

MVC CAPITAL, INC.  
Form 10-Q  
June 01, 2010

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington D.C. 20549**  
**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**For the quarterly period ended April 30, 2010**

**or**

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

**Commission File Number 814-00201**

**MVC Capital, Inc.**

(Exact name of the registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

94-3346760  
(I.R.S. Employer  
Identification No.)

287 Bowman Avenue  
2nd Floor  
Purchase, New York  
(Address of principal executive offices)

10577  
(Zip Code)

Registrant's telephone number, including area code: (914) 701-0310

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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting  
company ☐

(Do not check if a smaller  
reporting company)

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

There were 24,297,087 shares of the registrant's common stock, \$.01 par value, outstanding as of June 1, 2010.

MVC Capital, Inc.  
(A Delaware Corporation)  
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Consolidated Balance Sheets**

	<b>April 30, 2010 (Unaudited)</b>	<b>October 31, 2009</b>
<b>ASSETS</b>		
<b>Assets</b>		
Cash and cash equivalents	\$ 21,255,675	\$ 1,007,873
Investments at fair value		
Non-control/Non-affiliated investments (cost \$114,511,283 and \$122,320,550)	73,826,671	85,451,605
Affiliate investments (cost \$138,658,376 and \$141,186,185)	203,881,373	210,519,609
Control investments (cost \$148,190,491 and \$159,287,686)	204,017,545	206,832,059
Total investments at fair value (cost \$401,360,150 and \$422,794,421)	481,725,589	502,803,273
Dividends, interest and fees receivable, net of reserve	5,259,889	5,385,333
Escrows	1,883,400	
Prepaid expenses	1,279,436	1,271,353
Prepaid taxes	373,640	377,883
<b>Total assets</b>	<b>\$ 511,777,629</b>	<b>\$ 510,845,715</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Liabilities</b>		
Term loan	\$ 50,000,000	\$ 50,000,000
Provision for incentive compensation (Note 9)	22,756,482	19,511,147
Revolving credit facility		12,300,000
Management fee payable	2,467,174	2,560,120
Other accrued expenses and liabilities	1,244,438	1,300,490
Professional fees	559,934	650,981
Consulting fees	16,218	67,278
Taxes payable	1,755	
<b>Total liabilities</b>	<b>77,046,001</b>	<b>86,390,016</b>
<b>Shareholders equity</b>		
Common stock, \$0.01 par value; 150,000,000 shares authorized; 24,297,087 and 24,297,087 shares outstanding, respectively	283,044	283,044
Additional paid-in-capital	429,400,261	429,400,261

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Accumulated earnings	36,783,631	34,768,686
Dividends paid to stockholders	(62,919,227)	(57,087,927)
Accumulated net realized loss	(16,378,058)	(30,113,755)
Net unrealized appreciation	80,365,439	80,008,852
Treasury stock, at cost, 4,007,361 and 4,007,361 shares held, respectively	(32,803,462)	(32,803,462)
<b>Total shareholders' equity</b>	<b>434,731,628</b>	<b>424,455,699</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 511,777,629</b>	<b>\$ 510,845,715</b>
<b>Net asset value per share</b>	<b>\$ 17.89</b>	<b>\$ 17.47</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<b>For the Six Month Period November 1, 2009 to April 30, 2010</b>	<b>For the Six Month Period November 1, 2008 to April 30, 2009</b>
<b>Operating Income:</b>		
Dividend income		
Affiliate investments	\$ 2,112,760	\$ 1,424,295
 Total dividend income	 2,112,760	 1,424,295
 Interest income		
Non-control/Non-affiliated investments	5,107,289	5,141,576
Affiliate investments	2,504,595	2,910,540
Control investments	1,730,582	1,465,811
 Total interest income	 9,342,466	 9,517,927
 Fee income		
Non-control/Non-affiliated investments	176,203	391,541
Affiliate investments	916,469	603,428
Control investments	338,218	418,366
 Total fee income	 1,430,890	 1,413,335
 Other income (loss)	 248,233	 (10,067)
 <b>Total operating income</b>	 <b>13,134,349</b>	 <b>12,345,490</b>
 <b>Operating Expenses:</b>		
Management fee	4,921,920	4,903,946
Incentive compensation (Note 9)	3,245,335	(489,186)
Interest and other borrowing costs	1,288,164	1,825,507
Other expenses	332,156	285,565
Audit fees	279,000	342,000
Legal fees	268,500	347,000
Consulting fees	194,200	148,200
Directors fees	180,800	144,100

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Insurance	177,560	195,600
Administration	136,620	156,866
Printing and postage	87,396	78,824
Public relations fees	51,600	48,800
<b>Total operating expenses</b>	<b>11,163,251</b>	<b>7,987,222</b>
Less: Expense Waiver by Adviser <sup>1</sup>	(50,000)	
<b>Total net operating expenses</b>	<b>11,113,251</b>	<b>7,987,222</b>
<b>Net operating income before taxes</b>	<b>2,021,098</b>	<b>4,358,268</b>
<b>Tax Expenses:</b>		
Current tax expense	6,153	300
<b>Total tax expense</b>	<b>6,153</b>	<b>300</b>
<b>Net operating income</b>	<b>2,014,945</b>	<b>4,357,968</b>
<b>Net Realized and Unrealized Gain (Loss) on Investments and Foreign Currency:</b>		
Net realized gain (loss) on investments and foreign currency		
Non-control/Non-affiliated investments	(205,144)	(174)
Affiliate investments	13,941,230	
Foreign currency	(389)	
Total net realized gain (loss) on investments and foreign currency	13,735,697	(174)
Net change in unrealized appreciation (depreciation) on investments	356,587	(11,312,970)
Net realized and unrealized gain (loss) on investments and foreign currency	14,092,284	(11,313,144)
<b>Net increase (decrease) in net assets resulting from operations</b>	<b>\$ 16,107,229</b>	<b>\$ (6,955,176)</b>

<b>Net increase (decrease) in net assets per share resulting from operations</b>	\$	0.66	\$	(0.28)
<b>Dividends declared per share</b>	\$	0.24	\$	0.24

The accompanying notes are an integral part of these consolidated financial statements.

- <sup>1</sup> Reflects waiver by TTG Advisers, pursuant to its voluntary waiver of \$150,000 of expenses (for the 2010 fiscal year) which is required to be reimbursed to it by the Company under the Advisory Agreement (the Voluntary Waiver ).



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**MVC Capital, Inc.**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<b>For the Quarter February 1, 2010 to April 30, 2010</b>	<b>For the Quarter February 1, 2009 to April 30, 2009</b>
<b>Operating Income:</b>		
Dividend income		
Affiliate investments	\$ 79,000	\$ 507,425
 Total dividend income	 79,000	 507,425
 Interest income		
Non-control/Non-affiliated investments	2,448,298	2,175,399
Affiliate investments	1,232,560	1,490,859
Control investments	838,675	978,609
 Total interest income	 4,519,533	 4,644,867
 Fee income		
Non-control/Non-affiliated investments	43,148	192,342
Affiliate investments	459,625	241,901
Control investments	118,937	171,427
 Total fee income	 621,710	 605,670
 Other income	 116,443	
 <b>Total operating income</b>	 <b>5,336,686</b>	 <b>5,757,962</b>
 <b>Operating Expenses:</b>		
Management fee	2,467,174	2,420,712
Incentive compensation (Note 9)	2,225,143	(334,523)
Interest, fees and other borrowing costs	647,282	734,179
Other expenses	198,067	151,393
Consulting fees	147,200	59,500
Audit fees	139,500	171,000
Legal fees	138,000	177,000
Directors fees	89,700	76,500

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Insurance	87,720	94,600
Administration	67,490	70,968
Printing and postage	43,896	43,524
Public relations fees	25,800	22,700
<b>Total operating expenses</b>	<b>6,276,972</b>	<b>3,687,553</b>
Less: Expense Waiver by Adviser <sup>1</sup>	(50,000)	
<b>Total net operating expenses</b>	<b>6,226,972</b>	<b>3,687,553</b>
<b>Net operating income (loss) before taxes</b>	<b>(890,286)</b>	<b>2,070,409</b>
<b>Tax Expenses (Benefits):</b>		
Deferred tax expense		360,255
Current tax (benefit) expense	1,472	(636)
<b>Total tax expense</b>	<b>1,472</b>	<b>359,619</b>
<b>Net operating income (loss)</b>	<b>(891,758)</b>	<b>1,710,790</b>
<b>Net Realized and Unrealized Gain (Loss) on Investments and Foreign Currency:</b>		
Net realized gain (loss) on investments and foreign currency		
Non-control/Non-affiliated investments	(205,078)	(84)
Affiliate investments	621,448	
Foreign currency	(389)	
<b>Total net realized gain (loss) on investments and foreign currency</b>	<b>415,981</b>	<b>(84)</b>
<b>Net change in unrealized appreciation (depreciation) on investments</b>	<b>9,444,758</b>	<b>(9,519,566)</b>
<b>Net realized and unrealized gain (loss) on investments and foreign currency</b>	<b>9,860,739</b>	<b>(9,519,650)</b>
<b>Net increase (decrease) in net assets resulting from operations</b>	<b>\$ 8,968,981</b>	<b>\$ (7,808,860)</b>
	<b>\$ 0.37</b>	<b>\$ (0.32)</b>

**Net increase (decrease) in net assets per share resulting from operations**

<b>Dividends declared per share</b>	\$	0.12	\$	0.12
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<sup>1</sup> Reflects waiver by TTG Advisers, pursuant to its voluntary waiver of \$150,000 of expenses (for the 2010 fiscal year) which is required to be reimbursed to it by the Company under the Advisory Agreement (the Voluntary Waiver ).

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**MVC Capital, Inc.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Six Month Period April 30, 2010</b>	<b>For the Six Month Period April 30, 2009</b>
<b>Cash flows from Operating Activities:</b>		
Net increase (decrease) in net assets resulting from operations	\$ 16,107,229	\$ (6,955,176)
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by operating activities:		
Realized loss (gain)	(13,735,697)	174
Net change in unrealized (appreciation) depreciation	(356,587)	11,312,970
Amortization of discounts and fees	(7,695)	(42,291)
Increase in accrued payment-in-kind dividends and interest	(3,096,268)	(2,646,785)
Allocation of flow through loss (income)	(150,616)	10,067
Changes in assets and liabilities:		
Dividends, interest and fees receivable	125,444	388,332
Escrows	(1,883,400)	
Prepaid expenses	(8,083)	670,768
Prepaid taxes	4,243	448,388
Incentive compensation (Note 9)	3,245,335	(489,186)
Other liabilities	(289,350)	(636,354)
Purchases of equity investments	(6,231,700)	(1,017,554)
Purchases of debt instruments	(1,900,000)	(9,077,248)
Proceeds from equity investments	31,020,951	286,100
Proceeds from debt instruments	15,535,296	13,830,722
<b>Net cash provided by operating activities</b>	<b>38,379,102</b>	<b>6,082,927</b>
<b>Cash flows from Financing Activities:</b>		
Distributions paid to shareholders	(5,831,300)	(5,831,300)
Net repayments under revolving credit facility	(12,300,000)	(9,900,000)
<b>Net cash used in financing activities</b>	<b>(18,131,300)</b>	<b>(15,731,300)</b>
<b>Net change in cash and cash equivalents for the period</b>	<b>20,247,802</b>	<b>(9,648,373)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>1,007,873</b>	<b>12,764,465</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 21,255,675</b>	<b>\$ 3,116,092</b>

During the six months ended April 30, 2010 and 2009 MVC Capital, Inc. paid \$704,259 and \$1,040,643 in interest expense, respectively.

During the six months ended April 30, 2010 and 2009 MVC Capital, Inc. paid \$0 in income taxes.

**Non-cash activity:**

During the six months ended April 30, 2010 and 2009, MVC Capital, Inc. recorded payment in kind dividend and interest of \$3,096,268 and \$2,646,785, respectively. This amount was added to the principal balance of the investments and recorded as interest/dividend income.

During the six months ended April 30, 2010, MVC Capital, Inc. was allocated \$248,233 in flow-through income from its equity investment in Octagon Credit Investors, LLC. Of this amount, \$97,617 was received in cash and the balance of \$150,616 was undistributed and therefore increased the cost of the investment. The fair value was then increased by \$150,616 by the Company's Valuation Committee.

During the six months ended April 30, 2009, MVC Capital Inc. was allocated \$10,067 in flow through loss from its equity investment in Octagon Credit Investors, LLC and this amount decreased the cost of the investment. The fair value was then decreased by \$10,067 by the Fund's Valuation Committee.

On December 29, 2009, MVC Capital, Inc. sold the common and preferred shares and the warrants of Vitality. As part of this transaction, there was approximately \$2.9 million deposited in an escrow account subject to a reduction over a three year period in accordance with a specified schedule. This escrow is currently valued at approximately \$1.9 million on the Company's balance sheet.

Prior to the sale of Vitality on December 29, 2009, Vitality's European operations (which were not of interest to the buyer) were distributed to Vitality's shareholders on a pro-rata basis. MVC Capital, Inc. received 960 shares of Series A common stock and 334 shares of convertible Series B common stock in LHD Europe as part of this transaction.

On March 17, 2010, MVC Capital, Inc. transferred its equity interest in SGDA Sanierungsgesellschaft fur Deponien und Altlasten GmbH to their equity interest in SGDA Europe B.V. The Company owned 70% of the common stock of SGDA Sanierungsgesellschaft fur Deponien und Altlasten GmbH and a majority economic ownership in SGDA Europe B.V. SGDA Europe B.V. increased its shareholders' equity by \$4.2 million as a result of the cashless transaction.

The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Statements of Changes in Net Assets**

	For the Six Month Period November 1, 2009 to April 30, 2010 (Unaudited)	For the Six Month Period November 1, 2008 to April 30, 2009 (Unaudited)	For the Year Ended October 31, 2009
<b>Operations:</b>			
Net operating income	\$ 2,014,945	\$ 4,357,968	\$ 4,524,720
Net realized gain (loss)	13,735,697	(174)	(25,081,728)
Net change in unrealized appreciation (depreciation)	356,587	(11,312,970)	34,804,497
 <b>Net increase (decrease) in net assets from operations</b>	 16,107,229	 (6,955,176)	 14,247,489
 <b>Shareholder Distributions:</b>			
Distributions to shareholders	(5,831,300)	(5,831,300)	(11,662,602)
 <b>Net decrease in net assets from shareholder distributions</b>	 (5,831,300)	 (5,831,300)	 (11,662,602)
 <b>Total increase (decrease) in net assets</b>	 10,275,929	 (12,786,476)	 2,584,887
 <b>Net assets, beginning of period/year</b>	 424,455,699	 421,870,812	 421,870,812
 <b>Net assets, end of period/year</b>	 \$ 434,731,628	 \$ 409,084,336	 \$ 424,455,699
 <b>Common shares outstanding, end of period/year</b>	 24,297,087	 24,297,087	 24,297,087

The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Selected Per Share Data and Ratios**

	<b>For the Six Month Period November 1, 2009 to</b>	<b>For the Six Month Period November 1, 2008 to</b>	<b>For the Year Ended October 31, 2009</b>
	<b>April 30, 2010 (Unaudited)</b>	<b>April 30, 2009 (Unaudited)</b>	
Net asset value, beginning of period/year	\$ 17.47	\$ 17.36	\$ 17.36
Gain (loss) from operations:			
Net operating income	0.08	0.18	0.19
Net realized and unrealized gain (loss) on investments	0.58	(0.46)	0.40
Total gain (loss) from investment operations	0.66	(0.28)	0.59
Less distributions from:			
Income	(0.08)	(0.18)	(0.19)
Return of capital	(0.16)	(0.06)	(0.29)
Total distributions	(0.24)	(0.24)	(0.48)
Net asset value, end of period/year	\$ 17.89	\$ 16.84	\$ 17.47
Market value, end of period/year	\$ 14.13	\$ 8.56	\$ 9.18
Market discount	(21.02)%	(49.17)%	(47.45)%
<b>Total Return At NAV (a)</b>	3.79%	(1.63)%	3.50%
<b>Total Return At Market (a)</b>	56.79%	(28.66)%	(21.48)%
<b>Ratios and Supplemental Data:</b>			
Net assets, end of period (in thousands)	\$ 434,733	\$ 409,084	\$ 424,456
Ratios to average net assets:			
Expenses excluding tax expense (benefit)	5.23% (b)	3.84% (b)	4.88%
Expenses including tax expense (benefit)	5.23% (b)	3.84% (b)	5.21%

Expenses excluding incentive compensation	3.70% (b)	4.07% (b)	4.31%
Expenses excluding incentive compensation, interest and other borrowing costs	3.10% (b)	3.20% (b)	3.56%
Net operating income before tax expense (benefit)	0.95% (b)	2.09% (b)	1.42%
Net operating income after tax expense (benefit)	0.95% (b)	2.09% (b)	1.09%
Net operating income before incentive compensation	2.48% (b)	1.86% (b)	1.99%
Net operating income before incentive compensation, interest and other borrowing costs	3.08% (b)	2.73% (b)	2.74%
Ratios to average net assets excluding waivers:			
Expenses excluding tax expense (benefit)	5.25% (b)	N/A	N/A
Expenses including tax expense (benefit)	5.25% (b)	N/A	N/A
Expenses excluding incentive compensation	3.72% (b)	N/A	N/A
Expenses excluding incentive compensation, interest and other borrowing costs	3.12% (b)	N/A	N/A
Net operating income before tax expense (benefit)	0.92% (b)	N/A	N/A
Net operating income after tax expense (benefit)	0.92% (b)	N/A	N/A
Net operating income before incentive compensation	2.45% (b)	N/A	N/A
Net operating income before incentive compensation, interest and other borrowing costs	3.05% (b)	N/A	N/A

(a) Total annual return is historical and assumes changes in share price, reinvestments of all dividends and distributions, and no sales charge for the year.

(b) Annualized.



The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Schedule of Investments**  
**April 30, 2010**  
**(Unaudited)**

Company	Industry	Investment	Principal	Cost	Fair Value
<b>Non-control/Non-affiliated investments - 16.98% (a, c, f, g)</b>					
Actelis Networks, Inc.	Technology Investments	Preferred Stock (150,602 shares) (d, j)		\$ 5,000,003	\$
Amersham Corp.	Manufacturer of Precision - Machined Components	Second Lien Seller Note 10.0000%, 06/29/2010 (h, i)	\$ 2,473,521	2,473,521	
		Second Lien Seller Note 17.0000%, 06/30/2013 (b, h, i)	3,927,787	3,927,787	
				6,401,308	
BP Clothing, LLC	Apparel	Second Lien Loan 16.5000%, 07/18/2012 (b, h)	19,161,260	19,029,773	16,312,327
		Term Loan A 6.0300%, 07/18/2011 (h)	1,987,500	1,977,748	1,723,373
		Term Loan B 9.0300%, 07/18/2011 (h)	2,000,000	1,990,918	1,745,714
				22,998,439	19,781,414
DPHI, Inc.	Technology Investments	Preferred Stock (602,131 shares) (d, j)		4,520,355	
FOLIOfn, Inc.	Technology Investments	Preferred Stock (5,802,259 shares) (d, j)		15,000,000	10,790,000
GDC Acquisition, LLC	Electrical Distribution	Senior Subordinated Debt 17.0000%,	3,166,116	3,166,116	3,166,116

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		08/31/2011 (b, h) Warrants (d)		3,166,116	3,166,116
Integrated Packaging Corporation	Packaging Material	Warrants (d)			
Lockorder Limited	Technology Investments	Common Stock (21,064 shares) (d, e, j)		2,007,701	
MainStream Data, Inc.	Technology Investments	Common Stock (5,786 shares) (d, j)		3,750,000	
SafeStone Technologies Limited	Technology Investments	Common Stock (21,064 shares) (d, e, j)		2,007,701	
SGDA Sanierungsgesellschaft fur Deponien und Altlasten GmbH	Soil Remediation	Term Loan 7.0000%, 08/31/2012 (e, h)	6,187,350	6,187,350	6,187,350
Sonexis, Inc.	Technology Investments	Common Stock (131,615 shares) (d, j)		10,000,000	
SP Industries, Inc.	Laboratory Research Equipment	First Lien Loan 7.5000%, 12/31/2012 (h) Second Lien Loan 15.0000%, 12/31/2013 (b, h)	862,441 25,830,996	665,300 25,522,001	862,441 25,830,996
				26,187,301	26,693,437
Storage Canada, LLC	Self Storage	Term Loan 8.7500%, 03/30/2013 (h)	1,055,500	1,057,713	1,055,500
Total Safety U.S., Inc.	Engineering Services	First Lien Seller Note 6.2500%, 12/08/2012 (h) Second Lien Seller Note 6.7901%, 12/08/2013 (h)	967,500 3,500,000	967,500 3,500,000	893,058 3,500,000

				4,467,500	4,393,058
WBS Carbons Acquisitions Corp.	Specialty Chemicals	Bridge Loan 6.0000%, 12/30/2011 (h)	1,759,796	1,759,796	1,759,796
<b>Sub Total Non-control/Non-affiliated investments</b>				<b>114,511,283</b>	<b>73,826,671</b>
<b>Affiliate investments - 46.90% (a, c, f, g)</b>					
Custom Alloy Corporation	Manufacturer of Pipe Fittings	Unsecured Subordinated Loan 14.0000%, 09/18/2012 (b, h)	13,099,908	12,899,678	13,099,908
		Convertible Series A Preferred Stock (9 shares) (d)		44,000	44,000
		Convertible Series B Preferred Stock (1,991 shares) (d)		9,956,000	9,956,000
				22,899,678	23,099,908
Dakota Growers Pasta Company, Inc.	Manufacturer of Packaged Foods	Common Stock (1,016,195 shares)		5,521,742	18,462,622
		Convertible Preferred Stock (1,065,000 shares)		10,357,500	19,349,328
				15,879,242	37,811,950
Harmony Pharmacy & Health Center, Inc.	Healthcare - Retail	Revolving Credit Facility 10.0000%, 12/31/2010 (b, h)	4,995,117	4,995,117	4,000,000
		Demand Note 10.0000% (h, i)	500,000	500,000	500,000
		Demand Note 10.0000% (h, i)	800,000	800,000	800,000
		Demand Note 10.0000% (h, i)	700,000	700,000	700,000

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		Demand Note 10.0000% (h, i)	3,300,000	3,300,000	3,300,000
		Demand Note 10.0000% (h, i)	2,200,000	2,200,000	2,200,000
		Common Stock (2,000,000 shares) (d)		750,000	
				13,245,117	11,500,000
HuaMei Capital Company, Inc.	Financial Services	Common Stock (500 shares) (d)		2,000,000	1,525,000
	Non-Alcoholic Beverages	Common Stock, Series A (960 shares) (d, e)		165,682	332,144
LHD Europe Holding, Inc.		Convertible Common Stock, Series B (334 shares) (d, e)		59,369	117,856
				225,051	450,000
Marine Exhibition Corporation	Theme Park	Senior Subordinated Debt 11.0000%, 06/30/2013 (b, h)	9,728,368	9,654,586	9,728,368
		Secured Revolving Note 1.2479%, 06/30/2013 (h)	2,000,000	2,000,000	2,000,000
		Convertible Preferred Stock (20,000 shares) (b)		2,686,000	2,686,000
				14,340,586	14,414,368
Octagon Credit Investors, LLC	Financial Services	Term Loan 4.4979%, 12/31/2011 (h)	5,000,000	4,977,751	5,000,000
		Limited Liability Company Interest		1,439,794	4,394,699
				6,417,545	9,394,699
PreVisor, Inc.	Human Capital Management	Common Stock (9 shares) (d)		6,000,000	7,000,000

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Security Holdings B.V.	Electrical Engineering	Common Stock (900 shares) (d, e)		29,885,900	11,731,700
SGDA Europe B.V.	Soil Remediation	Common Equity Interest (d, e)		17,388,551	16,150,001
		Senior Secured Loan 10.0000%, 6/23/2012 (e, h)	1,500,000	1,500,000	1,500,000
				18,888,551	17,650,001
U.S. Gas & Electric, Inc.	Energy Services	Second Lien Loan 14.0000%, 07/26/2012 (b, h)	8,475,086	8,376,706	8,475,085
		Convertible Series I Preferred Stock (32,200 shares) (d)		500,000	58,907,092
		Convertible Series J Preferred Stock (8,216 shares) (d)			1,921,570
				8,876,706	69,303,747
Sub Total Affiliate investments				138,658,376	203,881,373

The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Schedule of Investments (Continued)**  
**April 30, 2010**  
**(Unaudited)**

Company	Industry	Investment	Principal	Cost	Fair Value
<b>Control Investments - 46.93% (a, c, f, g)</b>					
MVC Automotive Group B.V.	Automotive Dealerships	Common Equity		\$ 34,736,939	\$ 46,500,000
		Interest (d, e)			
		Bridge Loan 10.0000%, 12/31/2010 (e, h)	\$ 3,643,557	3,643,557	3,643,557
				38,380,496	50,143,557
MVC Partners, LLC	Private Equity Firm	Limited Liability Company		1,350,253	1,133,729
		Interest (d)			
Ohio Medical Corporation	Medical Device Manufacturer	Common Stock (5,620 shares) (d)		17,000,000	7,800,000
		Series A Convertible Preferred Stock (14,306 shares) (b, h)		30,000,000	43,275,279
				47,000,000	51,075,279
SIA Tekers Invest	Port Facilities	Common Stock (68,800 shares) (d, e)		2,300,000	3,790,000
Summit Research Labs, Inc.	Specialty Chemicals	Second Lien Loan 14.0000%, 08/31/2013 (b, h)	9,940,821	9,838,928	9,940,821
		Common Stock (1,115 shares) (d)		16,000,000	47,000,000
				25,838,928	56,940,821

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Turf Products, LLC	Distributor - Landscaping and Irrigation Equipment	Senior Subordinated Debt	8,312,365	8,305,804	8,312,365
		15.0000%, 11/30/2010 (b, h)			
		Junior Revolving Note	1,000,000	1,000,000	1,000,000
		6.0000%, 5/1/2011 (h)			
Velocitius B.V.	Renewable Energy	Limited Liability Company Interest (d)		3,535,694	3,221,794
		Warrants (d)			
				12,841,498	12,534,159
				11,395,315	23,600,000
Vendio Services, Inc.	Technology Investments	Common Stock (10,476 shares) (d, j)		5,500,000	4,220
		Preferred Stock (6,443,188 shares) (d, j)		1,134,001	2,595,780
Vestal Manufacturing Enterprises, Inc.	Iron Foundries			6,634,001	2,600,000
		Senior Subordinated Debt	600,000	600,000	600,000
		12.0000%, 04/29/2011 (h)			
		Common Stock (81,000 shares) (d)		1,850,000	1,600,000
Sub Total Control Investments				2,450,000	2,200,000
				148,190,491	204,017,545
TOTAL INVESTMENT ASSETS - 110.81% (f)				\$ 401,360,150	\$ 481,725,589



- (a) These securities are restricted from public sale without prior registration under the Securities Act of 1933. The Fund negotiates certain aspects of the method and timing of the disposition of these investments, including registration rights and related costs.
- (b) These securities accrue a portion of their interest/dividends in payment in kind interest/dividends which is capitalized to the investment.
- (c) All of the Fund's equity and debt investments are issued by eligible portfolio companies, as defined in the Investment Company Act of 1940, except LHD Europe Holding Inc., Lockorder Limited, MVC Automotive Group B.V., SafeStone Technologies Limited, Security Holdings B.V., SGDA Europe B.V., SGDA Sanierungsgesellschaft für Deponien und Altlasten mbH, SIA Tekers Invest, and Velocitus B.V. The Fund makes available significant managerial assistance to all of the portfolio companies in which it has invested.
- (d) Non-income producing assets.

