

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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018

☐ **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)

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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, par value \$0.01 per share	The NASDAQ Global Select Market
6.125% Notes Due 2022	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

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 every Interactive Data File required to be submitted 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 such files). Yes ☐ No ☒

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller Reporting Company ☐
Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 29, 2018 was approximately \$111,573,936 based upon a closing price of \$3.25 reported for such date by The NASDAQ Global Select Market. Common shares held by each executive officer and director and by each person who owns 5% or more of the outstanding common shares have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of common stock of the registrant as of February 22, 2019 was 37,340,843.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the 2019 annual meeting of stockholders to be filed with the Securities and Exchange Commission within 120 days following the end of the registrant's fiscal year-end are incorporated by reference into Part III of this report.

NOTE ABOUT REFERENCES TO KCAP FINANCIAL, INC.

In this Annual Report on Form 10-K (this "Annual Report"), the "Company", "KCAP", "we", "us" and "our" refer to KCAP Financial, Inc. and its wholly-owned subsidiaries, KCAP Funding I LLC, Kohlberg Capital Funding I LLC, KCAP Senior Funding I, LLC and KCAP Senior Funding I Holdings, LLC, unless the context otherwise requires.

NOTE ABOUT TRADEMARKS

KCAP Financial, Inc., our logo and other trademarks of KCAP Financial, Inc. are the property of KCAP Financial, Inc. All other trademarks or trade names referred to in this Annual Report are the property of their respective owners.

NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Annual Report includes forward-looking statements. The matters discussed in this Annual Report, as well as in future oral and written statements by management of KCAP Financial, Inc., 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," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words, although not all forward-looking statements include these words. Important assumptions include our ability to originate new investments, achieve certain margins and levels of profitability, 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 Annual 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 Annual 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 regulated 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;
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- 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.

For a discussion of factors that could cause our actual results to differ from forward-looking statements contained in this Annual Report, please see the discussion under “Risk Factors” in Item 1A. You should not place undue reliance on these forward-looking statements. The forward-looking statements made in this Annual 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 of this Annual Report unless required by law.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements regarding the plans and objectives of management for future operations. Any such forward-looking statements may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and we cannot assure you that the projections included in these forward-looking statements will come to pass. Our actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors, including the factors discussed in Item 1A entitled “Risk Factors” in Part I of this Annual Report on Form 10-K and elsewhere in this Annual Report on Form 10-K. Other factors that could cause actual results to differ materially include changes in the economy and future changes in laws or regulations and conditions in our operating areas.

We have based the forward-looking statements included in this Annual Report on Form 10-K on information available to us on the date of this Annual Report on Form 10-K, and we assume no obligation to update any such forward-looking statements, unless we are required to do so by applicable law. However, you are advised to refer to any additional disclosures that we may make directly to you or through reports that we in the future may file with the Securities and Exchange Commission (“SEC”), including subsequent annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

PART I

Item 1. Business

Except as otherwise indicated, the terms “we,” “us,” “our,” the “Company” and “KCAP” refer to KCAP Financial, Inc.

GENERAL

We are an internally managed, non-diversified closed-end investment company that is regulated as business development company (“BDC”), under the Investment Company Act of 1940, as amended (the “1940 Act”). The Company was formed in August 2006 under our former name, Kohlberg Capital Corporation, and completed our initial public offering in December 2006.

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.

On November 8, 2018, we entered into an agreement with LibreMax Intermediate Holdings, LP (“LibreMax”) under which our wholly-owned subsidiary Commodore Holdings, LLC (“Commodore”) agreed to sell Katonah Debt Advisors, L.L.C. (“Katonah Debt Advisors”), Trimaran Advisors, L.L.C. (“Trimaran Advisors”), and Trimaran Advisors Management, L.L.C. (“Trimaran Advisors Management” and, together with Katonah Debt Advisors and Trimaran Advisors, the “Disposed Manager Affiliates”) to LibreMax for a cash purchase price of approximately \$37.9 million (the “LibreMax Transaction”). In connection with the closing of the LibreMax Transaction on December 31, 2018, Commodore sold the Disposed Manager Affiliates, which manage collateralized loan obligation funds (“CLO Funds”), to LibreMax for a cash purchase price of approximately \$37.9 million.

As of December 31, 2018, our remaining asset management subsidiaries (the “Asset Manager Affiliates”) were comprised of Commodore, Katonah Management Holdings, LLC, Katonah X Management LLC (“Katonah X Management”), Katonah 2007-1 Management, LLC (“Katonah 2007-1 Management”) and KCAP Management, LLC. Commodore, Katonah X Management and Katonah 2007-1 Management have no operations and are expected to be liquidated in the normal course.

On December 14, 2018, we entered into a stock purchase and transaction agreement (the “Externalization Agreement”) with BC Partners Advisors L.P. (“BCP”), an affiliate of BC Partners LLP (“BC Partners”), pursuant to which our management function would be externalized (the “Externalization”) and Sierra Crest Investment Management LLC, an affiliate of BC Partners (the “Adviser”) would be appointed as our investment adviser, subject to our stockholders’ approval of the proposed investment advisory agreement between us and the Adviser (the “Advisory Agreement”). At a special meeting of our stockholders (the “Special Meeting”) held on February 19, 2019, our stockholders approved the Advisory Agreement. As described further below, under “The Externalization Agreement,” if the transactions contemplated by the Externalization Agreement are completed, upon closing of the Externalization (the “Closing”), we will commence operations as an externally managed BDC managed by the Adviser.

The Company has also invested in debt and subordinated securities issued by CLO Funds (the “CLO Fund Securities”). Our investments in CLO Fund Securities are primarily managed by our formerly wholly-owned asset management subsidiaries, Trimaran Advisors and Trimaran Advisors Management, but from time-to-time the Company has made investments in CLO Fund Securities managed by other asset managers. The CLO Funds typically invest in broadly syndicated loans, high-yield bonds and other credit instruments.

Our investments in CLO Fund Securities, which are primarily made up of minority investments in the subordinated securities or preferred stock of CLO Funds managed by the Disposed Manager Affiliates, are anticipated to provide the Company with recurring cash distributions.

The Company may also invest in other investments such as loans to smaller private companies, publicly-traded companies, high-yield bonds, joint ventures, managed funds, partnerships, and distressed debt securities. The Company may also receive warrants or options to purchase common stock in connection with our 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 in senior secured term loans, mezzanine debt and selected equity investments in privately-held middle market companies. We define the middle market as comprising 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.

Because we are internally managed by our executive officers under the supervision of our Board of Directors, we incur the operating costs associated with employing investment and portfolio management professionals.

As a BDC, we are required to comply with regulatory requirements, including limitations on our use of debt. We are permitted to, and expect to continue to, finance our investments through borrowings. However, as a BDC, we are only generally allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or the 150% asset coverage ratio effective as of March 29, 2019) after such borrowing. The 1940 Act also generally prohibits us from declaring any cash dividend or distribution on any class of our capital stock if our asset coverage is below 200% (or the 150% asset coverage ratio effective as of March 29, 2019) at the time of the declaration of the dividend or distribution.

On March 29, 2018, the Company's Board of Directors, including a "required majority" (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the Small Business Credit Availability Act ("SBCA"). As a result, the Company's asset coverage requirement for senior securities will be changed from 200% to 150%, effective as of March 29, 2019. However, despite the SBCA, we will continue to be prohibited by the indentures governing our 6.125% Notes (as defined and discussed in Note 6- "Borrowings" below) from making distributions on our common stock if our asset coverage, as defined in the 1940 Act, falls below 200%. In any such event, we would be prohibited from making distributions required in order to maintain our status as a regulated investment company ("RIC").

Subject to market conditions, we intend to grow our portfolio of assets by raising additional capital, including through the prudent use of leverage available to us. Because we also 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 abnormal and unexpected funding requirements. As a result, we may hold varying amounts of cash and other short-term investments from time-to-time for liquidity purposes.

We have elected to be treated for U.S. federal income tax purposes as a RIC under the Internal Revenue Code (the "Code") and intend to operate in a manner to maintain our RIC status. Accordingly, we generally will not pay corporate-level U.S. federal income taxes on any net ordinary tax-basis taxable income or capital gains that we timely distribute to our shareholders as dividends. To maintain our RIC tax treatment, we must meet the specified source-of-income and asset diversification requirements and distribute to our stockholders annually at least 90% of our net ordinary tax-basis taxable income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, for each year.

We employ an experienced team of seven investment professionals and 13 total staff members. Dayl W. Pearson, our President and Chief Executive Officer, and one of our directors, has been in the financial services industry for more than 40 years. During the past 27 years, Mr. Pearson has focused almost exclusively on the middle market and has originated, structured and underwritten over \$7 billion of debt and equity securities. R. Jon Corless, our Chief Investment Officer with primary responsibility for the Debt Securities Portfolio, has managed investment portfolios in excess of \$4 billion at several institutions and has been responsible for managing portfolios of leveraged loans, high-yield bonds, mezzanine securities and middle market loans. Edward U. Gilpin, our Chief Financial Officer, Secretary and Treasurer, has been in financial services for over 35 years, with significant experience in overseeing the financial operations and reporting for asset management businesses.

Under the investment company rules and regulations pursuant to Article 6 of Regulation S-X and the Financial Standards Board Accounting Standards Codification (“ASC”), Financial Services — Investment Companies (“ASC 946”), we are precluded from consolidating portfolio company investments, including those in which we have a controlling interest, unless the portfolio company is another investment company. An exception to this general principle in ASC 946 occurs if we own a controlled operating company that provides all or substantially all of its services directly to us, or to an investment company of ours. Other than KCAP Funding I LLC, Kohlberg Capital Funding I LLC, KCAP Senior Funding I Holdings LLC and KCAP Senior Funding I LLC, none of the investments made by us qualify for this exception. Therefore, our portfolio investments, including our investments in the Asset Manager Affiliates and the Joint Venture (as defined below), are carried on the balance sheet at fair value with any adjustments to fair value recognized as “Net Change in Unrealized Appreciation (Depreciation)” in our statement of operations until the investment is exited, at which point any gain or loss on exit is reclassified and recognized as a “Net Realized Gain (Loss) from Investments.”

Our common stock is traded on The NASDAQ Global Select Market under the symbol “KCAP.” The net asset value per share of our common stock at December 31, 2018 was \$4.23. On December 31, 2018, the last reported sale price of a share of our common stock on The NASDAQ Global Select Market was \$3.46. In addition, our 6.125% notes due 2022 (“6.125% Notes Due 2022”) are traded on the NASDAQ Global Select Market under the symbol “KCAPL.” As of December 31, 2018, the last reported price of our 6.125% Notes Due 2022, which have a par value of \$25.00, was \$24.74.

Our Corporate Information

Our principal executive offices are located at 295 Madison Avenue, 6th Floor, New York, New York 10017, and our telephone number is (212) 455-8300. We maintain a website on the Internet at <http://www.kcapfinancial.com>. The information contained in our website is not incorporated by reference into this Annual Report. We file with or submit to the SEC periodic and current reports, proxy statements and other information meeting the informational requirements of the Securities Exchange Act of 1934 (the “Exchange Act”). We make copies of these filings available on the Investor Relations-SEC Filings section of our website free of charge as soon as reasonably practicable after we electronically file the information with, or furnish it to, the SEC. The SEC maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements and other information filed electronically by us with the SEC. Copies of these reports, proxy and information statements and other information may also be obtained by electronic request at the following e-mail address: publicinfo@sec.gov

Investment Portfolio

Our investment portfolio generates investment income, which is generally used to pay principal and interest on our borrowings, operating expenses, and to fund our distributions to our stockholders. Our investment portfolio consists primarily of our Debt Securities Portfolio and investments in CLO Fund Securities.

Debt Securities Portfolio. We target privately-held middle market companies that have strong historical cash flows, experienced management teams and identifiable and defensible market positions in industries with positive dynamics. We generally target companies that generate positive cash flows because we look to cash flows as the primary source for servicing debt.

We employ a disciplined approach in the selection and monitoring of our investments. Generally, we target investments that will generate a current return through interest income to provide for stability in our shareholder distributions and place less reliance on realized capital gains from our investments. Our investment philosophy is focused on preserving capital with an appropriate return profile relative to risk. Our investment due diligence and selection generally focuses on an underlying issuer’s net cash flow after capital expenditures to service its debt rather than on multiples of net income, valuations or other broad benchmarks which frequently miss the nuances of an issuer’s business and prospective financial performance. We also generally avoid concentrations in any one industry or issuer. We manage risk by following our internal credit policies and procedures.

When we extend senior and junior secured term loans, we will generally take a security interest in the available assets of the portfolio company, including the equity interests of its subsidiaries, which we expect

to help mitigate the risk that we will not be repaid. Nonetheless, there is a possibility that our lien could be subordinated to claims of other creditors. Structurally, mezzanine debt ranks subordinate in priority of payment to senior term loans and is often unsecured. Relative to equity, mezzanine debt ranks senior to common and preferred equity in a borrower's capital structure. Typically, mezzanine debt has elements of both debt and equity instruments, offering the fixed returns in the form of interest payments associated with a loan, while providing an opportunity to participate in the capital appreciation of a borrower, if any, through an equity interest that is typically in the form of equity purchased at the time the mezzanine loan is originated or warrants to purchase equity at a future date at a fixed cost. Mezzanine debt generally earns a higher return than senior secured debt due to its higher risk profile and usually less restrictive covenants. The warrants associated with mezzanine debt are typically detachable, which allows lenders to receive repayment of their principal on an agreed amortization schedule while retaining an equity interest in the borrower. Mezzanine debt also may include a "put" feature, which permits the holder to sell its equity interest back to the borrower at a price determined through an agreed formula.

Below are summary attributes for our Debt Securities Portfolio as of and for the year ended December 31, 2018:

- represented approximately 54% of total investment portfolio;
- contained credit instruments issued by corporate borrowers;
- primarily comprised of senior secured and junior secured loans (52% and 48% of Debt Securities Portfolio, respectively);
- spread across 21 different industries and 51 different entities;
- average par balance per investment of approximately \$2.8 million;
- five investments were on non-accrual status; and
- the weighted average contractual interest rate on our loans and debt securities was approximately 10.0%, and the weighted average contractual interest rate on our loans and debt securities, adjusted for non-accrual investments, was approximately 9.1%.

Our Debt Securities Portfolio investments generally average between \$1 million to \$20 million, although particular investments may be larger or smaller. The size of individual investments will vary according to their priority in a company's capital structure, with larger investments in more secure positions in an effort to maximize capital preservation. The size of our investments and maturity dates may vary as follows:

- senior secured term loans from \$2 to \$20 million maturing in five to seven years;
- second lien term loans from \$5 to \$15 million maturing in six to eight years;
- senior unsecured loans from \$5 to \$23 million maturing in six to eight years;
- mezzanine loans from \$5 to \$15 million maturing in seven to ten years; and
- equity investments from \$1 to \$5 million.

Investment in the Joint Venture. During the third quarter of 2017, the Company and Freedom 3 Opportunities LLC ("Freedom 3 Opportunities"), an affiliate of Freedom 3 Capital LLC, entered into an agreement to create KCAP Freedom 3 LLC (the "Joint Venture"). The Company and Freedom 3 Opportunities contributed approximately \$37 million and \$25 million, respectively, in assets to the Joint Venture, which in turn used the assets to capitalize a new fund, KCAP F3C Senior Funding, L.L.C. (the "Fund") managed by KCAP Management, LLC, one of the Asset Manager Affiliates. In addition, the Fund used cash on hand and borrowings under a credit facility to purchase approximately \$184 million of primarily middle-market loans from the Company and the Company used the proceeds from such sale to redeem approximately \$147 million in debt issued by KCAP Senior Funding I, LLC ("KCAP Senior Funding"). The Fund invests primarily in middle-market loans and the Joint Venture partners may source middle-market loans from time-to-time for the Fund.

During the fourth quarter of 2017, the Fund was refinanced through the issuance of senior and subordinated notes. The Joint Venture purchased 100% of the subordinated notes issued by the Fund. In connection with the refinancing, the Joint Venture made a cash distribution to the Company of approximately \$12.6 million. Approximately \$11.2 million of this distribution was a reduction in the cost basis of the Company's investment in the Joint Venture. The final determination of the tax attributes of distributions from the Joint Venture is made on an annual (full calendar year) basis at the end of the year, therefore, any estimate of tax attributes of distributions made on an interim basis may not be representative of the actual tax attributes of distributions for the full year.

The Company owns a 60% equity investment in the Joint Venture. The Joint Venture is structured as an unconsolidated Delaware limited liability company. All portfolio and other material decisions regarding the Joint Venture must be submitted to its board of managers, which is comprised of four members, two of whom were selected by the Company and two of whom were selected by Freedom 3 Opportunities, and must be approved by at least one member appointed by the Company and one appointed by Freedom 3 Opportunities. In addition, certain matters may be approved by the Joint Venture's investment committee, which is comprised of one member appointed by the Company and one member appointed by Freedom 3 Opportunities.

The Company has determined that the Joint Venture is an investment company under ASC 946, however, in accordance with such guidance; the Company will generally not consolidate its investment in a company other than a wholly owned investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. The Company does not consolidate its interest in the Joint Venture because the Company does not control the Joint Venture due to allocation of the voting rights among the Joint Venture partners.

CLO Fund Securities. Our investments in CLO Fund Securities are primarily made up of minority investments in the subordinated securities or preferred stock of CLO Funds managed by the Disposed Manager Affiliates.

Below are summary attributes for our CLO Fund Securities, as of and for the year-ended December 31, 2018, unless otherwise specified:

- CLO Fund Securities represented approximately 16% of total investment portfolio at December 31, 2018;
- 90% of CLO Fund Securities Portfolio represented investments in subordinated securities or equity securities issued by CLO Funds and 10% of CLO Fund Securities Portfolio was a rated note;
- all CLO Funds invested primarily in credit instruments issued by corporate borrowers;
- U.S. generally accepted accounting principles ("GAAP") basis investment income of \$6.4 million; cash distributions received of approximately \$19.5 million (approximately \$3.5 million taxable distributable income, \$16.0 million tax return of capital to KCAP).

Asset Manager Affiliates. As of December 31, 2018, our Asset Manager Affiliates were valued at approximately \$3.5 million. As discussed above, in connection with the LibreMax Transaction, on December 31, 2018, our wholly-owned subsidiary Commodore Holdings, LLC sold the Disposed Manager Affiliates, which represented substantially all of our investment in the Asset Manager Affiliates, to LibreMax. Commodore Holdings, LLC received cash proceeds of \$37.9 million from the sale and distributed \$33.8 million in cash to the Company. All of this cash distribution was recorded as a return of capital, and no realized gain or loss was recognized on this transaction. As of December 31, 2017, our Asset Manager Affiliates had approximately \$3.0 billion of par value of assets under management on which they earned management fees, and were valued at approximately \$38.8 million.

The Disposed Manager Affiliates manage CLO Funds that invest in broadly syndicated loans, high yield bonds and other credit instruments. The CLO Funds managed by the Disposed Manager Affiliates consist primarily of credit instruments issued by corporations. Accordingly, certain CLO Fund investments were reclassified from CLO Funds managed by our affiliates to CLO Funds managed by unaffiliated third-parties on December 31, 2018.

Below are summary attributes for our Asset Manager Affiliates, as of and for the year ended December 31, 2018:

- the fair value at December 31, 2018 of approximately \$3.5 million represented approximately 1% of total investment portfolio;
- for the year ended December 31, 2018, we received cash distributions of approximately \$36.0 million, of which \$34.8 million was a return of capital.

Revolving Credit Facility

On March 1, 2018, KCAP Funding I, LLC (“Funding”), a wholly-owned subsidiary of the Company, entered into a senior secured revolving credit facility (the “Revolving Credit Facility”) with certain institutional lenders, State Bank and Trust Company, as the administrative agent, lead arranger and bookrunner, CIBC Bank USA, as documentation agent and the Company, as the servicer.

The maximum commitment amount of the Revolving Credit Facility is \$50 million, subject to availability under the borrowing base. Borrowings under the Revolving Credit Facility bear interest at a rate per annum equal to (i) in the case of LIBOR rate loans, an adjusted LIBOR rate for the applicable interest period plus 3.25% or (ii) in the case of base rate loans, the prime rate plus 3.25%. Funding will pay a fee on any undrawn amounts of 0.375% per annum; provided that if 50% or less of the Revolving Credit Facility is drawn, the fee will be 0.50% per annum.

The Company intends to use the proceeds from borrowings under the Revolving Credit Facility for general corporate purposes, including to acquire certain qualifying loans, and such other uses as permitted under the Loan and Security Agreement (the “Revolving Credit Agreement”).

The maturity date is the earlier of: (a) March 1, 2022 and (b) the date upon which all loans shall become due and payable in full, whether by acceleration or otherwise, as a result of a default by the Company, as defined in the Revolving Credit Facility.

Borrowings under the Revolving Credit Facility are repayable by the Company at any time.

The Revolving Credit Facility is secured by all of the assets held by Funding, and the Company has pledged its interests in Funding as collateral to State Bank and Trust Company, as the administrative agent, to secure the obligations of Funding under the Revolving Credit Facility. The Revolving Credit Agreement includes customary affirmative and negative covenants, including certain limitations on the incurrence of additional indebtedness and liens, as well as usual and customary events of default for revolving credit facilities of this nature. At December 31, 2018, Funding was in compliance with all of its debt covenants.

As of December 31, 2018, \$26.4 million principal amount of borrowings was outstanding under the Revolving Credit Facility.

Structure and Process

Structure

We are an internally managed BDC with 13 full-time employees. The following are our key functional teams that execute our business strategy:

- Our BDC investment team consists of seven professionals who originate, structure, and invest in senior secured term loans, mezzanine debt and selected equity securities primarily in privately-held middle market companies as well as CLO Funds, joint ventures, managed funds, partnerships and distressed debt securities. The Company may also receive warrants or options to purchase common stock in connection with our debt investments.
- The remainder of the employees include senior management, operations, financial accounting, compliance and human resource personnel.

Process

The Company will review potential investment opportunities and conduct due diligence that typically includes a review of historical and prospective financial information, participation in a presentation held by the prospective portfolio company's management and/or the transaction sponsor, a review of the prospective portfolio company's product or service, an analysis and understanding of the drivers of the particular industry in which the prospective portfolio company operates, and an assessment of the debt service capabilities of the prospective portfolio company under a variety of assumed forecast scenarios.

Due to our ability to source transactions through multiple channels, we expect to continue to maintain a pipeline of opportunities to allow comparative risk return analysis and selectivity. By focusing on the drivers of revenue and cash flow, we develop our own underwriting cases, and multiple stress and event specific case scenarios for each company analyzed.

We focus on lending and investing opportunities in:

- companies with EBITDA of \$10 to \$50 million;
- companies with financing needs of \$25 to \$150 million;
- companies purchased by well-regarded private equity sponsors;
- non-sponsored companies with successful management and systems;
- high-yield bonds and broadly syndicated loans to larger companies on a selective basis; and
- equity co-investment in companies where we see substantial opportunity for capital appreciation.

We source investment opportunities from:

- private equity sponsors;
- regional investment banks for non-sponsored companies;
- other middle market lenders with whom we can participate in loans; and

In our experience, good credit judgment is based on a thorough understanding of both the qualitative and quantitative factors that determine a company's performance. Our analysis begins with an understanding of the fundamentals of the industry in which a company operates, including the current economic environment and the outlook for the industry. We also focus on the company's relative position within the industry and its historical ability to weather economic cycles. Other key qualitative factors include the experience and depth of the management team and the financial sponsor, if any.

Only after we have a comprehensive understanding of the qualitative factors do we focus on quantitative metrics. We believe that with the context provided by the qualitative analysis, we can gain a better understanding of a company's financial performance. We analyze a potential portfolio company's sales growth and margins in the context of its competition as well as its ability to manage its working capital requirements and its ability to generate consistent cash flow. Based upon this historical analysis, we develop a set of projections which represents a reasonable underwriting case of most likely outcomes for the company over the period of our investment. We also look at potential downside cases to determine a company's ability to service its debt in a stressed credit environment.

Elements of the *qualitative analysis* we use in evaluating investment opportunities include the following:

- industry fundamentals;
- competitive position and market share;
- past ability to work through historical down-cycles;
- quality of financial and technology infrastructure;
- sourcing risks and opportunities;
- labor and union strategy;

- technology risk;
- diversity of customer base and product lines;
- quality of financial sponsor (if applicable); and
- acquisition and integration history.

Elements of the *quantitative analysis* we use in evaluating investment opportunities include the following:

- income statement analysis of growth and margin trends;
- cash flow analysis of capital expenditures and free cash flow;
- financial ratio and market share standing among comparable companies;
- financial projections: underwriting versus stress case;
- event specific credit modeling;
- credit profile trend;
- future capital expenditure needs and asset sale plans;
- downside protection to limit losses in an event of default;
- risk adjusted returns and relative value analysis; and
- enterprise and asset valuations.

The origination, structuring and credit approval processes are fully integrated. Our credit team is directly involved in all due diligence and analysis prior to the formal credit approval process by the Investment Committee.

Investment Committee

The Investment Committee consists of the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Investment Officer, and an additional member of the Board of Directors. The Investment Committee serves to provide investment consistency and adherence to our core investment philosophy and policies.

Upon completion of the due diligence investigation, the underwriting team of investment professionals/analysts will prepare a credit underwriting memorandum that will summarize the contemplated transaction, present the investment highlights, analyze the risk in the transaction and mitigating factors to those risks, analyze the prospective portfolio's historical financial statements, financial projections, industry and management team, and will then present this memorandum with its recommendations to the Investment Committee for review and approval.

The approval of a majority of the Investment Committee is required for all investments of less than \$15 million, and the unanimous approval of the Investment Committee is required for investments of \$15 million or greater.

Monitoring

Our management team has significant experience monitoring credit portfolios. Along with origination and credit analysis, portfolio management is one of the key elements of our business. Most of our investments will not be liquid and, therefore, we must prepare to act quickly if potential issues arise so that we can work closely with management and the private equity sponsor, if applicable, of the portfolio company to take any necessary remedial action. In addition, most of our senior management team, has substantial workout and restructuring experience.

In order to assist us in detecting issues with our Debt Securities Portfolio companies as early as possible, we perform a financial analysis at least quarterly on each portfolio company. This analysis typically includes:

- A summary of the portfolio company's current total credit exposure as well as the KCAP portion of this exposure.
- A summary and update of the portfolio company's financial condition and performance, including but not limited to, performance versus plan, deterioration/improvement in market position, or industry fundamentals, management changes or additions, and ongoing business strategy.
- Reaffirmation of, or proposal to change, the risk rating of the underlying investment.
- A summary of the portfolio company's financial covenant results vis a vis financial covenant levels established in the credit agreement.

Watch list credits are followed closely and discussed periodically with the Chief Investment Officer, as appropriate.

The Externalization Agreement

At a meeting of our Board of Directors held on December 12, 2018, the Board, including all of its independent directors, unanimously voted to approve the Advisory Agreement, contingent upon entering into the Externalization Agreement, obtaining Company stockholder approval of the Advisory Agreement, and closing of the transactions contemplated by the Externalization Agreement, and determined that the Advisory Agreement is in the best interests of us and our stockholders. At the Special Meeting held on February 19, 2019, our stockholders approved the Advisory Agreement. If the transactions contemplated by the Externalization Agreement are completed, upon the Closing, we will commence operations as an externally managed BDC managed by the Adviser.

Pursuant to the Externalization Agreement with BCP, the Adviser will become our investment adviser in exchange for a cash payment from BCP, or its affiliate, of \$25 million, or approximately \$0.67 per share of our common stock, directly to our stockholders. In addition, following the Closing, the Adviser (or its affiliate) will use up to \$10 million of the incentive fee actually paid to the Adviser prior to the second anniversary of the Closing date to buy newly issued shares of our common stock at the most recently determined net asset value per share of our common stock at the time of such purchase. For the period of one year from the first day of the first quarter following the quarter in which the Advisory Agreement becomes effective, the Adviser will permanently forego up to the full amount of the incentive fees earned by the Adviser without recourse against or reimbursement by the Company, to the extent necessary in order to achieve aggregate net investment income per common share of the Company for such one-year period to be at least equal to \$0.40 per share, subject to certain adjustments. BCP and the Adviser's total financial commitment to the transactions contemplated by the Externalization Agreement is \$35.0 million.

The Company anticipates that the Closing will occur at the end of the quarter ending March 31, 2019, but the Company will issue a press release announcing the record date and payment date of the stockholding payment.

About the Adviser

At the Closing, the Adviser, an affiliate of BC Partners, will become the investment adviser of the Company. LibreMax intends to own a portion of the Adviser. Subject to the overall supervision of the Board, the Adviser will be responsible for managing the Company's business and activities, including sourcing investment opportunities, conducting research, performing diligence on potential investments, structuring the Company's investments, and monitoring the Company's portfolio companies on an ongoing basis through a team of investment professionals.

BC Partners is a leading buyout firm with a 30-year history investing across Europe and North America which had assets under management of over \$24 billion as of December 19, 2018. The assets under management for BCP are based on actively managed commitments of its managed funds and

relevant vehicles formed for the purpose of co-investing alongside such funds. BCP operates a private equity investment platform (“BCP PE”) and a credit investment platform (“BCP Credit”) as fully integrated businesses. The investment activity of the Company will take place primarily within the BCP Credit platform. Integration with the broader BCP platform allows BCP Credit to leverage a team of approximately 60 investment professionals across its private equity platform including an eight-member operations team. The BCP Credit Investment Team (the “Investment Team”) is led by Ted Goldthorpe who sits on both the BCP Credit and BCP PE investment committees. An affiliate of the Adviser currently manages a private BDC, BC Partners Lending Corporation, and a private fund in the BCP Credit platform. BCP intends to offer employment to certain Company employees, including but not limited to, the Company’s executive officers.

The Adviser will seek to invest on behalf of the Company in performing, well-established middle market businesses that operate across a wide range of industries (i.e., no concentration in any one industry). The Adviser will employ fundamental credit analysis, targeting investments in businesses with relatively low levels of cyclicity and operating risk. The holding size of each position will generally be dependent upon a number of factors including total facility size, pricing and structure, and the number of other lenders in the facility. The Adviser has experience managing levered vehicles, both public and private, and will seek to enhance the Company’s returns through the use of leverage with a prudent approach that prioritizes capital preservation. The Adviser believes this strategy and approach offers attractive risk/return with lower volatility given the potential for fewer defaults and greater resilience through market cycles.

Advisory Agreement

Pursuant to the terms of the Advisory Agreement, the Company will pay the Adviser (i) a base management fee (the “Base Management Fee”) and (ii) an incentive fee (the “Incentive Fee”). For the period from the date of the Advisory Agreement (the “Effective Date”) through the end of the first calendar quarter after the Effective Date, the Base Management Fee will be calculated at an annual rate of 1.50% of the Company’s gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, as of the end of such calendar quarter. Subsequently, the Base Management Fee will be 1.50% of the Company’s average gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, at the end of the two most recently completed calendar quarters; provided, however, that the Base Management Fee will be 1.00% of the Company’s average gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, that exceed the product of (i) 200% and (ii) the value of the Company’s net asset value at the end of the most recently completed calendar quarter. The Incentive Fee will consist of two parts: (1) a portion based on the Company’s pre-incentive fee net investment income (the “Income-Based Fee”) and (2) a portion based on the net capital gains received on the Company’s portfolio of securities on a cumulative basis for each calendar year, net of all realized capital losses and all unrealized capital depreciation on a cumulative basis, in each case calculated from the Effective Date, less the aggregate amount of any previously paid capital gains Incentive Fee (the “Capital Gains Fee”). The Income-Based Fee will be 17.50% of pre-incentive fee net investment income with a 7.00% hurdle rate. The Capital Gains Fee will be 17.50%. For more information regarding the terms of the fee structure under the Advisory Agreement, please see our definitive proxy statement filed with the SEC on January 15, 2019.

DETERMINATION OF NET ASSET VALUE

We determine the net asset value per share of our common stock quarterly. The net asset value per share is equal to the value of our total assets minus liabilities and any preferred stock outstanding divided by the total number of shares of common stock outstanding.

Our net asset value per share was \$4.23 and \$4.87 as of December 31, 2018 and December 31, 2017, respectively. Since we report our assets at fair value for each reporting period, net asset value also represents the amount of stockholders' equity per share for the reporting period. Our net asset value is comprised mostly of investment assets less debt and other liabilities:

	December 31, 2018		December 31, 2017	
	Fair Value ⁽¹⁾	per Share ⁽¹⁾	Fair Value ⁽¹⁾	per Share ⁽¹⁾
Investments at fair value:				
Investments in short-term investments ⁽²⁾	\$ 44,756,478	\$ 1.20	\$ 77,300,320	\$ 2.07
Investments in debt securities	147,861,744	3.96	118,197,479	3.17
Investments in CLO Fund Securities	44,325,000	1.19	51,678,673	1.38
Investments in equity securities	14,504,687	0.39	4,414,684	0.12
Investments in Asset Manager Affiliates	3,470,000	0.09	38,849,000	1.04
Investment in Joint Venture	18,390,440	0.49	21,516,000	0.58
Cash	5,417,125	0.14	2,034,095	0.05
Restricted Cash ⁽³⁾	3,907,341	0.10	—	—
All other assets	2,831,866	0.08	5,818,723	0.16
Total Assets	\$285,464,681	\$ 7.64	\$319,808,974	\$ 8.57
6.125% Notes Due 2022 (net of offering costs)	\$ 75,199,858	\$ 2.01	\$ 74,672,952	\$ 2.00
KCAP Funding I, LLC (net of offering costs)	25,200,331	0.68	—	—
7.375% Notes Due 2019 (net of offering costs)	—	—	26,740,365	0.72
Payable for open trades	23,204,564	0.62	34,215,195	0.92
Other liabilities	3,838,917	0.10	2,375,886	0.06
Total Liabilities	127,443,670	3.41	138,004,398	3.70
NET ASSET VALUE	\$158,021,011	\$ 4.23	\$181,804,576	\$ 4.87

(1) Our balance sheet at fair value and resultant net asset value are calculated on a basis consistent with GAAP. Our per share presentation of such amounts (other than net asset value per share) is an internally derived non-GAAP performance measure calculated by dividing the applicable balance sheet amount by outstanding shares. We believe that the per share amounts for such balance sheet items are helpful in analyzing our balance sheet both quantitatively and qualitatively.

(2) Includes money market accounts and U.S. Treasury Bills.

(3) Consists of cash held for interest and principal payments on the revolving credit facility of KCAP Funding I, LLC, our wholly owned subsidiary.

Valuation

As a BDC, we invest primarily in illiquid securities, including loans to and warrants of private companies and interests in other illiquid securities, such as interests in CLO Fund Securities, joint ventures, partnerships and distressed debt securities. These portfolio investments may be subject to restrictions on resale and will generally have no established trading market. As a result, our Board of Directors determines in good faith the fair value of our portfolio investments pursuant to a valuation policy developed in accordance with the Financial Accounting Standards Board Accounting Standards Codification 820, Fair Value Measurements and Disclosures ("ASC 820: Fair Value"), and a valuation process approved by our Board of Directors and in accordance with the 1940 Act. Our valuation policy is intended to provide a consistent basis for determining the fair value of the portfolio. Our 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. The Company uses an independent valuation firm to provide third party valuation consulting services to the Company and the Board of Directors. For additional information concerning valuation, see "Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations – Valuation of Portfolio Investments"; and Notes 2 and 4 to the financial statements.

Competition

Our primary competitors also provide financing to prospective portfolio companies. These include commercial banks, specialty finance companies, hedge funds, structured investment funds, other BDCs and investment banks. Our competitors may have a lower cost of funds, and many have access to funding sources that are not available to us. Many of these entities have greater managerial resources than we have, and the 1940 Act imposes certain regulatory restrictions on us as a BDC to which many of our competitors are not subject. For additional information concerning the competitive risks we face, see “Item 1 A. Risk Factors — Risks Related to Our Business and Structure — We operate in a highly competitive market for investment opportunities.”

Employees

As of December 31, 2018, we had 13 employees, including an experienced team of seven investment professionals.

REGULATION

The following discussion is a general summary of some of the material prohibitions and restrictions governing BDCs generally. It does not purport to be a complete description of all the laws and regulations affecting BDCs.

A BDC is a unique kind of investment company that primarily focuses on investing in or lending to private or relatively small publicly traded companies and making managerial assistance available to them. The 1940 Act contains prohibitions and restrictions relating to transactions between BDCs and their directors and officers and certain other related persons and requires that a majority of the directors be persons other than “interested persons,” as that term is defined in the 1940 Act. We have implemented certain procedures to ensure that we do not engage in any prohibited transactions with any persons affiliated with us.

In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a BDC unless approved by a majority of our outstanding voting securities. A majority of the outstanding voting securities of a company is defined under the 1940 Act as the lesser of (i) 67% or more of such company’s shares present at a meeting or represented by proxy if more than 50% of the outstanding shares of such company are present or represented by proxy or (ii) more than 50% of the outstanding shares of such company.

Qualifying Assets

Under the 1940 Act, a BDC may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, or “Qualifying Assets,” unless, at the time the acquisition is made, Qualifying Assets represent at least 70% of the company’s total assets. The principal categories of Qualifying Assets relevant to our business are the following:

- Securities of an “eligible portfolio company” purchased in transactions not involving any public offering. An “eligible portfolio company” is defined in the 1940 Act as any issuer which:
 - (a) is organized under the laws of, and has its principal place of business in, the United States;
 - (b) is not an investment company (other than a small business investment company wholly-owned by the BDC) or a company that would be an investment company but for certain exclusions under the 1940 Act; and
 - (c) satisfies any of the following:
 - (i) does not have any class of securities listed on a national securities exchange (or, if it has a class of securities listed on a national securities exchange, has an aggregate market value of outstanding voting and non-voting common equity of less than \$250 million);
 - (ii) is controlled by a BDC or a group of companies including a BDC and the BDC has an affiliated person who is a director of the eligible portfolio company;

(iii) is a small and solvent company having total assets of not more than \$4 million and capital and surplus of not less than \$2 million; or

(iv) does not have outstanding any class of securities with respect to which a broker or dealer may extend margin credit.

- Securities of any eligible portfolio company that we control;
- Securities purchased in a private transaction from a U.S. issuer that is not an investment company and is in bankruptcy and subject to reorganization;
- Securities received in exchange for or distributed on or with respect to securities described above, or pursuant to the conversion of warrants or rights relating to such securities; and
- Cash, cash equivalents, U.S. government securities or high-quality debt securities maturing in one year or less from the time of investment.

Significant Managerial Assistance

A BDC must be organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described above. In addition, BDCs must generally offer to make available to such issuer of the securities (other than small and solvent companies described above) significant managerial assistance; except that, where we purchase such securities in conjunction with one or more other persons acting together, one of the other persons is the group may make available such managerial assistance. Making available significant managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company through monitoring of portfolio company operations, selective participation in board and management meetings, consulting with and advising a portfolio company's officers or other organizational or financial guidance.

Temporary Investments

Pending investment in other types of "Qualifying Assets," as described above, our investments may consist of cash, cash equivalents, U.S. government securities or high quality debt securities maturing in one year or less from the time of investment, which we refer to, collectively, as temporary investments, so that at least 70% of our assets are "Qualifying Assets." Typically, we invest in U.S. treasury bills or in repurchase agreements, provided that such agreements are fully collateralized by cash or securities issued by the U.S. government or its agencies. A repurchase agreement involves the purchase by an investor, such as us, of a specified security and the simultaneous agreement by the seller to repurchase it at an agreed upon future date and at a price which is greater than the purchase price by an amount that reflects an agreed-upon interest rate. There is no percentage restriction on the proportion of our assets that may be invested in such repurchase agreements. However, if more than 25% of our total assets constitute repurchase agreements that are treated, under applicable tax rules, as being issued by a single counterparty, we would not meet the diversification tests imposed on us by the Code to qualify for tax treatment as a RIC for U.S. federal income tax purposes. Thus, we do not intend to enter into repurchase agreements treated as issued, under applicable tax rules, by a single counterparty in excess of this limit. We monitor the creditworthiness of the counterparties with which we enter into repurchase agreement transactions.

Indebtedness; Coverage Ratio

We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least equal to 200% (or 150% effective as of March 29, 2019) immediately after each such issuance. In addition, with respect to certain types of senior securities, we must make provisions to prohibit any dividend distribution to our stockholders or the repurchase of certain of our securities, unless we meet the applicable asset coverage ratios at the time of the dividend distribution or repurchase. As noted above, on March 29, 2018, our Board of Directors, including a "required majority" (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act,

as amended by the SBCA. As a result, our asset coverage requirement for senior securities will be changed from 200% to 150%, effective as of March 29, 2019. However, despite the SBCA, we will continue to be prohibited by the indentures governing our 6.125% Notes (as defined and discussed in Note 6 — “Borrowings” below) from making distributions on our common stock if our asset coverage, as defined in the 1940 Act, falls below 200%. We may also borrow amounts up to 5% of the value of our total assets for temporary purposes. For a discussion of the risks associated with the resulting leverage, see “Item 1A. Risk Factors — Risks Related to Our Business and Structure — We borrow money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.” As of December 31, 2018, our asset coverage ratio was 249%, above the minimum required asset coverage level of 200%.

Common Stock

We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, at a price below the current net asset value of the common stock if our Board of Directors determines that such sale is in our best interests and that of our stockholders, and our stockholders approve such sale. In any such case, the price at which our common stock is to be issued and sold may not be less than a price which, in the determination of our Board of Directors, closely approximates the market value of such common stock (less any distributing commission or discount). We may also make rights offerings to our stockholders at prices per share less than the net asset value per share, subject to applicable requirements of the 1940 Act. See “Item 1A. Risk Factors — Risks Relating to Our Business and Structure — Regulations governing our operation as a BDC affect our ability to, and the way in which we, raise additional capital.”

Code of Ethics

We adopted and maintain a code of ethics pursuant to Rule 17j-1 under the 1940 Act that establishes procedures for personal investments and restricts certain personal securities transactions. Personnel subject to the code may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the code’s requirements. A copy of the code of ethics is available on the Corporate Governance section of the Company’s website at <http://www.kcapfinancial.com>. Our code of ethics is available on the EDGAR Database on the SEC’s Internet site at <http://www.sec.gov>. Copies may be obtained by electronic request to publicinfo@sec.gov

Privacy Principles

We are committed to maintaining the privacy of our stockholders and safeguarding their non-public personal information. The following information is provided to help you understand what personal information we collect, how we protect that information and why, in certain cases, we may share information with select other parties.

Generally, we do not receive any non-public personal information relating to our stockholders, although some non-public personal information of our stockholders may become available to us. We do not disclose any non-public personal information about our stockholders or former stockholders to anyone, except as is necessary to service stockholder accounts, such as to a transfer agent, or as otherwise permitted by law.

We restrict access to non-public personal information about our stockholders to our employees with a legitimate business need for the information. We maintain safeguards designed to protect the non-public personal information of our stockholders.

Proxy Voting Policy and Procedures

Although the securities we hold are not typically voting securities, some of our investments could entitle us to voting rights. If this were to occur we would vote our portfolio securities in the best interest of our stockholders and we would review on a case-by-case basis each proposal submitted to a stockholder vote to determine its impact on the portfolio securities held by us. Although we would generally vote against proposals that we believe may have a negative impact on our portfolio securities, we may vote for such a proposal if we were to believe there exists a compelling long-term reason to do so.

Our voting decisions would be made by our Investment Committee. To ensure that our vote would not be the product of a conflict of interest, we would require that (1) anyone involved in the decision making process disclose to our Chief Compliance Officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a vote; and (2) employees involved in the decision making process or vote administration are prohibited from revealing how we intend to vote on a proposal to reduce any attempted influence from interested parties.

Other

We are subject to examination by the SEC for compliance with the 1940 Act.

We are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a BDC, we are prohibited from indemnifying any director or officer against any liability to our stockholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person's office.

We are required to adopt and implement written policies and procedures reasonably designed to prevent violation of the federal securities laws and to review these policies and procedures annually for their adequacy and the effectiveness of their implementation. We have a designated Chief Compliance Officer who is responsible for administering these policies and procedures.

TAXATION AS A REGULATED INVESTMENT COMPANY

We have elected to be treated for U.S. federal income tax purposes as a Regulated Investment Company ("RIC") under subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"), and intend to operate in a manner to maintain our RIC tax treatment. As a RIC, we generally will not have to pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that we timely distribute to our stockholders as dividends. To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements (as described below). In addition, we must distribute to our stockholders, for each taxable year, at least 90% of our "investment company taxable income," which is generally our net ordinary taxable income plus the excess of our realized net short-term capital gains over our realized net long-term capital losses (the "Annual Distribution Requirement").

Taxation as a RIC

For any taxable year in which we qualify as a RIC and satisfy the Annual Distribution Requirement, we generally will not be subject to U.S. federal income tax on the portion of our investment company taxable income and net capital gain, defined as net long-term capital gains in excess of net short-term capital losses, we distribute to stockholders. We will be subject to U.S. federal income tax at the regular corporate rates on any net ordinary income or net capital gain not distributed (or deemed distributed) to our stockholders.

We will be subject to a 4% nondeductible U.S. federal excise tax on our undistributed income unless we distribute in a timely manner an amount at least equal to the sum of (a) 98% of our net ordinary income for each calendar year, (b) 98.2% of our capital gain net income for the one-year period ending October 31 in that calendar year and (c) any income or gains realized, but not distributed, in the preceding year and on which we paid no U.S. federal income tax (the "Excise Tax Avoidance Requirement"). For this purpose, however, any net ordinary income or capital gain net income retained by us that is subject to corporate-level U.S. federal income tax for the tax year ending in that calendar year will be considered to have been distributed by year end (or earlier if estimated taxes are paid). Although we generally endeavor to make sufficient distributions each taxable year to satisfy the Excise Tax Avoidance Requirement, we may incur a U.S. federal excise tax.

To qualify as a RIC for U.S. federal income tax purposes, we must, among other things:

- qualify to be regulated as a business development company under the 1940 Act at all times during each taxable year;
- derive in each taxable year at least 90% of our gross income from dividends, interest, payments with respect to certain securities loans, gains from the sale of stock or other securities, or other

income derived with respect to our business of investing in such stock or securities, and net income derived from interests in “qualified publicly traded partnerships” (which generally are partnerships that are traded on an established securities market or tradable on a secondary market, other than partnerships that derive 90% of their income from interest, dividends and other permitted RIC income) (the “90% Income Test”); and

- diversify our holdings so that at the end of each quarter of the taxable year:
 - at least 50% of the value of our assets consists of cash, cash equivalents, U.S. government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer; and
 - no more than 25% of the value of our assets is invested in the securities, other than U.S. government securities or securities of other RICs, of one issuer or of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or in the securities of one or more qualified publicly traded partnerships (the “Diversification Tests”).

If we do not satisfy the requirements of the Diversification Tests as of the end of any quarter, we will not lose our status as RIC provided that (i) we satisfied the requirements in a prior quarter and (ii) our failure to satisfy the requirements in the current quarter is not due in whole or in part to an acquisition of any security or other property.

We may invest in partnerships, including qualified publicly traded partnerships, which may result in our being subject to state, local or foreign income, franchise or withholding liabilities.

We may be required to recognize taxable income in circumstances in which we do not receive cash. For example, if we hold debt obligations that are treated under applicable tax rules as having original issue discount (such as debt instruments with payment-in-kind (“PIK”) interest or, in certain cases, with increasing interest rates or issued with warrants), we must include in income each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by us in the same taxable year. Because any original issue discount accrued will be included in our investment company taxable income for the year of accrual, we may be required to make a distribution to our stockholders in order to satisfy the Annual Distribution Requirement, even though we will not have received any corresponding cash amount. If we are not able to obtain sufficient cash from other sources to satisfy the Annual Distribution Requirement, we may fail to qualify as a RIC and become subject to corporate-level U.S. federal income taxes on all of our taxable income without the benefit of the dividends-paid deduction.

Although we do not presently expect to do so, we are authorized to borrow funds and to sell assets in order (i) to satisfy the Annual Distribution Requirement and to otherwise eliminate our liability for U.S. federal income and excise taxes and (ii) to satisfy the Diversification Tests. However, under the 1940 Act, we are not permitted to borrow additional funds or to make distributions to our stockholders while our debt obligations and other senior securities are outstanding unless a certain “asset coverage” test is met. See “Regulation — Indebtedness; Coverage Ratio.” Moreover, our ability to dispose of assets to meet the Annual Distribution Requirement, the Excise Tax Avoidance Requirement or the Diversification Tests may be limited by (a) the illiquid nature of our portfolio and/or (b) other requirements relating to our qualification as a RIC. If we dispose of assets in order to meet the Annual Distribution Requirement, the Excise Tax Avoidance Requirement, or the Diversification Tests, we may make such dispositions at times that, from an investment standpoint, are not advantageous.

Certain of our investment practices may be subject to special and complex U.S. federal income tax provisions that may, among other things, (a) treat dividends that would otherwise constitute qualified dividend income as non-qualified dividend income, (b) treat dividends that would otherwise be eligible for the corporate dividends received deduction as ineligible for such treatment, (c) disallow, suspend or otherwise limit the allowance of certain losses or deductions, (d) convert lower-taxed long-term capital gain into higher-taxed short-term capital gain or ordinary income, (e) convert an ordinary loss or a deduction into a capital loss (the deductibility of which is more limited), (f) cause us to recognize income or gain

without a corresponding receipt of cash, (g) adversely affect the time as to when a purchase or sale of stock or securities is deemed to occur, (h) adversely alter the characterization of certain complex financial transactions and (i) produce income that will not be qualifying income for purposes of the 90% Income Test. We intend to monitor our transactions and may make certain tax elections to mitigate the effect of these provisions and prevent our disqualification as a RIC.

Gain or loss realized by us from warrants acquired by us as well as any loss attributable to the lapse of such warrants generally will be treated as capital gain or loss. Such capital gain or loss generally will be long-term or short-term, depending on how long we held a particular warrant.

Some of the income and fees that we may recognize will not satisfy the 90% Income Test. In order to ensure that such income and fees do not disqualify us as a RIC for a failure to satisfy the 90% Income Test, we may hold assets that generate such income and provide services that generate such fees indirectly through one or more entities treated as corporations for U.S. federal income tax purposes. Such corporations will be required to pay corporate-level U.S. federal income taxes on their earnings, which ultimately will reduce our return on such income and fees.

Failure to Qualify as a Regulated Investment Company

If we were unable to qualify for treatment as a RIC, we would be subject to tax on all of our taxable income at regular corporate rates, regardless of whether we make any distributions to our stockholders. Distributions would not be required, and any distributions made would be taxable to our stockholders as ordinary dividend income that, subject to certain limitations, may be eligible for the 20.0% maximum rate to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, corporate distributees would be eligible for the dividends-received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's tax basis, and any remaining distributions would be treated as a capital gain. If we fail to qualify as a RIC for a period greater than two taxable years, to qualify as a RIC in a subsequent year we may be subject to regular corporate tax on any net built-in gains with respect to certain of our assets (i.e., the excess of the aggregate gains, including items of income, over aggregate losses that would have been realized with respect to such assets if we had been liquidated) that we elect to recognize on requalification or when recognized over the next five years.

DIVIDEND REINVESTMENT PLAN

We have adopted a dividend reinvestment plan that provides for reinvestment of our distributions on behalf of our stockholders, unless a stockholder elects to receive cash as provided below. As a result, if our Board of Directors authorizes, and we declare, a cash distribution, then our stockholders who have not "opted out" of our dividend reinvestment plan will have their cash distributions automatically reinvested in additional shares of our common stock, rather than receiving the cash.

No action is required on the part of a registered stockholder to have such shareholder's cash distribution reinvested in shares of our common stock. A registered stockholder may elect to receive an entire distribution in cash by notifying American Stock Transfer & Trust Company, the plan administrator and our transfer agent and registrar, in writing so that such notice is received by the plan administrator no later than the record date for distributions to stockholders. The plan administrator will set up an account for shares acquired through the plan for each stockholder who has not elected to receive distributions in cash and hold such shares in non-certificated form. Upon request by a stockholder participating in the plan, received in writing not less than ten days prior to the record date, the plan administrator will, instead of crediting shares to the participant's account, issue a certificate registered in the participant's name for the number of whole shares of our common stock and a check for any fractional share.

Those stockholders whose shares are held by a broker or other financial intermediary may receive distributions in cash by notifying their broker or other financial intermediary of their election.

We intend to use primarily newly issued shares to implement the plan, whether our shares are trading at a premium or at a discount to net asset value. However, we reserve the right to purchase shares in the open market in connection with our implementation of the plan. The number of shares to be issued to a stockholder is determined by dividing the total dollar amount of the dividend payable to such stockholder

by the market price per share of our common stock at the close of regular trading on The NASDAQ Global Select Market on the dividend payment date. Market price per share on that date will be the closing price for such shares on The NASDAQ Global Select Market or, if no sale is reported for such day, at the average of their reported bid and asked prices. Shares purchased in open market transactions by the plan administrator of the dividend reinvestment plan will be allocated to a stockholder based upon the average purchase price, excluding any brokerage charges or other charges, of all shares of common stock purchased with respect to the distribution.

There are no brokerage charges or other charges to stockholders who participate in the plan. The plan administrator's fees under the plan are paid by us. If a participant elects by written notice to the plan administrator to have the plan administrator sell part or all of the shares held by the plan administrator in the participant's account and remit the proceeds to the participant, the plan administrator is authorized to deduct a \$15.00 transaction fee plus a \$0.10 per share brokerage commission from the proceeds.

If your distributions are reinvested, you will be required to pay tax on the distributions in the same manner as if the distributions were received in cash. The taxation of distributions will not be affected by the form in which you receive them.

Participants may terminate their accounts under the plan by notifying the plan administrator via its website at www.amstock.com, by filling out the transaction request form located at bottom of their statement and sending it to the plan administrator at the address set forth below or by calling the plan administrator at 1-866-668-8564.

The plan may be terminated by us upon notice in writing mailed to each participant at least 30 days prior to any record date for the payment of any dividend by us. All correspondence concerning the plan should be directed to, and additional information about the plan may be obtained from, the plan administrator by mail at American Stock Transfer & Trust Company, Attn. Dividend Reinvestment Department, P.O. Box 922, Wall Street Station, New York, NY 10269-0560 or by telephone at 1-866-668-8564.

Item 1A. Risk Factors

Investing in our securities involves a high degree of risk. In addition to the other information contained in this annual report on Form 10-K, the following information should be carefully considered before making an investment in our securities. The risks set out below are not the only risks we face. Additional risks and uncertainties not presently known to us or not presently deemed material by us might also impair our operations and performance. If any of the following events occur, our business, financial condition and results of operations could be materially and adversely affected. In such case, our net asset value and the trading price of our securities could decline, and you may lose part or all of your investment.

Risks Related to Economic Conditions

Economic recessions or downturns may have a material adverse effect on our business, financial condition and results of operations, and could impair the ability of our portfolio companies to repay loans.

Economic recessions or downturns may result in a prolonged period of market illiquidity which could have a material adverse effect on our business, financial condition and results of operations. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results.

In the event of economic recessions and downturns, the financial results of middle-market companies, like those in which we invest, will likely experience deterioration, which could ultimately lead to difficulty in meeting debt service requirements and an increase in defaults. Additionally, the end markets for certain of our portfolio companies' products and services would likely experience negative financial trends. The performances of certain of our portfolio companies have been, and may continue to be, negatively impacted by these economic or other conditions, which may ultimately result in our receipt of a reduced level of interest income from our portfolio companies and/or losses or charge offs related to our investments, and, in turn, may adversely affect distributable income. Further, adverse economic conditions may decrease the value of collateral securing some of our loans and the value of our equity investments. As a result, we may need to modify the payment terms of our investments, including changes in payment-in-kind interest provisions and/or cash interest rates. These factors may result in our receipt of a reduced level of interest income from our portfolio companies and/or losses or charge offs related to our investments, and, in turn, may adversely affect distributable income and have a material adverse effect on our results of operations.

Capital markets may experience periods of disruption and instability and we cannot predict when these conditions will occur. Such market conditions could materially and adversely affect debt and equity capital markets in the United States and abroad, which could have a negative impact on our business, financial condition and results of operations.

From time-to-time, capital markets may experience periods of disruption and instability. For example, from 2008 to 2009, the global capital markets were unstable as evidenced by the lack of liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and various foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular. There have been more recent periods of volatility and there can be no assurance that adverse market conditions will not repeat themselves in the future. If similar adverse and volatile market conditions repeat in the future, we and other companies in the financial services sector may have to access, if available, alternative markets for debt and equity capital in order to grow.

