
Media: Advertising, Printing & Publishing	11,239,642	10,844,244	4.0	11,318,815	11,396,027	4
Media: Broadcasting & Subscription	10,468,451	10,360,599	4.0	14,477,078	14,409,401	6
Metals & Mining	228,563	1,000	-	228,563	1,000	-
Retail	4,389,620	4,028,444	2.0	4,234,086	3,773,847	1
Services: Business	20,521,595	20,426,472	8.0	16,550,255	16,066,421	6
Services: Consumer	6,542,350	6,577,250	3.0	6,798,372	6,752,521	3
Telecommunications	15,111,618	14,979,978	6.0	22,030,434	21,865,864	9
Time Deposit and Money Market Accounts <sup>3</sup>	16,457,815	16,457,816	6.0	1,602,741	1,602,741	1
Transportation: Cargo	21,724,053	21,876,962	8.0	20,156,700	20,455,941	8
Utilities: Electric	5,804,056	5,820,362	2.0	5,859,532	5,803,428	2
<b>Total</b>	<b>\$482,425,123</b>	<b>\$474,100,660</b>	<b>184%</b>	<b>\$484,498,354</b>	<b>\$479,706,494</b>	<b>188%</b>

<sup>1</sup> Calculated as a percentage of Net Asset Value.

<sup>2</sup> Represents the equity investment in the Asset Manager Affiliates.

<sup>3</sup> Includes restricted cash held under employee benefit plans.

The Company may invest up to 30% of the investment portfolio in "non-qualifying" opportunistic investments in debt and equity securities of CLO Funds, distressed debt or debt and equity securities of public companies. The Company expects that these public companies generally will have debt that is non-investment grade. Within this 30% of the portfolio, the Company also may invest in debt of middle market companies located outside of the United States.

At both June 30, 2015 and December 31, 2014, the total amount of non-qualifying assets was approximately 21%. The majority of non-qualifying assets were foreign investments which were approximately 16% of the Company's total assets, respectively (including the Company's investments in CLO Funds, which are typically domiciled outside the U.S. and represented approximately 16% of its total assets on such dates).

The following tables detail the ten largest portfolio companies (at fair value) as of June 30, 2015 and December 31, 2014:

Investment	June 30, 2015 (unaudited)		
	Cost	Fair Value	%
Asset Manager Affiliates	\$ 57,942,090	\$ 73,737,000	16%
Katonah 2007-I CLO Ltd.	23,740,077	24,674,912	5
US Bank Money Market Account	16,208,632	16,208,632	3
Crowley Holdings Preferred, LLC	10,308,332	10,411,415	2
Tank Partners Holdings, LLC	10,416,387	9,788,240	2
Catamaran CLO 2015-1 Ltd.	12,132,538	9,531,720	2
Restorix Health, Inc.	8,124,738	8,124,738	2
Catamaran CLO 2014-1 Ltd.	9,690,780	7,908,078	2
Catamaran CLO 2014-2 Ltd.	8,847,407	7,763,580	2
Grupo HIMA San Pablo, Inc.	6,909,329	7,105,000	1
<b>Total</b>	<b>\$ 164,320,310</b>	<b>\$ 175,253,315</b>	<b>37%</b>

Investment	December 31, 2014		
	Cost	Fair Value	%
Asset Manager Affiliates	\$ 60,292,677	\$ 72,326,000	15%
Katonah 2007-I CLO Ltd.	23,471,779	25,191,782	5
Trimaran Credit Facility	23,000,000	23,000,000	5
Crowley Holdings Preferred, LLC	10,206,016	10,418,302	2
Tank Partners Holdings, LLC	10,212,907	9,866,065	2
Catamaran CLO 2014-1 Ltd.	10,473,628	8,867,176	2
Catamaran CLO 2014-2 Ltd.	9,862,799	8,761,500	2
Restorix Health, Inc.	8,063,397	8,063,397	2
Catamaran CLO 2013- 1 Ltd.	7,492,702	7,874,910	2
Grupo HIMA San Pablo, Inc.	6,894,754	7,105,000	1
<b>Total</b>	<b>\$ 169,970,659</b>	<b>\$ 181,474,132</b>	<b>38%</b>

Excluding the Asset Manager Affiliates and CLO Fund securities, the Company's ten largest portfolio companies represented approximately 14% and 17% of the total fair value of the Company's investments at June 30, 2015 and December 31, 2014, respectively.

### **Investments in CLO Fund Securities**

The Company typically makes a minority investment in the most junior class of securities (typically preferred shares or subordinated securities) of CLO Funds managed by the Asset Manager Affiliates and may selectively invest in securities issued by CLO funds managed by other asset management companies. These securities also are entitled to recurring distributions which generally equal the net remaining cash flow of the payments made by the underlying CLO Fund's securities less contractual payments to senior bond holders, management fees and CLO Fund expenses. CLO Funds invest primarily in broadly syndicated non-investment grade loans, high-yield bonds and other credit instruments of corporate issuers. The underlying assets in each of the CLO Funds in which the Company has an investment are generally diversified secured or unsecured corporate debt. The CLO Funds are leveraged funds and any excess cash flow or "excess spread" (interest earned by the underlying securities in the fund less payments made to senior bond holders, fund expenses and management fees) is paid to the holders of the CLO Fund's subordinated securities or preferred shares.

### **Fair Value Measurements**

The Company follows the provisions of ASC 820: Fair Value, which among other matters, requires enhanced disclosures about investments that are measured and reported at fair value. This standard defines fair value and establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value and expands disclosures about assets and liabilities measured at fair value. ASC 820: Fair Value defines "fair value" as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This fair value definition focuses on an exit price in the principal, or most advantageous market, and prioritizes, within a measurement of fair value, the use of market-based inputs (which may be weighted or adjusted for relevance, reliability and specific attributes relative to the subject investment) over entity-specific inputs. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value. Subsequent to the adoption of ASC 820: Fair Value, the FASB has issued various staff positions clarifying the initial standard (see Note 2 – "Significant Accounting Policies—Investments").

ASC 820: Fair Value establishes the following three-level hierarchy, based upon the transparency of inputs to the fair value measurement of an asset or liability as of the measurement date:

Level I – Unadjusted quoted prices are available in active markets for identical investments as of the reporting date. The type of investments included in Level I include listed equities and listed securities. As required by ASC 820: Fair Value, the Company does not adjust the quoted price for these investments, even in situations where the Company holds a large position and a sale could reasonably affect the quoted price.

Level II – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date. Such inputs may be quoted prices for similar assets or liabilities, quoted markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full character of the financial instrument, or inputs that are derived principally from, or corroborated by, observable market information. Investments which are generally included in this category include illiquid debt securities and less liquid, privately held or restricted equity securities for which some level of recent trading activity has been observed.

Level III – Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs may be based on the Company's own assumptions about how market participants would price the asset or liability or may use Level II inputs, as adjusted, to reflect specific investment attributes relative to a broader market assumption. These inputs into the determination of fair value may require significant management judgment or estimation. Even if observable market data for comparable performance or valuation measures (earnings multiples, discount rates, other financial/valuation ratios, etc.) are available, such investments are grouped as Level III if any significant data point that is not also market observable (private company earnings, cash flows, etc.) is used in the valuation methodology.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and the Company considers factors specific to the investment. A majority of the Company's investments are classified as Level III. The Company evaluates the source of inputs, including any markets in which its investments are trading, in determining fair value. Inputs that are highly correlated to the specific investment being valued and those derived from reliable or knowledgeable sources will tend to have a higher weighting in determining fair value. Ongoing reviews by the Company's investment analysts, Chief Investment Officer, Valuation Committee and independent valuation firms (if engaged) may include factors such as an assessment of each underlying investment, its current and prospective operating and financial performance, consideration of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance factors, and other investment or industry specific market data, among other factors.

The following table summarizes the fair value of investments by the above ASC 820: Fair Value fair value hierarchy levels as of June 30, 2015 (unaudited) and December 31, 2014, respectively:

	As of June 30, 2015 (unaudited)			
	Level I	Level II	Level III	Total
Money market accounts	\$ —	\$ 16,457,816	\$ —	\$ 16,457,816
Debt securities	—	138,608,514	159,306,790	297,915,304
CLO Fund securities	—	—	78,448,455	78,448,455
Equity securities	—	—	7,542,085	7,542,085
Asset Manager Affiliates	—	—	73,737,000	73,737,000
<b>Total</b>	<b>\$ —</b>	<b>\$ 155,066,330</b>	<b>\$ 319,034,330</b>	<b>\$ 474,100,660</b>

  

	As of December 31, 2014			
	Level I	Level II	Level III	Total
Money market accounts	\$ —	\$ 1,602,741	\$ —	\$ 1,602,741
Debt securities	—	149,124,827	171,018,343	320,143,170
CLO Fund securities	—	—	77,514,902	77,514,902
Equity securities	—	—	8,119,681	8,119,681
Asset Manager Affiliates	—	—	72,326,000	72,326,000
<b>Total</b>	<b>\$ —</b>	<b>\$ 150,727,568</b>	<b>\$ 328,978,926</b>	<b>\$ 479,706,494</b>

As a BDC, the Company is required to invest primarily in the debt and equity of non-public companies for which there is little, if any, market-observable information. As a result a significant portion of the Company's investments at any given time will likely be deemed Level III investments.

Investment values derived by a third party pricing service are generally deemed to be Level III values. For those that have observable trades, the Company considers them to be Level II.

Values derived for debt and equity securities using comparable public/private companies generally utilize market-observable data from such comparables and specific, non-public and non-observable financial measures (such as earnings or cash flows) for the private, underlying company/issuer. Such non-observable company/issuer data is typically provided on a monthly or quarterly basis, is certified as correct by the management of the company/issuer and/or audited by an independent accounting firm on an annual basis. Since such private company/issuer data is not publicly available it is not deemed market-observable data and, as a result, such investment values are grouped as Level III assets.

Values derived for the Asset Manager Affiliates using comparable public/private companies utilize market-observable data and specific, non-public and non-observable financial measures (such as assets under management, historical and prospective earnings) for the Asset Manager Affiliates. The Company recognizes that comparable asset managers may not be fully comparable to the Asset Manager Affiliates and typically identifies a range of performance measures and/or adjustments within the comparable population with which to determine value. Since any such ranges and adjustments are entity specific they are not considered market-observable data and thus require a Level III grouping. Illiquid investments that have values derived through the use of discounted cash flow models and residual enterprise value models are grouped as Level III assets.

The Company's policy for determining transfers between levels is based solely on the previously defined three-level hierarchy for fair value measurement. Transfers between the levels of the fair value hierarchy are separately noted in the tables below and the reason for such transfer described in each table's respective footnotes. Investments measured at fair value for which the Company has used unobservable inputs to determine fair value are as follows:

<b>Six Months Ended June 30, 2015 (unaudited)</b>					
	<b>Debt Securities</b>	<b>CLO Fund Securities</b>	<b>Equity Securities</b>	<b>Asset Manager Affiliate</b>	<b>Total</b>
Balance, December 31, 2014	\$ 171,018,343	\$ 77,514,902	\$ 8,119,681	\$ 72,326,000	\$ 328,978,926
Transfers out of Level III	(21,995,810) <sup>1</sup>	—	—	—	(21,995,810)
Transfers into Level III	25,635,428 <sup>2</sup>	—	—	—	25,635,428
Net accretion of discount	128,484	(5,240,135)	—	—	(5,111,651)
Purchases	26,340,042	11,952,000	—	—	38,292,042
Sales / Paydowns	(42,119,713)	—	(317,340)	(2,350,586)	(44,787,639)
Total realized gain (loss) included in earnings	26,336	—	3,015	—	29,351
Total unrealized gain (loss) included in earnings	273,680	(5,778,312)	(263,271)	3,761,586	(2,006,317)
Balance, June 30, 2015	<u>\$ 159,306,790</u>	<u>\$ 78,448,455</u>	<u>\$ 7,542,085</u>	<u>\$ 73,737,000</u>	<u>\$ 319,034,330</u>
Changes in unrealized gains (losses) included in earnings related to investments still held at reporting date	<u>\$ 273,680</u>	<u>\$ (5,778,312)</u>	<u>\$ (263,271)</u>	<u>\$ 3,761,586</u>	<u>\$ (2,006,317)</u>

<sup>1</sup>Transfers out of Level III represent a transfer of \$21,995,810 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were observable as of June 30, 2015

<sup>2</sup>Transfers into Level III represent a transfer of \$25,635,428 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were unobservable as of June 30, 2015

<b>Year Ended December 31, 2014</b>					
	<b>Debt Securities</b>	<b>CLO Fund Securities</b>	<b>Equity Securities</b>	<b>Asset Manager Affiliate</b>	<b>Total</b>
Balance, December 31, 2013	\$ 198,097,374	\$ 79,452,220	\$ 11,006,399	\$ 76,148,000	\$ 364,703,993
Transfers out of Level III	(38,990,152) <sup>1</sup>	—	—	—	(38,990,152)
Transfers into Level III	1,982,110 <sup>2</sup>	—	—	—	1,982,110
Net accretion of discount	198,600	(11,102,015)	—	—	(10,903,415)
Purchases	132,079,152	22,421,847	2,216,847	545,979	157,263,825
Sales/Paydowns	(121,242,093)	(10,132,500)	(5,007,311)	(6,432,086)	(142,813,990)
Total realized gain (loss) included in earnings	(9,069,550)	5,575,498	(7,136,407)	—	(10,630,459)
Total unrealized gain (loss) included in earnings	7,962,902	(8,700,148)	7,040,153	2,064,107	8,367,014
Balance, December 31, 2014	<u>\$ 171,018,343</u>	<u>\$ 77,514,902</u>	<u>\$ 8,119,681</u>	<u>\$ 72,326,000</u>	<u>\$ 328,978,926</u>
Changes in unrealized gains (losses) included in earnings related to investments still held at reporting date	<u>\$ (1,448,794)</u>	<u>\$ (4,908,278)</u>	<u>\$ 424,306</u>	<u>\$ 2,064,107</u>	<u>\$ (3,868,659)</u>

<sup>1</sup>Transfers out of Level III represent a transfer of \$2,783,195 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were observable as of December 31, 2013

<sup>2</sup>Transfers into Level III represent a transfer of \$34,070,557 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were unobservable as of December 31, 2013.



As of June 30, 2015, the Company's Level II portfolio investments were valued by a third party pricing services for which the prices are not adjusted and for which inputs are observable or can be corroborated by observable market data for substantially the full character of the financial instrument, or by inputs that are derived principally from, or corroborated by, observable market information. The fair value of the Company's Level II portfolio investments was \$155,066,330 as of June 30, 2015.

As of June 30, 2015, the Company's Level III portfolio investments had the following valuation techniques and significant inputs:

Type	Fair Value	Primary Valuation Methodology	Unobservable Inputs	Range of Inputs (Weighted Average)
Debt Securities	\$ 2,547,600	Enterprise Value	Average EBITDA Multiple	7.2x
	\$ 156,758,190	Income Approach	Implied Discount Rate	2.9% - 17.9% (9.0%)
Equity Securities	\$ 1,000	Options Value	Qualitative Inputs <sup>1</sup>	
	\$ 7,539,085	Enterprise Value	Average EBITDA Multiple/WAAC	4.7x/11.9% - 13.7x/15.8% (7.9x/13.6%)
	\$ 3,000	Options Value	Qualitative Inputs <sup>1</sup>	
CLO Fund Securities	\$ 68,916,735	Discounted Cash Flow	Discount Rate	11% - 12% (11.4%)
			Probability of Default	2.0% - 2.5% (2.2%)
			Loss Severity	25.0% - 25.9% (25.6%)
			Recovery Rate	74.1% - 75.0% (74.4%)
			Prepayment Rate	0% - 35.8% (26.7%)
	\$ 9,531,720	Market Approach	Third Party Quote	80 (80)
Asset Manager Affiliate	\$ 73,737,000	Discounted Cash Flow	Discount Rate	1.95% - 11.00% (6.76%)
<b>Total Level III Investments</b>	<b>\$ 319,034,330</b>			

<sup>1</sup> The qualitative inputs used in the fair value measurements of the Debt Securities include estimates of the distressed liquidation value of the pledged collateral.

The significant unobservable inputs used in the fair value measurement of the Company's debt securities may include, among other things, broad market indices, the comparable yields of similar investments in similar industries, effective discount rates, average EBITDA multiples, and weighted average cost of capital. Significant increases or decreases in such comparable yields would result in a significantly lower or higher fair value measurement.

The significant unobservable inputs used in the fair value measurement of the Company's equity securities include the EBITDA multiple of similar investments in similar industries and the weighted average cost of capital. Significant increases or decreases in such inputs would result in a significantly lower or higher fair value measurement.

Significant unobservable input used in the fair value measurement of the Company's CLO Fund securities include default rates, recovery rates, prepayment rates, spreads, and the discount rate by which to value the resulting underlying cash flows. Such assumptions can vary significantly, depending on market data sources which often vary in depth and level of analysis, understanding of the CLO market, detailed or broad characterization of the CLO market and the application of such data to an appropriate framework for analysis. The application of data points are based on the specific attributes of each individual CLO Fund security's underlying assets, historic, current and prospective performance, vintage, and other quantitative and qualitative factors that would be evaluated by market participants. The Company evaluates the source of market data for reliability as an indicative market input, consistency amongst other inputs and results and also the context in which such data is presented. Significant increases or decreases in probability of default and loss severity inputs in isolation would result in a significantly lower or higher fair value measurement. In general, a change in the assumption of the probability of default is accompanied by a directionally similar change in the assumption used for the loss severity in an event of default. Significant increases or decreases in the discount rate in isolation would result in a significantly lower or higher fair value measurement.

The significant unobservable inputs used in the fair value measurement of the Asset Manager Affiliates is the discount rate used to present value prospective cash flows. Prospective revenues are generally based on a fixed percentage of the par value of CLO Fund assets under management and are recurring in nature for the term of the CLO Fund so long as the Asset Manager Affiliates manage the fund. As a result, the fees earned by the Asset Manager Affiliates are generally not subject to market value fluctuations in the underlying collateral. The discounted cash flow model incorporates different levels of discount rates depending on the hierarchy of fees earned (including the likelihood of realization of senior, subordinate and incentive fees) and prospective modeled performance. Significant increases or decreases in such discount rate would result in a significantly lower or higher fair value measurement.

## 5. ASSET MANAGER AFFILIATES

### *Wholly-Owned Asset Managers*

The Asset Manager Affiliates are wholly-owned portfolio companies. The Asset Manager Affiliates manage CLO Funds primarily for third party investors that invest in broadly syndicated loans, high yield bonds and other credit instruments issued by corporations. At June 30, 2015 and December 31, 2014, the Asset Manager Affiliates had approximately \$3.2 billion and \$3.0 billion, respectively, of par value of assets under management, and the Company's 100% equity interest in the Asset Manager Affiliates had a fair value of approximately \$74 million and \$72 million, respectively.

As a manager of the CLO Funds, the Asset Manager Affiliates receive contractual and recurring management fees from the CLO Funds for their management and advisory services. The annual fees which the Asset Manager Affiliates receive are generally based on a fixed percentage of assets under management (at par value and not subject to changes in market value), and the Asset Manager Affiliates generate net income equal to the amount by which their fee income exceeds their operating expenses, including compensation of their employees and income taxes. The management fees the Asset Manager Affiliates receive have three components - a senior management fee, a subordinated management fee and an incentive fee. Currently, all CLO Funds managed by the Asset Manager Affiliates are paying both their senior and subordinated management fees on a current basis. Additionally, three managed funds made incentive fee distributions during the quarter ended June 30, 2015.

