



**Part II** **Organizational Action** *(continued)*

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [SEE ATTACHED](#)

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**18** Can any resulting loss be recognized? ▶ [SEE ATTACHED](#)

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [SEE ATTACHED](#)

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**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Edward Gilpin Date ▶ 12/04/2020

Print your name ▶ **EDWARD U. GILPIN** Title ▶ **CHIEF FINANCIAL OFFICER**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Garrison Capital Inc.**  
**EIN 90-0900145**  
**Attachment to Form 8937**  
**Date of Organizational Action: October 28, 2020**

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Each shareholder is advised to consult his or her tax advisor regarding the tax treatment of the merger. Further discussion of the tax consequences of the merger can be found in Portman Ridge Finance Corporation's Registration Statement on Form N-14 8C/A filed with the Securities and Exchange Commission on August 28, 2020, under the heading "Certain Material U.S. Federal Income Tax Consequences of the Mergers" (the "Form N-14").<sup>1</sup>

**Form 8937 Part I, Box 10:**

The CUSIP number for GARS common stock is 366554103.  
The CUSIP number for PTMN common stock is 73688F102.

**Form 8937 Part II, Box 14:**

*Parties to the Organizational Action:*

Portman Ridge Finance Corporation, a Delaware corporation ("PTMN"), Garrison Capital Inc., a Delaware corporation ("GARS"), Citadel Acquisition Sub Inc., a Delaware corporation and a direct wholly-owned subsidiary of PTMN ("Acquisition Sub"), and Sierra Crest Investment Management LLC, a Delaware limited liability company and the external investment adviser to PTMN ("Sierra Crest").

*Description of Organizational Action:*

On October 28, 2020, Acquisition Sub was merged with and into GARS, with GARS continuing as the surviving corporation and a direct wholly owned subsidiary of PTMN (the "First Merger"). Immediately following the First Merger, GARS was merged with and into PTMN, with PTMN continuing as the surviving corporation (the "Second Merger" and the First Merger and the Second Merger together "the Mergers"). As a result of, and as of the effective time of, the Second Merger, GARS's separate corporate existence ceased.

As a result of the Mergers, U.S. holders (as defined in the Form N-14) of GARS common stock (other than shares held by subsidiaries of GARS or held, directly or indirectly, by PTMN or Acquisition Sub) received for each share of GARS common stock issued and outstanding immediately before the First Merger (i) approximately \$1.19 in cash (the "Aggregate Cash Consideration"), (ii) approximately 1.917 shares of common stock, par value \$0.01 per share, of PTMN (plus any applicable cash in lieu of fractional shares), and (iii) approximately \$0.31 in cash as additional consideration funded by Sierra Crest (the "Additional Cash Consideration").

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<sup>1</sup> The Form N-14 is available at:  
<https://www.sec.gov/Archives/edgar/data/1372807/000119312520234843/d14782dn148ca.htm>.

**Form 8937 Part II, Box 15:**

Consistent with the Form N-14, the Mergers will be reported as, and PTMN believes that the Mergers, taken together, qualified as, a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). PTMN and GARS have not requested and do not intend to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the Mergers. Assuming such qualification:

- Gain (but not loss) will be recognized in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the shares of PTMN common stock (including any fractional share deemed received) and cash (other than cash received instead of a fractional share of PTMN common stock) received by a U.S. holder of GARS common stock (including the U.S. holder’s share of the Aggregate Cash Consideration and Additional Cash Consideration) exceeds such U.S. holder’s tax basis in its GARS common stock, and (2) the amount of cash received by such U.S. holder of GARS common stock (including the U.S. holder’s share of the Aggregate Cash Consideration and Additional Cash Consideration, but excluding any cash received instead of fractional interests in shares of PTMN common stock).
- The aggregate basis of the shares of PTMN common stock received in the Mergers will be the same as the aggregate basis of the GARS common stock for which it is exchanged, decreased by the amount of cash received in the Mergers (including the U.S. holder’s share of the Aggregate Cash Consideration and Additional Cash Consideration, but excluding any cash received instead of fractional interests in shares of PTMN common stock), decreased by any basis attributable to fractional interests in shares of PTMN common stock for which cash is received, and increased by the amount of any gain recognized on the exchange (regardless of whether such gain is classified as capital gain, or as ordinary dividend income, as discussed in the Form N-14, but excluding any gain or loss recognized with respect to fractional interests in shares of PTMN common stock for which cash is received).
- The holding period of shares of PTMN common stock received in exchange for shares of GARS common stock will include the holding period of the GARS common stock for which it is exchanged.
- A U.S. holder of GARS Common Stock who receives cash instead of a fractional share of PTMN Common Stock will generally be treated as having received the fractional share pursuant to the Mergers and then as having sold that fractional share of PTMN Common Stock for cash. As a result, a U.S. holder of GARS common stock will generally recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest as set forth above.

**Form 8937 Part II, Box 16:**

See response to Box 15, above.

**Form 8937 Part II, Box 17:**

PTMN believes that the Mergers, taken together, qualify as a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. Consequently, the federal tax consequences of the Mergers to the U.S. holders of GARS common stock are determined under Sections 354, 356, 358, 368 and 1001 of the Code.

**Form 8937 Part II, Box 18:**

PTMN believes that the Mergers, taken together, qualify as a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. As described in the response to box 15, assuming that the Mergers, taken together, are so treated, a U.S. holder of GARS common stock will not recognize any loss upon receipt of PTMN common stock in the Mergers, except with respect to any Aggregate Cash Consideration and Additional Cash Consideration received and cash received in lieu of a fractional share of PTMN common stock. As described in the response to box 15, a U.S. holder of GARS Common Stock who receives cash in lieu of a fractional share of PTMN common stock in the Mergers generally will be treated as having received such fractional share in the Mergers and then as having sold such fractional share for cash, and may recognize loss.

**Form 8937 Part II, Box 19:**

The Mergers was consummated on October 28, 2020. Consequently, the reportable taxable year of the U.S. holders of GARS common stock for reporting the tax effect of the Mergers is the taxable year that includes October 28, 2020.