Moreover, the re-appearance of market conditions similar to those experienced from 2008 through 2009 for any substantial length of time or worsened market conditions, including as a result of U.S. government shutdowns or the perceived creditworthiness of the United States, could make it difficult for us to borrow money or to extend the maturity of or refinance any indebtedness we may have under similar terms and any failure to do so could have a material adverse effect on our business. Unfavorable economic conditions, including future recessions, also could increase our funding costs, limit our access to the capital

markets or result in a decision by lenders not to extend credit to us. We may in the future have difficulty accessing debt and equity capital on attractive terms, or at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may cause us to reduce the volume of loans we originate and/or fund, adversely affect the value of our portfolio investments or otherwise have a material adverse effect on our business, financial condition, results of operations and cash flows.

The United Kingdom referendum decision to leave the European Union may create significant risks and uncertainty for global markets and our investments.

The decision made in the United Kingdom referendum in June 2016 to leave the European Union has led to volatility in global financial markets, and in particular in the markets of the United Kingdom and across Europe, and may also lead to weakening in consumer, corporate and financial confidence in the United Kingdom and Europe. As of February 2019, the process for the United Kingdom to exit the European Union, and the longer term economic, legal, political and social framework to be put in place between the United Kingdom and the European Union remain unclear and may lead to ongoing political and economic uncertainty and periods of exacerbated volatility in both the United Kingdom and in wider European markets for some time. In particular, the decision made in the United Kingdom referendum may lead to a call for similar referenda in other European jurisdictions which may cause increased economic volatility and uncertainty in the European and global markets. This volatility and uncertainty may have an adverse effect on the economy generally and on the ability of us and our portfolio companies to execute our respective strategies and to receive attractive returns.

Terrorist attacks, acts of war or natural disasters may affect any market for our common stock, impact the businesses in which we invest and harm our business, operating results and financial condition.

Terrorist attacks, acts of war or natural disasters may disrupt our operations, as well as the operations of the businesses in which we invest. Such acts have created, and continue to create, economic and political uncertainties and have contributed to global economic instability. Further terrorist activities, military or security operations, or natural disasters could further weaken the domestic/global economies and create additional uncertainties, which may negatively impact the businesses in which we invest directly or indirectly and, in turn, could have a material adverse impact on our business, operating results and financial condition. Losses from terrorist attacks and natural disasters are generally uninsurable.

Risks Related to Our Business and Structure

Ineffective internal controls could impact our business and operating results.

Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed and we could fail to meet our financial reporting obligations.

We are dependent upon our senior management for our future success, and if we are unable to hire and retain qualified personnel or if we lose any member of our senior management team, our ability to achieve our investment objectives could be significantly harmed.

We depend on the members of our senior management as well as other key personnel for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships that we rely on to implement our business plan. Our future success depends on the continued service of our senior management team. The departure of any of the members of our senior management or a significant number of our senior personnel could have a material adverse effect on our ability to achieve our investment objective. As a result, we may not be able to operate our business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer.

We operate in a highly competitive market for investment opportunities.

A large number of entities compete with us to make the types of investments that we make. We compete with other BDCs, as well as a number of investment funds, investment banks and other sources of financing, including traditional financial services companies, such as commercial banks and finance companies. Many of our competitors are substantially larger and have considerably greater financial, marketing and other resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. This may enable some of our competitors to make commercial loans with interest rates that are lower than the rates we typically offer. We may lose prospective portfolio investments if we do not match our competitors' pricing, terms and structure. If we do match our competitors' pricing, terms or structure, we may experience decreased net interest income. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments, establish more relationships and build their market shares. Furthermore, many of our potential competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC. As a result of this competition, there can be no assurance that we will be able to identify and take advantage of attractive investment opportunities or that we will be able to fully invest our available capital. If we are not able to compete effectively, our business and financial condition and results of operations will be adversely affected.

If we are unable to source investments effectively, we may be unable to achieve our investment objectives and provide returns to stockholders.

Our ability to achieve our investment objective depends on our senior management team's ability to identify, evaluate and invest in suitable companies that meet our investment criteria. Accomplishing this result on a cost-effective basis is largely a function of our marketing capabilities, our management of the investment process, our ability to provide efficient services and our access to financing sources on acceptable terms. In addition to monitoring the performance of our existing investments, members of our management team may also be called upon to focus their attention on other aspects of our business, including strategic opportunities available to us from time-to-time. These demands on their time may distract them or slow the rate of investment. To grow, we need to continue to hire, train, supervise and manage new employees and to implement computer and other systems capable of effectively accommodating our growth. However, we cannot provide assurance that any such employees will contribute to the success of our business or that we will implement such systems effectively. Failure to source investments effectively could have a material adverse effect on our business, financial condition and results of operations.

Our business model depends to a significant extent upon strong referral relationships, and our inability to maintain or develop these relationships, as well as the failure of these relationships to generate investment opportunities, could adversely affect our business.

We expect that members of our senior management team will maintain their relationships with intermediaries, financial institutions, investment bankers, commercial bankers, financial advisors, attorneys, accountants, consultants and other individuals within their networks, and we will rely to a significant extent upon these relationships to provide us with potential investment opportunities. If our senior management team fails to maintain its existing relationships or develop new relationships with sources of investment opportunities, we will not be able to grow our investment portfolio. In addition, individuals with whom members of our senior management team have relationships are not obligated to provide us with investment opportunities, and, therefore, there is no assurance that such relationships will generate investment opportunities for us.

We may have difficulty paying distributions required to maintain our RIC status if we recognize income before or without receiving cash equal to such income.

In accordance with the Code, we include in income certain amounts that we have not yet received in cash, such as contracted non-cash PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. The increases in loan balances as a result of contracted non-cash PIK arrangements are included in income for the period in which such non-cash PIK interest was received, which is often in advance of receiving cash payment, and are separately identified on our

statements of cash flows. We also may be required to include in income certain other amounts that we will not receive in cash. Any warrants that we receive in connection with our debt investments generally are valued as part of the negotiation process with the particular portfolio company. As a result, a portion of the aggregate purchase price for the debt investments and warrants is allocated to the warrants that we receive. This generally results in the associated debt investment having “original issue discount” for tax purposes, which we must recognize as ordinary income as it accrues. This increases the amounts we are required to distribute to maintain our qualification for tax treatment as a RIC. Because such original issue discount income might exceed the amount of cash received in a given year with respect to such investment, we might need to obtain cash from other sources to satisfy such distribution requirements. Other features of the debt instruments that we hold may also cause such instruments to generate original issue discount.

Since, in certain cases, we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the annual distribution requirement necessary to maintain RIC tax treatment under the Code. Accordingly, we may have to sell some of our investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital or forgo new investment opportunities for this purpose. If we are not able to obtain cash from other sources, we may fail to qualify for RIC tax treatment and thus become subject to corporate-level U.S. federal income tax. For additional discussion regarding the tax implications of a RIC, see “Business — Regulation — Taxation as a Regulated Investment Company.”

Any unrealized losses we experience on our loan portfolio may be an indication of future realized losses, which could reduce our resources available to make distributions.

As a BDC, we are required to carry our investments at market value or, if no market value is ascertainable, at the fair value as determined in good faith by our Board of Directors pursuant to a valuation methodology approved by our Board of Directors. Decreases in the market values or fair values of our investments will be recorded as unrealized losses. An unrealized loss in our loan portfolio could be an indication of a portfolio company’s inability to meet its repayment obligations with respect to the affected loans. This could result in realized losses in the future and ultimately in reductions of our resources available to pay dividends or interest and principal on our securities and could cause you to lose all or part of your investment.

We may experience fluctuations in our quarterly and annual operating results and credit spreads.

We could experience fluctuations in our quarterly and annual operating results due to a number of factors, some of which are beyond our control, including our ability to make investments in companies that meet our investment criteria, the interest rate payable on the debt securities we acquire (which could stem from the general level of interest rates, credit spreads, or both), the default rate on such securities, prepayment upon the triggering of covenants in our middle market loans as well as our CLO Funds, our level of expenses, variations in and timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

We are exposed to risks associated with changes in interest rates and spreads.

Changes in interest rates may have a substantial negative impact on our investments, the value of our securities and our rate of return on invested capital. A reduction in the interest spreads on new investments could also have an adverse impact on our net interest income. An increase in interest rates could decrease the value of any investments we hold which earn fixed interest rates, including mezzanine securities and high-yield bonds, and also could increase our interest expense, thereby decreasing our net income. An increase in interest rates due to an increase in credit spreads, regardless of general interest rate fluctuations, could also negatively impact the value of any investments we hold in our portfolio.

In addition, an increase in interest rates available to investors could make an investment in our securities less attractive than alternative investments, a situation which could reduce the value of our securities. Conversely, a decrease in interest rates may have an adverse impact on our returns by requiring us

to seek lower yields on our debt investments and by increasing the risk that our portfolio companies will prepay our debt investments, resulting in the need to redeploy capital at potentially lower rates. A decrease in market interest rates may also adversely impact our returns on idle funds, which would reduce our net investment income.

The interest rates of our term loans to our portfolio companies that extend beyond 2021 might be subject to change based on recent regulatory changes.

LIBOR, the London interbank offered rate, is the basic rate of interest used in lending between banks on the London interbank market and is widely used as a reference for setting the interest rate on loans globally. We typically use LIBOR as a reference rate in term loans we extend to portfolio companies such that the interest due to us pursuant to a term loan extended to a partner company is calculated using LIBOR. Some of our term loan agreements with partner companies contain a stated minimum value for LIBOR.

On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced the desire to phase out LIBOR by the end of 2021. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, is considering replacing U.S.-dollar LIBOR with the Secured Overnight Financing Rate ("SOFR") a new index calculated by short-term repurchase agreements, backed by Treasury securities. Although there have been a few issuances utilizing SOFR or the Sterling Over Night Index Average, an alternative reference rate that is based on transactions, it is unknown whether these alternative reference rates will attain market acceptance as replacements for LIBOR.

If LIBOR ceases to exist, we may need to renegotiate any credit agreements extending beyond 2021 with our prospective portfolio companies that utilize LIBOR as a factor in determining the interest rate. There is currently no definitive information regarding the future utilization of LIBOR or of any particular replacement rate. As such, the potential effect of any such event on our cost of capital and net investment income cannot yet be determined.

We borrow money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.

Borrowings, also known as leverage, magnify the potential for gain or loss on amounts invested and, therefore, increase the risks associated with investing in us. We have issued senior securities, and in the future may borrow from, or issue additional senior securities (such as preferred or convertible securities or debt securities) to, banks and other lenders and investors. 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. Lenders and holders of such senior securities would have fixed dollar claims on our assets that are superior to the claims of our common stockholders. Leverage is generally considered a speculative investment technique. Any increase in our income in excess of interest payable on our outstanding indebtedness would cause our net income to increase more than it would have had we not incurred leverage, while any decrease in our income would cause net income to decline more sharply than it would have had we not incurred leverage. Such a decline could negatively affect our ability to make distributions to our stockholders and service our debt obligations. In addition, our common stockholders will bear the burden of any increase in our expenses as a result of leverage. There can be no assurance that our leveraging strategy will be successful.

Our outstanding indebtedness imposes, and additional debt we may incur in the future will likely impose, financial and operating covenants that restrict our business activities, including limitations that could hinder our ability to finance additional loans and investments or to make the distributions required to maintain our status as a RIC. A failure to add new debt facilities or issue additional debt securities or other evidences of indebtedness in lieu of or in addition to existing indebtedness could have a material adverse effect on our business, financial condition or results of operations.

Our indebtedness could adversely affect our financial health and our ability to respond to changes in our business.

With certain limited exceptions, we are only allowed to borrow amounts or issue senior securities such that our asset coverage, as defined in the 1940 Act, is at least 200% immediately after such borrowing or

issuance. The amount of leverage that we employ in the future will depend on our management's and our Board of Directors' assessment of market and other factors at the time of any proposed borrowing. There is no assurance that a leveraging strategy will be successful. As a result of the level of our leverage:

- our exposure to risk of loss is greater if we incur debt or issue senior securities to finance investments because a decrease in the value of our investments has a greater negative impact on our equity returns and, therefore, the value of our business if we did not use leverage;
- the decrease in our asset coverage ratio resulting from increased leverage and the covenants contained in documents governing our indebtedness (which may impose asset coverage or investment portfolio composition requirements that are more stringent than those imposed by the 1940 Act) limit our flexibility in planning for, or reacting to, changes in our business and industry, as a result of which we could be required to liquidate investments at an inopportune time;
- we are required to dedicate a portion of our cash flow to interest payments, limiting the availability of cash for dividends and other purposes; and
- our ability to obtain additional financing in the future may be impaired.

We cannot be sure that our leverage will not have a material adverse effect on us. In addition, we cannot be sure that additional financing will be available when required or, if available, will be on terms satisfactory to us. Further, even if we are able to obtain additional financing, we may be required to use some or all of the proceeds thereof to repay our outstanding indebtedness.

We may default under the Revolving Credit Facility or any future borrowing facility we enter into or be unable to amend, repay or refinance any such facility on commercially reasonable terms, or at all, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

In the event we default under the Revolving Credit Facility or any other future borrowing facility, our business could be adversely affected as we may be forced to sell a portion of our investments quickly and prematurely at prices that may be disadvantageous to us in order to meet our outstanding payment obligations and/or support working capital requirements under the Revolving Credit Facility or such future borrowing facility, any of which would have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, following any such default, the agent for the lenders under the Revolving Credit Facility or such future borrowing facility could assume control of the disposition of any or all of our assets, including the selection of such assets to be disposed and the timing of such disposition, which would have a material adverse effect on our business, financial condition, results of operations and cash flows.

Provisions in the Revolving Credit Facility or any other future borrowing facility may limit our discretion in operating our business.

The Revolving Credit Facility is, and any future borrowing facility may be, backed by all or a portion of our loans and securities on which the lenders will or, in the case of a future facility, may have a security interest. We may pledge up to 100% of our assets and may grant a security interest in all of our assets under the terms of any debt instrument we enter into with lenders. We expect that any security interests we grant will be set forth in a pledge and security agreement and evidenced by the filing of financing statements by the agent for the lenders. In addition, we expect that the custodian for our securities serving as collateral for such loan would include in its electronic systems notices indicating the existence of such security interests and, following notice of occurrence of an event of default, if any, and during its continuance, will only accept transfer instructions with respect to any such securities from the lender or its designee. If we were to default under the terms of any debt instrument, the agent for the applicable lenders would be able to assume control of the timing of disposition of any or all of our assets securing such debt, which would have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, any security interests as well as negative covenants under the Revolving Credit Facility or any other borrowing facility may limit our ability to create liens on assets to secure additional debt and may make it difficult for us to restructure or refinance indebtedness at or prior to maturity or obtain additional debt or equity financing. In addition, if our borrowing base under the Revolving Credit Facility or any

other borrowing facility were to decrease, we would be required to secure additional assets in an amount equal to any borrowing base deficiency. In the event that all of our assets are secured at the time of such a borrowing base deficiency, we could be required to repay advances under the Revolving Credit Facility or any other borrowing facility or make deposits to a collection account, either of which could have a material adverse impact on our ability to fund future investments and to make stockholder distributions.

In addition, under the Revolving Credit Facility or any future borrowing facility we will be subject to limitations as to how borrowed funds may be used, which may include restrictions on geographic and industry concentrations, loan size, payment frequency and status, average life, collateral interests and investment ratings, as well as regulatory restrictions on leverage, which may affect the amount of funding that may be obtained. There may also be certain requirements relating to portfolio performance, including required minimum portfolio yield and limitations on delinquencies and charge-offs, a violation of which could limit further advances and, in some cases, result in an event of default. An event of default under the Revolving Credit Facility or any other borrowing facility could result in an accelerated maturity date for all amounts outstanding thereunder, which could have a material adverse effect on our business and financial condition. This could reduce our revenues and, by delaying any cash payment allowed to us under the Revolving Credit Facility or any other borrowing facility until the lenders have been paid in full, reduce our liquidity and cash flow and impair our ability to grow our business and maintain our qualification as a RIC.

Because we intend to continue to distribute substantially all of our income and net realized capital gains to our stockholders, we will need additional capital to finance our growth.

In order to continue to qualify as a RIC, to avoid payment of excise taxes and to minimize or avoid payment of U.S. federal income taxes, we intend to continue to distribute to our stockholders substantially all of our net ordinary income and realized net capital gains except for certain net long-term capital gains (which we may retain, pay applicable U.S. federal income taxes with respect thereto, and elect to treat as deemed distributions to our stockholders). As a BDC, in order to incur new debt, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200%, as measured immediately after issuance of such security. This requirement limits the amount that we may borrow. Because we will continue to need capital to grow our loan and investment portfolio, this limitation may prevent us from incurring debt and require us to issue additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of such borrowings. Also, as a business development company, we generally are not permitted to issue equity securities priced below net asset value without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities.

The Tax Cuts and Jobs Act could have a negative effect on us, our subsidiaries, our portfolio companies and the holders of our securities.

Legislative or other actions relating to taxes could have a negative effect on the Company. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department. On December 22, 2017, President Trump signed the “Tax Cuts and Jobs Act” into law. The Tax Cuts and Jobs Act makes significant changes to the United States income tax rules applicable to both individuals and entities, including corporations. The Tax Cuts and Jobs Act includes, among other things, significant changes to the taxation of business entities, the deductibility of interest expense, and the tax treatment of capital investment. The Tax Cuts and Jobs Act is complex, and we cannot predict with certainty the impact its enactment will have on us, our subsidiaries, our portfolio companies and the holders of our securities.

We may from time to time expand our business through acquisitions, which could disrupt our business and harm our financial condition.

We may pursue potential acquisitions of, and investments in, businesses complementary to our business and from time to time engage in discussions regarding such possible acquisitions. Such acquisition and any other acquisitions we may undertake involve a number of risks, including:

- failure of the acquired businesses to achieve the results we expect;
- substantial cash expenditures;
- diversion of capital and management attention from operational matters;
- our inability to retain key personnel of the acquired businesses
- incurrence of debt and contingent liabilities and risks associated with unanticipated events or liabilities; and
- the potential disruption and strain on our existing business and resources that could result from our planned growth and continuing integration of our acquisitions.

If we fail to properly evaluate acquisitions or investments, we may not achieve the anticipated benefits of such acquisitions, we may incur costs in excess of what we anticipate, and management resources and attention may be diverted from other necessary or valuable activities. Any acquisition may not result in short-term or long-term benefits to us. If we are unable to integrate or successfully manage any business that we acquire, we may not realize anticipated cost savings, improved efficiencies or revenue growth, which may result in reduced profitability or operating losses.

We may invest through joint ventures, partnerships or other special purpose vehicles and our investments through these vehicles may entail greater risks, or risks that we otherwise would not incur, if we otherwise made such investments directly.

We may make indirect investments in portfolio companies through joint ventures, partnerships or other special purpose vehicles (“Investment Vehicles”). In general, the risks associated with indirect investments in portfolio companies through a joint venture, partnership or other special purpose vehicle are similar to those associated with a direct investment in a portfolio company. While we intend to analyze the credit and business of a potential portfolio company in determining whether or not to make an investment in an Investment Vehicle, we will nonetheless be exposed to the creditworthiness of the Investment Vehicle. In the event of a bankruptcy proceeding against the portfolio company, the assets of the portfolio company may be used to satisfy its obligations prior to the satisfaction of our investment in the Investment Vehicle (i.e., our investment in the Investment Vehicle could be structurally subordinated to the other obligations of the portfolio company). In addition, if we are to invest in an Investment Vehicle, we may be required to rely on our partners in the Investment Vehicle when making decisions regarding the Investment Vehicle’s investments, accordingly, the value of the investment could be adversely affected if our interests diverge from those of our partners in the Investment Vehicle.

Our Board of Directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.

Our Board of Directors has the authority to modify or waive certain of our operating policies and strategies without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business and operating results. Nevertheless, the effects may adversely affect our business and they could negatively impact our ability to pay you dividends and could cause you to lose all or part of your investment in our securities.

Our Board of Directors has approved our ability to incur additional leverage as permitted by recent legislation.

The 1940 Act generally prohibits us from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, the recently enacted SBCA, discussed above, has modified

the 1940 Act by allowing a BDC to increase the maximum amount of leverage it may incur from an asset coverage ratio of 200% to an asset coverage ratio of 150%, if certain requirements are met. In other words, prior to the enactment of the SBCA, a BDC could borrow \$1 for investment purposes for every \$1 of investor equity. Now, for those BDCs that satisfy the SBCA's approval and disclosure requirements, the BDC can borrow \$2 for investment purposes for every \$1 of investor equity. Under the SBCA, we are allowed to increase our leverage capacity if shareholders representing at least a majority of the votes cast, when quorum is met, approve a proposal to do so. If we receive shareholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the SBCA allows the "required majority" of our independent directors, as defined in Section 57(o) of the 1940 Act, to approve an increase in our leverage capacity, and such approval would become effective after one year. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.

In accordance with the SBCA, on March 29, 2018, our board of directors, including a "required majority" approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act. As a result, our asset coverage requirements for senior securities will change from 200% to 150%, effective March 29, 2019. However, despite the SBCA, we will continue to be prohibited by the indentures governing our 6.125% Notes from making distributions on our common stock if our asset coverage, as defined in the 1940 Act, falls below 200%. In any such event, we would be prohibited from making distributions required in order to maintain our status as a RIC.

Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, you will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the net asset value attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause net asset value to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to pay common stock dividends, scheduled debt payments or other payments related to our securities. Leverage is generally considered a speculative investment technique.

Our businesses may be adversely affected by litigation and regulatory proceedings.

From time to time, we may be subject to legal actions as well as various regulatory, governmental and law enforcement inquiries, investigations and subpoenas. In any such claims or actions, demands for substantial monetary damages may be asserted against us and may result in financial liability or an adverse effect on our reputation among investors. We may be unable to accurately estimate our exposure to litigation risk when we record balance sheet reserves for probable loss contingencies. As a result, any reserves we establish to cover any settlements or judgments may not be sufficient to cover our actual financial exposure, which may have a material impact on our results of operations or financial condition. In regulatory enforcement matters, claims for disgorgement, the imposition of penalties and the imposition of other remedial sanctions are possible.

Regulations governing our operation as a BDC affect our ability to, and the way in which we, raise additional capital.

Our business requires a substantial amount of additional capital. We may acquire additional capital from the issuance of senior securities or other indebtedness, the issuance of additional shares of our common stock or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. We may issue debt securities or preferred securities, which we refer to collectively as "senior securities," and we may borrow money from banks or other financial institutions, up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities or incur indebtedness only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% immediately after such issuance or incurrence. With respect to certain types of senior securities,

we must make provisions to prohibit any dividend distribution to our stockholders or the repurchase of certain of our securities, unless we meet the applicable asset coverage ratios at the time of the dividend distribution or repurchase. If the value of our assets declines, we may be unable to satisfy the asset coverage test. Furthermore, any amounts that we use to service our indebtedness would not be available for distributions to our common stockholders.

All of the costs of offering and servicing such debt or preferred stock (if issued by us in the future), including interest or preferential dividend payments thereon, will be borne by our common stockholders. The interests of the holders of any debt or preferred stock we may issue will not necessarily be aligned with the interests of our common stockholders. In particular, the rights of holders of our debt or preferred stock to receive interest, dividends or principal repayment will be senior to those of our common stockholders. Also, in the event we issue preferred stock, the holders of such preferred stock will have the ability to elect two members of our board of directors. In addition, we may grant a lender a security interest in a significant portion or all of our assets, even if the total amount we may borrow from such lender is less than the amount of such lender's security interest in our assets.

We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock at a price below the then-current net asset value of our common stock if our board of directors determines that such sale is in the best interests of KCAP and its stockholders, and our stockholders approve, giving us the authority to do so. Although we currently do not have such authorization, we previously sought and received such authorization from our stockholders in the past and may seek such authorization in the future. In any such case, the price at which our securities are to be issued and sold may not be less than a price which, in the determination of our board of directors, closely approximates the market value of such securities (less any distributing commission or discount). We are also generally prohibited under the 1940 Act from issuing securities convertible into voting securities without obtaining the approval of our existing stockholders. Sales of common stock at prices below net asset value per share dilute the interests of existing stockholders, have the effect of reducing our net asset value per share and may reduce our market price per share. In addition to issuing securities to raise capital as described above; we may securitize a portion of the loans generate cash for funding new investments. If we are unable to successfully securitize our loan portfolio our ability to grow our business and fully execute our business strategy and our earnings (if any) may be adversely affected. Moreover, even successful securitization of our loan portfolio might expose us to losses, as the residual loans in which we do not sell interests tend to be those that are riskier and more apt to generate losses.

The application of the risk retention rules under Section 941 of the Dodd-Frank Act to CLOs may have broader effects on the CLO and loan markets in general, potentially resulting in fewer or less desirable investment opportunities for us.

Section 941 of the Dodd-Frank Act added a provision to the Exchange Act requiring the seller, sponsor or securitizer of a securitization vehicle to retain no less than five percent of the credit risk in assets it sells into a securitization and prohibiting such securitizer from directly or indirectly hedging or otherwise transferring the retained credit risk. The responsible federal agencies adopted final rules implementing these restrictions on October 22, 2014. The U.S. risk retention rules became effective with respect to CLOs two years after publication in the Federal Register. Under the final rules, the asset manager of a CLO is considered the sponsor of a securitization vehicle and is required to retain five percent of the credit risk in the CLO, which may be retained horizontally in the equity tranche of the CLO or vertically as a five percent interest in each tranche of the securities issued by the CLO.

On February 9, 2018, the United States Court of Appeals for the District of Columbia (the "D.C. Circuit Court") ruled in favor of an appeal brought by the Loan Syndications and Trading Association (the "LSTA") against the SEC and the Board of Governors of the Federal Reserve System (the "Applicable Governmental Agencies") that managers of so-called "open market CLOs" are not "securitizers" under Section 941 of the Dodd-Frank Act and, therefore, are not subject to the requirements of the U.S. risk retention rules (the "Appellate Court Ruling"). The LSTA was appealing from a judgment entered by the United States District Court for the District of Columbia (the "D.C. District Court"), which granted summary judgment in favor of the SEC and Federal Reserve and against the LSTA with respect to its challenges.

On April 5, 2018, the D.C. District Court entered an order implementing the Appellate Court Ruling and thereby vacated the U.S. risk retention rules insofar as they apply to CLO managers of “open market CLOs.” In addition, the Applicable Governmental Agencies did not request that the case be heard by the United States Supreme Court. Since the Applicable Governmental Agencies have not successfully challenged the Appellate Court Ruling and the D.C. District Court has issued the above described order implementing the Appellate Court Ruling, collateral managers of open market CLOs are no longer required to comply with the U.S. risk retention rules at this time. As such, it is possible that some collateral managers of open market CLOs will decide to dispose of the notes constituting the “eligible vertical interest” or “eligible horizontal interest” they were previously required to retain, or decide to take other action with respect to such notes that is not otherwise permitted by the U.S. risk retention rules. As a result of this decision, certain CLO managers of “open market CLOs” will no longer be required to comply with the U.S. risk retention rules solely because of their roles as managers of “open market CLOs”, and there may be no “sponsor” of such securitization transactions and no party may be required to acquire and retain an economic interest in the credit risk of the securitized assets of such transactions.

There can be no assurance or representation that any of the transactions, structures or arrangements currently under consideration by or currently used by CLO market participants will comply with the U.S. risk retention rules to the extent such rules are reinstated or otherwise become applicable to open market CLOs. The ultimate impact of the U.S. risk retention rules on the loan securitization market and the leveraged loan market generally remains uncertain, and any negative impact on secondary market liquidity for securities comprising a CLO may be experienced due to the effects of the U.S. risk retention rules on market expectations or uncertainty, the relative appeal of other investments not impacted by the U.S. risk retention rules and other factors.

If we do not invest a sufficient portion of our assets in Qualifying Assets, we could be precluded from investing according to our current business strategy.

As a BDC, we may not acquire any assets other than Qualifying Assets for purposes of the 1940 Act unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are “qualifying assets”. See “Item 1: Business — Regulation”.

We believe that most of the senior loans and mezzanine investments that we acquire constitute “qualifying assets.” However, investments in the securities of CLO Funds generally do not constitute “qualifying assets,” and we may invest in other assets that are not “qualifying assets.” If we do not invest a sufficient portion of our assets in “qualifying assets,” we may be precluded from investing in what we believe are attractive investments, which would have a material adverse effect on our business, financial condition and results of operations. Similarly, these rules could prevent us from making follow-on investments in existing portfolio companies (which could result in the dilution of our position).

Our ability to enter into transactions with our affiliates is restricted.

We are prohibited under the 1940 Act from participating in certain transactions with certain of our affiliates without the prior approval of the members of our independent directors and, in some cases, the SEC. Any person that owns, directly or indirectly, 5% or more of our outstanding voting securities is our affiliate for purposes of the 1940 Act and we are generally prohibited from buying or selling any securities (other than our securities) from or to such affiliate, absent the prior approval of our independent directors. The 1940 Act also prohibits certain “joint” transactions with certain of our affiliates, which could include investments in the same portfolio company (whether at the same or different times), without prior approval of our independent directors and, in some cases, the SEC. If a person acquires more than 25% of our voting securities, we will be prohibited from buying or selling any security (other than any security of which we are the issuer) from or to such person or certain of that person’s affiliates, or entering into prohibited joint transactions with such person, absent the prior approval of the SEC. Similar restrictions limit our ability to transact business with our officers or directors or their affiliates.

A failure on our part to maintain our status as a BDC would significantly reduce our operating flexibility.

If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company that is required to register under the 1940 Act, which would subject us to additional regulatory restrictions and significantly decrease our operating flexibility. In addition, any such failure could cause an event of

default under our outstanding indebtedness, which could have a material adverse effect on our business, financial condition or results of operations.

Our business and operations could be negatively affected if we become subject to any securities litigation or stockholder activism, which could cause us to incur significant expense, hinder execution of investment strategy and impact our stock price.

In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against that company. Stockholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. While we are currently not subject to any securities litigation or stockholder activism, we may in the future become the target of securities litigation or stockholder activism. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management's and our board of directors' attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism.

We will be subject to corporate-level U.S. federal income taxes if we are unable to qualify as a RIC under Subchapter M of the Code.

To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements:

- The annual distribution requirement for a RIC will be satisfied if we distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. Because we use debt financing, we are subject to certain asset coverage ratio requirements under the 1940 Act and are (and may in the future become) subject to certain financial covenants under loan, indenture and credit agreements that could, under certain circumstances, restrict us from making distributions necessary to satisfy the distribution requirement. If we are unable to obtain cash from other sources, we could fail to qualify for RIC tax treatment and thus become subject to corporate-level U.S. federal income taxes.
- The source income requirement will be satisfied if we obtain at least 90% of our income for each year from dividends, interest, gains from the sale of stock or securities or similar sources.
- The asset diversification requirement will be satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. To satisfy this requirement, at least 50% of the value of our assets must consist of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other acceptable securities; and no more than 25% of the value of our assets can be invested in the securities, other than U.S. government securities or securities of other RICs, of one issuer, of two or more issuers that are controlled, as determined under applicable Code rules, by us and that are engaged in the same or similar or related trades or businesses or of certain "qualified publicly traded partnerships." If we do not satisfy the diversification requirements as of the end of any quarter, we will not lose our status as RIC provided that (i) we satisfied the requirements in a prior quarter and (ii) our failure to satisfy the requirements in the current quarter is not due in whole or in part to an acquisition of any security or other property.

Failure to meet these requirements may result in our having to dispose of certain investments quickly in order to prevent the loss of RIC status. Because most of our investments will be in private companies, and therefore will be illiquid, any such dispositions could be made at disadvantageous prices and could result in substantial losses. Moreover, if we fail to maintain RIC tax treatment for any reason and are

subject to corporate-level U.S. federal income taxes, the resulting taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. Such a failure would have a material adverse effect on us and on our stockholders.

Proposed regulations may impact our ability to qualify as a RIC if we do not receive timely distributions from our CLO investments.

We may be required to include in our income our proportionate share of the income of certain CLO investments to the extent that such CLOs are PFICs for which we have made a qualifying electing fund (“QEF”) election or are CFCs. To qualify as a RIC, we must, among other things, derive in each taxable year at least 90% of our gross income from certain sources specified in the Code (the “90% Income Test”). Although the Code generally provides that the income inclusions from a QEF or a CFC will be “good income” for purposes of this 90% Income Test to the extent that the QEF or the CFC distribute such income to us in the same taxable year to which the income is included in our income, the Code does not specifically provide whether these income inclusions would be “good income” for this 90% Income Test if we do not receive distributions from the QEF or CFC during such taxable year. The IRS has issued a series of private rulings in which it has concluded that all income inclusions from a QEF or a CFC included in a RIC’s gross income would constitute “good income” for purposes of the 90% Income Test. Such rulings are not binding on the IRS except with respect to the taxpayers to whom such rulings were issued. Nonetheless, under current law, we believe that the income inclusions from a CLO that is a QEF or a CFC would be “good income” for purposes of the 90% Income Test. Recently, the IRS and U.S. Treasury Department issued proposed regulations that provide that the income inclusions from a QEF or a CFC would not be good income for purposes of the 90% Income Test unless we receive a cash distribution from such entity in the same year attributable to the included income. If such income were not considered “good income” for purposes of the 90% Income Test, we may fail to qualify as a RIC.

Risks Associated with Our Information Technology Systems

We rely on various information technology systems to manage our operations. Information technology systems are subject to numerous risks including unanticipated operating problems, system failures, rapid technological change, failure of the systems that operate as anticipated, reliance on third party computer hardware, software and IT service providers, computer viruses, telecommunication failures, data breaches, denial of service attacks, spamming, phishing attacks, computer hackers and other similar disruptions, any of which could materially adversely impact our consolidated financial condition and results of operations. Additional risks include, but are not limited to, the following:

Disruptions in current systems or difficulties in integrating new systems.

We regularly maintain, upgrade, enhance or replace our information technology systems to support our business strategies and provide business continuity. Replacing legacy systems with successor systems, making changes to existing systems or acquiring new systems with new functionality have inherent risks including disruptions, delays, or difficulties that may impair the effectiveness of our information technology systems.

Internal and external cyber threats, as well as other disasters, could impair our ability to conduct business effectively.

The occurrence of a disaster, such as a cyber-attack against us or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our ability to communicate or conduct business, negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering. Like other companies, we may

experience threats to our data and systems, including malware and computer virus attacks, unauthorized access, system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation.

Third parties with which we do business may also be sources of cybersecurity or other technological risk. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as client, counterparty, employee, and borrower information. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure, destruction, or other cybersecurity incident that affects our data, resulting in increased costs and other consequences as described above.

Risks Related to Our Investments

Our investments may be risky, and you could lose all or part of your investment.

We invest primarily in senior secured term loans, mezzanine debt, selected equity investments issued by middle market companies, CLO Funds and our Asset Manager Affiliates. The investments in our Debt Securities Portfolio are all or predominantly below investment grade, may be highly leveraged, and therefore have speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. Defaults by portfolio companies may harm our operating results.

Secured Loans. When we extend secured term loans, we generally take a security interest (either as a first lien position or as a second lien position) in the available assets of these portfolio companies, including the equity interests of their subsidiaries, which we expect to assist in mitigating the risk that we will not be repaid. However, there is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to exercise our remedies.

Mezzanine Debt. Our mezzanine debt investments generally are subordinated to senior loans and generally are unsecured. This may result in an above average amount of risk and volatility or loss of principal.

These investments may entail additional risks that could adversely affect our investment returns. To the extent interest payments associated with such debt are deferred, such debt is subject to greater fluctuations in value based on changes in interest rates and such debt could subject us to phantom income. Since we generally do not receive any cash prior to maturity of the debt, the investment is of greater risk.

Equity Investments. We have made and expect to make selected equity investments in the middle market companies. In addition, when we invest in senior secured loans or mezzanine debt, we may acquire warrants in the equity of the portfolio company. Our goal is ultimately to dispose of such equity interests and realize gains upon our disposition of such interests. However, the equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

Risks Associated with Middle Market Companies. Investments in middle market companies also involve a number of significant risks, including:

- limited financial resources and inability to meet their obligations, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing the value of any guarantees we may have obtained in connection with our investment;

- shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns;
- dependence on management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us;
- less predictable operating results, being parties to litigation from time to time, engaging in rapidly changing businesses with products subject to a substantial risk of obsolescence and requiring substantial additional capital expenditures to support their operations, finance expansion or maintain their competitive position;
- difficulty accessing the capital markets to meet future capital needs; and
- generally less publicly available information about their businesses, operations and financial condition.

CLO Fund Investments. Investments in CLO Funds also involve a number of significant risks, including:

- CLOs typically are comprised of a portfolio of senior secured loans; payments on CLO investments are and will be payable solely from the cash-flows from such senior secured loans;
- CLO investments are exposed to leveraged credit risk;
- CLO Funds are highly leveraged;
- there is the potential for interruption and deferral of cash-flow from CLO investments;
- interest rates paid by corporate borrowers are subject to volatility;
- the inability of a CLO collateral manager to reinvest the proceeds of the prepayment of senior secured loans may adversely affect us;
- our CLO investments are subject to prepayments and calls, increasing re-investment risk;
- we have limited control of the administration and amendment of any CLO in which we invest;
- senior secured loans of CLOs may be sold and replaced resulting in a loss to us;
- our financial results may be affected adversely if one or more of our significant equity or junior debt investments in a CLO vehicle defaults on its payment obligations or fails to perform as we expect; and
- non-investment grade debt involves a greater risk of default and higher price volatility than investment grade debt.

Our portfolio investments for which there is no readily available market, including our investment in our Asset Manager Affiliates, our Joint Venture and our investments in CLO Funds, are recorded at fair value as determined in good faith by our Board of Directors. As a result, there is uncertainty as to the value of these investments.

Our investments consist primarily of securities issued by privately-held companies, the fair value of which is not readily determinable. In addition, we are not permitted to maintain a general reserve for anticipated loan losses. Instead, we are required by the 1940 Act to specifically value each investment and record an unrealized gain or loss for any asset that we believe has increased or decreased in value. We value these securities at fair value as determined in good faith by our Board of Directors pursuant to a valuation methodology approved by our Board of Directors. These valuations are initially prepared by our management and reviewed by our Valuation Committee, which uses its best judgment in arriving at the fair value of these securities. However, the Board of Directors retains ultimate authority to determine the appropriate valuation for each investment.

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 performs 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 are one of the relevant data points in the Board of Directors' determination of fair value. The Board of Directors 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. In addition to such third-party input, the types of factors that may be considered in valuing our investments include the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings, the markets in which the portfolio company does business, comparison to publicly-traded companies, discounted cash flow and other relevant factors. Our investment in our Asset Manager Affiliates is carried at fair value, which is determined after taking into consideration a percentage of assets under management and a discounted cash flow model incorporating 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 includes an analysis of comparable asset management companies. In addition, our investment in our Joint Venture is carried at fair value, which is determined based on the fair value of the investments held by the Joint Venture. Because such valuations, and particularly valuations of private investments and private companies, are inherently uncertain and may be based on estimates, our determinations of fair value may differ materially from the values that would be assessed if a ready market for these securities existed. Our net asset value could be adversely affected if our determinations regarding the fair value of our illiquid investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we may invest a significant portion of our assets in a relatively small number of issuers, which subjects us to a risk of significant loss if any of these issuers defaults on its obligations under any of its debt instruments or as a result of a downturn in the particular industry.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, and therefore we may invest a significant portion of our assets in a relatively small number of issuers in a limited number of industries. Beyond the asset diversification requirements associated with our qualification as a RIC, we do not have fixed guidelines for diversification, and while we are not targeting any specific industries, relatively few industries may become significantly represented among our investments. To the extent that we assume large positions in the securities of a small number of issuers, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer, changes in fair value over time or a downturn in any particular industry. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company.

Defaults by our portfolio companies could harm our operating results.

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other debt holders could lead to defaults and, potentially, acceleration of the time when the loans are due and foreclosure on its secured assets. Such events could trigger cross-defaults under other agreements and jeopardize a portfolio company's ability to meet its obligations under the debt that we hold and the value of any equity securities we own. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company.

When we are a debt or minority equity investor in a portfolio company, which generally is the case, we may not be in a position to control the entity, and its management may make decisions that could decrease the value of our investment.

Most of our investments are either debt or minority equity investments in our portfolio companies. Therefore, we are subject to the risk that a portfolio company may make business decisions with which we disagree, and the stockholders and management of such company may take risks or otherwise act in ways that do not serve our interests. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings. In addition, we generally are not in a position to control any portfolio company by investing in its debt securities.

We may have limited access to information about privately held companies in which we invest.

We invest primarily in privately-held companies. Generally, little public information exists about these companies, and we are required to rely on the ability of our investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. These companies and their financial information are not subject to the Sarbanes-Oxley Act of 2002 and other rules that govern public companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investment.

Prepayments of our debt investments by our portfolio companies could negatively impact our operating results.

We are subject to the risk that the investments we make in our portfolio companies may be repaid prior to maturity. When this occurs, we generally reinvest these proceeds in temporary investments, pending their future investment in new portfolio companies. These temporary investments typically have substantially lower yields than the debt being prepaid and we could experience significant delays in reinvesting these amounts. Any future investment in a new portfolio company may also be at lower yields than the debt that was repaid. Consequently, our results of operations could be materially adversely affected if one or more of our portfolio companies elects to prepay amounts owed to us. Additionally, prepayments could negatively impact our return on equity, which could result in a decline in the market price of our common stock.

We may be unable to invest the net proceeds raised from offerings and repayments from investments on acceptable terms, which would harm our financial condition and operating results.

Until we identify new investment opportunities, we intend to either invest the net proceeds of future offerings and repayments from investments in interest-bearing deposits or other short-term instruments or use the net proceeds from such offerings to reduce then-outstanding debt obligations. We cannot assure you that we will be able to find enough appropriate investments that meet our investment criteria or that any investment we complete using the proceeds from an offering will produce a sufficient return.

Our portfolio companies may incur debt that ranks equal with, or senior to, our investments in such companies.

We invest primarily in debt securities issued by our portfolio companies. In some cases portfolio companies are permitted to have other debt that ranks equal with, or senior to, the debt securities in which we invest. By their terms, such debt instruments may provide that the holders thereof are entitled to receive payment of interest or principal on or before the dates on which we are entitled to receive payments in respect of the debt securities in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such senior creditors, such portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equal with debt securities in which we invest, we would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company.

Second priority liens on collateral securing loans that we make to our portfolio companies may be subject to control by senior creditors with first priority liens. If there is a default, the value of the collateral may not be sufficient to repay in full both the first priority creditors and us.

Certain loans that we make are secured by a second priority security interest in the same collateral pledged by a portfolio company to secure senior debt owed by the portfolio company to other traditional lenders. Often the senior lender has procured covenants from the portfolio company prohibiting the incurrence of additional secured debt, without the senior lender's consent. Prior to, and as a condition of, permitting the portfolio company to borrow money from us secured by the same collateral pledged to the senior lender, the senior lender will require assurances that it will control the disposition of any collateral in the event of bankruptcy or other default. In many such cases, the senior lender will require us to enter into an "intercreditor agreement" prior to permitting the portfolio company to borrow from us. Typically, the intercreditor agreements we are requested to execute expressly subordinate our debt instruments to those held by the senior lender and further provide that the senior lender shall control: (1) the commencement of

foreclosure or other proceedings to liquidate and collect on the collateral; (2) the nature, timing and conduct of foreclosure or other collection proceedings; (3) the amendment of any collateral document; (4) the release of the security interests in respect of any collateral; and (5) the waiver of defaults under any security agreement. Because of the control we may cede to senior lenders under intercreditor agreements we may enter, we may be unable to realize the proceeds of any collateral securing some of our loans.

There may be circumstances where our debt investments could be subordinated to claims of other creditors or we could be subject to lender liability claims.

Even though we may have structured certain of our investments as senior loans, if one of our portfolio companies were to go bankrupt, depending on the facts and circumstances, including the size of our investment and the extent to which we actually provided managerial assistance to that portfolio company, a bankruptcy court might recharacterize our debt investment and subordinate all or a portion of our claim to that of other creditors. In addition, lenders can be subject to lender liability claims for actions taken by them where they become too involved in the borrower's business or exercise control over the borrower. It is possible that we could become subject to a lender's liability claim, including as a result of actions taken in rendering significant managerial assistance.

Our investments in equity securities involve a substantial degree of risk.

We purchase common stock and other equity securities, including warrants. Although equity securities have historically generated higher average total returns than fixed-income securities over the long term, equity securities have also experienced significantly more volatility in those returns. The equity securities we acquire may fail to appreciate and may decline in value or become worthless, and our ability to recover our investment depends on our portfolio company's success. Investments in equity securities involve a number of significant risks, including the risk of further dilution as a result of additional issuances, inability to access additional capital and failure to pay current distributions. Investments in preferred securities involve special risks, such as the risk of deferred distributions, credit risk, illiquidity and limited voting rights.

The lack of liquidity in our investments may adversely affect our business.

We may invest in securities issued by private companies. These securities may be subject to legal and other restrictions on resale or otherwise be less liquid than publicly-traded securities. The illiquidity of these investments may make it difficult for us to sell these investments when desired. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded these investments. Our investments are usually subject to contractual or legal restrictions on resale or are otherwise illiquid because there is usually no established trading market for such investments. The illiquidity of most of our investments may make it difficult for us to dispose of them at a favorable price, and, as a result, we may suffer losses.

Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.

Our investment strategy contemplates that a portion of our investments may be in securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Although it is anticipated that most of our investments will be denominated in U.S. dollars, our investments that are denominated in a foreign currency will be subject to the risk that the value of a particular currency may change in relation to the U.S. dollar. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

The disposition of our investments may result in contingent liabilities.

We currently expect that a significant portion of our investments will involve lending directly to private companies. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

We may not receive any return on our investment in the CLO Funds in which we have invested.

As of December 31, 2018, we had \$45.0 million at fair value invested in the subordinated securities, preferred shares, or other securities issued by the CLO Funds managed by certain third party asset managers. Subordinated securities are the most junior class of securities issued by the CLO Funds and are subordinated in priority of payment to every other class of securities issued by these CLO Funds. Therefore, they only receive cash distributions if the CLO Funds have made all cash interest payments to all other debt securities issued by the CLO Fund. The subordinated securities are also unsecured and rank behind all of the secured creditors, known or unknown, of the CLO Fund, including the holders of the senior securities issued by the CLO Fund. Consequently, to the extent that the value of a CLO Fund's loan investments has been reduced as a result of conditions in the credit markets, or as a result of defaulted loans or individual fund assets, the value of the subordinated securities at their redemption could be reduced.

Risks Related to Our Common Stock***We may not be able to pay distributions to our stockholders, our distributions may not grow over time, and a portion of distributions paid to our stockholders may be a return of capital.***

We intend to continue to make distributions on a quarterly basis to our stockholders out of assets legally available for distribution. We may not be able to achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. Our ability to pay distributions might be adversely affected by, among other things, the impact of one or more of the risk factors described herein. In addition, the inability to satisfy the asset coverage test applicable to us as a BDC could limit our ability to pay distributions. In addition, due to the asset coverage test applicable to us as a BDC and covenants that we agreed to in connection with the issuance of the 6.125% Notes Due 2022 (together, the "Notes") we are limited in our ability to make distributions in certain circumstances. In this regard, we agreed in connection with our issuance of the Notes that for the period of time during which the Notes are outstanding, we will not violate (regardless of whether we are subject to) Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act. These provisions generally prohibit us from declaring any cash dividend or distribution upon our common stock, or purchasing any such common stock if our asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution or purchase. Further, if we invest a greater amount of assets in equity securities that do not pay current dividends, it could reduce the amount available for distribution.

All distributions will be paid at the discretion of our Board of Directors and will depend on our earnings, our financial condition, maintenance of our RIC status, compliance with applicable BDC regulations and such other factors as our Board of Directors may deem relevant from time to time. We cannot assure you that we will pay distributions to our stockholders in the future.

When we make quarterly distributions, we will be required to determine the extent to which such distributions are paid out of current or accumulated earnings, recognized capital gains or capital. To the extent there is a return of capital, investors will be required to reduce their basis in our stock for U.S. federal income tax purposes, which may result in higher tax liability when the shares are sold, even if they have not increased in value or have lost value. Our distributions have over the last several years included a significant return of capital component. For more information about our distributions over the last several years that have included a return of capital component, see Note 7 — "Distributable Taxable Income" to our consolidated financial statements included elsewhere in this Annual Report.

Investing in shares of our common stock may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk, volatility or loss of principal than alternative investment options. Our investments in portfolio companies may be highly speculative, and therefore, an investment in our common stock may not be suitable for investors with lower risk tolerance.

Shares of closed-end investment companies, including BDCs, frequently trade at a discount to their net asset value, and we cannot assure you that the market price of our common stock will not decline below the net asset value of the stock.

We cannot predict the price at which our common stock will trade. Shares of closed-end investment companies frequently trade at a discount to their net asset value and our stock may also be discounted in the market. This characteristic of closed-end investment companies is separate and distinct from the risk that our net asset value per share may decline. We cannot predict whether shares of our common stock will trade above, at or below our net asset value. The risk of loss associated with this characteristic of closed-end investment companies may be greater for investors expecting to sell shares of common stock soon after the purchase of such shares of common stock. In addition, if our common stock trades below its net asset value, we will generally not be able to issue additional shares of our common stock at its market price without first obtaining the approval of our stockholders and our independent directors.

Our share price may be volatile and may fluctuate substantially.

The market price and liquidity of the market for shares of our common stock may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include:

- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market price and trading volume of securities of BDCs or other companies in our sector, which are not necessarily related to the operating performance of these companies or to us;
- our inability to deploy or invest our capital;
- fluctuations in interest rates;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;
- operating performance of companies comparable to us;
- changes in regulatory policies or tax rules, particularly with respect to RICs or BDCs;
- inability to maintain our qualification as a RIC for U.S. federal income tax purposes;
- changes in earnings or variations in operating results;
- changes in the value of our portfolio;
- general economic conditions and trends; and
- departure of key personnel.

Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.

The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.

Risks Related to Our Notes

Our Notes are unsecured and therefore are effectively subordinated to any secured indebtedness we have currently incurred or may incur in the future.

Our Notes are not secured by any of our assets or any of the assets of our subsidiaries or the Asset Manager Affiliates. As a result, the Notes are effectively subordinated to any secured indebtedness we or they have currently incurred and may incur in the future (or any indebtedness that is initially unsecured to which we subsequently grant security) to the extent of the value of the assets securing such indebtedness. In any liquidation, dissolution, bankruptcy or other similar proceeding, the holders of any of our existing or future secured indebtedness and the secured indebtedness of our subsidiaries and the Asset Manager Affiliates may assert rights against the assets pledged to secure that indebtedness in order to receive full payment of their indebtedness before the assets may be used to pay other creditors, including the holders of the Notes.

The Notes are structurally subordinated to the indebtedness and other liabilities of our subsidiaries and portfolio companies with respect to which we hold equity investments.

The Notes are obligations exclusively of KCAP Financial, Inc., and not of any of our subsidiaries or the Asset Manager Affiliates. None of our subsidiaries or the Asset Manager Affiliates are guarantors of the Notes, and the Notes will not be required to be guaranteed by any subsidiary or asset management firm we may acquire or create in the future. Any assets of our subsidiaries and the Asset Manager Affiliates will not be directly available to satisfy the claims of our creditors, including holders of the Notes. Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors of our subsidiaries will have priority over our equity interests in such entities (and therefore the claims of our creditors, including holders of the Notes) with respect to the assets of such entities. Even if we are recognized as a creditor of one or more of these entities, our claims would still be effectively subordinated to any security interests in the assets of any such entity and to any indebtedness or other liabilities of any such entity senior to our claims. Consequently, the Notes are structurally subordinated to all indebtedness and other liabilities of any of our subsidiaries and portfolio companies with respect to which we hold equity investments, including the Asset Manager Affiliates and any subsidiaries of the Asset Manager Affiliates that we may in the future acquire or establish. These entities may incur substantial indebtedness in the future, all of which would be structurally senior to the Notes.

The indentures under which the Notes are issued contain limited protection for holders of the Notes.

The indentures under which the Notes are issued offer limited protection to holders of the Notes. The terms of the indentures and the Notes do not restrict our or any of our subsidiaries or the Asset Manager Affiliates' ability to engage in, or otherwise be a party to, a variety of corporate transactions, circumstances or events that could have a material adverse impact on your investment in the Notes. In particular, the terms of the indenture and the Notes do not place any restrictions on our or our subsidiaries or the Asset Manager Affiliates' ability to:

- issue securities or otherwise incur additional indebtedness or other obligations, including (1) any indebtedness or other obligations that would be equal in right of payment to the Notes, (2) any indebtedness or other obligations that would be secured and therefore rank effectively senior in right of payment to the Notes to the extent of the values of the assets securing such debt, (3) indebtedness of ours that is guaranteed by one or more of our subsidiaries or the Asset Manager Affiliates and which therefore is structurally senior to the Notes and (4) securities, indebtedness or obligations issued or incurred by our subsidiaries or the Asset Manager Affiliates that would be senior to our equity interests in those entities and therefore rank structurally senior to the Notes with respect to the assets of our subsidiaries and the Asset Manager Affiliates, in each case other than an incurrence of indebtedness or other obligation that would cause a violation of Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions. These provisions generally prohibit us from making additional borrowings, including through the issuance of additional debt or the sale of additional debt securities, unless our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowings;

- pay dividends on, or purchase or redeem or make any payments in respect of, capital stock or other securities ranking junior in right of payment to the Notes, including subordinated indebtedness, in each case other than dividends, purchases, redemptions or payments that would cause a violation of Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions. These provisions generally prohibit us from declaring any cash dividend or distribution upon any class of our capital stock, or purchasing any such capital stock if our asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution or purchase;
- sell assets (other than certain limited restrictions on our ability to consolidate, merge or sell all or substantially all of our assets);
- enter into transactions with affiliates;
- create liens (including liens on the shares of our subsidiaries) or enter into sale and leaseback transactions;
- make investments; or
- create restrictions on the payment of dividends or other amounts to us from our subsidiaries.

In addition, the indenture does not require us to offer to purchase the Notes in connection with a change of control or any other event.

Furthermore, the terms of the indentures and the Notes do not protect holders of the Notes in the event that we experience changes (including significant adverse changes) in our financial condition, results of operations or credit ratings, if any, as they do not require that we adhere to any financial tests or ratios or specified levels of net worth, revenues, income, cash flow, or liquidity other than as described above. Any changes to the 200% asset coverage ratio in the 1940 Act could affect the Notes. As discussed above, on March 29, 2018, our Board of Directors, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the SBCA. As a result, our asset coverage requirement for senior securities will be changed from 200% to 150%, effective as of March 29, 2019. However, despite the SBCA, we will continue to be prohibited by the indentures governing our 6.125% Notes from making distributions on our common stock if our asset coverage, as defined in the 1940 Act, falls below 200%. See “Item 1A. Risk Factors — Risks Related to Our Business and Structure — Our Board of Directors has approved our ability to incur additional leverage as permitted by recent legislation.”

Our ability to recapitalize, incur additional debt and take a number of other actions that are not limited by the terms of the Notes may have important consequences for you as a holder of the Notes, including making it more difficult for us to satisfy our obligations with respect to the Notes or negatively affecting the trading value of the Notes.

Other debt we issue or incur in the future could contain more protections for its holders than the indentures and the Notes, including additional covenants and events of default. The issuance or incurrence of any such debt with incremental protections could affect the market for and trading levels and prices of the Notes.

Even though the 6.125% Notes Due 2022 are listed on the NASDAQ Global Select Market, respectively, an active trading market for the Notes may not develop, or if it does develop, it will be sustained, which could limit your ability to sell the Notes or affect the market price of the Notes.

We cannot provide any assurances that an active trading market will develop for the Notes, or that, if it does develop, it will be sustained or that you will be able to sell your Notes. The Notes may trade at a discount from the price paid for the notes depending on prevailing interest rates, the market for similar securities, our credit ratings, if any, general economic conditions, our financial condition, performance and prospects and other factors.