- (e) The principal operations of these portfolio companies are located outside of the United States.
- (f) Percentages are based on net assets of \$434,731,628 as of April 30, 2010.
- (g) See Note 3 for further information regarding Investment Classification.
- (h) All or a portion of these securities have been committed as collateral for the Guggenheim Corporate Funding, LLC Credit Facility.
- (i) All or a portion of the accrued interest on these securities have been reserved against.
- (j) Legacy Investments.

Denotes zero cost or fair value.

The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Schedule of Investments**  
**October 31, 2009**

Company	Industry	Investment	Principal	Cost	Fair Value
Non-control/Non-affiliated investments - 20.13% (c, f, g)					
Actelis Networks, Inc.	Technology Investments	Preferred Stock (150,602 shares) (a, d, j)		\$ 5,000,003	\$
Amersham Corp.	Manufacturer of Precision - Machined Components	Senior Secured Loan 6.0000%, 12/31/2009 (a, h)	\$ 375,000	375,000	375,000
		Second Lien Seller Note 10.0000%, 06/29/2010 (a, h, i)	2,473,521	2,473,521	775,000
		Second Lien Seller Note 17.0000%, 06/30/2013 (a, b, h, i)	3,793,841	3,793,841	1,625,000
				6,642,362	2,775,000
BP Clothing, LLC	Apparel	Second Lien Loan 16.5000%, 07/18/2012 (a, b, h)	18,778,308	18,617,403	17,503,916
		Term Loan A 6.0000%, 07/18/2011 (a, h)	1,987,500	1,973,763	1,719,388
		Term Loan B 9.0000%, 07/18/2011 (a, h)	2,000,000	1,987,208	1,742,004
				22,578,374	20,965,308
DPHI, Inc.	Technology Investments	Preferred Stock (602,131 shares) (a, d, j)		4,520,355	
FOLIO <i>fn</i> , Inc.	Technology Investments	Preferred Stock (5,802,259 shares) (a, d, j)		15,000,000	10,790,000
GDC Acquisition, LLC	Electrical Distribution	Senior Subordinated Debt	3,096,252	3,096,252	3,096,252

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		17.0000%, 08/31/2011 (a, b, h) Warrants (a, d)		3,096,252	3,096,252
Henry Company	Building Products / Specialty Chemicals	Term Loan A 3.7429%, 04/06/2011 (a, h)	1,709,921	1,709,921	1,650,642
		Term Loan B 7.9929%, 04/06/2011 (a, h)	2,000,000	2,000,000	2,000,000
				3,709,921	3,650,642
Innovative Brands, LLC	Consumer Products	Term Loan 15.5000%, 09/25/2011 (a, h)	10,414,976	10,414,976	10,414,976
Lockorder Limited	Technology Investments	Common Stock (21,064 shares) (a, d, e, j)		2,007,701	
MainStream Data, Inc.	Technology Investments	Common Stock (5,786 shares) (a, d, j)		3,750,000	
Phoenix Coal Corporation	Coal Processing and Production	Common Stock (666,667 shares) (d)		500,000	148,000
SafeStone Technologies Limited	Technology Investments	Common Stock (21,064 shares) (a, d, e, j)		2,007,701	
Sonexis, Inc.	Technology Investments	Common Stock (131,615 shares) (a, d, j)		10,000,000	
SP Industries, Inc.	Laboratory Research Equipment	First Lien Loan 7.5000%, 12/28/2012 (a, h)	901,435	656,357	901,435
		Second Lien Loan 15.0000%, 12/31/2013 (a, b, h)	25,443,638	25,092,905	25,443,638
				25,749,262	26,345,073
Storage Canada, LLC	Self Storage	Term Loan 8.7500%,	1,108,500	1,111,347	1,108,500

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03/30/2013 (a, h)

Total Safety U.S., Inc.	Engineering Services	First Lien Seller Note 3.0038%, 12/08/2012 (a, h)	972,500	972,500	898,058
		Second Lien Seller Note 6.7538%, 12/08/2013 (a, h)	3,500,000	3,500,000	3,500,000
				4,472,500	4,398,058
WBS Carbons Acquisitions Corp.	Specialty Chemicals	Bridge Loan 6.0000%, 12/30/2011 (a, h)	1,759,796	1,759,796	1,759,796
Sub Total Non-control/Non-affiliated investments				122,320,550	85,451,605
Affiliate investments - 49.60% (c, f, g)					
Custom Alloy Corporation	Manufacturer of Pipe Fittings	Unsecured Subordinated Loan 14.0000%, 09/18/2012 (a, b, h)	12,648,338	12,406,499	12,648,338
		Convertible Series A Preferred Stock (9 shares) (a)		44,000	44,000
		Convertible Series B Preferred Stock (1,991 shares) (a)		9,956,000	9,956,000
				22,406,499	22,648,338
Dakota Growers Pasta Company, Inc.	Manufacturer of Packaged Foods	Common Stock (1,016,195 shares) Convertible Preferred Stock (1,065,000 shares)		5,521,742	15,044,698
				10,357,500	15,767,252
				15,879,242	30,811,950
Harmony Pharmacy & Health Center, Inc.	Healthcare - Retail	Revolving Credit Facility 10.0000%, 12/01/2009 (a, b, h)	4,755,060	4,755,060	4,000,000
		Demand Note 10.0000% (a, h, i)	500,000	500,000	500,000
		Demand Note 10.0000% (a, h, i)	700,000	700,000	700,000

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		Demand Note 10.0000% (a, h, i)	3,300,000	3,300,000	3,300,000
		Demand Note 10.0000% (a, h, i)	2,200,000	2,200,000	2,200,000
		Common Stock (2,000,000 shares) (a, d)		750,000	
				12,205,060	10,700,000
HuaMei Capital Company, Inc.	Financial Services	Common Stock (500 shares) (a, d)		2,000,000	1,525,000
Marine Exhibition Corporation	Theme Park	Senior Subordinated Debt 11.0000%, 06/30/2013 (a, b, h)	10,765,878	10,667,415	10,765,878
		Secured Revolving Note 1.2463%, 06/30/2013 (a, h)	900,000	900,000	900,000
		Convertible Preferred Stock (20,000 shares) (a, b)		2,581,699	2,581,699
				14,149,114	14,247,577
Octagon Credit Investors, LLC	Financial Services	Term Loan 4.4963%, 12/31/2011 (a, h)	5,000,000	4,971,138	5,000,000
		Limited Liability Company Interest (a)		1,289,178	2,744,083
				6,260,316	7,744,083
PreVisor, Inc.	Human Capital Management	Common Stock (9 shares) (a, d)		6,000,000	7,000,000
Security Holdings B.V.	Electrical Engineering	Common Stock (900 shares) (a, d, e)		28,154,200	10,000,000
SGDA Europe B.V.	Soil Remediation	Common Equity Interest (a, d, e)		7,450,000	7,450,000
		Senior Secured Loan 10.0000%, 6/23/2012 (a, e, h)	1,500,000	1,500,000	1,500,000
				8,950,000	8,950,000

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U.S. Gas & Electric, Inc.	Energy Services	Second Lien Loan 14.0000%, 07/26/2012 (a, b, h)	8,263,979	8,143,804	8,263,979
		Convertible Series I Preferred Stock (32,200 shares) (a, d)		500,000	58,907,092
		Convertible Series J Preferred Stock (8,216 shares) (a, d)			1,921,570
				8,643,804	69,092,641
Vitality Foodservice, Inc.	Non-Alcoholic Beverages	Common Stock (556,472 shares) (a, d)		5,564,716	10,089,957
		Preferred Stock (1,000,000 shares) (a, b, h)		10,973,234	13,875,005
		Warrants (a, d)			3,835,058
				16,537,950	27,800,020
Sub Total Affiliate investments				141,186,185	210,519,609

The accompanying notes are an integral part of these consolidated financial statements.

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**MVC Capital, Inc.**  
**Consolidated Schedule of Investments (Continued)**  
**October 31, 2009**

Company	Industry	Investment	Principal	Cost	Fair Value
<b>Control Investments - 48.73% (a, c, f, g)</b>					
MVC Automotive Group B.V.	Automotive Dealerships	Common Equity Interest (d, e)		\$ 34,736,939	\$ 46,500,000
		Bridge Loan 10.0000%, 12/31/2009 (e, h)	\$ 3,643,557	3,643,557	3,643,557
				38,380,496	50,143,557
MVC Partners, LLC	Private Equity Firm	Limited Liability Company Interest (d)		1,350,253	1,133,729
Ohio Medical Corporation	Medical Device Manufacturer	Common Stock (5,620 shares) (d)		17,000,000	9,100,000
		Series A Convertible Preferred Stock (13,227 shares) (b, h)		30,000,000	40,010,429
				47,000,000	49,110,429
SGDA Sanierungsgesellschaft für Deponien und Altlasten GmbH	Soil Remediation	Term Loan 7.0000%, 08/31/2012 (e, h)	6,187,350	6,187,350	6,187,350
		Common Equity Interest (d, e)		438,551	1
		Preferred Equity Interest (d, e)		5,000,000	6,600,000
				11,625,901	12,787,351
SIA Tekers Invest	Port Facilities	Common Stock (68,800 shares) (d, e)		2,300,000	3,790,000
Summit Research Labs, Inc.	Specialty Chemicals	Second Lien Loan 14.0000%, 08/15/2012 (b, h)	9,596,177	9,479,142	9,596,177
		Common Stock (1,115 shares) (d)		16,000,000	38,000,000
				25,479,142	47,596,177
Turf Products, LLC			8,149,021	8,136,884	8,149,021



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	Distributor - Landscaping and Irrigation Equipment	Senior Subordinated Debt 15.0000%, 11/30/2010 (b, h)			
		Junior Revolving Note 6.0000%, 5/1/2011 (h)	1,000,000	1,000,000	1,000,000
		Limited Liability Company Interest (d) Warrants (d)		3,535,694	3,221,794
				12,672,578	12,370,815
Velocitus B.V.	Renewable Energy	Common Equity Interest (d, e)		11,395,315	23,200,000
Vendio Services, Inc.	Technology Investments	Common Stock (10,476 shares) (d, j) Preferred Stock (6,443,188 shares) (d, j)		5,500,000	9,687
				1,134,001	4,490,314
				6,634,001	4,500,001
Vestal Manufacturing Enterprises, Inc.	Iron Foundries	Senior Subordinated Debt 12.0000%, 04/29/2011 (h) Common Stock (81,000 shares) (d)	600,000	600,000	600,000
				1,850,000	1,600,000
				2,450,000	2,200,000
<b>Sub Total Control Investments</b>				159,287,686	206,832,059
<b>TOTAL INVESTMENT ASSETS - 118.46% (f)</b>				\$ 422,794,421	\$ 502,803,273

- (a) These securities are restricted from public sale without prior registration under the Securities Act of 1933. The Fund negotiates certain aspects of the method and timing of the disposition of these investments, including registration rights and related costs.

- (b) These securities accrue a portion of their interest/dividends in payment in kind interest/dividends which is capitalized to the investment.
- (c) All of the Fund's equity and debt investments are issued by eligible portfolio companies, as defined in the Investment Company Act of 1940, except Lockorder Limited, MVC Automotive Group B.V., SafeStone Technologies Limited, Security Holdings B.V., SGDA Europe B.V., SGDA Sanierungsgesellschaft für Deponien und Altlasten mbH, SIA Tekers Invest, and Velocitius B.V. The Fund makes available significant managerial assistance to all of the portfolio companies in which it has invested.
- (d) Non-income producing assets.
- (e) The principal operations of these portfolio companies are located outside of the United States.
- (f) Percentages are based on net assets of \$424,455,699 as of October 31, 2009.
- (g) See Note 3 for further information regarding Investment

Classification.

- (h) All or a portion of these securities have been committed as collateral for the Guggenheim Corporate Funding, LLC Credit Facility.
  - (i) All or a portion of the accrued interest on these securities have been reserved against.
  - (j) Legacy Investments.
- Denotes zero cost or fair value.

The accompanying notes are an integral part of these consolidated financial statements.

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MVC Capital, Inc. (the Company)

Notes to Consolidated Financial Statements

April 30, 2010

(Unaudited)

**1. Basis of Presentation**

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete consolidated financial statements. Certain amounts have been reclassified to adjust to current period presentations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. These statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2009, as filed with the U.S. Securities and Exchange Commission (the SEC) on December 22, 2009.

**2. Consolidation**

On July 16, 2004, the Company formed a wholly-owned subsidiary, MVC Financial Services, Inc. (MVCFS). MVCFS is incorporated in Delaware and its principal purpose is to provide advisory, administrative and other services to the Company, the Company's portfolio companies and other entities. MVCFS had opening equity of \$1 (100 shares at \$0.01 per share). The Company does not hold MVCFS for investment purposes and does not intend to sell MVCFS. In the consolidation, all intercompany accounts have been eliminated.

**3. Investment Classification**

As required by the Investment Company Act of 1940, as amended (the 1940 Act), we classify our investments by level of control. As defined in the 1940 Act, Control Investments are investments in those companies that we are deemed to Control. Affiliate Investments are investments in those companies that are Affiliated Companies of us, as defined in the 1940 Act, other than Control Investments. Non-Control/Non-Affiliate Investments are those that are neither Control Investments nor Affiliate Investments. Generally, under that 1940 Act, we are deemed to control a company in which we have invested if we own 25% or more of the voting securities of such company or have greater than 50% representation on its board. We are deemed to be an affiliate of a company in which we have invested if we own 5% or more and less than 25% of the voting securities of such company.

**4. Investment Valuation Policy**

Our investments are carried at fair value in accordance with the 1940 Act and Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, formerly Statement of Financial Accounting Standards No. 157. In accordance with the 1940 Act, unrestricted minority-owned publicly traded securities for which market quotations are readily available are valued at the closing market quote on the valuation date and majority-owned publicly traded securities and other privately held securities are valued as determined in good faith by the Valuation Committee of our Board of Directors. For restricted securities of companies that are publicly traded, the value is based on the closing market quote on the valuation date minus a discount for the restriction. For unrestricted securities of companies that are publicly traded for which we have a majority-owned interest, the value is generally based on the closing market quote on the valuation date plus a control premium if the Valuation Committee of our Board of Directors determines in good faith that additional value above the closing market quote would be obtainable upon a sale or transfer of our controlling interest. At April 30, 2010, we did not hold restricted or unrestricted securities of publicly traded companies for which we have a majority-owned interest.

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ASC 820 provides a framework for measuring the fair value of assets and liabilities. ASC 820 also provides guidance regarding a fair value hierarchy, which prioritizes information used to measure fair value and the effect of fair value measurements on earnings and provides for enhanced disclosures determined by the level within the hierarchy of information used in the valuation. ASC 820 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value.

ASC 820 defines fair value in terms of the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The price used to measure the fair value is not adjusted for transaction costs while the cost basis of our investments may include initial transaction costs. Under ASC 820, the fair value measurement also assumes that the transaction to sell an asset occurs in the principal market for the asset or, in the absence of a principal market, the most advantageous market for the asset. The principal market is the market in which the reporting entity would sell or transfer the asset with the greatest volume and level of activity for the asset. In determining the principal market for an asset or liability under ASC 820, it is assumed that the reporting entity has access to the market as of the measurement date. If no market for the asset exists or if the reporting entity does not have access to the principal market, the reporting entity should use a hypothetical market.

In April 2009, the Financial Accounting Standards Board ( FASB ) issued *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which is codified in ASC 820, which provided additional guidance on how to determine the fair value of assets under ASC 820 in the current economic environment and reemphasizes that the objective of a fair value measurement remains an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. ASC 820 states that a transaction price that is associated with a transaction that is not orderly is not determinative of fair value or market-participant risk premiums and companies should place little, if any, weight (compared with other indications of fair value) on transactions that are not orderly when estimating fair value or market risk premiums. This new guidance was effective for periods ending after June 15, 2009. The adoption of this new guidance has not had a material effect on our financial position or results of operations of the Company.

### **Valuation Methodology**

Pursuant to the requirements of the 1940 Act and in accordance with ASC 820, we value our portfolio securities at their current market values or, if market quotations are not readily available, at their estimates of fair values. Because our portfolio company investments generally do not have readily ascertainable market values, we record these investments at fair value in accordance with our Valuation Procedures adopted by the board of directors which are consistent with ASC 820. As permitted by the SEC, the board of directors has delegated the responsibility of making fair value determinations to the Valuation Committee, subject to the board of directors' supervision and pursuant to our Valuation Procedures. Our board of directors may also hire independent consultants to review our Valuation Procedures or to conduct an independent valuation of one or more of our portfolio investments.

In January 2010, FASB issued Accounting Standards Update ( ASU ) 2010-06, *Improving Disclosure about Fair Value Measurements*. ASU 2010-06 provides an amendment to ASC 820-10 which requires new disclosures on transfers in and out of Levels I and II and activity in Level III fair value measurements. ASU 2010-06 also clarifies existing disclosures such as 1.) level of disaggregation and 2.) disclosure about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure about purchases, sales, issuance, and settlements in the roll-forward of activity in Level III fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company has begun disclosing purchases, sales, issuance, and settlements in the roll-forward of activity in Level III fair value measurements.

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Pursuant to our Valuation Procedures, the Valuation Committee (which is currently comprised of three Independent Directors) determines fair valuation of portfolio company investments on a quarterly basis (or more frequently, if deemed appropriate under the circumstances). Any changes in valuation are recorded in the consolidated statements of operations as Net change in unrealized appreciation (depreciation) on investments. Currently, our NAV per share is calculated and published on a monthly basis. The fair values determined as of the most recent quarter end are reflected in that quarter's NAV per share and in the next two months' NAV per share calculation. (If the Valuation Committee determines to fair value an investment more frequently than quarterly, the most recently determined fair value would be reflected in the published NAV per share.)

The Company calculates our NAV per share by subtracting all liabilities from the total value of our portfolio securities and other assets and dividing the result by the total number of outstanding shares of our common stock on the date of valuation.

At April 30, 2010, approximately 94.13% of our total assets represented portfolio investments recorded at fair value.

Under most circumstances, at the time of acquisition, investments are carried at cost (absent the existence of conditions warranting, in management's and the Valuation Committee's view, a different initial value). During the period that an investment is held by the Company, its original cost may cease to approximate fair value as the result of market and investment specific factors. No pre-determined formula can be applied to determine fair value. Rather, the Valuation Committee analyzes fair value measurements based on the value at which the securities of the portfolio company could be sold in an orderly disposition over a reasonable period of time between willing parties, other than in a forced or liquidation sale. The liquidity event whereby the Company ultimately exits an investment is generally the sale, the merger, the recapitalization or, in some cases, the initial public offering of the portfolio company.

There is no one methodology to determine fair value and, in fact, for any portfolio security, fair value may be expressed as a range of values, from which the Company derives a single fair value. To determine the fair value of a portfolio security, the Valuation Committee analyzes the portfolio company's financial results and projections, publicly traded comparables of companies when available, comparable private transactions when available, precedent transactions in the market when available, as well as other factors. The Company generally requires, where practicable, portfolio companies to provide annual audited and more regular unaudited financial statements, and/or annual projections for the upcoming fiscal year.

The fair value of our portfolio securities is inherently subjective. Because of the inherent uncertainty of fair valuation of portfolio securities that do not have readily ascertainable market values, our determination of fair value may significantly differ from the fair value that would have been used had a ready market existed for the securities. Such values also do not reflect brokers' fees or other selling costs which might become payable on disposition of such investments.

ASC 820 provides a framework for measuring the fair value of assets and liabilities and provides guidance regarding a fair value hierarchy which prioritizes information used to measure value. In determining fair value, the Valuation Committee uses the level 3 inputs referenced in ASC 820.

The fair value measurement under ASC 820 also assumes that the transaction to sell an asset occurs in the principal market for the asset or, in the absence of a principal market, the most advantageous market for the asset. The principal market is the market in which the Company would sell or transfer the asset with the greatest volume and level of activity for the asset. If no market for the asset exists or if the Company does not have access to the principal market, the Company will use a hypothetical market.

If a security is publicly traded, the fair value is generally equal to market value based on the closing price on the principal exchange on which the security is primarily traded.

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For equity securities of portfolio companies, the Valuation Committee estimates the fair value based on the market approach with value then attributed to equity or equity like securities using the enterprise value waterfall ( Enterprise Value Waterfall ) valuation methodology. Under the Enterprise Value Waterfall valuation methodology, the Valuation Committee estimates the enterprise fair value of the portfolio company and then waterfalls the enterprise value over the portfolio company's securities in order of their preference relative to one another. To assess the enterprise value of the portfolio company, the Valuation Committee weighs some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value. The methodologies for performing assets may be based on, among other things: valuations of comparable public companies, recent sales of private and public comparable companies, discounting the forecasted cash flows of the portfolio company, third party valuations of the portfolio company, consideration of any offers from third parties to buy the company, estimating the value to potential strategic buyers and considering the value of recent investments in the equity securities of the portfolio company. For non-performing assets, the Valuation Committee may estimate the liquidation or collateral value of the portfolio company's assets. The Valuation Committee also takes into account historical and anticipated financial results.

In assessing enterprise value, the Valuation Committee considers the mergers and acquisitions ( M&A ) market as the principal market in which the Company would sell its investments in portfolio companies under circumstances where the Company has the ability to control or gain control of the board of directors of the portfolio company ( Control Companies ). This approach is consistent with the principal market that the Company would use for its portfolio companies if the Company has the ability to initiate a sale of the portfolio company as of the measurement date, i.e., if it has the ability to control or gain control of the board of directors of the portfolio company as of the measurement date. In evaluating if the Company can control or gain control of a portfolio company as of the measurement date, the Company takes into account its equity securities on a fully diluted basis as well as other factors.

For non-Control Companies, consistent with ASC 820, the Valuation Committee considers a hypothetical secondary market as the principal market in which it would sell investments in those companies.

For loans and debt securities of non-Control Companies (for which the Valuation Committee has identified the hypothetical secondary market as the principal market), the Valuation Committee determines fair value based on the assumptions that a hypothetical market participant would use to value the security in a current hypothetical sale using a market yield ( Market Yield ) valuation methodology. In applying the Market Yield valuation methodology, the Valuation Committee determines the fair value based on such factors as third party broker quotes and market participant assumptions including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date.

Estimates of average life are generally based on market data of the average life of similar debt securities. However, if the Valuation Committee has information available to it that the debt security is expected to be repaid in the near term, the Valuation Committee would use an estimated life based on the expected repayment date.

The Valuation Committee determines fair value of loan and debt securities of Control Companies based on the estimate of the enterprise value of the portfolio company. To the extent the enterprise value exceeds the remaining principal amount of the loan and all other debt securities of the company, the fair value of such securities is generally estimated to be their cost. However, where the enterprise value is less than the remaining principal amount of the loan and all other debt securities, the Valuation Committee may discount the value of such securities to reflect an impairment.

When the Company receives nominal cost warrants or free equity securities ( nominal cost equity ) with a debt security, the Company typically allocates its cost basis in the investment between debt securities and nominal cost equity at the time of origination.

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Interest income is recorded on an accrual basis to the extent that such amounts are expected to be collected. Origination and/or closing fees associated with investments in portfolio companies are accreted into income over the respective terms of the applicable loans. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as income. Prepayment premiums are recorded on loans when received.

