ALLIED CAPITAL CORP
Form 497
January 29, 2008

The information in this prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. This prospectus supplement is not an offer to sell these securities and is not soliciting offers to buy these securities in any state where such offer or sale is not permitted.

Filed Pursuant to Rule 497
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PROSPECTUS SUPPLEMENT
(To Prospectus dated August 23, 2007)

Subject to Completion, January 29, 2008

4,000,000 Shares

Common Stock

We are offering 4,000,000 shares of our common stock, par value $0.0001 per share. We will receive all of the net proceeds from the sale of our common stock.

Our common stock is traded on the New York Stock Exchange under the symbol ALD. The last reported sale price for our common stock on January 28, 2008, was $22.52 per share.

Please read this prospectus supplement, and the accompanying prospectus, before investing, and keep it for future reference. The prospectus supplement and the accompanying prospectus contain important information about us that a prospective investor should know before investing in our common stock. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission. This information is available free of charge by contacting us at 1919 Pennsylvania Avenue, NW, Washington, DC, 20006, or by telephone at (202) 721-6100 or on our website at www.alliedcapital.com. The information on this website is not incorporated by reference into this prospectus supplement and the accompanying prospectus. The SEC also maintains a website at www.sec.gov that contains such information.

Before buying any of these shares of our common stock, you should review the information, including the risk of leverage, set forth under Risk Factors on page 10 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	**Total**
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to us(1)	$	$

(1) Expenses payable by us are estimated to be approximately $230,000.

If all the shares are not sold at the public offering price, the underwriter may change the offering price and may offer shares from time to time for sale in negotiated transactions or otherwise, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or otherwise.

The underwriters may also purchase from us up to an additional 600,000 shares of our common stock at the public offering price less the underwriting discount, to cover over-allotments, if any, within 30 days of the date of this prospectus supplement.

The underwriters are offering the shares of our common stock as described in Underwriting. Delivery of the shares will be made on or about February , 2008.

Morgan Stanley

The date of this prospectus supplement is January , 2008

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus is accurate only as of their respective dates. Our business, financial condition and results of operations may have changed since those dates. This prospectus supplement supersedes the accompanying prospectus to the extent it contains information that is different from or additional to the information in that prospectus.

TABLE OF CONTENTS
Prospectus Supplement

	Page
Fees and Expenses	S-1
Recent Developments	S-2
Use of Proceeds	S-6
Underwriting	S-7
Legal Matters	S-8
Interim Management s Discussion and Analysis of Financial Condition and Results of Operations	S-9
Legal Proceedings	S-53
Interim Consolidated Financial Statements	S-55
Notice Regarding Independent Public Accountants Review Report	S-110
Prospectus	
Prospectus Summary	1
Fees and Expenses	6
Selected Condensed Consolidated Financial Data	7
Where You Can Find Additional Information	9
Risk Factors	10
Use of Proceeds	20
Price Range of Common Stock and Distributions	21
Management s Discussion and Analysis of Financial Condition and Results of Operations	22
Senior Securities	80
Business	83
Portfolio Companies	101
Determination of Net Asset Value	109
Management	113
Portfolio Management	121
Compensation of Directors and Executive Officers	124
Control Persons and Principal Holders of Securities	144
Certain Relationships and Related Party Transactions	146
Tax Status	147
Certain Government Regulations	153
Stock Trading Plans and Ownership Guidelines	157
Dividend Reinvestment Plan	157
Description of Capital Stock	159
Description of Public Notes	165
Plan of Distribution	168

Legal Matters	169
Custodians, Transfer and Dividend Paying Agent and Registrar	169
Brokerage Allocation and Other Practices	170
Independent Registered Public Accounting Firm	170
Index to Consolidated Financial Statements	F-1

ABOUT THIS PROSPECTUS

In this prospectus supplement and the accompanying prospectus, unless otherwise indicated, Allied Capital, Company, we, us or our refers to Allied Capital Corporation and its subsidiaries.