Accordingly, we cannot assure you that a liquid trading market will develop for the Notes or that, if an active trading market for the Notes does develop, it will be sustained, that you will be able to sell your Notes at a particular time or that the price you receive when you sell will be favorable. To the extent an active trading market does not develop, the liquidity and trading price for the Notes may be harmed. Accordingly, you may be required to bear the financial risk of an investment in the Notes for an indefinite period of time.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the Notes.

Any default under the agreements governing our indebtedness, that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness could make us unable to pay principal, premium, if any, and interest on the Notes and substantially decrease the market value of the Notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lender any debt we may incur in the future could elect to terminate its commitment, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to seek to obtain waivers from under any other debt that we may incur in the future to avoid being in default. If we breach our covenants under any debt and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under any debt, the lender could exercise its rights as described above, and we could be forced into bankruptcy or liquidation. If we are unable to repay debt, lenders having secured obligations could proceed against the collateral securing the debt. Because any future debt we issue will likely have customary cross-default provisions, if such other debt is accelerated, we may be unable to repay or finance the amounts due.

Risks Related to the Externalization Agreement

Our executive officers and directors may have interests in the Externalization that are different from, or in addition to, the interests of our stockholders generally.

Members of the Board and our executive officers may have interests in the Externalization that are different from, or are in addition to, the interests of our stockholders generally. Specifically, immediately prior to the Closing, each restricted share of the Company (the “Company Restricted Share”) outstanding and not previously forfeited under the Company’s Equity Incentive Plan or Non-Employee Director Plan shall become fully vested, all restrictions with respect to such Company Restricted Shares shall lapse, and the holders of such Company Restricted Shares shall be entitled to receive a pro rata share of the cash payment of \$25 million, or approximately \$0.67 per share of the Company’s common stock (the “Stockholder Payment”), that BCP, or its affiliate, will make directly to the holders of record of the Company’s common stock immediately prior to the Closing.

The failure to complete the Externalization may result in a decrease in the market value of the Company’s common stock.

The Externalization is subject to the satisfaction or appropriate waiver of closing conditions. As a result, we cannot assure you that the Externalization will be completed. If the Externalization is not completed for any reason, the market price of the Company’s common stock may decline.

Under certain circumstances, expense reimbursement may be payable by the Company upon termination of the Externalization Agreement.

The Externalization Agreement provides for the payment of expense reimbursement by the Company to BCP of up to \$750,000 if (i) the Externalization Agreement is terminated in connection with an adverse recommendation change by the Board (ii) or in the event the Board accepts a Superior Proposal, as defined in the Externalization Agreement, from a third party.

The Externalization Agreement limits the Company's ability to pursue alternatives to the Externalization.

Under the terms of the Externalization Agreement, we are unable to solicit other acquisition proposals during the pendency thereof. In addition, under the terms of the Externalization Agreement, we are unable to engage in discussions with any party that makes an unsolicited acquisition proposal, unless such proposal (i) provides for the acquisition of 70% or more of the Company's equity or assets, or assets representing 70% or more of the Company's revenues for the 12-month period ended as of the most recent quarter end, (ii) provides for the payment of substantially all-cash consideration, (iii) is more favorable to our stockholders, from a financial point of view, than the transactions contemplated by the Externalization and (iv) is reasonably likely to be completed on the terms proposed on a timely basis.

The Externalization is subject to closing conditions that, if not satisfied or appropriately waived, will result in the Externalization not being completed, which may result in material adverse consequences to the Company's business and operations.

The Externalization is subject to closing conditions that, if not satisfied, will prevent the Externalization from being completed.

The Company will be subject to operational uncertainties and contractual restrictions while the Externalization is pending.

Uncertainty about the effect of the Externalization may have an adverse effect on the Company while the Externalization is pending. These uncertainties may impair the Company's ability to retain and motivate key personnel until the Externalization is consummated and could cause those that deal with the Company to seek to change their existing relationships with the Company. Retention of certain employees may be challenging during the pendency of the Externalization, as certain employees may experience uncertainty about their future following completion of the Externalization. In addition, the Externalization Agreement imposes limitations on the Company with respect to actions that it might otherwise pursue if the Externalization was not pending, which may result in the Company not pursuing certain business opportunities that may arise prior to the completion of the Externalization.

We have not yet identified the portfolio companies we will invest in after the closing of the Externalization.

The Adviser has not yet identified potential investments for our portfolio that we will acquire after the closing of the Externalization. The Adviser will select our investments and our stockholders will have no input with respect to investment decisions. As a result, we will be subject to all of the business risks and uncertainties associated with the origination of new investments, including the risk that we will not achieve our investment objective and that the value of your investment could decline substantially or become worthless.

After the closing of the Externalization, we will be dependent upon the Adviser for our future success.

After the closing of the Externalization, we will not have any employees. We will depend on the diligence, skill and network of business contacts of the Adviser's investment professionals to source appropriate investments for us. We will depend on members of the Adviser's investment team to appropriately analyze our investments and the Adviser's investment committee to approve and monitor our portfolio investments. The Adviser's investment committee, together with the other members of its investment team, will evaluate, negotiate, structure, close and monitor our investments. Our future success will depend on the continued availability of the members of the Adviser's investment committee and the other investment professionals available to the Adviser. We do not have employment agreements with these individuals or other key personnel of the Adviser, and we cannot provide any assurance that unforeseen business, medical, personal or other circumstances would not lead any such individual to terminate his or her relationship with the Adviser. The loss of a material number of senior investment professionals to which the Adviser has access, could have a material adverse effect on our ability to achieve our investment objective as well as on our financial condition and results of operations. In addition, we cannot assure you that the Adviser will remain our investment adviser or that we will continue to have access to the Adviser's investment professionals or its information and deal flow.

The proposed fee structure under the Advisory Agreement may induce the Adviser to pursue speculative investments and incur leverage, which may not be in the best interests of our stockholders.

After the closing of the Externalization, the incentive fees payable by us to the Adviser under the Advisory Agreement may create an incentive for the Adviser to pursue investments on our behalf that are riskier or more speculative than would be the case in the absence of such compensation arrangement. The incentive fees payable to the Adviser are calculated based on a percentage of our return on invested capital. This may encourage the Adviser to use leverage to increase the return on our investments. Under certain circumstances, the use of leverage may increase the likelihood of default, which would impair the value of our common stock. In addition, the Adviser receives the incentive fees based, in part, upon net capital gains realized on our investments. Unlike that portion of incentive fees based on income, there is no hurdle rate applicable to the portion of the incentive fees based on net capital gains. As a result, the Adviser may have a tendency to invest more capital in investments that are likely to result in capital gains as compared to income-producing securities. Such a practice could result in our investing in more speculative securities than would otherwise be the case, which could result in higher investment losses, particularly during economic downturns.

Moreover, because the base management fees payable to the Adviser under the Advisory Agreement will be payable based on our gross assets, excluding cash and cash equivalents but including those assets purchased with borrowed amounts, the Adviser has a financial incentive to incur leverage which may not be consistent with our stockholders' interests.

The Adviser's liability will be limited under the Advisory Agreement, and we will be required to indemnify the Adviser against certain liabilities, which may lead the Adviser to act in a riskier manner on our behalf than it would when acting for its own account.

Under the Advisory Agreement, the Adviser will not assume any responsibility to us other than to render the services described in the Advisory Agreement, and it will not be responsible for any action of our Board in declining to follow the Adviser's advice or recommendations. Pursuant to the Advisory Agreement, the Adviser and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated with the Adviser will not be liable to us for their acts under the Advisory Agreement, absent criminal conduct, willful misfeasance, bad faith or gross negligence in the performance of their duties or by reason of the reckless disregard of their duties and obligations. We have agreed to indemnify, defend and protect the Adviser and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated with the Adviser with respect to all damages, liabilities, costs and expenses arising out of or otherwise based upon the performance of any of the Adviser's duties or obligations under the Advisory Agreement or otherwise as the Adviser for us, and not arising out of criminal conduct, willful misfeasance, bad faith or gross negligence in the performance of their duties or by reason of the reckless disregard of their duties and obligations under the Advisory Agreement. These protections may lead the Adviser to act in a riskier manner when acting on our behalf than it would when acting for its own account.

The Adviser will be able to resign upon 60 days' written notice, and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.

After the consummation of the Externalization, we will be an externally managed BDC pursuant to the Advisory Agreement. Pursuant to the Advisory Agreement, the Adviser will have the right to resign upon 60 days' written notice, whether a replacement has been found or not. If the Adviser resigns, it may be difficult to find a replacement with similar expertise and ability to provide the same or equivalent services on acceptable terms within 60 days, or at all. If a replacement is not found quickly, our business, results of operations and financial condition as well as our ability to pay distributions are likely to be adversely affected and the value of our shares may decline. In addition, the coordination of our internal management and investment activities is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by the Adviser. Even if a comparable service provider or individuals performing such services are retained, whether internal or external, their integration into our business and lack of familiarity with our investment objective may result in additional costs and time delays that may materially adversely affect our business, results of operations and financial condition.

We may not replicate our historical performance, or the historical success of other investment vehicles advised by the Adviser.

We cannot provide any assurance that we will replicate our own historical performance, the historical success of the Adviser or the historical performance of other investment vehicles that the Adviser and its investment team advised in the past. Accordingly, our investment returns could be substantially lower than the returns achieved by the Company in the past or by other clients of the Adviser. We can offer no assurance that the Adviser will be able to continue to implement our investment objective with the same degree of success as it has had in the past.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

We do not own any real estate or other real property. We lease our principal headquarters at 295 Madison Avenue, 6th Floor, New York, New York 10017.

Item 3. *Legal Proceedings*

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

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

PRICE RANGE OF COMMON STOCK

Our common stock is quoted on The NASDAQ Global Select Market under the symbol "KCAP." We completed our initial public offering on December 11, 2006 at an initial public offering ("IPO") price of \$15.00 per share. Prior to such date there was no public market for our common stock.

The following table sets forth the range of high and low closing sales prices per share of our common stock as reported on The NASDAQ Global Select Market for each fiscal quarter during the years ended December 31, 2018 and 2017. The stock quotations are interdealer quotations and do not include markups, markdowns or commissions and may not necessarily represent actual transactions.

	<u>During the Quarter</u>		<u>At Quarter End</u>	
	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>NAV⁽¹⁾</u>
2018:				
Fourth quarter	\$ 3.47	\$ 2.93	\$3.46	\$4.23
Third quarter	\$ 3.39	\$ 3.13	\$3.31	\$4.66
Second quarter	\$ 3.28	\$ 3.09	\$3.25	\$4.72
First quarter	\$ 3.57	\$ 2.96	\$3.14	\$4.85
2017:				
Fourth quarter	\$ 3.98	\$ 3.34	\$3.41	\$4.87
Third quarter	\$ 3.67	\$ 3.32	\$3.65	\$4.95
Second quarter	\$ 4.04	\$ 3.37	\$3.53	\$5.10
First quarter	\$ 4.12	\$ 3.93	\$4.07	\$5.14

- (1) Net Asset Value ("NAV") per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low closing sales prices.

We began paying quarterly distributions in our first full quarter of operations following our IPO. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 7 — "Distributable Tax Income" from our Notes to the Financial Statements included herein. The table below provides information relating to distributions we paid in respect of the periods indicated.

Stockholder Distributions

The following table lists the distributions per share declared by us for each fiscal quarter during the years ended December 31, 2018 and 2017.

	<u>Distributions</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Pay Date</u>
2018:				
Fourth quarter	\$ 0.10	12/12/2018	1/7/2019 ⁽¹⁾	1/31/2019
Third quarter	0.10	9/18/2018	10/9/2018	10/29/2018
Second quarter	0.10	6/19/2018	7/6/2018	7/26/2018
First quarter	0.10	3/20/2018	4/6/2018	4/27/2018
Total declared for 2018	<u>\$ 0.40</u>			
2017:				
Fourth quarter	\$ 0.10	12/13/2017	1/5/2018 ⁽¹⁾	1/25/2018
Third quarter	0.12	9/22/2017	10/10/2017	10/26/2017
Second quarter	0.12	6/20/2017	7/7/2017	7/27/2017
First quarter	0.12	3/21/2017	4/7/2017	4/28/2017
Total declared for 2017	<u>\$ 0.46</u>			

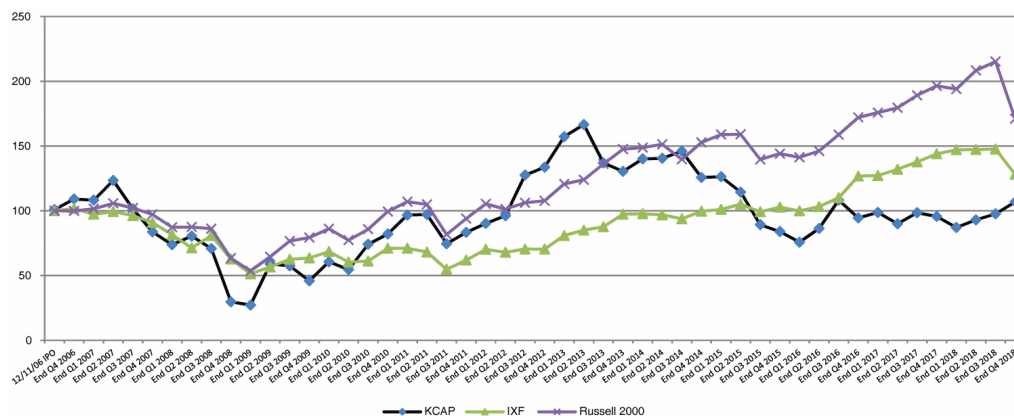
- (1) Since the record date of this distribution is subsequent to year-end, it is a subsequent year tax event.

The determination of the tax attributes of our distributions is made annually, based upon our taxable income for the full year and distributions paid for the full year. Ordinary dividend distributions from a RIC do not qualify for the tax rate applicable to “qualified dividend income” from domestic corporations and qualified foreign corporations, except to the extent that the RIC received the income in the form of qualifying dividends from domestic corporations and qualified foreign corporations. For further information about the tax attributes, see Note 7- “Distributable Taxable Income” of our notes to the financial statements, which can be found elsewhere in this Annual Report.

Performance Graph

The following graph compares the return on our common stock with that of the Russell 2000 Index and the Nasdaq Financial 100 Index (IXF), for the period December 11, 2006 (the date of our initial public offering) to December 31, 2018. The graph assumes that, on December 11, 2006, a person invested \$100 in each of our common stock, the Russell 2000 Index, and the IXX. The graph measures total shareholder return, which takes into account both changes in stock price and dividends. It assumes that dividends are reinvested.

Shareholder Return Performance Graph
Cumulative Total Return Since Initial Public Offering⁽¹⁾
(Through December 31, 2018)



- (1) Total return includes reinvestment of distributions through December 31, 2018. The IXX is an index of diversified financial sector stocks and, as such, the Company believes that it is representative of our industry. The Russell 2000 is a broad based equity market index that tracks companies with a market capitalization that the Company believes are comparable to it.

HOLDERS

As of December 31, 2018, there were approximately 40 holders of record of our common stock. This number does not include shareholders for whom shares are held in “nominee” or “street name.”

SALES OF UNREGISTERED SECURITIES

During the fiscal year ended December 31, 2018, we issued 64,671 shares of common stock pursuant to a dividend reinvestment plan. This issuance was not subject to the registration requirements of the Securities Act. See Note 9 “Stockholders’ Equity,” of our Notes to the Consolidated Financial Statements included herein.

DIVIDEND POLICY

We intend to continue to make quarterly distributions to our stockholders. Our quarterly distributions, if any, will be determined by our Board of Directors. To maintain our RIC status, we must timely distribute an amount equal to at least 90% of our tax basis ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, reduced by deductible expenses, out of the assets legally available for distribution, for each year. To avoid certain excise taxes imposed on RICs, we are generally required to distribute during each calendar year an amount at least equal to the sum of (1) 98% of our ordinary income for the calendar year, (2) 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years and on which we paid no corporate tax. If this requirement is not met, we will be required to pay a nondeductible excise tax equal to 4% of the amount by which the required distribution amount exceeds the actual distribution for the year. The taxable income on which an excise tax is paid is generally carried forward and distributed to stockholders in the next tax 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.

We cannot assure you that we will achieve results that will permit the payment of any cash distributions and, because we issued public senior securities, we are prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratio stipulated by the 1940 Act. Similarly, we may be prohibited from making distributions by the terms of any of our other borrowings.

We maintain an “opt out” dividend reinvestment plan for our common stockholders. As a result, if we declare distributions, then stockholders’ cash distributions will be automatically reinvested in additional shares of our common stock, unless they specifically “opt out” of the dividend reinvestment plan so as to receive cash.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes certain information regarding the 2017 Equity Incentive Plan (the “Equity Incentive Plan”) and the 2017 Non-Employee Director Plan (the “Non-Employee Director Plan”) as of December 31, 2018:

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved by Security Holders ⁽¹⁾	30,000	\$ 4.88	984,702 ⁽²⁾⁽³⁾
Equity Compensation Plans Not Approved by Security Holders	—	—	—
Total	30,000	4.88	984,702

(1) The Company’s Equity Incentive Plan and Non-Employee Director Plan.

(2) Subject to the following additional limitations: The aggregate number of shares of restricted stock that may be issued under the Equity Incentive Plan, the Non-Employee Director Plan, and any other Company executive compensation plan, collectively, may not exceed 10% of the outstanding shares of the Company on May 4, 2017, the effective date of the Equity Incentive Plan and the Non-Employee Director Plan, plus 10% of the number of shares of the Company’s common stock issued or delivered by the Company (other than pursuant to compensation plans) during the term of the Equity Incentive Plan and the Non-Employee Director Plan, as applicable. No one person may be granted more than 25% of the shares of restricted stock reserved for issuance under the Equity Incentive Plan or the

Non-Employee Director Plan. For purposes of calculating compliance with this limit, the Company will count as restricted stock all shares of the Company's common stock that are issued pursuant to the Non-Employee Director Plan less any shares that are forfeited back to the Company and cancelled as a result of forfeiture restrictions not lapsing. In addition, 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 stock issued by the Company pursuant to the Equity and Incentive Plan, the Non-Employee Director Plan and any other KCAP Financial compensation plan, will not exceed 25%, at the time of issuance, 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 stock issued by the Company, 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 stock issued by the Company, at the time of issuance may not exceed 20% of the outstanding voting securities of the Company.

- (3) The shares issuable under the Company's Equity Incentive Plan may be issued in the form of options, restricted stock or other stock-based awards. The shares issuable under the Company's Non-Employee Director Plan may currently be issued in the form of restricted stock.

Item 6. *Selected Financial Data*

The following selected consolidated financial data should be read in conjunction with Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K. The following selected financial and other data for the years ended December 31, 2018, 2017, 2016, 2015 and 2014 is derived from the audited consolidated financial statements for such years, included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K.

KCAP FINANCIAL, INC. SELECTED FINANCIAL DATA

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015	Year Ended December 31, 2014
Income Statement Data:					
Interest and related portfolio income:					
Interest and Dividends	\$ 22,494,890	\$ 26,363,383	\$ 34,131,571	\$ 39,811,558	\$ 34,802,690
Fees and other income	245,393	491,279	668,527	366,859	934,871
Dividends from Asset Manager					
Affiliates	1,246,510	460,000	1,400,000	5,348,554	5,467,914
Investment income – Joint Venture	3,100,000	949,037	—	—	—
Total interest and related portfolio income	27,086,793	28,263,699	36,200,098	45,526,971	41,205,475
Expenses:					
Interest and amortization of debt issuance costs	7,403,436	7,661,407	9,110,603	11,727,880	11,538,179
Compensation	4,012,743	4,571,309	4,103,558	3,843,799	4,951,745
Other	5,666,137	5,011,852	4,495,942	5,772,502	4,594,983
Total operating expenses	17,082,316	17,244,568	17,710,103	21,344,181	21,084,907
Net Investment Income	10,004,477	11,019,131	18,489,995	24,182,790	20,120,568
Realized and unrealized (losses) gains on investments:					
Net realized (losses) gains	(16,672,029)	(11,021,042)	(6,341,678)	(6,647,478)	(11,132,491)
Net change in unrealized (losses) gains	(2,903,994)	3,389,993	(13,188,048)	(36,169,870)	6,045,517
Total net (losses) gains	(19,576,023)	(7,631,049)	(19,529,726)	(42,817,348)	(5,086,974)
Net (decrease) increase in net assets resulting from operations	\$ (9,571,546)	\$ 3,388,082	\$ (1,039,731)	\$ (18,634,558)	\$ 15,033,594

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015	Year Ended December 31, 2014
Per Share:					
Earnings per common share – basic	\$ (0.26)	\$ 0.09	\$ (0.03)	\$ (0.50)	\$ 0.44
Earnings per common share – diluted	\$ (0.26)	\$ 0.09	\$ (0.03)	\$ (0.50)	\$ 0.43
Net investment income per share – basic	\$ 0.27	\$ 0.30	\$ 0.50	\$ 0.65	\$ 0.59
Net investment income per share – diluted	\$ 0.27	\$ 0.30	\$ 0.50	\$ 0.65	\$ 0.58
Distributions declared per common share	\$ 0.40	\$ 0.46	\$ 0.57	\$ 0.78	\$ 1.00
Taxable Distributable Income per basic share	\$ 0.25	\$ 0.16	\$ 0.40	\$ 0.63	\$ 0.78
Balance Sheet Data:					
Investment assets at fair value	\$273,308,349	\$311,956,156	\$366,471,304	\$409,570,495	\$479,706,494
Total assets	\$285,464,681	\$319,808,974	\$381,371,983	\$421,204,697	\$505,180,218
Total debt outstanding	\$100,400,189	\$101,413,317	\$175,548,570	\$201,103,761	\$218,618,014
Stockholders' equity	\$158,021,011	\$181,804,756	\$194,924,925	\$216,100,470	\$255,316,701
Net asset value per common share	\$ 4.23	\$ 4.87	\$ 5.24	\$ 5.82	\$ 6.94
Common shares outstanding at end of year	37,326,846	37,339,224	37,178,294	37,100,005	36,775,127
Other Data:					
Investments funded ⁽¹⁾	118,159,373	227,722,823	75,724,590	130,954,741	235,905,130
Principal collections related to investment repayments or sales ⁽¹⁾	112,052,177	323,531,633	129,191,854	129,793,338	193,554,964
Number of portfolio investments at year end ⁽¹⁾	86	77	125	130	141
Weighted average interest rate on income producing debt investments ⁽²⁾	10.0%	10.1%	7.0%	7.4%	7.3%
Weighted average interest rate on income producing debt investments (adjusted for non-accrual and partial non-accrual) ⁽³⁾	9.1%	9.6%	7.0%	7.4%	7.3%

(1) Does not include investments in time deposits or money markets.

(2) Weighted average interest rate on income producing investments is calculated as the weighted average contractual interest rate on par outstanding balances for investments in loans, bonds, and mezzanine debt in our Debt Securities portfolio.

(3) Weighted average interest rate of income producing investments (adjusted for non-accrual and partial non-accrual) is calculated as the weighted average contractual interest rate on par outstanding balances for investments in loans, bonds, and mezzanine debt in our Debt Securities portfolio, excluding contractual income on non-accrual and partial non-accrual investments.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our financial statements and related notes and other financial information appearing elsewhere in this annual report. In addition to historical information, the following discussion and other parts of this annual report contain forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking information due to the factors discussed under "Item 1A. Risk Factors" and "Note About Forward-Looking Statements" appearing elsewhere in this annual report. Except as otherwise indicated, the terms "we," "us," "our," the "Company" and "KCAP" refer to KCAP Financial, Inc.

GENERAL

We are 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, as amended (the "1940 Act").

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.

On November 8, 2018, we entered into an agreement with LibreMax Intermediate Holdings, LP ("LibreMax") under which our wholly-owned subsidiary Commodore Holdings, LLC ("Commodore") agreed to sell Katonah Debt Advisors, L.L.C. ("Katonah Debt Advisors"), Trimaran Advisors, L.L.C. ("Trimaran Advisors"), and Trimaran Advisors Management, L.L.C. ("Trimaran Advisors Management" and, together with Katonah Debt Advisors and Trimaran Advisors, the "Disposed Manager Affiliates") to LibreMax for a cash purchase price of approximately \$37.9 million (the "LibreMax Transaction"). In connection with the closing of the LibreMax Transaction on December 31, 2018, Commodore sold the Disposed Manager Affiliates, which manage collateralized loan obligation funds ("CLO Funds"), to LibreMax for a cash purchase price of approximately \$37.9 million.

As of December 31, 2018, our remaining asset management subsidiaries (the "Asset Manager Affiliates") were comprised of Commodore, Katonah Management Holdings, LLC, Katonah X Management LLC ("Katonah X Management"), Katonah 2007-1 Management, LLC ("Katonah 2007-1 Management") and KCAP Management, LLC. Commodore, Katonah X Management and Katonah 2007-1 Management have no operations and are expected to be liquidated in the normal course.

On December 14, 2018, we entered into a stock purchase and transaction agreement (the "Externalization Agreement") with BC Partners Advisors L.P. ("BCP"), an affiliate of BC Partners LLP ("BC Partners"), pursuant to which our management function would be externalized (the "Externalization") and Sierra Crest Investment Management LLC, an affiliate of BC Partners (the "Adviser") would be appointed as our investment adviser, subject to our stockholders' approval of the proposed investment advisory agreement between us and the Adviser (the "Advisory Agreement"). At a special meeting of our stockholders (the "Special Meeting") held on February 19, 2019, our stockholders approved the Advisory Agreement. As described further below, under "The Externalization Agreement," if the transactions contemplated by the Externalization Agreement are completed, upon closing of the Externalization (the "Closing"), we will commence operations as an externally managed BDC managed by the Adviser.

The Company has also invested in debt and subordinated securities issued by CLO Funds ("CLO Fund Securities"). Our investment in CLO Fund Securities are primarily managed by its formerly wholly-owned asset management subsidiaries Trimaran Advisors and Trimaran Advisors Management, L.L.C. From time-to-time the Company has also made investments in CLO Fund Securities managed by other asset managers. The CLO Funds typically invest in broadly syndicated loans, high-yield bonds and other credit instruments.

Our investments in CLO Fund Securities, which are primarily made up of minority investments in the subordinated securities or preferred stock of CLO Funds raised and managed by the Disposed Manager Affiliates, are anticipated to provide the Company with recurring cash distributions.

The Company may also invest in other investments such as loans to smaller private companies, publicly-traded companies, high-yield bonds, joint ventures, managed funds, partnerships and distressed debt securities. The Company may also receive warrants or options to purchase common stock in connection with our 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 in senior secured term loans, mezzanine debt and selected equity investments in privately-held middle market companies. We define the middle market as comprising 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.

Subject to 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 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% (or the 150% asset coverage ratio effective as of March 29, 2019) after such borrowing.

We have elected to be treated for U.S. federal income tax purposes as a regulated investment company ("RIC") under the Internal Revenue Code 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.

The Externalization Agreement

At a meeting of our Board of Directors held on December 12, 2018, the Board, including all of its independent directors, unanimously voted to approve the Advisory Agreement, contingent upon entering into the Externalization Agreement, obtaining Company stockholder approval of the Advisory Agreement, and closing of the transactions contemplated by the Externalization Agreement, and determined that the Advisory Agreement is in the best interests of us and our stockholders. At the Special Meeting held on February 19, 2019, our stockholders approved the Advisory Agreement. If the transactions contemplated by the Externalization Agreement are completed, upon the Closing, we will commence operations as an externally managed BDC managed by the Adviser.

Pursuant to the Externalization Agreement with BCP, the Adviser will become our investment adviser in exchange for a cash payment from BCP, or its affiliate, of \$25 million, or approximately \$0.67 per share of our common stock, directly to our stockholders. In addition, following the Closing, the Adviser (or its affiliate) will use up to \$10 million of the incentive fee actually paid to the Adviser prior to the second anniversary of the Closing date to buy newly issued shares of our common stock at the most recently determined net asset value per share of our common stock at the time of such purchase. For the period of one year from the first day of the first quarter following the quarter in which the Advisory Agreement becomes effective, the Adviser will permanently forego up to the full amount of the incentive fees earned by the Adviser without recourse against or reimbursement by the Company, to the extent necessary in order to achieve aggregate net investment income per common share of the Company for such one-year period to be at least equal to \$0.40 per share, subject to certain adjustments. BCP and the Adviser's total financial commitment to the transactions contemplated by the Externalization Agreement is \$35.0 million.

The Company anticipates that the Closing will occur at the end of the quarter ending March 31, 2019, but the Company will issue a press release announcing the record date and payment date of the stockholder payment.

About the Adviser

At the Closing, the Adviser, an affiliate of BC Partners, will become the investment adviser of the Company. LibreMax intends to own a portion of the Adviser. Subject to the overall supervision of the Board, the Adviser will be responsible for managing the Company's business and activities, including sourcing investment opportunities, conducting research, performing diligence on potential investments, structuring the Company's investments, and monitoring the Company's portfolio companies on an ongoing basis through a team of investment professionals.

BC Partners is a leading buyout firm with a 30-year history investing across Europe and North America which had assets under management of over \$24 billion as of December 19, 2018. The assets under management for BCP are based on actively managed commitments of its managed funds and relevant vehicles formed for the purpose of co-investing alongside such funds. BCP operates a private equity investment platform ("BCP PE") and a credit investment platform ("BCP Credit") as fully integrated businesses. The investment activity of the Company will take place primarily within the BCP Credit platform. Integration with the broader BCP platform allows BCP Credit to leverage a team of approximately 60 investment professionals across its private equity platform including an eight-member operations team. The BCP Credit Investment Team (the "Investment Team") is led by Ted Goldthorpe who sits on both the BCP Credit and BCP PE investment committees. An affiliate of the Adviser currently manages a private BDC, BC Partners Lending Corporation, and a private fund in the BCP Credit platform. BCP intends to offer employment to certain Company employees, including but not limited to, the Company's executive officers.

The Adviser will seek to invest on behalf of the Company in performing, well-established middle market businesses that operate across a wide range of industries (i.e., no concentration in any one industry). The Adviser will employ fundamental credit analysis, targeting investments in businesses with relatively low levels of cyclical risk and operating risk. The holding size of each position will generally be dependent upon a number of factors including total facility size, pricing and structure, and the number of other lenders in the facility. The Adviser has experience managing levered vehicles, both public and private, and will seek to enhance the Company's returns through the use of leverage with a prudent approach that prioritizes capital preservation. The Adviser believes this strategy and approach offers attractive risk/return with lower volatility given the potential for fewer defaults and greater resilience through market cycles.

Advisory Agreement

Pursuant to the terms of the Advisory Agreement, the Company will pay the Adviser (i) a base management fee (the "Base Management Fee") and (ii) an incentive fee (the "Incentive Fee"). For the period from the date of the Advisory Agreement (the "Effective Date") through the end of the first calendar quarter after the Effective Date, the Base Management Fee will be calculated at an annual rate of 1.50% of the Company's gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, as of the end of such calendar quarter. Subsequently, the Base Management Fee will be 1.50% of the Company's average gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, at the end of the two most recently completed calendar quarters; provided, however, that the Base Management Fee will be 1.00% of the Company's average gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, that exceed the product of (i) 200% and (ii) the value of the Company's net asset value at the end of the most recently completed calendar quarter. The Incentive Fee will consist of two parts: (1) a portion based on the Company's pre-incentive fee net investment income (the "Income-Based Fee") and (2) a portion based on the net capital gains received on the Company's portfolio of securities on a cumulative basis for each calendar year, net of all realized capital losses and all unrealized capital depreciation on a cumulative basis, in each case calculated from the Effective Date, less the aggregate amount of any previously paid capital gains Incentive Fee (the "Capital Gains Fee"). The Income-Based Fee will be 17.50% of pre-incentive fee net investment income with a 7.00% hurdle rate. The Capital Gains Fee will be 17.50%. For more information regarding the terms of the fee structure under the Advisory Agreement, please see our definitive proxy statement filed with the SEC on January 15, 2019.

PORTFOLIO AND INVESTMENT ACTIVITY

Total portfolio investment activity (excluding activity in U.S. treasury bills and money market investments) for the years ended December 31, 2018, December 31, 2017, and December 31, 2016 was as follows:

	Debt Securities	CLO Fund Securities	Equity Securities	Asset Manager Affiliates	Joint Venture	Total Portfolio
Fair Value at December 31, 2015	\$ 284,639,244	\$ 55,872,382	\$ 9,548,488	\$ 57,381,000	\$ —	\$ 407,441,114
2016 Activity:						
Purchases/originations/draws	74,584,952	10,140,000	—	—	—	84,724,952
Pay-downs/pay-offs/sales	(123,240,416)	(4,200,000)	(4,563,521)	—	—	(132,003,937)
Net accretion (amortization)	407,492	(2,192,071)	—	(1,250,000)	—	(3,034,579)
Net realized losses	(540,649)	(10,111,560)	4,484,742	—	—	(6,167,467)
Net increase (decrease) in fair value	2,492,707	4,665,599	(4,413,354)	(15,933,000)	—	(13,188,048)
Fair Value at December 31, 2016	238,343,330	54,174,350	5,056,355	40,198,000	—	337,772,035
2017 Activity:						
Purchases/originations/draws	181,613,690	11,211,368	182,000	—	36,738,873	229,745,931
Pay-downs/pay-offs/sales	(300,625,104)	(25,598,497)	—	(2,750,000)	(11,824,015)	(340,797,616)
Net accretion (amortization)	304,904	11,139,633	—	—	—	11,444,537
Net realized gains (losses)	(5,634,255)	(1,264,789)	—	—	—	(6,899,044)
Net increase (decrease) in fair value	4,194,914	2,016,608	(823,671)	1,401,000	(3,398,858)	3,389,993
Fair Value at December 31, 2017	118,197,479	51,678,673	4,414,684	38,849,000	21,516,000	234,655,836
2018 Activity:						
Purchases/originations/draws	92,911,178	12,781,528	12,466,667	—	—	118,159,373
Pay-downs/pay-offs/sales	(57,125,611)	(19,033,322)	(1,093,244)	(34,800,000)	—	(112,052,177)
Net accretion (amortization)	1,289,512	5,878,260	—	—	—	7,167,772
Net realized gains (losses)	9,933	(16,484,872)	—	—	—	(16,474,939)
Net increase (decrease) in fair value	(7,420,747)	9,504,733	(1,283,420)	(579,000)	(3,125,560)	(2,903,994)
Fair Value at December 31, 2018	\$ 147,861,744	\$ 44,325,000	\$ 14,504,687	\$ 3,470,000	\$ 18,390,440	\$ 228,551,871

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 December 31, 2018 and December 31, 2017:

Security Type	December 31, 2018			December 31, 2017		
	Cost/Amortized Cost	Fair Value	% ⁽¹⁾	Cost/Amortized Cost	Fair Value	% ⁽¹⁾
Short-term investments ⁽²⁾	\$ 44,756,478	\$ 44,756,478	17	\$ 77,300,320	\$ 77,300,320	26%
Senior Secured Loan	86,040,921	77,616,209	28	48,337,900	44,960,146	14
Junior Secured Loan	76,223,561	70,245,535	26	62,561,913	58,941,300	19
Senior Unsecured Loan	—	—	—	12,777,283	12,777,283	4
Senior Secured Bond	—	—	—	1,502,374	1,518,750	—
CLO Fund Securities	55,480,626	44,325,000	16	72,339,032	51,678,673	17
Equity Securities	21,944,430	14,504,687	5	10,571,007	4,414,684	1
Asset Manager Affiliates ⁽³⁾	17,791,230	3,470,000	1	52,591,230	38,849,000	12
Joint Venture	24,914,858	18,390,440	7	24,914,858	21,516,000	7
Total	\$327,152,104	\$273,308,349	100%	\$362,895,917	\$311,956,156	100%

(1) Represents percentage of total portfolio at fair value.

(2) Includes money market accounts and U.S. treasury bills.

(3) Represents the equity investment in the Asset Manager Affiliates.

The industry related information, based on the fair value of the Company's investment portfolio as of December 31, 2018 and December 31, 2017, for our investment portfolio was as follows:

Industry Classification	December 31, 2018			December 31, 2017		
	Cost/Amortized Cost	Fair Value	% ⁽¹⁾	Cost/Amortized Cost	Fair Value	% ⁽¹⁾
Aerospace and Defense	\$ 5,434,927	\$ 4,049,940	1%	\$ 5,636,056	\$ 4,115,487	1%
Asset Management Company ⁽²⁾	17,791,230	3,470,000	1	52,591,230	38,849,000	12
Banking, Finance, Insurance & Real Estate	8,831,841	8,733,933	3	4,458,962	4,418,391	1
Beverage, Food and Tobacco	5,963,334	5,796,506	2	7,496,438	7,435,050	2
Capital Equipment	10,888,432	9,831,391	3	5,454,621	4,680,821	2
Chemicals, Plastics and Rubber	4,862,063	4,801,645	1	—	—	—
CLO Fund Securities	55,480,626	44,325,000	16	72,339,032	51,678,673	17
Construction & Building	1,400,223	1,394,163	1	1,004,093	999,872	—
Consumer goods: Durable	1,140,500	364,240	—	1,071,340	805,607	—
Consumer goods: Non-durable	1,434,568	1,440,525	1	691,234	694,662	—
Electronics	3,007,500	3,007,500	1	—	—	—
Energy: Oil & Gas	16,827,204	8,946,568	3	14,932,542	11,433,777	4
Environmental Industries	8,371,180	6,939,794	3	6,330,630	5,766,437	2
Forest Products & Paper	1,564,583	1,553,920	1	1,558,556	1,600,960	1
Healthcare & Pharmaceuticals	38,638,822	32,287,288	12	30,367,449	25,512,654	8
High Tech Industries	23,971,435	23,662,459	9	18,229,229	18,260,577	6
Hotel, Gaming & Leisure	400,000	1,000	—	400,000	1,000	—
Joint Venture	24,914,858	18,390,440	7	24,914,858	21,516,000	7
Limited Partnership	12,466,667	12,466,667	5	—	—	—
Media: Advertising, Printing & Publishing	6,113,852	5,590,863	2	3,371,086	3,318,296	1
Related Party Loans	—	—	—	12,777,283	12,777,283	4
Services: Business	10,398,710	9,213,416	3	3,563,574	2,366,400	1
Telecommunications	8,351,775	8,343,919	3	6,455,489	6,466,949	2
Textiles and Leather	10,140,662	9,940,294	4	7,950,994	7,947,940	3
Money Market Accounts	34,757,129	34,757,129	13	52,293,570	52,293,570	17
Transportation: Cargo	4,000,634	4,000,400	1	4,000,901	4,010,000	1
U.S. Government Obligations	9,999,349	9,999,349	4	25,006,750	25,006,750	8
Total	<u>\$327,152,104</u>	<u>\$273,308,349</u>	<u>100%</u>	<u>\$362,895,917</u>	<u>\$311,956,156</u>	<u>100%</u>

(1) Calculated as a percentage of total portfolio at fair value.

(2) Represents the equity investment in the Asset Manager Affiliates.

Debt Securities Portfolio

At December 31, 2018 and December 31, 2017, the weighted average contractual interest rate on our loans and debt securities was approximately 10.0% and 10.1%, respectively. At December 31, 2018 and December 31, 2017, the weighted average contractual interest rate on our loans and debt securities, adjusted for non-accrual and partial non-accrual investments, was approximately 9.1% and 9.6%, respectively.

The investment portfolio (excluding the Company's investment in Asset Manager Affiliates, CLO Funds, Joint Venture and short-term investments) at December 31, 2018 was spread across 21 different industries and 51 different entities with an average par balance per entity of approximately \$2.8 million. As of December 31, 2018, five of our investments were on non-accrual status.

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, joint ventures, managed funds, partnerships and distressed debt or equity securities of large cap public companies. At December 31, 2018 and December 31, 2017, the total amount of non-qualifying assets to total assets was approximately 28% and 23%, respectively. The majority of non-qualifying assets were foreign investments which were approximately 17% and 16% of the Company's total assets December 31, 2018 and 2017, respectively (including the Company's investments in CLO Funds, which are typically domiciled outside the U.S. and represented approximately 16% and 16% of its total assets on such dates, respectively). 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.

Asset Manager Affiliates

The Disposed Manager Affiliates manage CLO Funds that invest in broadly syndicated loans, high yield bonds and other credit instruments. The CLO Funds managed by the Disposed Asset Manager Affiliates consist primarily of credit instruments issued by corporations. In connection with the LibreMax Transaction, on December 31, 2018, our wholly-owned subsidiary Commodore Holdings, LLC sold the Disposed Manager Affiliates, which represented substantially all of our investment in the Asset Manager Affiliates, to LibreMax for a cash purchase price of approximately \$37.9 million. Accordingly, certain CLO Fund investments were reclassified from CLO Funds managed by affiliates to CLO funds managed by non-affiliates on December 31, 2018. As of December 31, 2018, our Asset Manager Affiliates had approximately \$300 million of par value of assets under management on which they earned management fees, and were valued at approximately \$3.5 million. As of December 31, 2017 our Asset Manager Affiliates had approximately \$3.0 billion of par value of assets under management on which they earned management fees, and were valued at approximately \$38.8 million.

CLO Fund Securities

We have made minority investments in the subordinated securities or preferred stock of CLO Funds managed by the Disposed Manager Affiliates and may selectively invest in securities issued by CLO Funds managed by other asset management companies. As of December 31, 2018 and December 31, 2017, we had approximately \$44 million and \$52 million, respectively invested in CLO Fund Securities, issued primarily by CLO Funds managed by the Disposed 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.

The structure of CLO Funds, which are highly levered, is extremely complicated. Since we primarily invest in securities representing the residual interests of CLO Funds, our investments are much riskier than the risk profile of the loans by which such CLO Funds are collateralized. Our investments in CLO Funds may be riskier and less transparent to us and our stockholders than direct investments in the underlying loans. The CLO Funds in which we invest have debt that ranks senior to our investment. For a more detailed discussion of the risks related to our investments in CLO Funds, please see "Risk Factors — Risks Related to Our Investments — Our investments may be risky, and you could lose all or part of your investment."

Our CLO Fund Securities as of December 31, 2018 and December 31, 2017 were as follows:

CLO Fund Securities	Investment	%(1)	December 31, 2018		December 31, 2017	
			Cost/Amortized Cost	Fair Value	Cost/Amortized Cost	Fair Value
Grant Grove CLO, Ltd. ⁽³⁾	Subordinated Securities	0%	\$ —	\$ —	\$ 2,485,886	\$ 1,000
Katonah III, Ltd.	Preferred Shares	23.1	1,287,155	369,280	1,287,155	369,280
Katonah 2007-1 CLO Ltd. ⁽²⁾	Preferred Shares	0	—	—	20,524,908	10,770,486
Trimaran CLO VII, Ltd. ^{(2),(3)}	Income Notes	0	—	—	379,830	10,000
Catamaran CLO 2012-1 Ltd. ^{(2),(3)}	Subordinated Notes	0	—	—	5,847,802	2,320,783
Catamaran CLO 2013- 1 Ltd. ⁽²⁾	Subordinated Notes	23.3	6,378,611	7,016,733	5,017,307	6,923,699
Dryden 30 Senior Loan Fund ⁽²⁾	Subordinated Notes	6.8	1,438,701	1,913,925	1,353,852	1,820,000
Catamaran CLO 2014-1 Ltd. ⁽²⁾	Subordinated Notes	25.1	11,740,622	9,777,251	9,858,073	8,230,178
KCAP F3C Senior Funding LLC	Class E Notes	27.4	4,407,106	4,473,840	4,435,965	4,632,000
Catamaran CLO 2014- 2 Ltd. ⁽²⁾	Subordinated Notes	24.9	6,314,484	2,158,200	6,642,805	4,500,962
Catamaran CLO 2015-1 Ltd. ⁽²⁾	Subordinated Notes	9.9	4,353,347	3,048,698	4,418,647	3,569,600
Catamaran CLO 2016-1 Ltd. ⁽²⁾	Subordinated Notes	24.9	9,717,150	7,067,073	10,086,802	8,530,685
Catamaran CLO 2018-1 Ltd. ⁽²⁾	Subordinated Notes	24.8	9,843,450	8,500,000	—	—
Total			<u>\$ 55,480,626</u>	<u>\$44,325,000</u>	<u>\$ 72,339,032</u>	<u>\$51,678,673</u>

(1) Represents percentage of class held as of December 31, 2018.

(2) A CLO Fund managed by a Disposed Manager Affiliate as of December 31, 2017. Other than KCAP F3C Senior Funding LLC, none of our CLO Fund securities investments were managed by affiliates as of December 31, 2018.

(3) This CLO Fund Security was fully liquidated in 2018.

On December 19, 2017, the Company, in its capacity as the holder of all of the outstanding preferred shares of Katonah 2007-1 CLO Ltd. (“Katonah 2007-1”), exercised its right to cause Katonah 2007-1 to redeem all of its outstanding indebtedness through the sale of its investments and otherwise wind up its business. Katonah 2007-1 was fully liquidated and dissolved in the fourth quarter of 2018. Accordingly, the Company recorded a realized loss during the fourth quarter of 2018 of approximately \$10.1 million on its investment in Katonah 2007-1 and a corresponding unrealized gain of the same amount in order to reverse the previously recorded unrealized depreciation with respect to the investment.

Similarly, during the fourth quarter of 2018, each of Grant Grove CLO, Ltd., Trimaran CLO VII, Ltd., and Catamaran 2012-1 Ltd. were fully liquidated and dissolved, and the Company recorded a realized loss of approximately \$6.4 million and a corresponding unrealized gain of the same amount in order to reverse the previously recorded unrealized depreciation with respect to these investments.

Investment in Joint Venture

During the third quarter of 2017, the Company and Freedom 3 Opportunities LLC (“Freedom 3 Opportunities”), an affiliate of Freedom 3 Capital LLC, entered into an agreement to create KCAP Freedom 3 LLC (the “Joint Venture”). The Company and Freedom 3 Opportunities contributed approximately \$37 million and \$25 million, respectively, in assets to the Joint Venture, which in turn used the assets to capitalize a new fund, KCAP F3C Senior Funding, L.L.C. (the “Fund”) managed by KCAP Management, LLC, one of the Asset Manager Affiliates. In addition, the Fund used cash on hand and borrowings under a credit facility to purchase approximately \$184 million of primarily middle-market loans from the Company and the Company used the proceeds from such sale to redeem approximately \$147 million in debt issued by KCAP Senior Funding I, LLC (“KCAP Senior Funding”). The Fund invests primarily in middle-market loans and the Joint Venture partners may source middle-market loans from time-to-time for the Fund.

During the fourth quarter of 2017, the Fund was refinanced through the issuance of senior and subordinated notes. The Joint Venture purchased 100% of the subordinated notes issued by the Fund. In connection with the refinancing, the Joint Venture made a cash distribution to the Company of approximately \$12.6 million. \$11.8 million of this distribution was a return of capital, reducing the cost basis of its investment in the Joint Venture by that amount. The final determination of the tax attributes of distributions from the Joint Venture is made on an annual (full calendar year) basis at the end of the year, therefore, any estimate of tax attributes of distributions made on an interim basis may not be representative of the actual tax attributes of distributions for the full year.

The Company owns a 60% equity investment in the Joint Venture. The Joint Venture is structured as an unconsolidated Delaware limited liability company. All portfolio and other material decisions regarding the Joint Venture must be submitted to its board of managers, which is comprised of four members, two of whom were selected by the Company and two of whom were selected by Freedom 3 Opportunities, and must be approved by at least one member appointed by the Company and one appointed by Freedom 3 Opportunities. In addition, certain matters may be approved by the Joint Venture's investment committee, which is comprised of one member appointed by the Company and one member appointed by Freedom 3 Opportunities.

The Company has determined that the Joint Venture is an investment company under Accounting Standards Codification ("ASC"), Financial Services — Investment Companies ("ASC 946"), however, in accordance with such guidance, the Company will generally not consolidate its investment in a company other than a wholly owned investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. The Company does not consolidate its interest in the Joint Venture because the Company does not control the Joint Venture due to allocation of the voting rights among the Joint Venture partners.

KCAP Freedom 3 LLC

Summarized Statement of Financial Consolidation

	As of December 31, 2018	As of December 31, 2017
Cash	\$ —	\$ 1,717
Investment at fair value	32,621,188	37,080,000
Total Assets	\$32,621,188	\$37,081,717
Total Liabilities	\$ 1,970,455	\$ 1,221,916
Total Equity	30,650,733	35,859,801
Total Liabilities and Equity	\$32,621,188	\$37,081,717

KCAP Freedom 3 LLC

Summarized Statement of Operations

	For the years ended December 31,	
	2018	2017
Investment income	\$ 4,800,844	\$ 2,531,331
Operating expenses	(126,786)	(435,757)
Net investment income	4,674,058	2,095,574
Unrealized depreciation on investments	(4,951,938)	(5,063,254)
Net loss	\$ (277,880)	\$ (2,967,680)

KCAP Freedom 3 LLC**Schedule of Investments
December 31, 2018**

Portfolio Company	Investment	Percentage Ownership by Joint Venture	Amortized Cost	Fair Value
KCAP F3C Senior Funding, LLC ⁽¹⁾⁽²⁾	Subordinated Securities, effective interest 11.5%, 12/29 maturity	100.0%	\$ 42,636,380	\$32,621,188
Total Investments			\$ 42,636,380	\$32,621,188

- (1) 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.
- (2) Fair value of this investment was determined using significant unobservable inputs, including default rates, prepayment rates, spreads, and the discount rate by which to value the resulting cash flows.

KCAP Freedom 3 LLC**Schedule of Investments
December 31, 2017**

Portfolio Company	Investment	Percentage Ownership by Joint Venture	Amortized Cost	Fair Value
KCAP F3C Senior Funding, LLC ⁽¹⁾⁽²⁾	Subordinated Securities, effective interest 12.1%, 12/29 maturity	100.0%	\$ 42,143,254	\$37,080,000
Total Investments			\$ 42,143,254	\$37,080,000

- (1) 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.
- (2) Fair value of this investment was determined using significant unobservable inputs, including a third-party broker quote.

Revolving Credit Facility

On March 1, 2018, KCAP Funding I, LLC ("Funding"), a wholly-owned subsidiary of the Company, entered into a senior secured revolving credit facility (the "Revolving Credit Facility") with certain institutional lenders, State Bank and Trust Company, as the administrative agent, lead arranger and bookrunner, CIBC Bank USA, as documentation agent and the Company, as the servicer.

The maximum commitment amount of the Revolving Credit Facility is \$50 million, subject to availability under the borrowing base. Borrowings under the Revolving Credit Facility bear interest at a rate per annum equal to (i) in the case of LIBOR rate loans, an adjusted LIBOR rate for the applicable interest period plus 3.25% or (ii) in the case of base rate loans, the prime rate plus 3.25%. Funding will pay a fee on any undrawn amounts of 0.375% per annum; provided that if 50% or less of the Revolving Credit Facility is drawn, the fee will be 0.50% per annum.

The Company intends to use the proceeds from borrowings under the Revolving Credit Facility for general corporate purposes, including to acquire certain qualifying loans, and such other uses as permitted under the Loan and Security Agreement (the “Revolving Credit Agreement”).

The maturity date is the earlier of: (a) March 1, 2022 and (b) the date upon which all loans shall become due and payable in full, whether by acceleration or otherwise, as a result of a default by the Company, as defined in the Revolving Credit Facility.

Borrowings under the Revolving Credit Facility are repayable by the Company at any time.

The Revolving Credit Facility is secured by all of the assets held by Funding, and the Company has pledged its interests in Funding as collateral to State Bank and Trust Company, as the administrative agent, to secure the obligations of Funding under the Revolving Credit Facility. The Revolving Credit Agreement includes customary affirmative and negative covenants, including certain limitations on the incurrence of additional indebtedness and liens, as well as usual and customary events of default for revolving credit facilities of this nature. At December 31, 2018, Funding was in compliance with all of its debt covenants.

As of December 31, 2018, \$26.4 million principal amount of borrowings was outstanding under the Revolving Credit Facility.

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 December 31, 2018, 2017, and 2016.

Revenue

	For the Years Ended December 31,		
	2018	2017	2016
Investment Income:			
Interest from investments in debt securities	\$16,005,663	\$15,063,193	\$20,828,916
Interest from U.S. Treasury Bills and money market investments	76,055	71,934	29,383
Investment income on CLO Fund Securities managed by affiliates	6,024,935	10,807,490	12,642,625
Investment income on CLO Fund Securities managed by non-affiliates	388,237	420,766	630,647
Dividends from Asset Manager Affiliates	1,246,510	460,000	1,400,000
Investment in Joint Venture	3,100,000	949,037	—
Capital structuring service fees	245,393	491,279	668,527
Total investment income	\$27,086,793	\$28,263,699	\$36,200,098

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. The Company distinguishes CLO Funds managed by its Asset Manager Affiliates as “CLO Fund Securities Managed by Affiliates”, in its consolidated financial statements. Since the Asset Manager Affiliates were owned throughout 2018 and sold on December 31, 2018, investment income on these CLO Fund securities is reflected on the statement of operations for the year December 31, 2018 as “managed by affiliates”, while on the consolidated balance sheet at December 31, 2018 these investments are reflected as “managed by non-affiliates”. 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 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 U.S. generally accepted accounting principles (“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 E notes of KCAP F3C Senior Funding, L.L.C., interest is earned at a fixed spread relative to the LIBOR index.

Distributions from Asset Manager Affiliates. Substantially all of the investment in the Asset Manager Affiliates was sold on December 31, 2018. Prior thereto, we have received cash distributions from the Asset Manager Affiliates, which 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, the Asset Manager Affiliates receive contractual and recurring management fees from the CLO Funds for their management and advisory services. In addition, the 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 future CLO Funds.

As a result of tax-basis goodwill amortization and certain other tax-related adjustments, portions of distributions received from the Asset Manager Affiliates are deemed return of capital. The fair value of our investment in our Asset Manager Affiliates was approximately \$3.5 million at December 31, 2018 with an unrealized depreciation for the year ending December 31, 2018 of approximately \$579,000. The fair value of our investment in our Asset Manager Affiliates was approximately \$38.8 million at December 31, 2017, with an unrealized appreciation for the year ending December 31, 2017 of approximately \$1.4 million. For the years ended December 31, 2018, 2017, and 2016, we recognized dividend income of \$1.2 million, \$460,000 and \$1.4 million from the Asset Manager Affiliates, respectively, while cash distributions received were approximately \$36.0 million, \$3.2 million and \$2.7 million for those years, 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 investment in the Asset Manager Affiliates. 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 \$300 million and \$3.0 billion as of December 31, 2018 and 2017, respectively.

Investment in Joint Venture. For the year ended December 31, 2018 and 2017, the Company recognized \$3.1 million and \$949,000 in investment income from its investment in the Joint Venture. As of December 31, 2018 and 2017, the fair value of the Company's investment in Joint venture was \$18.4 million and \$21.5 million, respectively. For interim periods, the Company recognizes investment income on its investment in the Joint Venture based upon its share of the estimated earnings and profits of the Joint Venture. The final determination of the tax attributes of distributions from the Joint Venture is made on an annual (full calendar year) basis at year-end of the year based upon taxable income and distributions for the full year. Therefore, any estimate of tax attributes of distributions made on an interim basis may not be representative of the actual tax attributes of distributions for the full year.

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 years ended December 31, 2018, 2017, and 2016 was approximately \$27.1 million, \$28.3 million, and \$36.2 million, respectively. Of these amounts, approximately \$16.0 million, \$15.1 million and \$20.8 million, was attributable to interest income on our Debt Securities Portfolio for the years ended December 31, 2018, 2017, and 2016.

As of December 31, 2018, five of our debt securities were on non-accrual status. The weighted average contractual interest rate on our loans and debt securities was approximately 10.0% and 10.1% as of December 31, 2018 and December 31, 2017, respectively. The weighted average contractual interest rate on our loans and debt securities, adjusted for non-accrual and partial non-accrual investments, was approximately 9.1% and 9.6% as of December 31, 2018 and December 31, 2017, respectively. For the year ended December 31, 2018, our total net asset value return per share was (4.7)% and our total market return based on stock price was 13.2%. For the year ended December 31, 2017, our total net asset value return per share was 2.0% and our total market return based on stock price was (2.3)%. Total net asset value return per share and total market return based on stock price do not reflect the sales load paid by stockholders.