For loans, debt securities, and preferred securities with contractual payment-in-kind interest or dividends, which represent contractual interest/dividends accrued and added to the loan balance or liquidation preference that generally becomes due at maturity, the Company will not accrue payment-in-kind interest/dividends if the portfolio company valuation indicates that the payment-in-kind interest is not collectible. However, the Company may accrue payment-in-kind interest if the health of the portfolio company and the underlying securities are not in question. All payment-in-kind interest that has been added to the principal balance or capitalized is subject to ratification by the Valuation Committee.

Escrows from the sale of a portfolio company are generally valued at an amount which may be expected to be received from the buyer under the escrow's various conditions discounted for both risk and time.

### **5. Concentration of Market Risk**

Financial instruments that subjected the Company to concentrations of market risk consisted principally of equity investments, subordinated notes, and debt instruments, which represented approximately 94.13% of the Company's total assets at April 30, 2010. As discussed in Note 6, these investments consist of securities in companies with no readily determinable market values and as such are valued in accordance with the Company's fair value policies and procedures. The Company's investment strategy represents a high degree of business and financial risk due to the fact that the investments (other than cash equivalents) are generally illiquid, in small and middle market companies, and include entities with little operating history or entities that possess operations in new or developing industries. These investments, should they become publicly traded, would generally be (i) subject to restrictions on resale, if they were acquired from the issuer in private placement transactions; and (ii) susceptible to market risk.

### **6. Portfolio Investments**

Pursuant to the requirements of the 1940 Act and ASC 820, we value our portfolio securities at their current market values or, if market quotations are not readily available, at their estimates of fair values. Because our portfolio company investments generally do not have readily ascertainable market values, we record these investments at fair value in accordance with Valuation Procedures adopted by our Board of Directors. As permitted by the SEC, the board of directors has delegated the responsibility of making fair value determinations to the Valuation Committee, subject to the Board of Directors' supervision and pursuant to our Valuation Procedures.

The levels of fair value inputs used to measure our investments are characterized in accordance with the fair value hierarchy established by ASC 820. Where inputs for an asset or liability fall in more than one level in the fair value hierarchy, the investment is classified in its entirety based on the lowest level input that is significant to that investment's fair value measurement. We use judgment and consider factors specific to the investment in determining the significance of an input to a fair value measurement. The three levels of the fair value hierarchy and investments that fall into each of the levels are described below:

**Level 1:** Level 1 inputs are unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. We use Level 1 inputs for investments in publicly traded unrestricted securities for which we do not have a controlling interest. Such investments are valued at the closing price on the measurement date. We did not value any of our investments using Level 1 inputs as of April 30, 2010.



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**Level 2:** Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly or other inputs that are observable or can be corroborated by observable market data. We did not value any of our investments using Level 2 inputs as of April 30, 2010.

**Level 3:** Level 3 inputs are unobservable and cannot be corroborated by observable market data. We use Level 3 inputs for measuring the fair value of substantially all of our investments. See Note 4 for the investment valuation policies used to determine the fair value of these investments.

The following fair value hierarchy table sets forth our investment portfolio by level as of April 30, 2010 and October 31, 2009 (in thousands):

<b>April 30, 2010</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Senior/Subordinated Loans and credit facilities	\$	\$	\$ 137,837	\$ 137,837
Common Stock			87,632	87,632
Preferred Stock			149,525	149,525
Warrants				
Other Equity Investments			106,732	106,732
Escrow			1,883	1,883
<b>Total Investments, net</b>	\$	\$	\$ 483,609	\$ 483,609

<b>October 31, 2009</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Senior/Subordinated Loans and credit facilities	\$	\$	\$ 153,468	\$ 153,468
Common Stock	148		86,159	86,307
Preferred Stock			164,943	164,943
Warrants			3,835	3,835
Other Equity Investments			94,250	94,250
<b>Total Investments, net</b>	\$ 148	\$	\$ 502,655	\$ 502,803

The following tables sets forth a summary of changes in the fair value of investment assets and liabilities measured using Level 3 inputs for the six month periods ended April 30, 2010 and April 30, 2009 (in thousands):

	<b>Balances, November 1, 2009</b>	<b>Realized Gains (Losses) (1)</b>	<b>Reversal of Prior Period Appreciation Unrealized (Depreciation) on Realization (2)</b>			<b>Purchases Sales (5)</b>	<b>Transfers In &amp; Out of Level 3</b>	<b>Balances, April 30, 2010</b>
			<b>(3)</b>	<b>(4)</b>	<b>(6)</b>			
Senior/Subordinated Loans and credit	\$ 153,468	\$	\$ (4,523)	\$ 4,739	\$ (15,847)	\$	\$	\$ 137,837

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facilities							
Common Stock	86,159	4,834	(4,525)	11,339	223	(10,398)	87,632
Preferred Stock	164,943	2,902	(2,902)	2,551	276	(18,245)	149,525
Warrants	3,835	3,800	(3,835)			(3,800)	
Other Equity							
Investments	94,250			1,900	10,582		106,732
Escrow		2,405				(522)	1,883
<b>Total</b>	<b>\$ 502,655</b>	<b>\$ 13,941</b>	<b>\$ (11,262)</b>	<b>\$ 11,267</b>	<b>\$ 15,820</b>	<b>\$ (48,812)</b>	<b>\$ 483,609</b>

	<b>Reversal of Prior Period Appreciation Unrealized Depreciation</b>							
	<b>Balances, November 1, 2008</b>	<b>Realized Gains (Losses) (1)</b>	<b>on Realization (2)</b>	<b>Unrealized Depreciation (3)</b>	<b>Purchases (4)</b>	<b>Sales (5)</b>	<b>Transfers In &amp; Out of Level 3</b>	<b>Balances, April 30, 2009</b>
Senior/Subordinated								
Loans and credit								
facilities	\$ 167,703	\$	\$ 271	\$ (11,484)	\$ 470	\$ (3,520)	\$	\$ 153,440
Common Stock	87,741			(2,816)				84,925
Preferred Stock	124,874			4,746	428			130,048
Warrants	3,735							3,735
Other Equity								
Investments	106,646			(1,800)	1,018	(10)		105,854
<b>Total</b>	<b>\$ 490,699</b>	<b>\$</b>	<b>\$ 271</b>	<b>\$ (11,354)</b>	<b>\$ 1,916</b>	<b>\$ (3,530)</b>	<b>\$</b>	<b>\$ 478,002</b>

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- (1) Included in net realized gain (loss) on investments in the Consolidated Statement of Operations.
- (2) Included in net unrealized appreciation (depreciation) of investments in the Consolidated Statement of Operations related to securities disposed of during the six months ended April 30, 2010 and April 30, 2009, respectively.
- (3) Included in net unrealized appreciation (depreciation) of investments in the Consolidated Statement of Operations related to securities held at April 30, 2010 and April 30, 2009, respectively.
- (4) Includes increases in the cost basis of investments resulting from new portfolio investments, PIK

interest or  
dividends, the  
amortization of  
discounts,  
premiums and  
closing fees and  
the exchange of  
one or more  
existing  
securities for one  
or more new  
securities.

- (5) Includes  
decreases in the  
cost basis of  
investments  
resulting from  
principal  
repayments or  
sales.

For the Six Month Period Ended April 30, 2010

During the six month period ended April 30, 2010, the Company made one new investment committing no capital. The investment was made in Integrated Packaging Corporation ( IPC ) in the form of a warrant. The Company received the warrant in exchange for services provided to a new investor in IPC.

During the six month period ended April 30, 2010, the Company made three follow-on investments in existing portfolio companies committing capital totaling \$7.0 million. On January 4, 2010, the Company loaned \$800,000 to Harmony Pharmacy & Health Center, Inc. ( Harmony Pharmacy ) in the form of a demand note. The demand note has an annual interest rate of 10% with the accrued interest being reserved against. As of April 30, 2010, the \$800,000 demand note was outstanding. On March 12, 2010, the Company invested \$4.5 million and \$1.7 million in SGDA Europe B.V. ( SGDA Europe ) and Security Holdings B.V. ( Security Holdings ), respectively, in the form of equity interest.

At October 31, 2009, the balance of the secured revolving note provided to Marine Exhibition Corporation ( Marine ) was \$900,000. Net borrowings during the six month period ended April 30, 2010 were \$1.1 million resulting in a balance of \$2.0 million at such date.

On December 29, 2009, the Company sold the common stock, preferred stock and warrants of Vitality Foodservice Holding Corp. ( Vitality ). The amount received from the sale of the 556,472 common shares was approximately \$10.0 million, for the 1 million preferred shares was approximately \$14.0 million, and for the 1 million warrants was approximately \$3.8 million. As part of this transaction, there was approximately \$2.9 million deposited in an escrow account subject to a reduction over a three year period in accordance with a specified schedule. On March 9, 2010, the Company received its first scheduled disbursement from the Vitality escrow totaling approximately \$522,000. There were no claims against the escrow so 100% of the expected proceeds of the first scheduled disbursement were released. At the same time, the Company received its portion of a working capital adjustment paid to Vitality. The Company's share of the proceeds from the working capital adjustment totaled approximately \$471,000 and was recorded as additional long-term capital gain. The total proceeds received from the escrow disbursement and working capital adjustment was approximately \$993,000. The value of the escrow was increased by \$150,000 by the Valuation Committee during the quarter ended April 30, 2010. This escrow is currently valued at approximately \$1.9 million on the Company's balance sheet as of April 30, 2010. Total amount received from the sale as of April 30, 2010 was approximately \$30.6 million resulting in a realized gain of approximately \$13.9 million, which was treated as a long-term capital gain. Prior to the sale of Vitality on December 29, 2009, Vitality's European operations (which were not acquired by the buyer) were distributed to Vitality's shareholders on a pro-rata basis. The Company received 960

shares of Series A common stock and 334 shares of convertible Series B common stock in LHD Europe Holding Inc. ( LHD Europe ) as part of this transaction. At April 30, 2010, the Series A common stock had a fair value of approximately \$332,000 and the convertible Series B common stock had a fair value of approximately \$118,000.

On December 31, 2009 and March 31, 2010, Total Safety U.S., Inc. ( Total Safety ) made principal payments of \$2,500 on each date on its first lien loan. The balance of the first lien loan as of April 30, 2010 was \$967,500.

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On December 31, 2009 and April 7, 2010, Marine made principal payments of \$625,000 on each date on its senior subordinated loan. The balance of the loan as of April 30, 2010 was \$9.7 million.

On December 31, 2009 and March 31, 2010, SP made principal payments of approximately \$19,000 and \$20,000, respectively, on its first lien loan. The balance of the first lien loan as of April 30, 2010, was approximately \$862,000.

On March 10, 2010, the Company announced that its portfolio company, Dakota Growers had signed a definitive merger agreement with Viterra Inc. (TSX: VT) ( Viterra ), Canada's leading agri-business that provides premium quality ingredients to leading global food manufacturers, under which Dakota Growers would be acquired by a subsidiary of Viterra for approximately \$240 million in cash. Under the terms of the agreement, Viterra would commence a tender offer to acquire all of the outstanding shares of Dakota Growers' common stock at a price of \$18.28 per share resulting in anticipated proceeds of approximately \$38.0 million. At April 30, 2010, the fair value of the Company's investment in Dakota Growers was \$37.8 million. The acquisition is expected to close shortly after completion of a tender of a majority (50.1%) of the outstanding shares of Dakota Growers common stock, the receipt of various regulatory approvals and the satisfaction of other customary closing conditions and contingencies. Please see Note 13

Subsequent Events for more information.

On March 16, 2010, the Company contributed its common and preferred equity interest in SGDA Sanierungsgesellschaft für Deponien und Altlasten GmbH ( SGDA ) to SGDA Europe to achieve operating efficiencies. The Company has 99.99% economic ownership in SGDA Europe. The fair value of SGDA Europe's equity interest increased by approximately \$4.2 million and the cost basis was increased by \$5.0 million as a result of this cashless transaction. There was no gain or loss to the Company from this transaction. The fair value of SGDA Europe's equity interest at April 30, 2010 was \$16.2 million.

During the six month period ended April 30, 2010, Amersham Corporation ( Amersham ) made principal payments of \$375,000, repaying its senior secured loan in full, including all accrued interest.

During the six month period ended April 30, 2010, the Company received approximately \$53,000 in principal payments on the term loan provided to Storage Canada, LLC ( Storage Canada ). The balance of the term loan at April 30, 2010 was approximately \$1.1 million.

During the six month period ended April 30, 2010, Innovative Brands, LLC ( Innovative Brands ) made principal payments of approximately \$10.4 million on its term loan, repaying the term loan in full including all accrued interest.

During the six month period ended April 30, 2010, the Company sold the remaining 666,667 shares of Phoenix Coal Corporation ( Phoenix Coal ) common stock. The total amount received from the sale net of commission was approximately \$295,000, resulting in a realized loss of approximately \$205,000.

During the six month period ended April 30, 2010, Henry Company made principal payments of approximately \$1.7 million and \$2.0 million on its term loan A and term loan B, respectively, repaying the term loans in full including all accrued interest.

On July 31, 2009, the Company sponsored U.S. Gas & Electric, Inc. ( U.S. Gas ) in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. For sponsoring and providing this credit support, the Company has earned one-time fee income of approximately \$1.2 million and will be recognizing an additional \$1.3 million in fee income over the life of the guarantee. As of April 30, 2010, the cash collateral has been released as the letter of credit has expired.

During the quarter ended January 31, 2010, the Valuation Committee increased the fair value of the Company's investments in Dakota Growers common stock by approximately \$2.4 million and preferred stock

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by approximately \$2.6 million, Octagon Credit Investors, LLC ( Octagon ) equity interest by \$1.0 million, Summit Research Labs, Inc. ( Summit ) common stock by \$2.0 million, Velocitius B.V. ( Velocitius ) equity interest by \$1.0 million, and LHD Europe series A common stock by approximately \$166,000 and series B common Stock by approximately \$58,000. In addition, increases in the cost basis and fair value of the loans to GDC Acquisition, LLC ( GDC ), Custom Alloy Corporation ( Custom Alloy ), SP, Marine, Turf Products, LLC ( Turf ), BP Clothing, LLC ( BP Summit, and U.S. Gas and the Marine and Vitality preferred stock were due to the capitalization of payment in kind ( PIK ) interest/dividends totaling \$1,752,454. The Valuation Committee also increased the fair value of the Ohio Medical Corporation ( Ohio Medical ) preferred stock by approximately \$1.6 million due to a PIK distribution which was treated as a return of capital. Also, during the quarter ended January 31, 2010, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$89,000. The Valuation Committee also decreased the fair value of the Company's investments in Amersham Corporation ( Amersham ) second lien notes by \$2.4 million, BP second lien loan by \$1.6 million, Ohio Medical common stock by \$1.3 million, SGDA Sanierungsgesellschaft fur Deponien und Altasten GmbH ( SGDA ) preferred equity interest by approximately \$2.4 million, and Vendio Services, Inc. ( Vendio ) preferred stock by approximately \$746,000 and common stock by \$3,600 during the quarter ended January 31, 2010. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$186,000.

During the quarter ended April 30, 2010, the Valuation Committee increased the fair value of the Company's investments in Dakota Growers common stock by approximately \$1.0 million and preferred stock by approximately \$1.0 million, Octagon equity interest by \$500,000 and Summit common stock by \$7.0 million. In addition, increases in the cost basis and fair value of the loans to GDC, Custom Alloy, SP, Marine, Turf, BP, Summit, and U.S. Gas and the Marine preferred stock were due to the capitalization of payment in kind ( PIK ) interest/dividends totaling \$1,343,814. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$1.7 million due to a PIK distribution which was treated as a return of capital. Also, during the quarter ended April 30, 2010, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$62,000. The Valuation Committee also decreased the fair value of the Company's investments in Velocitius equity interest by \$600,000 and Vendio preferred stock by approximately \$1.1 million and common stock by \$1,900 during the quarter ended April 30, 2010. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$188,000.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the Company's investments in Dakota Growers common stock by approximately \$3.4 million and preferred stock by approximately \$3.6 million, Octagon equity interest by \$1.5 million, Summit common stock by \$9.0 million, Velocitius equity interest by \$400,000, and LHD Europe series A common stock by approximately \$166,000 and series B common Stock by approximately \$58,000. In addition, increases in the cost basis and fair value of the loans to GDC, Custom Alloy, SP, Marine, Turf, BP, Summit, and U.S. Gas and the Marine and Vitality preferred stock were due to the capitalization of payment in kind ( PIK ) interest/dividends totaling \$3,096,268. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$3.3 million due to PIK distributions which were treated as a return of capital. Also, during the six month period ended April 30, 2010, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$151,000. The Valuation Committee also decreased the fair value of the Company's investments in Amersham second lien notes by \$2.4 million, BP second lien loan by \$1.6 million, Ohio Medical common stock by \$1.3 million, SGDA preferred equity interest by approximately \$2.4 million, and Vendio preferred stock by approximately \$1.9 million and common stock by \$5,500 during the six month period ended April 30, 2010. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$374,000.

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At April 30, 2010, the fair value of all portfolio investments, exclusive of short-term securities, was \$481.7 million with a cost basis of \$401.4 million. At April 30, 2010, the fair value and cost basis of portfolio investments of the Legacy Investments was \$13.4 million and \$48.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$468.3 million and \$352.5 million, respectively. At October 31, 2009, the fair value of all portfolio investments, exclusive of short-term securities, was \$502.8 million, with a cost basis of \$422.8 million. At October 31, 2009, the fair value and cost basis of the Legacy Investments was \$15.3 million and \$48.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$487.5 million and \$373.9 million, respectively.

**For the Fiscal Year Ended October 31, 2009**

During the fiscal year ended October 31, 2009, the Company made six follow-on investments in four existing portfolio companies committing capital totaling \$6.3 million. The Company invested \$3.4 million in Harmony Pharmacy in the form of three demand notes, a \$700,000 demand note on November 4, 2008, a \$2.2 million demand note on March 3, 2009 and a \$500,000 demand note on September 1, 2009. The demand notes have an annual interest rate of 10% with the accrued interest being reserved against due to collectibility issues. On June 23, 2009, the Company invested \$1.5 million in SGDA Europe in the form of a senior secured loan. The loan has an annual interest rate of 10% and a maturity date of June 23, 2012. On July 14, 2009 and September 1, 2009, the Company invested a combined \$375,000 in Amersham in the form of a senior secured loan bearing annual interest of 6% and maturing on December 31, 2009. The Company also made an equity investment of approximately \$1.0 million in MVC Partners during the fiscal year ended October 31, 2009.

At October 31, 2008, the balance of the revolving credit facility provided to Octagon was \$650,000. Net repayments during the fiscal year ended October 31, 2009 were \$650,000. There was no amount outstanding as of October 31, 2009.

At October 31, 2008, the balance of the secured revolving note provided to Marine was \$700,000. Net borrowings during the fiscal year ended October 31, 2009 were \$200,000 resulting in a balance of \$900,000 at such date.

At October 31, 2007, the balance of the revolving senior credit facility provided to U.S. Gas was approximately \$85,000. During the fiscal year ended October 31, 2008, U.S. Gas entered into a swap agreement which locked in a portion of the senior credit facility with an annual rate of LIBOR plus 6% for a period of two years. This portion of the senior credit facility, in connection to the swap agreement, was approximately \$571,000 at October 31, 2008. Net repayments for this portion of the credit facility were approximately \$571,000, resulting in no balance outstanding at October 22, 2009. The balance of the remaining portion of the senior credit facility at October 31, 2008 was approximately \$4.4 million. Net repayments on this portion of the senior credit facility, which were borrowed at an annual rate of Prime plus 4.5%, were approximately \$4.4 million, resulting in no balance outstanding at October 22, 2009. On October 22, 2009, the Company participated the revolving credit facility to another lender. The Company agreed to guarantee the \$10 million credit facility under certain circumstances related to an event of default.

During the fiscal year ended October 31, 2009, the Company received approximately \$106,000 in principal payments on the term loan provided to Storage Canada. The balance of the term loan at October 31, 2009 was approximately \$1.1 million.

During the fiscal year ended October 31, 2009, the Company received principal payments of approximately \$2.6 million on the term loan provided to Innovative Brands. The Company also received a loan amendment fee of approximately \$57,000. The interest rate on the term loan was increased to 15.5% from 11.75%. The balance of the term loan as of October 31, 2009 was approximately \$10.4 million.



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On December 31, 2008, the Company received a quarterly principal payment from BP on term loan A of \$146,250. During the fiscal year ended October 31, 2009, the interest rates increased on term loan A to LIBOR plus 5.75% or Prime Rate plus 4.75%, on term loan B to LIBOR plus 8.75% or Prime Rate plus 7.75%, and on the second lien loan to 16.5%. The balance of term loan A as of October 31, 2009 was approximately \$2.0 million.

On December 31, 2008, March 31, 2009, June 30, 2009, and September 30, 2009, Total Safety made principal payments of \$2,500 on each date on its first lien loan. The balance of the first lien loan as of October 31, 2009 was \$972,500.

During the fiscal year ended October 31, 2009, SP made principal payments totaling approximately \$96,000 on its first lien loan. The balance of the first lien loan as of October 31, 2009, was approximately \$901,000.

On December 31, 2008, Henry Company made a principal payment of approximately \$127,000 on its term loan A. The balance of term loan A as of October 31, 2009 was approximately \$1.7 million.

On March 11, 2009 and April 30, 2009, TerraMark L.P. ( TerraMark ) made principal payments of \$300,000 and \$500,000 on its senior secured loan. On July 17, 2009, TerraMark repaid its senior secured loan in full including all accrued interest. The total amount received was approximately \$715,000.

On July 31, 2009, the Company sponsored U.S. Gas in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. For sponsoring and providing this credit support, the Company has earned one-time fee income of approximately \$1.2 million and will be recognizing \$1.0 million in fee income over the life of the guarantee. As of October 31, 2009, the cash collateral has been released as the letter of credit has expired.

On September 30, 2009, Marine made a principal payment of \$625,000 on its senior subordinated loan. The balance of the loan as of October 31, 2009 was approximately \$10.8 million.

During the fiscal year ended October 31, 2009, Endymion Systems, Inc. ( Endymion ) was determined to no longer be an operating company. Subsequent to this determination, the Company realized a loss of \$7.0 million and removed the investment from its books.

During the fiscal year ended October 31, 2009, the Company realized a loss on Timberland Machines & Irrigation, Inc. ( Timberland ) of approximately \$18.1 million. The Company received no proceeds from the company and Timberland has been removed from the Company's portfolio.

During the fiscal year ended October 31, 2009, the Valuation Committee increased the fair value of the Company's investments in U.S. Gas preferred stock by \$55.2 million, SGDA preferred equity interest by \$500,000, SIA Tekers Invest ( Tekers ) common stock by \$615,000, Velocitus equity interest by \$2.2 million, Vestal Manufacturing Enterprises, Inc. ( Vestal ) common stock by \$650,000, MVC Automotive Group B.V. ( MVC Automotive ) equity interest by \$5.0 million, Summit common stock by \$5.0 million, Vitality common stock and warrants by \$260,300 and \$100,000, respectively, and Dakota Growers common stock by approximately \$4.9 million and preferred stock by approximately \$5.1 million. In addition, increases in the cost basis and fair value of the loans to GDC, Custom Alloy, SP, Marine, BP, Summit, U.S. Gas, and WBS Carbons Acquisition Corp. ( WBS ), and the Vitality and Marine preferred stock were due to the capitalization of payment in kind ( PIK ) interest/dividends totaling \$6,354,807. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$5.8 million due to a PIK distribution which was treated as a return of capital. Also, during the fiscal year ended October 31, 2009, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$157,000. The Valuation Committee also decreased the fair value of the Company's investments in Ohio Medical common stock by \$8.1 million, Vendio preferred stock by approximately \$2.1 million and common stock by \$5,000, Foliofn, Inc. ( Foliofn ) preferred stock by \$2.8

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million, PreVisor, Inc. ( PreVisor ) common stock by \$3.1 million, Custom Alloy preferred stock by \$22.5 million, Amersham second lien notes by \$3.1 million, Turf equity interest by \$2.6 million, Harmony Pharmacy common stock by \$750,000, MVC Partners LLC ( MVC Partners ) equity interest by \$16,000, SGDA common stock by \$560,000, Security Holdings B.V. ( Security Holdings ) common equity interest by \$18.2 million, HuaMei Capital Company ( HuaMei ), Inc. common stock by \$475,000, Timberland senior subordinated loan by approximately \$7.3 million and junior revolving line of credit by \$1.0 million and BP term loan B by approximately \$219,000, term loan A by approximately \$255,000 and second lien loan by approximately \$1.3 million, during the fiscal year ended October 31, 2009. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility, Timberland senior subordinated loan and the Amersham loan for the accrued PIK interest totaling approximately \$1.0 million. During the fiscal year ended October 31, 2009, the Company received a return of capital distribution from Turf of approximately \$286,000.

At October 31, 2009, the fair value of all portfolio investments, exclusive of short-term securities, was \$502.8 million with a cost basis of \$422.8 million. At October 31, 2009, the fair value and cost basis of portfolio investments of the Legacy Investments was \$15.3 million and \$48.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$487.5 million and \$373.9 million, respectively. At October 31, 2008, the fair value of all portfolio investments, exclusive of short-term securities, was \$490.8 million, with a cost basis of \$445.6 million. At October 31, 2008, the fair value and cost basis of the Legacy Investments was \$20.2 million and \$55.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$470.6 million and \$389.7 million, respectively.