Information contained in this prospectus supplement and the accompanying prospectus may contain forward-looking statements, which can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the negative thereof or other variations thereon or comparable terminology. The matters described in Risk Factors in this prospectus supplement and the accompanying prospectus and certain other factors noted throughout this prospectus supplement and the accompanying prospectus constitute cautionary statements identifying important factors with respect to any such forward-looking statements, including certain risks and uncertainties, that could cause actual results to differ materially from those in such forward-looking statements.

FEES AND EXPENSES

This table describes the various costs and expenses that an investor in our shares of common stock will bear directly or indirectly.

Shareholder Transaction Expenses	
Sales load (as a percentage of offering price)[1]	%
Dividend reinvestment plan fees[2]	None
Annual Expenses (as a percentage of consolidated net assets attributable to common stock)[3]	
Operating expenses[4]	6.95%
Interest payments on borrowed funds[5]	4.82%
Acquired fund fees and expenses[6]	%
Total annual expenses[7][8]	11.77%

Example

The following example, required by the SEC, demonstrates the projected dollar amount of total cumulative expenses that would be incurred over various periods with respect to a hypothetical investment in us. In calculating the following expense amounts, we assumed we would have no additional leverage and that our operating expenses would remain at the levels set forth in the table above.

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a $1,000 investment, assuming a 5.0% annual return	$	$	$	$

Although the example assumes (as required by the SEC) a 5.0% annual return, our performance will vary and may result in a return of greater or less than 5.0%. In addition, while the example assumes reinvestment of all dividends and distributions at net asset value, participants in the dividend reinvestment plan may receive shares of common stock that we issue at or above net asset value or are purchased by the administrator of the dividend reinvestment plan, at the market price in effect at the time, which may be higher than, at, or below net asset value.

The example should not be considered a representation of future expenses, and the actual expenses may be greater or less than those shown.

(1) Represents the underwriting discounts or commissions with respect to the shares sold by us in this offering.

(2) The expenses of our dividend reinvestment plan are included in Operating expenses. We do not have a stock purchase plan. The participants in the dividend reinvestment plan will bear a pro rata share of brokerage commissions incurred with respect to open market purchases or sales, if any. See Dividend Reinvestment Plan in the accompanying prospectus.

(3) Consolidated net assets attributable to common stock equals net assets (i.e., total consolidated assets less total consolidated liabilities), which at September 30, 2007, was $2.8 billion.

(4) Operating expenses represent our estimated operating expenses for the year ending December 31, 2007, excluding interest on indebtedness. This percentage for the year ended December 31, 2006, was 5.2%. See Management s Discussion and Analysis of Financial Condition and Results of Operations in this prospectus supplement.

(5) Interest payments on borrowed funds represents our estimated interest expense for the year ending December 31, 2007. We had outstanding borrowings of $1.9 billion at September 30, 2007. This percentage for the year ended December 31, 2006, was 3.5%. See Risk Factors in the accompanying prospectus.

(6) See our Consolidated Statement of Investments as of September 30, 2007, on pages S-59 through S-69 for our investments in funds.

(7) Total annual expenses as a percentage of consolidated net assets attributable to common stock are higher than the total annual expenses percentage would be for a company that is not leveraged. We borrow money to leverage our net assets and increase our total assets. The SEC requires that Total annual expenses percentage be calculated as a percentage of net assets, rather than the total assets, including assets that have been funded with borrowed monies. If the Total annual expenses percentage were calculated instead as a percentage of consolidated total assets, our Total annual expenses would be 6.7% of consolidated total assets.

(8) The holders of shares of our common stock (and not the holders of our debt securities or preferred stock, if any) indirectly bear the cost associated with our annual expenses.

RECENT DEVELOPMENTS

Investment Agreement with Goldman Sachs Private Equity Group

On January 23, 2008, we announced an investment agreement between Goldman Sachs Private Equity Group (Goldman Sachs) and Allied Capital that includes commitments by Goldman Sachs to invest at least $125 million in future investment vehicles managed by us. In addition, Goldman Sachs will purchase $170 million in existing private equity and debt investments from Allied Capital and will have future opportunities to invest in our affiliates, or vehicles managed by them, and co-invest alongside us in the future, subject to various terms and conditions.