Investment income is primarily dependent on the composition and credit quality of our investment portfolio. Generally, our Debt Securities Portfolio is expected to generate 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 years ended December 31, 2018, 2017, and 2016, approximately \$6.4 million, \$11.2 million and \$13.3 million, respectively, of investment income was attributable to investments in CLO Fund Securities. On a tax basis, the Company recognized \$3.5 million, \$5.3 million and \$10.1 million of taxable distributable income on distributions from our CLO Fund Securities during the years ended December 31, 2018, 2017, and 2016, respectively. Investment income, tax-basis earnings and cash 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

	For the Years Ended December 31,		
	2018	2017	2016
Expenses:			
Interest and amortization of debt issuance costs	\$ 7,403,436	\$ 7,661,407	\$ 9,110,603
Compensation	4,012,743	4,571,309	4,103,558
Professional fees	3,470,269	2,942,059	2,391,038
Insurance	321,268	347,175	412,764
Administrative and other	1,874,600	1,722,618	1,692,140
Total expenses	<u>\$17,082,316</u>	<u>\$17,244,568</u>	<u>\$17,710,103</u>

Because we are internally managed by our executive officers under the supervision of our Board of Directors, we incur the operating costs associated with employing investment and portfolio management professionals. 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 over the expected 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 years ended December 31, 2018, 2017, and 2016 were approximately \$17.1 million, \$17.2 million, and \$17.7 million, respectively. Interest expense and amortization on debt issuance costs for the years ended December 31, 2018, 2017, and 2016, was approximately \$7.4 million, \$7.7 million, and \$9.1 million, respectively, on average debt outstanding of \$105 million, \$134 million, and \$190 million, respectively.

For the years ended December 31, 2018, 2017, and 2016, approximately \$4.0 million, \$4.6 million, and \$4.1 million, respectively, of expenses were attributable to employee compensation, including salaries, bonuses, employee benefits, payroll taxes and stock-based compensation expense. For the years ended December 31, 2018, 2017, and 2016, professional fees and insurance expenses totaled approximately \$3.8 million, \$3.3 million and \$2.8 million, respectively. Administrative costs, which include occupancy expense, technology and other office expenses, totaled approximately \$1.9 million, \$1.7 million and \$1.7 million for the years ended December 31, 2018, 2017, and 2016, 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 years ended December 31, 2018, 2017, and 2016, net investment income and net realized losses were approximately (\$6.5 million), \$4.1 million and \$12.3 million, respectively, or (\$0.17), \$0.11, and \$0.33 per basic share, respectively. 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. Investments are carried at fair value, with changes in fair value recorded as unrealized appreciation (depreciation) in the statement of operations. When an investment is sold or liquidated, any previously recognized unrealized appreciation/depreciation is reversed and a corresponding amount is recognized as realized gain (loss). For the year ended December 31, 2018, GAAP-basis net investment income was approximately \$10.0 million, or \$0.27 per basic share, while tax-basis distributable income was approximately \$9.2 million or \$0.25 per share, respectively.

Net Unrealized (Depreciation) Appreciation on Investments

	For the Years Ended December 31,		
	2018	2017	2016
Unrealized Gains (Losses) On Investments:			
Net change in unrealized appreciation (depreciation) on:			
Debt securities	\$ (7,420,747)	\$ 4,194,914	\$ 2,492,707
Equity securities	(1,283,420)	(823,671)	(4,413,354)
CLO Fund Securities managed by affiliates	17,790,480	2,102,279	4,380,974
CLO Fund Securities managed by non-affiliates	(8,285,747)	(85,671)	284,625
Asset Manager Affiliates investments	(579,000)	1,401,000	(15,933,000)
Joint Venture Investment	(3,125,560)	(3,398,858)	—
Total net unrealized gain (loss) from investment transactions	<u>\$ (2,903,994)</u>	<u>\$ 3,389,993</u>	<u>\$ (13,188,048)</u>

During the year ended December 31, 2018, our total investments had net unrealized depreciation of approximately \$2.9 million. Included in the net unrealized loss in 2018 are unrealized appreciation on CLO Fund Securities of approximately \$9.5 million, and unrealized depreciation of the Asset Manager Affiliates of \$579,000, as well as unrealized depreciation on our Debt Securities Portfolio of \$7.4 million, unrealized depreciation on equity securities of approximately \$1.3 million and unrealized depreciation on our Joint Venture investment of approximately \$3,126,000. During the year ended December 31, 2017, our total investments had net unrealized appreciation of approximately \$3.4 million, including net unrealized gains of approximately \$1.3 million on CLO Fund Securities and unrealized appreciation of the Asset Manager Affiliates of approximately \$1.4 million, net unrealized appreciation on the Debt Securities Portfolio of approximately \$4.2 million and net unrealized losses on equity securities of \$824,000 and unrealized depreciation on our Joint Venture investment of approximately \$3.4 million. During the year ended December 31, 2016, our total investments had net unrealized depreciation of \$13 million, including approximately \$2.5 million of unrealized gains on the Debt Securities Portfolio, net unrealized loss of the Asset Manager Affiliates of approximately \$15.9 million, and net unrealized losses on equity securities of \$4.4 million, and net unrealized gains of approximately \$4.7 million related to CLO Fund Securities.

Net Change in Stockholder's Equity Resulting From Operations

The net decrease in stockholders' equity resulting from operations for the year ended December 31, 2018 was approximately \$9.6 million, or \$0.26 per basic share. Net increase in stockholders' equity resulting from operations for the year ended December 31, 2017 was approximately \$3.4 million, or \$0.09 per basic share, and the net decrease in stockholders' equity resulting from operations for the year ended December 31, 2016 was approximately \$1.0 million, or \$0.03 per basic 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 December 31, 2018, the Company received a cash distribution of \$33.8 million from its wholly-owned subsidiary Commodore Holdings, LLC.

As of December 31, 2018 and December 31, 2017, the fair value of investments and cash were as follows:

Security Type	Investments at Fair Value	
	December 31, 2018	December 31, 2017
Cash	\$ 5,417,125	\$ 2,034,095
Restricted Cash	3,907,341	—
Short term investments	44,756,478	77,300,320
Senior Secured Loan	77,616,209	44,960,146
Junior Secured Loan	70,245,535	58,941,300
Senior Unsecured Loan	—	12,777,283
Senior Secured Bond	—	1,518,750
CLO Fund Securities	44,325,000	51,678,673
Equity Securities	14,504,687	4,414,684
Joint Venture	18,390,440	21,516,000
Asset Manager Affiliates	3,470,000	38,849,000
Total	<u>\$282,632,815</u>	<u>\$313,990,251</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% (or the 150% asset coverage ratio effective as of March 29, 2019) after such borrowing. As of December 31, 2018, we had approximately \$104 million of par value of outstanding borrowings and our asset coverage ratio of total assets to total borrowings was 249%, compliant with the minimum asset coverage level of 200% (or the 150% asset coverage ratio effective as of March 29, 2019) 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.

During the third quarter of 2017, the company issued \$77.4 million aggregate principal amount of 6.125% Notes due 2022 (the “6.125% Notes Due 2022”). The net proceeds for the 6.125% Notes Due 2022, after the payment of underwriting expenses, were approximately \$74.6 million. Interest on the 6.125% Notes Due 2022 is paid quarterly in arrears on March 30, June 30, September 30 and December 30, at a rate of 6.125% commencing September 30, 2017. The 6.125% Notes Due 2022 mature on September 30, 2022, and are senior unsecured obligations of the Company. In addition, due to the asset coverage requirement applicable to the Company as a BDC and a covenant that the Company agreed to in connection with the issuance of the 6.125% Notes Due 2022, the Company is limited in its ability to make distributions if its asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the distribution. At December 31, 2018, the Company was in compliance with all of its debt covenants. The indenture governing the 6.125% Notes Due 2022 contains certain restrictive covenants, including compliance with certain provisions of the 1940 Act relating to borrowing and dividends.

On October 10, 2012, the Company issued \$41.4 million in aggregate principal amount of unsecured 7.375% Notes due 2019 (the “7.375% Notes Due 2019”). The net proceeds for the 7.375% Notes Due 2019,

following underwriting expenses, were approximately \$39.9 million. As of December 31, 2018 there were no 7.375% Notes Due 2019 outstanding. 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 had a maturity date of September 30, 2019, and were senior unsecured obligations of the Company. In addition, due to the asset coverage requirement 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 was limited in its ability to make distributions if its asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the distribution. 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. During the second quarter of 2016, the Company repurchased approximately \$2.4 million par value of the 7.375% Notes Due 2019 at a weighted average price of \$25.23 per \$25.00 note, resulting in a realized loss on extinguishment of \$71,190. The Company subsequently surrendered these Notes to U.S. Bank National Association, as trustee (the "Trustee") for cancellation. During the third quarter of 2016, the Company redeemed \$5.0 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of \$88,015. During the fourth quarter of 2016, the Company redeemed \$469,000 par value of the 7.375% Notes Due 2019, resulting in a realized loss on extinguishment of \$15,000. During the second quarter of 2017, the Company redeemed \$6.5 million par value of the 7.375% Notes Due 2019 resulting in a realized loss on extinguishment of debt of \$107,276. KCAP subsequently surrendered all of these Notes to the Trustee for cancellation. During the first quarter of 2018, approximately \$20 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of approximately \$169,000. The Company subsequently surrendered these notes to the Trustee for cancellation. During the fourth quarter of 2018, the remaining outstanding balance of approximately \$7 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of approximately \$28,000. The Company subsequently surrendered these notes to the Trustee for cancellation. As of December 31, 2018 there were no 7.375% Notes Due 2019 outstanding.

On July 20, 2017, \$147.4 million par value of notes issued by KCAP Senior Funding were repaid in full, resulting in a realized loss on extinguishment of debt of \$4.1 million.

Investment in Joint Venture

During the third quarter of 2017, the Company and Freedom 3 Opportunities, an affiliate of Freedom 3 Capital LLC, entered into an agreement to create the Joint Venture. The Company and Freedom 3 Opportunities contributed approximately \$37 million and \$25 million, respectively, in assets to the Joint Venture, which in turn used the assets to capitalize a new fund (the "Fund") managed by KCAP Management, LLC, one of the Company's Asset Manager Affiliates. In addition, the Fund used cash on hand and borrowings under a credit facility to purchase approximately \$184 million of loans from the Company and the Company used the proceeds from such sale to redeem approximately \$147 million in debt issued by KCAP Senior Funding. The Joint Venture may originate loans from time-to-time and sell them to the Fund.

During the fourth quarter of 2017, the Fund was refinanced through the issuance of senior and subordinated notes. The Joint Venture purchased 100% of the subordinated notes issued by the Fund. In connection with the refinancing, KCAP received a cash distribution of \$12.6 million, \$11.8 million of which was a return of capital.

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. However, we may face difficulty in obtaining a new debt and equity financing as a result of current market conditions. In this regard, because our common stock has traded at a price below our current net asset value per share and we are limited in our ability to sell our common stock at a price below net asset value per share without stockholder approval (which we currently do not have), we have been and may continue to be limited in our ability to raise equity capital. See "Business – Regulation – Common Stock". 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. In addition, we evaluate strategic opportunities available to us, including mergers, divestures, spin-offs, joint ventures and other similar transactions from time to time.

Investment in Great Lakes and Asset Purchase Letter Agreement

On November 27, 2018, we and BCP Great Lakes Fund LP, a Cayman Islands exempted limited partnership (“Great Lakes”) managed by BCP Great Lakes GP LP (“Great Lakes GP”), an affiliate of BCP, entered into a subscription agreement pursuant to which we agreed to make aggregate capital contributions to Great Lakes of \$25 million. As of December 31, 2018, we had invested approximately \$12.5 million in Great Lakes. In addition, on November 27, 2018, we and Great Lakes GP entered into a letter agreement (the “Great Lakes Fee Letter”), pursuant to which we and Great Lakes GP agreed that (i) if the Closing occurs and the Adviser becomes our investment adviser, all accrued fees otherwise payable in connection with our investment in Great Lakes will be waived, and thereafter we will pay no management fees in connection with our investment in Great Lakes, and (ii) if the Closing does not occur, we will be obligated pay the management fee applicable to Great Lakes investors generally, and a portion of those management fees (\$1 million) will be paid in advance and thereafter credited against the management fees that subsequently accrue.

On December 12, 2018, we and BCP entered into a letter agreement (the “Asset Purchase Letter Agreement”) pursuant to which we and BCP each agreed to use commercially reasonable efforts to effect the sale by BCP (or its affiliates or advisory clients of its affiliates), in one or more transactions, of certain assets held by BCP (or its affiliates or advisory clients thereof) that, taken together, have an aggregate principal amount of approximately \$75 million, less the aggregate amount of capital contributions made by us to Great Lakes. As of December 31, 2018, we had purchased or entered into agreements to purchase loans for an aggregate purchase price of approximately \$8 million. If the Closing does not occur, BCP may, at its option, repurchase (or cause its affiliate or fund it manages to repurchase) some or all of the investment assets previously purchased by us at a purchase price equal to (i) the fair market value of such purchased asset as reported by us in our then-most recent Form 10-K or Form 10-Q (as applicable), or (ii) if such fair market value has not yet been reported, the cost of such investment asset when sold to us, and in the case of each of clauses (i) and (ii), without additional interest, fees or other charges.

Stockholder Distributions

We intend to continue to make quarterly distributions to our stockholders. To avoid certain excise taxes imposed on RICs, we generally endeavor 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 and on which we do not pay corporate tax.

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.

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

On March 29, 2018, our Board of Directors, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the SBICA. As a result, our asset coverage requirement for senior securities will be changed from 200% to 150%, effective as of March 29, 2019. However, despite the SBICA, we will continue to be prohibited by the indentures governing our 6.125% Notes Due 2022 from making distributions on our common stock if our asset coverage, as defined in the 1940 Act, falls below 200%. In any such event, we would be prohibited from making distributions required in order to maintain our status as a RIC.

The following table sets forth the quarterly distributions declared by us since 2017.

	<u>Distributions</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Pay Date</u>
2018:				
Fourth quarter	\$ 0.10	12/12/2018	1/7/2019 ⁽¹⁾	1/31/2019
Third quarter	0.10	9/18/2018	10/9/2018	10/29/2018
Second quarter	0.10	6/19/2018	7/6/2018	7/26/2018
First quarter	0.10	3/20/2018	4/6/2018	4/27/2018
Total declared for 2018	<u>\$ 0.40</u>			
2017:				
Fourth quarter	\$ 0.10	12/13/2017	1/5/2018 ⁽¹⁾	1/25/2018
Third quarter	0.12	9/22/2017	10/10/2017	10/26/2017
Second quarter	0.12	6/20/2017	7/7/2017	7/27/2017
First quarter	0.12	3/21/2017	4/7/2017	4/28/2017
Total declared for 2017	<u>\$ 0.46</u>			

(1) Since the record date of this distribution is subsequent to year-end, it is a subsequent year tax event.

OFF-BALANCE SHEET ARRANGEMENTS

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 December 31, 2018 and December 31, 2017, the Company had \$12.9 million and \$0 commitments to fund investments, respectively.

CONTRACTUAL OBLIGATIONS

The following table summarizes our contractual cash obligations and other commercial commitments as of December 31, 2018:

<u>Contractual Obligations</u>	<u>Payments Due by Period</u>				
	<u>Total</u>	<u>Less than one year</u>	<u>1 – 3 years</u>	<u>3 – 5 years</u>	<u>More than 5 years</u>
Long-term debt obligations	\$103,763,285	\$ —	\$ —	\$103,763,285	\$ —
Obligations under long-term lease	\$ 4,310,040	\$774,781	\$1,600,872	\$ 1,600,872	\$333,515

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, "Significant Accounting Policies — Investments", contained elsewhere herein:

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 determined 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 Measurements and Disclosures ("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. The 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 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. The Company's fair value determinations 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 investment 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.

The Company carries investments in joint ventures at fair value based upon the fair value of the investments held by the joint venture.

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 and accrual of payment-in-kind ("PIK") interest, 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. For investments with PIK interest, which represents contractual interest accrued and added to the principal balance that generally becomes due at maturity, we will not accrue PIK interest if the portfolio company valuation indicates that the PIK interest is not collectible (i.e. via a partial or full non-accrual). Loans which are on partial or full non-accrual 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 December 31, 2018, five of our investments were on non-accrual status. As of December 31, 2017, two of our investments were on partial non-accrual status, whereby we have recognized income on a portion of contractual PIK amounts due.

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). 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 E notes of KCAP F3C Senior Funding, L.L.C., interest is earned at a fixed spread relative to the LIBOR index.

Distributions from Asset Manager Affiliates

We record distributions from the 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 issue 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.

The 1940 Act does not permit externally managed investment companies and BDCs to issue or have outstanding options or restricted stock granted to directors and employees. Immediately prior to the Closing, by virtue of the Externalization and subject to the execution of an option cancellation agreement, each option to purchase shares of the Company's common stock granted under the Company's 2008 Non-Employee Director Plan that is outstanding immediately prior to the Externalization (each, a "Company Stock Option") will be cancelled in exchange for the payment in cash to the holder thereof.

Immediately prior to the Closing, each restricted share of the Company (the "Company Restricted Share") outstanding and not previously forfeited under the Company's Equity Incentive Plan and the Company's Non-Employee Director Plan shall become fully vested, all restrictions with respect to such Company Restricted Shares shall lapse, and the holders of such Company Restricted Shares shall be entitled to receive a pro rata share of the Stockholder Payment. In certain circumstances, the Company will, in

accordance with the procedures adopted by the Company, withhold a number of the Company Restricted Shares having a fair market value (determined on the date such shares are withheld) equal to the aggregate amount required to be deducted and withheld under the Code and any applicable state or local tax law with respect to the lapsing of restrictions on all the Company Restricted Shares held by the relevant holder, and the Company shall pay over to the appropriate taxing authorities a corresponding amount of cash in satisfaction of such tax liabilities.

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 net investment income, distributable taxable income and, prior to their disposition, the after-tax free cash flow from the Asset Manager Affiliates.

Recent Accounting Pronouncements

See Note 2 to the financial statements included in this annual report, for a description of recent accounting pronouncements.

Recent Developments

At the Special Meeting held on February 19, 2019, our stockholders approved the Advisory Agreement. If the transactions contemplated by the Externalization Agreement are completed, upon the Closing, we will commence operations as an externally managed BDC managed by the Adviser.

The Company anticipates that the Closing will occur at the end of the quarter ending March 31, 2019, but the Company will issue a press release announcing the record date and payment date of the stockholder payment.

Item 7A. *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 December 31, 2018, approximately 81% of our Debt Securities Portfolio were 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 3.0%. We generally expect that future portfolio investments will predominately be floating rate investments. As of December 31, 2018, we had \$104 million (par value) of borrowings outstanding at a current weighted average rate of 6.0%, of which \$77.4 million par value has a fixed rate and \$26.4 million par value has a floating rate.

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 6.125% Notes Due 2022 would remain the same, given that this debt is at a fixed rate.

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 December 31, 2018 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 from a change in interest rates at:		
	1%	2%	3%
Increase in interest rate	\$ 1,308,997	\$ 2,404,715	\$ 3,500,433
Decrease in interest rate	\$(1,095,718)	\$(1,736,870)	\$(1,799,887)

As shown above, net investment income assuming a 1% increase in interest rates would increase by approximately \$1.3 million on an annualized basis. 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 \$2.4 million and \$3.5 million, respectively.

On an annualized basis, a decrease in interest rates of 1%, 2% and 3% would result in a decrease in net investment income of approximately \$1.1 million, \$1.7 million and \$1.8 million, respectively. The negative impact of a 3% decline in interest rates is only slightly more severe than the impact of a 2% decline in interest rates due to the impact of interest rate floors on certain of our floating rate investments, as there is no floor on our floating rate debt facility.

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 December 31, 2018.

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 8. Financial Statements and Supplementary Data

Our financial statements are annexed to this Annual Report beginning on page F-1.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. 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.

Management's Report on Internal Control Over Financial Reporting.

General. The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) of the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Scope of Management's Report on Internal Control Over Financial Reporting. The Company's internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Conclusion. Management, including the Company’s CEO and CFO, assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on management’s assessment, management concluded, subject to the limitations described under “Scope of Management’s Report on Internal Control Over Financial Reporting” above, that the Company maintained effective internal control over financial reporting as of December 31, 2018.

Attestation Report of the Independent Registered Public Accounting Firm.

The Company’s independent registered public accounting firm has audited and issued a report on the Company’s internal control over financial reporting, which appears in Item 15 of this report.

Changes in Internal Control Over Financial Reporting.

There have been no changes in our internal control over financial reporting during the fourth quarter of 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

PART III**Item 10. *Directors, Executive Officers and Corporate Governance***

The information required by Item 10 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2019 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

We have adopted a Sarbanes-Oxley Code of Ethics that applies to directors, officers and employees of the Company. This code of ethics is published on our website at www.kcapfinancial.com. We intend to disclose any future amendments to, or waivers from, this code of ethics within four business days of the waiver or amendment through a website posting.

Item 11. *Executive Compensation*

The information required by Item 11 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2019 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by Item 12 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2019 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by Item 13 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2019 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

Item 14. *Principal Accountant Fees and Services*

The information required by Item 14 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2019 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report:

1. For a list of the consolidated financial information included herein, see Index to the Consolidated Financial Statements on page F-1.
2. For a list of the other financial statements and financial statement schedules included herein, see Index to Other Financial Statements and Financial Statement Schedules on page S-1.
3. For a list of other exhibits included herein, see Exhibit List on page E-1.

(b) Exhibits required by Item 601 of Regulation S-K. 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.

(c) Other financial statements and financial statement schedules. Reference is made to the Index to Other Financial Statements and Financial Statement Schedules on page S-1. Each of such documents is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: February 26, 2019

KCAP Financial, Inc.

By /s/ DAYL W. PEARSON

Dayl W. Pearson
President and Chief Executive Officer

* * * * *

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ DAYL W. PEARSON</u> DAYL W. PEARSON	President and Chief Executive Officer (principal executive officer) and Member of the Board of Directors	February 26, 2019
<u>/s/ EDWARD U. GILPIN</u> EDWARD U. GILPIN	Chief Financial Officer, Secretary and Treasurer (principal financial and accounting officer)	February 26, 2019
<u>/s/ CHRISTOPHER LACOVARA</u> CHRISTOPHER LACOVARA	Member of the Board of Directors	February 26, 2019
<u>/s/ JOHN WARD</u> JOHN WARD	Member of the Board of Directors	February 26, 2019
<u>/s/ C. MICHAEL JACOBI</u> C. MICHAEL JACOBI	Member of the Board of Directors	February 26, 2019
<u>/s/ ALBERT G. PASTINO</u> ALBERT G. PASTINO	Member of the Board of Directors	February 26, 2019
<u>/s/ C. TURNEY STEVENS, JR.</u> C. TURNEY STEVENS, JR.	Member of the Board of Directors	February 26, 2019
<u>/s/ DEAN C. KEHLER</u> DEAN C. KEHLER	Member of the Board of Directors	February 26, 2019

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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of KCAP Financial, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of KCAP Financial, Inc. and subsidiaries (the “Company”), including the consolidated schedules of investments, as of December 31, 2018 and 2017, the related consolidated statements of operations, changes in net assets, and cash flows for each of the three years in the period ended December 31, 2018, the financial highlights for each of the five years in the period ended December 31, 2018 and the related notes collectively referred to as the “financial statements”. In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of their operations, changes in their net assets, and their cash flows for each of the three years in the period ended December 31, 2018, and its financial highlights for each of the five years in the period ended December 31, 2018 in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 26, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of investments owned as of December 31, 2018 and 2017, by correspondence with the custodians. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company’s auditor since 2014.

New York, New York
February 26, 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of KCAP Financial, Inc.

Opinion on Internal Control over Financial Reporting

We have audited KCAP Financial, Inc.'s internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission “(2013 framework),” (the COSO criteria). In our opinion, KCAP Financial Inc. (the “Company”) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2018 consolidated financial statements of the Company and our report dated February 26, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

New York, New York

February 26, 2019

KCAP FINANCIAL, INC.
CONSOLIDATED BALANCE SHEETS

	As of December 31, 2018	As of December 31, 2017
ASSETS		
Investments at fair value:		
Short-term investments (cost: 2018 – \$44,756,478; 2017 – \$77,300,320)	\$ 44,756,478	\$ 77,300,320
Debt securities (amortized cost: 2018 – \$162,264,482; 2017 – \$125,179,470)	147,861,744	118,197,479
CLO Fund Securities managed by affiliates (amortized cost: 2018 – \$4,407,106; 2017 – \$67,212,139)	4,473,840	49,488,393
CLO Fund Securities managed by non-affiliates (amortized cost: 2018 – \$51,073,520; 2017 – \$5,126,893)	39,851,160	2,190,280
Equity securities (cost: 2018 – \$21,944,430; 2017 – \$10,571,007)	14,504,687	4,414,684
Asset Manager Affiliates (cost: 2018 – \$17,791,230; 2017 – \$52,591,230)	3,470,000	38,849,000
Joint Venture (cost: 2018 – \$24,914,858; 2017 – \$24,914,858)	18,390,440	21,516,000
Total Investments at Fair Value (cost: 2018 – \$327,152,104; 2017 – \$362,895,917)	273,308,349	311,956,156
Cash	5,417,125	2,034,095
Restricted cash	3,907,341	—
Interest receivable	1,342,970	1,051,271
Receivable for open trades	—	2,993,750
Due from affiliates	1,007,631	1,243,493
Other assets	481,265	530,209
Total Assets	<u>\$ 285,464,681</u>	<u>\$ 319,808,974</u>
LIABILITIES		
6.125% Notes Due 2022 (net of offering costs of: 2018 – \$2,207,342; 2017 – \$2,734,248)	\$ 75,199,858	\$ 74,672,952
KCAP Funding I, LLC Revolving Credit Facility (net of offering costs of: 2018 – \$1,155,754)	25,200,331	—
7.375% Notes Due 2019 (net of offering costs of: 2017 – \$259,635)	—	26,740,365
Payable for open trades	23,204,564	34,215,195
Accounts payable and accrued expenses	3,591,910	2,350,803
Accrued interest payable	131,182	—
Due to affiliates	115,825	25,083
Total Liabilities	127,443,670	138,004,398
COMMITMENTS AND CONTINGENCIES (Note 8)		
STOCKHOLDERS' EQUITY		
Common stock, par value \$0.01 per share, 100,000,000 common shares authorized; 37,521,705 issued, and 37,326,846 outstanding at December 31, 2018, and 37,507,402 issued, and 37,339,224 outstanding at December 31, 2017	373,268	373,392
Capital in excess of par value	306,784,387	329,789,716
Total distributable (loss) earnings	(149,136,644)	(148,358,532)
Total Stockholders' Equity	158,021,011	181,804,576
Total Liabilities and Stockholders' Equity	<u>\$ 285,464,681</u>	<u>\$ 319,808,974</u>
NET ASSET VALUE PER COMMON SHARE	<u>\$ 4.23</u>	<u>\$ 4.87</u>

See accompanying notes to financial statements.

KCAP FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended December 31,		
	2018	2017	2016
Investment Income:			
Interest from investments in debt securities	\$ 14,939,309	\$13,963,970	\$ 19,763,577
Payment-in-kind investment income	1,066,354	1,099,223	1,065,339
Interest from cash and time deposits	76,055	71,934	29,383
Investment income on CLO Fund Securities managed by affiliates	6,024,935	10,807,490	12,642,625
Investment income on CLO Fund Securities managed by non-affiliates	388,237	420,766	630,647
Dividends from Asset Manager Affiliates	1,246,510	460,000	1,400,000
Investment income from Joint Venture	3,100,000	949,037	—
Capital structuring service fees	245,393	491,279	668,527
Total investment income	27,086,793	28,263,699	36,200,098
Expenses:			
Interest and amortization of debt issuance costs	7,403,436	7,661,407	9,110,603
Compensation	4,012,743	4,571,309	4,103,558
Professional fees	3,470,269	2,942,059	2,391,038
Insurance	321,268	347,175	412,764
Administrative and other	1,874,600	1,722,618	1,692,140
Total expenses	17,082,316	17,244,568	17,710,103
Net Investment Income	10,004,477	11,019,131	18,489,995
Realized And Unrealized Gains (Losses) On Investments:			
Net realized losses from investment transactions	(16,474,939)	(6,899,044)	(6,167,467)
Net change in unrealized (depreciation) appreciation on:			
Debt securities	(7,420,747)	4,194,914	2,492,707
Equity securities	(1,283,420)	(823,671)	(4,413,354)
CLO Fund Securities managed by affiliates	17,790,480	2,102,279	4,380,974
CLO Fund Securities managed by non-affiliates	(8,285,747)	(85,671)	284,625
Asset Manager Affiliates investments	(579,000)	1,401,000	(15,933,000)
Joint Venture investment	(3,125,560)	(3,398,858)	—
Total net (depreciation) appreciation from investment transactions	(2,903,994)	3,389,993	(13,188,048)
Net realized and unrealized losses on investments	(19,378,933)	(3,509,051)	(19,355,515)
Realized losses on extinguishments of debt	(197,090)	(4,121,998)	(174,211)
Net (Decrease) Increase In Stockholders' Equity Resulting From Operations	\$ (9,571,546)	\$ 3,388,082	\$ (1,039,731)
Net (Decrease) Increase in Stockholders' Equity Resulting from Operations per Common Share:			
Basic:	\$ (0.26)	\$ 0.09	\$ (0.03)
Diluted:	\$ (0.26)	\$ 0.09	\$ (0.03)
Net Investment Income Per Common Share:			
Basic:	\$ 0.27	\$ 0.30	\$ 0.50
Diluted:	\$ 0.27	\$ 0.30	\$ 0.50
Weighted Average Shares of Common Stock Outstanding – Basic	37,356,241	37,235,130	37,149,663
Weighted Average Shares of Common Stock Outstanding – Diluted	37,356,241	37,235,130	37,149,663

See accompanying notes to financial statements.

KCAP FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

	Years Ended December 31,		
	2018	2017	2016
Operations:			
Net investment income	\$ 10,004,477	\$ 11,019,131	\$ 18,489,995
Net realized losses from investment transactions	(16,474,939)	(6,899,044)	(6,167,467)
Realized losses from extinguishments of debt	(197,090)	(4,121,998)	(174,211)
Net change in unrealized (depreciation) appreciation from investments	(2,903,994)	3,389,993	(13,188,048)
Net (decrease) increase in stockholders' equity resulting from operations	(9,571,546)	3,388,082	(1,039,731)
Stockholder distributions:			
Distributions of ordinary income	(9,192,977)	(6,035,683)	(14,761,679)
Return of capital	(5,688,770)	(11,736,777)	(7,307,578)
Net decrease in net assets resulting from stockholder distributions	(14,881,747)	(17,772,460)	(22,069,257)
Capital share transactions:			
Issuance of common stock for:			
Common stock withheld for payroll taxes upon vesting of restricted stock	(86,743)	(224,944)	(247,926)
Dividend reinvestment plan	208,775	360,981	638,016
Stock based compensation	547,696	1,127,992	1,543,353
Net increase in net assets resulting from capital share transactions	669,728	1,264,029	1,933,443
Net assets at beginning of period	181,804,576	194,924,925	216,100,470
Net assets at end of period	\$158,021,011	\$181,804,576	\$194,924,926
Net asset value per common share	\$ 4.23	\$ 4.87	\$ 5.24
Common shares outstanding at end of period	37,326,846	37,339,224	37,178,294

See accompanying notes to financial statements.

KCAP FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2018	2017	2016
OPERATING ACTIVITIES:			
Net (decrease) increase in stockholder's equity resulting from operations	\$ (9,571,546)	\$ 3,388,082	\$ (1,039,731)
Adjustments to reconcile net increase (decrease) in stockholder's equity resulting from operations to net cash provided by operating activities:			
Net realized losses on investment transactions	16,474,939	6,899,044	6,167,467
Net change in unrealized losses (gains) from investments	2,903,994	(3,389,993)	13,188,048
Purchases of investments	(118,159,373)	(277,367,657)	(110,229,217)
Proceeds from sales and redemptions of investments	145,662,223	340,797,616	133,253,936
Net accretion on investments	(7,167,772)	(11,444,537)	1,784,579
Amortization of original issue discount on indebtedness	—	352,340	621,171
Amortization of debt issuance costs	893,745	745,581	845,793
Realized losses on extinguishments of debt	197,090	4,121,998	174,211
Payment-in-kind interest income	(1,066,354)	(1,099,223)	(1,065,339)
Stock-based compensation expense	548,200	1,127,992	1,543,353
Changes in operating assets and liabilities:			
(Decrease) Increase in payable for open trades	(11,010,631)	26,330,252	7,884,943
(Increase) Decrease in interest and dividends receivable	(291,699)	(17,354)	778,707
Decrease (Increase) in receivable for open trades	2,993,750	(43,092)	(2,950,658)
Decrease (Increase) in other assets	48,944	(62,513)	98,516
Decrease (Increase) in due from affiliates	235,862	(630,639)	1,504,241
Increase (Decrease) in due to affiliates	90,742	25,083	(554,279)
Increase (Decrease) in accounts payable and accrued expenses	1,241,107	303,431	(170,660)
Increase (Decrease) in accrued interest payable	131,182	(930,086)	(297,982)
Net cash (used in) operating activities	24,154,403	89,106,325	51,537,099
FINANCING ACTIVITIES:			
Issuance of 6.125% Notes Due 2022	—	77,407,200	—
Debt issuance costs	(1,459,899)	(2,798,940)	—
Issuance of restricted shares	60	1,396	60
Forfeitures of restricted shares	(564)	(93)	(345)
Distributions to stockholders	(14,672,972)	(17,411,479)	(21,431,241)
Repayment of Senior Funding Notes	—	(147,350,000)	(19,299,000)
Borrowings under KCAP Funding LLC, Revolving Credit Facility	49,781,592	—	—
Repayments of KCAP Funding LLC, Revolving Credit Facility	(23,425,506)	—	—
Repayment of 7.375% Notes Due 2019	(27,000,000)	(6,530,925)	(7,861,364)
Common Stock withheld for payroll taxes upon vesting of restricted stock	(86,743)	(224,944)	(247,926)
Net cash (used in) provided by financing activities	(16,864,032)	(96,907,785)	(48,839,816)
CHANGE IN CASH AND RESTRICTED CASH	7,290,371	(7,801,460)	2,697,283
CASH AND RESTRICTED CASH, BEGINNING OF YEAR	2,034,095	9,835,555	7,138,272
CASH AND RESTRICTED CASH, END OF YEAR	<u>\$ 9,324,466</u>	<u>\$ 2,034,095</u>	<u>\$ 9,835,555</u>
Supplemental Information:			
Interest paid during the period	\$ 6,509,669	\$ 6,563,486	\$ 7,902,774
Issuance of common stock under the dividend reinvestment plan	\$ 208,775	\$ 360,981	\$ 638,016
Supplemental non-cash information:			
Non-cash purchase of investments	\$ 3,281,528	\$ —	\$ —
Amounts per balance sheet:			
Cash	\$ 5,417,125	\$ 2,034,095	\$ 1,307,257
Restricted cash	3,907,341	—	8,528,298
Total Cash and Restricted cash	<u>\$ 9,324,466</u>	<u>\$ 2,034,095</u>	<u>\$ 9,835,555</u>

See accompanying notes to financial statements.

KCAP FINANCIAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS
As of December 31, 2018

Debt Securities Portfolio

Portfolio Company/Principal Business	Investment ⁽¹⁵⁾ Interest Rate ⁽¹⁾ /Maturity	Initial Acquisition Date	Principal	Amortized Cost	Fair Value ⁽²⁾
Advanced Lighting Technologies, Inc. ⁽⁵⁾⁽⁸⁾⁽¹³⁾ Consumer goods: Durable	Junior Secured Loan — Second Lien Notes 9.8% Cash, 10.0% PIK, 3 month LIBOR (2.80%) + 7.00%; LIBOR Floor 1.00%, Due 10/23	6/13/2012	\$1,007,062	\$ 958,499	\$ 362,240
AlixPartners, LLP ⁽⁸⁾⁽¹³⁾ Services: Business	Senior Secured Loan — 2017 Refinancing Term Loan 5.3% Cash, 1 month LIBOR (2.52%) + 2.75%; LIBOR Floor 1.00%, Due 4/24	12/28/2018	997,462	957,563	957,563
Asurion, LLC (fka Asurion Corporation) ⁽⁸⁾⁽¹³⁾ Banking, Finance, Insurance & Real Estate	Senior Secured Loan — Amendment No. 14 Replacement B-4 Term Loan 5.5% Cash, 1 month LIBOR (2.52%) + 3.00%; LIBOR Floor 1.00%, Due 8/22	12/28/2018	1,520,851	1,463,819	1,460,001
BMC Acquisition, Inc. (aka BenefitMall) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Banking, Finance, Insurance & Real Estate	Senior Secured Loan — Initial Term Loan 7.8% Cash, 6 month LIBOR (2.59%) + 5.25%; LIBOR Floor 1.00%, Due 12/24	1/2/2018	2,970,000	2,968,502	2,942,082
BW NHC Holdco Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Initial Term Loan (First Lien) 7.5% Cash, 1 month LIBOR (2.47%) + 5.00%, Due 5/25	5/16/2018	1,990,000	1,962,751	1,950,200
Carestream Health, Inc. ⁽⁸⁾⁽¹³⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Extended Term Loan (Second Lien) 12.0% Cash, 1 month LIBOR (2.52%) + 9.50%; LIBOR Floor 1.00%, Due 6/21	10/7/2014	1,510,955	1,496,079	1,480,736
Child Development Schools, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Services: Business	Senior Secured Loan — Term Loan 6.7% Cash, 3 month LIBOR (2.50%) + 4.25%, Due 5/23	6/6/2018	4,794,521	4,783,918	4,782,534
Community Care Health Network, Inc. (aka Matrix Medical Network) ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Closing Date Term Loan 7.3% Cash, 1 month LIBOR (2.52%) + 4.75%; LIBOR Floor 1.00%, Due 2/25	2/9/2018	1,990,000	1,985,635	1,873,784
Corsair Gaming, Inc. ⁽⁸⁾ High Tech Industries	Junior Secured Loan — Term Loan (Second Lien) 11.3% Cash, 3 month LIBOR (2.80%) + 8.50%; LIBOR Floor 1.00%, Due 8/25	9/29/2017	5,000,000	4,936,538	4,929,000
Corsair Gaming, Inc. ⁽⁸⁾⁽¹⁴⁾ High Tech Industries	Senior Secured Loan — Term Loan (First Lien) 7.1% Cash, 3 month LIBOR (2.80%) + 4.25%; LIBOR Floor 1.00%, Due 8/24	9/29/2017	1,989,954	1,985,554	1,968,678
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) ⁽⁸⁾ Beverage, Food and Tobacco	Junior Secured Loan — Term Loan (Second Lien) 10.2% Cash, 3 month LIBOR (2.41%) + 7.75%; LIBOR Floor 1.00%, Due 7/21	5/23/2013	3,000,000	3,006,304	2,841,300
CT Technologies Intermediate Holdings, Inc. (Smart Holdings Corp.) (aka HealthPort) ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — New Term Loan Facility 6.8% Cash, 1 month LIBOR (2.52%) + 4.25%; LIBOR Floor 1.00%, Due 12/21	11/19/2014	3,964,063	3,958,001	3,306,683
Decolin Inc. ⁽³⁾⁽¹³⁾⁽¹⁴⁾ Textiles and Leather	Senior Secured Loan — Initial Term Loan 7.0% Cash, 1 month LIBOR (2.51%) + 4.50%; LIBOR Floor 1.00%, Due 12/23	1/26/2018	2,190,363	2,181,096	2,092,454
Dell International L.L.C. (EMC Corporation) ⁽⁸⁾⁽¹³⁾ High Tech Industries	Senior Secured Loan — Refinancing Term B Loan 4.5% Cash, 1 month LIBOR (2.53%) + 2.00%; LIBOR Floor 0.75%, Due 9/23	12/28/2018	2,000,000	1,930,000	1,930,000
Digitran Innovations B.V. (Pomeroy Solutions Holding Company, Inc.) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ High Tech Industries	Senior Secured Loan — Term Loan 10.3% Cash, 3 month LIBOR (2.81%) + 7.50%; LIBOR Floor 1.50%, Due 7/24	12/10/2018	4,987,469	4,938,132	4,937,594

See accompanying notes to financial statements.

Portfolio Company/Principal Business	Investment ⁽¹⁵⁾ Interest Rate ⁽¹⁾ /Maturity	Initial Acquisition Date	Principal	Amortized Cost	Fair Value ⁽²⁾
Drew Marine Group Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Transportation: Cargo	Junior Secured Loan — Term Loan (Second Lien) 9.5% Cash, 1 month LIBOR (2.52%) + 7.00%; LIBOR Floor 1.00%, Due 5/21	11/19/2013	\$4,000,000	\$4,000,634	\$ 4,000,400
Evergreen North America Acquisition, LLC (f/k/a Industrial Services Acquisition, LLC) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Environmental Industries	Senior Secured Loan — Term Loan 7.8% Cash, 3 month LIBOR (2.81%) + 5.00%; LIBOR Floor 1.00%, Due 6/22	6/21/2016	1,103,728	1,107,755	1,103,728
First American Payment Systems, L.P. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Banking, Finance, Insurance & Real Estate	Junior Secured Loan — Term Loan (Second Lien) 13.0% Cash, 3 month LIBOR (2.54%) + 10.50%; LIBOR Floor 1.00%, Due 7/24	1/4/2017	1,500,000	1,466,870	1,399,200
Flexera Software LLC (fka Flexera Software, Inc.) ⁽⁸⁾ High Tech Industries	Junior Secured Loan — Initial Term Loan (Second Lien) 9.8% Cash, 1 month LIBOR (2.53%) + 7.25%; LIBOR Floor 1.00%, Due 2/26	1/25/2018	1,099,654	1,111,477	1,090,032
GI Advo Opco, LLC ⁽⁵⁾⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Term Loan 9.5% Cash, Due 11/21	11/19/2015	180,304	179,431	117,919
GK Holdings, Inc. (aka Global Knowledge) ⁽⁸⁾⁽¹³⁾ Services: Business	Junior Secured Loan — Initial Term Loan (Second Lien) 13.1% Cash, 3 month LIBOR (2.80%) + 10.25%; LIBOR Floor 1.00%, Due 1/22	1/30/2015	1,500,000	1,486,831	1,376,250
Global Tel*Link Corporation ⁽⁸⁾⁽¹³⁾ Telecommunications	Junior Secured Loan — Loan (Second Lien) 11.0% Cash, 3 month LIBOR (2.71%) + 8.25%, Due 11/26	5/21/2013	5,000,000	4,915,960	4,912,500
Global Tel*Link Corporation ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Telecommunications	Junior Secured Loan — Loan (Second Lien) 11.0% Cash, 3 month LIBOR (2.71%) + 8.25%, Due 11/26	5/21/2013	2,000,000	1,965,349	1,965,000
Global Tel*Link Corporation ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Telecommunications	Senior Secured Loan — Term Loan (First Lien) 7.0% Cash, 3 month LIBOR (2.71%) + 4.25%, Due 11/25	12/7/2017	1,473,788	1,470,466	1,466,419
Grupo HIMA San Pablo, Inc. ⁽⁸⁾⁽¹³⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Term B Loan (First Lien) 9.5% Cash, 3 month LIBOR (2.52%) + 7.00%; LIBOR Floor 1.50%, Due 1/18	1/30/2013	2,813,058	2,813,058	2,728,666
Grupo HIMA San Pablo, Inc. ⁽⁵⁾⁽¹³⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 13.8% Cash, Due 7/18	1/30/2013	7,191,667	7,169,109	4,789,650
Harland Clarke Holdings Corp. (fka Clarke American Corp.) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Media: Advertising, Printing & Publishing	Senior Secured Loan — Initial Term Loan 7.6% Cash, 3 month LIBOR (2.80%) + 4.75%; LIBOR Floor 1.00%, Due 11/23	6/18/2013	2,817,177	2,836,587	2,564,688
Hoffmaster Group, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Forest Products & Paper	Junior Secured Loan — Initial Term Loan (Second Lien) 12.0% Cash, 1 month LIBOR (2.52%) + 9.50%; LIBOR Floor 1.00%, Due 11/24	5/6/2014	1,600,000	1,564,583	1,553,920
Infobase Holdings, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ High Tech Industries	Senior Secured Loan — Term Loan 7.1% Cash, 3 month LIBOR (2.63%) + 4.50%; LIBOR Floor 1.00%, Due 12/22	12/13/2017	4,017,393	3,981,675	3,977,219
Ion Media Networks, Inc. ⁽⁸⁾⁽¹³⁾ Media: Advertising, Printing & Publishing	Senior Secured Loan — Term B-3 Loan 5.3% Cash, 1 month LIBOR (2.53%) + 2.75%; LIBOR Floor 1.00%, Due 12/20	12/28/2018	3,000,000	2,917,500	2,917,500
Ivanti Software, Inc. (fka LANDesk Group, Inc.) ⁽⁸⁾⁽¹³⁾ High Tech Industries	Junior Secured Loan — Loan (Second Lien) 11.4% Cash, 1 month LIBOR (2.35%) + 9.00%; LIBOR Floor 1.00%, Due 1/25	3/10/2017	3,228,619	3,228,619	3,071,062
Jane Street Group, LLC ⁽⁸⁾⁽¹³⁾ Banking, Finance, Insurance & Real Estate	Senior Secured Loan — Dollar Term Loan (2018) 5.5% Cash, 1 month LIBOR (2.50%) + 3.00%, Due 8/22	12/28/2018	2,992,500	2,932,650	2,932,650
Kellermeyer Bergensons Services, LLC ⁽⁸⁾ Services: Business	Senior Secured Loan — 2018 Replacement Term Loan (First Lien) 7.5% Cash, 3 month LIBOR (2.71%) + 4.75%; LIBOR Floor 1.00%, Due 10/21	10/31/2014	2,093,452	2,090,784	2,096,069

See accompanying notes to financial statements.

Portfolio Company/Principal Business	Investment ⁽¹⁵⁾ Interest Rate ⁽¹⁾ /Maturity	Initial Acquisition Date	Principal	Amortized Cost	Fair Value ⁽²⁾
MB Aerospace Holdings II Corp. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Aerospace and Defense	Senior Secured Loan — Initial Term Loan (First Lien) 6.0% Cash, 1 month LIBOR (2.52%) + 3.50%; LIBOR Floor 1.00%, Due 1/25	5/10/2013	\$ 1,237,500	\$ 1,232,118	\$ 1,149,390
Navex Topco, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Electronics	Junior Secured Loan — Initial Term Loan (Second Lien) 9.5% Cash, 1 month LIBOR (2.53%) + 7.00%, Due 9/26	12/4/2018	3,000,000	3,007,500	3,007,500
Playpower, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Construction & Building	Senior Secured Loan — Initial Term Loan (First Lien) 7.6% Cash, 3 month LIBOR (2.80%) + 4.75%; LIBOR Floor 1.00%, Due 6/21	6/23/2015	1,393,745	1,400,223	1,394,163
PSC Industrial Holdings Corp. ⁽⁸⁾⁽¹³⁾ Environmental Industries	Junior Secured Loan — Initial Term Loan (Second Lien) 10.96% Cash, 1 month LIBOR (2.46%) + 8.50%; LIBOR Floor 1.00%, Due 10/25	10/5/2017	3,000,000	2,949,039	2,940,300
PVHC Holding Corp. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Chemicals, Plastics and Rubber	Senior Secured Loan — Initial Term Loan 7.57% Cash, 3 month LIBOR (2.82%) + 4.75%; LIBOR Floor 1.00%, Due 8/24	8/10/2018	2,872,800	2,859,340	2,859,872
Q Holding Company (fka Lexington Precision Corporation) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Chemicals, Plastics and Rubber	Senior Secured Loan — Term B Loan 7.5% Cash, 1 month LIBOR (2.52%) + 5.00%; LIBOR Floor 1.00%, Due 12/21	12/16/2016	1,979,381	2,002,724	1,941,773
Ravn Air Group, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Aerospace and Defense	Senior Secured Loan — Initial Term Loan 7.8% Cash, 3 month LIBOR (2.81%) + 5.00%; LIBOR Floor 1.00%, Due 7/21	7/29/2015	1,894,549	1,894,549	1,894,549
Robertshaw US Holding Corp. (fka Fox US Bidco Corp.) ⁽⁸⁾⁽¹³⁾ Capital Equipment	Junior Secured Loan — Initial Term Loan (Second Lien) 10.6% Cash, 1 month LIBOR (2.56%) + 8.00%; LIBOR Floor 1.00%, Due 2/26	2/15/2018	3,000,000	2,973,097	2,775,000
Roscoe Medical, Inc. ⁽⁸⁾⁽¹³⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 11.25% Cash, Due 9/19	3/26/2014	1,700,000	1,697,733	1,525,750
Roscoe Medical, Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 11.25% Cash, Due 9/19	3/26/2014	5,000,000	4,993,345	4,487,500
Salient CRGT Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ High Tech Industries	Senior Secured Loan — Initial Term Loan 8.3% Cash, 1 month LIBOR (2.52%) + 5.75%; LIBOR Floor 1.00%, Due 2/22	2/27/2017	1,841,753	1,859,440	1,758,874
SCSG EA Acquisition Company, Inc. ⁽⁸⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Initial Term Loan (Second Lien) 10.6% Cash, 3 month LIBOR (2.40%) + 8.25%; LIBOR Floor 1.00%, Due 9/24	8/18/2017	1,000,000	991,195	990,400
SCSG EA Acquisition Company, Inc. ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Initial Term Loan (Second Lien) 10.6% Cash, 3 month LIBOR (2.40%) + 8.25%; LIBOR Floor 1.00%, Due 9/24	8/18/2017	5,000,000	4,959,445	4,952,000
Sierra Enterprises, LLC (aka Lyons Magnus) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Beverage, Food and Tobacco	Senior Secured Loan — Tranche B-1 Term Loan (First Lien) 6.0% Cash, 1 month LIBOR (2.52%) + 3.50%; LIBOR Floor 1.00%, Due 11/24	11/3/2017	2,970,056	2,957,029	2,955,206
Stafford Logistics, Inc. (dba Custom Ecology, Inc.) ⁽⁵⁾⁽⁸⁾⁽¹³⁾ Environmental Industries	Junior Secured Loan — Restructured Term Loan 1.0% Cash, 8.3% PIK, 3 month LIBOR (2.80%) + 5.50%, Due 10/22	6/25/2013	2,035,770	1,941,220	560,855
Stafford Logistics, Inc. (dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Environmental Industries	Senior Secured Loan — Term Loan 14.8% Cash, 3 month LIBOR (2.82%) + 12.00%, Due 10/22	6/25/2013	339,788	339,788	339,788
Tank Partners Holdings, LLC ⁽⁵⁾⁽⁸⁾⁽¹³⁾ Energy: Oil & Gas	Senior Secured Loan — Loan 3.0% Cash, 12.5% PIK, 1 month PRIME (5.00%) + 7.5%; PRIME Floor 3.00%, Due 8/19	8/28/2014	15,295,083	14,149,836	7,398,223

See accompanying notes to financial statements.

Portfolio Company/Principal Business	Investment ⁽¹⁵⁾ Interest Rate ⁽¹⁾ /Maturity	Initial Acquisition Date	Principal	Amortized Cost	Fair Value ⁽²⁾
Tex-Tech Industries, Inc. ⁽⁸⁾⁽¹³⁾ Textiles and Leather	Junior Secured Loan — Term Loan (Second Lien) 11.5% Cash, 1 month LIBOR (2.52%) + 9.00%; LIBOR Floor 1.00%, Due 8/24	8/24/2017	\$ 8,008,000	\$ 7,959,567	\$ 7,847,840
Time Manufacturing Acquisition, LLC ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Capital Equipment	Senior Secured Loan — Term Loan 7.6% Cash, 6 month LIBOR (2.63%) + 5.00%; LIBOR Floor 1.00%, Due 2/23	2/3/2017	3,446,143	3,447,715	3,430,291
TronAir Parent Inc. ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Aerospace and Defense	Senior Secured Loan — Initial Term Loan (First Lien) 7.6% Cash, 6 month LIBOR (2.82%) + 4.75%; LIBOR Floor 1.00%, Due 9/23	9/30/2016	987,374	985,337	954,001
TRSO I, Inc. ⁽⁸⁾⁽¹³⁾ Energy: Oil & Gas	Junior Secured Loan — Term Loan (Second Lien) 14.0% Cash, Due 12/19	12/24/2012	1,000,000	997,207	1,000,000
Verdesian Life Sciences, LLC ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Environmental Industries	Senior Secured Loan — Initial Term Loan 7.5% Cash, 1 month LIBOR (2.53%) + 5.00%; LIBOR Floor 1.00%, Due 7/20	6/25/2014	2,075,305	2,033,378	1,993,123
Weiman Products, LLC ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Consumer goods: Non-durable	Senior Secured Loan — Term Loan 7.3% Cash, 3 month LIBOR (2.80%) + 4.50%; LIBOR Floor 1.00%, Due 11/21	11/22/2013	1,440,525	1,434,568	1,440,525
WireCo WorldGroup Inc. ⁽⁸⁾⁽¹³⁾ Capital Equipment	Junior Secured Loan — Initial Term Loan (Second Lien) 11.5% Cash, 1 month LIBOR (2.52%) + 9.00%; LIBOR Floor 1.00%, Due 9/24	8/9/2016	3,000,000	2,967,619	2,957,100
Zest Acquisition Corp. ⁽⁸⁾⁽¹³⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Initial Term Loan (Second Lien) 10.0% Cash, 1 month LIBOR (2.45%) + 7.50%; LIBOR Floor 1.00%, Due 3/26	3/8/2018	3,500,000	3,479,741	3,430,000
Total Investment in Equity Securities (94% of net asset value at fair value)			\$164,541,812	\$162,264,482	\$147,861,744

See accompanying notes to financial statements.

Equity Securities Portfolio

Portfolio Company/Principal Business	Investment⁽¹⁵⁾	Initial Acquisition Date	Percentage Ownership/ Shares	Cost	Fair Value⁽²⁾
Advanced Lighting Technologies, Inc. ⁽⁸⁾⁽¹³⁾ Consumer goods: Durable	Warrants	6/13/2012	1.90%	\$ —	\$ 1,000
Advanced Lighting Technologies, Inc. ⁽⁸⁾⁽¹³⁾ Consumer goods: Durable	Membership Interests	6/13/2012	0.40%	181,999	1,000
Aerostructures Holdings L.P. ⁽⁸⁾⁽¹³⁾ Aerospace and Defense	Partnership Interests	2/28/2007	1.16%	157,717	50,000
BCP Great Lakes Fund LP ⁽¹⁷⁾ Limited Partnership	Partnership Interest	12/11/2018	55.6%	12,466,667	12,466,667
Caribe Media Inc. (fka Caribe Information Investments Incorporated) ⁽⁸⁾⁽¹³⁾ Media: Advertising, Printing & Publishing	Common	12/18/2006	1.17%	359,765	108,675
eInstruction Acquisition, LLC ⁽⁸⁾⁽¹³⁾ Services: Business	Membership Units	7/2/2007	1.10%	1,079,617	1,000
FP WRCA Coinvestment Fund VII, Ltd. ⁽³⁾⁽¹³⁾ Capital Equipment	Class A Shares	2/2/2007	0.41%	1,500,000	669,000
New Millennium Holdco, Inc. (Millennium Health, LLC) ⁽⁸⁾⁽¹³⁾ Healthcare & Pharmaceuticals	Common	10/7/2014	0.20%	1,953,299	1,000
Perseus Holding Corp. ⁽⁸⁾⁽¹³⁾ Hotel, Gaming & Leisure	Common	4/5/2007	0.19%	400,000	1,000
Roscoe Investors, LLC ⁽⁸⁾⁽¹³⁾ Healthcare & Pharmaceuticals	Class A Units	3/26/2014	1.56%	1,000,000	653,000
Stafford Logistics, Inc. (dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹³⁾ Environmental Industries	Class B Units	6/25/2013	1.56%	—	1,000
Stafford Logistics, Inc. (dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹³⁾ Environmental Industries	Class B Equity	6/25/2013	1.56%	—	1,000
Tank Partners Holdings, LLC ⁽⁸⁾⁽¹⁰⁾⁽¹³⁾ Aerospace and Defense	Unit	8/28/2014	15.5%	980,000	1,000
Tank Partners Holdings, LLC ⁽⁸⁾⁽¹³⁾ Aerospace and Defense	Warrants	8/28/2014	1.04%	185,205	1,000
TRSO II, Inc. ⁽⁸⁾⁽¹³⁾ Energy: Oil & Gas	Common Stock	12/24/2012	5.40%	1,680,161	548,345
Total Investment in Equity Securities (9% of net asset value at fair value)				\$21,944,430	\$14,504,687

See accompanying notes to financial statements.