**7. Commitments and Contingencies***Commitments to/for Portfolio Companies:*

At April 30, 2010, the Company's existing commitments to portfolio companies consisted of the following:

**Commitments of MVC Capital, Inc.**

<b>Portfolio Company</b>	<b>Amount Committed</b>	<b>Amount Funded at April 30, 2010</b>
Marine Revolving Loan Facility	\$2.0 million	\$2.0 million
Octagon Revolving Credit Facility	\$7.0 million	
Harmony Pharmacy Revolving Credit Facility	\$4.0 million	\$4.0 million
Tekers Guarantee	\$1.9 million	
MVC Automotive Guarantee	\$8.6 million	
MVC Automotive Guarantee	\$5.3 million	
Turf Junior Revolver	\$1.0 million	\$1.0 million
MVC Automotive Guarantee	\$1.8 million	
U.S. Gas Guarantee	\$10.0 million	
<b>Total</b>	<b>\$41.6 million</b>	<b>\$7.0 million</b>

On June 30, 2005, the Company pledged its common stock of Ohio Medical to Guggenheim to collateralize a loan made by Guggenheim to Ohio Medical.

On July 11, 2006, the Company provided Marine a \$2.0 million secured revolving loan facility. The revolving loan facility bears annual interest at LIBOR plus 1%. The Company also receives a fee of 0.50% of the unused portion of the revolving loan facility. As of October 31, 2009, the outstanding balance of the secured revolving loan facility was \$900,000. Net borrowings during the six month period ended April 30, 2010 were \$1.1 million, resulting in a balance of \$2.0 million at such date.

On October 12, 2006, the Company provided a \$12.0 million revolving credit facility to Octagon in replacement of the senior secured credit facility provided on May 7, 2004. This credit facility expires on December 31, 2011. The credit facility bears annual interest at LIBOR plus 4.25%. The Company receives a 0.50% unused facility fee on an

annual basis and a 0.25% servicing fee on an annual basis for maintaining the

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credit facility. On February 12, 2009, the commitment amount of the revolving credit facility was reduced to \$7.0 million. At October 31, 2009 and April 30, 2010, there was no balance outstanding.

On January 11, 2007, the Company provided a \$4.0 million revolving credit facility to Harmony Pharmacy. The credit facility bears annual interest at 10%. The Company also receives a fee of 0.50% on the unused portion of the loan. The maturity date of the revolving credit facility was extended to December 31, 2010. At October 31, 2009 and April 30, 2010, the outstanding balance of the revolving credit facility was \$4.0 million.

On May 1, 2007, the Company provided Velocitus a \$650,000 revolving line of credit. The revolving line of credit expired on April 30, 2010 and had an annual interest at 8%. At April 30, 2010, the revolving line of credit was no longer a commitment of the Company.

On July 19, 2007, the Company agreed to guarantee a 1.4 million Euro mortgage for Tekers, equivalent to approximately \$1.9 million at April 30, 2010.

On July 26, 2007, the Company provided a \$10.0 million revolving senior credit facility to U.S. Gas. The revolving senior credit facility had an annual interest at LIBOR plus 6% or Prime plus 4.5%, which is at U.S. Gas' discretion. The balance of the senior credit facility at October 31, 2008 was approximately \$12.2 million. Net repayments during fiscal year 2009 on the senior credit facility were approximately \$12.2 million, resulting in a zero balance at October 22, 2009. On October 22, 2009, the Company participated the revolving credit facility to Amzak Capital Management, LLC. The Company agreed to guarantee the \$10 million credit facility under certain circumstances related to an event of default. On March 31, 2010, U.S. Gas refinanced its senior credit facility with another lender. As a result of the refinancing, the \$10 million guarantee to Amzak Capital Management, LLC for the senior credit facility has been released. At October 31, 2009 and April 30, 2010, the revolving senior credit facility was no longer a commitment of the Company.

On January 15, 2008, the Company agreed to guarantee a 6.5 million Euro mortgage for MVC Automotive, equivalent to approximately \$8.6 million at April 30, 2010.

On January 16, 2008, the Company agreed to support a 4.0 million Euro mortgage for a Ford dealership owned and operated by MVC Automotive (equivalent to approximately \$5.3 million at April 30, 2010) through making financing available to the dealership and agreeing under certain circumstances not to reduce its equity stake in MVC Automotive.

On July 31, 2008, the Company extended a \$1.0 million loan to Turf in the form of a secured junior revolving note. The note bears annual interest at 6.0% and expires on May 1, 2011. On July 31, 2008, Turf borrowed \$1.0 million from the secured junior revolving note. At October 31, 2009 and April 30, 2010, the outstanding balance of the secured junior revolving note was \$1.0 million.

On September 9, 2008, the Company agreed to guarantee a 35.0 million Czech Republic Koruna ( CZK ) mortgage for MVC Automotive, equivalent to approximately \$1.8 million at April 30, 2010.

On July 31, 2009, the Company sponsored U.S. Gas in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. The cash collateral has since been released as the letter of credit has expired. For sponsoring and providing this credit support, the Company will earn one-time fee income of approximately \$2.5 million.

### *Commitments of the Company:*

Effective November 1, 2006, under the terms of the Investment Advisory and Management Agreement with TTG Advisers, which has since been amended and restated (the Advisory Agreement ) and described in Note 4.

Management , TTG Advisers is responsible for providing office space to the Company and for the costs

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associated with providing such office space. The Company's offices continue to be located on the second floor of 287 Bowman Avenue.

On April 27, 2006, the Company and MVCFS, as co-borrowers, entered into a four-year, \$100 million credit facility (Credit Facility I), consisting of \$50.0 million in term debt and \$50.0 million in revolving credit, with Guggenheim as administrative agent for the lenders. At October 31, 2009, there was \$50.0 million in term debt and \$12.3 million in revolving credit on Credit Facility I outstanding. The Company made net repayments of \$12.3 million on the revolving credit portion of Credit Facility I during the period November 1, 2009 to April 13, 2010. On April 13, 2010, the Company renewed Credit Facility I with Guggenheim for three years. Credit Facility I will now only consist of a \$50.0 million term loan, which will expire on April 27, 2013, at which time the outstanding amount under Credit Facility I will be due and payable. As of April 30, 2010, there was \$50.0 million outstanding on Credit Facility I. The proceeds from borrowings made under Credit Facility I are used to fund new and existing portfolio investments and for general corporate purposes. Borrowings under Credit Facility I will bear interest, at the Company's option, at a floating rate equal to either (i) the LIBOR rate with a 1.25% LIBOR floor (for one, two, three or six months), plus a spread of 4.5% per annum, or (ii) the Prime rate in effect from time to time, plus a spread of 3.50% per annum. The Company paid a closing fee, legal and other costs associated with obtaining and renewing Credit Facility I. These costs will be amortized evenly over the life of the facility. The prepaid expenses on the Balance Sheet include the unamortized portion of these costs. Borrowings under Credit Facility I will be secured, by among other things, cash, cash equivalents, debt investments, accounts receivable, equipment, instruments, general intangibles, the capital stock of MVCFS, and any proceeds from all the aforementioned items, as well as all other property except for equity investments made by the Company. Please see the Item 3 Risk Factor, *We may be unable to meet our covenant obligations under our credit facility, which could adversely affect our business*, for a risk factor relating to the Company's credit facility.

On April 24, 2008, the Company entered into a two-year, \$50 million revolving credit facility (Credit Facility II) with Branch Banking and Trust Company (BB&T). There was no amount outstanding on Credit Facility II as of October 31, 2009 and on the maturity date of April 24, 2010. Credit Facility II was not renewed. Credit Facility II provided financing to the Company in addition to the Company's existing Credit Facility I with Guggenheim. Proceeds from borrowings made under Credit Facility II were used to provide the Company with better overall financial flexibility in managing its investment portfolio. Borrowings under Credit Facility II bore interest at LIBOR plus 50 basis points. In addition, the Company was also subject to an annual utilization fee of 25 basis points for the amount of Credit Facility II that was outstanding for more than 33% of the calendar days during each fiscal quarter, as well as an annual fee of 25 basis points of the total amount of the facility. The Company paid a closing fee, legal and other costs associated with this transaction. These costs were amortized evenly over the life of the facility. The prepaid expenses on the Balance Sheet included the unamortized portion of these costs. Borrowings under Credit Facility II were secured by cash, short-term and long-term U.S. Treasury securities and other governmental agency securities whose purchase was approved by BB&T.

The Company enters into contracts with portfolio companies and other parties that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not experienced claims or losses pursuant to these contracts and believes the risk of loss related to indemnifications to be remote.

## **8. Management**

On November 6, 2003, Michael Tokarz assumed his positions as Chairman, Portfolio Manager and Director of the Company. From November 6, 2003 to October 31, 2006, the Company was internally managed. Effective November 1, 2006, Mr. Tokarz's employment agreement with the Company terminated and the obligations under Mr. Tokarz's agreement were superseded by those under the Advisory Agreement entered into with TTG Advisers. Under the terms of the Advisory Agreement, the Company pays TTG Advisers a base management fee and an incentive fee for its provision of investment advisory and management services.

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Our board of directors, including all of the directors who are not interested persons, as defined under the 1940 Act, of the Company (the Independent Directors), at their in-person meeting held on October 23, 2009, approved the renewal of the Advisory Agreement for an additional year.

Under the terms of the Advisory Agreement, TTG Advisers determines, consistent with the Company's investment strategy, the composition of the Company's portfolio, the nature and timing of the changes to the Company's portfolio and the manner of implementing such changes. TTG Advisers also identifies and negotiates the structure of the Company's investments (including performing due diligence on prospective portfolio companies), closes and monitors the Company's investments, determines the securities and other assets purchased, retains or sells and oversees the administration, recordkeeping and compliance functions of the Company and/or third parties performing such functions for the Company. TTG Advisers' services under the Advisory Agreement are not exclusive, and it may furnish similar services to other entities. Pursuant to the Advisory Agreement, the Company is required to pay TTG Advisers a fee for investment advisory and management services consisting of two components: a base management fee and an incentive fee. The base management fee is calculated at 2.0% per annum of the Company's total assets excluding cash, the value of any investment in a Third-Party Vehicle covered by a Separate Agreement (as defined in the Advisory Agreement) and the value of any investment by the Company not made in portfolio companies (Non-Eligible Assets) but including assets purchased with borrowed funds that are not Non-Eligible Assets. The incentive fee consists of two parts: (i) one part is based on our pre-incentive fee net operating income; and (ii) the other part is based on the capital gains realized on our portfolio of securities acquired after November 1, 2003. The Advisory Agreement provides for an expense cap pursuant to which TTG Advisers will absorb or reimburse operating expenses of the Company, to the extent necessary to limit the Company's expense ratio (the consolidated expenses of the Company, including any amounts payable to TTG Advisers under the base management fee, but excluding the amount of any interest and other direct borrowing costs, taxes, incentive compensation and extraordinary expenses taken as a percentage of the Company's average net assets) to 3.5% in each of the 2009 and 2010 fiscal years. For more information, please see Note 9 of our consolidated financial statements, Incentive Compensation. In addition, for the 2010 fiscal year, TTG Advisers has voluntarily agreed to waive \$150,000 of the expenses required to be reimbursed to it by the Company under the Advisory Agreement (the Voluntary Waiver).

### **9. Incentive Compensation**

At October 31, 2009, the provision for estimated incentive compensation was \$19,511,147. During the six month period ended April 30, 2010, this provision for incentive compensation was increased by a net amount of \$3,245,335 to \$22,756,482. The increase in the provision for incentive compensation during the six month period ended April 30, 2010 reflects the sale of Vitality for a realized gain of \$13.9 million. The difference between the amount received from the sale and Vitality's carrying value at October 31, 2009 was an increase of \$3.0 million. The amount of the provision also reflects the Valuation Committee's determination to increase the fair values of five of the Company's portfolio investments (Dakota Growers, Octagon, Summit, Velocitius, and LHD Europe) by a total of \$18.1 million. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$3.3 million due to PIK distributions, which were treated as a return of capital. The net increase in the provision also reflects the Valuation Committee's determination to decrease the fair values of four of the Company's portfolio investments (Amersham, BP, Ohio Medical, and SGDA) by a total of \$7.7 million and the Valuation Committee determination not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling \$374,000. As of April 30, 2010, the Company does not anticipate an incentive compensation payment being made to TTG Advisers during fiscal year 2010 based on the terms of the Advisory Agreement. During the six month period ended April 30, 2010, there was no provision recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income did not exceed the hurdle rate.

At October 31, 2008, the provision for estimated incentive compensation was \$15,794,295. During the fiscal year ended October 31, 2009, this provision for incentive compensation was increased by a net amount of

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\$3,716,852 to \$19,511,147. The amount of the provision reflects the Valuation Committee's determination to increase the fair values of eight of the Company's portfolio investments: U.S. Gas, Tekers, Vestal, Vitality, Summit, MVC Automotive, Dakota Growers and Velocitus by a total of \$79.0 million. The provision also reflects the Valuation Committee's determination to increase the fair value of the Ohio Medical preferred stock by approximately \$5.8 million due to a PIK distribution which was treated as a return of capital. The Company also received a return of capital distribution from Turf of approximately \$286,000. The net increase in the provision for incentive compensation during the fiscal year ended October 31, 2009 was a result of the Valuation Committee's determination to decrease the fair values of 12 of the Company's portfolio investments (Ohio Medical, Timberland, Custom Alloy, PreVisor, Amersham, Turf Products, LLC (Turf), Harmony Pharmacy, BP, MVC Partners, SGDA, Security Holdings, and HuaMei) by a total of \$68.9 million. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility, Timberland senior subordinated loan and the Amersham loan for the accrued PIK interest totaling \$1.0 million. During the fiscal year ended October 31, 2009, there was no provision recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income did not exceed the hurdle rate.

**10. Tax Matters**

On October 31, 2009, the Company had a net capital loss carryforward of \$29,988,349 of which \$1,463,592 will expire in the year 2012, \$3,295,550 will expire in the year 2013, and \$25,229,207 will expire in the year 2017. To the extent future capital gains are offset by capital loss carryforwards, such gains need not be distributed. As of October 31, 2009, the Company had net unrealized capital gains of \$76,727,734. The gross unrealized capital losses totaled \$74,283,524. The total net realized capital loss carryforwards and gross unrealized capital losses at October 31, 2009 were \$104,271,873.

FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (an interpretation of FASB Statement No. 109, (FIN 48)), codified in 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 Company's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions deemed to meet a more-likely-than-not threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the consolidated statement of operations. During the six month period ended April 30, 2010, the Company did not incur any interest or penalties. Although we file federal and state tax returns, our major tax jurisdiction is federal for the Company and MVCFS. The 2006, 2007, 2008 and 2009 federal tax years for the Company and the 2006, 2007, 2008 and 2009 federal tax years for MVCFS remain subject to examination by the IRS.

**11. Dividends and Distributions to Shareholders and Share Repurchase Program**

As a regulated investment company (RIC) under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code), the Company is required to distribute to its shareholders, in a timely manner, at least 90% of its investment company taxable and tax-exempt income each year. If the Company distributes, in a calendar year, at least 98% of its ordinary income for such calendar year and its capital gain net income for the 12-month period ending on October 31 of such calendar year (as well as any portion of the respective 2% balances not distributed in the previous year), it will not be subject to the 4% non-deductible federal excise tax on certain undistributed income of RICs.

Dividends and capital gain distributions, if any, are recorded on the ex-dividend date. Dividends and capital gain distributions are generally declared and paid quarterly according to the Company's policy established on July 11, 2005. An additional distribution may be paid by the Company to avoid imposition of federal income tax on any remaining undistributed net investment income and capital gains. Distributions can be made payable by the Company either in the form of a cash distribution or a stock dividend. The amount and character of income and capital gain distributions are determined in accordance with income tax regulations which may differ from

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U.S. generally accepted accounting principles. These differences are due primarily to differing treatments of income and gain on various investment securities held by the Company, differing treatments of expenses paid by the Company, timing differences and differing characterizations of distributions made by the Company. Key examples of the primary differences in expenses paid are the accounting treatment of MVCFS (which is consolidated for GAAP purposes, but not income tax purposes) and the variation in treatment of incentive compensation expense. Permanent book and tax basis differences relating to shareholder distributions will result in reclassifications and may affect the allocation between net operating income, net realized gain (loss) and paid-in capital.

All of our shareholders who hold shares of common stock in their own name will automatically be enrolled in our dividend reinvestment plan (the Plan). All such shareholders will have any cash dividends and distributions automatically reinvested by the Plan Agent in additional shares of our common stock. Of course, any shareholder may elect to receive his or her dividends and distributions in cash. Currently, the Company has a policy of seeking to pay quarterly dividends to shareholders. For any of our shares that are held by banks, brokers or other entities that hold our shares as nominees for individual shareholders, the Plan Agent will administer the Plan on the basis of the number of shares certified by any nominee as being registered for shareholders that have not elected to receive dividends and distributions in cash. To receive your dividends and distributions in cash, you must notify the Plan Agent.

### **For the Quarter Ended January 31, 2010**

On December 18, 2009, the Company's Board of Directors declared a dividend of \$0.12 per share. The dividend was payable on January 8, 2010 to shareholders of record on December 31, 2009. The total distribution amounted to \$2,915,650, including reinvested distributions.

During the quarter ended January 31, 2010, as part of the Company's dividend reinvestment plan for our common stockholders, the Company purchased 1,890 shares of our common stock at an average price of \$12.27, including commission, in the open market in order to satisfy the reinvestment portion of our dividends under the Plan.

### **For the Quarter Ended April 30, 2010**

On April 16, 2010, the Company's Board of Directors declared a dividend of \$0.12 per share. The dividend was payable on April 30, 2010 to shareholders of record on April 27, 2010. The total distribution amounted to \$2,915,650, including reinvested distributions.

During the quarter ended April 30, 2010, as part of the Company's dividend reinvestment plan for our common stockholders, the Company purchased 1,315 shares of our common stock at an average price of \$14.75, including commission, in the open market in order to satisfy the reinvestment portion of our dividends under the Plan.

On April 23, 2010, the Company's Board of Directors approved a share repurchase program authorizing up to \$5 million in share repurchases. The share repurchase program has no time limit and does not obligate the Company to acquire any specific number of shares and may be discontinued at any time. Under the share repurchase program, shares may be repurchased from time to time at prevailing market prices during the Company's open trading periods. As of April 30, 2010, there have been no shares repurchased.

## **12. Segment Data**

The Company's reportable segments are its investing operations as a business development company, MVC Capital, Inc., and the financial advisory operations of its wholly-owned subsidiary, MVC Financial Services, Inc.

The following table presents book basis segment data for the six month period ended April 30, 2010:



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	MVC	MVCFS	Consolidated
Interest and dividend income	\$ 11,455,180	\$ 46	\$ 11,455,226
Fee income	22,110	1,408,780	1,430,890
Other income	248,233		248,233
Total operating income	11,725,523	1,408,826	13,134,349
Total operating expenses	7,897,994	3,265,257	11,163,251
Less:Expense waiver by Adviser	(50,000)		(50,000)
Total net operating expenses	7,847,994	3,265,257	11,113,251
Net operating income (loss) before taxes	3,877,529	(1,856,431)	2,021,098
Tax expense		6,153	6,153
Net operating income (loss)	3,877,529	(1,862,584)	2,014,945
Net realized gain on investments and foreign currency	13,735,697		13,735,697
Net change in unrealized appreciation on investments	356,587		356,587
Net increase (decrease) in net assets resulting from operations	17,969,813	(1,862,584)	16,107,229

**13. Subsequent Events**

On May 3, 2010, the Company converted its 1,065,000 preferred shares of Dakota Growers to 1,065,000 common shares of Dakota Growers. On May 6, 2010, the Company sold its shares in Dakota Growers for approximately \$37.9 million, resulting in a realized gain of approximately \$22.0 million. The Company no longer has an investment in Dakota Growers.

On June 1, 2010, Octagon made a principal payment of \$4.0 million on its term loan.

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

This report contains certain statements of a forward-looking nature relating to future events or the future financial performance of the Company and its investment portfolio companies. Words such as *may*, *will*, *expect*, *believe*, *anticipate*, *intend*, *could*, *estimate*, *might* and *continue*, and the negative or other variations thereof or comparable terminology, are intended to identify forward-looking statements. Forward-looking statements are included in this report pursuant to the "Safe Harbor" provision of the Private Securities Litigation Reform Act of 1995. Such statements are predictions only, and the actual events or results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those relating to investment capital demand, pricing, market acceptance, the effect of economic conditions, litigation and the effect of regulatory proceedings, competitive forces, the results of financing and investing efforts, the ability to complete transactions and other risks identified below or in the Company's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. The following analysis of the financial condition and results of operations of the Company should be read in conjunction with the Financial Statements, the Notes thereto and the other financial information included elsewhere in this report and the Company's annual report on Form 10-K for the year ended October 31, 2009.

**SELECTED CONSOLIDATED FINANCIAL DATA:**

Financial information for the fiscal year ended October 31, 2009 is derived from the consolidated financial statements included in the Company's annual report on Form 10-K. Quarterly financial information is derived from unaudited financial data, but in the opinion of management, reflects all adjustments (consisting only of normal recurring adjustments), which are necessary to present fairly the results for such interim periods.

**Table of Contents****Selected Consolidated Financial Data**

	Six Month Period Ended April 30, <b>2010</b> (Unaudited)	Six Month Period Ended April 30, <b>2009</b> (Unaudited)	Year Ended October 31, <b>2009</b>
	(In thousands, except per share data)		
<b>Operating Data:</b>			
Interest and related portfolio income:			
Interest and dividend income	\$ 11,455	\$ 10,942	\$ 21,755
Fee income	1,431	1,413	4,099
Other income	248	(10)	255
Total operating income	13,134	12,345	26,109
Expenses:			
Incentive compensation (Note 9)	3,245	(489)	3,717
Management fee	4,922	4,904	9,843
Interest and other borrowing costs	1,288	1,826	3,128
Administrative	1,708	1,746	3,519
Total operating expenses	11,163	7,987	20,207
Expense Waiver by Adviser	(50)		
Total net operating expenses	11,113	7,987	20,207
Net operating income before taxes	2,021	4,358	5,902
Tax expense (benefit), net	6		1,377
Net operating income	2,015	4,358	4,525
Net realized and unrealized gain (loss):			
Net realized gain (loss) on investments and foreign currency	13,736		(25,082)
Net change in unrealized appreciation (depreciation) on investments	356	(11,313)	34,804
	14,092	(11,313)	9,722

Net realized and unrealized gain  
(loss) on investments and foreign  
currency

Net increase (decrease) in net assets resulting from operations	\$	16,107	\$	(6,955)	\$	14,247
Per Share:						
Net increase (decrease) in net assets per share resulting from operations	\$	0.66	\$	(0.28)	\$	0.59
Dividends per share	\$	0.24	\$	0.24	\$	0.48
Balance Sheet Data:						
Portfolio at value	\$	481,726	\$	478,148	\$	502,803
Portfolio at cost		401,360		444,257		422,794
Total assets		511,778		486,899		510,846
Shareholders' equity		434,732		409,084		424,456
Shareholders' equity per share (net asset value)	\$	17.89	\$	16.84	\$	17.47
Common shares outstanding at period end		24,297		24,297		24,297
Other Data:						
Number of Investments funded in period		4		3		6
Investments funded (\$) in period	\$	7,032	\$	3,918	\$	6,293
		32				

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	2010			2009				2008		
	Qtr 2	Qtr 1	Qtr 4	Qtr 3	Qtr 2	Qtr 1	Qtr 4	Qtr 3	Qtr 2	Qtr 1
(In thousands, except per share data)										
<b>Quarterly Data (Unaudited):</b>										
Total operating income	5,336	7,798	6,354	7,410	5,757	6,588	6,246	6,804	8,081	8,896
Incentive compensation	2,225	1,020	6,756	(2,550)	(335)	(154)	1,496	3,929	3,740	1,657
Interest, fees and other borrowing costs	647	641	642	660	736	1,090	1,190	1,022	1,081	1,171
Management fee	2,467	2,455	2,560	2,379	2,421	2,483	2,510	2,276	2,185	2,018
Administrative Expense Waiver by Adviser	938	770	879	894	865	881	1,299	887	753	681
Tax expense (benefit)	(50)									
Net operating income (loss) before net realized and unrealized gains	1	5	1,377		359	(359)	(830)	58	(186)	22
Net increase (decrease) in net assets resulting from operations	(892)	2,907	(5,860)	6,027	1,711	2,647	581	(1,368)	508	3,347
Net increase (decrease) in net assets resulting from operations	8,969	7,138	27,499	(6,297)	(7,809)	854	7,357	18,623	17,158	20,813
per share	0.37	0.29	1.13	(0.26)	(0.32)	0.04	0.30	0.77	0.70	0.86
Net asset value per share	17.89	17.64	17.47	16.46	16.84	17.28	17.36	17.18	16.53	15.95

**OVERVIEW**

The Company is an externally managed, non-diversified, closed-end management investment company that has elected to be regulated as a business development company under the 1940 Act. The Company's investment objective is to seek to maximize total return from capital appreciation and/or income.

On November 6, 2003, Mr. Tokarz assumed his positions as Chairman and Portfolio Manager of the Company. He and the Company's investment professionals (who, effective November 1, 2006, provide their services to the Company through the Company's investment adviser, TTG Advisers) are seeking to implement our investment objective (*i.e.*, to maximize total return from capital appreciation and/or income) through making a broad range of private investments in a variety of industries.