For the three months ended June 30, 2015 and 2014, the Asset Manager Affiliates declared cash distributions of \$2.3 million and \$3.0 million to the Company, respectively. Any distributions from the Asset Manager Affiliates out of the estimated tax-basis earnings and profits are recorded as "Dividends from Asset Manager Affiliates" on the Company's statement of operations. The Company recognized \$1.2 million and \$1.4 million, respectively, of Dividends from Asset Manager Affiliates in the Statement of Operations for the three months ended June 30, 2015 and 2014. The difference between cash distributions received and the tax-basis earnings and profits of the distributing affiliate, are recorded as an adjustment to the cost basis in the Asset Manager Affiliate (i.e. tax-basis return of capital). Distributions receivable, if any, are reflected in the Due from Affiliates account on the consolidated balance sheets.

The tax attributes of distributions received from the Asset Manager Affiliates are determined on an annual basis. The Company makes an estimate of the tax-basis earnings and profits of the Asset Manager Affiliates on a quarterly basis, and any quarterly distributions received in excess of the estimated earnings and profits are recorded as return of capital (reduction in the cost basis of the investment in Asset Manager Affiliate).

The Asset Manager Affiliates' fair value is determined quarterly. The valuation is primarily determined utilizing a discounted cash flow model. See Note 2 - "Significant Accounting Policies" and Note 4 - "Investments" for further information relating to the Company's valuation methodology.

Effective January 1, 2010, the Asset Manager Affiliates adopted guidance encompassed in Accounting Standards Codification Topic 810, "Consolidation." The adoption of this new guidance had an impact on the disclosures relating to the Asset Manager Affiliates which had previously not been required, as its provisions require the Asset Manager Affiliates to consolidate certain of their managed CLO Funds that were not previously consolidated. As a result of the consolidation of the CLO Funds into the Asset Manager Affiliates, the financial results of the Asset Manager Affiliates indicate that they qualify as a "significant subsidiary" of the Company requiring the following additional disclosures. In addition, Katonah 2007-I CLO qualifies as "significant subsidiaries" of the Company and the Company is also required to make the additional disclosures about them below. These disclosures regarding the Asset Manager Affiliates and Katonah 2007-I CLO do not directly impact the financial position, results of operations, or cash flows of the Company.

**Asset Manager Affiliates**

Summarized Balance Sheet Information (unaudited)

	<b>As of June 30, 2015</b>	<b>As of December 31, 2014</b>
Investments of CLO Funds, at fair value	\$ 3,011,247,799	\$ 2,846,659,635
Restricted cash of CLO Funds	215,924,275	182,224,205
<b>Total assets</b>	<b>3,281,896,481</b>	<b>3,092,592,939</b>
CLO Fund liabilities at fair value	3,071,287,075	2,990,211,629
<b>Total liabilities</b>	<b>3,188,986,813</b>	<b>3,060,837,388</b>
Total Asset Manager Affiliates equity	32,292,146	34,780,345
Appropriated retained earnings of consolidated VIEs	60,617,522	(3,024,793)

**Asset Manager Affiliates**

Summarized Statements of Operations Information (unaudited)

	<b>For the three months ended June 30,</b>		<b>For the six months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Interest income - investments of CLO Funds	\$ 32,897,802	\$ 30,880,597	\$ 63,548,836	\$ 58,565,082
Total income	35,937,055	31,293,058	66,789,017	61,681,843
Interest expense of CLO Fund liabilities	35,014,717	24,529,997	78,771,749	49,055,196
Total expenses	51,653,612	35,302,843	100,132,585	66,209,005
Net realized and unrealized gains (losses)	84,097,927	(4,955,179)	100,417,283	(9,673,667)
Net gain (loss) attributable to noncontrolling interests in consolidated Variable Interest Entities	64,651,769	(10,799,619)	63,135,461	(18,258,038)
<b>Net income attributable to Asset Manager Affiliates</b>	<b>2,479,446</b>	<b>1,328,309</b>	<b>2,511,801</b>	<b>2,674,769</b>

**Katonah 2007-I CLO Ltd.**  
Summarized Balance Sheet Information (unaudited)

	As of June 30, 2015	As of December 31, 2014
Total investments at fair value	\$ 250,422,683	\$ 273,373,948
Cash	25,184,920	14,939,994
Total assets	276,097,856	288,945,330
CLO Debt at fair value	271,221,089	290,699,426
Total liabilities	278,099,340	292,730,723
Total Net Assets	(2,001,485)	(3,785,393)

**Katonah 2007-I CLO Ltd.**  
Summarized Statements of Operations Information (unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2015	2014	2015	2014
Interest income from investments	\$ 2,461,737	\$ 3,027,364	\$ 5,077,131	\$ 6,019,495
Total income	2,734,441	3,086,962	5,384,309	6,384,610
Interest expense	2,229,543	2,727,556	4,605,179	5,521,464
Total expenses	2,492,448	3,078,583	5,192,301	6,195,570
Net realized and unrealized gains (losses)	3,713,620	(4,847,359)	1,591,900	(6,516,459)
Increase (decrease) in net assets resulting from operations	3,955,613	(4,838,980)	1,783,908	(6,327,420)

As separately regarded entities for tax purposes, the Asset Manager Affiliates are taxed at normal corporate rates. In order to maintain its RIC status, any tax-basis dividends paid by the Asset Manager Affiliates to the Company would generally need to be distributed to the Company's shareholders. Generally, such tax-basis dividends of the Asset Manager Affiliates' income which was distributed to the Company's shareholders will be considered as qualified dividends for tax purposes. The Asset Manager Affiliates' taxable net income will differ from U.S. GAAP net income because of deferred tax temporary differences and permanent tax adjustments. Deferred tax temporary differences may include differences for the recognition and timing of amortization and depreciation, compensation related expenses, and net loss carryforward, among other things. Permanent differences may include adjustments, limitations or disallowances for meals and entertainment expenses, penalties, tax goodwill amortization and net operating loss carryforward.

Goodwill amortization for tax purposes was created upon the purchase of 100% of the equity interests in Katonah Debt Advisors prior to the Company's IPO in exchange for shares of the Company's stock valued at \$33 million. Although this transaction was a stock transaction rather than an asset purchase and thus no goodwill was recognized for U.S. GAAP purposes, such exchange was considered an asset purchase under Section 351(a) of the Code. At the time of the transfer, Katonah Debt Advisors had equity of approximately \$1 million resulting in tax goodwill of approximately \$32 million which is being amortized for tax purposes on a straight-line basis over 15 years, which accounts for an annual difference between U.S. GAAP income and taxable income by approximately \$2 million per year over such period.

Additional goodwill amortization for tax purposes was created upon the purchase of 100% of the equity interests in Trimaran Advisors by one of KCAP's affiliates, in exchange for shares of the Company's stock valued at \$25.5 million and cash of \$13.0 million. The transaction was considered an asset purchase under Section 351(a) of the Code and resulted in tax goodwill of approximately \$22.8 million which is being amortized for tax purposes on a straight-line basis over 15 years, which accounts for an annual difference between GAAP income and taxable income by approximately \$1.5 million per year over such period.

*Related Party Transactions*

On February 26, 2013, the Company entered into a senior credit agreement (the "Trimaran Credit Facility") with Trimaran Advisors, pursuant to which Trimaran Advisors may borrow from time to time up to \$20 million from the Company in order to provide capital necessary to support one or more of Trimaran Advisors' warehouse lines of credit and/or working capital in connection with Trimaran Advisors' warehouse activities. The Trimaran Credit Facility expires on November 20, 2017 and bears interest at an annual rate of 9.0%. Outstanding borrowings on the Trimaran Credit Facility are callable by the Company at any time. On April 15, 2013, the Trimaran Credit Facility was amended and upsized from \$20 million to \$23 million. At December 31, 2014, the par value of the outstanding loan was \$23 million. At June 30, 2015, there was no loan outstanding under the Trimaran Credit Facility. For the six months ended June 30, 2015, the Company recognized interest income of \$792,000 related to the Trimaran Credit Facility.

## 6. BORROWINGS

The Company's debt obligations consist of the following:

	<b>As of</b> <b>June 30, 2015</b> <b>(unaudited)</b>	<b>As of</b> <b>December 31, 2014</b>
Convertible Notes, due March 15, 2016	\$ 38,647,000	\$ 38,647,000
7.375% Notes Due 2019	\$ 41,400,000	\$ 41,400,000
Notes Issued by KCAP Senior Funding I, LLC (net of discount: 2015 - \$3,212,019; 2014 - \$3,512,407)	\$ 144,137,981	\$ 143,837,593

The weighted average stated interest rate and weighted average maturity on all our debt outstanding as of June 30, 2015 were 4.45% and 6.74 years, respectively, and as of December 31, 2014 were 4.43% and 7.23 years, respectively.

### *Convertible Notes*

On March 16, 2011, the Company issued \$55 million in aggregate principal amount of unsecured 8.75% convertible notes due March 2016 ("Convertible Notes"). On March 23, 2011, pursuant to an over-allotment option, the Company issued an additional \$5 million of such Convertible Notes for a total of \$60 million in aggregate principal amount. The net proceeds from the sale of the Convertible Notes, following underwriting expenses, were approximately \$57.7 million. Interest on the Convertible Notes is paid semi-annually in arrears on March 15 and September 15, at a rate of 8.75%, commencing September 15, 2011. The Convertible Notes mature on March 15, 2016 unless converted earlier. The Convertible Notes are senior unsecured obligations of the Company.

The Convertible Notes are convertible into shares of Company's common stock. As of June 30, 2015, the conversion rate was 133.59 shares of common stock per \$1,000 principal amount of Convertible Notes, which is equivalent to a conversion price of approximately \$7.49 per share of common stock. Upon conversion, the Company would issue the full amount of common stock or settle the conversion in cash, at its option, and retire the full amount of debt outstanding.

Upon conversion, unless a holder converts after a record date for an interest payment but prior to the corresponding interest payment date, the holder will receive a separate cash payment with respect to the Convertible Notes surrendered for conversion representing accrued and unpaid interest to, but not including the conversion date. Any such payment will be made on the settlement date applicable to the relevant conversion on the Convertible Notes.

No holder of Convertible Notes will be entitled to receive shares of the Company's common stock upon conversion to the extent (but only to the extent) that such receipt would cause such converting holder to become, directly or indirectly, a beneficial owner (within the meaning of Section 13(d) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder) of more than 5.0% of the shares of the Company's common stock outstanding at such time. The 5.0% limitation shall no longer apply following the effective date of any fundamental change.

Subject to certain exceptions, holders may require us to repurchase, for cash, all or part of their Convertible Notes upon a fundamental change at a price equal to 100% of the principal amount of the Convertible Notes being repurchased plus any accrued and unpaid interest up to, but excluding, the fundamental change repurchase date. In addition, in the case of certain fundamental changes and without duplication of the foregoing amount, the Company will also pay holders an amount in cash (or, in certain circumstances, shares of the Company's common stock) equal to the present value of the remaining interest payments on such notes through, and including, the maturity date.

In connection with the issuance of the Convertible Notes, the Company incurred approximately \$2.4 million of debt offering costs, which are being amortized over the term of the facility on an effective yield method, of which approximately \$244,000 remains to be amortized. On April 4, 2013, approximately \$9 million of the Company's 8.75% Convertible Notes were converted at a price basis per share of \$8.159 into 1,102,093 shares of KCAP common stock. On September 4, 2013, the Company purchased \$2.0 million face value of its own Convertible Notes at \$114.50 plus accrued interest. KCAP subsequently surrendered these notes to the Trustee for cancellation effective September 13, 2013. On October 9, 2014, the Company purchased approximately \$10.4 million face value of its own Convertible Notes at \$114.875 plus accrued interest. KCAP subsequently surrendered these notes to the Trustee for cancellation. Due to the cash conversion option embedded in the Convertible Notes, the Company applied the guidance in ASC 470-40-20, *Debt with Conversion and Other Options* and realized a loss on the extinguishment of this debt. For the six months ended June 30, 2015 there were no realized losses on extinguishment of debt. The indenture governing the Convertible Notes contains certain restrictive covenants, including compliance with certain provisions of the 1940 Act and conditions governing the undertaking of new debt.

For the three months ended June 30, 2015 and 2014, interest expense related to the Convertible Notes was approximately \$845,000 and \$1.1 million, respectively. For the six months ended June 30, 2015 and 2014, interest expense related to the Convertible Notes was approximately \$1.7 million and \$2.1 million, respectively.

The Convertible Notes have been analyzed for any features that would require its accounting to be bifurcated. There are no features that require accounting to be bifurcated, and as a result, they are recorded as a liability at their contractual amounts. At June 30, 2015, the Company was in compliance with all of its debt covenants.

*Fair Value of Convertible Notes.* The Company carries the Convertible Notes at cost. The Convertible Notes were issued in a private placement and there is no active trading of these notes. The estimated fair value of the Company's outstanding Convertible Notes was approximately \$40.2 million at June 30, 2015. The fair value was determined based on an indicative closing price as of June 30, 2015. The Convertible Notes are categorized as Level III following ASC 820: Fair Value.

#### *7.375% Notes Due 2019*

On October 10, 2012, the Company issued \$41.4 million in aggregate principal amount of unsecured 7.375% Notes due 2019. The net proceeds for these Notes, following underwriting expenses, were approximately \$39.9 million. Interest on the 7.375% Notes Due 2019 is paid quarterly in arrears on March 30, June 30, September 30 and December 30, at a rate of 7.375%, commencing December 30, 2012. The 7.375% Notes Due 2019 mature on September 30, 2019 and are senior unsecured obligations of the Company. The 7.375% Notes Due 2019 are subject to redemption in whole or in part at any time or from time to time, at the option of the Company, on or after September 30, 2015, at a redemption price per security equal to 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to the date fixed for redemption. In addition, due to the asset coverage test applicable to the Company as a BDC and a covenant that the Company agreed to in connection with the issuance of the 7.375% Notes Due 2019, the Company is limited in its ability to make distributions in certain circumstances. The indenture governing the 7.375% Notes Due 2019 contains certain restrictive covenants, including compliance with certain provisions of the 1940 Act relating to borrowing and dividends. At June 30, 2015, the Company was in compliance with all of its debt covenants.

For the three months ended June 30, 2015 and 2014, interest expense related to the 7.375% Notes Due 2019 was approximately \$763,000 for both periods. For the six months ended June 30, 2015 and 2014, interest expense related to the 7.375% Notes Due 2019 was approximately \$1.5 million for both periods.

In connection with the issuance of the 7.375% Notes Due 2019, the Company incurred approximately \$1.5 million of debt offering costs which are being amortized over the term of the facility on an effective yield method, of which approximately \$993,000 remains to be amortized, as recorded on the consolidated balance sheets in other assets.

*Fair Value of 7.375% Notes Due 2019.* The 7.375% Notes Due 2019 were issued in a public offering on October 10, 2012 and are carried at cost. The fair value of the Company's outstanding 7.375% Notes Due 2019 was approximately \$41.9 million at June 30, 2015. The fair value was determined based on the closing price on June 30, 2015 for the 7.375% Notes Due 2019. The 7.375% Notes Due 2019 are categorized as Level I under the ASC 820 Fair Value.

#### *KCAP Senior Funding I, LLC (Debt Securitization)*

On June 18, 2013, the Company completed the sale of notes in a \$140,000,000 debt securitization financing transaction. The notes offered in this transaction (the "KCAP Senior Funding I Notes") were issued by KCAP Senior Funding I, LLC, a newly formed special purpose vehicle (the "Issuer"), in which KCAP Senior Funding I Holdings, LLC, a wholly-owned subsidiary of the Company (the "Depositor"), owns all of the KCAP Senior Funding I Subordinated Notes (as defined below), and are backed by a diversified portfolio of bank loans. The indenture governing the KCAP Senior Funding I Notes contains an event of default that is triggered in the event that certain coverage tests are not met.

The secured notes (the “KCAP Senior Funding I Secured Notes”) were issued as Class A senior secured floating rate notes which have an initial face amount of \$77,250,000, are rated AAA (sf)/Aaa (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at the three-month LIBOR plus 1.50%, Class B senior secured floating rate notes which have an initial face amount of \$9,000,000, are rated AA (sf)/Aa2 (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at three-month LIBOR plus the 3.25%, Class C secured deferrable floating rate notes which have an initial face amount of \$10,000,000, are rated A (sf)/A2 (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at three-month LIBOR plus 4.25%, and Class D secured deferrable floating rate notes which have an initial face amount of \$9,000,000, are rated BBB (sf)/Baa2 (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at three-month LIBOR plus 5.25%. The Depositor retained all of the subordinated notes of the Issuer (the “KCAP Senior Funding I Subordinated Notes”), which have an initial face amount of \$34,750,000. The KCAP Senior Funding I Subordinated Notes do not bear interest and are not rated. Both the KCAP Senior Funding I Secured Notes and the KCAP Senior Funding I Subordinated Notes have a stated maturity on the payment date occurring in July, 2024, and are subject to a two year non-call period. The Issuer has a four year reinvestment period. The stated interest rate re-sets on a quarterly basis based upon the then-current level of the benchmark three-month LIBOR.

On December 8, 2014, the Company completed the sale of additional notes in a \$56,000,000 increase to the collateralized loan obligation transaction that originally closed on June 18, 2013 (the “Original Closing Date”). The issuance of additional notes was proportional across all existing classes of notes issued on the Original Closing Date.

Each class of secured Additional Issuance Securities (all such classes, collectively, the “Additional Issuance Offered Securities”) was issued as a pari passu sub-class of an existing class of notes issued on the Original Closing Date. Accordingly, the ratings given by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc. to each existing class of notes issued on the Original Closing Date will apply to each class of Additional Issuance Offered Securities that constitutes a related pari passu sub-class of such existing class of notes issued on the Original Closing Date.

The Additional Issuance Offered Securities were issued as Class A-2 senior secured floating rate notes which have an initial face amount of \$30,900,000, have a rating of AAA (sf)/Aaa (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at the three-month LIBOR plus 1.50%, Class B-2 senior secured floating rate notes which have an initial face amount of \$3,600,000, a rating of AA (sf)/Aa2 (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at three-month LIBOR plus 3.25%, Class C-2 secured deferrable floating rate notes which have an initial face amount of \$4,000,000, a rating of A (sf)/A2 (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at three-month LIBOR plus 4.25%, and Class D-2 secured deferrable floating rate notes which have an initial face amount of \$3,600,000, a rating of BBB (sf)/Baa2 (sf) by Standard & Poor’s Ratings Services and Moody’s Investors Service, Inc., respectively, and bear interest at three-month LIBOR plus 5.25%. The Depositor retained all of the subordinated Additional Issuance Securities of the Issuer (the “Additional Issuance Subordinated Notes”), which have an initial face amount of \$13,900,000. The Additional Issuance Subordinated Notes do not bear interest and are not rated. The Additional Issuance Securities have a stated maturity date of July 20, 2024 and are subject to a non-call period until the payment date on the Additional Issuance Securities occurring in July 2015. The Issuer has a reinvestment period to and including the payment date on the Additional Issuance Securities occurring in July 2017, or such earlier date as is provided in the indenture relating to the Additional Issuance Securities. In connection with the Additional Issuance Offered Securities, the Company incurred issuance costs and OID costs of approximately \$679,000 and \$896,000, respectively, which is included in other assets on the accompanying balance sheet.