As part of this investment agreement with Goldman Sachs, we have agreed to sell a pro-rata strip of private equity and debt investments to AGILE Fund I, LLC (AGILE), a new Allied Capital managed fund in which Goldman Sachs owns substantially all of the interests, for a total transaction value of $170 million. We are expected to realize a net gain and dividend income from the sale of our investments of approximately $15 million, net of transaction and other costs. The purchase price of the equity investments represented a 9% premium to our fair value for these investments at September 30, 2007. The majority of the pro-rata equity and debt sale closed simultaneously with the execution of the investment agreement. The sales of the remaining assets are expected to close by the end of the first quarter of 2008.

The sale to AGILE includes 13.7% of our equity investments in 23 of our buyout portfolio companies and 36 of our minority equity portfolio companies for a total purchase price of $109 million. The equity investments being sold had a fair value at September 30, 2007 of $100 million. In addition, we are selling approximately $60 million in debt investments at cost, representing 7.3% of our unitranche, second lien and subordinated debt investments in the 23 buyout investments included in the equity sale. We will act as the managing member of AGILE, and will be entitled to an incentive allocation subject to certain performance benchmarks. We own the remaining interests in AGILE not held by Goldman Sachs.

In addition, as part of this transaction, we have also agreed to sell eleven venture capital and private equity limited partnership investments for approximately $28 million to Goldman Sachs, and expect to realize a loss on the sale of approximately $7 million, including transaction costs. Goldman Sachs will assume the $6.5 million of unfunded commitments related to these limited partnership investments. The sales of these investments are expected to be completed by May 2008.

Unitranche Fund LLC

We have partnered with GE Commercial Finance (GE) to form a senior secured unitranche loan fund of up to $3.6 billion that will focus on making unitranche loans to companies with EBITDA of at least $15 million. GE has committed $3.075 billion to Unitranche Loan Fund LLC and we have committed $525.0 million.

Termination of Deferred Compensation Arrangements

On December 14, 2007, our Board of Directors made a determination that it is in Allied Capital s best interest to terminate our deferred compensation arrangements as described more fully below (each individually a Plan , or collectively, the Plans). The

Board of Directors decision was primarily in response to increased complexity resulting from recent changes in the regulation of deferred compensation arrangements.

The Board of Directors resolved that The Allied Capital Corporation Non-Qualified Deferred Compensation Plan (DCP I) and The Allied Capital Corporation Non-Qualified Deferred Compensation Plan II (DCP II) will be terminated in accordance with the provisions of each of these Plans, and the accounts under these Plans will be distributed to participants in full on March 18, 2008, the termination and distribution date, or as soon as is reasonably practicable thereafter.

The Board of Directors also resolved to amend and restate The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan (2005 DCP I) and The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan II (2005 DCP II) to provide for termination of each of these Plans and distribution of the accounts under these Plans on March 18, 2008, or as soon as is reasonably practicable thereafter, in full in accordance with the transition rule for payment elections under Section 409A of the Internal Revenue Code of 1986.

Distributions from the Plans will be made in cash or shares of our common stock, net of required withholding taxes. The assets of the rabbi trust related to DCP I and 2005 DCP I are primarily invested in assets other than shares of our common stock. At September 30, 2007, the liability to participants related to DCP I and 2005 DCP I was valued at $21.6 million in the aggregate, and that liability is fully funded by assets held in the rabbi trust.

The assets of the rabbi trust related to DCP II and 2005 DCP II are primarily invested in shares of our common stock. At September 30, 2007, the liability to participants related to DCP II and 2005 DCP II was valued at $38.9 million in the aggregate, and that liability is fully funded by assets held in the rabbi trust. At September 30, 2007, the rabbi trust held approximately 1.3 million shares for DCP II and 2005 DCP II.

The account balances in the Plans have accumulated as a result of prior compensation earned by the participants. The contributions to the Plans reflect a combination of participant elective compensation deferrals and non-elective employer contributions, including contributions related to previously earned individual performance awards. As of September 30, 2007, the account balances of the named executive officers related to these Plans were $13.3 million for William Walton, $6.8 million for Joan Sweeney, $2.6 million for Penni Roll, $2.8 million for John Shulman, and $2.2 million for Michael Grisius.