The investments can include senior or subordinated loans, convertible debt and convertible preferred securities, common or preferred stock, equity interests, warrants or rights to acquire equity interests, and other private equity transactions. During the year ended October 31, 2009, the Company made six follow-on investments in existing portfolio companies, committing capital totaling approximately \$6.3 million. During the six month period ended

April 30, 2010, the Company made one new investment and three follow-on investments in existing portfolio companies, committing capital totaling \$7.0 million.

Prior to the adoption of our current investment objective, the Company's investment objective had been to achieve long-term capital appreciation from venture capital investments in information technology companies. The Company's investments had thus previously focused on investments in equity and debt securities of information technology companies. As of April 30, 2010, 2.62% of the current fair value of our assets consisted of Legacy Investments. We are, however, seeking to manage these Legacy Investments to try and realize maximum returns. We generally seek to capitalize on opportunities to realize cash returns on these investments when presented with a potential liquidity event, *i.e.*, a sale, public offering, merger or other reorganization.

Our new portfolio investments are made pursuant to our current objective and strategy. We are concentrating our investment efforts on small and middle-market companies that, in our view, provide opportunities to maximize total return from capital appreciation and/or income. Under our investment approach, we are permitted to invest, without limit, in any one portfolio company, subject to any diversification limits required in order for us to continue to qualify as a RIC under Subchapter M of the Code. Due to our asset growth and composition, compliance with the RIC requirements currently restricts our ability to make additional investments that represent more than 5% of our total assets or more than 10% of the outstanding voting securities of the issuer ( Non-Diversified Investments ).

We participate in the private equity business generally by providing privately negotiated long-term equity and/or debt investment capital to small and middle-market companies. Our financing is generally used to fund growth, buyouts, acquisitions, recapitalizations, note purchases, and/or bridge financings. We generally invest in private companies, though, from time to time, we may invest in public companies that may lack adequate access to public capital.

We may also seek to achieve our investment objective by establishing a subsidiary or subsidiaries that would serve as a general partner or managing member to a private equity or other investment vehicle(s). In fact,

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during fiscal year 2006, we established MVC Partners for this purpose. Furthermore, our board of directors has authorized the establishment of a private equity fund (a "PE Fund") that would have the ability, among other things, to make Non-Diversified Investments. A subsidiary of the Company would serve as the general partner (or managing member) of the PE Fund. Our board of directors also authorized the subsidiary's retention of TTG Advisers to serve as portfolio manager of the PE Fund. The general partner and MVC Partners are anticipated to earn (before their respective expenses) a portion (approximately 25-30%) of the revenue and carried interest generated by the PE Fund (which, if launched, may have an asset size of up to \$250 million). Additionally, in pursuit of our objective, we may acquire a portfolio of existing private equity or debt investments held by financial institutions or other investment funds should such opportunities arise.

### **OPERATING INCOME**

*For the Six Month Periods Ended April 30, 2010 and 2009.* Total operating income was \$13.1 million for the six month period ended April 30, 2010 and \$12.3 million for the six month period ended April 30, 2009, an increase of \$800,000.

#### ***For the Six Month Period Ended April 30, 2010***

Total operating income was \$13.1 million for the six month period ended April 30, 2010. The increase in operating income over the same period last year was primarily due to the increase in dividend income of approximately \$688,000 and other income of approximately \$258,000. The main components of investment income were the interest earned on loans and dividend income from portfolio companies and the receipt of closing and monitoring fees from certain portfolio companies by the Company and MVCFS. The Company earned approximately \$11.5 million in interest and dividend income from investments in portfolio companies. Of the \$11.5 million recorded in interest/dividend income, approximately \$3.1 million was "payment in kind" interest/dividends. The "payment in kind" interest/dividends are computed at the contractual rate specified in each investment agreement and added to the principal balance of each investment. The Company's debt investments yielded rates from 1.2% to 17%. The Company received fee income and other income from portfolio companies and other entities totaling approximately \$1.7 million.

#### ***For the Six Month Period Ended April 30, 2009***

Total operating income was \$12.3 million for the six month period ended April 30, 2009. The decrease in operating income over the same period last year was primarily due to the repayment of investments that provide the Company with current income, a decrease in the LIBOR rate which impacts our variable rate loans, reserves against non-performing loans, and a decrease in fee income because of fewer new investments closed. The main components of investment income were the interest earned on loans and dividend income from portfolio companies and the receipt of closing and monitoring fees from certain portfolio companies by the Company and MVCFS. The Company earned approximately \$10.9 million in interest and dividend income from investments in portfolio companies. Of the \$10.9 million recorded in interest/dividend income, approximately \$2.6 million was "payment in kind" interest/dividends. The "payment in kind" interest/dividends are computed at the contractual rate specified in each investment agreement and added to the principal balance of each investment. The Company's debt investments yielded rates from 1.5% to 17%. Also, the Company earned approximately \$7,100 in interest income on its cash equivalents and short-term investments. The Company received fee income and other income from portfolio companies and other entities totaling approximately \$1.4 million.

### **OPERATING EXPENSES**

*For the Six Month Periods Ended April 30, 2010 and 2009.* Operating expenses were \$11.2 million for the six month period ended April 30, 2010 and \$8.0 million for the six month period ended April 30, 2009, an increase of approximately \$3.2 million.

#### ***For the Six Month Period Ended April 30, 2010***

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Operating expenses, net of the Voluntary Waiver, were \$11.1 million or 5.23% of the Company's average net assets, when annualized, for the six month period ended April 30, 2010. Significant components of operating expenses for the six month period ended April 30, 2010, included the management fee of \$4.9 million, incentive compensation of \$3.2 million and interest and other borrowing costs of approximately \$1.3 million.

The \$3.1 million increase in the Company's operating expenses for the six month period ended April 30, 2010 compared to the six month period ended April 30, 2009, was primarily due to the \$3.7 million increase in the estimated provision for incentive compensation expense offset by the decrease of approximately \$537,000 in interest and other borrowing costs. The Advisory Agreement extended the expense cap applicable to the Company for an additional two fiscal years (fiscal years 2009 and 2010) and increased the expense cap from 3.25% to 3.5%. For fiscal year 2009 and for the six month period ended April 30, 2010 annualized, the Company's expense ratio was 3.23% and 3.10%, respectively, (taking into account the same carve outs as those applicable to the expense cap). For the 2010 fiscal year, TTG Advisers has voluntarily agreed to waive \$150,000 of expenses to be reimbursed to it by the Company under the Advisory Agreement.

Pursuant to the terms of the Advisory Agreement, during the six month period ended April 30, 2010, the provision for incentive compensation was increased by a net amount of \$3,245,335 to \$22,756,482. The increase in the provision for incentive compensation reflects the sale of Vitality for a realized gain of \$13.9 million. The difference between the amount received from the sale and Vitality's carrying value at October 31, 2009 was an increase of \$3.0 million. The amount of the provision also reflects the Valuation Committee's determination to increase the fair values of five of the Company's portfolio investments (Octagon, Summit, Velocitius, LHD Europe and Dakota Growers) by a total of \$18.1 million. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$3.3 million due to PIK distributions, which were treated as a return of capital. The net increase in the provision also reflects the Valuation Committee's determination to decrease the fair values of four of the Company's portfolio investments (Amersham, BP, Ohio Medical, and SGDA) by a total of \$7.7 million and the Valuation Committee determination not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling \$374,000. As of April 30, 2010, the Company does not anticipate an incentive compensation payment being made to TTG Advisers during fiscal year 2010 based on the terms of the Advisory Agreement. During the six month period ended April 30, 2010, there was no provision recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income did not exceed the hurdle rate. Please see Note 9 Incentive Compensation for more information.

***For the Six Month Period Ended April 30, 2009***

Operating expenses were \$8.0 million or 3.84% of the Company's average net assets, when annualized, for the six month period ended April 30, 2009. Significant components of operating expenses for the six month period ended April 30, 2009, included the management fee of \$4.9 million and interest expense and other borrowing costs of \$1.8 million.

The \$5.3 million decrease in the Company's operating expenses for the six month period ended April 30, 2009 compared to the six month period ended April 30, 2008, was primarily due to the \$5.9 million decrease in the estimated provision for incentive compensation expense and the approximately \$427,000 decrease in interest and other borrowing costs offset by the increase of approximately \$700,000 in the management fee expense. The Advisory Agreement extended the expense cap applicable to the Company for an additional two fiscal years (fiscal years 2009 and 2010) and increased the expense cap from 3.25% to 3.5%. For fiscal year 2008 and for the six month period ended April 30, 2009 annualized, the Company's expense ratio was 2.93% and 3.20%, respectively, (taking into account the same carve outs as those applicable to the expense cap).

Pursuant to the terms of the Advisory Agreement, during the six month period ended April 30, 2009, the provision for incentive compensation was decreased by a net amount of \$489,186 to \$15,305,109. The amount of the provision reflects the Valuation Committee's determination to increase the fair values of five of the Company's portfolio investments (U.S. Gas, Tekers, SGDA, Velocitius, and Dakota Growers) by a total of \$18.7 million. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$2.8 million due to a PIK distribution, which was treated as a return of capital. The net decrease reflects the Valuation Committee's determination to decrease the fair values of seven of the Company's





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portfolio investments (Timberland, Amersham, Turf, PreVisor, Ohio Medical, Custom Alloy and BP) by a total of \$27.1 million and the Valuation Committee determination not to increase the fair values of the Harmony Pharmacy revolving credit facility, Timberland senior subordinated loan and the Amersham loan for the accrued PIK interest totaling \$544,000. During the six month period ended April 30, 2009, there was no provision recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income did not exceed the hurdle rate. Please see Note 9 Incentive Compensation for more information.

### **REALIZED GAINS AND LOSSES ON PORTFOLIO SECURITIES**

*For the Six Month Periods Ended April 30, 2010 and 2009.* Net realized gains for the six month period ended April 30, 2010 were \$13.7 million. Net realized gains for the six month period ended April 30, 2009 were immaterial.

#### ***For the Six Month Period Ended April 30, 2010***

Net realized gains for the six month period ended April 30, 2010 were \$13.7 million. The significant component of the Company's net realized gains for the six month period ended April 30, 2010 was primarily the gain on the sale of Vitality common stock and warrants and the sale of Phoenix Coal common stock.

On December 29, 2010, the Company sold the common stock, preferred stock and warrants of Vitality. The amount received from the sale of the 556,472 common shares was approximately \$10.0 million, for the 1 million preferred shares was approximately \$14.0 million, and for the 1 million warrants was approximately \$3.8 million. As part of this transaction, there was approximately \$2.9 million deposited in an escrow account subject to a reduction over a three year period in accordance with a specified schedule. On March 9, 2010, the Company received its first scheduled disbursement from the Vitality escrow totaling approximately \$522,000. There were no claims against the escrow, so 100% of the expected proceeds of the first scheduled disbursement were released. At the same time, the Company received its portion of a working capital adjustment paid to Vitality. The Company's share of the proceeds from the working capital adjustment totaled approximately \$471,000 and was recorded as additional long-term capital gain. The total proceeds received from the escrow disbursement and working capital adjustment was approximately \$993,000. The value of the escrow was increased by \$150,000 by the Valuation Committee during the six month period ended April 30, 2010. This escrow is currently valued at approximately \$1.9 million on the Company's balance sheet as of April 30, 2010. Total amount received from the sale as of April 30, 2010 was approximately \$30.6 million resulting in a realized gain of approximately \$13.9 million, which was treated as a long-term capital gain. This escrow is currently valued at approximately \$1.9 million on the Company's balance sheet.

During the six month period ended April 30, 2010, the Company sold the remaining 666,667 shares of Phoenix Coal common stock. The total amount received from the sale net of commission was approximately \$295,000, approximately \$68,000 above the carrying value at January 31, 2010, resulting in a realized loss of approximately \$205,000.

#### ***For the Six Month Period Ended April 30, 2009***

There were no material net realized losses or gains for the six month period ended April 30, 2009.

### **UNREALIZED APPRECIATION AND DEPRECIATION OF PORTFOLIO SECURITIES**

*For the Six Month Periods Ended April 30, 2010 and 2009.* The Company had a net change in unrealized appreciation on portfolio investments of approximately \$357,000 for the six month period ended April 30, 2010 and a net change in unrealized depreciation on portfolio investments of approximately \$11.3 million for the six month period ended April 30, 2009, an increase of approximately \$11.7 million.

#### ***For the Six Month Period Ended April 30, 2010***

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The Company had a net change in unrealized appreciation on portfolio investments of approximately \$357,000 for the six month period ended April 30, 2010. The change in unrealized appreciation on investment transactions for the six month period ended April 30, 2010, primarily resulted from the increase in unrealized depreciation reclassification from unrealized to realized, caused by the sale of Vitality, of approximately \$11.3 million. The other components in the change in unrealized appreciation are the Valuation Committee's decision to increase the fair value of the Company's investments in Dakota Growers common stock by approximately \$3.4 million and preferred stock by approximately \$3.6 million, Octagon equity interest by \$1.5 million, Summit common stock by \$9.0 million, Velocitius equity interest by \$400,000, and LHD Europe series A common stock by approximately \$166,000 and series B common Stock by approximately \$58,000. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$3.3 million due to PIK distributions which were treated as a return of capital. The Valuation Committee also decreased the fair value of Ohio Medical common stock by \$1.3 million, SGDA preferred equity by \$2.4 million, Vendio preferred stock by approximately \$1.9 million and common stock by \$5,500, BP second lien loan by approximately \$1.6 million, and the Amersham second lien notes by \$2.4 million. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$374,000.

***For the Six Month Period Ended April 30, 2009***

The Company had a net change in unrealized depreciation on portfolio investments of \$11.3 million for the six month period ended April 30, 2009. The change in unrealized depreciation on investment transactions for the six month period ended April 30, 2009 primarily resulted from the Valuation Committee's decision to decrease the fair value of the Company's investments in Ohio Medical common stock by \$6.5 million, Foliofn preferred stock by \$3.8 million, Vendio preferred stock by \$1.4 million and common stock by \$2,000, PreVisor common stock by \$3.1 million, Custom Alloy preferred stock by \$4.3 million, Timberland senior subordinated loan by approximately \$7.3 million and junior revolving line of credit by \$1.0 million, Amersham second lien notes by \$1.4 million, Turf equity interest by \$2.3 million, and BP term loan B by approximately \$181,000, term loan A by approximately \$153,000 and second lien loan by approximately \$948,000. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility, Timberland senior subordinated loan and the Amersham loan for the accrued PIK interest totaling approximately \$544,000. The Valuation Committee also increased the fair value of the Company's investments in U.S. Gas preferred stock by \$6.0 million, SGDA preferred equity interest by \$250,000 and common equity interest by \$1.2 million, Tekers common stock by \$725,000, Velocitius equity interest by \$500,000, Dakota Growers common stock by approximately \$4.9 million and preferred stock by approximately \$5.1 million, and Ohio Medical preferred stock by approximately \$2.8 million due to a PIK distribution which was treated as a return of capital.

**PORTFOLIO INVESTMENTS**

*For the Six Month Period Ended April 30, 2010 and the Year Ended October 31, 2009.* The cost of the portfolio investments held by the Company at April 30, 2010 and at October 31, 2009 was \$401.4 million and \$422.8 million, respectively, a decrease of \$21.4 million. The aggregate fair value of portfolio investments at April 30, 2010 and at October 31, 2009 was \$481.7 million and \$502.8 million, respectively, a decrease of \$21.1 million. The Company held cash and cash equivalents at April 30, 2010 and at October 31, 2009 of \$21.3 million and \$1.0 million, respectively, an increase of approximately \$20.3 million.

***For the Six Month Period Ended April 30, 2010***

During the six month period ended April 30, 2010, the Company made one new investment committing no capital. The investment was made in Integrated Packaging Corporation ( IPC ) in the form of a warrant. The Company received the warrant in exchange for services provided to a new investor in IPC.

During the six month period ended April 30, 2010, the Company made three follow-on investments in existing portfolio companies committing capital totaling \$7.0 million. On January 4, 2010, the Company loaned

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\$800,000 to Harmony Pharmacy & Health Center, Inc. ( Harmony Pharmacy ) in the form of a demand note. The demand note has an annual interest rate of 10% with the accrued interest being reserved against. As of April 30, 2010, the \$800,000 demand note was outstanding. On March 12, 2010, the Company invested \$4.5 million and \$1.7 million in SGDA Europe B.V. ( SGDA Europe ) and Security Holdings B.V. ( Security Holdings ), respectively, in the form of equity interest.

At October 31, 2009, the balance of the secured revolving note provided to Marine Exhibition Corporation ( Marine ) was \$900,000. Net borrowings during the six month period ended April 30, 2010 were \$1.1 million resulting in a balance of \$2.0 million at such date.

On December 29, 2009, the Company sold the common stock, preferred stock and warrants of Vitality Foodservice Holding Corp. ( Vitality ). The amount received from the sale of the 556,472 common shares was approximately \$10.0 million, for the 1 million preferred shares was approximately \$14.0 million, and for the 1 million warrants was approximately \$3.8 million. As part of this transaction, there was approximately \$2.9 million deposited in an escrow account subject to a reduction over a three year period in accordance with a specified schedule. On March 9, 2010, the Company received its first scheduled disbursement from the Vitality escrow totaling approximately \$522,000. There were no claims against the escrow so 100% of the expected proceeds of the first scheduled disbursement were released. At the same time, the Company received its portion of a working capital adjustment paid to Vitality. The Company's share of the proceeds from the working capital adjustment totaled approximately \$471,000 and was recorded as additional long-term capital gain. The total proceeds received from the escrow disbursement and working capital adjustment was approximately \$993,000. The value of the escrow was increased by \$150,000 by the Valuation Committee during the quarter ended April 30, 2010. This escrow is currently valued at approximately \$1.9 million on the Company's balance sheet as of April 30, 2010. Total amount received from the sale as of April 30, 2010 was approximately \$30.6 million resulting in a realized gain of approximately \$13.9 million, which was treated as a long-term capital gain. Prior to the sale of Vitality on December 29, 2009, Vitality's European operations (which were not acquired by the buyer) were distributed to Vitality's shareholders on a pro-rata basis. The Company received 960 shares of Series A common stock and 334 shares of convertible Series B common stock in LHD Europe Holding Inc. ( LHD Europe ) as part of this transaction. At April 30, 2010, the Series A common stock had a fair value of approximately \$332,000 and the convertible Series B common stock had a fair value of approximately \$118,000.

On December 31, 2009 and March 31, 2010, Total Safety U.S., Inc. ( Total Safety ) made principal payments of \$2,500 on each date on its first lien loan. The balance of the first lien loan as of April 30, 2010 was \$967,500.

On December 31, 2009 and April 7, 2010, Marine made principal payments of \$625,000 on each date on its senior subordinated loan. The balance of the loan as of April 30, 2010 was \$9.7 million.

On December 31, 2009 and March 31, 2010, SP made principal payments of approximately \$19,000 and \$20,000, respectively, on its first lien loan. The balance of the first lien loan as of April 30, 2010, was approximately \$862,000.

On March 10, 2010, the Company announced that its portfolio company, Dakota Growers had signed a definitive merger agreement with Viterra Inc. (TSX: VT) ( Viterra ), Canada's leading agri-business that provides premium quality ingredients to leading global food manufacturers, under which Dakota Growers would be acquired by a subsidiary of Viterra for approximately \$240 million in cash. Under the terms of the agreement, Viterra would commence a tender offer to acquire all of the outstanding shares of Dakota Growers' common stock at a price of \$18.28 per share resulting in anticipated proceeds of approximately \$38.0 million. At April 30, 2010, the fair value of the Company's investment in Dakota Growers was \$37.8 million. The acquisition is expected to close shortly after completion of a tender of a majority (50.1%) of the outstanding shares of Dakota Growers common stock, the receipt of various regulatory approvals and the satisfaction of

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other customary closing conditions and contingencies. Please see Note 13 Subsequent Events for more information.

On March 16, 2010, the Company contributed its common and preferred equity interest in SGDA Sanierungsgesellschaft fur Deponien und Altasten GmbH ( SGDA ) to SGDA Europe to achieve operating efficiencies. The Company has 99.99% economic ownership in SGDA Europe. The fair value of SGDA Europe's equity interest increased by approximately \$4.2 million and the cost basis was increased by \$5.0 million as a result of this cashless transaction. There was no gain or loss to the Company from this transaction. The fair value of SGDA Europe's equity interest at April 30, 2010 was \$16.2 million.

During the six month period ended April 30, 2010, Amersham Corporation ( Amersham ) made principal payments of \$375,000, repaying its senior secured loan in full, including all accrued interest.

During the six month period ended April 30, 2010, the Company received approximately \$53,000 in principal payments on the term loan provided to Storage Canada, LLC ( Storage Canada ). The balance of the term loan at April 30, 2010 was approximately \$1.1 million.

During the six month period ended April 30, 2010, Innovative Brands, LLC ( Innovative Brands ) made principal payments of approximately \$10.4 million on its term loan, repaying the term loan in full including all accrued interest.

During the six month period ended April 30, 2010, the Company sold the remaining 666,667 shares of Phoenix Coal Corporation ( Phoenix Coal ) common stock. The total amount received from the sale net of commission was approximately \$295,000, resulting in a realized loss of approximately \$205,000.

During the six month period ended April 30, 2010, Henry Company made principal payments of approximately \$1.7 million and \$2.0 million on its term loan A and term loan B, respectively, repaying the term loans in full including all accrued interest.

On July 31, 2009, the Company sponsored U.S. Gas & Electric, Inc. ( U.S. Gas ) in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. For sponsoring and providing this credit support, the Company has earned one-time fee income of approximately \$1.2 million and will be recognizing an additional \$1.3 million in fee income over the life of the guarantee. As of April 30, 2010, the cash collateral has been released as the letter of credit has expired.

During the quarter ended January 31, 2010, the Valuation Committee increased the fair value of the Company's investments in Dakota Growers common stock by approximately \$2.4 million and preferred stock by approximately \$2.6 million, Octagon Credit Investors, LLC ( Octagon ) equity interest by \$1.0 million, Summit Research Labs, Inc. ( Summit ) common stock by \$2.0 million, Velocitus B.V. ( Velocitus ) equity interest by \$1.0 million, and LHD Europe series A common stock by approximately \$166,000 and series B common Stock by approximately \$58,000. In addition, increases in the cost basis and fair value of the loans to GDC Acquisition, LLC ( GDC ), Custom Alloy Corporation ( Custom Alloy ), SP, Marine, Turf Products, LLC ( Turf ), BP Clothing, LLC ( BP ), Summit, and U.S. Gas and the Marine and Vitality preferred stock were due to the capitalization of payment in kind ( PIK ) interest/dividends totaling \$1,752,454. The Valuation Committee also increased the fair value of the Ohio Medical Corporation ( Ohio Medical ) preferred stock by approximately \$1.6 million due to a PIK distribution which was treated as a return of capital. Also, during the quarter ended January 31, 2010, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$89,000. The Valuation Committee also decreased the fair value of the Company's investments in Amersham Corporation ( Amersham ) second lien notes by \$2.4 million, BP second lien loan by \$1.6 million, Ohio Medical common stock by \$1.3 million, SGDA Sanierungsgesellschaft fur Deponien und Altasten GmbH ( SGDA ) preferred equity interest by approximately \$2.4 million, and Vendio Services, Inc. ( Vendio ) preferred stock by approximately \$746,000 and common stock by \$3,600 during the quarter ended January 31, 2010.

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The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$186,000.

During the quarter ended April 30, 2010, the Valuation Committee increased the fair value of the Company's investments in Dakota Growers common stock by approximately \$1.0 million and preferred stock by approximately \$1.0 million, Octagon equity interest by \$500,000 and Summit common stock by \$7.0 million. In addition, increases in the cost basis and fair value of the loans to GDC, Custom Alloy, SP, Marine, Turf, BP, Summit, and U.S. Gas and the Marine preferred stock were due to the capitalization of payment in kind (PIK) interest/dividends totaling \$1,343,814. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$1.7 million due to a PIK distribution which was treated as a return of capital. Also, during the quarter ended April 30, 2010, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$62,000. The Valuation Committee also decreased the fair value of the Company's investments in Velocitus equity interest by \$600,000 and Vendio preferred stock by approximately \$1.1 million and common stock by \$1,900 during the quarter ended April 30, 2010. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$188,000.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the Company's investments in Dakota Growers common stock by approximately \$3.4 million and preferred stock by approximately \$3.6 million, Octagon equity interest by \$1.5 million, Summit common stock by \$9.0 million, Velocitus equity interest by \$400,000, and LHD Europe series A common stock by approximately \$166,000 and series B common stock by approximately \$58,000. In addition, increases in the cost basis and fair value of the loans to GDC, Custom Alloy, SP, Marine, Turf, BP, Summit, and U.S. Gas and the Marine and Vitality preferred stock were due to the capitalization of payment in kind (PIK) interest/dividends totaling \$3,096,268. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$3.3 million due to PIK distributions which were treated as a return of capital. Also, during the six month period ended April 30, 2010, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$151,000. The Valuation Committee also decreased the fair value of the Company's investments in Amersham second lien notes by \$2.4 million, BP second lien loan by \$1.6 million, Ohio Medical common stock by \$1.3 million, SGDA preferred equity interest by approximately \$2.4 million, and Vendio preferred stock by approximately \$1.9 million and common stock by \$5,500 during the six month period ended April 30, 2010. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility and the Amersham loan for the accrued PIK interest totaling approximately \$374,000.