CLO Fund Securities**CLO Subordinated Investments**

Portfolio Company	Investment ⁽¹⁵⁾⁽¹¹⁾	Initial Acquisition Date	Percentage Ownership	Amortized Cost	Fair Value
Katonah III, Ltd. ⁽³⁾⁽¹²⁾⁽¹³⁾	Subordinated Securities, effective interest N/M ⁽¹⁶⁾ , 5/15 maturity	12/11/2006	23.1%	\$ 1,287,155	\$ 369,280
Catamaran CLO 2013- 1 Ltd. ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 21.9%, 1/28 maturity	6/4/2013	23.3%	6,378,611	7,016,733
Catamaran CLO 2014-1 Ltd. ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 13.6%, 4/30 maturity	5/6/2014	25.1%	11,740,622	9,777,251
Dryden 30 Senior Loan Fund ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 27.0%, 12/29 maturity	10/10/2013	6.8%	1,438,701	1,913,925
Catamaran CLO 2014-2 Ltd. ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 10.4%, 11/25 maturity	8/15/2014	24.9%	6,314,484	2,158,200
Catamaran CLO 2015-1 Ltd. ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 11.4%, 10/26 maturity	5/5/2015	9.9%	4,353,347	3,048,698
Catamaran CLO 2016-1 Ltd. ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 9.1%, 4/27 maturity	12/21/2016	24.9%	9,717,150	7,067,073
Catamaran CLO 2018-1 Ltd. ⁽³⁾⁽¹³⁾	Subordinated Securities, effective interest 14.5%, 10/31 maturity	9/27/2018	24.8%	9,843,450	8,500,000
Total Investment in CLO Subordinated Securities				\$51,073,520	\$39,851,160

CLO Rated-Note Investment

Portfolio Company	Investment ⁽¹⁵⁾	Initial Acquisition Date	Percentage Ownership	Amortized Cost	Fair Value
KCAP 2017-1A ⁽⁶⁾⁽¹³⁾	Class E Notes, 10.29% Cash, 3 month LIBOR (2.79%) + 7.50%, Due 12/29	10/24/2017	27.4%	\$ 4,407,106	\$ 4,473,840
Total Investment in CLO Rated-Note				\$ 4,407,106	\$ 4,473,840
Total Investment in CLO Fund Securities (28% of net asset value at fair value)				\$55,480,626	\$44,325,000

Asset Manager Affiliates

Portfolio Company/Principal Business	Investment ⁽¹⁵⁾	Initial Acquisition Date	Percentage Ownership	Cost	Fair Value ⁽²⁾
Asset Manager Affiliates ⁽⁸⁾⁽¹³⁾⁽¹⁷⁾	Asset Management Company	12/11/2006	100%	\$17,791,230	\$3,470,000
Total Investment in Asset Manager Affiliates (2% of net asset value at fair value)				\$17,791,230	\$3,470,000

Joint Ventures

Portfolio Company/Principal Business	Investment ⁽¹⁵⁾	Initial Acquisition Date	Percentage Ownership	Cost	Fair Value
KCAP Freedom 3 LLC ⁽⁹⁾⁽¹³⁾	Joint Venture	7/19/2017	60%	\$24,914,858	\$18,390,440
Total Investment in Joint Ventures (12% of net asset value at fair value)				\$24,914,858	\$18,390,440

See accompanying notes to financial statements.

Short-term Investments

Short-term Investments	Investment ⁽¹⁵⁾	Initial Acquisition Date	Yield	Par/Amortized Cost	Fair Value ⁽²⁾
US Bank Money Market Account ⁽⁷⁾⁽⁸⁾	Money Market Account	N/A	0.20%	\$ 34,757,129	\$ 34,757,129
US Treasury Bill (Cusip:912796UH0) ⁽⁸⁾	U.S. Government Obligation		1.04%	9,999,349	9,999,349
Total Short-term Investments (28% of net asset value at fair value)				\$ 44,756,478	\$ 44,756,478
Total Investments⁽⁴⁾				\$ 327,152,104	\$273,308,349

(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, 2018. As noted in the table above, 81% (based on par) of debt securities contain floors which range between 0.75% and 3.00%.

(2) Reflects the fair market value of all investments as of December 31, 2018, 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 \$327 million. The aggregate gross unrealized appreciation is approximately \$0 million, the aggregate gross unrealized depreciation is approximately \$53.8 million, and the net unrealized depreciation is approximately \$53.8 million.

(5) Loan or debt security is on non-accrual status and therefore is considered 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) Money market account.

(8) Qualified asset for purposes of section 55(a) of the Investment Company Act of 1940, as amended (the "1940 Act"). Qualifying assets represent approximately 72% of the total assets at December 31, 2018.

(9) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" and has "Control" of this portfolio company as the Company owns more than 25% of the portfolio company's outstanding voting securities or has the power to exercise control over management or policies of such portfolio company (including through a management agreement). Other than for purposes of the 1940 Act, the Company does not believe that it has control over this portfolio company.

(10) Non-voting.

(11) 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.

(12) Notice of redemption has been received for this security.

See accompanying notes to financial statements.

- (13) Fair value of this investment was determined using significant unobservable inputs.
- (14) As of December 31, 2018, this investment is owned by KCAP Funding I, LLC and was pledged to secure KCAP Funding I, LLC's debt obligation pursuant to its senior secured revolving credit facility (the "Revolving Credit Facility") with the Company, as the servicer, certain institutional lenders, State Bank and Trust Company, as the administrative agent, lead arranger and bookrunner, and CIBC Bank USA, as documentation agent.
- (15) The Company's investments are generally acquired in private transactions exempt from registration under the Securities Act of 1933, as amended (the "Securities Act") and, therefore, are generally subject to limitations on resale, and may be deemed to be "restricted securities" under the Securities Act of 1933.
- (16) The remaining collateral in these CLO Fund portfolios are illiquid and not producing meaningful cash flows, and thus, the Company's investment in the CLO Subordinated securities are not currently receiving periodic cash distributions. Accordingly, the Company is no longer recording any investment income from these investments, and has thus noted the effective interest as not meaningful, or N/M. The fair value of the investment reflects the Company's estimated share of the fair value of the underlying collateral.
- (17) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" and has "Control" of this portfolio company as the Company owns more than 25% of the portfolio company's outstanding voting securities or has the power to exercise control over management or policies of such portfolio company.

See accompanying notes to financial statements.

KCAP FINANCIAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS
As of December 31, 2017

Debt Securities Portfolio

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Amortized Cost	Fair Value ⁽²⁾
Advanced Lighting Technologies, Inc. ⁽⁸⁾⁽¹⁴⁾ Consumer goods: Durable	Junior Secured Loan — Second Lien Notes 8.7% Cash, 10.0% PIK, 3 month LIBOR (1.70%) + 17.00%; LIBOR Floor 1.00%, Due 10/23	\$ 889,340	\$ 889,338	\$ 803,598
Advantage Sales & Marketing Inc. ⁽⁸⁾⁽¹⁴⁾ Services: Business	Junior Secured Loan — Term Loan (Second Lien) 7.9% Cash, 3 month LIBOR (1.38%) + 6.50%; LIBOR Floor 1.00%, Due 7/22	1,000,000	1,001,438	988,000
API Technologies Corp. ⁽⁸⁾ High Tech Industries	Senior Secured Loan — Initial Term Loan 8.2% Cash, 3 month LIBOR (1.69%) + 6.50%; LIBOR Floor 1.00%, Due 4/22	3,080,305	3,110,759	3,111,108
Avalign Technologies, Inc. ⁽⁸⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Initial Term Loan (First Lien) 6.1% Cash, 1 month LIBOR (1.57%) + 4.50%; LIBOR Floor 1.00%, Due 7/21	1,065,342	1,062,983	1,054,689
Avalign Technologies, Inc. ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Initial Term Loan (Second Lien) 9.7% Cash, 6 month LIBOR (1.46%) + 8.25%; LIBOR Floor 1.00%, Due 7/22	1,500,000	1,488,964	1,467,300
BMC Acquisition, Inc. (aka BenefitMall) ⁽⁸⁾⁽¹⁴⁾ Banking, Finance, Insurance & Real Estate	Senior Secured Loan — Initial Term Loan 7.0% Cash, 3 month LIBOR (1.84%) + 5.17%; LIBOR Floor 1.00%, Due 12/24	3,000,000	2,998,125	2,970,000
Carolina Beverage Group LLC ⁽⁸⁾⁽¹⁴⁾ Beverage, Food and Tobacco	Senior Secured Bond — 10.625% — 08/2018 — 143818AA0 144A 10.6% Cash, Due 8/18	1,500,000	1,502,374	1,518,750
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) ⁽⁸⁾⁽¹⁴⁾ Beverage, Food and Tobacco	Junior Secured Loan — Term Loan (Second Lien) 9.1% Cash, 3 month LIBOR (1.33%) + 7.75%; LIBOR Floor 1.00%, Due 7/21	3,000,000	3,008,816	2,914,800
DigiCert, Inc. ⁽⁸⁾ High Tech Industries	Junior Secured Loan — Initial Loan (Second Lien) 9.4% Cash, 3 month LIBOR (1.38%) + 8.00%; LIBOR Floor 1.00%, Due 10/25	1,000,000	995,059	979,100
Drew Marine Group Inc. ⁽⁸⁾ Transportation: Cargo	Junior Secured Loan — Term Loan (Second Lien) 8.6% Cash, 1 month LIBOR (1.57%) + 7.00%; LIBOR Floor 1.00%, Due 5/21	4,000,000	4,000,901	4,010,000
EagleTree-Carbide Acquisition Corp. (aka Corsair Components, Inc.) ⁽⁸⁾⁽¹⁴⁾ High Tech Industries	Junior Secured Loan — Term Loan (Second Lien) 10.2% Cash, 3 month LIBOR (1.69%) + 8.50%; LIBOR Floor 1.00%, Due 8/25	5,000,000	4,927,010	4,997,500
First American Payment Systems, L.P. ⁽⁸⁾ Banking, Finance, Insurance & Real Estate	Junior Secured Loan — Term Loan (Second Lien) 11.9% Cash, 1 month LIBOR (1.39%) + 10.50%; LIBOR Floor 1.00%, Due 7/24	1,500,000	1,460,837	1,448,400
Flexera Software LLC (fka Flexera Software, Inc.) ⁽⁸⁾ High Tech Industries	Senior Secured Loan — Term Loan (First Lien) 5.1% Cash, 1 month LIBOR (1.57%) + 3.50%; LIBOR Floor 1.00%, Due 4/20	2,000,000	1,995,443	2,000,000
GI Advo Opco, LLC ⁽⁸⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Term Loan 6.2% Cash, 3 month LIBOR (1.69%) + 4.50%; LIBOR Floor 1.00%, Due 11/21	230,756	229,252	230,732
GK Holdings, Inc. (aka Global Knowledge) ⁽⁸⁾ Services: Business	Junior Secured Loan — Initial Term Loan (Second Lien) 11.9% Cash, 3 month LIBOR (1.69%) + 10.25%; LIBOR Floor 1.00%, Due 1/22	1,500,000	1,482,520	1,376,400

See accompanying notes to financial statements.

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Amortized Cost	Fair Value ⁽²⁾
Global Tel*Link Corporation ⁽⁸⁾ Telecommunications	Senior Secured Loan — Term Loan (First Lien) 5.7% Cash, 3 month LIBOR (1.69%) + 4.00%; LIBOR Floor 1.25%, Due 5/20	\$ 1,495,689	\$ 1,492,021	\$1,491,949
Global Tel*Link Corporation ⁽⁸⁾⁽¹⁴⁾ Telecommunications	Junior Secured Loan — Term Loan (Second Lien) 9.9% Cash, 3 month LIBOR (1.69%) + 8.25%; LIBOR Floor 1.25%, Due 11/20	5,000,000	4,963,469	4,975,000
Grupo HIMA San Pablo, Inc. ⁽⁸⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Term B Loan (First Lien) 8.5% Cash, 3 month LIBOR (1.50%) + 7.00%; LIBOR Floor 1.50%, Due 1/18	2,850,000	2,849,063	2,593,500
Grupo HIMA San Pablo, Inc. ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 13.8% Cash, Due 7/18	7,191,667	7,174,676	4,566,708
Harland Clarke Holdings Corp., (fka Clarke American Corp.) ⁽⁸⁾⁽¹⁴⁾ Media: Advertising, Printing & Publishing	Senior Secured Loan — Initial Term Loan 6.4% Cash, 3 month LIBOR (1.69%) + 4.75%; LIBOR Floor 1.00%, Due 11/23	2,986,482	3,011,321	3,003,281
Hoffmaster Group, Inc. ⁽⁸⁾⁽¹⁴⁾ Forest Products & Paper	Junior Secured Loan — Initial Term Loan (Second Lien) 11.2% Cash, 3 month LIBOR (1.69%) + 9.50%; LIBOR Floor 1.00%, Due 11/24	1,600,000	1,558,556	1,600,960
Industrial Services Acquisition, LLC (aka Evergreen/NAIC) ⁽⁸⁾⁽¹⁴⁾ Environmental Industries	Senior Secured Loan — Term Loan 6.6% Cash, 1 month LIBOR (1.63%) + 5.00%; LIBOR Floor 1.00%, Due 6/22	1,167,909	1,173,405	1,167,909
Infobase Holdings, Inc. ⁽⁸⁾⁽¹⁴⁾ High Tech Industries	Senior Secured Loan — Term Loan 8.0% Cash, Prime LIBOR (0.00%) + 8.00%; LIBOR Floor 0.00%, Due 12/22	2,000,000	1,980,000	1,980,000
Ivanti Software, Inc. (fka LANDesk Group, Inc.) ⁽⁸⁾ High Tech Industries	Junior Secured Loan — Loan (Second Lien) 10.6% Cash, 1 month LIBOR (1.57%) + 9.00%; LIBOR Floor 1.00%, Due 1/25	3,228,619	3,228,619	3,200,530
MB Aerospace ACP Holdings II Corp. ⁽⁸⁾⁽¹⁴⁾ Aerospace and Defense	Senior Secured Loan — Initial Term Loan 7.1% Cash, 1 month LIBOR (1.63%) + 5.50%; LIBOR Floor 1.00%, Due 12/22	980,000	981,158	980,000
MB Aerospace ACP Holdings III Corp. ⁽⁸⁾⁽¹⁴⁾ Aerospace and Defense	Senior Secured Loan — Term Loan 5.1% Cash, 1 month LIBOR (1.58%) + 3.50%; LIBOR Floor 1.00%, Due 1/25	1,250,000	1,243,750	1,243,750
National Home Health Care Corp. ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 10.4% Cash, 1 month LIBOR (1.43%) + 9.00%; LIBOR Floor 1.00%, Due 12/22	1,500,728	1,482,044	1,458,257
Onex Carestream Finance LP ⁽⁸⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 10.2% Cash, 3 month LIBOR (1.69%) + 8.50%; LIBOR Floor 1.00%, Due 12/19	1,495,995	1,495,995	1,487,618
Playpower, Inc. ⁽⁸⁾⁽¹⁴⁾ Construction & Building	Senior Secured Loan — Initial Term Loan (First Lien) 6.4% Cash, 3 month LIBOR (1.69%) + 4.75%; LIBOR Floor 1.00%, Due 6/21	994,898	1,004,093	999,872
PSC Industrial Holdings Corp. ⁽⁸⁾⁽¹⁴⁾ Environmental Industries	Junior Secured Loan — Initial Term Loan (Second Lien) 10.0% Cash, 1 month LIBOR (1.46%) + 8.50%; LIBOR Floor 1.00%, Due 10/25	3,000,000	2,941,524	2,940,000
RESIC Enterprises, LLC (aka Lyons Magnus) ⁽⁸⁾ Beverage, Food and Tobacco	Senior Secured Loan — Initial Term Loan (First Lien) 5.7% Cash, 1 month LIBOR (1.43%) + 4.25%; LIBOR Floor 1.00%, Due 11/24	3,000,000	2,985,247	3,001,500
Roscoe Medical, Inc. ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Junior Secured Loan — Term Loan (Second Lien) 11.3% Cash, Due 9/19	6,700,000	6,678,900	6,468,850
Salient CRGT Inc. ⁽⁸⁾ High Tech Industries	Senior Secured Loan — Initial Term Loan 7.3% Cash, 1 month LIBOR (1.57%) + 5.75%; LIBOR Floor 1.00%, Due 2/22	1,967,742	1,992,339	1,992,339

See accompanying notes to financial statements.

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Amortized Cost	Fair Value ⁽²⁾
SCSG EA Acquisition Company, Inc. ⁽⁸⁾ Healthcare & Pharmaceuticals	Senior Secured Loan — Initial Term Loan (Second Lien) 9.7% Cash, 3 month LIBOR (1.48%) + 8.25%; LIBOR Floor 1.00%, Due 9/24	\$ 5,000,000	\$ 4,952,274	\$ 4,955,000
Stafford Logistics, Inc.(dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾ Environmental Industries	Junior Secured Loan — Restructured Term Loan 8.2% Cash, 7.2% PIK, 3 month LIBOR (1.57%) + 6.62%; LIBOR Floor 1.00%, Due 10/22	1,883,914	1,875,914	1,318,740
Stafford Logistics, Inc.(dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹⁴⁾ Environmental Industries	Senior Secured Loan — Term Loan 13.7% Cash, 3 month LIBOR (1.69%) + 12.00%; LIBOR Floor 1.00%, Due 10/22	339,788	339,788	339,788
Tank Partners Holdings, LLC ⁽⁸⁾⁽¹³⁾ Energy: Oil & Gas	Senior Secured Loan — Loan 2.0% Cash, 12.8% PIK, Base Rate (4.25%) + 10.5%, Due 8/19	12,739,078	12,258,031	9,153,028
Tex-Tech Industries, Inc. ⁽⁸⁾ Textiles and Leather	Junior Secured Loan — Term Loan (Second Lien) 10.6% Cash, 1 month LIBOR (1.57%) + 9.00%; LIBOR Floor 1.00%, Due 8/24	8,008,000	7,950,994	7,947,940
Time Manufacturing Acquisition, LLC ⁽⁸⁾ Capital Equipment	Senior Secured Loan — Term Loan 6.8% Cash, 3 month LIBOR (1.75%) + 5.00%; LIBOR Floor 1.00%, Due 2/23	994,987	992,633	999,962
Trimaran Advisors, L.L.C. ⁽⁸⁾⁽⁹⁾⁽¹⁴⁾ Related Party Loan	Senior Unsecured Loan — Term Loan Series 1 10.5% Cash, Due 4/30	8,359,051	8,359,051	8,359,051
Trimaran Advisors, L.L.C. ⁽⁸⁾⁽⁹⁾⁽¹⁴⁾ Related Party Loan	Senior Unsecured Loan — Term Loan Series 2 10.5% Cash, Due 1/28	4,418,232	4,418,232	4,418,232
TronAir Parent Inc. ⁽⁸⁾⁽¹⁴⁾ Aerospace and Defense	Senior Secured Loan — Initial Term Loan (First Lien) 6.2% Cash, 1 month LIBOR (1.41%) + 4.75%; LIBOR Floor 1.00%, Due 9/23	997,475	994,981	997,076
TRSO I, Inc. ⁽⁸⁾⁽¹⁴⁾ Energy: Oil & Gas	Junior Secured Loan — Term Loan (Second Lien) 14.0% Cash, 3 month LIBOR (1.00%) + 13.00%; LIBOR Floor 1.00%, Due 12/19	1,000,000	994,351	1,000,000
Weiman Products, LLC ⁽⁸⁾⁽¹⁴⁾ Consumer goods: Non-durable	Senior Secured Loan — Term Loan (2013) 6.2% Cash, 3 month LIBOR (1.69%) + 4.50%; LIBOR Floor 1.00%, Due 11/21	694,662	691,234	694,662
WireCo WorldGroup Inc. ⁽⁸⁾⁽¹⁴⁾ Capital Equipment	Junior Secured Loan — Initial Term Loan (Second Lien) 10.5% Cash, 3 month LIBOR (1.48%) + 9.00%; LIBOR Floor 1.00%, Due 9/24	3,000,000	2,961,988	2,991,600
Total Investment in Debt Securities (65% of net asset value at fair value)		\$126,110,659	\$125,179,470	\$118,197,479

See accompanying notes to financial statements.

Equity Securities Portfolio

Portfolio Company/Principal Business	Investment	Percentage Ownership/ Shares	Cost	Fair Value⁽²⁾
Aerostructures Holdings L.P. ⁽⁸⁾⁽¹⁴⁾ Aerospace and Defense	Partnership Interests	1.2%	\$ 1,000,000	\$ 1,000
Aerostructures Holdings L.P. ⁽⁸⁾⁽¹⁴⁾ Aerospace and Defense	Series A Preferred Interests	1.2%	250,960	891,661
DBI Holding LLC ⁽⁸⁾⁽¹⁴⁾ Services: Business	Warrants	3.2%	—	1,000
eInstruction Acquisition, LLC ⁽⁸⁾⁽¹⁴⁾ Services: Business	Membership Units	1.1%	1,079,617	1,000
FP WRCA Coinvestment Fund VII, Ltd. ⁽³⁾⁽¹⁴⁾ Capital Equipment	Class A Shares	0.0%	1,500,000	689,259
New Millennium Holdco, Inc. (Millennium Health, LLC) ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Common	0.2%	1,953,299	1,000
Perseus Holding Corp. ⁽¹⁴⁾ Hotel, Gaming & Leisure	Common	—	400,000	1,000
Roscoe Investors, LLC ⁽⁸⁾⁽¹⁴⁾ Healthcare & Pharmaceuticals	Class A Units	1.6%	1,000,000	1,229,000
Stafford Logistics, Inc. (dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹⁴⁾ Environmental Industries	Class A Equity	1.6%	—	—
Stafford Logistics, Inc. (dba Custom Ecology, Inc.) ⁽⁸⁾⁽¹⁴⁾ Environmental Industries	Class B Units	1.5%	—	—
Tank Partners Holdings, LLC ⁽⁸⁾⁽¹⁰⁾⁽¹⁴⁾ Energy: Oil & Gas	Unit	1.3%	980,000	1,000
Tank Partners Holdings, LLC ⁽⁸⁾⁽¹⁴⁾ Energy: Oil & Gas	Warrants	1.3%	185,205	1,000
TRSO II, Inc. ⁽⁸⁾⁽¹⁴⁾ Energy: Oil & Gas	Common Stock	5.4%	1,680,161	1,280,749
Advanced Lighting Technologies, Inc. ⁽⁸⁾⁽¹⁴⁾ Consumer goods: Durable	Warrants	1.9%	—	1,000
Advanced Lighting Technologies, Inc. ⁽⁸⁾⁽¹⁴⁾ Consumer goods: Durable	Membership Interests	0.4%	182,000	1,000
Caribe Media Inc. (fka Caribe Information Investments Incorporated) ⁽⁸⁾⁽¹⁴⁾ Media: Advertising, Printing & Publishing	Common	1.2%	359,765	315,015
Total Investment in Equity Securities (2% of net asset value at fair value)			\$10,571,007	\$4,414,684

See accompanying notes to financial statements.

CLO Fund Securities**CLO Subordinated Investments**

Portfolio Company	Investment ⁽¹¹⁾	Percentage Ownership	Amortized Cost	Fair Value
Grant Grove CLO, Ltd. ⁽³⁾⁽¹²⁾⁽¹⁴⁾	Subordinated Securities, effective interest N/M, 1/21 maturity	22.2%	\$ 2,485,886	\$ 1,000
Katonah III, Ltd. ⁽³⁾⁽¹²⁾⁽¹⁴⁾	Subordinated Securities, effective interest N/M, 5/15 maturity	23.1%	1,287,155	369,280
Katonah 2007-I CLO Ltd. ⁽³⁾⁽⁶⁾⁽¹²⁾⁽¹⁴⁾	Subordinated Securities, effective interest 9.2%, 4/22 maturity	100.0%	20,524,908	10,770,486
Trimaran CLO VII, Ltd. ⁽³⁾⁽⁶⁾⁽¹²⁾⁽¹⁴⁾	Subordinated Securities, effective interest N/M, 6/21 maturity	10.5%	379,830	10,000
Catamaran CLO 2012-1 Ltd. ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Subordinated Securities, effective interest 15.5%, 12/23 maturity	24.9%	5,847,802	2,320,783
Catamaran CLO 2013- 1 Ltd. ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Subordinated Securities, effective interest 25.1%, 1/28 maturity	18.3%	5,017,307	6,923,699
Catamaran CLO 2014-1 Ltd. ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Subordinated Securities, effective interest 28.4%, 4/30 maturity	20.1%	9,858,073	8,230,178
Dryden 30 Senior Loan Fund ⁽³⁾⁽¹⁴⁾	Subordinated Securities, effective interest 28.7%, 12/29 maturity	6.8%	1,353,852	1,820,000
Catamaran CLO 2014-2 Ltd. ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Subordinated Securities, effective interest 11.5%, 11/25 maturity	24.9%	6,642,805	4,500,962
Catamaran CLO 2015-1 Ltd. ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Subordinated Securities, effective interest 11.8%, 10/26 maturity	9.9%	4,418,647	3,569,600
Catamaran CLO 2016-1 Ltd. ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Subordinated Securities, effective interest 9.6%, 4/27 maturity	24.9%	10,086,802	8,530,685
Total Investment in CLO Subordinated Securities			\$ 67,903,067	\$47,046,673

CLO Rated-Note Investment

Portfolio Company	Investment	Percentage Ownership	Amortized Cost	Fair Value
KCAP F3C Senior Funding LLC ⁽³⁾⁽⁶⁾⁽¹⁴⁾	Class E Notes, 8.9% Cash, 3 month LIBOR (1.40%) + 7.50%, Due 12/29	27.4%	4,435,965	4,632,000
Total Investment in CLO Rated-Note			\$ 4,435,965	\$ 4,632,000
Total Investment in CLO Fund Securities (28% of net asset value at fair value)			\$72,339,032	\$51,678,673

Asset Manager Affiliates

Portfolio Company/Principal Business	Investment	Percentage Ownership	Cost	Fair Value ⁽²⁾
Asset Manager Affiliates ⁽⁸⁾⁽⁹⁾⁽¹⁴⁾	Asset Management Company	100%	\$52,591,230	\$38,849,000
Total Investment in Asset Manager Affiliates (21% of net asset value at fair value)			\$52,591,230	\$38,849,000

Joint Ventures

Portfolio Company/Principal Business	Investment	Percentage Ownership	Cost	Fair Value
KCAP Freedom 3 LLC ⁽⁹⁾⁽¹⁴⁾	Joint Venture	60%	\$24,914,858	\$21,516,000
Total Investment in Joint Ventures (12% of net asset value at fair value)			\$24,914,858	\$21,516,000

See accompanying notes to financial statements.

Short-term Investments

Short-term Investments	Investment	Yield	Par/Amortized Cost	Fair Value⁽²⁾
US Bank Money Market Account ⁽⁷⁾⁽⁸⁾	Money Market Account	0.20%	\$ 52,293,570	\$ 52,293,570
U.S Treasury Bills – CUSIP: 912796MLO ⁽⁸⁾	U.S. Government Obligation	1.04%	25,006,750	25,006,750
Total Short-term Investments (43% of net asset value at fair value)			\$ 77,300,320	\$ 77,300,320
Total Investments⁽⁴⁾			\$ 362,895,917	\$311,956,156

- (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, 2018. As noted in the table above, 74% (based on par) of debt securities contain LIBOR floors which range between 1.00% and 3.0%.
- (2) Reflects the fair market value of all investments as of December 31, 2018, 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 \$363 million. The aggregate gross unrealized appreciation is approximately \$1.1 million, the aggregate gross unrealized depreciation is approximately \$52.0 million, and the net unrealized depreciation is approximately \$50.9 million.
- (5) Loan or debt security is on non-accrual status and therefore is considered 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) Money market account holding cash.
- (8) Qualified asset for purposes of section 55(a) of the Investment Company Act of 1940.
- (9) Other than the Asset Manager Affiliates and the Joint Venture, 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.
- (10) Non-voting.
- (11) 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.
- (12) Notice of redemption has been received for this security.
- (13) Loan or security was on partial nonaccrual status, whereby we have recognized income on a portion of contractual PIK amounts due.
- (14) Fair value of this investment was determined using significant unobservable inputs.

See accompanying notes to financial statements.

KCAP FINANCIAL, INC.
FINANCIAL HIGHLIGHTS
(\$ per share)

	For the Years Ended December 31,				
	2018	2017	2016	2015	2014
Per Share Data:					
Net asset value, at beginning of period	\$ 4.87	\$ 5.24	\$ 5.82	\$ 6.94	\$ 7.51
Net investment income ⁽¹⁾	0.27	0.30	0.50	0.65	0.59
Net realized losses from investment transactions ⁽¹⁾	(0.44)	(0.19)	(0.17)	(0.17)	(0.30)
Realized losses from extinguishments of debt ⁽¹⁾	(0.01)	(0.11)	—	(0.01)	(0.02)
Net change in unrealized appreciation (depreciation) of investments ⁽¹⁾	(0.08)	0.09	(0.36)	(0.97)	0.17
Net increase (decrease) in net assets resulting from operations	(0.26)	0.09	(0.03)	(0.50)	0.44
Net decrease in net assets resulting from distributions:					
Distribution of ordinary income	(0.25)	(0.16)	(0.40)	(0.63)	(0.78)
Return of capital	(0.15)	(0.32)	(0.19)	—	(0.22)
Net decrease in net assets resulting from stockholder distributions	(0.40)	(0.48)	(0.59)	(0.63)	(1.00)
Net increase (decrease) in net assets relating to capital share transactions					
Offering of common stock	—	—	—	—	0.02
Common stock withheld for payroll taxes upon vesting of restricted stock	—	(0.01)	0.01	—	—
Dividend reinvestment plan	0.01	0.01	(0.01)	—	—
Stock based compensation	0.01	0.02	0.04	0.01	(0.03)
Net increase (decrease) in net assets relating to capital share transactions	0.02	0.02	0.04	0.01	(0.01)
Net asset value, end of period	\$ 4.23	\$ 4.87	\$ 5.24	\$ 5.82	\$ 6.94
Total net asset value return ⁽²⁾	(4.7)%	2.0%	0.2%	(7.2)%	5.7%
Ratio/Supplemental Data:					
Per share market value at beginning of period	\$ 3.41	\$ 3.98	\$ 4.07	\$ 6.82	\$ 8.07
Per share market value at end of period	\$ 3.46	\$ 3.41	\$ 3.98	\$ 4.07	\$ 6.82
Total market return ⁽³⁾	13.2%	(2.3)%	13.3%	(31.2)%	(3.1)%
Shares outstanding at end of period	37,326,846	37,339,224	37,178,294	37,100,005	36,775,127
Net assets at end of period	\$158,021,011	\$181,804,576	\$194,924,925	\$216,100,470	\$255,316,701
Portfolio turnover rate ⁽⁴⁾	38.3%	100.5%	34.3%	32.5%	45.8%
Average par debt outstanding	\$105,230,252	\$134,020,367	\$189,836,675	\$224,498,433	\$196,622,077
Asset coverage ratio	249%	271%	205%	202%	211%
Ratio of net investment income to average net assets	5.9	5.8	9.0	9.8	7.9
Ratio of total expenses to average net assets	10.1%	9.2%	8.6%	8.6%	8.2%
Ratio of interest expense to average net assets	4.4%	4.1%	4.3%	4.7%	4.5%
Ratio of non-interest expenses to average net assets	5.7%	5.1%	4.2%	3.9%	3.7%

(1) Based on weighted average number of common shares outstanding for the period.

(2) Total net asset value return equals the change in the ending of period 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 of period net asset value per share.

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

(4) Portfolio turnover rate equals the year-to-date sales and paydowns over the average of the invested assets at fair value.

(5) Totals may not sum due to rounding.

See accompanying notes to financial statements.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****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, as amended (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 (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.

During the third quarter of 2017, the Company formed a joint venture with Freedom 3 Opportunities LLC (“Freedom 3 Opportunities”), an affiliate of Freedom 3 Capital LLC, to create KCAP Freedom 3 LLC (the “Joint Venture”). The Company and Freedom 3 Opportunities LLC contributed approximately \$37 million and \$25 million, respectively, in assets to the Joint Venture, which in turn used the assets to capitalize a new fund (KCAP FC3 Senior Funding, L.L.C. or the “Fund”) managed by KCAP Management, LLC, one of the Company’s indirectly wholly-owned Asset Manager Affiliate subsidiaries. In addition, the Fund used cash on hand and borrowings under a credit facility to purchase approximately \$184 million of loans from the Company and the Company used the proceeds from such sale to redeem approximately \$147 million in debt issued by KCAP Senior Funding. The Joint Venture may originate loans from time to time and sell them to the Fund.

During the fourth quarter of 2017, the Fund was refinanced through the issuance of senior and subordinated notes. The Joint Venture purchased 100% of the subordinated notes issued by the Fund. In connection with the refinancing, the Company received a cash distribution of \$12.6 million, \$11.8 million of which was a return of capital.

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.

The Company may also invest in other investments such as debt and subordinated securities issued by CLO Funds (“CLO Fund Securities”) and loans to publicly-traded companies, high-yield bonds, joint venture 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.

On March 29, 2018, the Company’s Board of Directors, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the Small Business Credit Availability Act (“SBCA”). As a result, the Company’s asset coverage requirement for senior securities will be changed from 200% to 150%, effective as of March 29, 2019. However, despite the SBCA, we will continue to be prohibited by the indentures governing our 6.125% Notes (each, as defined and discussed in Note 6 — “Borrowings” below) from making distributions on our common stock if our asset coverage, as defined in the 1940 Act, falls below 200%. In any such event, we would be prohibited from making distributions required in order to maintain our status as a RIC.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. ORGANIZATION – (continued)****LibreMax Transaction**

On November 8, 2018, the Company entered into an agreement with LibreMax Intermediate Holdings, LP (“LibreMax”) under which Commodore Holdings, LLC (“Commodore”), a wholly-owned subsidiary of the Company, sold the Company’s wholly-owned asset manager subsidiaries Katonah Debt Advisors, Trimaran Advisors, L.L.C. (“Trimaran Advisors”), and Trimaran Advisors Management, L.L.C. (“Trimaran Advisors Management”) and, together with Katonah Debt Advisors and Trimaran Advisors, the “Disposed Manager Affiliates”), for a cash purchase price of approximately \$37.9 million (the “LibreMax Transaction”). The LibreMax Transaction closed on December 31, 2018. As of December 31, 2018, the Company’s remaining wholly-owned asset management subsidiaries (the “Asset Manager Affiliates”) were comprised of Commodore, Katonah Management Holdings, LLC, Katonah X Management LLC, Katonah 2007-1 Management, LLC and KCAP Management, LLC. Prior to their sale in the LibreMax Transaction, the Disposed Manager Affiliates represented substantially all of the Company’s investment in the Asset Manager Affiliates.

The Externalization Agreement

At a meeting of the Company’s Board of Directors held on December 12, 2018, the Board, including all of its independent directors, unanimously voted to approve an investment advisory agreement (the “Advisory Agreement”) between the Company and Sierra Crest Investment Management LLC (the “Adviser”), an affiliate of BC Partners LLP (“BC Partners”), contingent upon entering into a stock purchase and transaction agreement (the “Externalization Agreement”) with BC Partners Advisors L.P. (“BCP”), an affiliate of BC Partners, obtaining Company stockholder approval of the Advisory Agreement, and closing of the transactions contemplated by the Externalization Agreement (the “Closing”), and determined that the Advisory Agreement is in the best interests of the Company and its stockholders. At the special meeting of the Company’s stockholders (the “Special Meeting”) held on February 19, 2019, the Company’s stockholders approved the Advisory Agreement. If the transactions contemplated by the Externalization Agreement are completed, upon the Closing, the Company will commence operations as an externally managed BDC managed by the Adviser.

Pursuant to the Externalization Agreement with BCP, the Adviser will become the Company’s investment adviser in exchange for a cash payment from BCP, or its affiliate, of \$25 million, or approximately \$0.67 per share of the Company’s common stock, directly to the Company’s stockholders. In addition, following the Closing, the Adviser (or its affiliate) will use up to \$10 million of the incentive fee actually paid to the Adviser prior to the second anniversary of the Closing date to buy newly issued shares of the Company’s common stock at the most recently determined net asset value per share of the Company’s common stock at the time of such purchase. For the period of one year from the first day of the first quarter following the quarter in which the Advisory Agreement becomes effective, the Adviser will permanently forego up to the full amount of the incentive fees earned by the Adviser without recourse against or reimbursement by the Company, to the extent necessary in order to achieve aggregate net investment income per common share of the Company for such one-year period to be at least equal to \$0.40 per share, subject to certain adjustments. BCP and the Adviser’s total financial commitment to the transactions contemplated by the Externalization Agreement is \$35.0 million.

The Company anticipates that the Closing will occur at the end of the quarter ending March 31, 2019, but the Company will issue a press release announcing the record date and payment date of the stockholder payment.

About the Adviser

At the Closing, the Adviser, an affiliate of BC Partners, will become the investment adviser of the Company. LibreMax intends to own a portion of the Adviser. Subject to the overall supervision of the Board, the Adviser will be responsible for managing the Company’s business and activities, including

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. ORGANIZATION – (continued)**

sourcing investment opportunities, conducting research, performing diligence on potential investments, structuring the Company's investments, and monitoring the Company's portfolio companies on an ongoing basis through a team of investment professionals.

The Adviser will seek to invest on behalf of the Company in performing, well-established middle market businesses that operate across a wide range of industries (i.e., no concentration in any one industry). The Adviser will employ fundamental credit analysis, targeting investments in businesses with relatively low levels of cyclicity and operating risk. The holding size of each position will generally be dependent upon a number of factors including total facility size, pricing and structure, and the number of other lenders in the facility. The Adviser has experience managing levered vehicles, both public and private, and will seek to enhance the Company's returns through the use of leverage with a prudent approach that prioritizes capital preservation. The Adviser believes this strategy and approach offers attractive risk/return with lower volatility given the potential for fewer defaults and greater resilience through market cycles.

Advisory Agreement

Pursuant to the terms of the Advisory Agreement, the Company will pay the Adviser (i) a base management fee (the "Base Management Fee") and (ii) an incentive fee (the "Incentive Fee"). For the period from the date of the Advisory Agreement (the "Effective Date") through the end of the first calendar quarter after the Effective Date, the Base Management Fee will be calculated at an annual rate of 1.50% of the Company's gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, as of the end of such calendar quarter. Subsequently, the Base Management Fee will be 1.50% of the Company's average gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, at the end of the two most recently completed calendar quarters; provided, however, that the Base Management Fee will be 1.00% of the Company's average gross assets, excluding cash and cash equivalents, but including assets purchased with borrowed amounts, that exceed the product of (i) 200% and (ii) the value of the Company's net asset value at the end of the most recently completed calendar quarter. The Incentive Fee will consist of two parts: (1) a portion based on the Company's pre-incentive fee net investment income (the "Income-Based Fee") and (2) a portion based on the net capital gains received on the Company's portfolio of securities on a cumulative basis for each calendar year, net of all realized capital losses and all unrealized capital depreciation on a cumulative basis, in each case calculated from the Effective Date, less the aggregate amount of any previously paid capital gains Incentive Fee (the "Capital Gains Fee"). The Income-Based Fee will be 17.50% of pre-incentive fee net investment income with a 7.00% hurdle rate. The Capital Gains Fee will be 17.50%.

2. SIGNIFICANT ACCOUNTING POLICIES**Basis of Presentation**

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("GAAP").

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 the Company 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. Certain prior-year 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 I LLC, Kolhberg Capital Funding LLC I, KCAP Senior Funding I, LLC and KCAP Funding I Holdings, LLC in its consolidated financial statements as they are operated solely for

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

investment activities of the Company. The creditors of KCAP Senior Funding I, LLC received security interests in the assets which are owned by KCAP Funding I, LLC and such assets are not intended to be available to the creditors of KCAP Financial, Inc., or any other affiliate. All of the borrowings of Kolhberg Capital Funding LLC I, and KCAP Senior Funding I, LLC have been fully repaid.

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 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 Regulation S-X promulgated by the SEC, additional financial information with respect to one of the CLO Funds in which the Company had an investment, Katonah 2007-I CLO Ltd. (“Katonah 2007-I CLO”), is required to be included in the Company’s SEC filings. Summarized financial information regarding the Asset Manager Affiliates and Katonah 2007-I CLO (pursuant to Rule 4-08 (g)) is set forth in Note 5 to these 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 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, to a lesser extent, capital appreciation by lending directly to privately-held middle market companies. During the year ended December 31, 2018, the Company provided approximately \$118.2 million to portfolio companies to support their growth objectives, approximately \$12.9 million which was contractually obligated. See also Note 8 — Commitments and Contingencies. As of December 31, 2018, the Company held loans it made to 51 investee companies with aggregate principal amounts of approximately \$164.5 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, among other things, leading a syndicate of lenders to provide the investee companies with financing. During the year ended December 31, 2018, the Company did not engage in any such or similar activities.

Recently Adopted Accounting Pronouncements

FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers, which updated accounting guidance for all revenue recognition arising from contracts with customers, and also affects entities that enter into contracts to provide goods or services to their customers (unless the contracts are in the scope of other GAAP requirements). This update provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets, such as property and equipment, including real estate. The FASB also issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which deferred the effective date of the standard for one year. As a result, the guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017. Management has concluded that the majority of its revenues associated with the financial instruments are scoped out of ASC 606 and therefore there was no material impact for adoption.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

Pending Accounting Pronouncements

In March 2017, the FASB issued an Accounting Standards Update, ASU 2017-08, Receivables — Nonrefundable Fees and Other Costs (Subtopic 310-20), Premium Amortization on Purchased Callable Debt Securities (“ASU 2017-08”) which amends the amortization period for certain purchased callable debt securities held at a premium, shortening such period to the earliest call date. ASU 2017-08 does not require any accounting change for debt securities held at a discount; the discount continues to be amortized to maturity. ASU 2017-08 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Management does not anticipate that the adoption of ASU 2017-08 will have a material impact on the financial position or results of operations of the Company.

In August 2018, the FASB issued Accounting Standards Update 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement (“ASU 2018-13”). The standard will modify the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. ASU 2018-13 is effective for annual reporting periods beginning after December 15, 2019, including interim periods within that reporting period. Early adoption is permitted upon issuance of this ASU 2018-13. We are permitted to early adopt any removed or modified disclosures upon issuance of ASU 2018-13 and delay adoption of the additional disclosures until their effective date. We are currently evaluating the impact of adopting ASU 2018-13 on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases, and several amendments (collectively, “ASU 2016-02”), which requires lessees to recognize assets and liabilities arising from most operating leases on the consolidated statements of financial condition. For operating leases, a lessee is required to do the following: (a) recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in the statement of financial condition; (b) recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis and (c) classify all cash payments within operating activities in the statement of cash flows. The guidance is effective for fiscal periods beginning after December 15, 2018. Early application is permitted. The Company expects to record an asset and liability of approximately \$4.3 million upon adoption of this standard.

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 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.

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 points in

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

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 be used to determine the fair value of the investments. 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

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

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 Consolidated 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 (as defined below). 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 the amount 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. 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

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

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.

Joint Venture. The Company carries investments in joint ventures at fair value based upon the fair value of the investments held by the joint venture. See Note 4 below, for more information regarding the Joint Venture.

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 and quarterly interest and principal distribution (if any) to holders of notes issued by KCAP Funding I, LLC.

Short-term investments. Short-term investments are generally comprised of money market accounts, time deposits, and U.S. treasury bills.

Interest Income. Interest income, including the amortization of premium and accretion of discount and accrual of payment-in-kind ("PIK") interest, 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 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. For investments with PIK interest, which represents contractual interest accrued and added to the principal balance that generally becomes due at maturity, we will not accrue PIK interest if the portfolio company valuation indicates that the PIK interest is not collectible (i.e. via a partial or full

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

non-accrual). Loans which are on partial or full non-accrual 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 December 31, 2018, five of our investments were on non-accrual status.

Distributions from Asset Manager Affiliates. The Company records distributions from the 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 the 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 issued by CLO Funds (typically preferred shares or subordinated securities). 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 E Notes of the KCAP F3C Senior Funding, L.L.C., interest is earned at a fixed spread relative to the LIBOR index.

Investment in Joint Venture. For years ended December 31, 2018 and 2017, the Company recognized \$3.1 million and \$949,000 in investment income from its investment in the Joint Venture. As of December 31, 2018 and 2017, the fair value of the Company's investment in the Joint Venture was approximately \$18.4 million and \$21.5 million, respectively. The Company recognizes investment income on its investment in the Joint Venture based upon its share of the estimated earnings and profits of the Joint Venture. The final determination of the tax attributes of distributions from the Joint Venture is made on an annual (full calendar year) basis at year-end of the year based upon taxable income and distributions for the full year. Therefore, any estimate of tax attributes of distributions made on an interim basis may not be representative of the actual tax attributes of distributions for the full year.

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.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****2. SIGNIFICANT ACCOUNTING POLICIES – (continued)**

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 expected term of the borrowing.

Extinguishment of debt. The Company 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 Company of its outstanding debt securities whether the securities are cancelled or held. If the debt contains a cash conversion option, the Company 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. Through December 31, 2018, the Company and the Asset Manager Affiliates shared office space and certain other operating expenses. The Company entered into an Overhead Allocation Agreement with the Asset Manager Affiliates which provided 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 (the DRIP) that provides for reinvestment of its distributions on behalf of its stockholders, unless a stockholder "opts out" of the DRIP to receive cash in lieu of having their cash distributions automatically reinvested in additional shares of the Company's common stock.

3. EARNINGS (LOSSES) PER SHARE

In accordance with the provisions of ASC 260, "Earnings per Share", 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.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. EARNINGS (LOSSES) PER SHARE – (continued)

The following information sets forth the computation of basic and diluted net increase (decrease) in stockholders' equity per share for the years ended December 31, 2018, 2017, and 2016:

	For the Years ended December 31,		
	2018	2017	2016
Net (decrease) increase in net assets resulting from operations	\$ (9,571,546)	\$ 3,388,082	\$ (1,039,731)
Net decrease (increase) in net assets allocated to unvested share awards	58,220	(27,288)	14,520
Net (decrease) increase in net assets available to common stockholders	<u>\$ (9,513,326)</u>	<u>\$ 3,360,794</u>	<u>\$ (1,025,211)</u>
Weighted average number of common shares outstanding for basic shares computation	<u>37,356,241</u>	<u>37,235,130</u>	<u>37,149,663</u>
Weighted average number of common and common stock equivalent shares outstanding for diluted shares computation	<u>37,356,241</u>	<u>37,235,130</u>	<u>37,149,663</u>
Net increase in net assets per basic common shares:			
Net increase in net assets from operations	\$ (0.26)	\$ 0.09	\$ (0.03)
Net increase in net assets per diluted shares:			
Net increase in net assets from operations	\$ (0.26)	\$ 0.09	\$ (0.03)

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 30,000 options to purchase shares of common stock considered for the computation of the diluted per share information for the year ended December 31, 2018. Since the effects are anti-dilutive for all periods, the options were not included in the computation. For the year ended December 31, 2018, 2017 and 2016 the company purchased 26,681, 64,176 and 67,654 shares, respectively, of common stock in connection with the vesting of employee's restricted stock, such shares are treated as treasury shares and reduce the weighted average shares outstanding in the computation of earnings per share.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS

The following table shows the Company's portfolio by security type at December 31, 2018 and December 31, 2017:

Security Type	December 31, 2018			December 31, 2017		
	Cost/Amortized Cost	Fair Value	% ⁽¹⁾	Cost/Amortized Cost	Fair Value	% ⁽¹⁾
Short-term investments ⁽²⁾	\$ 44,756,478	\$ 44,756,478	17	\$ 77,300,320	\$ 77,300,320	26%
Senior Secured Loan	86,040,921	77,616,209	28	48,337,900	44,960,146	14
Junior Secured Loan	76,223,561	70,245,535	26	62,561,913	58,941,300	19
Senior Unsecured Loan	—	—	—	12,777,283	12,777,283	4
Senior Secured Bond	—	—	—	1,502,374	1,518,750	—
CLO Fund Securities	55,480,626	44,325,000	16	72,339,032	51,678,673	17
Equity Securities	21,944,430	14,504,687	5	10,571,007	4,414,684	1
Asset Manager Affiliates ⁽³⁾	17,791,230	3,470,000	1	52,591,230	38,849,000	12
Joint Venture	24,914,858	18,390,440	7	24,914,858	21,516,000	7
Total	<u>\$327,152,104</u>	<u>\$273,308,349</u>	<u>100%</u>	<u>\$362,895,917</u>	<u>\$311,956,156</u>	<u>100%</u>

(1) Represents percentage of total portfolio at fair value.

(2) Includes money market accounts and U.S. treasury bills.

(3) Represents the equity investment in the Asset Manager Affiliates.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

The industry related information, based on the fair value of the Company's investment portfolio as of December 31, 2018 and December 31, 2017 for the Company's investment portfolio was as follows:

Industry Classification	December 31, 2018			December 31, 2017		
	Cost/Amortized Cost	Fair Value	% ⁽¹⁾	Cost/Amortized Cost	Fair Value	% ⁽¹⁾
Aerospace and Defense	\$ 5,434,927	\$ 4,049,940	1%	\$ 5,636,056	\$ 4,115,487	1%
Asset Management Company ⁽²⁾	17,791,230	3,470,000	1	52,591,230	38,849,000	12
Banking, Finance, Insurance & Real Estate	8,831,841	8,733,933	3	4,458,962	4,418,391	1
Beverage, Food and Tobacco	5,963,334	5,796,506	2	7,496,438	7,435,050	2
Capital Equipment	10,888,432	9,831,391	3	5,454,621	4,680,821	2
Chemicals, Plastics and Rubber	4,862,063	4,801,645	1	—	—	—
CLO Fund Securities	55,480,626	44,325,000	16	72,339,032	51,678,673	17
Construction & Building	1,400,223	1,394,163	1	1,004,093	999,872	—
Consumer goods: Durable	1,140,500	364,240	—	1,071,340	805,607	—
Consumer goods: Non-durable	1,434,568	1,440,525	1	691,234	694,662	—
Electronics	3,007,500	3,007,500	1	—	—	—
Energy: Oil & Gas	16,827,204	8,946,568	3	14,932,542	11,433,777	4
Environmental Industries	8,371,180	6,939,794	3	6,330,630	5,766,437	2
Forest Products & Paper	1,564,583	1,553,920	1	1,558,556	1,600,960	1
Healthcare & Pharmaceuticals	38,638,822	32,287,288	12	30,367,449	25,512,654	8
High Tech Industries	23,971,435	23,662,459	9	18,229,229	18,260,577	6
Hotel, Gaming & Leisure	400,000	1,000	—	400,000	1,000	—
Joint Venture	24,914,858	18,390,440	7	24,914,858	21,516,000	7
Limited Partnership	12,466,667	12,466,667	5	—	—	—
Media: Advertising, Printing & Publishing	6,113,852	5,590,863	2	3,371,086	3,318,296	1
Related Party Loans	—	—	—	12,777,283	12,777,283	4
Services: Business	10,398,710	9,213,416	3	3,563,574	2,366,400	1
Telecommunications	8,351,775	8,343,919	3	6,455,489	6,466,949	2
Textiles and Leather	10,140,662	9,940,294	4	7,950,994	7,947,940	3
Money Market Accounts	34,757,129	34,757,129	13	52,293,570	52,293,570	17
Transportation: Cargo	4,000,634	4,000,400	1	4,000,901	4,010,000	1
U.S. Government Obligations	9,999,349	9,999,349	4	25,006,750	25,006,750	8
Total	<u>\$327,152,104</u>	<u>\$273,308,349</u>	<u>100%</u>	<u>\$362,895,917</u>	<u>\$311,956,156</u>	<u>100%</u>

(1) Calculated as a percentage of total portfolio at fair value.

(2) Represents the equity investment in the Asset Manager Affiliates.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****4. INVESTMENTS – (continued)**

The Company may invest up to 30% of the investment portfolio in “non-qualifying” opportunistic investments, including investments in debt and equity securities of CLO Funds, distressed debt or debt and equity securities of large cap public companies. Within this 30% of the portfolio, the Company also may invest in debt of middle market companies located outside of the United States.

At December 31, 2018 and December 31, 2017, the total amount of non-qualifying assets was approximately 28% and 23% of total assets, respectively. The majority of non-qualifying assets were foreign investments which were approximately 17% and 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% and 16% of its total assets on such dates, respectively).

Investments in CLO Fund Securities

The Company has made minority investments in the most junior class of securities (typically preferred shares or subordinated securities) of CLO Funds. 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.

In June 2016, the Company sold \$7.0 million par value of the Subordinated Notes of Catamaran 2015-1 for \$4.2 million.

In December 2016, the Company purchased \$10.1 million of the par value of the Subordinated Notes of Catamaran 2016-1 CLO managed by Trimaran Advisors.

On October 31, 2017, the Company purchased an additional \$4.3 million of notional amount of Subordinated Notes issued by Catamaran CLO 2014-1 at a cost of \$5.4 million.

In December 2017, the Company purchased an additional \$201,000 of notional amount of Subordinated Notes issued by Catamaran CLO 2013-1 at a cost of \$201,000.

In December 2017, the Company sold \$5.0 million par value of the Subordinated Notes of Catamaran CLO 2014-1 for \$3.0 million.

In September 2018, the Company purchased \$10 million par value of the Subordinated Notes of Catamaran CLO 2018-1 at a cost of approximately \$9.5 million.

In December 2018, the Company received \$2.5 million of notional amount of subordinated notes of Catamaran 2013-1 with a fair value of \$1.4 million and \$3.4 million of notional amount of subordinated notes of Catamaran 2014-1 with a fair value of \$1.9 million, as consideration for the repayment of a portion of the loans to Trimaran Advisors.

On February 29, 2016, Katonah X CLO Ltd. was fully liquidated and all of its outstanding obligations were satisfied. The Company received approximately \$1.0 million in connection therewith related to its investment in the subordinated securities issued by Katonah X CLO Ltd. Accordingly, the Company recorded a realized loss during the first quarter of 2016 of approximately \$6.6 million on its investment in Katonah X CLO Ltd. and a corresponding unrealized gain of the same amount in order to reverse the approximately \$6.6 million of previously recorded unrealized depreciation with respect to the investment.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****4. INVESTMENTS – (continued)**

On December 19, 2017, the Company, in its capacity as the holder of all of the outstanding preferred shares of Katonah 2007-1 CLO Ltd. (“Katonah 2007-1”), exercised its right to cause Katonah 2007-1 to redeem all of its outstanding indebtedness through the sale of its investments and otherwise wind up its business. Katonah 2007-1 was fully liquidated and dissolved in the fourth quarter of 2018. Accordingly, the Company recorded a realized loss during the fourth quarter of 2018 of approximately \$10.1 million on its investment in Katonah 2007-1 and a corresponding unrealized gain of the same amount in order to reverse the previously recorded unrealized depreciation with respect to the investment.

Similarly, during the fourth quarter of 2018, each of Grant Grove CLO, Ltd., Trimaran CLO VII, Ltd., and Catamaran CLO 2012-1 Ltd. were fully liquidated and dissolved, and the Company recorded a realized loss of approximately \$6.4 million and a corresponding unrealized gain of the same amount in order to reverse the previously recorded unrealized depreciation with respect to these investments.

With the exception of Katonah III, Ltd., as of December 31, 2018 all of investments in CLO Fund securities were making distributions to the Company.

Investment in Joint Venture

During the third quarter of 2017, the Company and Freedom 3 Opportunities LLC (“Freedom 3 Opportunities”), an affiliate of Freedom 3 Capital LLC, entered into an agreement to create KCAP Freedom 3 LLC (the “Joint Venture”). The Company and Freedom 3 Opportunities contributed approximately \$37 million and \$25 million, respectively, in assets to the Joint Venture, which in turn used the assets to capitalize a new fund, KCAP F3C Senior Funding, L.L.C. (the “Fund”) managed by KCAP Management, LLC, one of the Asset Manager Affiliates. In addition, the Fund used cash on hand and borrowings under a credit facility to purchase approximately \$184 million of primarily middle-market loans from the Company and the Company used the proceeds from such sale to redeem approximately \$147 million in debt issued by KCAP Senior Funding I, LLC (“KCAP Senior Funding”). The Fund invests primarily in middle-market loans and the Joint Venture partners may source middle-market loans from time-to-time for the Fund.