As part of this transaction, the Company entered into a master loan sale agreement with the Depositor and the Issuer under which the Company sold or contributed certain bank loans to the Depositor, and the Depositor sold such loans to the Issuer in exchange for a combination of cash and the issuance of the KCAP Senior Funding I Subordinated Notes to the Depositor.

In connection with the issuance and sale of the KCAP Senior Funding I Notes, the Company has made customary representations, warranties and covenants in the purchase agreement by and between the Company, the Depositor, the Issuer and Guggenheim Securities, LLC, which served as the initial purchaser of the KCAP Senior Funding I Secured Notes. The KCAP Senior Funding I Secured Notes are the secured obligations of the Issuer, and an indenture governing the KCAP Senior Funding I Notes includes customary covenants and events of default. The KCAP Senior Funding I Notes were sold in a private placement transaction and have not been, and will not be, registered under the Securities Act of 1933, as amended, or any state “blue sky” laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or an applicable exemption from registration.

The Company serves as collateral manager to the Issuer under a collateral management agreement, which contains customary representations, warranties and covenants. Under the collateral management agreement, the Company will perform certain investment management functions, including supervising and directing the investment and reinvestment of the Issuer’s assets, as well as perform certain administrative and advisory functions.

In addition, because each of the Issuer and the Depositor are consolidated subsidiaries, the Company did not recognize any gain or loss on the transfer of any of our portfolio assets to such vehicles in connection with the issuance and sale of the KCAP Senior Funding I Notes.

As of June 30, 2015, there were 74 investments in portfolio companies with a total fair value of approximately \$195 million plus cash of \$8.6 million, collateralizing the secured notes of the Issuer. At June 30, 2015, there were unamortized issuance costs of approximately \$3.4 million included in other assets, and unamortized original issue discount, ("OID") costs of approximately \$3.2 million included in Notes issued by KCAP Senior Funding I, LLC liabilities in the accompanying consolidated balance sheet. The pool of loans in the securitization must meet certain requirements, including asset mix and concentration, collateral coverage, term, agency rating, minimum coupon, minimum spread and sector diversity requirements.

For the six months ended June 30, 2015, interest expense, including the amortization of deferred debt issuance costs and the discount on the face amount of the notes, was approximately \$2.5 million consisting of stated interest expense of approximately \$1.8 million, accreted discount of approximately \$300,000, and deferred debt issuance costs of approximately \$321,000. As of June 30, 2015, the stated interest charged under the securitization was based on current three month LIBOR, which was 0.28%. The classes, stated interest rates, spread over LIBOR, and stated interest expense are as follows:

	<u>Stated Interest Rate (1)</u>	<u>LIBOR Spread (basis points)</u>	<u>Interest Expense</u>
KCAP Senior Funding LLC Class A Notes	1.78%	150	\$ 484,288
KCAP Senior Funding LLC Class B Notes	3.53%	325	112,160
KCAP Senior Funding LLC Class C Notes	4.53%	425	160,002
KCAP Senior Funding LLC Class D Notes	5.53%	525	175,852
<b>Total</b>			<b>\$ 932,302</b>

(1) Stated Interest Rate (and thus periodic interest expense), will vary based upon prevailing 3 month LIBOR as of the reset date.

The amounts, ratings and interest rates (expressed as a spread to LIBOR) of the Class A, B, C, and D are as follows:

<u>Description</u>	<u>Class A Notes</u>	<u>Class B Notes</u>	<u>Class C Notes</u>	<u>Class D Notes</u>
Type	Senior Secured Floating Rate	Senior Secured Floating Rate	Secured Deferrable Floating Rate	Secured Deferrable Floating Rate
Amount Outstanding	\$ 108,150,000	\$12,600,000	\$14,000,000	\$12,600,000
Moody's Rating (sf)	"Aaa"	"Aa2"	"A2"	"Baa2"
Standard & Poor's Rating (sf)	"AAA"	"AA"	"A"	"BBB"
Interest Rate <sup>1</sup>	LIBOR + 1.50 %	LIBOR + 3.25 %	LIBOR + 4.25 %	LIBOR + 5.25 %
Stated Maturity	July, 2024	July, 2024	July, 2024	July, 2024
Junior Classes	B, C, D and Subordinated	C, D and Subordinated	D and Subordinated	Subordinated

<sup>1</sup> Three month LIBOR, which was 0.28% as of June 30, 2015



The Company's outstanding principal amounts, carrying values and fair values of the Class A, B, C and D Notes are as follows:

	<b>As of June 30, 2015 (unaudited)</b>		
	<b>Principal Amount</b>	<b>Carrying Value</b>	<b>Fair Value</b>
KCAP Senior Funding I, LLC Class A Notes	\$ 108,150,000	\$ 105,792,485	\$ 105,554,400
KCAP Senior Funding I, LLC Class B Notes	12,600,000	12,325,338	12,474,000
KCAP Senior Funding I, LLC Class C Notes	14,000,000	13,694,820	13,972,000
KCAP Senior Funding I, LLC Class D Notes	12,600,000	12,325,338	12,285,000
<b>Total</b>	<b>\$ 147,350,000</b>	<b>\$ 144,137,981</b>	<b>\$ 144,285,400</b>

*Fair Value of KCAP Senior Funding I.* The Company carries the KCAP Senior Funding I Notes at cost, net of unamortized discount of \$3,212,019. The fair value of the KCAP Senior Funding I Notes was approximately \$144.3 million at June 30, 2015. The fair values were determined based on third party indicative values. The KCAP Senior Funding I L.L.C. Notes are categorized as Level III under ASC 820: Fair Value.

## 7. DISTRIBUTABLE TAXABLE INCOME

Effective December 11, 2006, the Company elected to be treated as a RIC under the Code and adopted a December 31 tax-calendar year end. As a RIC, the Company is not subject to federal income tax on the portion of its taxable income and gains distributed currently to its stockholders as a dividend. The Company's quarterly distributions, if any, are determined by the Board of Directors. The Company anticipates distributing at least 90% of its taxable income and gains, within the Subchapter M rules, and thus the Company anticipates that it will not incur any federal or state income tax at the RIC level. As a RIC, the Company is also subject to a federal excise tax based on distributive requirements of its taxable income on a calendar year basis (e.g., calendar year 2015). Depending on the level of taxable income earned in a tax year, the Company may choose to carry forward taxable income in excess of current year distributions into the next tax year and pay a 4% excise tax on such income, to the extent required. The Company anticipates timely distribution of its taxable income within the tax rules, and the Company anticipates that it will not incur a US federal excise tax for the calendar year 2015.

The following reconciles net increase in net assets resulting from operations to taxable income for the six months ended June 30, 2015:

	<b>Six Months Ended June 30, 2015 (unaudited)</b>
Net increase in net assets resulting from operations	\$ 8,904,995
Net change in unrealized depreciation from investments	3,532,611
Excess capital gains over capital losses	(98,406)
Book/tax differences on CLO equity investments	914,207
Other book/tax differences	102,509
<b>Taxable income before deductions for distributions</b>	<b>\$ 13,355,916</b>
<b>Taxable income before deductions for distributions per weighted average basic shares for the period</b>	<b>\$ 0.36</b>

Tax-basis taxable income differs from net increase (decrease) in net assets resulting from operations primarily due to: (1) unrealized appreciation (depreciation) on investments, as investment gains and losses are not included in tax-basis taxable income until they are realized; (2) excess of capital losses over capital gains; (3) Book-to-tax differences on CLO equity investments; and (4) other non-deductible expenses including stock compensation expense that is not currently deductible for tax purposes.

Dividends from Asset Manager Affiliates are recorded based upon a quarterly estimate of tax-basis earnings and profits of each Asset Manager Affiliate. Distributions in excess of the estimated tax-basis quarterly earnings and profits of each distributing Asset Manager Affiliate are recognized as tax-basis return of capital. The actual tax-basis earnings and profits and resulting dividend and/or return of capital for the year will be determined at the end of the tax year for each distributing Asset Manager Affiliate. For the six months ended June 30, 2015 and 2014, the Asset Manager Affiliates declared cash distributions of \$5.0 million and \$6.0 million to the Company, respectively. The Company recognized \$2.6 million and \$2.8 million, respectively, of Dividends from Asset Manager Affiliates in the Statement of Operations for the six months ended June 30, 2015 and 2014. The difference of \$2.4 million and \$3.2 million, respectively, between cash distributions received and the tax-basis earnings and profits of the distributing affiliate, are recorded as an adjustment to the cost basis in the Asset Manager Affiliate (i.e. tax-basis return of capital), for the six months ended June 30, 2015 and 2014, respectively.

Distributions to shareholders that exceed tax distributable income (tax net investment income and realized gains, if any) are reported as distributions of paid-in capital (i.e. return of capital). The tax character of distributions is made on an annual (full calendar-year) basis. The determination of the tax attributes of our distributions is made at the end of the year based upon our taxable income for the full year and the distributions paid during the full year. Therefore, a determination of tax attributes made on a quarterly basis may not be representative of the actual tax attributes of distributions for a full year.

	<b>Six months ended June 30, 2015</b>	<b>Year ended December 31, 2014</b>
<i>Distributions paid from:</i>		
Ordinary income	\$ 7,645,458	\$ 26,807,154
Return of Capital	-	7,972,633
Total	<u>\$ 7,645,458<sup>1</sup></u>	<u>\$ 34,779,787</u>

(1) Comprised of the first quarter distribution paid in April and the second quarter distribution paid in July.

At June 30, 2015, the Company had a net capital loss carryforward of \$76.3 million to offset net capital gains, to the extent provided by federal tax law. Of the net capital loss carryforward, \$32.0 million will begin to expire in the tax year ending December 31, 2015. Of the net capital loss carryforward, \$44.5 million is not subject to expiration under the RIC Modernization Act of 2010.

On June 23, 2015, the Company's Board of Directors declared a distribution to shareholders of \$0.21 per share for a total of \$7.6 million. The record date was July 6, 2015 and the distribution was paid on July 27, 2015.

The Company adopted Financial Accounting Standards Board ASC Topic 740 Accounting for Uncertainty in Income Taxes (“ASC 740”) as of January 1, 2007. ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the consolidated financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company’s tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. The Company recognizes the tax benefits of uncertain tax positions only where the position is “more likely than not” to be sustained assuming examination by tax authorities. Management has analyzed the Company’s tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for open tax years (the last three fiscal years) or expected to be taken in the Company’s current year tax return. The Company identifies its major tax jurisdictions as U.S. Federal and New York State, and the Company is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months. Management’s determinations regarding ASC 740 may be subject to review and adjustment at a later date based upon factors including, but not limited to, an ongoing analysis of tax laws, regulations and interpretations thereof.

## **8. COMMITMENTS AND CONTINGENCIES**

From time-to-time the Company is a party to financial instruments with off-balance sheet risk in the normal course of business in order to meet the needs of the Company’s investment in portfolio companies. Such instruments include commitments to extend credit and may involve, in varying degrees, elements of credit risk in excess of amounts recognized on the Company’s balance sheet. Prior to extending such credit, the Company attempts to limit its credit risk by conducting extensive due diligence, obtaining collateral where necessary and negotiating appropriate financial covenants. As of June 30, 2015, the Company had a commitment under the Trimaran Credit Facility of \$23 million. As of December 31, 2014, the Trimaran Credit Facility was fully drawn and there was no remaining unfunded commitment thereunder. As of June 30, 2015 and December 31, 2014, the Company had no outstanding commitments to make investments in delayed draw senior secured loans.

## **9. STOCKHOLDERS’ EQUITY**

During the six months ended June 30, 2015 and 2014, the Company issued 107,613 and 37,932 shares, respectively, of common stock under its dividend reinvestment plan. As of June 30, 2015 and December 31, 2014, there were 702,111 and 623,983 shares of unvested restricted shares, respectively. There were 196,166 grants, 10,042 forfeitures, and 103,798 vested shares during the six months ended June 30, 2015. The total number of shares of the Company’s common stock issued and outstanding as of June 30, 2015 and December 31, 2014 was 37,032,825 and 36,775,127, respectively. During the quarter ended June 30, 2015, the Company repurchased 36,039 shares at an aggregate cost of approximately \$218,000 in connection with the vesting of restricted stock awards.

## **10. EQUITY INCENTIVE PLAN**

The Company has an equity incentive plan, established in 2006 and as amended in 2008 and most recently in June 2014, (the “Equity Incentive Plan”). The Company reserved 2,000,000 shares of common stock for issuance under the Equity Incentive Plan. The purpose of the Equity Incentive Plan is to provide officers and prospective employees of the Company with additional incentives and align the interests of its employees with those of its shareholders. Options granted under the Equity Incentive Plan are exercisable at a price equal to the fair market value (market closing price) of the shares on the day the option is granted. Restricted stock granted under the Equity Incentive Plan is granted at a price equal to the fair market value (market closing price) of the shares on the day such restricted stock is granted. Vesting of restricted stock awarded under the 2008 amendment of the Equity Incentive Plan will occur in two equal installments of 50%, on each of the third and fourth anniversaries of the grant date; vesting of restricted stock under the 2014 amended Equity Incentive Plan will vest in four equal installments of 25%, on each of the first four anniversaries of the grant date.

### *Stock Options*

On June 20, 2014, the Company’s Board of Directors approved the amended and restated Non-Employee Director Plan (the “Non-Employee Director Plan”), which was approved by shareholders on June 10, 2011. Accordingly, the annual grant of options to non-employee directors has been discontinued and replaced with an annual grant of shares of restricted stock as partial annual compensation for the services of the non-employee directors.

Information with respect to options granted, exercised and forfeited under the Equity Incentive Plan for the period January 1, 2014 through June 30, 2015 is as follows:

	Shares	Weighted Average Exercise Price per Share	Weighted Average Contractual Remaining Term (years)	Aggregate Intrinsic Value <sup>1</sup>
Options outstanding at January 1, 2014	50,000	\$ 7.72		
Granted	—	—		
Exercised	—	—		
Forfeited	—	—		
Options outstanding at December 31, 2014	50,000	\$ 7.72	4.4	\$ 77,600
Granted	—	—		
Exercised	—	—		
Forfeited	—	—		
Outstanding at June 30, 2015	<u>50,000</u>	\$ 7.72	3.9	\$ 44,000
Total vested at June 30, 2015	50,000	\$ 7.72	3.9	

<sup>1</sup> Represents the difference between the market value of shares of the Company and the exercise price of the options.

The Company uses a Binary Option Pricing Model (American, call option) to establish the expected value of all stock option grants. For the six months ended June 30, 2015 and 2014, the Company did not recognize any non-cash compensation expense related to stock options. At June 30, 2015, the Company had no remaining compensation costs related to unvested stock based awards.

#### *Restricted Stock*

Awards of restricted stock granted under the Non-Employee Director Plan vest as follows: 50% of the shares vest on the grant date and the remaining 50% of the shares vest on the earlier of:

- (i) the first anniversary of such grant, or
- (ii) the date immediately preceding the next annual meeting of shareholders.

On May 5, 2014, 5,000 shares of restricted stock were awarded to the Company's Board of Directors.

On June 20, 2014, the Company's Board of Directors approved the grant of 355,289 shares of restricted stock to the employees of the Company as partial compensation for their services. 25% of such awards will vest on each of the first four anniversaries of the grant date.

On May 21, 2015, 6,000 shares of restricted stock were awarded to the Company's Board of Directors.

On June 16, 2015, the Company received exemptive relief to repurchase shares of its common stock from its employees in connection with certain equity compensation plan arrangements. During the six months ended June 30, 2015, the Company repurchased 36,039 shares of common stock at an aggregate cost of approximately \$218,000 in connection with the vesting of employee's restricted stock, which is reflected as Treasury Stock at cost on the Consolidated Balance Sheet. These shares are not available to be reissued under the Company's Equity Incentive Plan.

On June 23, 2015, the Company's Board of Directors approved the grant of 190,166 shares, with a fair value of approximately \$1.2 million, of restricted stock to the employees of the Company as partial compensation for their services. 25% of such awards will vest on each of the first four anniversaries of the grant date. On June 23, 2015, the Company's Board of Directors also voted to amend the KCAP Financial, Inc. 2006 Equity Incentive Plan As Amended and Restated Effective June 23, 2015, to specify that shares withheld from an Award either to satisfy tax withholding requirements or the payment for the delivery of shares of Common Stock or Restricted Stock upon the exercise of options will not be returned to the plan reserve.

During the six months ended June 30, 2015, 103,798 shares of restricted stock vested and 10,042 shares of restricted stock were forfeited. As of June 30, 2015, after giving effect to these restricted stock awards, there were 702,111 shares of restricted stock outstanding. Information with respect to restricted stock granted, exercised and forfeited under the Plan for the period January 1, 2014 through June 30, 2015 is as follows:

	<b>Non-vested Restricted Shares</b>
Non-vested shares outstanding at January 1, 2014	272,998
Granted	360,289
Vested	(5,000)
Forfeited	(8,502)
Non-vested shares outstanding at December 31, 2014	619,785
Granted	196,166
Vested	(103,798)
Forfeited	(10,042)
Outstanding at June 30, 2015	<u>702,111</u>
<b>Total non-vested shares at June 30, 2015</b>	<b>702,111</b>

For the six months ended June 30, 2015, non-cash compensation expense related to restricted stock was approximately \$730,000; of this amount approximately \$332,000 was expensed at the Company, and approximately \$398,000 was a reimbursable expense allocated to the Asset Manager Affiliates. For the six months ended June 30, 2014, non-cash compensation expense related to restricted stock was approximately \$413,000; of this amount approximately \$218,000 was expensed at the Company and approximately \$195,000 was a reimbursable expense allocated to the Asset Manager Affiliates.

Dividends are paid on all outstanding shares of restricted stock, whether or not vested. In general, shares of unvested restricted stock are forfeited upon the recipient's termination of employment. As of June 30, 2015, the company had approximately \$4.5 million of total unrecognized compensation cost related to non-vested share-based awards. That cost is expected to be recognized over a weighted average period of 2.9 years.

## 11. OTHER EMPLOYEE COMPENSATION

The Company adopted a 401(k) plan ("401K Plan") effective January 1, 2007. The 401K Plan is open to all full time employees. The 401K Plan permits an employee to defer a portion of their total annual compensation up to the Internal Revenue Service annual maximum based on age and eligibility. The Company makes contributions to the 401K Plan of up to 2% of the Internal Revenue Service's annual maximum eligible compensation, which fully vests at the time of contribution. Approximately \$22,000 and \$35,000 was expensed during the six months ended June 30, 2015 and 2014, respectively, related to the 401K Plan.

The Company has also adopted a deferred compensation plan ("Profit-Sharing Plan") effective January 1, 2007. Employees are eligible for the Profit-Sharing Plan provided that they are employed and working with the Company to participate in at least 100 days during the year and remain employed as of the last day of the year. Employees do not make contributions to the Profit-Sharing Plan. On behalf of the employee, the Company may contribute to the Profit-Sharing Plan 1) up to 8.0% of all compensation up to the Internal Revenue Service annual maximum and 2) up to 5.7% excess contributions on any incremental amounts above the social security wage base limitation and up to the Internal Revenue Service annual maximum. Employees vest 100% in the Profit-Sharing Plan after five years of service. Approximately \$106,000 and \$124,000 was expensed during the six months ended June 30, 2015 and 2014, respectively, related to the Profit-Sharing Plan.