At April 30, 2010, the fair value of all portfolio investments, exclusive of short-term securities, was \$481.7 million with a cost basis of \$401.4 million. At April 30, 2010, the fair value and cost basis of portfolio investments of the Legacy Investments was \$13.4 million and \$48.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$468.3 million and \$352.5 million, respectively. At October 31, 2009, the fair value of all portfolio investments, exclusive of short-term securities, was \$502.8 million, with a cost basis of \$422.8 million. At October 31, 2009, the fair value and cost basis of the Legacy Investments was \$15.3 million and \$48.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$487.5 million and \$373.9 million, respectively.

### ***For the Fiscal Year Ended October 31, 2009***

During the fiscal year ended October 31, 2009, the Company made six follow-on investments in four existing portfolio companies, committing capital totaling \$6.3 million. The Company invested \$3.4 million in Harmony Pharmacy in the form of three demand notes, a \$700,000 demand note on November 4, 2008, a \$2.2 million demand note on March 3, 2009 and a \$500,000 demand note on September 1, 2009. The demand notes have an annual interest rate of 10% with the accrued interest being reserved against due to collectibility issues.

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On June 23, 2009, the Company invested \$1.5 million in SGDA Europe in the form of a senior secured loan. The loan has an annual interest rate of 10% and a maturity date of June 23, 2012. On July 14, 2009 and September 1, 2009, the Company invested a combined \$375,000 in Amersham in the form of a senior secured loan bearing annual interest of 6% and maturing on December 31, 2009. The Company also made an equity investment of approximately \$1.0 million in MVC Partners during the fiscal year ended October 31, 2009.

At October 31, 2008, the balance of the revolving credit facility provided to Octagon was \$650,000. Net repayments during the fiscal year ended October 31, 2009 were \$650,000. There was no amount outstanding as of October 31, 2009.

At October 31, 2008, the balance of the secured revolving note provided to Marine was \$700,000. Net borrowings during the fiscal year ended October 31, 2009 were \$200,000 resulting in a balance of \$900,000 at such date.

At October 31, 2007, the balance of the revolving senior credit facility provided to U.S. Gas was approximately \$85,000. During the fiscal year ended October 31, 2008, U.S. Gas entered into a swap agreement which locked in a portion of the senior credit facility with an annual rate of LIBOR plus 6% for a period of two years. This portion of the senior credit facility, in connection to the swap agreement, was approximately \$571,000 at October 31, 2008. Net repayments for this portion of the credit facility were approximately \$571,000, resulting in no balance outstanding at October 22, 2009. The balance of the remaining portion of the senior credit facility at October 31, 2008 was approximately \$4.4 million. Net repayments on this portion of the senior credit facility, which were borrowed at an annual rate of Prime plus 4.5%, were approximately \$4.4 million, resulting in no balance outstanding at October 22, 2009. On October 22, 2009, the Company participated the revolving credit facility to another lender. The Company agreed to guarantee the \$10 million credit facility under certain circumstances related to an event of default.

During the fiscal year ended October 31, 2009, the Company received approximately \$106,000 in principal payments on the term loan provided to Storage Canada. The balance of the term loan at October 31, 2009 was approximately \$1.1 million.

During the fiscal year ended October 31, 2009, the Company received principal payments of approximately \$2.6 million on the term loan provided to Innovative Brands. The Company also received a loan amendment fee of approximately \$57,000. The interest rate on the term loan was increased to 15.5% from 11.75%. The balance of the term loan as of October 31, 2009 was approximately \$10.4 million.

On December 31, 2008, the Company received a quarterly principal payment from BP on term loan A of \$146,250. During the fiscal year ended October 31, 2009, the interest rates increased on term loan A to LIBOR plus 5.75% or Prime Rate plus 4.75%, on term loan B to LIBOR plus 8.75% or Prime Rate plus 7.75%, and on the second lien loan to 16.5%. The balance of term loan A as of October 31, 2009 was approximately \$2.0 million.

On December 31, 2008, March 31, 2009, June 30, 2009, and September 30, 2009, Total Safety made principal payments of \$2,500 on each date on its first lien loan. The balance of the first lien loan as of October 31, 2009 was \$972,500.

During the fiscal year ended October 31, 2009, SP made principal payments totaling approximately \$96,000 on its first lien loan. The balance of the first lien loan as of October 31, 2009, was approximately \$901,000.

On December 31, 2008, Henry Company made a principal payment of approximately \$127,000 on its term loan A. The balance of term loan A as of October 31, 2009 was approximately \$1.7 million.

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On March 11, 2009 and April 30, 2009, TerraMark made principal payments of \$300,000 and \$500,000 on its senior secured loan. On July 17, 2009, TerraMark repaid its senior secured loan in full including all accrued interest. The total amount received was approximately \$715,000.

On July 31, 2009, the Company sponsored U.S. Gas in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. For sponsoring and providing this credit support, the Company has earned one-time fee income of approximately \$1.2 million and will be recognizing \$1.0 million in fee income over the life of the guarantee. As of October 31, 2009, the cash collateral has been released as the letter of credit has expired.

On September 30, 2009, Marine made a principal payment of \$625,000 on its senior subordinated loan. The balance of the loan as of October 31, 2009 was approximately \$10.8 million.

During the fiscal year ended October 31, 2009, Endymion was determined to no longer be an operating company. Subsequent to this determination, the Company realized a loss of \$7.0 million and removed the investment from its books.

During the fiscal year ended October 31, 2009, the Company realized a loss on Timberland of approximately \$18.1 million. The Company received no proceeds from the company and Timberland has been removed from the Company's portfolio.

During the fiscal year ended October 31, 2009, the Valuation Committee increased the fair value of the Company's investments in U.S. Gas preferred stock by \$55.2 million, SGDA preferred equity interest by \$500,000, Tekers common stock by \$615,000, Velocitus equity interest by \$2.2 million, Vestal common stock by \$650,000, MVC Automotive equity interest by \$5.0 million, Summit common stock by \$5.0 million, Vitality common stock and warrants by \$260,300 and \$100,000, respectively, and Dakota Growers common stock by approximately \$4.9 million and preferred stock by approximately \$5.1 million. In addition, increases in the cost basis and fair value of the loans to GDC, Custom Alloy, SP, Marine, BP, Summit, U.S. Gas, and WBS, and the Vitality and Marine preferred stock were due to the capitalization of payment in kind (PIK) interest/dividends totaling \$6,354,807. The Valuation Committee also increased the fair value of the Ohio Medical preferred stock by approximately \$5.8 million due to a PIK distribution which was treated as a return of capital. Also, during the fiscal year ended October 31, 2009, the undistributed allocation of flow through income from the Company's equity investment in Octagon increased the cost basis and fair value of this investment by approximately \$157,000. The Valuation Committee also decreased the fair value of the Company's investments in Ohio Medical common stock by \$8.1 million, Vendio preferred stock by approximately \$2.1 million and common stock by \$5,000, Foliofn preferred stock by \$2.8 million, PreVisor common stock by \$3.1 million, Custom Alloy preferred stock by \$22.5 million, Amersham second lien notes by \$3.1 million, Turf equity interest by \$2.6 million, Harmony Pharmacy common stock by \$750,000, MVC Partners equity interest by \$16,000, SGDA common stock by \$560,000, Security Holdings common equity interest by \$18.2 million, HuaMei common stock by \$475,000, Timberland senior subordinated loan by approximately \$7.3 million and junior revolving line of credit by \$1.0 million and BP term loan B by approximately \$219,000, term loan A by approximately \$255,000 and second lien loan by approximately \$1.3 million, during the fiscal year ended October 31, 2009. The Valuation Committee also determined not to increase the fair values of the Harmony Pharmacy revolving credit facility, Timberland senior subordinated loan and the Amersham loan for the accrued PIK interest totaling approximately \$1.0 million. During the fiscal year ended October 31, 2009, the Company received a return of capital distribution from Turf of approximately \$286,000.

At October 31, 2009, the fair value of all portfolio investments, exclusive of short-term securities, was \$502.8 million with a cost basis of \$422.8 million. At October 31, 2009, the fair value and cost basis of portfolio investments of the Legacy Investments was \$15.3 million and \$48.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$487.5 million and \$373.9 million, respectively. At October 31, 2008, the fair value of all portfolio investments, exclusive of short-term securities, was \$490.8 million, with a cost basis of \$445.6 million. At October 31, 2008,



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the fair value and cost basis of Legacy Investments was \$20.2 million and \$55.9 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$470.6 million and \$389.7 million, respectively.

### ***Portfolio Companies***

During the six month period ended April 30, 2010, the Company had investments in the following portfolio companies:

#### ***Actelis Networks, Inc.***

Actelis Networks, Inc. (Actelis), Fremont, California, a Legacy Investment, provides authentication and access control solutions designed to secure the integrity of e-business in Internet-scale and wireless environments.

At October 31, 2009 and April 30, 2010, the Company's investment in Actelis consisted of 150,602 shares of Series C preferred stock at a cost of \$5.0 million. The investment has been fair valued at \$0.

#### ***Amersham Corporation***

Amersham, Louisville, Colorado, is a manufacturer of precision machined components for the aviation, automotive and medical device markets.

At October 31, 2009, the Company's investment in Amersham consisted of a \$2.5 million note, a \$3.1 million note, and a \$375,000 senior secured loan. The \$2.5 million note is bearing annual interest at 10%. The note has a maturity date of June 29, 2010. The note had a principal face amount and cost basis of \$2.5 million at October 31, 2009. The \$3.1 million note bears annual interest at 17%, which includes a 3% default interest rate. The interest rate then steps down to 13% for the period July 1, 2010 to June 30, 2012 and steps down again to 12% for the period July 1, 2012 to June 30, 2013. The note has a maturity date of June 30, 2013. The note had a principal face amount and cost basis of \$3.9 million at October 31, 2009. The \$375,000 note bears annual interest at 9.0% and has a maturity date February 28, 2010. The note had a principal face amount and costs basis of \$375,000 at October 31, 2009. At October 31, 2009, the notes had a combined outstanding balance and cost of \$6.6 million and a combined fair value of \$2.8 million.

During the six month period ended April 30, 2010, Amersham made principal payments of \$375,000, repaying its senior secured loan in full, including all accrued interest.

During the six month period ended April 30, 2010, the Valuation Committee decreased the combined fair value of the \$2.5 million note and the \$3.1 million note by approximately \$2.4 million to a combined fair value of \$0.

At April 30, 2010, the notes had a combined outstanding balance and cost of \$6.4 million and a combined fair value of \$0. The increase in the outstanding balance and cost of the loan is due to the capitalization of payment in kind interest. The Company's Valuation Committee determined not to increase the fair value of the investment as a result of the capitalization of the PIK interest. The Company has reserved in full against the interest accrued on the \$2.5 million and \$3.9 million note.

#### ***BP Clothing, LLC***

BP, Pico Rivera, California, is a company that designs, manufactures, markets and distributes Baby Phat®, a line of women's clothing. BP operates within the women's urban apparel market. The urban apparel market is highly fragmented, with a small number of prominent, nationally recognized brands and a large number of small niche players. Baby Phat is a recognized urban apparel brand in the women's category.

At October 31, 2009, the Company's investment in BP consisted of an \$18.8 million second lien loan, a \$2.0 million term loan A, and a \$2.0 million term loan B. The second lien loan bears annual interest at 16.5%. The second lien loan had a \$17.5 million principal face amount and was issued at a cost basis of \$17.5 million. The second lien loan's cost basis was subsequently discounted to reflect loan origination fees received. The maturity date of the second lien loan is July 18, 2012. The principal balance is due upon maturity. The term loan A bears

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annual interest at LIBOR plus 5.75% or Prime Rate plus 4.75%. The term loan B bears annual interest at LIBOR plus 8.75% or Prime Rate plus 7.75%. The interest rate option on the loan assignments is at the borrower's discretion. Both loans mature on July 18, 2011. The combined cost basis and fair value of the investments at October 31, 2009 was \$22.6 million and \$21.0 million, respectively.

During the six month period ended April 30, 2010, the Valuation Committee decreased the fair value of the second lien loan by approximately \$1.6 million.

At April 30, 2010, the loans had a combined cost basis and fair value of \$23.0 million and \$19.8 million, respectively. The increase in the outstanding balance, cost and fair value of the loans is due to the amortization of loan origination fees and the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee.

### ***Custom Alloy Corporation***

Custom Alloy, High Bridge, New Jersey, manufactures time sensitive and mission critical butt-weld pipe fittings for the natural gas pipeline, power generation, oil/gas refining and extraction, and nuclear generation markets.

At October 31, 2009, the Company's investment in Custom Alloy consisted of nine shares of convertible series A preferred stock at a cost and fair value of \$44,000, 1,991 shares of convertible series B preferred stock at a cost and fair value of approximately \$10.0 million. The unsecured subordinated loan, which bears annual interest at 14% and matures on September 18, 2012, had a cost of \$12.4 million and a fair value of \$12.6 million.

At April 30, 2010, the Company's investment in Custom Alloy consisted of nine shares of convertible series A preferred stock at a cost and fair value of \$44,000 and the 1,991 shares of convertible series B preferred stock had a cost and fair value of approximately \$10.0 million. The unsecured subordinated loan had an outstanding balance of \$13.1 million, a cost of \$12.9 million and a fair value of \$13.1 million. The increase in the cost basis of the loan is due to the amortization of loan origination fees and the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee.

Michael Tokarz, Chairman of the Company, and Shivani Khurana, representative of the Company, serve as directors of Custom Alloy.

### ***Dakota Growers Pasta Company, Inc.***

Dakota Growers, Carrington, North Dakota, is the third largest manufacturer of dry pasta in North America and a market leader in private label sales. Dakota Growers and its partners in DNA Dreamfields Company, LLC introduced a new process that is designed to reduce the number of digestible carbohydrates found in traditional pasta products.

At October 31, 2009, the Company's investment in Dakota Growers consisted of 1,016,195 shares of common stock with a cost of \$5.5 million and a fair value of \$15.0 million and 1,065,000 shares of convertible preferred stock with a cost of \$10.4 million and a fair value of \$15.8 million.

On March 10, 2010, the Company announced that its portfolio company, Dakota Growers had signed a definitive merger agreement with Viterro Inc. (TSX: VT) (Viterro), Canada's leading agri-business that provides premium quality ingredients to leading global food manufacturers, under which Dakota Growers would be acquired by a subsidiary of Viterro for approximately \$240 million in cash. Under the terms of the agreement, Viterro would commence a tender offer to acquire all of the outstanding shares of Dakota Growers' common stock at a price of \$18.28 per share resulting in anticipated proceeds of approximately \$38.0 million. At April 30, 2010, the fair value of the Company's investment in Dakota Growers was \$37.8 million. The acquisition is expected to close shortly after completion of a tender of a majority (50.1%) of the outstanding shares of Dakota Growers common stock, the receipt of various regulatory approvals and the satisfaction of other customary closing conditions and contingencies.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the preferred stock by approximately \$3.6 million and the common stock by approximately \$3.4 million.

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At April 30, 2010, the Company's investment in Dakota Growers consisted of 1,016,195 shares of common stock with a cost of \$5.5 million and a fair value of \$18.5 million and 1,065,000 shares of convertible preferred stock with a cost of \$10.4 million and a fair value of \$19.3 million.

Michael Tokarz, Chairman of the Company, serves as a director of Dakota Growers.

Please see Subsequent Events below for subsequent events related to Dakota Growers.

### ***DPHI, Inc. (formerly DataPlay, Inc.)***

DPHI, Inc. (DPHI), Boulder, Colorado, a Legacy Investment, is trying to develop new ways of enabling consumers to record and play digital content.

At October 31, 2009 and April 30, 2010, the Company's investment in DPHI consisted of 602,131 shares of Series A-1 preferred stock with a cost of \$4.5 million. This investment has been fair valued at \$0.

### ***Foliofn, Inc.***

Foliofn, Vienna, Virginia, a Legacy Investment, is a financial services technology company that offers investment solutions to financial services firms and investors.

At October 31, 2009 and April 30, 2010, the Company's investment in Foliofn consisted of 5,802,259 shares of Series C preferred stock with a cost of \$15.0 million and a fair value of \$10.8 million.

Bruce Shewmaker, an officer of the Company, serves as a director of Foliofn.

### ***GDC Acquisitions, LLC d/b/a JDC Lighting, LLC***

GDC is the holding company of JDC Lighting, LLC (JDC). GDC, New York, New York, is a distributor of commercial lighting and electrical products.

At October 31, 2009, the Company's investment in GDC consisted of a \$3.1 million senior subordinated loan, bearing annual interest at 17% with a maturity date of August 31, 2011. The loan had a principal amount, an outstanding balance and a cost basis of \$3.1 million and was fair valued at \$3.1 million. The warrant was fair valued at \$0.

At April 30, 2010, the loan had an outstanding balance and cost of \$3.2 million. The loan was fair valued at \$3.2 million. The warrant was fair valued at \$0. The increase in the outstanding balance, cost and fair value of the loan is due to the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee.

### ***Harmony Pharmacy & Health Center, Inc.***

Harmony Pharmacy, Purchase, New York, operates pharmacy and healthcare centers primarily in airports in the United States. Harmony Pharmacy opened their first store in Newark International Airport in March of 2007 and has since opened stores in John F. Kennedy International Airport and San Francisco International Airport.

At October 31, 2009, the Company's equity investment in Harmony Pharmacy consisted of 2 million shares of common stock with a cost of \$750,000 and a fair value of \$0. The revolving credit facility had an outstanding balance of \$4.8 million, a cost of \$4.8 million, and a fair value of \$4.0 million. The credit facility bears annual interest at 10%, matures on December 1, 2009 and has a .50% unused fee per annum. The demand notes had an outstanding balance of \$6.7 million with a cost and fair value of \$6.7 million.

During the six month period ended April 30, 2010, the Company loaned \$800,000 to Harmony Pharmacy in the form of a demand note. The demand note has an annual interest rate of 10% with the accrued interest being reserved against. As of April 30, 2010, the \$800,000 demand note was outstanding.

During the six month period ended April 30, 2010, the Company extended the maturity date of the revolving credit facility from April 30, 2010 to December 31, 2010.

At April 30, 2010, the Company's equity investment in Harmony Pharmacy consisted of 2 million shares of common stock with a cost of \$750,000 and a fair value of \$0. The revolving credit facility had an outstanding balance of \$5.0 million, a cost of \$5.0 million, and a fair value of \$4.0 million. The demand notes had a total outstanding balance of \$7.5 million with a cost and fair value of \$7.5 million. The increase in the outstanding

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balance and cost basis of the revolving credit facility is due to the capitalization of payment in kind interest. The Company's Valuation Committee determined not to increase the fair value of the investment as a result of the capitalization of the PIK interest. The Company has reserved in full against the interest accrued on the revolving credit facility and the demand notes.

Michael Tokarz, Chairman of the Company, serves as a director of Harmony Pharmacy.

### ***Henry Company***

Henry Company, Huntington Park, California, is a manufacturer and distributor of building products and specialty chemicals.

At October 31, 2009, the Company's investment in Henry Company consisted of \$3.7 million in loan assignments. The \$1.7 million term loan A bears annual interest at LIBOR plus 3.5% and matures on April 6, 2011. The \$2.0 million term loan B bears annual interest at LIBOR plus 7.75% and also matures on April 6, 2011.

During the six month period ended April 30, 2010, Henry Company made principal payments of approximately \$1.7 million and \$2.0 million on its term loan A and term loan B, respectively, repaying the term loans in full including all accrued interest.

At April 30, 2010, the Company no longer held an investment in Henry.

### ***HuaMei Capital Company, Inc.***

HuaMei, San Francisco, California, is a Chinese-American, cross border investment bank and advisory company.

At October 31, 2009 and April 30, 2010, the Company's investment in HuaMei consisted of 500 shares of common stock with a cost of \$2.0 million and fair value of \$1.5 million.

Michael Tokarz, Chairman of the Company, serves as a director of HuaMei.

### ***Innovative Brands, LLC***

Innovative Brands, Phoenix, Arizona, is a consumer product company that manufactures and distributes personal care products.

At October 31, 2009, the Company's investment in Innovative Brands consisted of a \$10.4 million loan assignment. The \$10.4 million term loan bears annual interest at 15.5% and matures on September 25, 2011. The loan had a cost basis and fair value of \$10.4 million as of October 31, 2009.

During the six month period ended April 30, 2010, Innovative Brands made principal payments of approximately \$10.4 million on its term loan, repaying the term loan in full including all accrued interest.

At April 30, 2010, the Company no longer held an investment in Innovative.

### ***Integrated Packaging Corporation***

IPC, New Brunswick, New Jersey, is a manufacturer of corrugated boxes and packaging material.

On April 2, 2010, the Company made an investment in IPC in the form of a warrant. The Company received the warrant in exchange for services provided to a new investor in IPC.

At April 30, 2010, the Company's investment in IPC had no cost basis and has been fair valued at \$0.

### ***LHD Europe Holding Inc.***

LHD Europe, incorporated in Delaware, processes and markets dispensed and non-dispensed juices and frozen concentrate liquid coffee to the foodservice industry in Europe.

On December 28, 2009, the Company sold the North American assets of Vitality. Prior to the sale of Vitality, Vitality's European operations (which were not acquired by the buyer) were distributed to Vitality's shareholders on a pro-rata basis. The Company received 960 shares of Series A common stock and 334 shares

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of convertible Series B common stock in LHD Europe as part of this transaction. These assets included the assets associated with the joint venture with Juice House.

On January 21, 2010, the Company sold the common stock of LHD Europe to Juice House, Inc. As of April 30, 2010, the proceeds of the sale of LHD Europe have not been distributed.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the convertible Series A common stock by approximately \$166,000 and the convertible Series B common stock by approximately \$59,000.

At April 30, 2010, the convertible Series A common stock had a cost basis of approximately \$166,000 and a fair value of approximately \$332,000 and the convertible Series B common stock had a cost basis of approximately \$59,000 and a fair value of approximately \$118,000.

Peter Seidenberg, Chief Financial Officer of the Company, serves as a director of LHD Europe.

### ***Lockorder Limited (formerly Safestone Technologies PLC)***

Lockorder, Old Amersham, United Kingdom, a Legacy Investment, provides organizations with technology designed to secure access controls, enforcing compliance with security policies and enabling effective management of corporate IT and e-business infrastructure.

At October 31, 2009 and April 30, 2010, the Company's investment in Lockorder consisted of 21,064 shares of common stock with a cost of \$2.0 million. The investment has been fair valued at \$0 by the Company's Valuation Committee.

### ***Mainstream Data, Inc.***

Mainstream Data, Inc. ( Mainstream ), Salt Lake City, Utah, a Legacy Investment, builds and operates satellite, internet and wireless broadcast networks for information companies. Mainstream networks deliver text news, streaming stock quotations and digital images to subscribers around the world.

At October 31, 2009 and April 30, 2010, the Company's investment in Mainstream consisted of 5,786 shares of common stock with a cost of \$3.75 million. The investment has been fair valued at \$0.

### ***Marine Exhibition Corporation***

Marine, Miami, Florida, owns and operates the Miami Seaquarium. The Miami Seaquarium is a family-oriented entertainment park.

At October 31, 2009, the Company's investment in Marine consisted of a senior secured loan, a secured revolving note, and 2,000 shares of preferred stock. The senior secured loan had an outstanding balance of \$10.8 million and a cost of \$10.7 million. The senior secured loan bears annual interest at 11% and matures on June 30, 2013. The senior secured loan was fair valued at \$10.8 million. The secured revolving note had an outstanding balance, cost and fair value of \$900,000. The secured revolving note bears interest at LIBOR plus 1%, has an unused fee of .50% per annum and matures on June 30, 2013. The preferred stock was fair valued at \$2.6 million. The dividend rate on the preferred stock is 12% per annum.

On December 31, 2009 and April 7, 2010, Marine made principal payments of \$625,000 on each date on its senior subordinated loan.

Net borrowings on the secured revolving note during the six month period ended April 30, 2010 were \$1.1 million.

At April 30, 2010, the Company's senior secured loan had an outstanding balance, a cost basis and a fair value of \$9.7 million. The secured revolving note had an outstanding balance, cost and fair value of \$2.0 million. The preferred stock had a cost and fair value of \$2.7 million. The increase in the outstanding balance, cost and fair value of the loan and preferred stock is due to the amortization of loan origination fees and the capitalization of payment in kind interest/dividends. These increases were approved by the Company's Valuation Committee.

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***MVC Automotive Group B.V.***

MVC Automotive, an Amsterdam-based holding company, owns and operates twelve Ford, Jaguar, Land Rover, Mazda, and Volvo dealerships located in Austria, Belgium, Czech Republic, and the Netherlands.

At October 31, 2009, the Company's investment in MVC Automotive consisted of an equity interest with a cost of \$34.7 million and a fair value of \$46.5 million. The bridge loan, which bears annual interest at 10% and matures on December 31, 2009, had a cost and fair value of \$3.6 million. The guarantees for MVC Automotive were equivalent to approximately \$17.4 million at October 31, 2009.

During the six month period ended April 30, 2010, the maturity date on the bridge loan was extended to December 31, 2010.

At April 30, 2010, the Company's investment in MVC Automotive consisted of an equity interest with a cost of \$34.7 million and a fair value of \$46.5 million. The bridge loan had a cost and fair value of \$3.6 million. The mortgage guarantees for MVC Automotive were equivalent to approximately \$15.7 million at April 30, 2010. These guarantees were taken into account in the valuation of MVC Automotive.