During the fourth quarter of 2017, the Fund was refinanced through the issuance of senior and subordinated notes. The Joint Venture purchased 100% of the subordinated notes issued by the Fund. In connection with the refinancing, the Joint Venture made a cash distribution to the Company of approximately \$12.6 million. \$11.8 million of this distribution was a return of capital, reducing the cost basis of its investment in the Joint Venture by that amount. The final determination of the tax attributes of distributions from the Joint Venture is made on an annual (full calendar year) basis at the end of the year, therefore, any estimate of tax attributes of distributions made on an interim basis may not be representative of the actual tax attributes of distributions for the full year.

The Company owns a 60% equity investment in the Joint Venture. The Joint Venture is structured as an unconsolidated Delaware limited liability company. All portfolio and other material decisions regarding the Joint Venture must be submitted to its board of managers, which is comprised of four members, two of whom were selected by the Company and two of whom were selected by Freedom 3 Opportunities, and must be approved by at least one member appointed by the Company and one appointed by Freedom 3 Opportunities. In addition, certain matters may be approved by the Joint Venture’s investment committee, which is comprised of one member appointed by the Company and one member appointed by Freedom 3 Opportunities.

The Company has determined that the Joint Venture is an investment company under Accounting Standards Codification (“ASC”), Financial Services — Investment Companies (“ASC 946”), however, in accordance with such guidance, the Company will generally not consolidate its investment in a company other than a wholly owned investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. The Company does not consolidate its interest in the Joint Venture because the Company does not control the Joint Venture due to allocation of the voting rights among the Joint Venture partners.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

KCAP Freedom 3 LLC

Summarized Statement of Financial Consolidation

	As of December 31, 2018	As of December 31, 2017
Cash	\$ —	\$ 1,717
Investment at fair value	32,621,188	37,080,000
Total Assets	\$32,621,188	\$37,081,717
Total Liabilities	\$ 1,970,455	\$ 1,221,916
Total Equity	30,650,733	35,859,801
Total Liabilities and Equity	<u>\$32,621,188</u>	<u>\$37,081,717</u>

KCAP Freedom 3 LLC

Summarized Statement of Operations

	For the years ended December 31,	
	2018	2017
Investment income	\$ 4,800,844	\$ 2,531,331
Operating expenses	(126,786)	(435,757)
Net investment income	4,674,058	2,095,574
Unrealized depreciation on investment	(4,951,938)	(5,063,254)
Net loss	\$ (277,880)	\$ (2,967,680)

KCAP Freedom 3 LLC

Schedule of Investments
December 31, 2018

Portfolio Company	Investment	Percentage Ownership by Joint Venture	Amortized Cost	Fair Value
KCAP F3C Senior Funding, LLC ⁽¹⁾⁽²⁾	Subordinated Securities, effective interest 11.5%, 12/29 maturity	100.0%	\$42,636,380	\$32,621,188
Total Investments			\$42,636,380	\$32,621,188

(1) 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.

(2) Fair value of this investment was determined using significant unobservable inputs, including default rates, prepayment rates, spreads, and the discount rate by which to value the resulting cash flows.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

KCAP Freedom 3 LLC

Schedule of Investments

December 31, 2017

Portfolio Company	Investment	Percentage Ownership by Joint Venture	Amortized Cost	Fair Value
KCAP F3C Senior Funding, LLC ⁽¹⁾⁽²⁾	Subordinated Securities, effective interest 12.1%, 12/29 maturity	100.0%	\$42,143,254	\$37,080,000
Total Investments			<u>\$42,143,254</u>	<u>\$37,080,000</u>

(1) 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.

(2) Fair value of this investment was determined using significant unobservable inputs, including a third-party broker quote.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

Affiliate Investments

The following table details investments in affiliates as of December 31, 2018 and December 31, 2017:

	Industry Classification	Fair Value at of December 31, 2017	Purchases/ (Sales) of or Advances/ (Distributions)	Net Accretion	Transfers In/(Out) of Affiliates	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at of December 31, 2018	Interest Income	Dividend Income
Asset Manager Affiliates ⁽⁴⁾⁽⁵⁾⁽⁷⁾	Asset Management Company	\$ 38,849,000	\$ (34,800,000)	\$ —	\$ —	\$ (579,000)	\$ —	\$ 3,470,000	\$ —	\$1,246,510
Trimaran Advisors, LLC Revolving Credit Facility ⁽⁴⁾⁽⁵⁾	Related Party Loans	—	—	—	—	—	—	—	1,170,825	—
Trimaran Advisors, LLC Related Party Loan ⁽⁴⁾⁽⁵⁾	Related Party Loans	8,359,051	(8,359,051)	—	—	—	—	—	765,963	—
Trimaran Advisors, LLC Related Party Loan ⁽⁴⁾⁽⁵⁾	Related Party Loans	4,418,232	(4,418,232)	—	—	—	—	—	229,380	—
Katonah 2007-I CLO, Ltd. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	CLO Fund Securities	10,770,486	(10,676,556)	271,658	—	9,754,423	(10,120,011)	—	271,658	—
Trimaran CLO VII, Ltd. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	CLO Fund Securities	10,000	—	(6,725)	—	369,831	(373,105)	—	(6,725)	—
Catamaran CLO 2012- 1, Ltd. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	CLO Fund Securities	2,320,783	(2,596,571)	264,746	—	3,527,018	(3,515,976)	—	264,746	—
Catamaran CLO 2013- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	6,923,699	147,497	1,213,807	(7,016,734)	(1,268,269)	—	—	1,213,807	—
Catamaran CLO 2014- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	8,230,178	535,309	1,347,240	(9,777,251)	(335,476)	—	—	1,347,240	—
Catamaran CLO 2014- 2, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	4,500,962	(985,241)	656,919	(2,158,200)	(2,014,440)	—	—	656,919	—
Catamaran CLO 2015- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	3,569,600	(573,089)	507,789	(3,048,696)	(455,604)	—	—	507,789	—
Catamaran CLO 2016- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	8,530,685	(1,282,923)	913,272	(7,067,073)	(1,093,961)	—	—	913,272	—
Catamaran CLO 2018- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	—	9,500,000	343,450	(8,500,000)	(1,343,450)	—	—	343,450	—
KCAP F3C Senior Funding Rated Notes ⁽²⁾⁽⁴⁾	CLO Fund Securities	4,632,000	—	37,298	—	(195,458)	—	4,473,840	468,755	—
BCP Great Lakes Fund LP ⁽⁷⁾	Limited Partnership	—	12,466,667	—	—	—	—	12,466,667	—	—
KCAP Freedom 3, LLC ⁽⁴⁾⁽⁶⁾	Joint Venture	21,516,000	—	—	—	(3,125,560)	—	18,390,440	—	3,100,000
Tank Partners Holdings, LLC ⁽⁴⁾	Unit	—	—	—	980,000	(979,000)	—	1,000	—	—
Total Affiliated Investments		<u>\$122,630,676</u>	<u>\$ (41,042,190)</u>	<u>\$5,549,454</u>	<u>\$(36,587,954)</u>	<u>\$ 2,261,054</u>	<u>\$(14,009,092)</u>	<u>\$ 38,801,947</u>	<u>\$8,147,079</u>	<u>\$4,346,510</u>

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

	Industry Classification	Fair Value at December 31, 2016	Purchases/ (Sales) or (Distributions)	Net Accretion	Transfers In/(Out) of Affiliates	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at December 31, 2017	Interest Income	Dividend Income
Asset Manager Affiliates ⁽⁴⁾⁽⁵⁾⁽⁷⁾	Asset Management Company	\$ 40,198,000	\$ (2,750,000)	\$ —	\$—	\$ 1,401,000	\$ —	\$ 38,849,000	\$ —	\$ 460,000
Trimaran Advisors, LLC Revolving Credit Facility ⁽³⁾ (5)(7)	Related Party Loans	—	—	—	—	—	—	—	916,765	—
Trimaran Advisors, LLC Related Party Loan ⁽⁴⁾⁽⁵⁾⁽⁷⁾	Related Party Loans	—	8,359,051	—	—	—	—	8,359,051	148,721	—
Trimaran Advisors, LLC Related Party Loan ⁽⁴⁾⁽⁵⁾⁽⁷⁾	Related Party Loans	—	4,418,232	—	—	—	—	4,418,232	16,752	—
Katonah 2007-I CLO, Ltd. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	CLO Fund Securities	20,453,099	(13,157,760)	5,660,026	—	(2,184,878)	—	10,770,486	5,660,026	—
Trimaran CLO VII, Ltd. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	CLO Fund Securities	1,195,152	(1,264,090)	—	—	78,938	—	10,000	—	—
Catamaran CLO 2012- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	2,819,412	(771,743)	699,611	—	(426,497)	—	2,320,783	699,611	—
Catamaran CLO 2013- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	4,918,807	(1,054,362)	834,448	—	2,224,807	—	6,923,699	834,448	—
Catamaran CLO 2014- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	4,546,682	2,319,047	1,079,850	—	1,643,907	(1,359,309)	8,230,178	1,079,850	—
Catamaran CLO 2014- 2, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	5,092,087	(1,130,813)	806,058	—	(266,370)	—	4,500,962	806,058	—
Catamaran CLO 2015- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	3,223,255	(571,562)	446,893	—	471,017	—	3,569,600	446,893	—
Catamaran CLO 2016- 1, Ltd. ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	8,350,290	(1,146,242)	1,093,043	—	233,593	—	8,530,685	1,093,043	—
CRMN 2014-1A ⁽¹⁾⁽²⁾⁽⁴⁾	CLO Fund Securities	1,310,000	(1,545,506)	9,259	—	131,727	94,520	—	97,885	—
KCAP F3C Senior Funding Rated Notes ⁽²⁾⁽⁴⁾	CLO Fund Securities	—	4,346,290	89,676	—	196,035	—	4,632,000	89,676	—
KCAP Freedom 3, LLC ⁽⁴⁾⁽⁶⁾	Joint Venture	—	24,914,858	—	—	(3,398,858)	—	21,516,000	—	949,037
Total Affiliated Investments		<u>\$ 92,106,784</u>	<u>\$ 20,965,400</u>	<u>\$10,718,864</u>	<u>\$—</u>	<u>\$ 104,421</u>	<u>\$ (1,264,789)</u>	<u>\$122,630,676</u>	<u>\$11,889,728</u>	<u>\$1,409,037</u>

(1) Non-U.S. company or principal place of business outside the U.S.

(2) A CLO Fund managed by a Disposed Manager Affiliate as of December 31, 2017. Other than KCAP F3C Senior Funding LLC, none of our CLO Fund securities investments were managed by affiliates as of December 31, 2018.

(3) Notice of redemption has been received for this security.

(4) Fair value of this investment was determined using significant unobservable inputs.

(5) Qualified asset for purposes of section 55(a) of the Investment Company Act of 1940.

(6) As defined in the 1940 Act, the Company is deemed to be both an “Affiliated Person” and has “Control” of this portfolio company as the Company owns more than 25% of the portfolio company’s outstanding voting securities or has the power to exercise control over management or policies of such portfolio company (including through a management agreement). Other than for purposes of the 1940 Act, the Company does not believe that it has control over this portfolio company.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

- (7) As defined in the 1940 Act, the Company is deemed to be both an “Affiliated Person” and has “Control” of this portfolio company as the Company owns more than 25% of the portfolio company’s outstanding voting securities or has the power to exercise control over management or policies of such portfolio company.

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.

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 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

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

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. The Company's fair value determinations 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. Investments valued at Net Asset Value ("NAV") are excluded from the fair value hierarchy.

The following table summarizes the fair value of investments by the above ASC 820: Fair Value hierarchy levels as of December 31, 2018 and December 31, 2017, respectively:

As of December 31, 2018					
	Level I	Level II	Level III	NAV	Total
Short Term investments	\$9,999,349	\$34,757,129	\$ —	\$ —	\$ 44,756,478
Debt securities	—	41,120,073	106,741,671	—	147,861,744
CLO fund securities	—	—	44,325,000	—	44,325,000
Equity securities	—	—	2,038,020	12,466,667	14,504,687
Asset Manager Affiliates	—	—	3,470,000	—	3,470,000
Joint Venture	—	—	18,390,440	—	18,390,440
Total	<u>\$9,999,349</u>	<u>\$75,877,202</u>	<u>\$174,965,131</u>	<u>\$12,466,667</u>	<u>\$273,308,349</u>

As of December 31, 2017					
	Level I	Level II	Level III	NAV	Total
Short Term investments	\$25,006,750	\$ 52,293,570	\$ —	\$ —	\$ 77,300,320
Debt securities	—	48,312,024	69,885,455	—	118,197,479
CLO fund securities	—	—	51,678,673	—	51,678,673
Equity securities	—	—	4,414,684	—	4,414,684
Asset Manager Affiliates	—	—	38,849,000	—	38,849,000
Joint Venture	—	—	21,516,000	—	21,516,000
Total	<u>\$25,006,750</u>	<u>\$100,605,594</u>	<u>\$186,343,812</u>	<u>\$—</u>	<u>\$311,956,156</u>

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.

The BCP Great Lakes Partnership has been formed as a co-investment vehicle to facilitate the participation of certain co-investors to invest, directly or indirectly, in Great Lakes Funding LLC, a company organized under the laws of the State of Delaware (the "Investment"), and potentially in follow-on investments related thereto, and to engage in such other activities as are permitted by the BCP Great Lakes Fund, LP Amended and Restated Exempted Limited Partnership Agreement (the "BCP Great Lakes Partnership Agreement"). The investment strategy of BCP Great Lakes Funding, LLC is to underwrite and hold senior, secured unitranche loans made to middle-market companies.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****4. INVESTMENTS – (continued)**

The fair value of the Company's investment in BCP Great Lakes Fund, LP (the "BCP Great Lakes Partnership") at December 31, 2018 was \$12.5 million. Fair value has been determined utilizing the practical expedient pursuant to ASC 820-10. Pursuant to the terms of the BGP Great Lakes Partnership Agreement, the Company generally may not sell, exchange, assign, pledge or otherwise transfer its interest, in whole or in part, without the prior written consent of the General Partner which consent may be given or withheld in its sole and absolute discretion, and may be conditioned upon repayment of its share of indebtedness incurred by the Partnership.

The Company generally cannot redeem or withdraw its investment in BCP Great Lakes Partnership, however, the Company is generally entitled to quarterly distributions on its pro-rata share of current income, disposition proceeds and temporary investment income (as defined), net of expenses and reserves deemed necessary to satisfy partnership obligations, at the discretion of the General Partner pursuant to the provisions of the BCP Great Lakes Partnership Agreement. Accordingly, the amount and timing of any such distributions is uncertain.

As of December 31, 2018, the Company has a \$12.5 million unfunded commitment to the BCP Great Lakes Partnership.

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.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

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. Certain information relating to investments measured at fair value for which the Company has used unobservable inputs to determine fair value is as follows:

	Year Ended December 31, 2018					
	Debt Securities	CLO Fund Securities	Equity Securities	Asset Manager Affiliate	Joint Venture	Total
Balance, December 31, 2017	\$ 69,885,455	\$ 51,678,673	\$ 4,414,684	\$ 38,849,000	\$ 21,516,000	\$ 186,343,812
Transfers out of Level III ⁽¹⁾	(230,732)	—	—	—	—	(230,732)
Transfers into Level III ⁽²⁾	16,474,663	—	—	—	—	16,474,663
Net accretion	125,614	5,878,260	—	—	—	6,003,874
Purchases	38,099,644	12,781,528	—	—	—	50,881,172
Sales/Paydowns/Return of Capital	(11,116,360)	(19,033,322)	(1,093,244)	(34,800,000)	—	(66,042,926)
Total realized loss included in earnings	(51,674)	(16,484,872)	—	—	—	(16,536,546)
Change in unrealized gain (loss) included in earnings	(6,444,939)	9,504,733	(1,283,420)	(579,000)	(3,125,560)	(1,928,186)
Balance, December 31, 2018	<u>\$ 106,741,671</u>	<u>\$ 44,325,000</u>	<u>\$ 2,038,020</u>	<u>\$ 3,470,000</u>	<u>\$ 18,390,440</u>	<u>\$ 174,965,131</u>
Changes in unrealized gains (losses) included in earnings related to investments still held at reporting date	<u>\$ (5,197,940)</u>	<u>\$ 6,631,424</u>	<u>\$ (1,283,420)</u>	<u>\$ (579,000)</u>	<u>\$ (3,125,560)</u>	<u>\$ (681,187)</u>

- (1) Transfers out of Level III represent a transfer of \$230,732 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were observable as of December 31, 2018.
- (2) Transfers into Level III represent a transfer of \$16,474,663 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were unobservable as of December 31, 2018.

	Year Ended December 31, 2017					
	Debt Securities	CLO Fund Securities	Equity Securities	Asset Manager Affiliate	Joint Venture	Total
Balance, December 31, 2016	\$ 153,741,745	\$ 54,174,350	\$ 5,056,355	\$ 40,198,000	\$ —	\$ 253,170,450
Transfers out of Level III ⁽¹⁾	(3,867,400)	—	—	—	—	(3,867,400)
Transfers into Level III ⁽²⁾	2,477,500	—	—	—	—	2,477,500
Net accretion	246,238	11,139,633	—	—	—	11,385,871
Purchases	53,219,762	11,211,368	182,000	—	36,738,873	101,352,003
Sales/Paydowns/Return of Capital	(136,020,685)	(25,598,497)	—	(2,750,000)	(11,824,015)	(176,193,197)
Total realized gain included in earnings	(2,121,907)	(1,264,789)	—	—	—	(3,386,696)
Total unrealized gain (loss) included in earnings	2,210,202	2,016,608	(823,671)	1,401,000	(3,398,858)	1,405,281
Balance, December 31, 2017	<u>\$ 69,885,455</u>	<u>\$ 51,678,673</u>	<u>\$ 4,414,684</u>	<u>\$ 38,849,000</u>	<u>\$ 21,516,000</u>	<u>\$ 186,343,812</u>
Changes in unrealized gains (losses) included in earnings related to investments still held at reporting date	<u>\$ (479,087)</u>	<u>\$ 2,016,608</u>	<u>\$ (823,671)</u>	<u>\$ 1,401,000</u>	<u>\$ (3,398,858)</u>	<u>\$ (1,284,008)</u>

- (1) Transfers out of Level III represent a transfer of \$3,867,400 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were observable as of December 31, 2017.
- (2) Transfers into Level III represent a transfer of \$2,477,500 relating to debt securities for which pricing inputs, other than their quoted prices in active markets were unobservable as of December 31, 2017.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

As of December 31, 2018, 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 \$75.9 million as of December 31, 2018.

As of December 31, 2018, 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	\$ 8,661,114	Enterprise Value	Average EBITDA	5.0x – 8.0x (5.2x)
			Multiple/WACC	15.8%
	98,080,557	Income Approach	Implied Discount Rate	6.3% – 26.8% (11.8%)
Equity Securities	1,979,020	Enterprise Value	Average EBITDA Multiple	4.5x – 11.0x (9.5x)
	59,000	Options Value	Qualitative Inputs ⁽¹⁾	
CLO Fund Securities	35,455,720	Discounted Cash Flow	Discount Rate	13.5% – 14.0% (13.9%)
			Probability of Default	0.75% – 2% (1.4%)
			Loss Severity	20% – 36% (28.3%)
			Recovery Rate	63.5% – 80% (71.7%)
			Prepayment Rate	10% – 20% (15%)
	369,280	Liquidation Value	Qualitative Inputs ⁽²⁾	
	8,500,000	Market Approach	Third Party Quote	85.0%
Asset Manager Affiliate	3,470,000	Discounted Cash Flow	Discount Rate	4.0% – 10.0% (7.77%)
Joint Venture	18,390,440	Enterprise Value	Underlying NAV of the CLO	
Total Level III Investments	\$174,965,131			

(1) The qualitative inputs used in the fair value measurements of Equity Securities include estimates of the distressed liquidation value of the pledged collateral. In cases where KCAP's analysis ascribes no residual value to a portfolio company's equity, KCAP typically elects to mark its position at a nominal amount to account for the investment's option value.

(2) The qualitative inputs used in the fair value measurements include the value of the pledged collateral.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

As of December 31, 2017, 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	\$ 14,059,524	Enterprise Value	Average EBITDA Multiple/WACC	5.1x – 6.1x (5.2x) 15.2% – 18.5% (17.4%)
	55,825,931	Income Approach	Implied Discount Rate	6.4% – 23.5% (12.0%)
Equity Securities	4,405,684	Enterprise Value	Average EBITDA Multiple/WACC	4.5x – 15.2x (9.8x) 10.8% – 15.1% (12.2%)
	9,000	Options Value	Qualitative Inputs ⁽¹⁾	
CLO Fund Securities	18,922,030	Discounted Cash Flow	Discount Rate	12.0%
			Probability of Default	2.0%
			Loss Severity	25.9%
			Recovery Rate	74.1%
	11,150,766	Liquidation Value	Prepayment Rate	25.0%
			Qualitative Inputs ⁽²⁾	
	21,605,877	Market Approach	Third Party Quote	56.0% – 96.5% (69.7%)
Asset Manager Affiliate	38,849,000	Discounted Cash Flow	Discount Rate	2.66% – 12.0% (6.56%)
Joint Venture	21,516,000	Market Approach	Third Party Quote	90%
Total Level III Investments	\$186,343,812			

(1) The qualitative inputs used in the fair value measurements of Equity Securities include estimates of the distressed liquidation value of the pledged collateral. In cases where KCAP's analysis ascribes no residual value to a portfolio company's equity, KCAP typically elects to mark its position at a nominal amount to account for the investment's option value.

(2) The qualitative inputs used in the fair value measurements include the 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, respectively.

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, respectively. In general, a change in the assumption of the

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

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, respectively.

The Company's investment in the Joint Venture is carried at fair value based upon the fair value of the investments held by the Joint Venture.

5. ASSET MANAGER AFFILIATES*Wholly-Owned Asset Managers*

On December 31, 2018, the Company's wholly-owned subsidiary Commodore Holdings, LLC ("Commodore") sold its wholly-owned asset management subsidiaries Katonah Debt Advisors, Trimaran Advisors and Trimaran Advisors Management, representing substantially all of the Company's investment in the Asset Manager Affiliates. Commodore received cash proceeds of \$37.9 million from the sale and distributed \$33.8 million in cash to KCAP. All of this cash distribution was recorded as a return of capital. No realized gain or loss was recognized due to this transaction.

The Asset Manager Affiliates manage CLO Funds primarily for third party investors that invest primarily in broadly syndicated loans, high yield bonds and other credit instruments issued by corporations. At December 31, 2018 and 2017 the Asset Manager Affiliates had approximately \$300 million 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 \$3.5 million and \$38.8 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 — senior management fee, a subordinated management fee and an incentive fee.

Certain investments, and the future management fees of certain managed CLO Funds, had been pledged by the Asset Manager Affiliates to third-party lenders under borrowing arrangements undertaken to satisfy the risk retention requirements of the Dodd-Frank Act applicable to asset managers. In addition, certain of the Asset Manager Affiliates had provided a make-whole guaranty to these lenders in the event that the pledged assets and management fees were insufficient to satisfy the repayment of these borrowings. These borrowing arrangements were all satisfied prior to the sale of the Asset Manager Affiliates.

For the years ended December 31, 2018, 2017, and 2016, the Asset Manager Affiliates declared cash distributions of \$36.0 million, \$3.2 million, and \$2.7 million to the Company, respectively. The distributions in 2018 include a significant portion of the proceeds from the sale of the Disposed Manager Affiliates. Any

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. ASSET MANAGER AFFILIATES – (continued)

distributions from the Asset Manager Affiliates out of their 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, \$460,000 and \$1.4 million of Dividends from Asset Manager Affiliates in the Statement of Operations in 2018, 2017, and 2016, respectively. 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). All but \$1.2 million of the 2018 distribution from the Asset Manager Affiliates was a 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.

In accordance with Rules 3-09, Rule 4-08(g) and 1-02 of Regulation S-X, additional financial information with respect to the Asset Manager Affiliates and with respect to one of the CLO Funds in which the Company had an investment, Katonah 2007-I CLO are required to be included in the Company’s SEC filings. The additional information regarding the Asset Manager Affiliates and Katonah 2007-I CLO (pursuant to Rule 4-08(g)) is set forth below. This additional financial information regarding the Asset Manager Affiliates and Katonah 2007-I does not directly impact the financial position, results of operations, or cash flows of the Company.

Asset Manager Affiliates
Summarized Balance Sheet

	As of December 31, 2018	As of December 31, 2017
Cash	\$ 1,335,004	\$ 4,655,662
Investments	—	79,901,209
Intangible Assets	—	22,830,000
Other Assets	129,880	4,471,250
Total Assets	\$ 1,464,884	\$111,858,121
Borrowings	\$ —	\$ 69,802,500
Borrowings from related parties	—	12,792,218
Other Liabilities	995,270	6,789,433
Total Liabilities	995,270	89,384,151
Total Equity	469,614	22,473,970
Total Liabilities and Equity	\$ 1,464,884	\$111,858,121

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****5. ASSET MANAGER AFFILIATES – (continued)****Asset Manager Affiliates**

Summarized Statements of Operations Information

	For the year ended December 31,		
	2018	2017	2016
Fee Revenue	\$11,548,457	\$15,283,064	\$12,835,603
Interest Income	3,041,889	232,300	1,024,760
Total Income	14,590,346	15,515,364	13,860,363
Operating Expenses	10,700,629	10,937,980	11,443,319
Amortization of Intangibles	—	327,541	1,310,164
Interest Expense	3,987,891	1,044,242	1,821,517
Total Expenses	14,688,520	12,309,763	14,575,000
(Loss) income before unrealized gains (losses) on investments and income taxes	(98,174)	3,205,601	(714,637)
Net realized and unrealized gains (losses) on investments	7,570,688	(2,674,885)	—
Income (loss) before income taxes	7,472,514	530,716	(714,637)
Income tax benefit	(1,971,043)	(165,449)	(81,022)
Net Income (loss)	<u>\$ 9,443,557</u>	<u>\$ 696,165</u>	<u>\$ (633,615)</u>

Katonah 2007-I CLO Ltd.

Summarized Balance Sheet Information

	As of December 31, 2018	As of December 31, 2017
Total investments at fair value	\$—	\$ 778,828
Cash	—	1,673,789
Receivable for investments sold	—	8,750,934
Total assets	\$—	\$11,203,551
CLO Debt at fair value	—	10,770,486
Total liabilities	—	10,854,495
Total Net Assets	<u>\$—</u>	<u>\$ 349,056</u>

Katonah 2007-I CLO Ltd.

Summarized Statements of Operations Information

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Interest income from investments	\$ —	\$ 4,829,636	\$ 9,381,680
Total income	—	4,866,033	9,767,270
Interest expense	10,627,258	15,704,243	8,798,483
Total expenses	(10,764,092)	(16,425,383)	(9,780,406)
Net realized and unrealized losses	10,415,035	10,212,198	5,482,606
(Decrease) increase in net assets resulting from operations	(349,056)	(1,347,152)	5,469,470

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. ASSET MANAGER AFFILIATES – (continued)

On December 19, 2017, the Company, in its capacity as the holder of all of the outstanding preferred shares of Katonah 2007-1, exercised its right to cause Katonah 2007-1 to redeem all of its outstanding indebtedness through the sale of its investments and otherwise wind up its business. Katonah 2007-1 was fully liquidated and dissolved in the fourth quarter of 2018. Accordingly, the Company recorded a realized loss during the fourth quarter of 2018 of approximately \$10.1 million on its investment in Katonah 2007-1 and a corresponding unrealized gain of the same amount in order to reverse the previously recorded unrealized depreciation with respect to the investment.

Except for KCAP Management, LLC, which is a disregarded entity whose tax results are included with the Company's tax results, as separately regarded entities for tax purposes, the Asset Manager Affiliates are taxed at normal corporate rates. In order to maintain the Company's 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 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 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 was being amortized for tax purposes on a straight-line basis over 15 years.

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, and tax basis intangible assets of \$15.7 million, both of which were being amortized for tax purposes on a straight-line basis over 15 years.

During the second quarter of 2016, KCAP contributed 100% of its ownership interests in Katonah Debt Advisors and Trimaran Advisors Management to Commodore Holdings, a wholly-owned subsidiary of KCAP. These transactions simplified the tax structure of the AMAs and facilitate the consolidation of tax basis goodwill deductions for the AMAs, which impacted the tax character of distributions from the AMAs.

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 would 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. On April 15, 2013, the Trimaran Credit Facility was amended and upsized from \$20 million to \$23 million. On November 17, 2017, the Trimaran Credit Facility was amended to extend the maturity date to November 17, 2022 and bore interest at an annual rate of 9.0%. Outstanding borrowings on the Trimaran Credit Facility were callable by the Company at any time. The Trimaran Credit Facility

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****5. ASSET MANAGER AFFILIATES – (continued)**

was fully repaid and terminated in the fourth quarter of 2018. At December 31, 2018 and December 31, 2017 there were no loans outstanding under the Trimaran Credit Facility. For the years ended December 31, 2018, 2017 and 2016, the Company recognized interest income of approximately \$2.2 million, \$918,000 and \$1.8 million, respectively, related to the Trimaran Credit Facility.

On October 30, 2017, the Company entered into a new term loan agreement with Trimaran Advisors, one of the Asset Manager Affiliates. Trimaran Advisors borrowed \$8.4 million under this agreement, which bore interest at a rate of 10.5% annually, payable quarterly. The loan matures on April 30, 2030, can be repaid at any time, and must be repaid upon the occurrence of certain events. During the third quarter 2018 \$2.1 million of the principal on this loan was repaid by Trimaran Advisors. During the fourth quarter of 2018, Trimaran Advisors repaid this loan in full. Repayment was comprised of \$3.0 million of cash and \$2.5 million notional amount of subordinated notes of Catamaran 2013-1 with a fair value of \$1.4 million and \$3.4 million of notional amount of subordinated notes of Catamaran 2014-1 with a fair value of \$1.9 million.

On October 31, 2017, Trimaran Advisors capitalized Trimaran Risk Retention Holdings, LLC, a newly-formed wholly-owned subsidiary, with \$8.4 million of equity capital. In turn, Trimaran Risk Retention Holdings capitalized Trimaran RR I, LLC, a wholly-owned subsidiary of Trimaran Risk Retention Holdings, LLC, with \$8.4 million of equity capital. With this equity contribution and other borrowed funds, Trimaran RR II, LLC purchased \$34.8 million notional amount of notes issued by Catamaran CLO 2014-1, Ltd. for aggregate consideration of \$35.5 million. On December 21, 2017, the Company entered into another new term loan agreement with Trimaran Advisors, under which Trimaran Advisors borrowed \$4.4 million, which also bore interest at a rate of 10.5% annually, payable quarterly. During the second quarter of 2018, this loan was repaid in full by Trimaran Advisors.

On December 21, 2017, Trimaran Advisors contributed \$4.4 million of equity capital to Trimaran Risk Retention Holdings, LLC. In turn, Trimaran Risk Retention Holdings contributed \$4.4 million of equity capital to Trimaran RR II. With this equity contribution and other borrowed funds, Trimaran RR I, LLC purchased \$27.4 million notional amount of notes issued by Catamaran CLO 2015-1, Ltd. for aggregate consideration of \$27.4 million.

On June 4, 2018, Trimaran RR I, LLC sold \$31.4 million and \$24.9 million, of notional amount of notes issued by Catamaran CLO 2014-1, Ltd and Catamaran 2013-1, Ltd, respectively. In December 2018, Trimaran RR I, LLC distributed to Trimaran \$2.5 million notional amount of subordinated notes issued by Catamaran 2013-1 with a fair value of \$1.4 million, and a notional amount of \$3.4 million of subordinated notes issued by Catamaran 2014-1 with a fair value of \$1.9 million.

6. BORROWINGS

The Company's debt obligations consist of the following:

	As of December 31, 2018	As of December 31, 2017
6.125% Notes Due 2022 (net of offering costs of: 2018 — \$2,207,342; 2017 — \$2,734,248)	\$ 75,199,858	\$ 74,672,952
KCAP Funding I, LLC Revolving Credit Facility (net of offering costs of: 2018 — \$1,155,754)	25,200,331	—
7.375% Notes Due 2019 (net of offering costs of: 2017 — \$259,635)	—	26,740,365
	<u>\$100,400,189</u>	<u>\$101,413,317</u>

The weighted average stated interest rate and weighted average maturity on all our debt outstanding as of December 31, 2018 were 6.0% and 3.6 years, respectively, and as of December 31, 2017 were 6.4% and 3.9 years, respectively.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

6. BORROWINGS – (continued)

6.125% Notes Due 2022

During the third quarter of 2017, the Company issued \$77.4 million in aggregate principal amount of unsecured 6.125% Notes due 2022 (the “6.125% Notes Due 2022”). The net proceeds for these Notes, after the payment of underwriting expenses, were approximately \$74.6 million. Interest on the 6.125% Notes Due 2022 is paid quarterly in arrears on March 30, June 30, September 30 and December 30, at a rate of 6.125%. The 6.125% Notes Due 2022 mature on September 30, 2022 and are unsecured obligations of the Company. The 6.125% Notes Due 2022 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, 2019, 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 6.125% Notes Due 2022, the Company is limited in its ability to make distributions in certain circumstances. The indenture governing the 6.125% Notes Due 2022 contains certain restrictive covenants, including compliance with certain provisions of the 1940 Act relating to borrowing and dividends. At December 31, 2018, the Company was in compliance with all of its debt covenants.

For the years ended December 31, 2018 and 2017 interest expense related to the 6.125% Notes Due 2022 was approximately \$4.7 million and \$1.6 million.

In connection with the issuance of the 6.125% Notes Due 2022, the Company incurred approximately \$2.9 million of debt offering costs which are being amortized over the expected term of the facility on an effective yield method, of which approximately \$2.2 million and \$2.7 million remains to be amortized as of December 31, 2018 and 2017, and is included on the consolidated balance sheets as a reduction in the related debt liability.

Fair Value of 6.125% Notes Due 2022. The 6.125% Notes Due 2022 were issued via public offering during the third quarter of 2017 and are carried at cost, net of offering costs of \$2.2 million and \$2.7 million at December 31, 2018 and 2017, respectively. The fair value of the Company’s outstanding 6.125% Notes Due 2022 was approximately \$76.6 million and \$77.7 million at December 31, 2018 and 2017. The fair value was determined based on the closing price on December 31, 2018 for the 6.125% Notes Due 2022. The 6.125% Notes Due 2022 are categorized as Level I under the ASC 820 Fair Value.

KCAP Funding I, LLC

On March 1, 2018, KCAP Funding I, LLC (“Funding”), a wholly-owned subsidiary of the Company, entered into a senior secured revolving credit facility (the “Revolving Credit Facility”) with certain institutional lenders, State Bank and Trust Company, as the administrative agent, lead arranger and bookrunner, CIBC Bank USA, as documentation agent and the Company, as the servicer.

The maximum commitment amount of the Revolving Credit Facility is \$50 million, subject to availability under the borrowing base. Borrowings under the Revolving Credit Facility bear interest at a rate per annum equal to (i) in the case of LIBOR rate loans, an adjusted LIBOR rate for the applicable interest period plus 3.25% or (ii) in the case of base rate loans, the prime rate plus 3.25%. Funding will pay a fee on any undrawn amounts of 0.375% per annum; provided that if 50% or less of the Revolving Credit Facility is drawn, the fee will be 0.50% per annum.

The Company intends to use the proceeds from borrowings under the Revolving Credit Facility for general corporate purposes, including to acquire certain qualifying loans, and such other uses as permitted under the Loan and Security Agreement (the “Revolving Credit Agreement”).

The maturity date is the earlier of: (a) March 1, 2022 and (b) the date upon which all loans shall become due and payable in full, whether by acceleration or otherwise, as a result of a default by the Company, as defined in the Revolving Credit Facility.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

6. BORROWINGS – (continued)

Borrowings under the Revolving Credit Facility are repayable by the Company at any time.

The Revolving Credit Facility is secured by all of the assets held by Funding, and the Company has pledged its interests in Funding as collateral to State Bank and Trust Company, as the administrative agent, to secure the obligations of Funding under the Revolving Credit Facility. The Revolving Credit Agreement includes customary affirmative and negative covenants, including certain limitations on the incurrence of additional indebtedness and liens, as well as usual and customary events of default for revolving credit facilities of this nature. At December 31, 2018, Funding was in compliance with all of its debt covenants.

As of December 31, 2018, \$26.4 million principal amount of borrowings was outstanding under the Revolving Credit Facility.

Interest on borrowings under the Revolving Credit Facility is paid monthly. Borrowings under the Revolving Credit Facility are subject to redemption in whole or in part at any time or from time to time, at the option of the Funding. Concurrently with any termination of the Revolving Credit Facility before March 1, 2019, Funding will pay to agent an amount equal to 1% of the Revolver Commitments.

For the year ended December 31, 2018, interest expense related to the Revolving Credit Facility was approximately \$994,000.

The Company incurred approximately \$1.5 million of debt offering costs in connection with the issuance of the Revolving Credit Facility, which are being amortized over the expected term of the Revolving Credit Facility, of which approximately \$1.2 million remains to be amortized as of December 31, 2018, and is included on the consolidated balance sheets as a reduction in the related debt liability.

Fair Value of the Revolving Credit Facility. Borrowings under the Revolving Credit Facility are carried at cost, net of unamortized debt offering costs of \$1.2 million at December 31, 2018. The fair value of the Revolving Credit Facility borrowings was approximately \$26.4 million at December 31, 2018. The fair value was determined based on an analysis of the value of the pledged collateral and the amount of over-collateralization supporting the repayment of these borrowings. The Revolving Credit Facility borrowings are categorized as Level III under the 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 “7.375% Notes Due 2019”). The net proceeds for these Notes, after the payment of underwriting expenses, were approximately \$39.9 million. As of December 31, 2018, there were no 7.375% Notes Due 2019 outstanding. Interest on the 7.375% Notes Due 2019 was 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 had a maturity date of September, 30, 2019 and were unsecured obligations of the Company. The 7.375% Notes Due 2019 were 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 was 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 December 31, 2018, the Company was in compliance with all of its debt covenants.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

6. BORROWINGS – (continued)

For the years ended the years ended December 31, 2018, 2017, and 2016, interest expense related to the 7.375% Notes Due 2019 was approximately \$774,000, \$2.2 million and \$3.1 million, respectively.

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 expected term of the facility on an effective yield method, of which approximately \$0 remains to be amortized, and is included on the consolidated balance sheets as a reduction in the related debt liability.

During the second quarter of 2016, the Company repurchased approximately \$2.4 million par value of the 7.375% Notes Due 2019 at a weighted average price of \$25.23 per \$25.00 note, resulting in a realized loss on extinguishment of \$71,190. The Company subsequently surrendered these notes to the Trustee for cancellation.

During the third quarter of 2016, \$5.0 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of \$88,015. The Company subsequently surrendered these notes to the Trustee for cancellation.

During the fourth quarter of 2016, approximately \$469,000 par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of approximately \$15,000. The Company subsequently surrendered these notes to the Trustee for cancellation.

During the second quarter of 2017, approximately \$6.5 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of approximately \$107,000. The Company subsequently surrendered these notes to the Trustee for cancellation.

During the first quarter of 2018, approximately \$20 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of approximately \$169,000. The Company subsequently surrendered these notes to the Trustee for cancellation.

During the fourth quarter of 2018, all of the remaining \$7 million par value of the 7.375% Notes Due 2019 was redeemed by the Company, resulting in a realized loss on extinguishment of approximately \$28,000. The Company subsequently surrendered these notes to the Trustee for cancellation.

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, net of offering costs on December 31, 2017 of approximately \$260,000. As of December 31, 2017, the fair value of the Company's outstanding 7.375% Notes Due 2019 was approximately \$27.3 million. The fair value was determined based on the closing price on December 31, 2017 for the 7.375% Notes Due 2019. The 7.375% Notes Due 2019 were 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"), owned all of the KCAP Senior Funding I Subordinated Notes (as defined below), backed by a diversified portfolio of bank loans. The indenture governing the KCAP Senior Funding I Notes contained an event of default that is triggered in the event that certain coverage tests are not met.

All of the KCAP Senior Funding I Class A, B, C and D notes were repaid in the third quarter of 2017. In connection therewith, the Company recorded a realized loss from the extinguishment of debt of approximately \$4.0 million in the third quarter of 2017.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

6. BORROWINGS – (continued)

For December 31, 2017 and 2016, interest expense related to KCAP Senior Funding I notes, including the amortization of deferred debt issuance costs and the discount on the face amount of the notes was approximately \$3.4 million and \$5.6 million, respectively, consisting of stated interest expense of approximately \$2.7 million and \$3.8 million, respectively, accreted discount of approximately \$352,000 and \$621,000, respectively, and deferred debt issuance costs of approximately \$379,000 and \$667,000, 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, after the payment of underwriting expenses, were approximately \$57.7 million. Interest on the Convertible Notes is due semi-annually in arrears on March 15 and September 15, at a rate of 8.75%, commencing September 15, 2011. The Convertible Notes matured and were repaid on March 15, 2016. The Convertible Notes were senior unsecured obligations of the Company.

In connection with the issuance of the Convertible Notes, the Company incurred approximately \$2.4 million of debt offering costs, which were amortized over the term of the Convertible Notes on an effective yield method. 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 \$2.0 million face value of its own Convertible Notes at a price of \$114.50, plus accrued interest. KCAP subsequently surrendered these notes to the Trustee for cancellation effective September 13, 2013. During 2015, the Company repurchased approximately \$19.3 million face value of its own Convertible Notes at a price ranging from \$101.500 to \$102.375. 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 470-20-40, Debt with Conversion and Other Options and realized a loss on the extinguishment of this 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.

The Convertible Notes matured and were fully repaid on March 15, 2016.

For the year ended December 31, 2016, interest expense related to the Convertible Notes was \$378,000.

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 substantially all 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 2018). 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.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. DISTRIBUTABLE TAXABLE INCOME – (continued)

Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are typically reclassified among the Company's capital accounts. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP; accordingly at calendar years ended December 31, 2018 and 2017, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the tax treatment of return of capital distributions and non-deductible expenses, as follows:

	Year Ended December 31,	
	2018	2017
Capital in excess of par value	\$(18,021,247)	\$(13,199,386)
Accumulated undistributed net investment income	\$ 158,263	\$ (281,754)
Accumulated net realized losses	\$ 17,862,984	\$ 13,481,140

The following reconciles net increase in net assets resulting from operations to taxable income for the year ended December 31, 2018 and 2017:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Net increase (decrease) in net assets resulting from operations	\$ (9,571,546)	\$ 3,388,082
Net change in unrealized appreciation from investments	2,903,994	(3,389,993)
Net realized losses	16,672,029	11,021,043
Book tax differences on CLO equity investments	(2,953,177)	(5,915,827)
Other book tax differences	2,141,677	932,378
Taxable income before deductions for distributions	\$ 9,192,977	\$ 6,035,683
Taxable income before deductions for distributions per weighted average basic shares for the period	\$ 0.25	\$ 0.16
Taxable income before deductions for distributions per weighted average diluted shares for the period	\$ 0.25	\$ 0.16

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 years ended the years ended December 31, 2018, 2017, and 2016, the Asset Manager Affiliates declared cash distributions of approximately \$36.0 million \$3.2 million, and \$2.7 million to the Company, respectively. The Company recognized approximately \$1.2 million, \$460,000 and \$1.4 million, respectively, of dividends from Asset Manager Affiliates in the Consolidated Statement of Operations for the years ended the years ended December 31, 2018, 2017, and 2016. The difference of \$34.8 million, \$2.8 million, and \$1.3 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 years ended the years ended December 31, 2018, 2017, and 2016, respectively.

Distributions to shareholders that exceed tax-basis distributable income (tax-basis 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.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. DISTRIBUTABLE TAXABLE INCOME – (continued)

	Year Ended December 31,		
	2018	2017	2016
<i>Distributions paid from:</i>			
Ordinary income	\$ 9,192,977	\$ 6,035,683	\$14,761,679
Return of Capital	5,688,770	11,736,777	7,307,578
Total	<u>\$14,881,747</u>	<u>\$17,772,460</u>	<u>\$22,069,257</u>

As of December 31, 2018 and 2017, the components of accumulated earnings on a tax basis were as follows:

	Year Ended December 31,	
	2018	2017
Capital loss carryforward	\$(86,744,479)	\$(88,590,153)
Other temporary differences	\$ (1,264,153)	\$ (1,155,193)
Net unrealized depreciation	\$(61,128,013)	\$(58,613,185)

At December 31, 2018, the Company had a net capital loss carryforward of approximately \$86.8 million to offset net capital gains. This net capital loss carryforward is not subject to expiration.

On December 12, 2018, the Company's Board of Directors declared a distribution to shareholders of \$0.10 per share for a total of approximately \$3.7 million. The record date was January 7, 2019 and the distribution was paid on January 31, 2019.

ASC Topic 740 Accounting for Uncertainty in Income Taxes ("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 December 31, 2018 and December 31, 2017, the Company had \$12.9 million and \$0 commitments to fund investments, respectively.

On November 27, 2018, the Company and BCP Great Lakes Fund LP, a Cayman Islands exempted limited partnership ("Great Lakes") managed by BCP Great Lakes GP LP ("Great Lakes GP"), entered into a subscription agreement pursuant to which the Company agreed to make aggregate capital

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. COMMITMENTS AND CONTINGENCIES – (continued)

contributions to Great Lakes of \$25 million. As of December 31, 2018, the Company has invested approximately \$12.5 million in Great Lakes. In addition, on November 27, 2018, the Company and Great Lakes GP entered into a letter agreement (the “Great Lakes Fee Letter”), pursuant to which the Company and Great Lakes GP have agreed that (i) if the Closing occurs, all accrued fees otherwise payable in connection with the Company’s investment in Great Lakes will be waived, and thereafter the Company will pay no management fees in connection with its investment in Great Lakes, and (ii) if the Closing does not occur, the Company will be obligated pay the management fee applicable to Great Lakes investors generally, and a portion of those management fees (\$1 million) will be paid in advance and thereafter credited against the management fees that subsequently accrue.

On December 12, 2018, the Company and BCP entered into a letter agreement (the “Asset Purchase Letter Agreement”) pursuant to which each of the Company and BCP agreed to use its commercially reasonable efforts to effect the sale by BCP (or its affiliates or advisory clients of its affiliates), in one or more transactions, of certain assets held by BCP (or its affiliates or advisory clients thereof) that, taken together, have an aggregate principal amount of approximately \$75 million, less the aggregate amount of capital contributions made by the Company to Great Lakes. As of December 31, 2018, the Company has purchased or entered into agreements to purchase loans for an aggregate purchase price of approximately \$8 million. If the Closing does not occur, BCP may, at its option, repurchase (or cause its affiliate or fund it manages to repurchase) some or all of the Investment Assets previously purchased by the Company at a purchase price equal to (i) the fair market value of such Purchased Asset as reported by the Company in its then-most recent Form 10-K or Form 10-Q (as applicable), or (ii) if such fair market value has not yet been reported, the cost of such Investment Asset when sold to the Company, and in the case of each of clauses (i) and (ii), without additional interest, fees or other charges.

In the fourth quarter of 2018, the Company undertook the commitments under a lease obligation for its office space. Such obligation was previously with Katonah Debt Advisors. During 2018, 2017 and 2016, the Company and the Asset Manager Affiliates shared the cost of such lease pursuant to an Overhead Allocation agreement. The Company’s portion of rent expense was approximately \$380,000, \$378,000, and \$361,000 for the years ended December 31, 2018, 2017 and 2016 respectively.

The following table summarizes the future minimum lease payments as of December 31, 2018:

Contractual Obligations	Payments Due by Period					More than 5 years
	2019	2020	2021	2022	2023	
Operating lease obligations	\$774,781	\$800,436	\$800,436	\$800,436	\$800,436	\$333,515

9. STOCKHOLDERS’ EQUITY

During the years ended December 31, 2018, 2017 and 2016 the Company issued 64,671, 96,468 and 174,396 shares, respectively, of common stock under its dividend reinvestment plan. For the year ended December 31, 2018, the Company issued 6,000 shares of restricted stock, 56,368 shares were forfeited, and 122,878 shares vested. The total number of shares of the Company’s common stock outstanding as of December 31, 2018 and 2017 was 37,326,846 and 37,339,224, respectively. During the year ended December 31, 2018, 2017 and 2016, the Company repurchased 26,681, 64,176 and 67,654 shares at an aggregate cost of approximately \$86,000, \$225,000 and \$248,000 in connection with the vesting of restricted stock awards.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****10. EQUITY COMPENSATION PLANS**

The Company has an equity incentive plan, established in 2006 and most recently amended, following approval by the Company's Board of Directors and shareholders, on May 4, 2017 (the "Equity Incentive Plan"). The Company reserved 2,000,000 shares of common stock for issuance under the Equity Incentive Plan. Pursuant to the Equity Incentive Plan and in accordance with the terms of the exemptive relief granted to the Company in August 2008, the Company aims to provide officers and employees of the Company with additional incentives and align the interests of its employees with those of its shareholders. 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. 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 pursuant to the Equity Incentive Plan in 2013 vested in two equal installments of 50% on each of the third and the fourth anniversaries of the grant date. Restricted Stock granted pursuant to the Equity Incentive Plan in 2014 and 2015 vests in four equal installments of 25% on each of the first four anniversaries of the grant date. Restricted Stock granted pursuant to the Equity Incentive Plan in 2017 will vest in two equal installments of 50% on each of the third and the fourth anniversaries of the grant date.

Stock Options

The 2008 Non-Employee Director Plan was originally adopted by the Board and was approved by a vote of the Company's shareholders at the 2008 Annual Shareholder Meeting (the "2008 Plan"). Effective June 10, 2011, the 2008 Plan was amended and restated in accordance with a resolution of the Board and approved by a vote of the Company's shareholders at the 2011 Annual Shareholder Meeting (the "2011 Plan"). Effective May 4, 2017, the 2011 Plan was amended and restated in accordance with a resolution of the Board and approved by the Company's shareholders at the 2017 Annual Shareholder Meeting (the "Non-Employee Director Plan"). Pursuant to the Non-Employee Director Plan, the Company's independent directors and other directors who are not officers or employees of the Company ("Non-Employee Directors") may be issued restricted stock as a portion of their compensation for service on the Company's Board of Directors in accordance with the terms of exemptive relief granted by the SEC in August 2008. Since implementation of the 2011 Plan, the Company is permitted to issue restricted stock, and is no longer permitted to issue any options for common stock, of the Company to Non-Employee Directors. Any options outstanding as of the date of the 2011 Annual Shareholder Meeting are governed in all respects by the terms of the 2008 Plan. Under the Non-Employee Director Plan, the Non-Employee Directors automatically receive 1,000 shares of restricted stock on the date of each annual meeting of shareholders during the term of the plan.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. EQUITY COMPENSATION PLANS – (continued)

Information with respect to options granted, exercised and forfeited under the Non-Employee Director Plan for the period January 1, 2017 through December 31, 2018 is as follows:

	Shares	Weighted Average Exercise Price per Share	Weighted Average Contractual Remaining Term (years)	Aggregate Intrinsic Value ⁽¹⁾
Options outstanding at January 1, 2017	50,000	\$ 7.72	2.4	
Granted	—	\$ —		
Exercised	—	\$ —		
Forfeited	—	\$ —		
Options outstanding at December 31, 2017	50,000	\$ 7.72	2.4	
Granted	—	\$ —		
Exercised	—	\$ —		
Forfeited	—	\$ —		
Expired unexercised	(5,000)	\$ 11.97		
Cancelled	(15,000)	\$ 11.97		
Outstanding at December 31, 2018	<u>30,000</u>	\$ 4.88	0.9	\$ —
Total vested at December 31, 2018	30,000	\$ 4.88	0.9	

(1) 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 years ended December 31, 2018, 2017 and 2016 the Company did not recognize any non-cash compensation expense related to stock options. At December 31, 2018, 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, 2013, the Company's Board of Directors approved the grant of 240,741 shares of restricted stock to the employees of the Company as partial compensation for their services. 50% of such awards vested on each of the third and fourth anniversaries of the grant date.

On June 14, 2013, 5,000 shares of restricted stock were awarded to the Company's Board of Directors.

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.

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****10. EQUITY COMPENSATION PLANS – (continued)**

On May 3, 2016, 6,000 shares of restricted stock were awarded to the Company's Board of Directors.

On May 4, 2017, 6,000 shares of restricted stock were awarded to the Company's Board of Directors.

On May 3, 2018, 6,000 shares of restricted stock were awarded to the Company's Board of Directors.

Awards of restricted stock granted under the Equity Incentive Plan vest in accordance with the terms and conditions of each grant, as determined by 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 years ended December 31, 2018, 2017 and 2016, the Company repurchased 26,681, 64,176 and 67,654 shares, respectively, of common stock at an aggregate cost of approximately \$86,000, \$225,000 and \$248,000, respectively, in connection with the vesting of employee's restricted stock. These shares are not available to be reissued under the 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 Equity Incentive Plan to specify that shares repurchased by the Company to satisfy employee tax withholding requirements would not be returned to the plan reserve and could not be reissued under the Equity Incentive Plan.

On September 19, 2017, the Company's Board of Directors approved the grant of 133,620 shares of restricted stock to the employees of the Company as partial compensation for their services. 50% of such awards will vest on the third anniversary of the grant date and the remaining 50% of the shares will vest on the fourth anniversary of the grant date.

There were no grants of restricted stock to employees in 2018.

Information with respect to restricted stock granted, exercised and forfeited under the Equity Incentive Plan for the from period January 1, 2017 through December 31, 2018 is as follows:

	Non-Vested Restricted Shares
Non-vested shares outstanding at January 1, 2017	411,479
Granted	139,620
Vested	(242,918)
Forfeited	(10,982)
Non-vested shares outstanding at December 31, 2017	297,199
Granted	6,000
Vested	(122,878)
Forfeited	(56,368)
Non-vested shares outstanding at December 31, 2018	<u>123,953</u>

For the year ended December 31, 2018, non-cash compensation expense related to restricted stock was approximately \$548,000 of this amount approximately \$248,000 was expensed at the Company and approximately \$300,000 was a reimbursable expense allocated to the Asset Manager Affiliates. For the year ended December 31, 2017, non-cash compensation expense related to restricted stock was approximately \$1.1 million; of this amount approximately \$425,000 was expensed at the Company and approximately

KCAP Financial, Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****10. EQUITY COMPENSATION PLANS – (continued)**

\$704,000 was a reimbursable expense allocated to the Asset Manager Affiliates. For the year ended December 31, 2016, non-cash compensation expense related to restricted stock was approximately \$1.6 million; of this amount approximately \$659,000 was expensed at the Company and approximately \$909,000 was a reimbursable expense allocated to the Asset Manager Affiliates.

Distributions 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. At December 31, 2018 and 2017, the Company had approximately \$297,000 and \$1.1 million of total unrecognized compensation cost related to non-vested restricted share awards, respectively. That cost is expected to be recognized over the remaining weighted average period of 2 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 \$44,000, \$65,000, and \$19,000 was expensed during the years ended December 31, 2018, 2017, and 2016, 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 \$127,000, \$185,000 and \$184,000 was expensed during the years ended December 31, 2018, 2017, and 2016, respectively, related to the Profit-Sharing Plan.