## 12. SUBSEQUENT EVENTS

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of June 30, 2015 for items that should potentially be recognized or disclosed in these financial statements. Management has determined that there are no material subsequent events that would require adjustment to, or disclosure in, these consolidated financial statements.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

In this Quarterly Report on Form 10-Q, "KCAP Financial," "Company," "we," "us," and "our" refer to KCAP Financial, Inc., and its wholly-owned subsidiaries.

The information contained in this section should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report and in conjunction with the financial statements and notes thereto in the Company's Form 10-K for the year ended December 31, 2014, as filed with the U.S. Securities and Exchange Commission (the "Commission" or the "SEC"). In addition, some of the statements in this report constitute forward-looking statements. The matters discussed in this Quarterly Report, as well as in future oral and written statements by management of KCAP Financial, that are forward-looking statements are based on current management expectations that involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. Important assumptions include our ability to originate new investments, achieve certain margins and levels of profitability, the availability of funds under our credit facility, the availability of additional capital, and the ability to maintain certain debt to asset ratios. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Quarterly Report should not be regarded as a representation by us that our plans or objectives will be achieved. The forward-looking statements contained in this Quarterly Report include statements as to:

- our future operating results;
- our business prospects and the prospects of our existing and prospective portfolio companies;
- the return or impact of current and future investments;
- our contractual arrangements and other relationships with third parties;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the financial condition and ability of our existing and prospective portfolio companies to achieve their objectives;
- our expected financings and investments;
- our regulatory structure and tax treatment;
- our ability to operate as a business development company and a registered investment company, including the impact of changes in laws or regulations governing our operations, or the operations of our portfolio companies;
- the adequacy of our cash resources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the impact of a protracted decline in the liquidity of credit markets on our business;
- the impact of fluctuations in interest rates on our business;
- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- our ability to recover unrealized losses;
- market conditions and our ability to access additional capital; and
- the timing, form and amount of any dividend distributions.

There are a number of important risks and uncertainties that could cause our actual results to differ materially from those indicated by such forward-looking statements. For a discussion of factors that could cause our actual results to differ from forward-looking statements contained in this Quarterly Report, please see the discussion in Part II, "Item 1A. Risk Factors", and in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. You should not place undue reliance on these forward-looking statements. The forward-looking statements made in this Quarterly Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances occurring after the date this Quarterly Report is filed with the SEC.

## GENERAL

We are an internally managed, non-diversified closed-end investment company that is regulated as a Business Development Company, or BDC under the Investment Company Act of 1940 (the “1940 Act”). We have three principal areas of investments:

First, the Company originates, structures, and invests in senior secured term loans and mezzanine debt primarily in privately-held middle market companies (the “Debt Securities Portfolio”). In addition, from time to time the Company may invest in the equity securities of privately held middle market companies.

Second, the Company has invested in asset management companies (Katonah Debt Advisors and Trimaran Advisors, collectively the “Asset Manager Affiliates”) that manage collateralized loan obligation funds (“CLOs”).

Third, the Company invests in debt and subordinated securities issued by CLOs (“CLO Fund Securities”). These CLO Fund Securities are primarily managed by our Asset Manager Affiliates, but from time-to-time the Company makes investments in CLO Fund Securities managed by other asset managers. The CLOs typically invest in broadly syndicated loans, high-yield bonds and other credit instruments.

The Company may also invest in other investments such as loans to larger, publicly-traded companies, high-yield bonds and distressed debt securities. The Company may also receive warrants or options to purchase common stock in connection with its debt investments.

In our Debt Securities Portfolio, our investment objective is to generate current income and, to a lesser extent, capital appreciation from the investments made by our middle market business in senior secured term loans, mezzanine debt and selected equity investments in privately-held middle market companies. We define the middle market as comprising of companies with earnings before interest, taxes, depreciation and amortization (“EBITDA”) of \$10 million to \$50 million and/or total debt of \$25 million to \$150 million. We primarily invest in first and second lien term loans which, because of their priority in a company’s capital structure, we expect will have lower default rates and higher rates of recovery of principal if there is a default and which we expect will create a stable stream of interest income. The investments in our Debt Securities Portfolio are all or predominantly below investment grade, and have speculative characteristics with respect to the issuer’s capacity to pay interest and repay principal. While our primary investment focus is on making loans to, and selected equity investments in, privately-held middle market companies, we may also invest in other investments such as loans to smaller companies or larger, publicly-traded companies, high-yield bonds and distressed debt securities. We may also receive warrants or options to purchase common stock in connection with our debt investments.

From our Asset Manager Affiliates investment, we expect to receive recurring cash distributions and to generate capital appreciation through the addition of new CLO Funds managed by our Asset Manager Affiliates. The Asset Manager Affiliates manage CLO Funds that invest in broadly syndicated loans, high-yield bonds and other credit instruments. Collectively, the Asset Manager Affiliates have approximately \$3.2 billion of par value assets under management as of June 30, 2015. The Asset Manager Affiliates are registered under the Investment Advisers Act of 1940, and are managed independently from the Company by a separate portfolio management team.

In addition, our investments in CLO Fund Securities, which are primarily made up of a minority investment in the subordinated securities or preferred stock of CLO Funds raised and managed by our Asset Manager Affiliates, are anticipated to provide the Company with recurring cash distributions and complement the growth of our Asset Manager Affiliates.

We intend to grow our entire portfolio of investments by raising additional capital, including through the prudent use of leverage available to us. As a BDC, we are limited in the amount of leverage we can incur under the 1940 Act. We are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowing.

We have elected to be treated for U.S. federal income tax purposes as a RIC and intend to operate in a manner to maintain our RIC status. As a RIC, we intend to distribute to our stockholders substantially all of our net ordinary taxable income and the excess of realized net short-term capital gains over realized net long-term capital losses, if any, for each year. To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements. Pursuant to this election, we generally will not have to pay corporate-level U.S. federal income taxes on any income that we timely distribute to our stockholders.

## PORTFOLIO AND INVESTMENT ACTIVITY

Our primary investments are: (1) lending to and investing in middle-market businesses through investments in senior secured loans, junior secured loans, subordinated/mezzanine debt investments, and other equity investments, which may include warrants, (2) our investments in our Asset Manager Affiliates, which manage portfolios of broadly syndicated loans, high-yield bonds and other credit instruments, and (3) CLO Fund Securities.

Total portfolio investment activity (excluding activity in time deposit and money market investments) for the six months ended June 30, 2015 (unaudited) and for the year ended December 31, 2014 was as follows:

	<u>Debt Securities</u>	<u>CLO Fund Securities</u>	<u>Equity Securities</u>	<u>Asset Manager Affiliates</u>	<u>Total Portfolio</u>
Fair Value at December 31, 2013	\$ 266,830,427	\$ 79,452,220	\$ 11,006,398	\$ 76,148,000	\$ 433,437,045
2014 Activity:					
Purchases / originations / draws	224,513,503	22,421,847	2,216,847	545,979	249,698,176
Pay-downs / pay-offs / sales	(168,429,374)	(10,132,500)	(5,007,311)	(6,432,086)	(190,001,271)
Net accretion of interest	410,718	(11,102,015)	—	—	(10,691,297)
Net realized losses	(8,823,507)	5,575,498	(7,136,408)	—	(10,384,417)
Increase (decrease) in fair value	<u>5,641,403</u>	<u>(8,700,148)</u>	<u>7,040,155</u>	<u>2,064,107</u>	<u>6,045,517</u>
Fair Value at December 31, 2014	320,143,170	77,514,902	8,119,681	72,326,000	478,103,753
Year to Date 2015 Activity:					
Purchases / originations / draws	36,166,881	11,952,000	—	—	48,118,881
Pay-downs / pay-offs / sales	(57,444,864)	—	(317,340)	(2,350,586)	(60,112,790)
Net accretion of interest	207,338	(5,240,135)	—	—	(5,032,797)
Net realized gains (losses)	95,393	—	3,015	—	98,408
Increase (decrease) in fair value	<u>(1,252,614)</u>	<u>(5,778,312)</u>	<u>(263,271)</u>	<u>3,761,586</u>	<u>(3,532,611)</u>
Fair Value at June 30, 2015	<u>\$ 297,915,304</u>	<u>\$ 78,448,455</u>	<u>\$ 7,542,085</u>	<u>\$ 73,737,000</u>	<u>\$ 457,642,844</u>

The level of investment activity for investments funded and principal repayments for our investments can vary substantially from period to period depending on the number and size of investments that we invest in or divest of, and many other factors, including the amount and competition for the debt and equity securities available to middle market companies, the level of merger and acquisition activity for such companies and the general economic environment.

The following table shows the Company's portfolio by security type at June 30, 2015 and December 31, 2014:

Security Type	June 30, 2015 (unaudited)			December 31, 2014		
	Cost	Fair Value	% <sup>1</sup>	Cost	Fair Value	% <sup>1</sup>
Money Market Accounts <sup>3</sup>	\$ 16,457,816	\$ 16,457,816	6	\$ 1,602,741	\$ 1,602,741	1
Senior Secured Loan	220,875,385	217,535,523	84	220,965,922	218,329,860	86
Junior Secured Loan	40,194,817	39,898,155	15	38,664,199	38,569,006	15
Senior Unsecured Loan	10,143,525	10,143,525	4	33,066,984	33,066,984	13
First Lien Bond	2,972,088	2,547,600	1	2,962,507	2,580,000	1
Senior Subordinated Bond	4,375,084	4,278,531	2	4,295,544	4,240,301	2
Senior Unsecured Bond	11,527,830	11,618,855	5	11,208,178	11,386,218	4
Senior Secured Bond	1,512,620	1,481,700	1	1,515,584	1,552,500	1
CLO Fund Securities	97,601,049	78,448,455	30	90,889,190	77,514,901	30
Equity Securities	8,514,487	7,542,085	3	8,828,812	8,119,681	3
Preferred Securities	10,308,332	10,411,415	4	10,206,016	10,418,302	4
Asset Manager Affiliates <sup>2</sup>	57,942,090	73,737,000	29	60,292,677	72,326,000	28
<b>Total</b>	<u>\$ 482,425,123</u>	<u>\$ 474,100,660</u>	<u>184%</u>	<u>\$ 484,498,354</u>	<u>\$ 479,706,494</u>	<u>188%</u>

<sup>1</sup> Represents percentage of Net Asset Value.

<sup>2</sup> Represents the equity investment in the Asset Manager Affiliates.

<sup>3</sup> Includes restricted cash held under employee benefit plans.



## Debt Securities Portfolio

At June 30, 2015 and December 31, 2014, our investments in income producing loans and debt securities, excluding CLO Fund securities, had a weighted average interest rate of approximately 7.3% for both periods.

The investment portfolio (excluding the Company's investment in Asset Manager Affiliates and CLO Funds) at June 30, 2015 was spread across 25 different industries and 103 different entities with an average balance per entity of approximately \$3.0 million. As of June 30, 2015, all but one of our portfolio companies were current on their debt service obligations.

We may invest up to 30% of our investment portfolio in "Non-qualifying" opportunistic investments such as high-yield bonds, debt and equity securities of CLO Funds, foreign investments, and distressed debt or equity securities of public companies. At June 30, 2015 and December 31, 2014, the total amount of non-qualifying assets was approximately 21% for both periods. The majority of non-qualifying assets were foreign investments which was approximately 16% of the Company's total assets, for both periods (including the Company's investments in CLO Funds, which are typically domiciled outside the U.S. and represented approximately 16% of its total assets on such dates), for both periods. The investments in our Debt Securities Portfolio are all or predominantly below investment grade, and therefore have speculative characteristics with respect to the issuer's capacity to pay interest and repay principal.

The following tables detail the ten largest portfolio companies (at fair value) as of June 30, 2015 and December 31, 2014:

Investment	June 30, 2015 (unaudited)		
	Cost	Fair Value	%
Asset Manager Affiliates	\$ 57,942,090	\$ 73,737,000	16%
Katonah 2007-I CLO Ltd.	23,740,077	24,674,912	5
US Bank Money Market Account	16,208,632	16,208,632	3
Crowley Holdings Preferred, LLC	10,308,332	10,411,415	2
Tank Partners Holdings, LLC	10,416,387	9,788,240	2
Catamaran CLO 2015-1 Ltd.	12,132,538	9,531,720	2
Restorix Health, Inc.	8,124,738	8,124,738	2
Catamaran CLO 2014-1 Ltd.	9,690,780	7,908,078	2
Catamaran CLO 2014-2 Ltd.	8,847,407	7,763,580	2
Grupo HIMA San Pablo, Inc.	6,909,329	7,105,000	1
Total	<u>\$ 164,320,310</u>	<u>\$ 175,253,315</u>	<u>37%</u>

Investment	December 31, 2014		
	Cost	Fair Value	%
Asset Manager Affiliates	\$ 60,292,677	\$ 72,326,000	15%
Katonah 2007-I CLO Ltd.	23,471,779	25,191,782	5
Trimaran Credit Facility	23,000,000	23,000,000	5
Crowley Holdings Preferred, LLC	10,206,016	10,418,302	2
Tank Partners Holdings, LLC	10,212,907	9,866,065	2
Catamaran CLO 2014-1 Ltd.	10,473,628	8,867,176	2
Catamaran CLO 2014-2 Ltd.	9,862,799	8,761,500	2
Restorix Health, Inc.	8,063,397	8,063,397	2
Catamaran CLO 2013- 1 Ltd.	7,492,702	7,874,910	2
Grupo HIMA San Pablo, Inc.	6,894,754	7,105,000	1
Total	\$ 169,970,659	\$ 181,474,132	38%

Excluding the Asset Manager Affiliates and CLO Fund securities, the Company's ten largest portfolio companies represented approximately 14% and 17% of the total fair value of the Company's investments at June 30, 2015 and December 31, 2014, respectively.

The industry concentrations based on the fair value of the Company's investment portfolio as of June 30, 2015 and December 31, 2014, were as follows:

Industry Classification	June 30, 2015 (unaudited)			December 31, 2014		
	Cost	Fair Value	% <sup>1</sup>	Cost	Fair Value	% <sup>1</sup>
Aerospace and Defense	\$ 9,962,961	\$ 9,507,015	4.0%	\$ 10,059,487	\$ 9,533,092	4%
Asset Management Company <sup>2</sup>	57,942,090	73,737,000	30.0	60,292,677	72,326,000	28
Portfolio Company Loan	-	-	-	23,000,000	23,000,000	9
Automotive	8,338,128	8,288,792	3.0	8,362,956	8,312,548	3
Banking, Finance, Insurance & Real Estate	6,883,390	6,932,029	3.0	7,660,721	7,639,366	3
Beverage, Food and Tobacco	26,075,029	25,908,282	10.0	17,974,974	17,883,421	7
Capital Equipment	9,503,020	10,144,194	4.0	9,486,407	10,351,329	4
Chemicals, Plastics and Rubber	9,813,938	9,817,440	4.0	6,348,226	6,210,253	2
CLO Fund Securities	97,601,049	78,448,455	30.0	90,889,190	77,514,901	31
Construction & Building	1,985,014	1,985,000	1.0	-	-	-
Consumer goods: Durable	14,308,915	13,799,538	5.0	13,876,482	13,301,207	5
Consumer goods: Non-durable	13,470,912	13,389,057	5.0	13,535,975	13,314,952	5
Containers, Packaging and Glass	2,916,649	2,930,328	1.0	2,992,443	2,946,734	1
Energy: Oil & Gas	14,071,674	12,659,600	5.0	13,866,208	13,289,753	5
Environmental Industries	12,836,897	12,869,296	5.0	12,942,593	12,911,017	5
Forest Products & Paper	5,902,645	5,939,900	2.0	5,917,051	5,942,523	2
Healthcare & Pharmaceuticals	64,268,378	62,621,277	24.0	66,186,412	65,720,782	27
High Tech Industries	10,837,095	10,924,468	4.0	14,457,495	14,419,110	6
Hotel, Gaming & Leisure	3,219,576	2,825,862	1.0	3,392,481	2,962,315	1
Media: Advertising, Printing & Publishing	11,239,642	10,844,244	4.0	11,318,815	11,396,027	4
Media: Broadcasting & Subscription	10,468,451	10,360,599	4.0	14,477,078	14,409,401	6
Metals & Mining	228,563	1,000	-	228,563	1,000	-
Retail	4,389,620	4,028,444	2.0	4,234,086	3,773,847	1
Services: Business	20,521,595	20,426,472	8.0	16,550,255	16,066,421	6
Services: Consumer	6,542,350	6,577,250	3.0	6,798,372	6,752,521	3
Telecommunications	15,111,618	14,979,978	6.0	22,030,434	21,865,864	9
Time Deposit and Money Market Accounts <sup>3</sup>	16,457,815	16,457,816	6.0	1,602,741	1,602,741	1
Transportation: Cargo	21,724,053	21,876,962	8.0	20,156,700	20,455,941	8
Utilities: Electric	5,804,056	5,820,362	2.0	5,859,532	5,803,428	2
Total	\$482,425,123	\$474,100,660	184%	\$484,498,354	\$479,706,494	188%

<sup>1</sup> Calculated as a percentage of Net Asset Value.

<sup>2</sup> Represents the equity investment in the Asset Manager Affiliates.

<sup>3</sup> Includes restricted cash held under employee benefit plans.

## CLO Fund Securities

We typically make a minority investment in the subordinated securities or preferred stock of CLO Funds raised and managed by our Asset Manager Affiliates and may selectively invest in securities issued by CLO Funds managed by other asset management companies. As of June 30, 2015, we had approximately \$78 million invested in CLO Fund Securities, issued primarily by funds managed by our Asset Manager Affiliates.

The CLO Funds invest primarily in broadly syndicated non-investment grade loans, high-yield bonds and other credit instruments of corporate issuers. The underlying assets in each of the CLO Fund Securities in which we have an investment are generally diversified secured or unsecured corporate debt.

Our CLO Fund Securities as of June 30, 2015 and December 31, 2014 are as follows:

CLO Fund Securities	Investment	% <sup>1</sup>	June 30, 2015		December 31, 2014	
			Cost	Fair Value	Cost	Fair Value
Grant Grove CLO, Ltd.	Subordinated Securities	22.2%	\$ 2,498,355	\$ 522,005	\$ 2,254,638	\$ 469,132
Katonah III, Ltd. <sup>3</sup>	Preferred Shares	23.1	1,361,891	375,000	1,015,334	400,000
Katonah VII CLO Ltd. <sup>2</sup>	Subordinated Securities	16.4	3,530,488	1,000	3,563,252	1,000
Katonah VIII CLO Ltd. <sup>2</sup>	Subordinated Securities	10.3	2,706,408	20,000	2,755,267	100,000
Katonah IX CLO Ltd. <sup>2</sup>	Preferred Shares	6.9	1,203,124	493,427	1,262,496	594,988
Katonah X CLO Ltd. <sup>2</sup>	Subordinated Securities	33.3	8,932,776	4,686,406	8,910,471	4,863,001
Katonah 2007-I CLO Ltd. <sup>2</sup>	Preferred Shares	100.0	23,740,077	24,674,912	23,471,779	25,191,782
Trimaran CLO IV, Ltd. <sup>2</sup>	Preferred Shares	19.0	—	—	11,094	900,000
Trimaran CLO V, Ltd. <sup>2</sup>	Subordinated Notes	20.8	142,490	675,000	1,292,698	1,657,020
Trimaran CLO VI, Ltd. <sup>2</sup>	Income Notes	16.2	—	—	1,531,142	1,950,000
Trimaran CLO VII, Ltd. <sup>2</sup>	Income Notes	10.5	1,340,875	2,042,214	1,399,074	2,084,394
Catamaran CLO 2012-1 Ltd. <sup>2</sup>	Subordinated Notes	24.9	7,507,610	5,052,888	7,994,677	5,793,924
Catamaran CLO 2012-1 Ltd. <sup>2</sup>	Class F Notes	42.9	3,949,318	4,060,000	3,917,442	4,160,000
Catamaran CLO 2013-1 Ltd. <sup>2</sup>	Subordinated Notes	23.5	6,881,847	6,963,300	7,492,702	7,874,910
Dryden 30 Senior Loan Fund	Subordinated Notes	7.5	1,712,276	2,368,925	10,473,628	8,867,176
Catamaran CLO 2014-1 Ltd. <sup>2</sup>	Subordinated Notes	24.9	9,690,780	7,908,078	1,417,376	1,340,000
Catamaran CLO 2014-1 Ltd. <sup>2</sup>	Class E Notes	15.1	1,422,789	1,310,000	2,263,321	2,506,075
Catamaran CLO 2014-2 Ltd. <sup>2</sup>	Subordinated Notes	24.9	8,847,407	7,763,580	9,862,799	8,761,500
Catamaran CLO 2015-1 Ltd. <sup>2</sup>	Subordinated Notes	24.0	12,132,538	9,531,720	—	—
Total			<u>\$ 97,601,049</u>	<u>\$ 78,448,455</u>	<u>\$ 90,889,190</u>	<u>\$ 77,514,902</u>

<sup>1</sup> Represents percentage of class held.