Michael Tokarz, Chairman of the Company, and Christopher Sullivan, a representative of the Company, serve as directors of MVC Automotive.

***MVC Partners LLC***

MVC Partners, Purchase, New York, a wholly-owned portfolio company, is a private equity firm established primarily to serve as the general partner, managing member or anchor investor of private or other investment vehicles.

At October 31, 2009 and April 30, 2010, the Company's equity investment in MVC Partners had a cost basis of approximately \$1.4 million and fair value of approximately \$1.1 million.

***Octagon Credit Investors, LLC***

Octagon, is a New York-based asset management company that manages leveraged loans and high yield bonds through collateralized debt obligations ( CDO ) funds.

At October 31, 2009, the Company's investment in Octagon consisted of a term loan with an outstanding balance and a cost basis of \$5.0 million, a revolving line of credit with no outstanding balance, and an equity investment with a cost basis of approximately \$1.3 million and fair value of approximately \$2.7 million. The combined fair value of the investment at October 31, 2009 was \$7.7 million. The term loan bears annual interest at LIBOR plus 4.25% and matures on December 31, 2011. The revolving line of credit bears annual interest at LIBOR plus 4.25%, matures on December 31, 2011 and has an unused fee of .50% per annum.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the equity investment by \$1.5 million.

During the six month period ended April 30, 2010, the cost basis of the equity investment was increased by approximately \$151,000 because of an allocation in flow through income.

At April 30, 2010, the term loan had an outstanding balance of \$5.0 million with a cost of approximately \$5.0 million. The loan was fair valued at \$5.0 million. The increase in cost basis of the loan is due to the amortization of loan origination fees. The increase was approved by the Company's Valuation Committee. The revolving line of credit did not have an outstanding balance as of April 30, 2010.

At April 30, 2010, the equity investment had a cost basis of approximately \$1.4 million and a fair value of \$4.4 million.

***Ohio Medical Corporation***

Ohio Medical, Gurnee, Illinois, is a manufacturer and supplier of suction and oxygen therapy products, as well as medical gas equipment.

At October 31, 2009, the Company's investment in Ohio Medical consisted of 5,620 shares of common stock with a cost basis and fair value of \$17.0 million and \$9.1 million, respectively, and 13,227 shares of convertible preferred stock with a cost basis of \$30.0 million and a fair value of \$40.0 million.

During the six month period ended April 30, 2010, the Valuation Committee decreased the fair value of the common stock by \$1.3 million.

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At April 30, 2010, the Company's investment in Ohio Medical consisted of 5,620 shares of common stock with a cost basis and fair value of \$17.0 million and \$7.8 million, respectively, and 13,756 shares of convertible preferred stock with a cost basis of \$30.0 million and a fair value of \$43.3 million. The increase in the fair value of the convertible preferred stock of \$3.3 million is due to PIK distributions which were treated as a return of capital. This increase was approved by the Company's Valuation Committee.

Michael Tokarz, Chairman of the Company, Peter Seidenberg, Chief Financial Officer of the Company, and Jim O'Connor, a representative of the Company, serve as directors of Ohio Medical.

### ***Phoenix Coal Corporation***

Phoenix Coal, Madisonville, Kentucky, is engaged in the acquisition, development, production and sale of bituminous coal reserves and resources located primarily in the Illinois Basin. With offices in Madisonville, Kentucky and Champaign, Illinois, the company is focused on consolidating small and medium-sized coal mining projects and applying proprietary technology to increase efficiency and enhance profit margins.

During the fiscal year ended October 31, 2008, Phoenix Coal began trading on the Toronto Stock Exchange (TSX: PHC). Consistent with the Company's valuation procedures, effective June 30, 2008, the Company has been marking this investment to its market price.

At October 31, 2009, the Company's investment in Phoenix Coal consisted of 666,667 shares of common stock which had a cost basis of \$500,000 and a market value of approximately \$148,000.

During the six month period ended April 30, 2010, the Company sold the remaining 666,667 shares of Phoenix Coal common stock. The total amount received from the sale net of commission was approximately \$295,000, resulting in a realized loss of approximately \$205,000. Over the life of the investment, there was a combined realized gain on the sale of Phoenix Coal common stock of approximately \$293,000.

At April 30, 2010, the Company no longer held an investment in Phoenix Coal.

### ***PreVisor, Inc.***

PreVisor, Roswell, Georgia, provides pre-employment testing and assessment solutions and related professional consulting services.

On May 31, 2006, the Company invested \$6.0 million in PreVisor in the form of 9 shares of common stock. Mr. Tokarz, our Chairman and Portfolio Manager, is a minority non-controlling shareholder of PreVisor. Our board of directors, including all of the Independent Directors, approved the transaction (Mr. Tokarz recused himself from making a determination or recommendation on this matter).

At October 31, 2009 and April 30, 2010, the common stock had a cost basis and fair value of \$6.0 million and \$7.0 million, respectively.

### ***SafeStone Technologies Limited (formerly Safestone Technologies PLC)***

SafeStone Limited, Old Amersham, United Kingdom, a Legacy Investment, provides organizations with technology designed to secure access controls across the extended enterprise, enforcing compliance with security policies and enabling effective management of the corporate IT and e-business infrastructure.

At October 31, 2009 and April 30, 2010, the Company's investment in SafeStone Limited consisted of 21,064 shares of common stock with a cost of \$2.0 million. The investment has been fair valued at \$0 by the Company's Valuation Committee.

### ***Security Holdings, B.V.***

Security Holdings is an Amsterdam-based holding company that owns FIMA, a Lithuanian security and engineering solutions company.

At October 31, 2009, the Company's investment in Security Holdings had a cost of \$28.2 million and a fair value of \$10.0 million.

On March 12, 2010, the Company invested \$1.7 million in Security Holdings in the form of equity interest

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At April 30, 2010, the Company's investment in Security Holdings had a cost of \$29.9 million and a fair value of \$11.7 million.

Christopher Sullivan, a representative of the Company, serves as a director of Security Holdings.

### ***SGDA Europe B.V.***

SGDA Europe is an Amsterdam-based holding company that pursues environmental and remediation opportunities in Romania.

At October 31, 2009, the Company's equity investment had a cost basis and a fair value of \$7.5 million. The senior secured loan, with an annual interest rate of 10% and a maturity date of June 23, 2012, had an outstanding balance, cost and fair value of \$1.5 million.

On March 12, 2010, the Company invested \$4.5 million in SGDA Europe in the form of equity interest.

On March 16, 2010, the Company contributed its common and preferred equity interest in SGDA to SGDA Europe to achieve operating efficiencies. The Company owns 99.99% of the economic ownership in SGDA Europe. The fair value of SGDA Europe's equity interest increased by approximately \$4.2 million and the cost basis was increased by \$5.0 million as a result of this cashless transaction. There was no gain or loss to the Company from this transaction.

At April 30, 2010, the Company's equity investment had a cost basis of \$17.4 million and a fair value of \$16.2 million. The senior secured loan had an outstanding balance, cost and fair value of \$1.5 million.

Christopher Sullivan, a representative of the Company, serves as a director of SGDA Europe.

### ***SGDA Sanierungsgesellschaft für Deponien und Altlasten GmbH***

SGDA, Zella-Mehlis, Germany, is a company that is in the business of landfill remediation and revitalization of contaminated soil.

At October 31, 2009, the Company's investment in SGDA consisted of a term loan, common equity interest, and preferred equity interest. The term loan had an outstanding balance of \$6.2 million with a cost of \$6.2 million. The term loan bears annual interest at 7.0% and matures on August 31, 2012. The term loan was fair valued at \$6.2 million. The common equity interest in SGDA had been fair valued at \$1 with a cost basis of approximately \$439,000. The preferred equity interest had been fair valued at \$6.6 million with a cost basis of \$5.0 million.

During the six month period ended April 30, 2010, the Valuation Committee determined to decrease the fair value of the Company's preferred equity interest by \$2.4 million.

On March 16, 2010, the Company contributed its common and preferred equity interest in SGDA to SGDA Europe to achieve operating efficiencies. SGDA Europe is 99.99% owned by the Company. The fair value of SGDA Europe's equity interest increased by approximately \$4.2 million and the cost basis was increased by \$5.0 million as a result of this cashless transaction. There was no gain or loss to the Company from this transaction.

At April 30, 2010, the term loan had an outstanding balance of \$6.2 million with a cost of \$6.2 million. The term loan was fair valued at \$6.2 million.

### ***SIA Tekers Invest***

Tekers, Riga, Latvia, is a port facility used for the storage and servicing of vehicles.

At October 31, 2009, the Company's investment in Tekers consisted of 68,800 shares of common stock with a cost of \$2.3 million and a fair value of \$3.8 million. The Company guaranteed a 1.4 million Euro mortgage for Tekers. The guarantee was equivalent to approximately \$2.1 million at October 31, 2009 for Tekers.

At April 30, 2010, the Company's investment in Tekers consisted of 68,800 shares of common stock with a cost of \$2.3 million and a fair value of \$3.8 million. The guarantee for Tekers was equivalent to approximately \$1.9 million at April 30, 2010. These guarantees were taken into account in the valuation of Tekers.



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### ***Sonexis, Inc.***

Sonexis, Inc. ( Sonexis ), Tewksbury, Massachusetts, a Legacy Investment, is the developer of a new kind of conferencing solution Sonexis ConferenceManager a modular platform that is designed to support a breadth of audio and web conferencing functionality to deliver rich media conferencing.

At October 31, 2009 and April 30, 2010, the Company s investment in Sonexis consisted of 131,615 shares of common stock with a cost of \$10.0 million. The investment has been fair valued at \$0.

### ***SP Industries, Inc.***

SP, Warminster, Pennsylvania, is a designer, manufacturer and marketer of laboratory research and process equipment, glassware and precision glass components and configured-to-order manufacturing equipment.

At October 31, 2009, the Company s investment in SP consisted of a first lien loan and a second lien loan that had outstanding balances of \$901,000 and \$25.4 million, respectively, with a cost basis of approximately \$656,000 and \$25.1 million, respectively. The first lien loan bears annual interest at LIBOR, with a 2.5% floor, plus 5% and matures on December 28, 2012, and the second lien loan bears annual interest at 15% and matures on December 31, 2013. The first lien loan and second lien loan had fair values of \$901,000 and \$25.4 million, respectively.

On December 31, 2009 and March 31, 2010, SP made principal payments of approximately \$19,000 and \$20,000, respectively, on its first lien loan. The balance of the first lien loan as of April 30, 2010, was approximately \$862,000.

At April 30, 2010, the first lien loan and the second lien loan had outstanding balances of approximately \$862,000 and \$25.8 million, respectively, with a cost basis of approximately \$665,000 and \$25.5 million, respectively. The first lien loan and second loan had fair values of approximately \$862,000 and \$25.8 million, respectively. The increase in cost and fair value of the second lien loan is due to the amortization of loan origination fees and to the capitalization of payment in kind interest. These increases were approved by the Company s Valuation Committee.

### ***Storage Canada, LLC***

Storage Canada, Omaha, Nebraska, is a real estate company that owns and develops self-storage facilities throughout the U.S. and Canada.

At October 31, 2009, the Company s investment in Storage Canada consisted of a term loan with an outstanding balance, cost basis and a fair value of \$1.1 million. The borrowing bears annual interest at 8.75% and matures on March 30, 2013. The loan commitment to Storage Canada was not renewed in March 2009.

During the six month period ended April 30, 2010, the Company received approximately \$53,000 in principal payments on the term loan provided to Storage Canada.

At April 30, 2010, the Company s investment in Storage Canada had an outstanding balance of \$1.1 million and a cost basis and fair value of \$1.1 million.

### ***Summit Research Labs, Inc.***

Summit, Huguenot, New York, is a specialty chemical company that manufactures antiperspirant actives.

At October 31, 2009, the Company s investment in Summit consisted of a second lien loan and 800 shares of common stock. The second lien loan bears annual interest at 14% and matures on August 31, 2013. The second lien loan had an outstanding balance of \$9.6 million with a cost of \$9.5 million. The second lien loan was fair valued at \$9.6 million. The common stock had been fair valued at \$38.0 million with a cost basis of \$16.0 million.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the common stock by \$9.0 million.

At April 30, 2010, the Company s second lien loan had an outstanding balance of \$9.9 million with a cost of \$9.8 million. The second lien loan was fair valued at \$9.9 million. The 1,115 shares of common stock were fair valued at \$47.0 million and had a cost basis of \$16.0 million. The increase in cost and fair value of the loan is due to the amortization of loan origination fees and the capitalization of payment in kind interest. These increases were approved by the Company s Valuation Committee.

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Shivani Khurana, a representative of the Company, serves as a director of Summit.

### ***Total Safety U.S., Inc.***

Total Safety, Houston, Texas, is the leading provider of safety equipment and related services to the refining, petrochemical, and oil exploration and production industries.

At October 31, 2009, the Company's investment in Total Safety consisted of a \$973,000 first lien loan bearing annual interest at LIBOR plus 2.75% and maturing on December 8, 2012 and a \$3.5 million second lien loan bearing annual interest at LIBOR plus 6.5% and maturing on December 8, 2013. The loans had a combined outstanding balance and cost basis of \$4.5 million. The loan assignments were fair valued at \$4.4 million.

On December 31, 2009 and March 31, 2010, Total Safety made principal payments of \$2,500 on its first lien loan on each date.

During the six month period ended April 30, 2010, the interest rate on the first lien loan was increased to LIBOR, with a 2.0% floor, plus 4.25%.

At April 30, 2010, the loans had a combined outstanding balance and cost basis of \$4.5 million. The loan assignments were fair valued at \$4.4 million.

### ***Turf Products, LLC***

Turf, Enfield, Connecticut, is a wholesale distributor of golf course and commercial turf maintenance equipment, golf course irrigation systems and consumer outdoor power equipment.

At October 31, 2009, the Company's investment in Turf consisted of a senior subordinated loan, bearing interest at 15% per annum with a maturity date of November 30, 2010, LLC membership interest, and warrants. The senior subordinated loan had an outstanding balance of \$8.1 million with a cost of \$8.1 million. The loan was fair valued at \$8.1 million. The junior revolving note had an outstanding balance, cost, and fair value of \$1.0 million. The membership interest had a cost of \$3.5 million and a fair value of \$3.2 million. The warrants had a cost of \$0 and a fair value of \$0.

At April 30, 2010, the mezzanine loan had an outstanding balance, cost basis and a fair value of \$8.3 million. The increase in the outstanding balance, cost and fair value of the loan is due to the amortization of loan origination fees and to the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee. The junior revolving note had an outstanding balance and fair value of \$1.0 million. The membership interest has a cost of \$3.5 million and a fair value of \$3.2 million. The warrant was fair valued at \$0.

Michael Tokarz, Chairman of the Company, and Puneet Sanan and Shivani Khurana, representatives of the Company, serve as directors of Turf.

### ***U.S. Gas & Electric, Inc.***

U.S. Gas, North Miami Beach, Florida, is a licensed Energy Service Company (ESCO) that markets and distributes natural gas to small commercial and residential retail customers in the state of New York.

At October 31, 2009, the second lien loan had an outstanding balance of \$8.3 million with a cost of \$8.1 million and a fair value of \$8.3 million. The second lien loan bears annual interest at 14% and matures on July 26, 2012. The 32,200 shares of convertible Series I preferred stock had a fair value of \$58.9 million and a cost of \$500,000, and the convertible Series J preferred stock had a fair value of \$1.9 million and a cost of \$0. The guarantees for U.S. Gas at October 31, 2009, totaled \$20.0 million. These guarantees were taken into account in the valuation of U.S. Gas.

On July 31, 2009, the Company sponsored U.S. Gas in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. The cash collateral has since been released as the letter of credit has expired.

On March 31, 2010, U.S. Gas refinanced its senior credit facility with another lender. As a result of the refinancing, the \$10 million guarantee to Amzak Capital Management, LLC for the senior credit facility has

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been released. At April 30, 2010, the revolving senior credit facility was no longer a commitment of the Company.

At April 30, 2010, the second lien loan had an outstanding balance of \$8.5 million with a cost of \$8.4 million and a fair value of \$8.5 million. The increases in the outstanding balance, cost and fair value of the loan are due to the amortization of loan origination fees and the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee. The convertible Series I preferred stock had a fair value of \$58.9 million and a cost of \$500,000, and the convertible Series J preferred stock had a fair value of \$1.9 million and a cost of \$0. The guarantee for U.S. Gas at April 30, 2010, was \$10 million. This guarantee was taken into account in the valuation of U.S. Gas.

Puneet Sanan and Shivani Khurana, representatives of the Company, serve as Chairman and director, respectively, of U.S. Gas.

### ***Velocitius B.V.***

Velocitius, a Netherlands based holding company, manages wind farms based in Germany through operating subsidiaries.

At October 31, 2009, the equity investment in Velocitius had a cost of \$11.4 million and a fair value of \$23.2 million. There was no amount outstanding on Line II, which expires on April 30, 2010 and bears annual interest at 8%.

During the six month period ended April 30, 2010, the Valuation Committee increased the fair value of the Company's equity investment by \$400,000.

At April 30, 2010, the equity investment in Velocitius had a cost of \$11.4 million and a fair value of \$23.6 million and Line II expired.

Bruce Shewmaker, an officer of the Company, serves as a director of Velocitius.

### ***Vendio Services, Inc.***

Vendio, San Bruno, California, a Legacy Investment, offers small businesses and entrepreneurs resources to build Internet sales channels by providing software solutions designed to help these merchants efficiently market, sell and distribute their products.

At October 31, 2009, the Company's investments in Vendio consisted of 10,476 shares of common stock and 6,443,188 shares of Series A preferred stock at a total cost of \$6.6 million. The investments were fair valued at \$4.5 million, \$9,687 for the common stock and approximately \$4.5 million for the Series A preferred stock.

During the six month period ended April 30, 2010, the Valuation Committee decreased the fair value of the preferred stock by approximately \$1.9 million and the common stock by \$5,500.

At April 30, 2010, the Company's investments in Vendio consisted of 10,476 shares of common stock and 6,443,188 shares of Series A preferred stock at a total cost of \$6.6 million. The investments were fair valued at \$2.6 million, \$4,220 for the common stock and approximately \$2.6 million for the Series A preferred stock.

Bruce Shewmaker, an officer of the Company, serves as a director of Vendio.

### ***Vestal Manufacturing Enterprises, Inc.***

Vestal, Sweetwater, Tennessee, is a market leader for steel fabricated products to brick and masonry segments of the construction industry. Vestal manufactures and sells both cast iron and fabricated steel specialty products used in the construction of single-family homes.

At October 31, 2009 and April 30, 2010, the senior subordinated promissory note, which bears annual interest at 12% and matures on April 29, 2011, had an outstanding balance, cost, and fair value of \$600,000. The 81,000 shares of common stock of Vestal that had a cost basis of \$1.9 million were fair valued at \$1.6 million.

Bruce Shewmaker and Scott Schuenke, officers of the Company, serve as directors of Vestal.

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### ***Vitality Foodservice, Inc.***

Vitality, Tampa, Florida, is a market leader in the processing and marketing of dispensed and non-dispensed juices and frozen concentrate liquid coffee to the foodservice industry. With an installed base of over 42,000 dispensers worldwide, Vitality sells its frozen concentrate through a network of over 350 distributors to such market niches as institutional foodservice, including schools, hospitals, cruise ships, hotels and restaurants.

At October 31, 2009, the investment in Vitality consisted of 556,472 shares of common stock at a cost of \$5.6 million and 1,000,000 shares of Series A convertible preferred stock at a cost of \$11.0 million. The convertible preferred stock has a dividend rate of 13% per annum. The common stock, Series A convertible preferred stock, and warrants were fair valued at \$10.1 million, \$13.9 million and \$3.8 million, respectively.

On December 29, 2009, the Company sold the common stock, preferred stock and warrants of Vitality. The amount received from the sale of the 556,472 common shares was approximately \$10.0 million, for the 1 million preferred shares was approximately \$14.0 million, and for the 1 million warrants were approximately \$3.8 million. As part of this transaction, there was approximately \$2.9 million deposited in an escrow account subject to a reduction over a three year period in accordance with a specified schedule. On March 9, 2010, the Company received its first scheduled disbursement from the Vitality escrow totaling approximately \$522,000. There were no claims against the escrow so 100% of the expected proceeds of the first scheduled disbursement were released. At the same time, the Company received its portion of a working capital adjustment paid to Vitality. The Company's share of the proceeds from the working capital adjustment totaled approximately \$471,000 and was recorded as additional long-term capital gain. The total proceeds received from the escrow disbursement and working capital adjustment was approximately \$993,000. The value of the escrow was increased by \$150,000 by the Valuation Committee during the six month period ended April 30, 2010. This escrow is currently valued at approximately \$1.9 million on the Company's balance sheet as of April 30, 2010. Total amount received from the sale as of April 30, 2010 was approximately \$30.6 million resulting in a realized gain of approximately \$13.9 million, which was treated as a long-term capital gain.

At April 30, 2010, the Company no longer held an investment in Vitality.

### ***WBS Carbons Acquisitions Corp.***

WBS, Middletown, New York, is a manufacturer of antiperspirant actives and water treatment chemicals.

At October 31, 2009 and April 30, 2010, the bridge loan had an outstanding balance, cost and fair value of \$1.8 million. The bridge loan bears annual interest at 6% and matures on December 30, 2011.

### **Liquidity and Capital Resources**

At April 30, 2010, the Company had investments in portfolio companies totaling \$481.7 million. Also, at April 30, 2010, the Company had cash equivalents totaling approximately \$21.3 million. The Company considers all money market and other cash investments purchased with an original maturity of less than three months to be cash equivalents. U.S. government securities and cash equivalents are highly liquid.

During the six month period ended April 30, 2010, the Company made one new investment committing no capital. The investment was made in IPC in the form of a warrant. The Company received the warrant in exchange for services provided to a new investor in IPC.

During the six month period ended April 30, 2010, the Company made three follow-on investments in existing portfolio companies committing capital totaling \$7.0 million. On January 4, 2010, the Company loaned \$800,000 to Harmony Pharmacy in the form of a demand note. The demand note has an annual interest rate of 10% with the accrued interest being reserved against. As of April 30, 2010, the \$800,000 demand note was outstanding. On March 12, 2010, the Company invested \$4.5 million and \$1.7 million in SGDA Europe and Security Holdings, respectively, in the form of equity interest.

Current balance sheet resources, which include the additional cash resources from Credit Facility I, are believed to be sufficient to finance current commitments. Current commitments include:

*Commitments to/for Portfolio Companies:*

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At April 30, 2010, the Company's existing commitments to portfolio companies consisted of the following:

**Commitments of MVC Capital, Inc.**

<b>Portfolio Company</b>	<b>Amount Committed</b>	<b>Amount Funded at April 30, 2010</b>
Marine Revolving Loan Facility	\$2.0 million	\$2.0 million
Octagon Revolving Credit Facility	\$7.0 million	
Harmony Pharmacy Revolving Credit Facility	\$4.0 million	\$4.0 million
Tekers Guarantee	\$1.9 million	
MVC Automotive Guarantee	\$8.6 million	
MVC Automotive Guarantee	\$5.3 million	
Turf Junior Revolver	\$1.0 million	\$1.0 million
MVC Automotive Guarantee	\$1.8 million	
U.S. Gas Guarantee	\$10.0 million	
<b>Total</b>	<b>\$41.6 million</b>	<b>\$7.0 million</b>

On June 30, 2005, the Company pledged its common stock of Ohio Medical to Guggenheim to collateralize a loan made by Guggenheim to Ohio Medical.

On July 11, 2006, the Company provided Marine a \$2.0 million secured revolving loan facility. The revolving loan facility bears annual interest at LIBOR plus 1%. The Company also receives a fee of 0.50% of the unused portion of the revolving loan facility. As of October 31, 2009, the outstanding balance of the secured revolving loan facility was \$900,000. Net borrowings during the six month period ended April 30, 2010 were \$1.1 million, resulting in a balance of \$2.0 million at such date.

On October 12, 2006, the Company provided a \$12.0 million revolving credit facility to Octagon in replacement of the senior secured credit facility provided on May 7, 2004. This credit facility expires on December 31, 2011. The credit facility bears annual interest at LIBOR plus 4.25%. The Company receives a 0.50% unused facility fee on an annual basis and a 0.25% servicing fee on an annual basis for maintaining the credit facility. On February 12, 2009, the commitment amount of the revolving credit facility was reduced to \$7.0 million. At October 31, 2009 and April 30, 2010, there was no balance outstanding.

On January 11, 2007, the Company provided a \$4.0 million revolving credit facility to Harmony Pharmacy. The credit facility bears annual interest at 10%. The Company also receives a fee of 0.50% on the unused portion of the loan. The maturity date of the revolving credit facility was extended to December 31, 2010. At October 31, 2009 and April 30, 2010, the outstanding balance of the revolving credit facility was \$4.0 million.

On May 1, 2007, the Company provided Velocitus a \$650,000 revolving line of credit. The revolving line of credit expired on April 30, 2010 and had an annual interest at 8%. At April 30, 2010, the revolving line of credit was no longer a commitment of the Company.

On July 19, 2007, the Company agreed to guarantee a 1.4 million Euro mortgage for Tekers, equivalent to approximately \$1.9 million at April 30, 2010.