KCAP Financial, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. SELECTED QUARTERLY DATA (Unaudited)

	Q1 2018	Q2 2018	Q3 2018	Q4 2018
Total interest and related portfolio income	\$6,826,477	\$ 6,848,443	\$7,158,750	\$ 6,253,124
Net investment income	\$2,460,742	\$ 2,528,920	\$2,954,529	\$ 2,060,286
Net increase (decrease) in net assets resulting from operations	\$2,609,394	\$(1,311,771)	\$1,348,849	\$(12,218,016)
Net increase (decrease) in net assets resulting from operations per share – basic and diluted	\$ 0.07	\$ (0.04)	\$ 0.04	\$ (0.33)
Net increase (decrease) in net assets resulting from operations per share – diluted	\$ 0.07	\$ (0.04)	\$ 0.04	\$ (0.33)
Net investment income per share – basic	\$ 0.07	\$ 0.07	\$ 0.08	\$ 0.06
Net investment income per share – diluted	\$ 0.07	\$ 0.07	\$ 0.08	\$ 0.06

	Q1 2017	Q2 2017	Q3 2017	Q4 2017
Total interest and related portfolio income	\$7,774,397	\$7,659,732	\$6,253,343	\$6,576,226
Net investment income	\$3,218,141	\$2,608,768	\$2,529,495	\$2,662,728
Net increase (decrease) in net assets resulting from operations	\$ 385,552	\$2,521,725	\$ (669,449)	\$1,150,252
Net increase (decrease) in net assets resulting from operations per share – basic and diluted	\$ 0.01	\$ 0.07	\$ (0.02)	\$ 0.03
Net increase (decrease) in net assets resulting from operations per share – diluted	\$ 0.01	\$ 0.07	\$ (0.02)	\$ 0.03
Net investment income per share – basic	\$ 0.09	\$ 0.07	\$ 0.07	\$ 0.07
Net investment income per share – diluted	\$ 0.09	\$ 0.07	\$ 0.07	\$ 0.07

13. SUBSEQUENT EVENTS

At the Special Meeting held on February 19, 2019, our stockholders approved the Advisory Agreement. If the transactions contemplated by the Externalization Agreement are completed, upon the Closing, we will commence operations as an externally managed BDC managed by the Adviser. The Company anticipates that the Closing will occur at the end of the quarter ending March 31, 2019, but the Company will issue a press release announcing the record date and payment date of the stockholder payment.

The Company has evaluated events and transactions occurring subsequent to December 31, 2018 for items that should potentially be recognized or disclosed in these financial statements. Other than described above, management has determined that there are no material subsequent events that would require adjustment to, or disclosure in, these consolidated financial statements.

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KATONAH 2007-I CLO LTD.

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IMPORTANT NOTE

In accordance with certain SEC rules, KCAP Financial, Inc. (the "Company") is providing additional information regarding the following three portfolio companies: Katonah Debt Advisers, L.L.C., Trimaran Advisers, L.L.C. (collectively the Asset Manager Affiliates) and Katonah 2007-I CLO Ltd. However, pursuant to SEC rules, the Company does not consolidate portfolio company investments, including those in which it has a controlling interest. As a result, the additional financial information regarding these entities does not directly impact the Company's financial position, results of operations or cash flows.

Report of Independent Auditors

The Board of Directors and Shareholder of
Asset Manager Affiliates

We have audited the accompanying combined financial statements of Asset Manager Affiliates, which comprise the combined balance sheets, as of December 31, 2017 and 2016, and the related combined statements of operations, changes in member's equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes to the combined financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the combined financial position of Asset Manager Affiliates at December 31, 2017 and 2016, and the combined results of their operations and their cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

New York, New York
March 7, 2018

**ASSET MANAGER AFFILIATES
COMBINED BALANCE SHEETS**

	As of December 31, 2017	As of December 31, 2016
ASSETS		
Investments, at fair value (cost: 2017 – \$82,576,095; 2016 – \$0)	\$ 79,901,209	\$ —
Cash	4,655,662	3,425,709
Accrued management fees receivable	2,346,490	2,176,833
Due from affiliates	146,838	86,615
Intangible assets	22,830,000	23,157,541
Other assets	1,977,922	2,760,726
Total assets	<u>\$111,858,121</u>	<u>\$ 31,607,424</u>
LIABILITIES		
Borrowings	\$ 69,802,500	\$ —
Borrowings from related parties	12,792,218	—
Accrued interest payable	230,034	—
Accounts payable and accrued expenses	3,724,943	3,431,496
Due to affiliates	943,557	612,983
Deferred tax liability	1,890,899	2,575,140
Total liabilities	89,384,151	6,619,619
Commitments and Contingencies	—	—
MEMBER'S EQUITY		
Member's contributions	52,519,916	52,519,916
Accumulated deficit	(30,045,946)	(27,532,111)
Total member's equity	22,473,970	24,987,805
Total liabilities and member's equity	<u>\$111,858,121</u>	<u>\$ 31,607,424</u>

See accompanying notes to combined financial statements.

ASSET MANAGER AFFILIATES
COMBINED STATEMENTS OF OPERATIONS

	For the Years Ended December 31,		
	2017	2016	2015
Revenues			
Management and incentive fee revenues	\$15,283,064	\$12,835,603	\$22,617,240
Investment income	232,300	1,024,760	2,787,334
Total revenues	15,515,364	13,860,363	25,404,574
Expenses			
Interest expense	1,044,242	1,821,517	1,726,781
Compensation	7,470,218	7,596,726	9,441,607
Insurance	354,466	408,959	450,460
Professional fees	575,067	980,605	903,119
Amortization of intangible assets	327,541	1,310,164	2,308,123
Administrative and other	2,538,229	2,457,029	2,391,184
Total expenses	12,309,763	14,575,000	17,221,274
Income (loss) before unrealized losses on investments and income taxes	3,205,601	(714,637)	8,183,300
Unrealized losses on investments	(2,674,885)	—	—
Income (loss) before income taxes	530,716	(714,637)	8,183,300
Income tax (benefit) expense	(165,449)	(81,022)	5,642,225
Net income (loss)	\$ 696,165	\$ (633,615)	\$ 2,541,075

See accompanying notes to combined financial statements.

ASSET MANAGER AFFILIATES
COMBINED STATEMENTS OF CHANGES IN MEMBER'S EQUITY

	Member's Contributions	Accumulated Earnings (Deficit)	Total Member's Equity
Total at January 1, 2015	\$52,519,916	\$(17,739,571)	\$ 34,780,345
Net income	—	2,541,075	2,541,075
Distributions	—	(9,050,000)	(9,050,000)
Total at December 31, 2015	52,519,916	(24,248,496)	28,271,420
Net loss	—	(633,615)	(633,615)
Distributions	—	(2,650,000)	(2,650,000)
Total at December 31, 2016	52,519,916	(27,532,111)	24,987,805
Net income	—	696,165	696,165
Distributions	—	(3,210,000)	(3,210,000)
Total at December 31, 2017	<u>\$52,519,916</u>	<u>\$(30,045,946)</u>	<u>\$ 22,473,970</u>

See accompanying notes to combined financial statements.

ASSET MANAGER AFFILIATES
COMBINED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2017	2016	2015
OPERATING ACTIVITIES:			
Net income (loss)	\$ 696,165	\$ (633,615)	\$ 2,541,075
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Deferred taxes	(684,241)	1,925,170	4,226,118
Amortization of intangible assets	327,541	1,310,164	2,308,123
Accretion of interest income	(2,687)	(1,016,614)	(1,089,679)
Unrealized depreciation	2,674,885	—	—
Changes in operating assets and liabilities:			
(Increase) decrease in accrued management fees	(169,657)	1,245,576	3,236,504
(Increase) decrease in due from affiliates	(60,223)	556,737	(389,848)
Decrease (increase) in other assets	782,805	45,251	(2,341,414)
Decrease (increase) in accounts payable and accrued expenses	293,447	(866,355)	(5,505,086)
Increase (decrease) in accrued interest payable	230,034	(178,250)	—
Increase (decrease) in due to affiliates	330,574	(1,504,112)	1,889,707
Net cash provided by operating activities	4,418,643	883,952	4,875,500
Investing activities:			
Purchases of investment	(102,573,408)	(7,000,000)	(22,000,000)
Proceeds from sales/redemptions/maturities of investments	20,000,000	31,106,293	22,506,850
Net cash (used in) provided by investing activities	(82,573,408)	24,106,293	506,850
Financing Activities:			
Member's distributions	(3,210,000)	(2,650,000)	(9,050,000)
Debt offering proceeds	127,594,718	7,000,000	36,000,000
Repayments of Debt	(45,000,000)	(30,000,000)	(36,000,000)
Net cash provided by (used in) financing activities	79,384,718	(25,650,000)	(9,050,000)
CHANGE IN CASH	1,229,953	(659,755)	(3,667,650)
CASH, BEGINNING OF YEAR	3,425,709	4,085,464	7,753,114
CASH, END OF YEAR	\$ 4,655,662	\$ 3,425,709	\$ 4,085,464
Supplemental Information:			
Cash paid for interest	\$ 918,000	\$ 1,999,767	\$ 1,817,480
Cash paid for taxes	\$ 17,526	\$ 170,000	\$ 5,477,493

See accompanying notes to combined financial statements.

ASSET MANAGER AFFILIATES

NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION

Katonah Debt Advisors, L.L.C. (“Katonah Debt Advisors”), a registered investment adviser under the Investment Advisors Act of 1940 (“the IA Act of 1940”), is a wholly-owned portfolio company of KCAP Financial, Inc. (“KCAP Financial” or the “Company”), which is an internally managed, non-diversified closed-end publicly traded investment company that is regulated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “1940 Act”). Katonah Debt Advisors manages collateralized loan obligation funds (“CLO Funds”) which invest in broadly syndicated loans, high-yield bonds and other credit instruments. On February 29, 2012, KCAP Financial, through its newly formed wholly-owned subsidiary Commodore Holdings LLC (“Commodore”) purchased Trimaran Advisors, L.L.C. (“Trimaran Advisors”), a registered investment adviser and CLO manager similar to Katonah Debt Advisors, for total consideration of \$13.0 million in cash and 3,600,000 shares of KCAP Financial’s common stock. Contemporaneous with the acquisition of Trimaran Advisors, KCAP Financial 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. As of December 31, 2017, Commodore and its wholly-owned subsidiaries Katonah Debt Advisors, Trimaran Advisors and Trimaran Advisors Management, L.L.C., as well as affiliated management companies Katonah 2007-1 Management, L.L.C., Katonah X Management, L.L.C. and KCAP Management, L.L.C. (collectively, the “Asset Manager Affiliates”) had approximately \$3.0 billion of par value assets under management. The Asset Manager Affiliates provide investment management services to CLO Funds, making day-to-day investment decisions concerning the assets of the CLO Funds. In 2017, Trimaran formed and capitalized Trimaran Risk Retention Holdings, LLC, Trimaran RR I, LLC, and Trimaran RR II, LLC, in order to satisfy certain provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank). The Asset Manager Affiliates have investment interests in certain of the CLO Funds they manage. In addition, KCAP Financial holds investments in a portion of the securities issued by the CLO Funds managed by the Asset Manager Affiliates.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Presentation

The combined financial statements have been prepared in accordance with Accounting Principles Generally Accepted in the United States (“U.S. GAAP”) and include the financial statements of the Asset Manager Affiliates. The Asset Manager Affiliates provide investment management services to various CLO Funds, making day-to-day investment decisions concerning the assets of the CLO Funds. The Asset Manager Affiliates are all under the common control of the Company and have similar business characteristics; therefore they report on a combined basis for financial reporting purposes.

In the opinion of management, the combined financial statements reflect all adjustments, consisting of normal recurring accruals, which are necessary for the fair presentation of the financial condition and results of operations for the periods presented. All significant intercompany transactions, balances, revenues and expenses are eliminated upon combination. Certain prior-year amounts have been reclassified to conform to the current year presentation. Furthermore, the preparation of the financial statements requires management to make significant estimates and assumptions including 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.

On February 18, 2015, the FASB issued Accounting Standards Update 2015-2 (“ASU 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”), which limits the circumstances in which investment managers and similar entities are required to consolidate the entities that they manage. ASU 2015-02 eliminates some of the criteria under which the fees of investment managers and similar entities 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.

ASSET MANAGER AFFILIATES

NOTES TO FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

During 2016, the Asset Manager Affiliates adopted ASU 2015-02 on a retrospective basis for all periods presented. The consolidated financial statements and related note disclosures have been adjusted for the impact of the adoption. The adoption did not result in a cumulative effect adjustment to the Asset Manager Affiliates' accumulated deficit.

FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers, which updated accounting guidance for all revenue recognition arising from contracts with customers, and also affects entities that enter into contracts to provide goods or services to their customers (unless the contracts are in the scope of other US GAAP requirements). This update provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets, such as property and equipment, including real estate. The FASB also issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which deferred the effective date of the standard for one year. As a result, the guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2018. Management has concluded that there will be no material impact from the adoption of ASU 2015-14. Management does not believe that the adoption of ASU 2014-09 will have a material impact to the Asset Manager Affiliates' financial statements.

On February 25, 2016, the FASB issued Accounting Standards Update 2016-02, Leases (Topic 842). This update will require organizations to recognize leased assets and liabilities on the balance sheet for the rights and obligations created by those leases. The recognition, measurement, presentation and cash flows arising from a lease by a lessee will primarily depend on its classification as a finance or operating lease. The ASU will require that both types of leases to be recognized on the balance sheet. For public business entities, this guidance is effective for fiscal years beginning after December 15, 2018. Management is still evaluating the effect of the new standard.

Investments at Fair Value. Investment transactions are recorded on the applicable trade date. Realized gains or losses are determined using the specific identification method. Investments held by the Asset Manager Affiliates are stated at fair value. Accounting Standards Codification ("ASC") 820 — Fair Value Measurements and Disclosures ("ASC 820: Fair Value"), requires, among other things, disclosures about assets and liabilities that are measured and reported at fair value. Investments are generally comprised of investments in first loss position in facilities which warehouse assets for a new CLO and certain investments in CLO Funds managed by the Asset Manager Affiliates. The Asset Manager Affiliates' assessment of the significance of a particular input to the Fair Value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Hierarchy of Fair Value Inputs. The provisions of ASC 820: Fair Value establish a hierarchy that prioritizes inputs to valuation techniques used to measure fair value and require companies to disclose the fair value of their financial instruments according to the fair value hierarchy (i.e., Level I, II and III inputs, as defined). The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Additionally, companies are required to provide additional disclosure regarding instruments in the Level III category (which have inputs to the valuation techniques that are unobservable and require significant management judgment), including a reconciliation of the beginning and ending balances separately for each major category of assets and liabilities.

Assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level I Inputs:

Quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date.

**ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS**

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

Level II Inputs:

Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; quotes from pricing services or brokers, for which the Asset Manager Affiliates can determine that orderly transactions took place at the quoted price or that the inputs used to arrive at the price were observable; and inputs other than quoted prices that are observable, such as models or other valuation methodologies.

- Level II assets in this category may include debt securities, bank loans, short-term floating rate notes and asset-backed securities, restricted public securities valued at a discount, as well as over-the-counter derivatives, including interest and inflation rate swaps and foreign currency exchange contracts that have inputs to the valuations that generally can be corroborated by observable market data.

Level III Inputs:

Unobservable inputs may include non-binding broker quotes. Level III assets include investments for which there is little, if any, market activity. These inputs require significant management judgment or estimation.

- Level III assets in this category include, securities issued by CLO Funds.

Significance of Inputs:

The Asset Manager Affiliates' assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Cash. The Asset Manager Affiliates define cash as demand deposits. The Asset Manager Affiliates place their cash with financial institutions and, at times, cash held in these accounts may exceed the Federal Deposit Insurance Corporation insured limit.

Other Assets. Other assets are generally comprised of prepaid expenses and current income taxes receivable (if any). Prepaid expenses are amortized over their terms or expected useful life.

Interest Income. Interest income is recorded on the accrual basis on interest-bearing assets. Investment income on residual beneficial interests in warehouse facilities and CLO Funds is recognized using the effective interest method under ASC 325-40. 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.

Management Fees. As a manager of CLO Funds, the Asset Manager Affiliates receive contractual and recurring management fees (and may receive one-time structuring fees) from the CLO Funds for their management and advisory services. The periodic fees which the Asset Manager Affiliates are generally based on a fixed percentage of assets under management (at par value and not subject to changes in market value). The periodic management fees the Asset Manager Affiliates receive have two components — a senior management fee and a subordinated management fee.

Incentive Fees. As a manager of CLO Funds, the Asset Manager Affiliates may receive incentive fees upon exceeding specified relative and/or absolute investment return thresholds. Such fees are recorded upon completion of the measurement period, which varies by CLO Fund.

ASSET MANAGER AFFILIATES

NOTES TO FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

Distributions to Member. Distributions to the Asset Manager Affiliates' sole member are recognized on the ex-dividend date. Generally, distributions have been declared and paid on a quarterly basis.

Expenses. The Asset Manager Affiliates expense costs, as incurred, with regard to the running of their operations. Primary operating expenses include employee compensation and benefits, the costs of identifying, evaluating, monitoring and servicing the CLO Fund investments managed by the Asset Manager Affiliates, and related overhead charges and expenses, including rental expense. The Asset Manager Affiliates share office space and certain other operating expenses. Katonah Debt Advisors has entered into an Overhead Allocation Agreement with its sole member, KCAP Financial. Trimaran Advisors has entered into such an allocation agreement with Katonah Debt Advisors. The Agreements provide for the sharing of such expenses based on an equal sharing of office lease costs and the ratable usage of other shared resources. Katonah Debt Advisors accounts for its operating leases, which may include escalations, in accordance with ASC 840-10, Leases, and expenses the lease payments associated with operating leases evenly during the lease term (including rent-free periods), beginning on the commencement of the lease term.

Interest Expenses. Interest expense related to borrowings of the Asset Manager Affiliates is recorded on an accrual basis pursuant to the terms of the related borrowing agreements. Interest is accrued and generally paid quarterly.

Income Taxes. The Asset Manager Affiliates account for income taxes under the liability method prescribed by ASC 740, Income Taxes ("ASC 740"). Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using currently enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in income in the period that includes the enactment date.

Management periodically assesses the recoverability of its deferred income tax assets based upon expected future earnings, taxable income in prior carryback years, future deductibility of the asset, changes in applicable tax laws and other factors. If management determines that it is not more likely than not that the deferred tax asset will be fully recoverable in the future, a valuation allowance will be established for the difference between the asset balance and the amount expected to be recoverable in the future. This allowance will result in a charge to income tax expense on the combined statements of operations. The Asset Manager Affiliate record their income taxes receivables and payables based upon their estimated income tax liability.

ASC 740 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements by prescribing a threshold for measurement and recognition in the financial statements of an asset or liability resulting from a tax position taken or expected to be taken in an income tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

3. CLO FUNDS

A CLO Fund generally refers to a special purpose vehicle that owns a portfolio of investments and issues various tranches of debt and subordinated securities to finance the purchase of those investments. Investments purchased by the CLO Funds are governed by extensive investment guidelines, including limits on exposure to any single industry or issuer and limits on the ratings of the CLO Fund's assets. The CLO Funds managed by the Asset Manager Affiliates have a defined investment period during which they are allowed to make investments or reinvest capital as it becomes available.

The Asset Manager Affiliates manage CLO Funds primarily for third party investors. The CLO Funds generally invest in syndicated loans and other credit instruments issued by corporations. At December 31,

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

3. CLO FUNDS – (continued)

2017 and 2016, the Asset Manager Affiliates had approximately \$3.0 billion and \$3.0 billion of par value of assets under management, respectively.

The CLO Funds are primarily financed via capital contributed by subordinated noteholders and debt holders. CLO Funds are investment vehicles created for the sole purpose of issuing collateralized loan instruments that offer investors the opportunity for returns that vary with the risk level of their investment. The securities issued by the CLO Funds are backed by diversified collateral asset portfolios consisting primarily of loans. For managing the collateral for the CLO Fund entities, the Asset Manager Affiliates earn investment management fees, including senior and subordinated management fees, as well as contingent incentive fees. For the years ending December 31, 2017, 2016 and 2015, management fee revenues included incentive fees earned of approximately \$3.0 million, \$983,000, and \$8.0 million, respectively.

4. INVESTMENTS

The Asset Manager Affiliates may also make investments in the CLO Funds they manage in order to comply with the risk retention requirements of Dodd-Frank. As of December 31, 2017, the Asset Manager Affiliates have investments in various classes of debt securities and residual interests of the following managed CLO Funds:

	<u>Fair Value</u>
	(in millions)
Catamaran 2013-1	\$ 26.7
Catamaran 2014-1	33.5
Catamaran 2015-1	19.7
	<u>\$ 79.9</u>

In addition, their sole direct or indirect shareholder, KCAP Financial, has invested in certain of the CLO Funds, generally taking a portion of the unrated, junior subordinated position (generally subordinated to other interests) in the entities and entitle KCAP Financial and other subordinated tranche investors to receive the residual cash flows, if any, from the CLO Funds.

The following table shows the investments owned by the Asset Manager Affiliates by security type at December 31, 2017:

Security Type	Cost/Amortized Cost	Fair Value
Short-term investments	\$ —	\$ —
Debt securities	75,735,482	75,960,178
Residual interests in CLO Fund Securities	6,840,613	3,941,031
Total	<u>\$ 82,576,095</u>	<u>\$79,901,209</u>

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS – (continued)

Fair Value Measurements

The following table summarizes the fair value of investments by the above ASC 820: Fair Value hierarchy levels as of December 31, 2017 and 2016, respectively:

	As of December 31, 2017			
	Level I	Level II	Level III	Total
Debt securities	\$ —	\$ —	\$75,960,178	\$75,960,178
Residual interests in CLO Fund Securities	—	—	3,941,031	3,941,031
Total	\$ —	\$ —	\$79,901,209	\$79,901,209

The Asset Manager Affiliates invest primarily in the debt and residual interests in CLO Fund Securities which are non-public companies for which there is little, if any, market-observable information. As a result, a significant portion of The Asset Manager Affiliates 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.

The Asset Manager Affiliates 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. Certain information relating to investments measured at fair value for which the Asset Manager Affiliates has used unobservable inputs to determine fair value is as follows:

	Year Ended December 31, 2017		
	Debt Securities	Beneficial residual interests in CLO Fund Securities	Total
Purchases	\$75,735,481	\$ 26,837,926	\$102,573,407
Proceeds from sales/redemptions/maturities	—	(20,000,000)	(20,000,000)
Net accretion (amortization)	—	2,687	2,687
Total unrealized gain (loss) included in earnings	224,697	(2,899,582)	(2,674,885)
Balance, December 31, 2017	\$75,960,178	\$ 3,941,031	\$ 79,901,209
Changes in unrealized gains (losses) included in earnings related to investments still held at reporting date	\$ 224,697	\$ (2,899,582)	\$ (2,674,885)

As of December 31, 2017 the Company's Level III portfolio investments had the following valuation techniques and significant inputs:

Type	Fair Value	Primary Valuation Methodology	Unobservable Inputs	Significant Inputs or Range of Inputs and (Weighted Average)
Debt Securities	\$75,960,178	Market Approach	3 rd party quote	93.1% – 100.5% (100.0%)
Residual interests in CLO Fund Securities	3,941,031	Market Approach	3 rd party quote	59.9% – 75.3%
Total Level III Investments	\$79,901,209			

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

5. BORROWINGS

The Asset Management Affiliates' debt obligations outstanding as of December 31, 2017 consist of the following:

Description	Principal
KCAP Term Loan 1	\$ 8,359,051
KCAP Term Loan 2	4,433,167
Third Party Borrowing I	50,117,500
Third Party Borrowing II	19,685,000
Total	\$82,594,718

During 2017, Trimaran borrowed funds from KCAP under two term loan agreements. The KCAP Term Loan I bears interest at a fixed rate of 10.5% and matures on April 30, 2030. The KCAP Term Loan II also bears interest at a fixed rate of 10.5%, and matures on January 27, 2028. All amounts under these loans shall become due and payable in the event of default, as defined in the borrowing agreements, and Trimaran has the right to prepay these loans, in whole or in part, at any time or from time-to-time without penalty or premium.

In addition, during 2017, Trimaran Risk Retention I, LLC and Trimaran Risk Retention II, LLC borrowed funds from third parties under two facility agreements. Interest accrues on amounts outstanding under these third party borrowings at variable (floating) rates, generally based upon 3 month LIBOR plus a margin. The margins for the Third Party borrowings range from between 1.70% to 3.90%, with a weighted average all-in rate as of December 31, 2017 of 3.72%.

The Third Party borrowings are subject to various non-call provisions, and become immediately due and payable in the event of default, as defined in the underlying agreements.

The repayment of the third party borrowings of Trimaran Risk Retention I, LLC and Trimaran Risk Retention II, LLC, have been guaranteed by Trimaran Advisors.

6. GOODWILL AND INTANGIBLE ASSETS

On February 29, 2012, KCAP Financial and Commodore Holdings, L.L.C. ("Commodore"), a newly-formed, wholly-owned subsidiary of KCAP Financial, acquired all of the outstanding equity interests in Trimaran Advisors for \$13.0 million in cash and 3,600,000 shares of KCAP Financial's common stock, which were valued at the opening price on the closing date of the acquisition. Contemporaneously with the acquisition, KCAP Financial acquired the equity interests in four CLO Funds managed by Trimaran Advisors, at fair value, for \$12.0 million in cash. The aggregate purchase price was \$50.6 million.

In accordance with the purchase agreement, Commodore was deemed the acquirer of Trimaran Advisors and accounted for the acquisition as a business combination. The assets acquired (no liabilities were assumed) by Commodore through this acquisition were "pushed-down" to Trimaran. The purchase price allocation included the fair value of the identifiable intangible assets acquired, which consisted of four CLO management contracts, of approximately \$15.7 million and goodwill of \$22.8 million. The CLO management contracts were amortized over the estimated lives of the contracts (3 – 5 years). For the years ended December 31, 2017, 2016 and 2015, the Company recognized amortization expense of approximately \$328,000, \$1.3 million and \$2.3 million, respectively, relating to the management contracts. The unamortized balance as of December 31, 2016 approximately \$328,000 relating to Trimaran VII CLO Ltd., was amortized in 2017 in connection with its full liquidation.

Commodore, a taxable entity, has recognized the acquisition as an asset acquisition for tax purposes. The book and tax basis of the intangible assets and goodwill were identical; accordingly, Trimaran did not provide for any deferred taxes at the closing date of the acquisition. The tax basis of the intangible assets and goodwill are being amortized over 15 years, which gives rise to deferred taxes.

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

7. INCOME TAXES

The Asset Manager Affiliates are taxed at normal corporate rates.

For tax purposes, the Asset Manager Affiliates taxable net income will differ from GAAP net income because of deferred tax timing adjustments and permanent tax adjustments. Deferred tax timing adjustments may include differences for the recognition and timing of depreciation, bonuses to employees and restricted stock expense. Permanent differences may include adjustments, limitations or disallowances for meals and entertainment expenses, penalties, and tax goodwill amortization.

Goodwill amortization for tax purposes was created upon the purchase of 100% of the equity interests in Katonah Debt Advisors by its sole member, KCAP Financial, in exchange for shares of the KCAP Financial'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 GAAP purposes, such exchange was considered an asset purchase under Section 351(a) of the Internal Revenue Code (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 GAAP income and taxable income by approximately \$2 million per year over such period. As of December 31, 2017 and 2016, there was approximately \$8.8 million and \$10.8 million of remaining unamortized tax-basis goodwill from the KDA acquisition.

As discussed in Note 6, additional goodwill amortization for tax purposes was created upon the purchase of Trimaran Advisors. The transaction was considered an asset purchase 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. As of December 31, 2017 and 2016, there was approximately \$6.0 million and \$7.5 million of remaining unamortized tax-basis goodwill from the Trimaran Advisors acquisition.

During the second quarter of 2016, KCAP contributed 100% of its ownership interests in Katonah Debt Advisors and Trimaran Advisors Management to Commodore Holdings. These transactions simplify the tax structure of the Asset Manager Affiliates and facilitate the consolidation of tax basis goodwill deductions for the Asset Manager Affiliates, which may impact the tax character of distributions from the Asset Manager Affiliates.

KCAP Management, LLC is a disregarded entity for U.S. federal income tax purposes. Its taxable results are included in the tax returns of KCAP Financial. Trimaran Risk Retention Holdings, LLC, Trimaran RR I, LLC and Trimaran RR II, LLC are disregarded entities for U.S. federal income tax purposes. Their taxable results are included in the tax returns of Commodore Holdings.

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

7. INCOME TAXES – (continued)

The components of income tax expense (benefit) for the years ended December 31, 2017, 2016, and 2015 are as follows:

	For the year ended December 31,		
	2017	2016	2015
Current income tax (benefit) expense:			
Federal	\$ 518,921	\$(1,957,900)	\$1,290,664
State & local	(129)	(48,292)	125,443
Total net current income tax (benefit) expense	518,792	(2,006,192)	1,416,107
Deferred income tax expense (benefit):			
Federal	(661,770)	2,011,068	3,250,138
State & local	(22,471)	(85,898)	975,980
Total net deferred income tax expense (benefit)	(684,241)	1,925,170	4,226,118
Total income tax (benefit) expense	<u>\$(165,449)</u>	<u>\$ (81,022)</u>	<u>\$5,642,225</u>

The Asset Manager Affiliates' effective income tax rate was (31.2)%, (11.3)%, and 68.9% for tax years 2017, 2016 and 2015, respectively. For the year ended December 31, 2017 difference between the Company's reported provision for income taxes and the U.S. federal statutory rate of 35% was significantly impacted by the Tax Cuts and Jobs Act (the "Tax Act") signed into law on December 22, 2017. The Tax Act makes significant modifications to the federal tax code including, among other changes, a decrease in the current federal corporate income tax rate from a maximum of 35% to a flat 21%, effective January 1, 2018. As a result of this rate change, the Company's 2017 results include a \$931 thousand increase to the income tax provision resulting from the revaluation of its net deferred tax asset, before valuation allowance. This represents a provisional estimate based on management's initial analysis and interpretation of the legislation. Given the complexity of the legislation, anticipated guidance from the Treasury Department and the potential for additional guidance from the FASB, this estimate may be adjusted during 2018.

Deferred income taxes are provided for the effects of temporary differences between the tax basis of an asset or liability and its reported amount in the combined financial statements. These temporary differences result in taxable or deductible amounts in future years.

The components of deferred income tax assets and liabilities are shown below:

	For the year ended December 31,	
	2017	2016
Deferred income tax assets:		
Net operating loss and tax credit carryforward	\$ 213,152	\$ 44,125
Restricted stock	80,705	322,008
Intangible depreciation/amortization	2,005,236	3,522,391
Compensation	464,736	715,400
Unrealized loss	564,219	—
Other	75,450	73,228
Less: Valuation allowance	(3,403,497)	(4,677,152)
Total deferred tax assets	—	—
Deferred income tax liabilities:		
Goodwill amortization	(1,899,477)	(2,575,140)
Other	8,578	—
Total deferred tax liabilities	<u>(1,890,899)</u>	<u>(2,575,140)</u>
Net deferred tax liabilities	<u>\$ (1,890,899)</u>	<u>\$ (2,575,140)</u>

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

7. INCOME TAXES – (continued)

The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. If it is not more likely than not that some portion or all of the gross deferred income tax assets will be realized in future years, a valuation allowance is recorded.

At December 31, 2017, the Asset Manager Affiliates had net operating loss carryforwards available of \$981,022 available to offset future Federal taxable income. In addition, the Asset Manager Affiliates had net operating loss carryforwards of \$42,578 and \$65,446 available to offset future state and local taxable income, respectively. The following table sets forth a schedule of the years in which the net operating loss carry-forwards would expire if not previously utilized:

	<u>Federal</u>	<u>State</u>	<u>Local</u>
Year Ending December 31:			
2036	\$ —	\$36,699	\$ —
2037	981,022	5,879	65,446
	<u>\$981,022</u>	<u>\$42,578</u>	<u>\$65,446</u>

ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. The Asset Manager Affiliates has not recorded a liability for any unrecognized tax benefits nor are they 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. With a few exceptions, the Asset Manager Affiliates are no longer subject to U.S. federal, state and local tax examinations by tax authorities for years prior to 2014.

8. COMMITMENTS AND CONTINGENCIES

The Asset Manager Affiliates have commitments under lease obligations and have entered into Overhead Allocation agreement with KCAP Financial and Trimaran Advisors.

The repayment of the third party borrowings of Trimaran Risk Retention I, LLC and Trimaran Risk Retention II, LLC, have been guaranteed by Trimaran Advisors.

Rent expense, net of expense allocated to affiliates, was approximately \$379,000, \$361,000, and \$360,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

The following table summarizes minimum future lease payments as of December 31, 2017:

Contractual Obligations	2018	2019	2020	2021	2022	More than 5 years
Operating lease obligations	\$738,864	\$774,781	\$800,436	\$800,436	\$800,436	\$1,133,951

ASSET MANAGER AFFILIATES

NOTES TO FINANCIAL STATEMENTS

9. MEMBER'S EQUITY

As of December 31, 2017, the membership interests of the Asset Manager Affiliates are held solely by KCAP Financial. KCAP Financial owns 100% of Commodore Holdings, which wholly owns Katonah Debt Advisors, Trimaran Advisors and its subsidiaries, and Trimaran Advisors Management. KCAP Management, LLC, Katonah 2007-1 Management, LLC, and Katonah X Management, LLC are wholly-owned by Katonah Management Holdings, LLC, which is wholly-owned by KCAP Financial.

10. OTHER EMPLOYEE COMPENSATION

The Asset Manager Affiliates adopted a 401(k) plan ("401K Plan") effective January 1, 2007 that it shares with its sole shareholder, KCAP Financial. The 401K Plan is open to all full time employees. The 401K Plan permits an employee to defer a portion of his or her total annual compensation up to the Internal Revenue Service annual maximum based on age and eligibility. The Asset Manager Affiliates make contributions to the 401K Plan of up to 2.67% of the employee's first 74.9% of maximum eligible compensation, which vests 20% per year over five years. For the year ended December 31, 2017, 2016 and 2015, Asset Manager Affiliates made contributions to the 401K Plan of approximately \$67,000, \$36,000 and \$38,000 respectively.

The Asset Manager Affiliates 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 Asset Manager Affiliates for 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. The Asset Manager Affiliates 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. For the years ended December 31, 2017, 2016 and 2015, the Asset Manager Affiliates made contributions of approximately \$342,000, \$371,000 and \$394,000 to the Profit-Sharing Plan, respectively.

Certain employees of Asset Manager Affiliates may receive restricted stock grants in the stock of Asset Manager Affiliates' sole member, KCAP Financial. For the years ended December 31, 2017, 2016 and 2015, compensation expense of approximately \$703,000, \$909,000 and \$897,000, respectively, was recorded as expense in the Combined Statement of Operations related to an allocated expense for a grant of restricted stock of KCAP Financial.

11. RELATED PARTY TRANSACTIONS

All of the management and incentive fee revenues earned by the Asset Manager Affiliates is derived from the CLO funds which are considered affiliates.

On February 26, 2013, the KCAP Financial 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 KCAP Financial 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 was extended in November 2017 and now matures in November 2022 and bears interest at an annual rate of 9.0%. On April 15, 2013, the Trimaran Credit Facility was amended and increased from \$20 million to \$23 million. At December 31, 2017 and 2016, there was no loan outstanding under the Trimaran Credit Facility. Interest expense on this facility was \$918,100, \$1.8 million and \$1.7 million for the years ending December 31, 2017, 2016 and 2015, respectively.

ASSET MANAGER AFFILIATES
NOTES TO FINANCIAL STATEMENTS

11. RELATED PARTY TRANSACTIONS – (continued)

October 30, 2017, the Trimaran Advisors and KCAP Financial executed a Promissory Note under which Trimaran Advisors borrowed \$8.4 million from KCAP Financial Borrowings under this agreement bear interest at a rate of 10.5% per annum, payable quarterly. The maturity date for this borrowing is April 30, 2030, unless there is an occurrence of an event in default, as defined in the Promissory Note, in which case KCAP Financial has the option to declare all of the amounts outstanding to be immediately due and payable.

December 19, 2017, the Trimaran Advisors and KCAP Financial executed a Promissory Note under which Trimaran Advisors borrowed \$4.5 million from KCAP Financial Borrowings under this agreement bear interest at a rate of 10.5% per annum, payable quarterly. The maturity date for this borrowing is January 27, 2028, unless there is an occurrence of an event in default, as defined in the Promissory Note, in which case KCAP Financial has the option to declare all of the amounts outstanding to be immediately due and payable.

All of these borrowings were contributed as equity capital to Trimaran Advisor's wholly-owned subsidiary Trimaran Risk Retention Holdings, LLC, which contributed the proceeds to its wholly-owned subsidiaries Trimaran RR I, LLC and Trimaran RR II, LLC.

12. SUBSEQUENT EVENTS

In January 2018, the trustee of Catamaran 2012-1 CLO received notice that the holders of a majority of the Subordinated Securities had exercised their right of optional redemption. It is expected the optional redemption will be effective on the March 2018 payment.

On February 9, 2018, the United States Court of Appeals for the District of Columbia (the "DC Circuit Court") ruled in favor of an appeal brought by the Loan Syndications and Trading Association (the "LSTA") on whether application of the risk retention rules to CLO managers is valid under Section 941 of the Dodd-Frank Act. If the decision stands, CLO managers of "open-market CLOs" (described in the ruling as CLOs where assets are acquired from "arms-length negotiations and trading on an open market") will no longer be required to comply with the risk retention rules, and no party to such "open-market CLOs" would be required to acquire and retain an economic interest in the credit risk of the securitized assets. However, the DC Circuit Court's decision remains subject to further appeal for a period of time.

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of December 31, 2017 for items that should potentially be recognized or disclosed in these financial statements. Other than described above, management has determined that there are no material subsequent events that would require adjustment to, or disclosure in, these combined financial statements.

Report of Independent Auditors

The Board of Directors and Shareholders of
Katonah 2007-I CLO Ltd.

We have audited the accompanying financial statements of Katonah 2007-I CLO Ltd. (the “Fund”), which comprise the statements of net assets, including the schedules of investments, as of December 31, 2016 and 2015, and the related statements of operations, changes in net assets, and cash flows for each of the three years in the period ended December 31, 2016, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Katonah 2007-I CLO Ltd. at December 31, 2016 and 2015, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

New York, NY
March 9, 2017

KATONAH 2007-I CLO LTD.
STATEMENTS OF NET ASSETS

	As of December 31, 2016	As of December 31, 2015
ASSETS		
Investments at fair value:		
Debt securities	\$170,702,652	\$234,403,150
Equity securities	150,524	2,830
CLO rated notes	5,831,800	12,360,525
Total investments at fair value	176,684,976	246,766,505
Cash	34,982,770	17,301,178
Accrued interest receivable	492,417	501,574
Receivable for open trades	—	820,593
Total assets	<u>\$212,160,163</u>	<u>\$265,389,850</u>
LIABILITIES		
CLO Fund liabilities at fair value	\$208,812,164	\$261,433,473
Accrued interest payable	1,518,793	1,565,632
Payable for open trades	—	6,006,038
Accounts payable and accrued expenses	132,967	154,079
Due to affiliates	30	3,889
Total liabilities	<u>210,463,954</u>	<u>269,163,111</u>
Commitments and Contingencies	—	—
NET ASSETS		
Total net assets	<u>\$ 1,696,209</u>	<u>\$ (3,773,261)</u>

See accompanying notes to the financial statements.

KATONAH 2007-I CLO LTD.
STATEMENTS OF OPERATIONS

	For the Years Ended December 31,		
	2016	2015	2014
Income			
Interest income from investments	\$9,381,680	\$10,178,631	\$11,690,586
Interest income from cash and time deposits	18,324	1,288	1,922
Other income	367,266	425,490	32,346
Total income	<u>9,767,270</u>	<u>10,605,409</u>	<u>11,724,854</u>
Expenses			
Interest expense	8,798,483	9,146,858	10,736,878
Management fees	659,347	714,061	805,526
Trustee fees	75,663	77,443	109,164
Professional fees	166,488	180,463	178,954
Administrative and other	80,425	86,528	125,224
Total expenses	<u>9,780,406</u>	<u>10,205,353</u>	<u>11,955,746</u>
Net realized and unrealized gains (losses)	<u>5,482,606</u>	<u>(387,924)</u>	<u>(9,089,440)</u>
Increase (Decrease) in net assets resulting from operations	<u><u>\$5,469,470</u></u>	<u><u>\$ 12,132</u></u>	<u><u>\$ (9,320,332)</u></u>

See accompanying notes to the financial statements.

KATONAH 2007-I CLO LTD.
STATEMENTS OF CHANGES IN NET ASSETS

	Net Assets
Balance at January 1, 2014	\$ 5,534,939
Decrease in net assets resulting from operations	(9,320,332)
Balance at December 31, 2014	(3,785,393)
Increase in net assets resulting from operations	12,132
Balance at December 31, 2015	(3,773,261)
Increase in net assets resulting from operations	5,469,470
Balance at December 31, 2016	\$ 1,696,209

See accompanying notes to the financial statements.

KATONAH 2007-I CLO LTD.
STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2016	2015	2014
OPERATING ACTIVITIES:			
Increase (Decrease) in net assets resulting from operations	\$ 5,469,470	12,132	\$ (9,320,332)
Adjustments to reconcile increase (decrease) in net assets resulting from operations to net cash provided by operating activities:			
Net realized and unrealized (gains) losses on investments	(7,040,542)	6,651,428	5,807,622
Change in unrealized losses (gains) on debt	1,557,935	(6,263,504)	3,281,818
Purchase of investments	(82,554,227)	(93,243,381)	(29,960,071)
Proceeds from sale and redemption of investments	159,676,298	113,199,395	61,206,288
Changes in operating assets and liabilities:			
Decrease in accrued interest receivable	9,157	129,814	43,523
(Decrease) increase in accounts payable and accrued expenses	(21,112)	(30,556)	3,621
Decrease (increase) in receivable for open trades	820,593	(820,593)	—
(Decrease) increase in due to affiliates	(3,859)	(6,964)	6,745
Decrease in due from affiliates	—	—	10,852
(Decrease) increase in payable for open trades	(6,006,038)	6,006,038	(4,013,750)
Decrease in accrued interest payable	(46,839)	(270,176)	(254,559)
Net cash provided by operating activities	<u>71,860,836</u>	<u>25,363,633</u>	<u>26,811,757</u>
Cash used in Financing Activities:			
Repayments of Debt	(54,179,244)	(23,002,449)	(27,132,006)
	<u>(54,179,244)</u>	<u>(23,002,449)</u>	<u>(27,132,006)</u>
CHANGE IN CASH	17,681,592	2,361,184	(320,249)
CASH, BEGINNING OF YEAR	<u>17,301,178</u>	<u>14,939,994</u>	<u>15,260,243</u>
CASH, END OF YEAR	<u>\$ 34,982,770</u>	<u>17,301,178</u>	<u>\$ 14,939,994</u>
Supplemental Information:			
Interest paid	\$ 8,751,644	9,417,035	\$ 10,991,437

See accompanying notes to the financial statements.

Katonah 2007-I CLO Ltd.
SCHEDULE OF INVESTMENTS
As of December 31, 2016

Debt Securities Portfolio

Portfolio Company/Principal Business	Investment Interest Rate/Maturity	Principal	Cost	Fair Value
Advantage Sales & Marketing Inc. <i>Services: Business</i>	Initial Term Loan (First Lien) — 4.3% Cash, Due 7/21	\$ 1,478,170	\$ 1,465,743	\$ 1,485,930
Aramark Corporation <i>Diversified/Conglomerate Service</i>	U.S. Term F Loan — 3.5% Cash, Due 2/21	2,500,766	2,434,568	2,527,775
Ascena Retail Group, Inc. (Anntaylor Retail, Inc.) <i>Retail Stores</i>	Tranche B Term Loan — 5.3% Cash, Due 8/22	1,847,840	1,727,053	1,807,880
Aspect Software, Inc. <i>Electronics</i>	Term Loan (First Lien) — 11.3% Cash, Due 5/20	1,987,421	1,982,675	1,990,730
Asurion, LLC (fka Asurion Corporation) <i>Insurance</i>	Replacement B-2 Term Loan — 4.0% Cash, Due 7/20	434,119	417,800	438,528
Avis Budget Car Rental, LLC <i>Personal Transportation</i>	Tranche B Term Loan — 3.3% Cash, Due 3/19	4,747,663	4,764,002	4,761,527
Berry Plastics Corporation <i>Containers, Packaging and Glass</i>	Term G Loan — 3.5% Cash, Due 1/21	2,591,612	2,487,866	2,612,138
Burlington Coat Factory Warehouse Corporation <i>Retail Stores</i>	Term B-4 Loan — 3.5% Cash, Due 8/21	2,321,888	2,286,350	2,342,611
Capital Automotive L.P. <i>Finance</i>	Tranche B-1 Term Loan Facility — 4.0% Cash, Due 4/19	1,447,883	1,444,407	1,464,852
Capsugel Holdings US, Inc. <i>Healthcare, Education and Childcare</i>	New Dollar Term Loan — 4.0% Cash, Due 7/21	713,586	712,640	716,783
Cedar Fair, L.P. <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	U.S. Term Facility — 3.3% Cash, Due 3/20	956,905	955,817	964,383
Change Healthcare Holdings, Inc. (fka Emdeon Inc.) <i>Electronics</i>	Term B-2 Loan — 3.8% Cash, Due 11/18	173,151	173,481	173,692
Charter Communications Operating, LLC (aka CCO Safari LLC) <i>Broadcasting and Entertainment</i>	Term F Loan — 3.0% Cash, Due 1/21	1,468,488	1,462,213	1,477,461
CHS/Community Health Systems, Inc. <i>Healthcare, Education and Childcare</i>	Incremental 2018 Term F Loan — 4.2% Cash, Due 12/18	1,034,498	493,113	1,020,057
CHS/Community Health Systems, Inc. <i>Healthcare, Education and Childcare</i>	Incremental 2019 Term G Loan — 3.8% Cash, Due 12/19	1,019,212	1,017,557	991,505
CHS/Community Health Systems, Inc. <i>Healthcare, Education and Childcare</i>	Incremental 2021 Term H Loan — 4.0% Cash, Due 1/21	2,073,288	2,055,059	2,014,117
Ciena Corporation <i>Electronics</i>	Term Loan — 3.8% Cash, Due 7/19	2,947,236	2,958,279	2,965,656
Commscope, Inc. <i>Telecommunications</i>	Tranche 4 Term Loan — 3.3% Cash, Due 1/18	111,875	111,920	112,679
Container Store, Inc., The <i>Retail Stores</i>	Term Facility — 4.3% Cash, Due 4/19	1,660,005	1,662,549	1,524,441
CSM Bakery Solutions Limited (fka CSM Bakery Supplies Limited) <i>Beverage, Food and Tobacco</i>	Term Loan (First Lien) — 5.0% Cash, Due 7/20	3,000,000	2,914,353	2,725,500

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate/Maturity	Principal	Cost	Fair Value
Cyanco Intermediate Corp. <i>Chemicals, Plastics and Rubber</i>	Term Loan — 5.5% Cash, Due 5/20	\$ 621,075	\$ 627,103	\$ 624,569
David's Bridal, Inc. <i>Retail Stores</i>	Initial Term Loan — 5.3% Cash, Due 10/19	473,111	471,233	419,690
Delta 2 (Lux) S.a.r.l (aka Formula One) <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Facility B3 (USD) — 5.1% Cash, Due 7/21	3,421,774	3,404,142	3,461,603
Dex Media, Inc. <i>Printing and Publishing</i>	Loan — 11.0% Cash, Due 7/21	217,160	212,886	217,974
E.W. Scripps Company, The <i>Broadcasting and Entertainment</i>	Tranche B Term Loan — 3.3% Cash, Due 11/20	2,575,710	2,553,469	2,588,048
Education Management II LLC <i>Healthcare, Education and Childcare</i>	Tranche A Term Loan — 5.5% Cash, Due 7/20	200,289	201,078	50,386
Education Management II LLC <i>Healthcare, Education and Childcare</i>	Tranche B Term Loan — 2.0% Cash, Due 7/20	374,420	375,734	18,347
Electric Lightwave Holdings, Inc. (f.k.a. Integra Telecom Holdings, Inc.) <i>Telecommunications</i>	Term B-1 Loan — 5.3% Cash, Due 8/20	2,392,107	2,325,632	2,402,872
EnergySolutions, LLC (aka Envirocare of Utah, LLC) <i>Ecological</i>	Term Advance — 6.8% Cash, Due 5/20	918,742	920,945	927,930
Envigo Laboratories, Inc. (fka BPA Laboratories Inc.) <i>Healthcare, Education and Childcare</i>	Term Loan (First Lien) — 3.4% Cash, Due 4/20	1,743,896	1,649,728	1,534,628
Envigo Laboratories, Inc. (fka BPA Laboratories Inc.) <i>Healthcare, Education and Childcare</i>	Term Loan (Second Lien) — 3.4% Cash, Due 7/17	1,516,318	1,493,015	1,048,784
Essential Power, LLC <i>Utilities</i>	Term Loan — 4.8% Cash, Due 8/19	856,721	851,938	869,572
Evertec Group, LLC (fka Evertec, LLC) <i>Banking, Finance, Insurance & Real Estate</i>	Term A Loan — 2.9% Cash, Due 4/18	1,380,234	1,366,553	1,373,767
EWT Holdings III Corp. (fka WTG Holdings III Corp.) <i>Ecological</i>	Incremental 2016 First Lien Term Loan — 5.5% Cash, Due 1/21	2,274,670	2,285,613	2,301,693
EWT Holdings III Corp. (fka WTG Holdings III Corp.) <i>Ecological</i>	Term Loan (First Lien) — 4.8% Cash, Due 1/21	970,000	972,349	978,492
FCA US LLC (fka Chrysler Group LLC) <i>Automobile</i>	Term Loan B — 3.5% Cash, Due 5/17	4,172,621	4,156,392	4,189,562
Federal-Mogul Corporation <i>Automobile</i>	Tranche B Term Loan (2014) — 4.0% Cash, Due 4/18	1,550,593	1,529,850	1,550,981
Fender Musical Instruments Corporation <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	Initial Loan — 5.8% Cash, Due 4/19	1,759,725	1,753,723	1,737,025
Filtration Group Corporation <i>Ecological</i>	Term Loan (First Lien) — 4.3% Cash, Due 11/20	624,502	626,008	630,160
First Data Corporation <i>Banking, Finance, Insurance & Real Estate</i>	2021C New Dollar Term Loan — 3.8% Cash, Due 3/21	2,095,106	2,092,615	2,122,018
Gardner Denver, Inc. <i>Machinery (Non-Agriculture, Non- Construction, Non-Electronic)</i>	Initial Dollar Term Loan — 4.6% Cash, Due 7/20	2,210,025	2,172,541	2,191,439
General Nutrition Centers, Inc. <i>Retail Stores</i>	Amended Tranche B Term Loan — 3.3% Cash, Due 3/19	4,364,001	4,365,677	4,113,071

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate/Maturity	Principal	Cost	Fair Value
Getty Images, Inc. <i>Printing and Publishing</i>	Initial Term Loan — 4.8% Cash, Due 10/19	\$ 2,601,451	\$ 2,591,053	\$ 2,278,429
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <i>Printing and Publishing</i>	Tranche B-3 Term Loan — 7.0% Cash, Due 5/18	487,985	487,985	489,815
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <i>Printing and Publishing</i>	Tranche B-5 Term Loan — 7.0% Cash, Due 12/19	4,450,523	4,451,323	4,484,458
HCR Healthcare, LLC <i>Healthcare, Education and Childcare</i>	Initial Term Loan — 5.0% Cash, Due 4/18	471,250	470,402	413,647
Hercules Achievement, Inc. (aka Varsity Brands, Inc.) <i>Home and Office Furnishings, Housewares, and Durable Consumer Products</i>	Initial Term Loan (First Lien) — 5.0% Cash, Due 12/21	997,455	1,007,140	1,013,913
Huntsman International LLC <i>Chemicals, Plastics and Rubber</i>	2015 Extended Term B Dollar Loan — 3.7% Cash, Due 4/19	1,075,034	1,045,099	1,081,081
Ineos US Finance LLC <i>Chemicals, Plastics and Rubber</i>	2020 Dollar Term Loan — 3.8% Cash, Due 12/20	3,944,682	3,955,292	3,969,751
Infor (US), Inc. (fka Lawson Software Inc.) <i>Electronics</i>	Tranche B-5 Term Loan — 3.8% Cash, Due 6/20	2,287,677	2,296,269	2,294,586
J. Crew Group, Inc. <i>Retail Stores</i>	Initial Loan — 4.0% Cash, Due 3/21	3,841,375	3,843,639	2,203,989
JBS USA Lux S.A. (fka JBS USA, LLC) <i>Beverage, Food and Tobacco</i>	Initial Term Loan — 3.8% Cash, Due 5/18	4,711,566	4,720,855	4,729,235
KAR Auction Services, Inc. <i>Automobile</i>	Tranche B-2 Term Loan — 4.2% Cash, Due 3/21	243,611	246,267	246,048
Key Safety Systems, Inc. <i>Automobile</i>	Initial Term Loan — 5.5% Cash, Due 8/21	1,283,781	1,265,173	1,300,150
Kronos Worldwide, Inc. <i>Diversified/Conglomerate Service</i>	2015 Refinancing Term Loan — 4.0% Cash, Due 2/20	778,000	766,847	787,725
Las Vegas Sands, LLC <i>Hotels, Motels, Inns, and Gaming</i>	Refinancing Term Loan — 3.0% Cash, Due 12/20	3,168,926	3,128,432	3,189,968
LPL Holdings, Inc. <i>Finance</i>	2021 Tranche B Term Loan — 4.3% Cash, Due 3/21	1,911,195	1,903,632	1,933,900
MCC Iowa LLC <i>Broadcasting and Entertainment</i>	Tranche J Term Loan — 3.5% Cash, Due 6/21	683,429	675,784	689,836
Mediacom Illinois, LLC (fka Mediacom Communications, LLC) <i>Broadcasting and Entertainment</i>	Tranche F Term Loan — 3.2% Cash, Due 3/18	5,835,000	5,830,528	5,860,557
Mitchell International, Inc. <i>Electronics</i>	Initial Term Loan — 4.5% Cash, Due 10/20	1,979,675	1,836,869	1,986,069
National CineMedia, LLC <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Term Loan (2013) — 3.5% Cash, Due 11/19	1,000,000	996,689	1,009,065
NEP/NCP Holdco, Inc. <i>Broadcasting and Entertainment</i>	Amendment No. 4 Incremental Term Loan (First Lien) — 4.3% Cash, Due 1/20	4,211,244	4,190,414	4,237,564
OCI Beaumont LLC <i>Chemicals, Plastics and Rubber</i>	Term B-3 Loan — 8.0% Cash, Due 8/19	2,393,807	2,407,888	2,441,684
Onex Carestream Finance LP <i>Healthcare, Education and Childcare</i>	Term Loan (First Lien 2013) — 5.0% Cash, Due 6/19	2,290,548	2,301,501	2,231,372

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate/Maturity	Principal	Cost	Fair Value
Otter Products, LLC (OtterBox Holdings, Inc.) <i>Consumer goods: Durable</i>	Term B Loan — 5.8% Cash, Due 6/20	\$ 2,125,900	\$ 1,914,366	\$ 2,050,218
Pacific Drilling S.A <i>Oil and Gas</i>	Term Loan — 4.5% Cash, Due 6/18	2,163,350	2,165,248	784,214
Petroleum GEO-Services ASA (PGS Finance, Inc) <i>Oil and Gas</i>	Extended Term Loan — 3.5% Cash, Due 3/21	4,862,500	4,862,500	3,954,841
QCE, LLC (Quiznos) ⁽²⁾ <i>Personal, Food and Miscellaneous Services</i>	Existing Term Loan — 0.0% Cash, Due 6/19	449,499	449,486	36,522
Quad/Graphics, Inc <i>Printing and Publishing</i>	Term B Loan — 4.3% Cash, Due 4/21	1,484,772	1,383,304	1,495,907
Regal Cinemas Corporation <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Refinancing Term Loan — 3.3% Cash, Due 4/22	958,853	965,417	967,756
RGIS Services, LLC <i>Diversified/Conglomerate Service</i>	Tranche C Term Loan — 5.5% Cash, Due 10/17	2,559,107	2,546,630	2,367,174
Select Medical Corporation <i>Healthcare, Education and Childcare</i>	Series E Tranche B Term Loan — 6.0% Cash, Due 6/18	2,075,986	2,069,075	2,110,582
Semiconductor Components Industries, LLC (On Semiconductor) <i>Electronics</i>	Term Loan — 2.6% Cash, Due 1/18	3,718,750	3,695,931	3,718,750
Sensata Technologies B.V. (Sensata Technologies Finance Company, LLC) <i>Electronics</i>	Sixth Amendment Term Loan — 3.0% Cash, Due 10/21	534,542	531,559	538,885
SGS Cayman, L.P. <i>Diversified/Conglomerate Service</i>	Initial Cayman Term Loan — 6.0% Cash, Due 4/21	132,834	131,878	131,090
Sinclair Television Group, Inc. <i>Broadcasting and Entertainment</i>	New Tranche B Term Loan — 3.0% Cash, Due 4/20	66,296	66,296	66,379
Steinway Musical Instruments, Inc. <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	Loan (First Lien) — 4.8% Cash, Due 9/19	1,991,985	1,981,249	1,922,265
Sutherland Global Services Inc. <i>Diversified/Conglomerate Service</i>	Initial U.S. Term Loan — 6.0% Cash, Due 4/21	570,647	566,540	563,157
Toys ‘R’ US-Delaware, Inc. <i>Retail Stores</i>	Term B-2 Loan — 5.3% Cash, Due 5/18	1,488,194	1,428,809	1,406,716
Transdigm Inc. <i>Aerospace and Defense</i>	Tranche C Term Loan — 4.0% Cash, Due 2/20	3,752,368	3,715,669	3,785,782
Tribune Media Company (fka Tribune Company) <i>Broadcasting and Entertainment</i>	Term B Loan — 3.8% Cash, Due 12/20	2,078,894	2,066,155	2,099,943
Tronox Pigments (Netherlands) B. V. <i>Chemicals, Plastics and Rubber</i>	New Term Loan — 4.5% Cash, Due 3/20	2,473,836	2,467,847	2,487,058
United Air Lines, Inc. (fka Continental Airlines, Inc.) <i>Personal Transportation</i>	Class B Term Loan — 3.3% Cash, Due 4/19	2,034,432	2,036,638	2,049,374
Univision Communications Inc. <i>Broadcasting and Entertainment</i>	Replacement First-Lien Term Loan (C-4) — 4.0% Cash, Due 3/20	3,204,971	3,189,172	3,226,716
Valeant Pharmaceuticals International, Inc. <i>Healthcare, Education and Childcare</i>	Series C-2 Tranche B Term Loan — 5.3% Cash, Due 12/19	1,339,121	1,306,042	1,339,241

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate/Maturity	Principal	Cost	Fair Value
Walter Investment Management Corp. <i>Finance</i>	Tranche B Term Loan — 4.8% Cash, Due 12/20	\$ 2,454,158	\$ 2,447,189	\$ 2,349,243
WESCO Distribution, Inc. <i>Machinery (Non-Agriculture, Non- Construction, Non-Electronic)</i>	Tranche B-1 Loan — 4.0% Cash, Due 12/19	206,786	205,914	207,497
West Corporation <i>Diversified/Conglomerate Service</i>	Refinanced Term B-14 Loan — 3.3% Cash, Due 6/21	5,472,534	5,451,789	5,489,663
Windstream Services, LLC (fka Windstream Corporation) <i>Telecommunications</i>	Tranche B-5 Term Loan — 3.5% Cash, Due 8/19	5,893,671	5,893,671	5,908,405
Zekelman Industries, Inc. (fka JMC Steel Group, Inc.) <i>Mining, Steel, Iron and Non-Precious Metals</i>	Term Loan — 6.0% Cash, Due 6/21	1,287,097	1,281,369	1,301,576
Total Investment in Debt Securities		177,257,703	175,174,493	170,702,652

Equity Securities Portfolio

Portfolio Company/Principal Business	Equity Investment	Shares	Cost	Fair Value
Education Management Corporation <i>Healthcare, Education and Childcare</i>	Series A-1 Preferred Shares	2,670	\$—	\$ 748
Dex Media, Inc. <i>Printing and Publishing</i>	Common Stock	59,785	—	149,462
QCE, LLC (Quiznos) — <i>Retail Stores</i>	New Common Stock	1,256	—	314
Total Investment in Equity Securities			—	150,524

CLO Securities Portfolio

Portfolio Company	CLO Investment	Principal	Cost	Fair Value
MDPK 2007-4A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 03/2021 — D — 55817UAF7	\$2,000,000	\$ 2,000,000	\$ 1,931,600
TRAL 2007-1A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2022 — C — 89288BAG6	3,000,000	3,000,000	2,924,700
TRAL 2007-1A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2022 — D — 89288AAA1	1,000,000	1,000,000	975,500
Total Investment in CLO Rated Notes		6,000,000	6,000,000	5,831,800
Total Investments			<u>\$181,174,493</u>	<u>\$176,684,976</u>

(1) Investment in a Collateralized Loan Obligation Fund

(2) Loan on non-accrual status

See accompanying notes to the financial statements.