<sup>2</sup> A CLO Fund managed by an Asset Manager Affiliate.

<sup>3</sup> As of June 30, 2015, this CLO Fund security was not providing a dividend distribution.

## **Asset Manager Affiliates**

The Asset Manager Affiliates are our wholly-owned asset management companies that manage CLO Funds that invest in broadly syndicated loans, high yield bonds and other credit instruments. The CLO Funds managed by our Asset Manager Affiliates consist primarily of credit instruments issued by corporations. As of June 30, 2015, our Asset Manager Affiliates had approximately \$3.2 billion of par value of assets under management on which they earn management fees, and were valued at approximately \$74 million.

All CLO Funds managed by the Asset Manager Affiliates are currently paying all senior and subordinate management fees. In addition, in the second quarter of 2015, our Asset Manager Affiliates received incentive fees from three funds.

## **RESULTS OF OPERATIONS**

The principal measure of our financial performance is the net increase (decrease) in stockholders' equity resulting from operations, which includes net investment income (loss) and net realized and unrealized appreciation (depreciation). Net investment income (loss) is the difference between our income from interest, distributions, fees, and other investment income and our operating expenses. Net realized gain (loss) on investments, is the difference between the proceeds received from dispositions of portfolio investments and their amortized cost. Net change in unrealized appreciation (depreciation) on investments is the net change in the fair value of our investment portfolio.

Set forth below is a discussion of our results of operations for the three and six months ended June 30, 2015 and 2014.

### *Revenue*

Revenues consist primarily of investment income from interest and dividends on our investment portfolio and various ancillary fees related to our investment holdings.

*Interest from Investments in Debt Securities.* We generate interest income from our investments in debt securities that consist primarily of senior and junior secured loans. Our debt securities portfolio is spread across multiple industries and geographic locations, and as such, we are broadly exposed to market conditions and business environments. As a result, although our investments are exposed to market risks, we continuously seek to limit concentration of exposure in any particular sector or issuer.

*Investment Income on Investments in CLO Fund Securities.* We generate investment income from our investments in the securities (typically preferred shares or subordinated securities) of CLO Funds managed by our Asset Manager Affiliates and selective investments in securities issued by CLO Funds managed by other asset management companies. CLO Funds managed by our Asset Manager Affiliates and those managed by non-affiliates invest primarily in broadly syndicated non-investment grade loans, high-yield bonds and other credit instruments of corporate issuers. The Company distinguishes CLO Funds managed by its Asset Manager Affiliates as “CLO Fund Securities Managed by Affiliates”, in its financial consolidated statements. The underlying assets in each of the CLO Funds in which we have an investment are generally diversified secured or unsecured corporate debt. Our CLO Fund Securities that are subordinated securities or preferred shares (“junior securities”) are subordinated to senior note holders who typically receive a return on their investment at a fixed spread relative to the LIBOR index. The CLO Funds are leveraged funds and any excess cash flow or “excess spread” (interest earned by the underlying securities in the fund less payments made to senior bond holders and less fund expenses and management fees) is paid to the holders of the CLO Fund’s subordinated securities or preferred shares. The level of excess spread from CLO Fund Securities can be impacted by the timing and level of the resetting of the benchmark interest rate for the underlying assets (which reset at various times throughout the quarter) in the CLO Fund and the related CLO Fund note liabilities (which reset at each quarterly distribution date); in periods of short-term and volatile changes in the benchmark interest rate, the levels of excess spread and resulting cash distributions to us can vary significantly.

Interest income on investments in CLO equity investments is recorded using the effective interest method in accordance with the provisions of ASC 325-40, Beneficial Interests in Securitized Financial Assets (“ASC 325-40”), based on the anticipated yield and the estimated cash flows over the projected life of the investment. Yields are revised when there are changes in actual or estimated projected future cash flows due to changes in prepayments and/or re-investments, credit losses or asset pricing. Changes in estimated yield are recognized as an adjustment to the estimated yield prospectively over the remaining life of the investment from the date the estimated yield was changed. Accordingly, investment income recognized on CLO equity securities in the GAAP statement of operations differs from both the tax-basis investment income and from the cash distributions actually received by the Company during the period. As a RIC, the Company anticipates a timely distribution of its tax-basis taxable income.

For non-junior class CLO Fund securities, such as our investment in the Class F notes of the Catamaran 2012-1 and the Class E notes of Catamaran 2014-1, interest is earned at a fixed spread relative to the LIBOR index.

*Distributions from Asset Manager Affiliates.* We receive cash distributions from our investment in our Asset Manager Affiliates, which are wholly-owned and manage CLO Funds that invest primarily in broadly syndicated non-investment grade loans, high yield bonds and other credit instruments issued by corporations. As managers of CLO Funds, our Asset Manager Affiliates receive contractual and recurring management fees from the CLO Funds for their management and advisory services. In addition, our Asset Manager Affiliates may also earn income related to net interest on assets accumulated for future CLO issuances on which they have taken a first loss position in connection with loan warehouse arrangements for their CLO Funds. The annual management fees that our Asset Manager Affiliates receive are generally based on a fixed percentage of the par value of assets under management and are recurring in nature for the term of the CLO Fund so long as the Asset Manager Affiliates manage the fund. As a result, the annual management fees earned by our Asset Manager Affiliates generally are not subject to market value fluctuations in the underlying collateral. Our Asset Manager Affiliates may receive incentive fees provided such CLO Funds have achieved a minimum investment return to holders of their subordinated securities or preferred shares as per the terms of each CLO Fund management agreement. During the three and six months ended June 30, 2015, the Asset Manager Affiliates received incentive fees from three funds.

The Asset Manager Affiliates are expected to pay future distributions to the Company based upon their after-tax free cash flow, which generally will be dependent upon the maintenance and growth in their assets under management and incentive fees. As a result of tax-basis goodwill amortization and certain other tax-related adjustments, portions of distributions received may be deemed return of capital. As amortizing funds which are paying incentive fees are redeemed, we expect incentive fees available for distribution to diminish. During the three and six months ended June 30, 2015, three CLO Funds have achieved the minimum investment return threshold and are paying the Asset Manager Affiliates incentive fees. The fair value of our investment in our Asset Manager Affiliates was approximately \$74 million at June 30, 2015, with an unrealized gain of approximately \$3.8 million. For the three months ended June 30, 2015 and 2014, we recognized dividend income of approximately \$1.2 million and \$1.4 million from the Asset Manager Affiliates, respectively, while cash distributions received were \$2.3 million and \$3.0 million for those periods, respectively. For the six months ended June 30, 2015 and 2014, we recognized dividend income of approximately \$2.6 million and \$2.8 million from the Asset Manager Affiliates, respectively, while cash distributions received were \$5.0 million and \$6.0 million for those periods, respectively. The difference between cash distributions received and the tax-basis earnings and profits is recorded as an adjustment to the cost basis of the Asset Manager Affiliates investments. For interim periods, the Company estimates the tax attributes of any distributions as being either tax-basis earnings and profits (i.e. dividend income) or return of capital (i.e. adjustment to the Company’s cost basis in the Asset Manager Affiliates). The final determination of the tax attributes of distributions from our Asset Manager Affiliates is made on an annual (full calendar year) basis at the end of the year based upon taxable income and distributions for the full-year. Therefore, any estimate of tax attributes of distributions made on a quarterly basis may not be representative of the actual tax attributes of distributions for a full year. CLO Funds typically have automatic orderly wind-down features following an initial period of reinvestment. Thus, with all else being equal, as managed CLO Fund portfolios age, projected future assets under management (and associated management fees) will naturally decline, resulting in a reduction in fair value of our Asset Manager Affiliates. On the other hand, mandates to manage new CLO Fund portfolios will generally result in an increase in the fair value of our investment in our Asset Manager Affiliates. The aggregate of par value of assets under management by our Asset Manager Affiliates was \$3.2 billion and \$3.0 billion as of June 30, 2015 and December 31, 2014, respectively.

*Capital Structuring Service Fees.* We may earn ancillary structuring and other fees related to the origination, investment, disposition or liquidation of debt and investment securities.

#### *Investment Income*

Investment income for the three months ended June 30, 2015 and 2014 was approximately \$11.2 million and \$9.8 million, respectively. Of these amounts, approximately \$5.9 million and \$5.2 million was attributable to interest income on our Debt Securities Portfolio. Increases in interest income from 2014 to 2015 were due to higher average invested assets stemming primarily from capital raising activities.

Investment income for the six months ended June 30, 2015 and 2014 was approximately \$23.5 million and \$19.8 million, respectively. Of these amounts, approximately \$12.1 million and \$10.4 million was attributable to interest income on our Debt Securities Portfolio. Increases in interest income from 2014 to 2015 were due to higher average invested assets stemming primarily from capital raising activities.

The weighted average yield on debt securities Portfolio was 7.3% as of June 30, 2015 and December 31, 2014.

Investment income is primarily dependent on the composition and credit quality of our investment portfolio. Generally, our Debt Securities Portfolio is expected to generate predictable, recurring interest income in accordance with the contractual terms of each loan. Corporate equity securities may pay a dividend and may increase in value for which a gain may be recognized; generally such dividend payments and gains are less predictable than interest income on our loan portfolio.

For the three months ended June 30, 2015 and 2014, approximately \$4.0 million and \$3.1 million, respectively, of investment income was attributable to investments in CLO Fund securities. For the six months ended June 30, 2015 and 2014, approximately \$8.6 million and \$6.2 million, respectively, of investment income was attributable to investments in CLO Fund securities. On a tax-basis, the Company recognized \$4.4 million of taxable cash distributions during the six months ended June 30, 2015. Distributions from CLO Fund Securities are dependent on the performance of the underlying assets in each CLO Fund; interest payments, principal amortization and prepayments of the underlying loans in each CLO Fund are primary factors which determine the level of distributions on our CLO Fund Securities. The level of excess spread from CLO Fund Securities can be impacted by the timing and level of the resetting of the benchmark interest rate for the underlying assets (which reset at various times throughout the quarter) in the CLO Fund and the related CLO Fund bond liabilities (which reset at each quarterly distribution date); in periods of short-term and volatile changes in the benchmark interest rate, the levels of excess spread and distributions to us can vary significantly.

#### **Expenses**

Because we are internally managed, we directly incur the cost of management and operations. As a result, we pay no investment management fees or other fees to an external advisor. Our expenses consist primarily of interest expense on outstanding borrowings, compensation expense and general and administrative expenses, including professional fees. Interest and compensation expense are typically our largest expenses each period.

*Interest and Amortization of Debt Issuance Costs.* Interest expense is dependent on the average outstanding balance on our borrowings and, the base index rate for the period. Debt issuance costs represent fees, and other direct costs incurred in connection with the Company's borrowings. These amounts are capitalized and amortized ratably over the contractual term of the borrowing.

*Compensation Expense.* Compensation expense includes base salaries, bonuses, stock compensation, employee benefits and employer-related payroll costs. The largest components of total compensation costs are base salaries and bonuses; generally, base salaries are expensed as incurred and annual bonus expenses are estimated and accrued. Our compensation arrangements with our employees contain a profit sharing and/or performance based bonus component. Therefore, as our net revenues increase, our compensation costs may also rise. In addition, our compensation expenses may also increase to reflect increased investment in personnel as we grow our products and businesses.

*Professional Fees and General and Administrative Expenses.* The balance of our expenses includes professional fees (primarily legal, accounting, valuation and other professional services), occupancy costs and general administrative and other costs.

Total expenses for the three months ended June 30, 2015 and 2014 were approximately \$5.3 million and \$5.2 million, respectively. Interest expense and amortization on debt issuance costs for the periods, were approximately \$3.0 million and \$2.9 million, respectively, on average debt outstanding of \$227 million and \$196 million, respectively.

For the three months ended June 30, 2015 and 2014, approximately \$1.1 million and \$1.2 million, respectively, of expenses were attributable to employee compensation, including salaries, bonuses, employee benefits, payroll taxes and stock-based compensation expense. For the three months ended June 30, 2015 and 2014, respectively, professional fees and insurance expenses totaled approximately \$812,000 and \$657,000. Administrative costs, which include occupancy expense, technology and other office expenses, totaled approximately \$479,000 and \$399,000 for the three months ended June 30, 2015 and 2014, respectively.

Total expenses for the six months ended June 30, 2015 and 2014 were approximately \$11.2 million and \$10.7 million, respectively. Interest expense and amortization on debt issuance costs for the periods, were approximately \$6.0 million and \$5.9 million, respectively, on average debt outstanding of \$227 million and \$196 million, respectively.

For the six months ended June 30, 2015 and 2014, approximately \$2.1 million and \$2.5 million, respectively, of expenses were attributable to employee compensation, including salaries, bonuses, employee benefits, payroll taxes and stock-based compensation expense. For the six months ended June 30, 2015 and 2014, respectively, professional fees and insurance expenses totaled approximately \$2.1 million and \$1.5 million. The increase in professional fees is primarily due to costs incurred in connection with the restatement. Administrative costs, which include occupancy expense, technology and other office expenses, totaled approximately \$990,000 and \$868,000 for the six months ended June 30, 2015 and 2014, respectively.

#### *Net Investment Income and Net Realized Gains (Losses)*

Net investment income and net realized gains (losses) represents the stockholder's equity before net unrealized appreciation or depreciation on investments. For the three months ended June 30, 2015, net investment income and net realized gains were approximately \$5.9 million, or \$0.16 per share. For the three months ended June 30, 2014, net investment income and net realized losses were approximately \$4.5 million or \$0.14 per share. For the six months ended June 30, 2015, net investment income and net realized gains were approximately \$12.4 million, or \$0.33 per share. For the six months ended June 30, 2014, net investment income and net realized gains were approximately \$9.3 million or \$0.28 per share. Net investment income represents the income earned on our investments less operating and interest expense before net realized gains or losses and unrealized appreciation or depreciation on investments. For the three months ended June 30, 2015, net investment income was approximately \$5.8 million, or \$0.16 per share. For the six months ended June 30, 2015, net investment income was approximately \$12.3 million, or \$0.33 per share.

#### **Net Unrealized (Depreciation) Appreciation on Investments**

During the three months ended June 30, 2015, our total investments had net unrealized depreciation of approximately \$4.6 million. During the three months ended June 30, 2014, our total investments had net unrealized appreciation of approximately \$7.7 million. For the three months ended June 30, 2015, our Asset Manager Affiliates had net unrealized appreciation of approximately \$3.3 million. For the three months ended June 30, 2014, our Asset Manager Affiliates had net unrealized appreciation of approximately \$2.8 million. For the three months ended June 30, 2015, our middle market portfolio of debt securities and equity securities had net unrealized depreciation of approximately \$2.7 million, compared with net unrealized appreciation of \$1.6 million during the second quarter of 2014. For the three months ended June 30, 2015, our CLO Fund securities had net unrealized depreciation of approximately \$5.2 million compared with net unrealized appreciation of \$3.2 million during the second quarter of 2014.

During the six months ended June 30, 2015, our total investments had net unrealized depreciation of approximately \$3.5 million. During the six months ended June 30, 2014, our total investments had net unrealized appreciation of approximately \$6.4 million. For the six months ended June 30, 2015, our Asset Manager Affiliates had net unrealized appreciation of approximately \$3.8 million. For the six months ended June 30, 2014, our Asset Manager Affiliates had net unrealized appreciation of approximately \$1.9 million. For the six months ended June 30, 2015, our middle market portfolio of debt securities and equity securities had net unrealized depreciation of approximately \$1.5 million, compared with net unrealized appreciation of \$718,000 during the six months ended June 30, 2014. For the six months ended June 30, 2015, our CLO Fund securities had net unrealized depreciation of approximately \$5.8 million compared with net unrealized appreciation of \$3.8 million during the six months ended June 30, 2014.

#### Net Change in Stockholder's Equity Resulting From Operations

The net increase in stockholders' equity resulting from operations for the three months ended June 30, 2015 was \$1.2 million, or \$0.03 per share. Net increase in stockholders' equity resulting from operations for the three months ended June 30, 2014 was \$12.3 million, or \$0.37 per share.

The net increase in stockholders' equity resulting from operations for the six months ended June 30, 2015 was \$8.9 million, or \$0.24 per share. Net increase in stockholders' equity resulting from operations for the six months ended June 30, 2014 was \$15.7 million, or \$0.47 per share.

#### FINANCIAL CONDITION, LIQUIDITY, AND CAPITAL RESOURCES

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, pay distributions to our stockholders and other general business needs. We recognize the need to have funds available for operating our business and to make investments. We seek to have adequate liquidity at all times to cover normal cyclical swings in funding availability and to allow us to meet irregular and unexpected funding requirements. We plan to satisfy our liquidity needs through normal operations with the goal of avoiding unplanned sales of assets or emergency borrowing of funds.

As of June 30, 2015 and December 31, 2014 the fair value of investments and cash were as follows:

Security Type	Investments at Fair Value	
	June 30, 2015	December 31, 2014
Cash	\$ 2,807,432	\$ 1,220,798
Money Market Accounts	16,457,816	1,602,741
Senior Secured Loan	217,535,523	218,329,860
Junior Secured Loan	39,898,155	38,569,006
Senior Unsecured Loan	10,143,525	33,066,984
First Lien Bond	2,547,600	2,580,000
Senior Subordinated Bond	4,278,531	4,240,301
Senior Secured Bond	1,481,700	1,552,500
Senior Unsecured Bond	11,618,855	11,386,218
CLO Fund Securities	78,448,455	77,514,902
Equity Securities	7,542,085	8,119,681
Preferred	10,411,415	10,418,302
Asset Manager Affiliates	73,737,000	72,326,000
Total	<u>\$ 476,908,092</u>	<u>\$ 480,927,293</u>

We use borrowed funds, known as "leverage," to make investments and to attempt to increase returns to our shareholders by reducing our overall cost of capital. As a BDC, we are limited in the amount of leverage we can incur under the 1940 Act. We are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowing. As of June 30, 2015, we had approximately \$227.4 million of par value of outstanding borrowings and our asset coverage ratio of total assets to total borrowings was 212%, compliant with the minimum asset coverage level of 200% generally required for a BDC by the 1940 Act. We may also borrow amounts of up to 5% of the value of our total assets for temporary purposes.