On July 26, 2007, the Company provided a \$10.0 million revolving senior credit facility to U.S. Gas. The revolving senior credit facility had an annual interest at LIBOR plus 6% or Prime plus 4.5%, which is at U.S. Gas' discretion. The balance of the senior credit facility at October 31, 2008 was approximately \$12.2 million. Net repayments during fiscal year 2009 on the senior credit facility were approximately \$12.2 million, resulting in a zero balance at October 22, 2009. On October 22, 2009, the Company participated the revolving credit facility to Amzak Capital Management, LLC. The Company agreed to guarantee the \$10 million credit facility under certain circumstances related to an event of default. On March 31, 2010, U.S. Gas refinanced its senior credit facility with another lender. As a result of the refinancing, the \$10 million guarantee to Amzak Capital Management, LLC for the senior credit facility has been released. At October 31, 2009 and April 30, 2010, the revolving senior credit facility was no longer a commitment of the Company.



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On January 15, 2008, the Company agreed to guarantee a 6.5 million Euro mortgage for MVC Automotive, equivalent to approximately \$8.6 million at April 30, 2010.

On January 16, 2008, the Company agreed to support a 4.0 million Euro mortgage for a Ford dealership owned and operated by MVC Automotive (equivalent to approximately \$5.3 million at April 30, 2010) through making financing available to the dealership and agreeing under certain circumstances not to reduce its equity stake in MVC Automotive.

On July 31, 2008, the Company extended a \$1.0 million loan to Turf in the form of a secured junior revolving note. The note bears annual interest at 6.0% and expires on May 1, 2011. On July 31, 2008, Turf borrowed \$1.0 million from the secured junior revolving note. At October 31, 2009 and April 30, 2010, the outstanding balance of the secured junior revolving note was \$1.0 million.

On September 9, 2008, the Company agreed to guarantee a 35.0 million Czech Republic Koruna ( CZK ) mortgage for MVC Automotive, equivalent to approximately \$1.8 million at April 30, 2010.

On July 31, 2009, the Company sponsored U.S. Gas in its acquisition of ESPI and provided a \$10.0 million limited guarantee and cash collateral for a short-term \$4.0 million letter of credit for U.S. Gas. The cash collateral has since been released as the letter of credit has expired. For sponsoring and providing this credit support, the Company will earn one-time fee income of approximately \$2.5 million.

### *Commitments of the Company:*

Effective November 1, 2006, under the terms of the Investment Advisory and Management Agreement with TTG Advisers, which has since been amended and restated (the Advisory Agreement ) and described in Note 4.

Management , TTG Advisers is responsible for providing office space to the Company and for the costs associated with providing such office space. The Company s offices continue to be located on the second floor of 287 Bowman Avenue.

On April 27, 2006, the Company and MVCFS, as co-borrowers, entered into a four-year, \$100 million credit facility ( Credit Facility I ), consisting of \$50.0 million in term debt and \$50.0 million in revolving credit, with Guggenheim as administrative agent for the lenders. At October 31, 2009, there was \$50.0 million in term debt and \$12.3 million in revolving credit on Credit Facility I outstanding. The Company made net repayments of \$12.3 million on the revolving credit portion of Credit Facility I during the period November 1, 2009 to April 13, 2010. On April 13, 2010, the Company renewed Credit Facility I with Guggenheim for three years. Credit Facility I will now only consist of a \$50.0 million term loan, which will expire on April 27, 2013, at which time the outstanding amount under Credit Facility I will be due and payable. As of April 30, 2010, there was \$50.0 million outstanding on Credit Facility I. The proceeds from borrowings made under Credit Facility I are used to fund new and existing portfolio investments and for general corporate purposes. Borrowings under Credit Facility I will bear interest, at the Company s option, at a floating rate equal to either (i) the LIBOR rate with a 1.25% LIBOR floor (for one, two, three or six months), plus a spread of 4.5% per annum, or (ii) the Prime rate in effect from time to time, plus a spread of 3.50% per annum. The Company paid a closing fee, legal and other costs associated with obtaining and renewing Credit Facility I. These costs will be amortized evenly over the life of the facility. The prepaid expenses on the Balance Sheet include the unamortized portion of these costs. Borrowings under Credit Facility I will be secured, by among other things, cash, cash equivalents, debt investments, accounts receivable, equipment, instruments, general intangibles, the capital stock of MVCFS, and any proceeds from all the aforementioned items, as well as all other property except for equity investments made by the Company. Please see the Item 3 Risk Factor, *We may be unable to meet our covenant obligations under our credit facility, which could adversely affect our business,* for a risk factor relating to the Company s credit facility.

On April 24, 2008, the Company entered into a two-year, \$50 million revolving credit facility ( Credit Facility II ) with Branch Banking and Trust Company ( BB&T ). There was no amount outstanding on Credit

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Facility II as of October 31, 2009 and on the maturity date of April 24, 2010. Credit Facility II was not renewed. Credit Facility II provided financing to the Company in addition to the Company's existing Credit Facility I with Guggenheim. Proceeds from borrowings made under Credit Facility II were used to provide the Company with better overall financial flexibility in managing its investment portfolio. Borrowings under Credit Facility II bore interest at LIBOR plus 50 basis points. In addition, the Company was also subject to an annual utilization fee of 25 basis points for the amount of Credit Facility II that was outstanding for more than 33% of the calendar days during each fiscal quarter, as well as an annual fee of 25 basis points of the total amount of the facility. The Company paid a closing fee, legal and other costs associated with this transaction. These costs were amortized evenly over the life of the facility. The prepaid expenses on the Balance Sheet included the unamortized portion of these costs. Borrowings under Credit Facility II were secured by cash, short-term and long-term U.S. Treasury securities and other governmental agency securities whose purchase was approved by BB&T.

The Company enters into contracts with portfolio companies and other parties that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not experienced claims or losses pursuant to these contracts and believes the risk of loss related to indemnifications to be remote.

**Subsequent Events**

On May 3, 2010, the Company converted its 1,065,000 preferred shares of Dakota Growers to 1,065,000 common shares of Dakota Growers. On May 6, 2010, the Company sold its shares in Dakota Growers for approximately \$37.9 million, resulting in a realized gain of approximately \$22.0 million. The Company no longer has an investment in Dakota Growers.

On June 1, 2010, Octagon made a principal payment of \$4.0 million on its term loan.



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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Historically the Company has invested in small companies, and its investments in these companies are considered speculative in nature. The Company's investments often include securities that are subject to legal or contractual restrictions on resale that adversely affect the liquidity and marketability of such securities. As a result, the Company is subject to risk of loss which may prevent our shareholders from achieving price appreciation, dividend distributions and return of capital.

Financial instruments that subjected the Company to concentrations of market risk consisted principally of equity investments, subordinated notes, and debt instruments, which represent approximately 94.13% of the Company's total assets at April 30, 2010. As discussed in Note 6 Portfolio Investments, these investments consist of securities in companies with no readily determinable market values and as such are valued in accordance with the Company's fair value policies and procedures. The Company's investment strategy represents a high degree of business and financial risk due to the fact that the investments (other than cash equivalents) are generally illiquid, in small and middle market companies, and include entities with little operating history or entities that possess operations in new or developing industries. These investments, should they become publicly traded, would generally be: (i) subject to restrictions on resale, if they were acquired from the issuer in private placement transactions; and (ii) susceptible to market risk. At this time, the Company's investments in short-term securities are in 90-day Treasury Bills, which are federally guaranteed securities, or other high quality, highly liquid investments. The Company's cash balances, if not large enough to be invested in 90-day Treasury Bills or other high quality, highly liquid investments, are swept into designated money market accounts.

In addition, the following risk factors relate to market risks impacting the Company.

***Investing in private companies involves a high degree of risk.***

Our investment portfolio generally consists of loans to, and investments in, private companies. Investments in private businesses involve a high degree of business and financial risk, which can result in substantial losses and accordingly should be considered speculative. There is generally very little publicly available information about the companies in which we invest, and we rely significantly on the due diligence of the members of the investment team to obtain information in connection with our investment decisions.

***Our investments in portfolio companies are generally illiquid.***

We generally acquire our investments directly from the issuer in privately negotiated transactions. Most of the investments in our portfolio (other than cash or cash equivalents) are typically subject to restrictions on resale or otherwise have no established trading market. We may exit our investments when the portfolio company has a liquidity event, such as a sale, recapitalization or initial public offering. The illiquidity of our investments may adversely affect our ability to dispose of equity and debt securities at times when it may be otherwise advantageous for us to liquidate such investments. In addition, if we were forced to immediately liquidate some or all of the investments in the portfolio, the proceeds of such liquidation could be significantly less than the current fair value of such investments.

***Substantially all of our portfolio investments are recorded at fair value and, as a result, there is a degree of uncertainty regarding the carrying values of our portfolio investments.***

Pursuant to the requirements of the 1940 Act, because our portfolio company investments do not have readily ascertainable market values, we record these investments at fair value in accordance with our Valuation Procedures adopted by our board of directors. As permitted by the SEC, the board of directors has delegated the responsibility of making fair value determinations to the Valuation Committee, subject to the board of directors' supervision and pursuant to the Valuation Procedures.

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At April 30, 2010, approximately 94.13% of our total assets represented portfolio investments recorded at fair value.

There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. In determining the fair value of a portfolio investment, the Valuation Committee analyzes, among other factors, the portfolio company's financial results and projections and publicly traded comparables when available, which may be dependent on general economic conditions. We specifically value each individual investment and record unrealized depreciation for an investment that we believe has become impaired, including where collection of a loan or realization of an equity security is doubtful. Conversely, we will record unrealized appreciation if we have an indication (based on a significant development) that the underlying portfolio company has appreciated in value and, therefore, our equity security has also appreciated in value, where appropriate. Without a readily ascertainable market value and because of the inherent uncertainty of fair valuation, fair value of our investments 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 our Valuation Procedures, our Valuation Committee (which is currently comprised of three Independent Directors) reviews, considers and determines fair valuations on a quarterly basis (or more frequently, if deemed appropriate under the circumstances). Any changes in valuation are recorded in the consolidated statements of operations as Net change in unrealized appreciation (depreciation) on investments.

***Economic recessions or downturns could impair our portfolio companies and have a material adverse impact on our business, financial condition and results of operations.***

Many of the companies in which we have made or will make investments may be susceptible to economic slowdowns or recessions. An economic slowdown may affect the ability of a company to engage in a liquidity event. These conditions could lead to financial losses in our portfolio and a decrease in our revenues, net income and assets. Through the date of this report, conditions in the public debt and equity markets have been volatile and pricing levels have performed similarly. As a result, depending on market conditions, we could incur substantial realized losses and suffer unrealized losses in future periods, which could have a material adverse impact on our business, financial condition and results of operations. If current market conditions continue, or worsen, it may adversely impact our ability to deploy our investment strategy and achieve our investment objective.

Our overall business of making private equity investments may be affected by current and future market conditions. The absence of an active mezzanine lending or private equity environment may slow the amount of private equity investment activity generally. As a result, the pace of our investment activity may slow, which could impact our ability to achieve our investment objective. In addition, significant changes in the capital markets could have an effect on the valuations of private companies and on the potential for liquidity events involving such companies. This could affect the amount and timing of any gains realized on our investments and thus have a material adverse impact on our financial condition.

During the fiscal year ended October 31, 2009, conditions in the public debt and equity markets deteriorated and pricing levels continued to decline. As a result, depending on market conditions, we could incur substantial realized losses and suffer unrealized losses in future periods, which could have a material adverse impact on our business, financial condition and results of operations. In addition, the global financial markets have not fully recovered from the global financial crisis and the economic factors which gave rise to the crisis. The continuation of current global market conditions, uncertainty or further deterioration could result in further declines in the market values of the Company investments. Such declines could also lead to diminished investment opportunities for the Company, prevent the Company from successfully executing its investment strategies or require the Company to dispose of investments at a loss while such adverse market conditions prevail.

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### ***Our borrowers may default on their payments, which may have an effect on our financial performance.***

We may make long-term unsecured, subordinated loans, which may involve a higher degree of repayment risk than conventional secured loans. We primarily invest in companies that may have limited financial resources and that may be unable to obtain financing from traditional sources. In addition, numerous factors may adversely affect a portfolio company's ability to repay a loan we make to it, including the failure to meet a business plan, a downturn in its industry or operating results, or negative economic conditions. Deterioration in a borrower's financial condition and prospects may be accompanied by deterioration in any related collateral.

### ***Our investments in mezzanine and other debt securities may involve significant risks.***

Our investment strategy contemplates investments in mezzanine and other debt securities of privately held companies. Mezzanine investments typically are structured as subordinated loans (with or without warrants) that carry a fixed rate of interest. We may also make senior secured and other types of loans or debt investments. Our debt investments are typically not rated by any rating agency, but we believe that if such investments were rated, they would be below investment grade quality (rated lower than Baa3 by Moody's or lower than BBB- by Standard & Poor's, commonly referred to as "junk bonds"). Loans of below investment grade quality have predominantly speculative characteristics with respect to the borrower's capacity to pay interest and repay principal. Our debt investments in portfolio companies may thus result in a high level of risk and volatility and/or loss of principal.

### ***We may not realize gains from our equity investments.***

When we invest in mezzanine and senior debt securities, we may acquire warrants or other equity securities as well. We may also invest directly in various equity securities. 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 or invest in may not appreciate in value and, in fact, may decline in value. In addition, the equity securities we receive or invest in may be subject to restrictions on resale during periods in which it would be advantageous to resell. 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.

### ***Our investments in small and middle-market privately-held companies are extremely risky and you could lose your entire investment.***

Investments in small and middle-market privately-held companies are subject to a number of significant risks including the following:

*Small and middle-market companies may have limited financial resources and may not be able to repay the loans we make to them.* Our strategy includes providing financing to companies that typically do not have capital sources readily available to them. While we believe that this provides an attractive opportunity for us to generate profits, this may make it difficult for the borrowers to repay their loans to us upon maturity.

*Small and middle-market companies typically have narrower product lines and smaller market shares than large companies.* Because our target companies are smaller businesses, they may be more vulnerable to competitors' actions and market conditions, as well as general economic downturns. In addition, smaller companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a larger number of qualified managerial and technical personnel.

*There is generally little or no publicly available information about these privately-held companies.* There is generally little or no publicly available operating and financial information about privately-held

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companies. As a result, we rely on our investment professionals to perform due diligence investigations of these privately-held companies, their operations and their prospects. We may not learn all of the material information we need to know regarding these companies through our investigations.

*Small and middle-market companies generally have less predictable operating results.* We expect that our portfolio companies may have significant variations in their operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, finance expansion or maintain their competitive position, may otherwise have a weak financial position or may be adversely affected by changes in the business cycle. Our portfolio companies may not meet net income, cash flow and other coverage tests typically imposed by their senior lenders.

*Small and middle-market businesses are more likely to be dependent on one or two persons.* Typically, the success of a small or middle-market company also depends on the management talents and efforts of one or two persons or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us.

*Small and middle-market companies are likely to have greater exposure to economic downturns than larger companies.* We expect that our portfolio companies will have fewer resources than larger businesses and an economic downturn may thus more likely have a material adverse effect on them.

*Small and middle-market companies may have limited operating histories.* We may make debt or equity investments in new companies that meet our investment criteria. Portfolio companies with limited operating histories are exposed to the operating risks that new businesses face and may be particularly susceptible to, among other risks, market downturns, competitive pressures and the departure of key executive officers.

### ***Investments in foreign debt or equity may involve significant risks in addition to the risks inherent in U.S. investments.***

Our investment strategy has resulted in some investments in debt or equity of foreign companies (subject to applicable limits prescribed by the 1940 Act). Investing in foreign companies can expose us to additional risks not typically associated with investing in U.S. companies. These risks include exchange rates, 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. A portion of our investments are located in countries that use the euro as their official currency. The USD/euro exchange rate, like foreign exchange rates in general, can be volatile and difficult to predict. This volatility could materially and adversely affect the value of the Company's shares.

### ***The market for private equity investments can be highly competitive. In some cases, our status as a regulated business development company may hinder our ability to participate in investment opportunities.***

We face competition in our investing activities from private equity funds, other business development companies, investment banks, investment affiliates of large industrial, technology, service and financial companies, small business investment companies, wealthy individuals and foreign investors. As a regulated business development company, we are required to disclose quarterly the name and business description of portfolio companies and the value of any portfolio securities. Many of our competitors are not subject to this disclosure requirement. Our obligation to disclose this information could hinder our ability to invest in certain portfolio companies. Additionally, other regulations, current and future, may make us less attractive as a potential investor to a given portfolio company than a private equity fund not subject to the same regulations.

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Furthermore, some of our competitors have greater resources than we do. Increased competition would make it more difficult for us to purchase or originate investments at attractive prices. As a result of this competition, sometimes we may be precluded from making certain investments.

### ***Complying with the RIC requirements causes us to forego otherwise attractive opportunities.***

In order to qualify as a RIC for U.S. federal income tax purposes, we must satisfy tests concerning the sources of our income, the nature and diversification of our assets and the amounts we distribute to our shareholders. We may be unable to pursue investments that would otherwise be advantageous to us in order to satisfy the source of income or asset diversification requirements for qualification as a RIC. In particular, to qualify as a RIC, at least 50% of our assets must be in the form of cash and cash items, Government securities, securities of other RICs, and other securities that represent not more than 5% of our total assets and not more than 10% of the outstanding voting securities of the issuer. We have from time to time held a significant portion of our assets in the form of securities that exceed 5% of our total assets or more than 10% of the outstanding voting security of an issuer, and compliance with the RIC requirements currently restricts us from making additional investments that represent more than 5% of our total assets or more than 10% of the outstanding voting securities of the issuer. Thus, compliance with the RIC requirements restricts our ability to take advantage of certain investment opportunities believed to be attractive, including potential follow-on investments in certain portfolio companies.

### ***Regulations governing our operation as a business development company affect our ability to, and the way in which we, raise additional capital.***

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 or warrants at a price below the then-current net asset value per share of our common stock if our board of directors determines that such sale is in the best interests of the Company and its stockholders, and our stockholders approve such sale. In any such case, the price at which our securities are to be issued and sold may not be less than a price that, in the determination of our board of directors, closely approximates the market value of such securities (less any distributing commission or discount). If we raise additional funds by issuing more common stock or senior securities convertible into, or exchangeable for, our common stock, then the percentage ownership of our stockholders at that time will decrease, and you might experience dilution.

### ***Our common stock price can be volatile.***

The trading price of our common stock may fluctuate substantially. The price of the common stock may be higher or lower than the price you pay for your shares, depending on many factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include the following:

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 business development companies or other financial services companies;

Volatility resulting from trading in derivative securities related to our common stock including puts, calls, long-term equity participation securities, or LEAPs, or short trading positions;

Changes in regulatory policies or tax guidelines with respect to business development companies or RICs;

Our adherence to applicable regulatory and tax requirements, including the current restriction on our ability to make Non-Diversified Investments;

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Actual or anticipated changes in our earnings or fluctuations in our operating results or changes in the expectations of securities analysts;

General economic conditions and trends;

Loss of a major funding source, which would limit our liquidity and our ability to finance transactions; or

Departures of key personnel of TTG Advisers.

***We are subject to market discount risk.***

As with any stock, the price of our shares will fluctuate with market conditions and other factors. If shares are sold, the price received may be more or less than the original investment. Whether investors will realize gains or losses upon the sale of our shares will not depend directly upon our NAV, but will depend upon the market price of the shares at the time of sale. Since the market price of our shares will be affected by such factors as the relative demand for and supply of the shares in the market, general market and economic conditions and other factors beyond our control, we cannot predict whether the shares will trade at, below or above our NAV. Although our shares, from time to time, have traded at a premium to our NAV, currently, our shares are trading at a discount to NAV, which discount may fluctuate over time.

***Our ability to grow depends on our ability to raise capital.***

To fund new investments, we may need to issue periodically equity securities or borrow from financial institutions. Unfavorable economic conditions 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. If we fail to obtain capital to fund our investments, it could limit both our ability to grow our business and our profitability. With certain limited exceptions, we are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowing. The amount of leverage that we employ depends on TTG Advisers' and our board of directors' assessment of market and other factors at the time of any proposed borrowing. We cannot assure you that we will be able to maintain our current facilities or obtain other lines of credit at all or on terms acceptable to us.

***Changes in interest rates may affect our cost of capital and net operating income and our ability to obtain additional financing.***

Because we have borrowed and may continue to borrow money to make investments, our net investment income before net realized and unrealized gains or losses, or net investment income, may be dependent upon the difference between the rate at which we borrow funds and the rate at which we invest these funds. As a result, there can be no assurance that a significant change in market interest rates would not have a material adverse effect on our net investment income. In periods of declining interest rates, we may have difficulty investing our borrowed capital into investments that offer an appropriate return. In periods of sharply rising interest rates, our cost of funds would increase, which could reduce our net investment income. We may use a combination of long-term and short-term borrowings and equity capital to finance our investing activities. We may utilize our short-term credit facilities as a means to bridge to long-term financing. Our long-term fixed-rate investments are financed primarily with equity and long-term fixed-rate debt. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act. Additionally, we cannot assure you that financing will be available on acceptable terms, if at all. Recent turmoil in the credit markets has greatly reduced the availability of debt financing. Deterioration in the credit markets, which could delay our ability to sell certain of our loan investments in a timely manner, could also negatively impact our cash flows.

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### ***Our ability to use our capital loss carryforwards may be subject to limitations.***

If we experience a shift in the ownership of our common stock (e.g., if a shareholder acquires 5% or more of our outstanding shares of common stock, or if a shareholder who owns 5% or more of our outstanding shares of common stock significantly increases or decreases its investment in the Company), our ability to utilize our capital loss carryforwards to offset future capital gains may be severely limited. Further, in the event that we are deemed to have failed to meet the requirements to qualify as a RIC, our ability to use our capital loss carryforwards could be adversely affected.

### ***We may be unable to meet our covenant obligations under our credit facility, which could adversely affect our business.***

On April 27, 2006, the Company and MVCFS, as co-borrowers, entered into a four-year, \$100 million revolving credit facility ( Credit Facility I ) with Guggenheim Corporate Funding, LLC ( Guggenheim ) as administrative agent to the lenders. On April 13, 2010, the Company renewed Credit Facility I with Guggenheim for three years. Credit Facility I will now only consist of a \$50.0 million term loan with an interest rate of LIBOR plus 450 basis points with a 1.25% LIBOR floor. Credit Facility I contains covenants that we may not be able to meet. If we cannot meet these covenants, events of default would arise, which could result in payment of the applicable indebtedness being accelerated and may limit our ability to execute on our investment strategy. As of April 30, 2010, there was \$50.0 million in term debt outstanding under Credit Facility I. Credit Facility I will expire on April 27, 2013, at which time the outstanding amount under Credit Facility I will be due and payable.

In addition, if we require working capital greater than that provided by Credit Facility I, we may be required to obtain other sources of financing, which may result in increased borrowing costs for the Company and/or additional covenant obligations.

### ***The wars in Iraq and Afghanistan, terrorist attacks, and other acts of violence or war may affect any market for our common stock, impact the businesses in which we invest and harm our operations and our profitability.***

The wars in Iraq and Afghanistan, their aftermath and the continuing occupation of Iraq are likely to have a substantial impact on the U.S. and world economies and securities markets. The nature, scope and duration of the wars and occupation cannot be predicted with any certainty. Furthermore, terrorist attacks may harm our results of operations and your investment. We cannot assure you that there will not be further terrorist attacks against the United States or U.S. businesses. Such attacks and armed conflicts in the United States or elsewhere may impact the businesses in which we invest directly or indirectly, by undermining economic conditions in the United States. Losses resulting from terrorist events are generally uninsurable.

## **Item 4. Controls and Procedures**

(a) As of the end of the period covered by this quarterly report on Form 10-Q, the individual who performs the functions of a Principal Executive Officer (the CEO ) and the individual who performs the functions of a Principal Financial Officer (the CFO ) conducted an evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based upon this evaluation, our CEO and CFO concluded that our disclosure controls and procedures are effective and provide reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

(b) There have been no changes in our internal controls over financial reporting that occurred during the fiscal quarter ended April 30, 2010, which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**Part II. Other Information**

**Item 1. Legal Proceedings**

We are not subject to any pending legal proceeding, and no such proceedings are known to be contemplated.

**Item 1A. Risk Factors**

A description of the risk factors associated with our business is set forth in the Quantitative and Qualitative Disclosures about Market Risk section, above.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. (Removed and Reserved)**

**Item 5. Other Information**

None.

**Item 6. Exhibits**

(a) Exhibits

Exhibit No. Exhibit

10(a) Amendment No. 7 to the Credit Agreement among MVC Capital, Inc. and Guggenheim Corporate Funding, LLC, et al.

10(b) Consent and Waiver to Credit Agreement among MVC Capital, Inc. and Guggenheim Corporate Funding, LLC, et al.

31 Rule 13a-14(a) Certifications.

32 Section 1350 Certifications.

Other required Exhibits are included in this Form 10-Q or have been previously filed with the Securities and Exchange Commission (the SEC) in the Company's Registration Statements on Form N-2 (Reg. Nos. 333-147039, 333-119625, 333-125953) or the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, as filed with the SEC (File No. 814-00201).



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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed by the undersigned, thereunto duly authorized.

MVC Capital, Inc.

Date: June 1, 2010

/s/ Michael Tokarz

Michael Tokarz  
In the capacity of the officer who  
performs the  
functions of Principal Executive Officer.

MVC Capital, Inc.

Date: June 1, 2010

/s/ Peter Seidenberg

Peter Seidenberg  
In the capacity of the officer who  
performs the  
functions of Principal Financial Officer.

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