Katonah 2007-I CLO Ltd.
SCHEDULE OF INVESTMENTS
As of December 31, 2015

Debt Securities Portfolio

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Cost	Fair Value
AdvancePierre Foods, Inc. <i>Beverage, Food and Tobacco</i>	Term Loan (First Lien) — 5.8% Cash, Due 7/17	\$ 2,469,655	\$ 2,484,379	\$ 2,465,790
Allison Transmission, Inc. <i>Automobile</i>	Term B-3 Loan — 3.5% Cash, Due 8/19	4,720,274	4,688,227	4,698,160
Aramark Corporation <i>Diversified/Conglomerate Service</i>	U.S. Term F Loan — 3.3% Cash, Due 2/21	2,526,481	2,443,445	2,506,484
Armstrong World Industries, Inc. ⁽³⁾ <i>Buildings and Real Estate⁽³⁾</i>	Term Loan B — 3.5% Cash, Due 3/20	972,500	972,500	967,638
Ascena Retail Group, Inc. (Anntaylor Retail, Inc.) <i>Retail Stores</i>	Tranche B Term Loan — 5.3% Cash, Due 8/22	2,000,000	1,846,016	1,880,000
Asurion, LLC (fka Asurion Corporation) <i>Insurance</i>	Incremental Tranche B-1 Term Loan — 5.0% Cash, Due 5/19	1,121,067	1,095,258	1,053,456
Avis Budget Car Rental, LLC <i>Personal Transportation</i>	Tranche B Term Loan — 3.0% Cash, Due 3/19	1,544,939	1,534,683	1,543,324
Belfor USA Group Inc. <i>Ecological</i>	Tranche B Term Loan — 3.8% Cash, Due 4/19	1,611,699	1,615,203	1,601,626
Berry Plastics Corporation <i>Containers, Packaging and Glass</i>	Term E Loan — 3.8% Cash, Due 1/21	2,591,612	2,507,141	2,559,386
Burlington Coat Factory Warehouse Corporation <i>Retail Stores</i>	Term B-3 Loan — 4.3% Cash, Due 8/21	2,321,888	2,290,743	2,298,669
Capital Automotive L.P. <i>Finance</i>	Tranche B-1 Term Loan Facility — 4.0% Cash, Due 4/19	1,267,378	1,260,465	1,268,170
Capsugel Holdings US, Inc. <i>Healthcare, Education and Childcare</i>	Initial Term Loan — 3.5% Cash, Due 8/18	721,164	719,601	710,123
Cedar Fair, L.P. <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	U.S. Term Facility — 3.3% Cash, Due 3/20	966,429	964,983	969,449
Celanese US Holdings LLC <i>Chemicals, Plastics and Rubber</i>	Dollar Term C-3 Loan — 2.5% Cash, Due 10/18	1,251,599	1,214,068	1,254,509
Cequel Communications, LLC <i>Broadcasting and Entertainment</i>	Term Loan — 3.8% Cash, Due 2/19	1,879,918	1,871,491	1,854,070
Charter Communications Operating, LLC (aka CCO Safari LLC) <i>Broadcasting and Entertainment</i>	Term F Loan — 3.0% Cash, Due 1/21	1,483,706	1,475,779	1,457,370
CHS/Community Health Systems, Inc. <i>Healthcare, Education and Childcare</i>	Incremental 2018 Term F Loans — 3.7% Cash, Due 12/18	1,209,226	258,686	1,195,368
CHS/Community Health Systems, Inc. <i>Healthcare & Pharmaceuticals</i>	Incremental 2019 Term G Loan — 3.8% Cash, Due 12/19	1,062,209	1,059,907	1,038,145
CHS/Community Health Systems, Inc. <i>Healthcare, Education and Childcare</i>	Incremental 2021 Term H Loan — 4.0% Cash, Due 1/21	2,160,738	2,137,064	2,131,415
Ciena Corporation <i>Electronics</i>	Term Loan — 3.8% Cash, Due 7/19	2,977,387	2,992,956	2,953,195
Commscope, Inc. <i>Telecommunications</i>	Tranche 4 Term Loan — 3.3% Cash, Due 1/18	261,875	262,083	261,057
Consolidated Communications, Inc. <i>Telecommunications</i>	Initial Term Loan — 4.3% Cash, Due 12/20	2,917,802	2,898,785	2,903,227
Container Store, Inc., The <i>Retail Stores</i>	Term Facility — 4.3% Cash, Due 4/19	1,678,935	1,682,649	1,553,015
ConvaTec Inc. <i>Healthcare, Education and Childcare</i>	Dollar Term Loan — 4.3% Cash, Due 6/20	1,162,658	1,165,259	1,145,223
Crown Castle Operating Company ⁽³⁾ <i>Buildings and Real Estate⁽³⁾</i>	Extended Incremental Tranche B-2 Term Loan — 3.0% Cash, Due 1/21	2,888,746	2,878,350	2,881,235
David's Bridal, Inc. <i>Retail Stores</i>	Initial Term Loan — 5.3% Cash, Due 10/19	477,723	475,142	397,942

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Cost	Fair Value
Dealer Computer Services, Inc. (Reynolds & Reynolds) <i>Electronics</i>	Tranche B Term Loan — 2.4% Cash, Due 4/16	\$ 2,242,828	\$ 2,242,828	\$ 2,242,827
Delta 2 (Lux) S.a.r.l (aka Formula One) <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Facility B3 (USD) — 4.8% Cash, Due 7/21	3,421,774	3,400,280	3,319,121
Delta Air Lines, Inc. <i>Personal Transportation</i>	2014 Term B-2 Loan — 2.7% Cash, Due 4/16	3,402,908	3,406,970	3,397,583
Dex Media West LLC <i>Printing and Publishing</i>	New Term Loan — 8.0% Cash, Due 12/16	695,444	692,438	379,017
DJO Finance LLC <i>Healthcare, Education and Childcare</i>	Initial Term Loan — 4.3% Cash, Due 6/20	1,955,250	1,980,808	1,908,813
Drumm Investors LLC (aka Golden Living) <i>Healthcare, Education and Childcare</i>	Term Loan — 6.8% Cash, Due 5/18	3,731,318	3,718,832	3,689,341
Education Management II LLC ⁽²⁾ <i>Healthcare, Education and Childcare</i>	Tranche A Term Loan — 5.5% Cash, Due 7/20	200,289	201,304	50,071
Education Management II LLC ⁽²⁾ <i>Healthcare, Education and Childcare</i>	Tranche B Term Loan — 8.5% Cash, Due 7/20	350,666	352,357	37,872
Envigo Laboratories, Inc. (fka BPA Laboratories Inc.) <i>Healthcare, Education and Childcare</i>	Term Loan (First Lien) — 2.8% Cash, Due 7/17	1,743,896	1,663,494	1,409,286
Envigo Laboratories, Inc. (fka BPA Laboratories Inc.) <i>Healthcare, Education and Childcare</i>	Term Loan (Second Lien) — 2.8% Cash, Due 7/17	1,516,318	1,446,409	1,232,009
Essential Power, LLC <i>Utilities</i>	Term Loan — 4.8% Cash, Due 8/19	932,448	925,235	921,668
FCA US LLC (fka Chrysler Group LLC) <i>Automobile</i>	Term Loan B — 3.5% Cash, Due 5/17	3,067,549	2,960,527	3,061,797
Federal-Mogul Corporation <i>Automobile</i>	Tranche B Term Loan (2014) — 4.0% Cash, Due 4/18	1,566,456	1,529,147	1,415,191
Fender Musical Instruments Corporation <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	Initial Loan — 5.8% Cash, Due 4/19	1,884,150	1,874,862	1,867,664
First Data Corporation <i>Banking, Finance, Insurance & Real Estate</i>	2018 New Dollar Term Loan — 3.9% Cash, Due 3/18	2,903,500	2,900,493	2,870,632
First Data Corporation <i>Banking, Finance, Insurance & Real Estate</i>	New 2022B Dollar Term Loan — 4.2% Cash, Due 7/22	2,546,500	2,546,500	2,513,714
Gardner Denver, Inc. <i>Machinery (Non-Agriculture, Non-Construction, Non-Electronic)</i>	Initial Dollar Term Loan — 4.3% Cash, Due 7/20	2,232,868	2,184,383	2,016,838
General Nutrition Centers, Inc. <i>Retail Stores</i>	Amended Tranche B Term Loan — 3.3% Cash, Due 3/19	870,762	873,222	848,997
Getty Images, Inc. <i>Printing and Publishing</i>	Initial Term Loan — 4.8% Cash, Due 10/19	2,910,000	2,894,196	1,847,850
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <i>Printing and Publishing</i>	Tranche B-2 Term Loan — 5.9% Cash, Due 6/17	2,414,520	2,417,333	2,342,084
Harland Clarke Holdings Corp. (fka Clarke American Corp.) <i>Printing and Publishing</i>	Tranche B-3 Term Loan — 7.0% Cash, Due 5/18	943,396	943,396	940,472
HCA Inc. <i>Healthcare, Education and Childcare</i>	Tranche B-4 Term Loan — 3.4% Cash, Due 5/18	2,932,500	2,893,337	2,932,515
HCR Healthcare, LLC <i>Healthcare, Education and Childcare</i>	Initial Term Loan — 5.0% Cash, Due 4/18	476,250	474,710	452,142
Hertz Corporation, The <i>Personal Transportation</i>	Tranche B-1 Term Loan — 3.8% Cash, Due 3/18	3,894,660	3,894,343	3,891,252
Hertz Corporation, The <i>Personal Transportation</i>	Tranche B-2 Term Loan — 3.0% Cash, Due 3/18	953,050	950,930	946,198
Huntsman International LLC <i>Chemicals, Plastics and Rubber</i>	2015 Extended Term B Dollar Loan — 3.3% Cash, Due 4/19	2,719,781	2,610,970	2,678,304
Ineos US Finance LLC <i>Chemicals, Plastics and Rubber</i>	2020 Dollar Term Loan — 3.8% Cash, Due 12/20	6,376,839	6,398,337	6,137,707

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Cost	Fair Value
Infor (US), Inc. (fka Lawson Software Inc.) <i>Electronics</i>	Tranche B-5 Term Loan — 3.8% Cash, Due 6/20	\$ 2,352,008	\$ 2,363,429	\$ 2,214,321
Integra Telecom Holdings, Inc. <i>Telecommunications</i>	Term B-1 Loan — 5.3% Cash, Due 8/20	416,454	417,393	404,377
International Architectural Products, Inc. ⁽²⁾ <i>Mining, Steel, Iron and Non-Precious Metals</i>	Term Loan — 0.0% Cash, Due 5/15	81,467	81,467	326
J. Crew Group, Inc. <i>Retail Stores</i>	Initial Loan — 4.0% Cash, Due 3/21	3,880,774	3,883,610	2,528,324
Jarden Corporation <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	New Tranche B Term Loan — 3.0% Cash, Due 3/18	4,769,734	4,749,934	4,773,216
JBS USA, LLC <i>Beverage, Food and Tobacco</i>	Initial Term Loan — 3.8% Cash, Due 5/18	861,507	860,028	859,353
JMC Steel Group, Inc. <i>Mining, Steel, Iron and Non-Precious Metals</i>	Term Loan — 4.8% Cash, Due 4/17	1,293,564	1,291,965	1,251,524
Jo-Ann Stores, Inc. <i>Retail Stores</i>	Term B Loan — 4.0% Cash, Due 3/18	941,546	943,733	885,054
KAR Auction Services, Inc. <i>Automobile</i>	Tranche B-1 Term Loan — 3.1% Cash, Due 3/17	679,145	680,354	679,430
KAR Auction Services, Inc. <i>Automobile</i>	Tranche B-2 Term Loan — 3.5% Cash, Due 3/21	3,407,047	3,453,066	3,402,788
Key Safety Systems, Inc. <i>Automobile</i>	Initial Term Loan — 4.8% Cash, Due 8/21	1,364,058	1,340,031	1,329,956
Kronos Incorporated <i>Diversified/Conglomerate Service</i>	Incremental Term Loan (First Lien) — 4.5% Cash, Due 10/19	978,389	975,600	964,941
Landry's Inc. (fka Landry's Restaurants, Inc.) <i>Beverage, Food and Tobacco</i>	B Term Loan — 4.0% Cash, Due 4/18	1,538,848	1,548,166	1,533,324
Las Vegas Sands, LLC <i>Hotels, Motels, Inns, and Gaming</i>	Term B Loan — 3.3% Cash, Due 12/20	3,201,595	3,172,481	3,174,782
Live Nation Entertainment, Inc. <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Term B-1 Loan — 3.5% Cash, Due 8/20	472,878	471,316	472,434
LPL Holdings, Inc. <i>Finance</i>	2021 Tranche B Term Loan — 4.3% Cash, Due 3/21	1,930,500	1,921,055	1,901,543
MCC Iowa LLC <i>Broadcasting and Entertainment</i>	Tranche J Term Loan — 3.8% Cash, Due 6/21	690,439	680,992	685,046
Mediacom Illinois, LLC (fka Mediacom Communications, LLC) <i>Broadcasting and Entertainment</i>	Tranche F Term Loan — 2.9% Cash, Due 3/18	5,895,000	5,886,840	5,801,063
National CineMedia, LLC <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Term Loan (2013) — 3.2% Cash, Due 11/19	1,000,000	995,545	996,250
NBTY, INC. <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	Term B-2 Loan — 3.5% Cash, Due 10/17	3,391,643	3,392,700	3,351,791
NEP/NCP Holdeo, Inc. — <i>Broadcasting and Entertainment</i>	Amendment No. 4 Incremental Term Loan (First Lien) — 4.3% Cash, Due 1/20	2,454,312	2,435,744	2,313,189
Newsday, LLC <i>Printing and Publishing</i>	Term Loan — 3.9% Cash, Due 10/16	3,984,627	3,989,720	3,989,608
Nielsen Finance LLC (VNU, Inc.) <i>Broadcasting and Entertainment</i>	Class B-1 Term Loan — 2.5% Cash, Due 5/17	5,402,525	5,407,617	5,400,283
NRG Energy, Inc. <i>Utilities</i>	Term Loan (2013) — 2.8% Cash, Due 7/18	955,481	954,306	932,191
OCI Beaumont LLC <i>Chemicals, Plastics and Rubber</i>	Term B-3 Loan — 6.5% Cash, Due 8/19	2,486,113	2,518,346	2,510,974
Omnova Solutions, Inc. <i>Chemicals, Plastics and Rubber</i>	Term B-1 Loan — 4.3% Cash, Due 5/18	359,276	358,928	358,827
Onex Carestream Finance LP <i>Healthcare, Education and Childcare</i>	Term Loan (First Lien 2013) — 5.0% Cash, Due 6/19	2,429,369	2,445,779	2,200,608

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Cost	Fair Value
Pacific Drilling S.A. <i>Oil and Gas</i>	Term Loan — 4.5% Cash, Due 6/18	\$ 2,185,768	\$ 2,189,041	\$ 961,738
PetCo Animal Supplies, Inc. <i>Retail Stores</i>	New Loan — 4.0% Cash, Due 11/17	5,328,526	5,297,286	5,321,359
Petroleum GEO-Services ASA (PGS Finance, Inc) <i>Oil and Gas</i>	Extended Term Loan — 3.3% Cash, Due 3/21	4,912,500	4,912,500	3,468,225
PQ Corporation <i>Chemicals, Plastics and Rubber</i>	2014 Term Loan — 4.0% Cash, Due 8/17	4,916,982	4,915,840	4,887,013
QCE, LLC (Quiznos) ⁽²⁾ <i>Personal, Food and Miscellaneous Services</i>	Existing Term Loan — 0.0% Cash, Due 9/20	449,499	449,486	59,932
Quikrete Holdings, Inc. ⁽³⁾ <i>Buildings and Real Estate⁽³⁾</i>	Initial Loan (First Lien) — 3.0% Cash, Due 9/20	2,230,000	2,218,850	2,208,748
R.H. Donnelley Inc. <i>Printing and Publishing</i>	Loan — 9.8% Cash, Due 4/22	421,935	420,869	181,565
Regal Cinemas Corporation <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Term Loan — 3.8% Cash, Due 11/17	963,677	969,660	962,728
Revlon Consumer Products Corporation <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	Replacement Term Loan — 3.3% Cash, Due 12/18	4,480,361	4,498,987	4,476,150
Reynolds Group Holdings Inc. <i>Containers, Packaging and Glass</i>	Incremental U.S. Term Loan — 4.5% Cash, Due 10/17	2,058,619	2,058,619	2,042,109
RGIS Services, LLC <i>Diversified/Conglomerate Service</i>	Tranche C Term Loan — 5.5% Cash, Due 11/18	2,597,871	2,569,219	1,850,983
RPI Finance Trust <i>Healthcare, Education and Childcare</i>	Term B-3 Term Loan — 3.3% Cash, Due 6/18	2,487,277	2,506,353	2,483,385
Schaeffler AG (formerly named INA Beteiligungsgesellschaft mit beschränkter Haftung) <i>Automobile</i>	Facility B-USD — 4.3% Cash, Due 5/20	1,015,385	1,020,391	1,018,685
Select Medical Corporation <i>Healthcare, Education and Childcare</i>	Series E Tranche B Term Loan — 5.0% Cash, Due 1/18	2,104,406	2,092,431	2,091,254
Semiconductor Components Industries, LLC (On Semiconductor) <i>Electronics</i>	Term Loan — 2.1% Cash, Due 10/21	4,593,750	4,537,373	4,455,938
Sensata Technologies B.V. (Sensata Technologies Finance Company, LLC) <i>Electronics</i>	Sixth Amendment Term Loan — 3.0% Cash, Due 4/20	560,135	556,355	551,851
Sinclair Television Group, Inc. <i>Broadcasting and Entertainment</i>	New Tranche B Term Loan — 3.0% Cash, Due 9/19	66,983	66,865	65,978
Steinway Musical Instruments, Inc. <i>Personal and Non Durable Consumer Products (Mfg. Only)</i>	Loan (First Lien) — 4.8% Cash, Due 3/19	2,000,000	1,985,239	1,972,500
Telesat Canada <i>Telecommunications</i>	U.S. Term B-2 Loan — 3.5% Cash, Due 12/17	2,960,078	2,937,884	2,920,605
TPF Generation Holdings, LLC <i>Utilities</i>	Term Loan — 4.8% Cash, Due 2/20	188,393	182,268	168,611
TransDigm Inc. <i>Aerospace and Defense</i>	Tranche C Term Loan — 3.8% Cash, Due 3/20	3,791,455	3,742,603	3,708,251
Tronox Pigments (Netherlands) B. V. <i>Chemicals, Plastics and Rubber</i>	New Term Loan — 4.5% Cash, Due 2/20	2,499,471	2,487,925	2,224,005
TWCC Holding Corp. <i>Broadcasting and Entertainment</i>	Term B-1 Loan — 5.8% Cash, Due 3/20	2,924,754	2,905,902	2,926,318
Univision Communications Inc. <i>Broadcasting and Entertainment</i>	Replacement First-Lien Term Loan — 4.0% Cash, Due 12/19	3,239,279	3,218,251	3,176,113
UPC Financing Partnership <i>Broadcasting and Entertainment</i>	Facility AH — 3.3% Cash, Due 6/21	700,000	704,142	688,517
Valeant Pharmaceuticals International, Inc. <i>Healthcare, Education and Childcare</i>	Series C-2 Tranche B Term Loan — 3.8% Cash, Due 10/19	1,389,000	1,343,190	1,344,205
Vertafore, Inc. <i>Electronics</i>	Term Loan (2013) — 4.3% Cash, Due 11/19	892,097	892,097	885,964

See accompanying notes to the financial statements.

Portfolio Company/Principal Business	Investment Interest Rate ⁽¹⁾ /Maturity	Principal	Cost	Fair Value
VFH Parent LLC <i>Finance</i>	Term Loan (2013) — 5.3% Cash, Due 12/20	\$ 985,103	\$ 994,592	\$ 980,177
Walter Investment Management Corp. <i>Finance</i>	Tranche B Term Loan — 4.8% Cash, Due 12/19	2,454,158	2,445,426	2,124,393
WESCO Distribution, Inc. <i>Machinery (Non-Agriculture, Non- Construction, Non-Electronic)</i>	Tranche B-1 Loan — 3.8% Cash, Due 6/18	249,643	248,233	248,551
West Corporation <i>Diversified/Conglomerate Service</i>	Term B-10 Loan — 3.3% Cash, Due 7/17	3,776,796	3,756,691	3,722,844
WideOpenWest Finance, LLC <i>Telecommunications</i>	Term B-1 Loan 2013 — 3.8% Cash, Due 8/19	4,724,229	4,740,543	4,598,234
Windstream Services, LLC (fka Windstream Corporation) <i>Telecommunications</i>	Tranche B-5 Term Loan — 3.5% Cash, Due 2/17	5,954,430	5,954,430	5,801,848
WireCo WorldGroup Inc. <i>Machinery (Non-Agriculture, Non- Construction, Non-Electronic)</i>	Term Loan — 6.0% Cash, Due 2/20	1,829,576	1,825,076	1,767,828
Zuffa, LLC <i>Leisure, Amusement, Motion Pictures, Entertainment</i>	Initial Term Loan — 3.8% Cash, Due 6/19	2,294,791	2,287,980	2,242,011
Total Investment in Debt Securities		<u>246,578,754</u>	<u>244,325,246</u>	<u>234,403,150</u>

Equity Securities Portfolio

Portfolio Company/Principal Business	Equity Investment	Shares	Cost	Value ⁽²⁾
Education Management Corporation ⁽²⁾	Series A-1 Preferred Shares	2,670	\$—	\$2,670
QCE, LLC (Quiznos) ⁽²⁾	New Common Stock	1,256	—	160
Total Investment in Equity Securities (100% of net asset value at fair value)			<u>\$—</u>	<u>\$2,830</u>

CLO Securities Portfolio

Portfolio Company	CLO Investment	Principal	Cost	Value
APID 2007-5A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2021 — D — 03761XAG5	\$ 1,000,000	\$ 1,000,000	\$ 963,108
HLCNL 2007-2A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2021 — D — 40537AAA3	3,000,000	2,968,134	2,902,077
MDPK 2007-4A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 03/2021 — D — 55817UAF7	2,000,000	2,000,000	1,869,623
NAVIG 2007-2A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2021 — D — 63937HAD0	3,000,000	3,000,000	2,910,373
TRAL 2007-1A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2022 — C — 89288BAG6	3,000,000	3,000,000	2,778,118
TRAL 2007-1A ⁽¹⁾ <i>CLO Rated Notes</i>	Floating — 04/2022 — D — 89288AAA1	1,000,000	1,000,000	937,226
Total Investment in CLO Rated Notes		<u>13,000,000</u>	<u>12,968,134</u>	<u>12,360,525</u>
Total Investments		<u>\$259,578,754</u>	<u>\$257,293,380</u>	<u>\$246,766,505</u>

(1) Investment in a Collateralized Loan Obligation Fund

(2) Loan on non-accrual status

(3) Buildings and real estate relate to real estate ownership, builders, managers and developers and excludes mortgage debt investments and mortgage lenders or originators.

See accompanying notes to the financial statements.

KATONAH 2007-I CLO LTD.**NOTES TO FINANCIAL STATEMENTS****1. ORGANIZATION**

Katonah 2007-I CLO LTD. (the “Fund”) is an exempted company incorporated in November 15, 2006 with limited liability under the laws of the Cayman Islands for the sole purpose of investing in broadly syndicated loans, high-yield bonds and other credit instruments. The Fund is what is commonly known as a collateralized loan obligation fund (“CLO Fund”).

A CLO Fund generally refers to a special purpose vehicle that owns a portfolio of investments and issues various tranches of debt and subordinated note securities to finance the purchase of those investments. Investments purchased by a CLO Fund are governed by extensive investment guidelines, including limits on exposure to any single industry or issuer and limits on the ratings of the CLO Fund’s assets. A CLO Fund has a defined investment period during which it is allowed to make investments or reinvest capital as it becomes available.

A CLO Fund typically issues multiple tranches of debt and subordinated note securities with varying ratings and levels of subordination to finance the purchase of their underlying investments. Interest and principal payments (net of designated CLO Fund expenses) from the CLO Fund are paid to each issued security in accordance with an agreed upon priority of payments, commonly referred to as the “waterfall.” The most senior notes, generally rated AAA/Aaa, commonly represent the majority of the total liabilities of the CLO Fund. AAA/Aaa notes are issued at a specified spread over LIBOR and normally have the first claim on the earnings on the CLO Fund’s investments after payment of certain fees and expenses. Lower subordinated “mezzanine” tranches of rated notes generally have ratings ranging from AA/Aa to BB/Ba and are usually issued at a specified spread over LIBOR with higher spreads paid on the tranches with lower ratings. Each tranche is typically only entitled to a share of the earnings on the CLO Fund’s investments if the required interest and principal payments have been made on the more senior tranches in the waterfall. The most junior tranche can take the form of either subordinated notes or preferred shares. The subordinated notes or preferred shares generally do not have a stated coupon but are entitled to residual cash flows from the CLO Fund’s investments after all of the other tranches of notes and certain other fees and expenses are paid.

On January 23, 2008, the Fund sold \$323.9 million of notes or debt securities, consisting of Class A-1L Floating Rate Notes, Class A-2L Floating Rate Notes, Class A-3L Floating Rate Notes, Class B-1L Floating Rate Notes, Class B-2L Floating Rate Notes (“Class B-2L Notes”) and preferred shares. The notes were issued pursuant to an indenture, dated January 23, 2008 (the “Indenture”), with U.S. Bank National Association servicing as the trustee thereunder. KCAP Financial, Inc. (“KCAP Financial”) owns all of the preferred shares of Katonah 2007-I CLO LTD. The Fund’s defined investment period ended on April 22, 2014. Following the defined investment period, proceeds from principal payments in the investment portfolio of the Fund are used to pay down its outstanding notes, starting with Class A notes.

Pursuant to a collateral management agreement (the “Collateral Management Agreement”), Katonah 2007-I Management, L.L.C. (the “Manager”), which is an indirect wholly-owned portfolio company of KCAP Financial, provides investment management services to the Fund, and makes day-to-day investment decisions concerning the assets of the Fund. The Manager also performs certain administrative services on behalf of the Fund under the Collateral Management Agreement. The Manager is a registered investment adviser under the Investment Advisers Act of 1940.

2. SIGNIFICANT ACCOUNTING POLICIES**Basis of Accounting and Combination**

The financial statements of the Fund have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). In the opinion of the Manager’s management, the financial statements of the Fund reflect all adjustments, consisting of normal recurring accruals, which are necessary for the fair presentation of the financial condition and results of operations for the periods presented.

KATONAH 2007-I CLO LTD.

NOTES TO FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

Furthermore, the preparation of the financial statements requires management to make significant estimates and assumptions including 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.

All of the investments held and notes issued by the Fund are presented at fair value in the Fund's Statements of Net Assets.

Investments of the Fund at Fair Value. Investment transactions are recorded on the applicable trade date. Realized gains or losses are determined using the specific identification method. Investments held by the Fund are stated at fair value. ASC 820-10, Fair Value Measurements and Disclosures ("ASC 820-10"), requires among other things, disclosures about assets and liabilities that are measured and reported at fair value.

Hierarchy of Fair Value Inputs. The provisions of ASC 820-10 establish a hierarchy that prioritizes inputs to valuation techniques used to measure fair value and require companies to disclose the fair value of their financial instruments according to the fair value hierarchy (i.e., Level 1, 2 and 3 inputs, as defined). The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Additionally, companies are required to provide additional disclosure regarding instruments in the Level 3 category (which have inputs to the valuation techniques that are unobservable and require significant management judgment), including a reconciliation of the beginning and ending balances separately for each major category of assets and liabilities.

Assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 Inputs:

Quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date.

- Level 1 assets may include listed mutual funds, ETFs, equities and certain derivatives.

Level 2 Inputs:

Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; quotes from pricing services or brokers, for which the Manager can determine that orderly transactions took place at the quoted price or that the inputs used to arrive at the price were observable; and inputs other than quoted prices that are observable, such as models or other valuation methodologies.

- Level 2 assets in this category may include debt securities, bank loans, short-term floating rate notes and asset-backed securities, restricted public securities valued at a discount, as well as over the counter derivatives, including interest and inflation rate swaps and foreign currency exchange contracts that have inputs to the valuations that generally can be corroborated by observable market data.

KATONAH 2007-I CLO LTD.

NOTES TO FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

Level 3 Inputs:

Unobservable inputs for the valuation of the asset or liability, which may include non-binding broker quotes. Level 3 assets include investments for which there is little, if any, market activity. These inputs require significant management judgment or estimation.

- Level 3 assets in this category may include general and limited partnership interests in private equity funds, funds of private equity funds, real estate funds, hedge funds, and funds of hedge funds, direct private equity investments held within consolidated funds, bank loans, bonds issued by CLO Funds and certain held for sale real estate disposal assets.
- Level 3 liabilities included in this category include borrowings of consolidated collateralized loan obligations valued based upon non-binding broker quotes or discounted cash flow model based on a discount margin calculation.

Significance of Inputs:

The Manager's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Valuation of Portfolio Investments. 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 based on detailed analyses prepared by management, and, in certain circumstances, may utilize third parties with valuation expertise. The Manager follows the provisions of ASC 820-10 with respect to preparing the Fund's financial statements. This standard defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. ASC 820-10 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 820-10, the FASB has issued various staff positions clarifying the initial standard as noted below.

Fair Value Measurements and Disclosures requires the disclosure 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 Manager's valuation methodology and procedures for investments held by the Fund are generally as follows:

1. For any asset which is also held by KCAP Financial on the applicable date, the KCAP Financial fair value mark as of such applicable date is used.
2. Each portfolio company or investment is cross-referenced to an independent pricing service to determine if a current market quote is available. The nature and quality of such quote is reviewed to determine reliability and relevance of the quote. Factors considered in this determination include whether the quote is from a transaction or is a broker quote, the date and aging of such quote, whether the transaction is arms-length, whether it is of a liquidation or distressed nature and certain other factors judged to be relevant by the Manager's management within the framework of ASC 820-10.
3. If an investment does not have a market quotation on either a broad market exchange or from an independent pricing service, the investment is initially valued by the Manager's investment professionals responsible for the portfolio investment in conjunction with the portfolio management team. Generally, such fair values 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

KATONAH 2007-I CLO LTD.

NOTES TO FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES – (continued)

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. 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.

4. Preliminary valuation conclusions are discussed and documented by the Manager's management.
5. Illiquid loans, junior and mezzanine securities and investments in other CLO bonds are fair valued using models developed by the Manager's management with applicable market assumptions.
6. The Manager's management discusses the valuations and determines in good faith that the fair values of each investment in the portfolio is reasonable based upon any applicable independent pricing service, input of management, and estimates from independent valuation firms (if any).

Debt Securities. Most of the Fund's investment portfolio is composed of broadly syndicated debt securities for which an independent pricing service quote is available. To the extent that the 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. Pricing service marks from third party pricing services may be used as an indication of fair value, depending on the volume and reliability of the marks, sufficient and reasonable correlation of bid and ask quotes, and, most importantly, the level of actual trading activity.

CLO Fund Securities. The Fund may selectively invest in securities issued by CLO Funds managed by other asset management companies. For bond rated tranches of CLO Funds (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 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. Such adjustments require judgment and may be material to the calculation of fair value.

Cash. Cash is defined as demand deposits. The Fund holds its cash with financial institutions and, at times, cash held in checking accounts may exceed the Federal Deposit Insurance Corporation insured limit.

Debt at Fair Value. The Fund has issued rated and unrated bonds to finance its operations. Debt is presented at fair value.

Interest Income. Interest income is recorded on the accrual basis on interest-bearing assets. The Fund 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 Manager otherwise does not expect the debtor to be able to service its debt obligations.

Management Fees. The Fund is externally managed by the Manager pursuant to the Collateral Management Agreement. As compensation for the performance of its obligations under the Collateral Management Agreement, the Manager is entitled to receive from the Fund a senior collateral management fee (the "Senior Collateral Management Fee"), a subordinated collateral management fee (the "Subordinated Collateral Management Fee") and an incentive collateral management fee (the "Incentive

KATONAH 2007-I CLO LTD.**NOTES TO FINANCIAL STATEMENTS****2. SIGNIFICANT ACCOUNTING POLICIES – (continued)**

Collateral Management Fee”). The Senior Collateral Management Fee is payable in arrears quarterly (subject to availability of funds and to the satisfaction of payment obligations on the debt obligations of the Fund (the “Priority of Payments”)) in an amount equal to 0.10% per annum of the aggregate principal amount of the Fund’s investments. The Subordinated Collateral Management Fee is payable in arrears quarterly (subject to availability of funds and to the Priority of Payments) in an amount equal to 0.15% per annum of the aggregate principal amount of the Fund’s investments. The Incentive Collateral Management Fee equals 20% of the amount of interest and principal payments remaining available for distribution to the holders of the Fund’s preferred shares under the Priority of Payments at which the Incentive Collateral Management Fee may be paid. For the years ended December 31, 2016, 2015 and 2014, there were no Incentive Fees incurred by the Fund.

Interest Expenses. The Fund has issued rated and unrated bonds to finance its operations. Interest on debt is calculated by the third party trustee of the Fund. Interest is accrued and generally paid quarterly.

Trustee Fees. The Fund has a third party trustee that is the custodian for all investments of the Fund and receives and disburses all cash in accordance to the trustee and custodial agreements. Trustee fees are accrued and paid quarterly by the Fund.

Income Taxes. The Fund is not subject to net income taxation in the United States or the Cayman Islands. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

3. INVESTMENTS

The investments held by the Fund are primarily invested in senior secured bank loans (typically syndicated by banks), bonds, and equity securities. Bank loan investments, which comprise the majority of the Fund’s portfolio, are senior secured corporate loans from a variety of industries, including but not limited to the aerospace and defense, broadcasting, technology, utilities, household products, healthcare, oil and gas, and finance industries. The investments mature at various dates between 2017 and 2022, pay interest at Libor or Prime plus a spread of up to 1.5%, and typically range in credit rating categories from BBB down to unrated. Non-accrual loans represented less than 1% of investments at fair value as of December 31, 2016 and December 31, 2015. The aggregate unpaid principal value of loans past due as of December 31, 2016 and December 31, 2015 was approximately \$449,000 and \$1.1 million, respectively and the difference between fair value and the unpaid principal balance was approximately \$413,000 and \$934,000, respectively. The Fund’s investments are valued based on price quotations provided by an independent third-party pricing source which are indicative of traded prices and/or dealer price quotations. In the event that a third-party pricing source is unable to price an investment, other relevant factors, data and information are considered, including: i) information relating to the market for the investment, including price quotations for and trading in the investment and interest in similar investments and the market environment and investor attitudes towards the investment and interests in similar investments; ii) the characteristics of and fundamental analytical data relating to the investment, including the cost, size, current interest rate, period until next interest rate reset, maturity and base lending rate, the terms and conditions of the loan and any related agreements, and the position of the loan in the issuer’s debt structure; iii) the nature, adequacy and value of the senior secured corporate loan’s collateral, including the CLO’s rights, remedies and interests with respect to the collateral; iv) the creditworthiness of the borrower, based on an evaluation of its financial condition, financial statements and information about the business, cash flows, capital structure and future prospects; v) the reputation and financial condition of the agent and any intermediate participants in the senior secured corporate loan; and vi) general economic and market conditions affecting the fair value of the senior secured corporate loan.

The debt issued by the Fund has a stated maturity date of April 23, 2022. The Fund’s debt was issued in various tranches with different risk profiles and ratings. The interest rates are variable rates based on Libor plus a pre-defined spread, which varies from 0.85% for the more senior tranches to 5% for the more

KATONAH 2007-I CLO LTD.

NOTES TO FINANCIAL STATEMENTS

3. INVESTMENTS – (continued)

subordinated tranches. The debt issued by the Fund is recorded at fair value using an income approach, driven by cash flows expected to be received from the portfolio collateral assets. Fair value is determined using current information, notably market yields and projected cash flows of collateral assets based on forecasted default and recovery rates that a market participant would use in determining the current fair value of the liabilities, taking into account the overall credit quality of the issuers and the Manager's past experience in managing similar securities. Market yields, default rates and recovery rates used in the Manager's estimate of fair value vary based on the nature of the investments in the underlying collateral pools. In periods of rising market yields, default rates and lower debt recovery rates, the fair value, and therefore the carrying value, of the liabilities may be adversely affected. Once the undiscounted cash flows of the collateral assets have been determined, the Manager applies appropriate discount rates that a market participant would use to determine the discounted cash flow valuation of the notes.

The carrying value of investments held and debt issued by the Fund is also their fair value. The following tables present the fair value hierarchy levels of investments held and debt issued by the Fund, which are measured at fair value as of December 31, 2016 and December 31, 2015:

December 31, 2016				
(\$ in millions)	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Investments	\$176,684,976	—	—	\$176,684,976
Liabilities:				
CLO Fund Liabilities	\$208,812,164	—	—	\$208,812,164
December 31, 2015				
(\$ in millions)	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Investments	\$246,766,505	—	—	\$246,766,505
Liabilities:				
CLO Fund Liabilities	\$261,433,473	—	—	\$261,433,473

The following tables show a reconciliation of the beginning and ending fair value measurements for Level 3 assets using significant unobservable inputs:

	For the year ended December 31, 2016
Beginning balance	\$ 246,766,505
Purchase of investments	82,554,227
Proceeds from sale and redemption of investments	(159,676,298)
Net Realized and Unrealized (losses)	7,040,542
Ending balance	<u>\$ 176,684,976</u>
Changes in unrealized appreciation (depreciation) included in earnings related to investments still held at reporting date	\$ 3,636,405

KATONAH 2007-I CLO LTD.

NOTES TO FINANCIAL STATEMENTS

3. INVESTMENTS – (continued)

	For the year ended December 31, 2015
Beginning balance	\$ 273,373,948
Purchase of investments	93,243,381
Proceeds from sale and redemption of investments	(113,199,395)
Net realized and unrealized (losses)	(6,651,429)
Ending balance	<u>\$ 246,766,505</u>
Changes in unrealized appreciation (depreciation) included in earnings related to investments still held at reporting date	\$ (5,313,969)

As of December 31, 2016, the Manager's Level 3 portfolio investments had the following valuation techniques and significant inputs:

Type	Fair Value	Valuation Technique	Unobservable inputs	Range of Inputs
Debt Securities	\$ 3,787,243	Income Approach	Implied Effective Discount Rate	6.72% – 7.89%
	166,915,409	Market Quote	Third-Party Bid-Ask Mid	4.9% – 102.0%
Equity Securities	150,524	Market Quote	Third-Party Bid-Ask Mid	0.25 – 2.50
CLO Fund Securities	5,831,800	Discounted Cash Flow	Discount Rate	3.52% – 5.57%
	<u>\$176,684,976</u>			

As of December 31, 2015, the Manager's Level 3 portfolio investments had the following valuation techniques and significant inputs:

Type	Fair Value	Valuation Technique	Unobservable inputs	Range of Inputs
Debt Securities	234,403,150	Market Quote	Third-Party Bid-Ask Mid	10.8% – 101.0%
Equity Securities	2,830	Market Quote	Third-Party Bid-Ask Mid	0.13 – 1.0
CLO Fund Securities	12,360,525	Discounted Cash Flow	Discount Rate	3.82% – 5.89%
	<u>\$246,766,505</u>			

The following tables show a reconciliation of the beginning and ending fair value measurements for Level 3 liabilities using significant unobservable inputs:

	For the year ended December 31, 2016
Beginning balance	\$261,433,473
Repayments	(54,179,244)
Unrealized depreciation	1,557,935
Ending balance	<u>\$208,812,164</u>
Changes in unrealized appreciation (depreciation) included in earnings related to liabilities still held at reporting date	\$ 1,557,935

KATONAH 2007-I CLO LTD.

NOTES TO FINANCIAL STATEMENTS

3. INVESTMENTS – (continued)

	For the year ended December 31, 2015
Beginning balance	\$290,699,426
Repayments	(23,002,449)
Unrealized depreciation	(6,263,504)
Ending balance	\$261,433,473
Changes in unrealized appreciation included in earnings related to liabilities still held at reporting date	\$ (6,263,504)

Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfers occur. ASC 820-10 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. In accordance with ASC 820-10, these inputs are summarized in the three broad levels listed below.

- Level 1 — Valuations based on quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access
- Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly
- Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement

The Fund's debt is presented at fair value with the difference between principal and fair value recorded as unrealized gain/loss. The par amount of the Fund's debt is approximately \$220 million and \$274 million as of December 31, 2016 and December 31, 2015, respectively.

The Manager has determined that, although the junior tranches have certain characteristics of equity, they should be accounted for and disclosed as debt on the Fund's Statement of Net Assets, as the subordinated and income notes have a stated maturity indicating a date for which they are mandatorily redeemable. The preference shares are also classified as debt, as they are mandatorily redeemable upon liquidation or termination of the Fund.

4. INCOME TAXES

Under the current laws, the Fund is not subject to net income taxation in the United States or the Cayman Islands. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

Pursuant to ASC Topic 740, *Accounting for Uncertainty in Income Taxes*, the Fund adopted the provisions of Financial Accounting Standards Board ("FASB") relating to accounting for uncertainty in income taxes which clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position must meet before being recognized in the financial statements and applies to all open tax years as of the effective date. As of December 31, 2016 and 2015 there was no impact to the financial statements as a result of the Fund's accounting for uncertainty in income taxes. The Fund does not have any unrecognized tax benefits or liabilities for the years ended December 31, 2016, 2015 and 2014. Also, the Fund recognizes interest and, if applicable, penalties for any uncertain tax positions, as a component of income tax expense. No interest or penalty expense was recorded by the Fund for the years ended December 31, 2016, 2015 and 2014.

KATONAH 2007-I CLO LTD.**NOTES TO FINANCIAL STATEMENTS****5. DEBT**

On January 23, 2008, the Fund issued \$323.9 million of notes or debt securities, consisting of the Class A-1L Floating Rate Notes, the Class A-2L Floating Rate Notes, the Class A-3L Floating Rate Notes, the Class B-1L Floating Rate Notes, the Class B-2L Floating Rate Notes and the preferred shares. The notes were issued pursuant to the Indenture. The table below sets forth certain information for each outstanding class of debt securities issued pursuant to the Indenture.

Title of Debt Security	Principal Amount	Amount Outstanding	Interest Rate	Maturity	Fair Value
Class A-1L Floating Rate Notes	\$122,686,300	\$122,686,300	LIBOR + 0.85%	April 23, 2022	\$122,673,114
Class A-2L Floating Rate Notes	26,000,000	26,000,000	LIBOR + 1.50%	April 23, 2022	26,062,401
Class A-3L Floating Rate Notes	18,000,000	18,000,000	LIBOR + 2.00%	April 23, 2022	18,059,400
Class B-1L Floating Rate Notes	11,000,000	11,000,000	LIBOR + 3.00%	April 23, 2022	11,025,300
Class B-2L Floating Rate Notes	10,500,000	10,500,000	LIBOR + 5.00%	April 23, 2022	10,538,850
Preferred Shares	31,411,736	31,411,736	N/A	April 23, 2022	20,453,099
	<u>\$219,598,036</u>	<u>\$219,598,036</u>			<u>\$208,812,164</u>

During 2016 and 2015, approximately \$54 million and \$23 million of the Class A-1L Floating Rate Notes was repaid in the normal course of business of the Fund, respectively.

6. COMMITMENTS AND CONTINGENCIES

As of December 31, 2016 and 2015 the Fund had no commitments to fund investments.

7. CAPITALIZATION

The authorized share capital of the Fund is \$32,250, consisting of 250 ordinary shares of \$1.00 par value, each of which are issued and fully paid, and 32,000,000 preferred shares, 31,411,736 of which are issued and fully paid. The ordinary shares that have been issued are held by Maples Finance Limited, a licensed trust company incorporated in the Cayman Islands, as the trustee pursuant to the terms of a charitable trust. The preferred shares that have been issued by the Fund are owned by KCAP Financial. The preferred shares are classified as debt in the Fund's financial statements, as they are mandatorily redeemable upon liquidation or termination of the Fund.

8. SUBSEQUENT EVENTS

The Fund has evaluated events and transactions occurring subsequent to December 31, 2016 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 financial statements.

EXHIBIT INDEX

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

Exhibit Number	Description
<u>3.1</u>	<u>Form of Certificate of Incorporation of the Company.⁽¹⁾</u>
<u>3.2</u>	<u>Second Amended and Restated Bylaws of KCAP Financial, Inc., dated as of December 12, 2018⁽²⁾</u>
<u>4.1</u>	<u>Specimen certificate of the Company's common stock, par value \$0.01 per share.⁽¹⁾</u>
<u>4.2</u>	<u>Form of Dividend Reinvestment Plan.⁽³⁾</u>
<u>4.3</u>	<u>Form of Base Indenture between the Company and U.S. Bank National Association⁽⁴⁾</u>
<u>4.4</u>	<u>Second Supplemental Indenture between the Company and U.S. Bank National Association relating to the 6.125% Notes Due 2022⁽⁸⁾</u>
<u>4.5</u>	<u>Form of 6.125% Notes Due 2022 (included as part of Exhibit 4.6)⁽⁸⁾</u>
<u>10.1</u>	<u>KCAP Financial, Inc. 2017 Equity Incentive Plan.⁽⁹⁾ *</u>
<u>10.2</u>	<u>KCAP Financial, Inc. 2017 Non-Employee Director Plan.⁽¹⁰⁾</u>
<u>10.3</u>	<u>Form of Company Non-Qualified Stock Option Certificate.⁽³⁾ *</u>
<u>10.4</u>	<u>Form of Custodian Agreement.⁽³⁾</u>
<u>10.5</u>	<u>Form of Executive Employment Agreement.⁽⁶⁾ *</u>
<u>10.6</u>	<u>Form of Indemnification Agreement for Officers and Directors of the Company.⁽⁷⁾</u>
<u>10.7</u>	<u>Amended and Restated Limited Liability Company Agreement of KCAP Freedom 3 LLC, dated July 19, 2017, by and between KCAP Financial, Inc. and Freedom 3 Opportunities LLC⁽¹¹⁾</u>
<u>10.8</u>	<u>Agreement and Plan of Merger, dated as of November 8, 2018, by and among the Company, Commodore Holdings, L.L.C., Katonah Debt Advisors, L.L.C., Trimaran Advisors, L.L.C., Trimaran Advisors Management, L.L.C., LibreMax Intermediate Holdings, LP, LM Rubicon Merger Sub 1, LLC, LM Rubicon Merger Sub 2, LLC, and LM Rubicon Merger Sub 3, LLC⁽¹²⁾</u>
<u>10.9</u>	<u>Stock Purchase and Transaction Agreement, dated December 14, 2018, by and between KCAP Financial, Inc. and BC Partners Advisors L.P.⁽¹³⁾</u>
<u>10.10</u>	<u>Form of Voting and Support Agreement, dated December 14, 2018, by and between BC Partners Advisors L.P. and the members of the board of directors of KCAP Financial, Inc.⁽¹³⁾</u>
<u>11.1</u>	<u>Computation of Per Share Earnings (included in the notes to the audited financial statements contained in this report).</u>
<u>21.1</u>	<u>List of Subsidiaries.**</u>
<u>23.1</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm relating to KCAP Financial, Inc.**</u>
<u>23.2</u>	<u>Consent of Ernst & Young LLP, Independent Auditors relating to the Asset Manager Affiliates.**</u>
<u>23.3</u>	<u>Consent of Ernst & Young LLP, Independent Auditors relating to Katonah 2007-I CLO.**</u>
<u>31.1</u>	<u>Chief Executive Officer Certification Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**</u>
<u>31.2</u>	<u>Chief Financial Officer Certification Pursuant to Rule 13a-14 of the Securities Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**</u>
<u>32.1</u>	<u>Chief Executive 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.**</u>
<u>32.2</u>	<u>Chief 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.**</u>

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- (1) Incorporated by reference to the exhibit included in Pre-Effective Amendment No. 1 on Form N-2, as filed on October 6, 2006 (File No. 333-136714).
 - (2) Incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, as filed on December 14, 2018 (File No. 814-00735).
 - (3) Incorporated by reference to the exhibit included in Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2, as filed on November 20, 2006 (File No. 333-136714).
 - (4) Incorporated by reference to exhibit included in the Registration Statement in Form N-2, as filed on October 3, 2012 (File No. 333-183032).
 - (5) Incorporated by reference to Exhibit 10.1 of the Quarterly Report on Form 10-Q, as filed on August 5, 2015 (File No. 814-00735).
 - (6) Incorporated by reference to Exhibit 10.1 of the Quarterly Report on Form 10-Q, as filed on May 6, 2015 (File No. 814-00735).
 - (7) Incorporated by reference to the exhibit included in Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2, as filed on November 24, 2006 (File No. 333-136714).
 - (8) Incorporated by reference to exhibit included in Post-Effective Amendment No. 1 to the Registration Statement in Form N-2, as filed on August 14, 2017 (File No. 333-218596).
 - (9) Incorporated by reference to Exhibit 4.1 included in the Registration Statement on Form S-8, as filed on June 8, 2017 (File No. 333-218594).
 - (10) Incorporated by reference to Exhibit 4.4 included in the Registration Statement on Form S-8, as filed on June 8, 2017 (File No. 333-218594)
 - (11) Incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K, as filed on July 20, 2017 (File No. 814-00735).
 - (12) Incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K, as filed on January 4, 2019 (File No. 814-00735).
 - (13) Incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K, as filed on December 20, 2018 (File No. 814-00735).

* Indicates a management contract or compensatory plan, contract or agreement.

** Filed herewith.

Exhibit 21.1

List of Subsidiaries	Jurisdiction
Kohlberg Capital Funding LLC I	Delaware
KCAP Senior Funding I Holdings, LLC	Delaware
KCAP Senior Funding I, LLC ⁽⁴⁾	Delaware
KCAP Management, LLC	Delaware
Katonah Management Holdings LLC ⁽¹⁾	Delaware
Katonah X Management LLC ⁽¹⁾⁽²⁾	Delaware
Katonah 2007-I Management LLC ⁽¹⁾⁽²⁾	Delaware
Commodore Holdings, L.L.C. ⁽¹⁾	Delaware
KCAP Coastal, LLC	Delaware
KCAP Funding I, LLC	Delaware

(1) Represents a wholly-owned portfolio company that is not consolidated for financial reporting purposes.

(2) A wholly-owned subsidiary of Katonah Management Holdings LLC.

(3) A wholly-owned subsidiary of Commodore Holdings, L.L.C.

(4) A wholly-owned subsidiary of KCAP Senior Funding I Holdings, LLC.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 333-218594) pertaining to the 2017 Equity Incentive and 2017 Non-Employee Director Plans of KCAP Financial, Inc. of our reports dated February 26, 2019, with respect to the consolidated financial statements of KCAP Financial, Inc., and the effectiveness of internal control over financial reporting of KCAP Financial, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
February 26, 2019

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8 333-218594) pertaining to the 2017 Equity Incentive and 2017 Non-Employee Director Plans of KCAP Financial, Inc. of our report dated March 7, 2018, with respect to the combined financial statements of the Asset Manager Affiliates, included in KCAP Financial Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
February 26, 2019

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8 333-218594) pertaining to the 2017 Equity Incentive and 2017 Non-Employee Director Plans of KCAP Financial, Inc. of our report dated March 9, 2017, with respect to the financial statements of Katonah 2007-I CLO Ltd., included in KCAP Financial Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
February 26, 2019

**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 annual report on Form 10-K 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 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 consolidated 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 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 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: February 26, 2019

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 annual report on Form 10-K 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 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 consolidated 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 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 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 February 26, 2019

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 Annual Report of KCAP Financial, Inc.(the “Company”) on Form 10-K for the year ended December 31, 2018 (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: February 26, 2019

By: /s/ DAYL W. PEARSON

Dayl W. Pearson
President and Chief Executive Officer
(Principal Executive 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 Annual Report of KCAP Financial, Inc.(the “Company”) on Form 10-K for the year ended December 31, 2018 (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: February 26, 2019

By: /s/ EDWARD U. GILPIN

Edward U. Gilpin
Chief Financial Officer
(Principal Financial Officer)