On March 16, 2011, the Company issued \$55 million in aggregate principal amount of unsecured 8.75% convertible notes due March 2016 (“Convertible Notes”). On March 23, 2011, pursuant to an over-allotment option, the Company issued an additional \$5 million of such Convertible Notes for a total of \$60 million in aggregate principal amount. The net proceeds from the sale of the Convertible Notes, following underwriting expenses, were approximately \$57.7 million. Interest on the Convertible Notes is paid semi-annually in arrears on March 15 and September 15, at a rate of 8.75%, commencing September 15, 2011. The Convertible Notes mature on March 15, 2016 unless converted earlier. The Convertible Notes are senior unsecured obligations of the Company.

The Convertible Notes are convertible into shares of the Company’s common stock. As of June 30, 2015, the conversion rate was 133.59 shares of common stock per \$1,000 principal amount of Convertible Notes, which is equivalent to a conversion price of approximately \$7.49 per share of common stock. The conversion rate is subject to adjustment upon certain events. Upon conversion, the Company would issue the full amount of common stock or settle the conversion in cash, at its option, and retire the full amount of debt outstanding.

On April 4, 2013, approximately \$9 million of the Company’s 8.75% Convertible Notes were converted at a price per share of \$8.159 into 1,102,093 shares of KCAP common stock. On September 4, 2013, the Company purchased \$2 million face value of its own Convertible Notes at a price of \$114.50, plus accrued interest. KCAP subsequently surrendered these notes to the note trustee for cancellation effective September 13, 2013. On October 9, 2014, the Company purchased approximately \$10.4 million face value of its own Convertible Notes at \$114.875 plus accrued interest. KCAP subsequently surrendered these notes to the trustee for cancellation. Due to the cash conversion option embedded in the Convertible Notes, the Company applied the guidance in ASC 470-40-20, Debt with Conversion and Other Options, and realized a loss on the extinguishment of this debt. For the six months ended June 30, 2015, there were no realized losses on extinguishment of debt. The indenture governing the Convertible Notes contains certain restrictive covenants, including compliance with certain provisions of the 1940 Act and conditions governing the undertaking of new debt.

In February 2012, the Company entered into a Note Purchase Agreement, under which it was able to obtain up to \$30 million in financing (the “Facility”). The Facility was terminated on November 4, 2013 and remaining unamortized capitalized costs of approximately \$203,000 related to the Facility were written-off and are included in Realized Losses on Extinguishments of Debt.

On October 10, 2012, the Company issued \$41.4 million in aggregate principal amount of unsecured 7.375% Notes Due 2019. The net proceeds for the 7.375% Notes Due 2019, following underwriting expenses, were approximately \$39.9 million. Interest on the 7.375% Notes Due 2019 is paid quarterly in arrears on March 30, June 30, September 30 and December 30, at a rate of 7.375%, commencing December 30, 2012. The 7.375% Notes Due 2019 mature on September 30, 2019, and are senior unsecured obligations of the Company. In addition, due to the coverage test applicable to the Company as a BDC and a covenant that the Company agreed to in connection with the issuance of the 7.375% Notes Due 2019, the Company is limited in its ability to make distributions in certain circumstances. At June 30, 2015, the Company was in compliance with all of its debt covenants. The indenture governing the 7.375% Notes Due 2019 contains certain restrictive covenants, including compliance with certain provisions of the 1940 Act relating to borrowing and dividends.

On February 14, 2013, the Company completed a public offering of 5,232,500 shares of common stock, which included the underwriters’ full exercise of their option to purchase up to 682,500 shares of common stock, at a price of \$9.75 per share, raising approximately \$51.0 million in gross proceeds. In conjunction with this offering, the Company also sold 200,000 shares of common stock to a member of its Board of Directors, at a price of \$9.31125 per share, raising approximately \$1.9 million in gross proceeds.

On June 18, 2013, KCAP Senior Funding I, LLC, a specialty finance subsidiary of the Company, was capitalized through the issuance of \$140 million of notes (the “KCAP Senior Funding I Notes”). The KCAP Senior Funding I Notes are backed by a diversified portfolio of bank loans. The Company invested in the most junior class of the notes, issued in the approximate amount of \$35 million, representing the Company’s primary exposure to the performance of the assets acquired from the proceeds of the issuance of the KCAP Senior Funding I Notes. On December 8, 2014, the Company completed the sale of additional KCAP Senior Funding I Notes for \$56 million. The issuance of additional notes was pro-rata across all existing classes of notes originally issued. KCAP purchased an additional \$13.9 million in the most junior class of notes. These junior notes eliminate in consolidation and the remaining notes with a par value of \$105 million, net of \$3.2 million of unamortized discount, are reflected on our consolidated balance sheet. The indenture governing the KCAP Senior Funding I Notes contains an event of default that is triggered in the event that certain coverage tests are not met.

On October 6, 2014, the Company priced a follow-on public offering of 3.0 million shares of its common stock at a price of \$8.02 per share. The offering raised net proceeds were approximately \$23.8 million, after deducting underwriting discounts and offering expenses.

Subject to prevailing market conditions, we intend to grow our portfolio of assets by raising additional capital, including through the prudent use of leverage available to us. As a result, we may seek to enter into new agreements with other lenders or into other financing arrangements as market conditions permit. From time to time, we may seek to retire, repurchase, or exchange debt securities in open market purchases or by other means dependent on market conditions, liquidity, contractual obligations, and other matters.

If our common stock trades below our net asset value per share, we will generally not be able to issue additional common stock at the market price unless our shareholders approve such a sale and our Board of Directors makes certain determinations. At a special meeting of our shareholders held on July 20, 2015 and to be continued on August 17, 2015 our shareholders will vote on a proposal to authorize us to sell shares of our common stock below the then current net asset value per share of our common stock in one or more offerings for the period ending on the earlier of (i) the one year anniversary of such approval, or (ii) the date of our 2016 annual meeting of shareholders. If our shareholders approve such proposal, any issuance of shares of our common stock below the then current net asset value per share will be subject to certain limitations, including, but not limited to, the Company's policy that it will not seek approval from our Board of Directors to sell or otherwise issue more than 15% of the Company's then outstanding shares of common stock at a price below its then current net asset value. If the proposal is approved, we will need similar future approval from our shareholders to issue shares below the then current net asset value per share any time after the expiration of the then current approval.

### Stockholder Distributions

We intend to continue to make quarterly distributions to our stockholders. To avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year an amount at least equal to the sum of:

- 98% of our ordinary net taxable income for the calendar year;
- 98.2% of our capital gains, if any, in excess of capital losses for the one-year period ending on October 31 of the calendar year; and
- any net ordinary income and net capital gains for the preceding year that were not distributed during such year.

The amount of our declared distributions, as evaluated by management and approved by our Board of Directors, is based primarily on our evaluation of distributable taxable income and after-tax free cash flow from our Asset Manager Affiliates.

The following table sets forth the quarterly distributions declared by us since 2013.

	<u>Distribution</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Pay Date</u>
<b>2015:</b>				
Second quarter	0.21	6/23/2015	7/6/2015	7/27/2015
First quarter	\$ 0.21	3/24/2015	4/6/2015	4/27/2015
Total declared in 2015	<u>\$ 0.42</u>			
<b>2014:</b>				
Fourth quarter	0.25	12/17/2014	12/29/2014	1/29/2015
Third quarter	0.25	9/19/2014	10/14/2014	10/29/2014
Second quarter	0.25	6/20/2014	7/3/2014	7/25/2014
First quarter	\$ 0.25	3/21/2014	4/4/2014	4/25/2014
Total declared in 2014	<u>\$ 1.00</u>			
<b>2013:</b>				
Fourth quarter	0.25	12/13/2013	12/27/2013	1/27/2014
Third quarter	0.25	9/13/2013	10/8/2013	10/29/2013
Second quarter	0.28	6/17/2013	7/5/2013	7/26/2013
First quarter	\$ 0.28	3/15/2013	4/5/2013	4/26/2013
Total declared in 2013	<u>\$ 1.06</u>			

## OFF-BALANCE SHEET ARRANGEMENTS

We are a party to financial instruments with off-balance sheet risk in the normal course of business in order to meet the needs of the Company's investment objectives. Such instruments include commitments to extend credit and may involve, in varying degrees, elements of credit risk in excess of amounts recognized on our balance sheet. Prior to extending such credit, we attempt to limit our credit risk by conducting extensive due diligence, obtaining collateral where necessary and negotiating appropriate financial covenants. As of June 30, 2015, the Company had a commitment of \$23 million, at December 31, 2014, there were no outstanding commitments.

## CONTRACTUAL OBLIGATIONS

The following table summarizes our contractual cash obligations and other commercial commitments as of June 30, 2015:

Contractual Obligations	Payments Due by Period				
	Total	Less than one year	1 - 3 years	3 - 5 years	More than 5 years
Long-term debt obligations <sup>1</sup>	\$ 227,397,000	\$ 38,647,000	\$ —	\$ 41,400,000	\$ 147,350,000

(1) Represents approximately \$38.6 million of Convertible Notes, \$41.4 million of 7.375% Notes Due 2019 and \$147.4 Notes issued by KCAP Senior Funding I, L.L.C.

## CRITICAL ACCOUNTING POLICIES

The consolidated financial statements are based on the selection and application of critical accounting policies, which require management to make significant estimates and assumptions. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. Our critical accounting policies are those applicable to the basis of presentation, valuation of investments, and certain revenue recognition matters as discussed below. See Note 2 to our consolidated financial statements, contained elsewhere herein: Significant Accounting Policies — Investments.

### *Valuation of Portfolio Investments*

The most significant estimate inherent in the preparation of our consolidated financial statements is the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded.

Value, as defined in Section 2(a)(41) of 1940 Act, is (1) the market price for those securities for which a market quotation is readily available and (2) for all other securities and assets, fair value as determined in good faith by our Board of Directors pursuant to procedures approved by our Board of Directors. Our valuation policy is intended to provide a consistent basis for determining the fair value of the portfolio based on the nature of the security, the market for the security and other considerations including the financial performance and enterprise value of the portfolio company. Because of the inherent uncertainty of valuation, the Board of Directors' determined values may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material.

Pursuant to the AICPA Guide, we reflect our investments on our balance sheet at their estimated fair value with unrealized gains and losses resulting from changes in fair value reflected as a component of unrealized gains or losses on our statements of operations. Fair value is the amount that would be received to sell the investments in an orderly transaction between market participants at the measurement date (i.e., the exit price).

See Note 4 to the consolidated financial statements for the additional information about the level of market observability associated with investments carried at fair value.

The Company follows the provisions of ASC 820: Fair Value, which among other matters, requires enhanced disclosures about investments that are measured and reported at fair value. This standard defines fair value and establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value and expands disclosures about assets and liabilities measured at fair value. ASC 820: Fair Value defines “fair value” as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This fair value definition focuses on an exit price in the principal, or most advantageous market, and prioritizes, within a measurement of fair value, the use of market-based inputs (which may be weighted or adjusted for relevance, reliability and specific attributes relative to the subject investment) over entity-specific inputs. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value. Subsequent to the adoption of ASC 820: Fair Value, the FASB has issued various staff positions clarifying the initial standard (see Note 2 to the consolidated financial statements: “Significant Accounting Policies — Investments”).

ASC 820: Fair Value establishes the following three-level hierarchy, based upon the transparency of inputs to the fair value measurement of an asset or liability as of the measurement date:

- Level I – Unadjusted quoted prices are available in active markets for identical investments as of the reporting date. The type of investments included in Level I include listed equities and listed securities. As required by ASC 820: Fair Value, the Company does not adjust the quoted price for these investments, even in situations where the Company holds a large position and a sale could reasonably affect the quoted price.
- Level II – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date. Such inputs may be quoted prices for similar assets or liabilities, quoted markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full character of the financial instrument, or inputs that are derived principally from, or corroborated by, observable market information. Investments which are generally included in this category include illiquid debt securities and less liquid, privately held or restricted equity securities, for which some level of recent trading activity has been observed.
- Level III – Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs may be based on the Company’s own assumptions about how market participants would price the asset or liability or may use Level II inputs, as adjusted, to reflect specific investment attributes relative to a broader market assumption. These inputs into the determination of fair value may require significant management judgment or estimation. Even if observable market data for comparable performance or valuation measures (earnings multiples, discount rates, other financial/valuation ratios, etc.) are available, such investments are grouped as Level III if any significant data point that is not also market observable (private company earnings, cash flows, etc.) is used in the valuation methodology.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and the Company considers factors specific to the investment. A majority all of the Company’s investments are classified as Level III. The Company evaluates the source of inputs, including any markets in which its investments are trading, in determining fair value. Inputs that are backed by actual transactions, those that are highly correlated to the specific investment being valued and those derived from reliable or knowledgeable sources will tend to have a higher weighting in determining fair value. Ongoing reviews by the Company’s investment analysts, Chief Investment Officer, Valuation Committee and independent valuation firms (if engaged) may include factors such as an assessment of each underlying investment, its current and prospective operating and financial performance, consideration of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance factors, and other investment or industry specific market data, among other factors.

We have valued our investments, in the absence of observable market prices, using the valuation methodologies described below applied on a consistent basis. For some investments little market activity may exist; management's determination of fair value is then based on the best information available in the circumstances, and may incorporate management's own assumptions and involves a significant degree of management's judgment.

Our investments in CLO Fund Securities are carried at fair value, which is based either on (i) the present value of the net expected cash inflows for interest income and principal repayments from underlying assets and the cash outflows for interest expense, debt paydown and other fund costs for the CLO Funds which are approaching or past the end of their reinvestment period and therefore are selling assets and/or using principal repayments to pay-down CLO Fund debt, and for which there continue to be net cash distributions to the class of securities we own, or (ii) a discounted cash flow model that utilizes prepayment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow and comparable yields for similar securities or preferred shares to those in which the Company has invested, or (iii) indicative prices provided by the underwriters or brokers who arrange CLO Funds. We recognize unrealized appreciation or depreciation on our investments in CLO Fund Securities as comparable yields in the market change and/or based on changes in net asset values or estimated cash flows resulting from changes in prepayment or loss assumptions in the underlying collateral pool. As each investment in CLO Fund Securities ages, the expected amount of losses and the expected timing of recognition of such losses in the underlying collateral pool are updated and the revised cash flows are used in determining the fair value of the CLO Fund Securities. We determine the fair value of our investments in CLO Fund Securities on a security-by-security basis.

The Company's investments in its wholly-owned Asset Manager Affiliates are carried at fair value, which is primarily determined utilizing a discounted cash flow model which incorporates different levels of discount rates depending on the hierarchy of fees earned (including the likelihood of realization of senior, subordinate and incentive fees) and prospective modeled performance ("Discounted Cash Flow"). Such valuation takes into consideration an analysis of comparable asset management companies and a percentage of assets under management. The Asset Manager Affiliates are classified as a Level III investment (as described above). Any change in value from period to period is recognized as net change in unrealized appreciation or depreciation.

Fair values of other investments for which market prices are not observable are determined by reference to public market or private transactions or valuations for comparable companies or assets in the relevant asset class and/or industry when such amounts are available. Generally these valuations are derived by multiplying a key performance metric of the investee company or asset (e.g., EBITDA) by the relevant valuation multiple observed for comparable companies or transactions, adjusted by management for differences between the investment and the referenced comparable. Such investments may also be valued at cost for a period of time after an acquisition as the best indicator of fair value. If the fair value of such investments cannot be valued by reference to observable valuation measures for comparable companies, then the primary analytical method used to estimate the fair value is a discounted cash flow method and/or cap rate analysis. A sensitivity analysis is applied to the estimated future cash flows using various factors depending on the investment, including assumed growth rates (in cash flows), capitalization rates (for determining terminal values) and appropriate discount rates to determine a range of reasonable values or to compute projected return on investment.

For bond rated note tranches of CLO Fund Securities (those above the junior class) without transactions to support a fair value for the specific CLO Fund and tranche, fair value is based on discounting estimated bond payments at current market yields, which may reflect the adjusted yield on the leveraged loan index for similarly rated tranches, as well as prices for similar tranches for other CLO Funds and also other factors such as indicative prices provided by underwriters or brokers who arrange CLO Funds, and the default and recovery rates of underlying assets in the CLO Fund, as may be applicable. Such model assumptions may vary and incorporate adjustments for risk premiums and CLO Fund specific attributes.

We derive fair value for our illiquid loan investments that do not have indicative fair values based upon active trades primarily by using the Income Approach, and also consider recent loan amendments or other activity specific to the subject asset as described above. Other significant assumptions, such as coupon and maturity, are asset-specific and are noted for each investment in the Schedules of Investments.

The determination of fair value using this methodology takes into consideration a range of factors, including but not limited to the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. This valuation methodology involves a significant degree of management's judgment.

Our Board of Directors may consider other methods of valuation to determine the fair value of investments as appropriate in conformity with GAAP.

### ***Interest Income***

Interest income, including amortization of premium and accretion of discount, is recorded on the accrual basis to the extent that such amounts are expected to be collected. We generally place a loan on non-accrual status and cease recognizing interest income on such loan or security when a loan or security becomes 90 days or more past due or if we otherwise do not expect the debtor to be able to service its debt obligations. Non-accrual loans remain in such status until the borrower has demonstrated the ability and intent to pay contractual amounts due or such loans become current. As of June 30, 2015 and December 31, 2014, there was one issuer representing less than 1% of our total investments at fair value was on non-accrual status.

### ***Investment Income on CLO Fund Securities***

We receive distributions from our investments in the most junior class of securities of CLO Funds (typically preferred shares or subordinated securities) managed by the Asset Manager Affiliates and selective investments in securities issued by funds managed by other asset management companies. Our CLO Fund junior class securities are subordinated to senior note holders who typically receive a return on their investment at a fixed spread relative to the LIBOR index. The CLO Funds are leveraged funds and any excess cash flow or “excess spread” (interest earned by the underlying securities in the fund less payments made to senior note holders and less fund expenses and management fees) is paid to the holders of the CLO Fund’s subordinated securities or preferred shares. The level of excess spread from CLO Fund securities can be impacted from the timing and level of the resetting of the benchmark interest rate for the underlying assets (which reset at various times throughout the quarter) in the CLO Fund and the related CLO Fund note liabilities (which reset at each quarterly distribution date); in periods of short-term and volatile changes in the benchmark interest rate, the levels of excess spread and distributions to us can vary significantly. In addition, the failure of CLO Funds in which we invest to comply with certain financial covenants may lead to the temporary suspension or deferral of cash distributions to us.

GAAP-basis investment income on CLO equity investments is recorded using the effective interest method in accordance with the provisions of ASC 325-40, based on the anticipated yield and the estimated cash flows over the projected life of the investment. Yields are revised when there are changes in actual or estimated projected future cash flows due to changes in prepayments and/or re-investments, credit losses or asset pricing. Changes in estimated yield are recognized as an adjustment to the estimated yield prospectively over the remaining life of the investment from the date the estimated yield was changed. Accordingly, investment income recognized on CLO equity securities in the GAAP statement of operations differs from both the tax-basis investment income and from the cash distributions actually received by the Company during the period.

For non-junior class CLO Fund Securities, such as our investment in the class F notes of Catamaran 2012-1 and the class E notes of Catamaran 2014-1, interest is earned at a fixed spread relative to the LIBOR index.

### ***Distributions from Asset Manager Affiliates***

We record distributions from our Asset Manager Affiliates on the declaration date, which represents the ex-dividend date. Distributions in excess of tax-basis earnings and profits are recorded as tax-basis return of capital. For interim periods, the Company estimates the tax attributes of any distributions as being either tax-basis earnings and profits (i.e. dividend income) or return of capital (i.e. adjustment to the Company’s cost basis in the Asset Manager Affiliates). The final determination of the tax attributes of distributions from our Asset Manager Affiliates is made on an annual (full calendar year) basis at the end of the year based upon taxable income and distributions for the full-year. Therefore, any estimate of tax attributes of distributions made on a quarterly basis may not be representative of the actual tax attributes of distributions for a full year.

### ***Payment in Kind Interest***

We may have loans in our portfolio that contain a payment-in-kind (“PIK”) provision. PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as interest income. To maintain our RIC status, this non-cash source of income must be distributed to stockholders in the form of cash dividends, even though the Company has not yet collected any cash.

### *Fee Income*

Fee income includes fees, if any, for due diligence, structuring, commitment and facility fees, and fees, if any, for transaction services and management services rendered by us to portfolio companies and other third parties. Commitment and facility fees are generally recognized as income over the life of the underlying loan, whereas due diligence, structuring, transaction service and management service fees are generally recognized as income when the services are rendered.

### *Management Compensation*

We may, from time to time, issue stock options or restricted stock, under the Equity Incentive Plan, to officers and employees for services rendered to us. We follow Accounting Standards Codification 718, Compensation — Stock Compensation, a method by which the fair value of options or restricted stock is determined and expensed.

### *United States Federal Income Taxes*

The Company has elected and intends to continue to qualify for the tax treatment applicable to RICs under Subchapter M of the Code and, among other things, intends to make the required distributions to its stockholders as specified therein. In order to qualify as a RIC, the Company is required to timely distribute to its stockholders at least 90% of investment company taxable income, as defined by the Code, for each year. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next tax year and pay a 4% excise tax on such income, to the extent required.

### *Distributions to Shareholders*

The amount of our declared distributions, as evaluated by management and approved by our Board of Directors, is based primarily on our evaluation of distributable taxable income and after-tax free cash flow from our Asset Manager Affiliates.

The following table sets forth the quarterly distributions declared by us since the most recent completed calendar year.

	<b>Distribution</b>	<b>Declaration Date</b>	<b>Record Date</b>	<b>Pay Date</b>
<b>2015:</b>				
Second quarter	0.21	6/23/2015	7/6/2015	7/27/2015
First quarter	\$ 0.21	3/24/2015	4/6/2015	4/27/2015
Total declared in 2015	<u>\$ 0.42</u>			
<b>2014:</b>				
Fourth quarter	0.25	12/17/2014	12/29/2014	1/29/2015
Third quarter	0.25	9/19/2014	10/14/2014	10/29/2014
Second quarter	0.25	6/20/2014	7/3/2014	7/25/2014
First quarter	\$ 0.25	3/21/2014	4/4/2014	4/25/2014
Total declared in 2014	<u>\$ 1.00</u>			
<b>2013:</b>				
Fourth quarter	0.25	12/13/2013	12/27/2013	1/27/2014
Third quarter	0.25	9/13/2013	10/8/2013	10/29/2013
Second quarter	0.28	6/17/2013	7/5/2013	7/26/2013
First quarter	\$ 0.28	3/15/2013	4/5/2013	4/26/2013
Total declared in 2013	<u>\$ 1.06</u>			

The following table depicts the composition of shareholder distributions on a per share basis:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015 <sup>1</sup>	2014 <sup>1</sup>	2015 <sup>1</sup>	2014 <sup>1</sup>
Net investment income	\$ 0.16	\$ 0.14	\$ 0.33	\$ 0.27
Tax Accounting Difference on CLO Equity Investments	0.01	0.05	0.02	0.11
Other tax accounting differences	-	0.01	-	-
Taxable distributable income	0.17	0.20	0.36	0.39
Cash distributed to the Company by Asset Manager Affiliates in excess of their taxable earnings	0.03	0.05	0.06	0.10
Available for distribution <sup>2</sup>	0.20	0.25	0.43	0.49
Distributed	\$ 0.21	\$ 0.25	\$ 0.42	\$ 0.50
Difference	\$ (0.01)	\$ -	\$ 0.01	\$ (0.01)

<sup>1</sup> Table may not foot due to rounding.

<sup>2</sup> The “Available for distribution” financial measure is a non-GAAP financial measure that is calculated by including the cash distributed to the Company by the Asset Manager Affiliates in excess of their taxable earnings to the Company’s taxable distributable income, which is the most directly comparable GAAP financial measure. In order to reconcile the “Available for distribution” financial measure to taxable distributable income per share in accordance with GAAP, the \$0.03 and \$0.06 per share of cash distributed to the Company by the Asset Manager Affiliates in excess of their taxable earnings is subtracted from the “Available for distribution” financial measure for the three and six months ended June 30, 2015, respectively. The Company’s management believes that the presentation of the non-GAAP “Available for distribution” financial measure provides useful information to investors.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our business activities contain elements of market risks. We consider our principal market risks to be fluctuations in interest rates and the valuations of our investment portfolio. Managing these risks is essential to our business. Accordingly, we have systems and procedures designed to identify and analyze our risks, to establish appropriate policies and thresholds and to continually monitor these risks and thresholds by means of administrative and information technology systems and other policies and processes.

#### *Interest Rate Risk*

Interest rate risk is defined as the sensitivity of our current and future earnings to interest rate volatility, variability of spread relationships, the difference in re-pricing intervals between our assets and liabilities and the effect that interest rates may have on our cash flows. Changes in the general level of interest rates can affect our net interest income, which is the difference between the interest income earned on interest earning assets and our interest expense incurred in connection with our interest bearing debt and liabilities. Changes in interest rates can also affect, among other things, our ability to acquire and originate loans and securities and the value of our investment portfolio.

Our investment income is affected by fluctuations in various interest rates, including LIBOR and prime rates. As of June 30, 2015, approximately 97.5% of our debt securities portfolio were either fixed rate or floating rate with a spread to an interest rate index such as LIBOR or the prime rate. Most of these floating rate loans contain LIBOR floors ranging between 0.75% and 3.00%. We generally expect that future portfolio investments will predominately be floating rate investments. As of June 30, 2015, we had \$227.4 million of borrowings outstanding at a weighted average rate of 4.45%.

Because we borrow money to make investments, our net investment income is dependent upon the difference between our borrowing rate and the rate we earn on the invested proceeds borrowed. In periods of rising or lowering interest rates, the cost of the portion of our debt associated with our Convertible Notes or 7.375% Notes Due 2019 would remain the same at 8.75% and 7.375%, respectively, given that this debt is at a fixed rate. The Notes issued by KCAP Senior Funding are floating rate based upon a LIBOR index plus a spread, which serves as a floor should LIBOR decrease to zero. Accordingly, our interest costs associated with this debt will fluctuate with changes in LIBOR.



Generally we would expect that an increase in the base rate index for our floating rate investment assets would increase our gross investment income and that a decrease in the base rate index for such assets would decrease our gross investment income (in either case, such increase/decrease may be limited by interest rate floors/minimums for certain investment assets).

We have analyzed the potential impact of changes in interest rates on interest income net of interest expense. Assuming that our balance sheet at June 30, 2015 was to remain constant and no actions were taken to alter the existing interest rate sensitivity, the table below illustrates the impact on net investment income on our Debt Securities Portfolio for various hypothetical increases in interest rates:

	Impact on net investment income:		
	1%	2%	3%
Increase in interest rate	\$ (802,523)	\$ 117,294	\$ 1,189,842
Decrease in interest rate	\$ 383,469	\$ 383,469	\$ 383,469

As shown above, net investment income assuming a 1% increase in interest rates would decrease by approximately \$803,000 on an annualized basis, reflecting the impact to investments in our portfolio that are either fixed rate or which have embedded floors that would be unaffected by a 1% change in the underlying interest rate while our interest expense would be increasing. However, if the increase in rates was more significant, such as 2% or 3%, the net effect on net investment income would be an increase of approximately \$117,000 and \$1.2 million, respectively. Since LIBOR underlying certain investments, as well as certain of our borrowings, is currently very low, it is unlikely that the underlying rate will decrease by 1% or 2% or even 3%. If the underlying rate decreased to 0%, it would result in approximately a \$383,000 increase in net investment income.

Although management believes that this measure is indicative of sensitivity to interest rate changes on our Debt Securities Portfolio, it does not adjust for potential changes in credit quality, size and composition of the assets on the balance sheet and other business developments that could affect a net change in assets resulting from operations or net income. Accordingly, no assurances can be given that actual results would not materially differ from the potential outcome simulated by this estimate.

We did not hold any derivative financial instruments for hedging purposes as of June 30, 2015.

#### **Portfolio Valuation**

We carry our investments at fair value, as determined in good faith by our Board of Directors pursuant to a valuation methodology approved by our Board of Directors. Investments for which market quotations are generally readily available are generally valued at such market quotations. Investments for which there is not a readily available market value are valued at fair value as determined in good faith by our Board of Directors under a valuation policy and consistently applied valuation process. However, due to the inherent uncertainty of determining the fair value of investments that cannot be marked to market, the fair value of our investments may differ materially from the values that would have been used had a ready market existed for such investments. In addition, changes in the market environment and other events that may occur over the life of the investments may cause the value realized on these investments to be different than the valuations that are assigned. The types of factors that we may take into account in fair value pricing of our investments include, as relevant, the nature and realizable value of any collateral, third party valuations, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business, comparison to publicly-traded securities, recent sales of or offers to buy comparable companies, and other relevant factors.

The Company has engaged an independent valuation firm to provide third party valuation consulting services to the Company's Board of Directors. Each quarter, the independent valuation firm will perform third party valuations on the Company's material investments in illiquid securities such that they are reviewed at least once during a trailing 12 month period. These third party valuation estimates were considered as one of the relevant data inputs in the Company's determination of fair value. The Company intends to continue to engage an independent valuation firm in the future to provide certain valuation services, including the review of certain portfolio assets, as part of the quarterly and annual year-end valuation process.

**Item 4. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

The Company's management, under the supervision and with the participation of various members of management, including its Chief Executive Officer ("CEO") and its Chief Financial Officer ("CFO"), has evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO have concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this report.

***Changes in Internal Control Over Financial Reporting***

During the quarter ended June 30, 2015, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. Other Information

### Item 1. Legal Proceedings

The Company is not currently a party to any material legal proceedings.

### Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

While we did not engage in any sales of unregistered securities during the three months ended June 30, 2015, we issued a total of 20,929 shares of common stock under our dividend reinvestment plan ("DRIP"). This issuance was not subject to the registration requirements of the Securities Act of 1933. For the three months ended June 30, 2015, the aggregate value of the shares of our common stock issued under our DRIP was approximately \$128,503.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not Applicable.

### Item 5. Other Information

None.

### Item 6. Exhibits

Reference is made to the Exhibit List filed as a part of this report beginning on page E-1. Each of such exhibits is incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

KCAP Financial, Inc.

Date: August 5, 2015

By \_\_\_\_\_  
/s/ Dayl W. Pearson  
Dayl W. Pearson  
*President and Chief Executive Officer*  
*(Principal Executive Officer)*

Date: August 5, 2015

By \_\_\_\_\_  
/s/ Edward U. Gilpin  
Edward U. Gilpin  
*Chief Financial Officer*  
*(Principal Financial and Accounting Officer)*

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## Exhibit Index

<b>Exhibit Number</b>	<b>Description of Document</b>
10.1	2006 Equity Incentive Plan As Amended and Restated Effective June 23, 2015.**
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Chief Executive Officer Pursuant to 18 U. S. C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
32.2	Certification of Chief Financial Officer Pursuant to 18 U. S. C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**

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\*\* Submitted herewith

**2006 EQUITY INCENTIVE PLAN**  
**As Amended and Restated Effective June 23, 2015**

1. PURPOSE AND CERTAIN DEFINED TERMS

The purpose of this 2006 Equity Incentive Plan, as Amended and Restated Effective June 23, 2015 (the “Plan”), is to advance the interests of the Company (as defined below) by providing for the grant to employees and officers of Share-based awards, including without limitation options to acquire Shares (as defined below) and, to the extent permitted by exemptive or other relief that may be granted by the Securities and Exchange Commission (the “Commission”) or its staff, Restricted Shares (as defined below) and options to acquire Restricted Shares (collectively, the “Awards”). At all times during such periods as the Company qualifies or intends to qualify as a “business development company” under the Investment Company Act of 1940, as amended (the “1940 Act”), the terms of the Plan shall be construed so as to conform to the share-based compensation requirements applicable to “business development companies” under the 1940 Act. Any employee or officer selected to receive an Award under the Plan is referred to as a “participant.”

The following terms, when used in the Plan, will have the meanings and be subject to the provisions set forth below:

“Affiliate” means any corporation or other entity that stands in a relationship to the Company that would result in the Company and such corporation or other entity being treated as one employer under Section 414(b) or Section 414(c) of the Code, except that in determining eligibility for the grant of an Option by reason of service for an Affiliate, Sections 414(b) and 414(c) of the Code shall be applied by substituting “at least 50%” for “at least 80%” under Section 1563(a)(1), (2) and (3) of the Code and Treas. Regs. § 1.414(c)-2; provided, that to the extent permitted under Section 409A, “at least 20%” shall be used in lieu of “at least 50%”; and further provided, that the lower ownership threshold described in this definition (50% or 20% as the case may be) shall apply only if the same definition of affiliation is used consistently with respect to all compensatory stock options or stock awards (whether under the Plan or another plan). The Company may at any time by amendment provide that different ownership thresholds (consistent with Section 409A) apply. Notwithstanding the foregoing provisions of this definition, except as otherwise determined by the Board, a corporation or other entity shall be treated as an Affiliate only if its employees would be treated as employees of the Company for purposes of the rules promulgated under the Securities Act of 1933, as amended, with respect to the use of Form S-8.

“Board” means, prior to Conversion, the board of managers of the LLC and, at and after Conversion, the board of directors of the Corporation.

“Company” means, prior to Conversion, the board of managers of the LLC and, at and after Conversion, the Corporation.

“Conversion” means the conversion of the LLC, pursuant to Section 265 of the Delaware General Corporation Law and Section 216 of the Delaware Limited Liability Company Act, to the Corporation.

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“Corporation” means KCAP Financial, Inc., a Delaware corporation. The Corporation was formerly known as Kohlberg Capital Corporation.

“Disability” means participant’s inability to perform his or her essential duties, responsibilities and functions of participant’s position with the Company (as determined by the Board in its good faith judgment, consistent with its policies and past practice) as a result of any mental or physical disability or incapacity even with responsible accommodations of such disability or incapacity provided by the Company or if providing such accommodations would be unreasonable.

“LLC” means Kohlberg Capital, LLC, a Delaware limited liability company.

“Non-Employee Director Plan” means the Company’s 2008 Non-Employee Director Plan, as amended from time to time.

“Performance Criteria” or, in the singular, “Performance Criterion,” means specified criteria, other than the mere continuation of employment or the mere passage of time, the satisfaction of which is a condition for the grant, exercisability, vesting or full enjoyment of an Award. For purposes of Awards that are intended to qualify for the performance-based compensation exception under Section 162(m) of the Code, a Performance Criterion will mean an objectively determinable measure of performance relating to any or any combination of the following (measured either absolutely or by reference to an index or indices and determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, project or geographical basis or in combinations thereof): sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation, or amortization, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; stockholder return; sales of particular products or services; customer acquisition or retention; acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; or recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings. A Performance Criterion and any targets with respect thereto determined by the Administrator need not be based upon an increase, a positive or improved result or avoidance of loss. To the extent consistent with the requirements for satisfying the performance-based compensation exception under Section 162(m) of the Code, the Board may provide in the case of any Award intended to qualify for such exception that one or more of the Performance Criteria applicable to such Award will be adjusted in an objectively determinable manner to reflect events (for example, but without limitation, acquisitions or dispositions) occurring during the performance period that affect the applicable Performance Criterion or Criteria.

“Restricted Shares” means an award of Shares for so long as the Shares remain subject to restrictions requiring that they be forfeited to the Corporation if specified conditions are not satisfied.

“Shares” means, prior to Conversion, the common units of the LLC and, at and after Conversion, the common stock, \$.01 par value per share, of the Corporation.

“Shareholders” means, prior to Conversion, the members of the LLC and, at and after Conversion, the shareholders of the Corporation.

## 2. ADMINISTRATION

The Plan shall be administered by the Board unless and until it delegates administration to a committee as provided herein; provided that a “required majority,” as defined in Section 57(o) of the 1940 Act, must approve each issuance of Awards and Dividend Equivalent Rights in accordance with Section 61(a)(3)(A)(iv) of the 1940 Act. The Board shall have discretionary authority, subject to the express provisions of the Plan, (a) to grant Awards to such Eligible Persons (defined below in Section 5 hereof) as the Board may select; (b) to determine the time or times when Awards shall be granted and the number of Shares subject to each Award; (c) to determine the terms and conditions of each Award; (d) to prescribe the form or forms of any instruments evidencing Awards and any other instruments required under the Plan and to change such forms from time to time; (e) to adopt, amend, and rescind rules and regulations for the administration of the Plan; and (f) to interpret the Plan and to decide any questions and settle all controversies and disputes that may arise in connection with the Plan. Such determinations of the Board shall be conclusive and shall bind all parties. Subject to Section 9 hereof, the Board shall also have the authority, both generally and in particular instances, to waive compliance by a participant with any obligation to be performed by him or her under an Award, to waive any condition or provision of an Award, and to amend or cancel any Award (and if an Award is canceled, to grant a new Award on such terms as the Board shall specify), except that the Board may not take any action with respect to an outstanding Award that would adversely affect the rights of the participant under such Award without such participant’s consent. Nothing in the preceding sentence shall be construed as limiting the power of the Board to make adjustments required by Sections 4 (d) and 6(i) hereof or by applicable law. In the case of any Award intended to be eligible for the performance-based compensation exception under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), the Board will exercise its discretion consistent with qualifying the Award for that exception.

The Board may, in its discretion, delegate some or all of its powers with respect to the Plan to a committee (the “Committee”), in which event all references (as appropriate) to the Board hereunder shall be deemed to refer to the Committee.

Determinations, interpretations and constructions made by the Board in good faith shall not be subject to review by any person and shall be final, binding and conclusive on all persons.

## 3. EFFECTIVE DATE AND TERM OF PLAN

The Board, including a “required majority” as defined in Section 57(o) of the 1940 Act, adopted the Plan on December 11, 2006, and amended and restated the Plan on each of February 5, 2008, June 20, 2014, and June 23, 2015.

No Awards shall be granted under the Plan after February 5, 2018, but Awards previously granted may extend beyond that date.



4. SHARES SUBJECT TO THE PLAN

( a ) *Number of Shares.* Subject to adjustment as provided in Section 4(d), the aggregate number of Shares that may be the subject of Awards granted under the Plan shall be 2,000,000. If an option Award granted under the Plan is forfeited or otherwise terminates without having been exercised in full, or if any Share Award is forfeited or canceled, then the Shares covered by such forfeited, terminated or canceled Award shall be available for future grants under the Plan.

If (i) Shares are surrendered or withheld from an option Award to pay the exercise price of the option Award, (ii) Shares are surrendered or withheld from an Award to satisfy any tax withholding or other obligation of the participant relating to the Award, (iii) Shares owned by a participant are tendered by the participant to pay the exercise price of an option Award, or (iv) Shares owned by a participant are tendered by the participant to satisfy any tax withholding or other obligation of the participant relating to an Award, then the Shares which are equal in number to the number of Shares surrendered, withheld or tendered, shall not be available for future grants under the Plan.

The maximum number of Shares for which any option Award may be granted to any person in any calendar year shall be 1,000,000. The maximum number of Shares that may be granted to any person under other Awards (if any and to the extent permitted under the 1940 Act) in any calendar year shall be 500,000. The foregoing provisions will be construed in a manner consistent with Section 162(m) of the Code (if applicable) and Section 61 of the 1940 Act.

( b ) *Shares to be Delivered.* Shares delivered under the Plan shall be authorized but unissued Shares, or if the Board so decides in its sole discretion, previously issued Shares acquired by the Company and held in its treasury. Any Shares acquired by the Company will be acquired in accordance with the 1940 Act, including Section 23 of the 1940 Act. No fractional Shares shall be delivered under the Plan.

( c ) *Limits on Number of Awards.* The combined maximum amount of Restricted Stock that may be issued under the Plan will be 10% of the outstanding Shares on February 5, 2008, plus 10% of the number of Shares issued or delivered by the Company (other than pursuant to compensation plans) during the term of the Plan. No one person shall be granted more than 25% of the Restricted Stock reserved for issuance under this Plan. The amount of voting securities that would result from the exercise of all of the Company's outstanding warrants, options and rights, together with any Restricted Shares issued pursuant to the Plan, at the time of issuance shall not exceed 25% of the outstanding voting securities of the Company, except that if the amount of voting securities that would result from the exercise of all the Company's outstanding warrants, options and rights issued to the Company's directors, officers and employees, together with any Restricted Shares issued pursuant to the Plan, would exceed 15% of the outstanding voting securities of the Company, the total amount of voting securities that would result from the exercise of all outstanding warrants, options and rights, together with any Restricted Shares issued pursuant to the Plan, at the time of issuance shall not exceed 20% of the outstanding voting securities of the Company.

(d) *Changes in Shares.* In the event of a Share dividend, Share split or combination of Shares, recapitalization, or other change in the Shares, the number and kind of Shares or securities of the Company subject to Awards then outstanding or subsequently granted under the Plan, the exercise price of such Awards, the maximum number of Shares or securities that may be delivered under the Plan, and other relevant provisions shall be appropriately adjusted by the Board, whose determination shall be binding on all persons.

The Board may also adjust the number of Shares subject to outstanding Awards, the exercise price of outstanding Awards, and the terms of outstanding Awards, to take into consideration material changes in accounting practices or principles, extraordinary dividends, consolidations or mergers (except those described in Section 6(i)), acquisitions or dispositions of securities or property, or any other event if it is determined by the Board that such adjustment is appropriate to avoid distortion in the operation of the Plan; provided, however, that the exercise price of options granted under the Plan will not be adjusted unless the Company receives an exemptive order from the Commission or written confirmation from the staff of the Commission that the Company may do so. References in the Plan to Shares will be construed to include any units, any stock or any other securities resulting from an adjustment pursuant to this Section 4(d).

5. AWARDS; ETC.

Persons eligible to receive Awards under the Plan (“Eligible Persons”) shall be those key employees and officers of the Company and, to the extent permitted by exemptive or other relief that may be granted by the Commission or its staff, employees of wholly-owned consolidated subsidiaries of the Company who, in the opinion of the Board, are in a position to make a significant contribution to the success of the Company and its subsidiaries. A subsidiary for purposes of the Plan shall be a corporation, limited liability company, or other entity in which the Company owns, directly or indirectly, equity securities possessing 50% or more of the total combined voting power of all classes of equity securities. Notwithstanding the foregoing, in the case of an Award that is an incentive option, an Eligible Person shall only be those employees of the Company or of a “parent corporation” or “subsidiary corporation” of the Company as those terms are defined in Section 424 of the Code.

In the case of an Award of Restricted Shares (to the extent such Awards are permitted by exemptive relief or other relief that may be granted by the Commission or its staff) that is intended to qualify as performance-based for the purposes of Section 162(m) of the Code, the Plan and such Award will be construed to the maximum extent permitted by law in a manner consistent with qualifying the Award for such exception. With respect to such Awards, the Board will pre-establish, in writing, one or more specific Performance Criteria no later than 90 days after the commencement of the period of service to which the performance relates (or at such earlier time as is required to qualify the Award as performance-based under Section 162(m) of the Code). The Performance Criteria so established shall serve as a condition to either the grant of the Award or the vesting of Shares subject to the Award, as determined by the Board. Prior to grant or vesting, as the case may be, the Board will certify whether the Performance Criteria have been attained and such determination will be final and conclusive. If the Performance Criteria with respect to the Award are not attained, no other Award will be provided in substitution. No Award of Restricted Shares that is intended to qualify as performance-based for the purposes of section 162(m) of the Code may be granted after the first meeting of the Shareholders of the Company held in 2010 until the Performance Criteria have been resubmitted to and reapproved by the Shareholders of the Company in accordance with the requirements of Section 162(m) of the Code, unless such grant is made contingent upon such approval.

6. TERMS AND CONDITIONS OF AWARDS

(a) *Code Section 409A Exemption.* Except as the Board otherwise determines, no option shall have deferral features, or shall be administered in a manner, that would cause such option to fail to qualify for exemption from Section 409A of the Code. Any option resulting in a deferral of compensation subject to Section 409A of the Code shall be construed to the maximum extent possible, as determined by the Board, consistent with the requirements of Section 409A of the Code.

(b) *Exercise Price of Options.* The exercise price of each option shall be determined by the Board. The exercise price of an option will not be less than the current market value of, or if no such market value exists, the current net asset value of, the Shares as determined in good faith by the Board on the date of grant. Current market value shall be the closing price of the Common Stock on the NASDAQ Global Select Market on the date of grant.

(c) *Duration of Options.* An option shall be exercisable during such period or periods as the Board may specify. The latest date on which an option may be exercised (the "Expiration Date") shall be the date that is ten years from the date the option was granted or such earlier date as may be specified by the Board at the time the option is granted.

(d) *Exercise of Options.*

- (1) An option shall vest or become exercisable at such time or times and upon such conditions as the Board shall specify. In the case of an option not immediately exercisable in full, the Board may at any time accelerate the time at which all or any part of the option may be exercised regardless of any adverse or potentially adverse tax consequences resulting from such acceleration.
- (2) Any exercise of an option shall be in writing, signed by the proper person and furnished to the Company, accompanied by (i) such documents as may be required by the Board and (ii) payment in full as specified below in Section 6(e) for the number of Shares for which the option is exercised.
- (3) The Board shall have the right to require that the participant exercising the option remit to the Company an amount sufficient to satisfy any federal, state, or local withholding tax requirements (or make other arrangements satisfactory to the Company with regard to such taxes) arising in connection with the exercise of the option. If permitted by the Board and to the extent permitted under the 1940 Act, either at the time of the grant of the option or in connection with exercise, the participant may elect, at such time and in such manner as the Board may prescribe, to satisfy such withholding obligation by (i) delivering to the Company Shares owned by such individual having a fair market value equal to such withholding obligation, or (ii) requesting that the Company withhold from the Shares to be delivered upon the exercise a number of Shares having a fair market value equal to such withholding obligation.

(4) If an option is exercised by the executor or administrator of a deceased participant, or by the person or persons to whom the option has been transferred by the participant's will or the applicable laws of descent and distribution, the Company shall be under no obligation to deliver Shares pursuant to such exercise until the Company is satisfied as to the authority of the person or persons exercising the option.

( e ) *Payment for and Delivery of Shares.* Shares purchased upon exercise of an option under the Plan shall be paid for as follows: (i) in cash, check acceptable to the Company (determined in accordance with such guidelines as the Board may prescribe), or money order payable to the order of the Company, or (ii) if so permitted by the Board (which, in the case of an incentive option, shall specify such method of payment at the time of grant) and to the extent permitted by the 1940 Act and otherwise legally permissible, (A) by delivery of an unconditional and irrevocable undertaking by a broker to deliver promptly to the Company sufficient funds to pay the exercise price, or (B) by any combination of the permissible forms of payment.

( f ) *Delivery of Shares.* A participant shall not have the rights of a Shareholder with regard to Awards under the Plan except as to Shares actually received by him or her under the Plan.

( g ) *Dividend Equivalents, Etc.* To the extent permitted under the 1940 Act, the Board may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to Shares subject to an Award; provided, however, that such grants must be approved by order of the Commission.

( h ) *Non transferability of Awards.* No option, Share, or other Award may be transferred other than by will or by the laws of descent and distribution, and during a participant's lifetime an Award may be exercised only by him or her.

( i ) *Mergers, etc.* To the extent permitted under the 1940 Act and except as otherwise provided in an Award agreement or an employment agreement between the participant and the Company or an Affiliate, the following provisions shall apply in the event of a Covered Transaction (as defined below).

(1) Subject to subparagraph (2) below, all outstanding Awards requiring exercise will terminate and cease to be exercisable, and all other Awards to the extent not fully vested (including Awards subject to conditions not yet satisfied or determined) will be forfeited, as of the effective time of the Covered Transaction (as defined in subparagraph (3) herein), provided that the Board may in its sole discretion on or prior to the effective date of the Covered Transaction take any (or any combination of) the following actions: (i) make any outstanding option exercisable in full, (ii) remove any performance or other conditions or restrictions on any Award and (iii) in the event of a Covered Transaction under the terms of which holders of the Shares of the Company will receive upon consummation thereof a payment for each such Share surrendered in the Covered Transaction (whether cash, non-cash or a combination of the foregoing), make or provide for a payment (with respect to some or all of the Awards), to the participant equal in the case of each affected Award to the difference between (A) the fair market value of a Share times the numbers of Shares subject to such outstanding Award (to the extent then exercisable at prices not in excess of the fair market value) and (B) the aggregate exercise price of all Shares subject to such outstanding Award, in each case on such payment terms (which need not be the same as the terms of payment to holders of Shares) and other terms, and subject to such conditions, as the Committee determines; or

- (2) With respect to an outstanding Award held by a participant who, following the Covered Transaction, will be employed by or otherwise providing services to an entity which is a surviving or acquiring entity in the covered transaction or any affiliate of such an entity, the Board may at or prior to the effective time of the Covered Transaction, in its sole discretion and in lieu of the action described in subparagraph (1) above, arrange to have such surviving or acquiring entity or affiliate assume any Award held by such participant outstanding hereunder or grant a replacement Award which, in the judgment of the Board is substantially equivalent to any Award being replaced.
- (3) For purposes of this Section 6(i), a “Covered Transaction” is a (i) Share sale, consolidation, merger, or similar transaction or series of related transactions in which the Company is not the surviving corporation or which results in the acquisition of all or substantially all of the Company’s then outstanding Shares by a single person or entity or by a group of persons and/or entities acting in concert; (ii) a sale or transfer of all or substantially all the Company’s assets, or (iii) a dissolution or liquidation of the Company. Where a Covered Transaction involves a tender offer that is reasonably expected to be followed by a merger described in clause (i) (as determined by the Board), the Covered Transaction shall be deemed to have occurred upon consummation of the tender offer.

(j) *No Grants in Contravention of the 1940 Act.* At all times during such periods as the Company qualifies or intends to qualify as a “business development company,” no Award may be granted under the Plan if the grant or terms of such Award would cause the Company to violate Section 61 of the 1940 Act (or any other provision of the 1940 Act applicable to “business development companies”), and, if approved for grant, such an Award will be void and of no effect.

(k) *Tax Withholding.* The delivery of any Shares, or the lifting or lapse of restrictions on any Award, shall be subject to the participant’s satisfaction of all applicable federal, state and local income and employment tax withholding obligations. A participant may satisfy such obligation(s) in whole or in part, by (i) delivering to the Company a check for the amount required to be withheld, or (ii) if permitted under the 1940 Act and as the Board in its sole discretion approves in any specific or general case, having the Company withhold Shares issuable to the participant under the Plan or delivering to the Company already-owned Shares, in either case having a fair market value equal to the amount required to be withheld, as determined by the Company. In addition, to the extent that the Company so chooses, the Company can hold back 100% of the participant’s compensation earned after such obligations arose and such held back amount shall be applied by the Company to satisfy such obligations.

7. TERMINATION OF EMPLOYMENT

(a) Unless the Board expressly provides otherwise, and except as otherwise provided in an Award agreement or an employment agreement between the participant and the Company or an Affiliate, immediately upon the cessation of the participant's employment or services an Award requiring exercise will cease to be exercisable and will terminate, and all other Awards to the extent not already vested will be forfeited (and, in the case of an Award of Restricted Shares, such unvested Restricted Shares will be transferred to, and reacquired by, the Company), except that:

- (1) subject to (2) and (3) below, all vested options held by the participant immediately prior the cessation of the participant's employment, to the extent then exercisable, will remain exercisable for the less of (i) a period of 90 days or (ii) the period ending on the latest date on which such option could have been exercised without regard to this Section 7(a)(1), and will thereupon terminate;
- (2) all vested options held by a participant immediately prior to the participant's death, to the extent then exercisable, will remain exercisable for the lesser of (i) the 180 day period ending following the participant's death or (ii) the period ending on the latest date on which such option could have been exercised without regard to this Section 7(a), and will thereupon terminate;
- (3) all options (whether or not vested) held by a participant immediately prior to the cessation of the participant's employment or "Cause" will immediately terminate; for this purpose "Cause" shall have the same meaning as provided in the employment agreement between the participant and the Company or its Affiliate, provided that if the participant is not a party to any such agreement, "Cause" shall mean the participant's repeated material failure to perform (other than by reason of Disability), or gross negligence in the performance of, participant's duties and responsibilities to the Company or any of its Affiliates which failure is not cured within thirty (30) days after written notice of such failure or negligence is delivered to participant; (ii) participant's material breach of any written employment agreement between participant and the Company or any of its Affiliates which breach is not cured within thirty (30) days after written notice of such breach is delivered to participant; (iii) commission by participant of a felony involving moral turpitude or fraud with respect to the Company or any of its Affiliates; (iv) participant being sanctioned by a federal or state government or agency with violations of federal or state securities laws in any judicial or administrative process or proceeding, or having been found by any court to have committed any such violation; or (v) participant's failure to comply with (A) any material Company policy, including without limitation, all Company Codes of Ethics, policies, procedures and handbooks, applicable to such participant or (B) any legal or regulatory obligations or requirements of participant, including, without limitation, failure of participant to provide any certifications as may be required by law which is not cured within thirty (30) days after written notice of such violation is delivered to participant. and

- (4) Except as otherwise provided in an Award, after completion of the 90-day (or 180-day) period, such Awards shall terminate to the extent not previously exercised, expired, or terminated.

No option shall be exercised or surrendered in exchange for a cash payment after the Expiration Date.

(b) In particular but not in limitation of the foregoing, the Board may provide in the case of any Award for post-termination exercise provisions different from those expressly set forth in this Section 7, including without limitation terms allowing a later exercise by a former employee (or, in the case of a former employee who is deceased, the person or persons to whom the Award is transferred by will or the laws of descent and distribution) as to all or any portion of the Award not exercisable immediately prior to termination of employment or other service, but in no case may an Award be exercised after the Expiration Date.

#### 8. EMPLOYMENT RIGHTS

Neither the adoption of the Plan nor the grant of Awards shall confer upon any participant any right to continue as an employee of the Company, its parent, or any subsidiary or affect in any way the right of the Company, its parent, or a subsidiary to terminate the participant's relationship at any time. Except as specifically provided by the Board in any particular case, the loss of existing or potential profit in Awards granted under this Plan shall not constitute an element of damages in the event of termination of the relationship of a participant even if the termination is in violation of an obligation of the Company to the participant by contract or otherwise.

#### 9. DISCONTINUANCE, CANCELLATION, AMENDMENT, AND TERMINATION

The Board may at any time or times amend the Plan or any outstanding Award for any purpose which may at the time be permitted by law, and may at any time terminate the Plan as to any future grants of Awards; provided that, except as otherwise expressly provided in the Plan the Board may not, without the participant's consent, alter the terms of an Award so as to affect adversely the participant's rights under the Award, unless the Board expressly reserved the right to do so at the time of the Award. Any amendments to the Plan shall be conditioned upon Shareholder approval only to the extent, if any, such approval is required by law (including the Code), as determined by the Board.

#### 10. LIMITATION OF LIABILITY

Notwithstanding anything to the contrary in the Plan, neither the Company, any subsidiary, nor the Board, nor any person acting on behalf of the Company, any subsidiary, or the Board, shall be liable to any participant or to the estate or beneficiary of any participant or to any other holder of an option by reason of any acceleration of income, or any additional tax, asserted by reason of the failure of an option to satisfy the requirements of Section 409 A or by reason of Section 4999 of the Code; provided, that nothing in this Section 10 shall limit the ability of the Board to provide by separate express written agreement with a participant for a gross-up payment or other payment in connection with any such tax or additional tax.

11. WAIVER OF JURY TRIAL

By accepting an Award under the Plan, each participant waives any right to a trial by jury in any action, proceeding or counterclaim concerning any rights under the Plan and any Award, or under any amendment, waiver, consent, instrument, document or other agreement delivered or which in the future may be delivered in connection therewith, and agrees that any such action, proceedings or counterclaim shall be tried before a court and not before a jury. By accepting an Award under the Plan, each participant certifies that no officer, representative, or attorney of the Company has represented, expressly or otherwise, that the Company would not, in the event of any action, proceeding or counterclaim, seek to enforce the foregoing waivers.

12. LEGAL CONDITIONS ON DELIVERY OF SHARES

The Company will not be obligated to deliver any Shares pursuant to the Plan or to remove any restriction from Shares previously delivered under the Plan until: (i) the Company is satisfied that all legal matters in connection with the issuance and delivery of such Shares have been addressed and resolved; (ii) if the outstanding Shares are at the time of delivery listed on any stock exchange or national market system, the Shares to be delivered have been listed or authorized to be listed on such exchange or system upon official notice of issuance; and (iii) all conditions of the Award have been satisfied or waived. If the sale of Shares has not been registered under the Securities Act of 1933, as amended (the "Securities Act"), the Company may require, as a condition to exercise of the Award, such representations or agreements as counsel for the Company may consider appropriate to avoid violation of the Securities Act. The Company may require that certificates evidencing Shares issued under the Plan bear an appropriate legend reflecting any restriction on transfer applicable to such Shares, and the Company may hold the certificates pending lapse of the applicable restrictions.



**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) and 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS AMENDED**

I, Dayl W. Pearson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 of KCAP Financial, Inc. (the “registrant”);

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s Board of Directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 5, 2015

By: \_\_\_\_\_ / S / Dayl W. Pearson  
**Dayl W. Pearson**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) and 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS AMENDED**

I, Edward U. Gilpin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 of KCAP Financial, Inc. (the “registrant”);

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s Board of Directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 5, 2015

By: \_\_\_\_\_ / S / Edward U. Gilpin  
**Edward U. Gilpin**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report of KCAP Financial, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2015 (the "Report"), I, Dayl W. Pearson, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2015

By: \_\_\_\_\_ / S / Dayl W. Pearson  
**Dayl W. Pearson**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

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**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report of KCAP Financial, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2015 (the "Report"), I, Edward U. Gilpin, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2015

By: \_\_\_\_\_  
/ s / Edward U. Gilpin  
**Edward U. Gilpin**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

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