The amounts related to the Plans as of September 30, 2007, as described above, do not include the fourth quarter contribution to the 2005 DCP II, any additional participant elective deferrals that occurred prior to January 1, 2008, or earnings on or changes in the value of Plan account balances through the distribution date.

Equity Issuance

On December 4, 2007, we completed a public offering of 3,250,000 shares of common stock at an offering price of $24.75 per share for net proceeds, after the underwriting discount and estimated offering expenses, of $77.5 million. The shares were issued from our shelf registration statement on file with the SEC.

Portfolio Activity

New investments totaled approximately $580 million for the fourth quarter of 2007.

Exemptive Application

We have applied for an exemptive order of the SEC to permit us to issue restricted shares of our common stock as part of the compensation packages for certain of our employees and directors. There can be no assurance that the SEC will grant an exemptive order to allow the granting of restricted stock. In addition, the issuance of restricted shares of our common stock will require the approval of our stockholders.

Investment Review Committee of the Board of Directors

In January 2008, our board of directors established an Investment Review Committee and delegated authority to this committee to review and approve certain types of investments, which the Board s Executive Committee previously reviewed, among other duties. The Investment Review Committee is composed of five permanent board members, who have been appointed to serve for the year, and three additional board members, each of whom will serve during at least one quarter during the year on a rotating schedule.

FASB Statement No. 157, *Fair Value Measurements*

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements.* This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently analyzing the effect of adoption of this statement on its consolidated financial position, including its net asset value, and results of operations. The Company will adopt this statement on a prospective basis for the quarter ending March 31, 2008. Adoption of this statement could have a material effect on our consolidated financial statements, including our net asset value. However, the actual impact on our consolidated financial statements in the period of adoption and subsequent to the period of adoption cannot be determined at this time as it will be influenced by the estimates of fair value for that period and the number and amount of investments we originate, acquire or exit.

Business Loan Express, LLC

On January 16, 2008, BLX announced that it has changed its name to Ciena Capital LLC (Ciena). The name change reflects a strategic shift in its business operations whereby Ciena will emphasize loan products that provide financing to commercial real estate owners and operators. As previously discussed, Ciena has reduced its annual loan origination volume, and over time, it plans to rebuild its loan origination volume in conventional and commercial real estate loans. There are inherent risks in repositioning the business and we continue to work with Ciena on restructuring its operations.

In September 2007, Ciena received waivers through January 31, 2008, from its lenders with respect to non-compliance with certain covenants in its revolving credit facility, and amended certain of the facility covenants through January 31, 2008. Ciena is currently in negotiations with its lenders to amend the terms of its revolving credit facility. The

amendment is expected to reduce the commitments from the lenders under the facility from $500 million to $450 million at the effective date of the amendment, with further periodic reductions in total commitments to $325 million by December 31, 2008, and to amend certain financial and other covenants. In connection with this amendment, we expect to increase our unconditional guarantee from 60% to 100% of the total obligations under this facility and to replace approximately $42.5 million in letters of credit currently issued under the Ciena credit facility by issuing new letters of credit under our revolving line of credit. The guaranty of the Ciena revolving line of credit can be called by the lenders in the event of a default, which, once amended, includes the occurrence of any event of default under our revolving credit facility, subject to grace periods in certain cases. The proposed amendment also prohibits cash payments from Ciena to Allied Capital for interest, guarantee fees, management fees and dividends. The Ciena credit facility will expire on March 17, 2009. We currently expect this amendment to be executed by January 31, 2008; however, there can be no assurance that the amendment will be executed. If the credit facility lenders do not agree to this amendment, Ciena would be in default under the credit facility and our guaranty would remain at 60% of Ciena s outstanding obligations under the facility. At January 25, 2008, the principal amount outstanding on Ciena s revolving credit facility was $353.2 million and letters of credit issued under the facility were $89.1 million. See Management s Discussion and Analysis of Financial Condition and Results of Operations Portfolio and Investment Activity Private Finance Business Loan Express, LLC.

On December 18, 2007, the United States District Court for the Northern District of Georgia dismissed all claims in an action filed under the federal False Claims Act against BLX, its current chairman, and others. The action was brought by Greenlight Capital, Inc., a hedge fund controlled by David Einhorn, and James Brickman. In January 2008, the plaintiffs filed a notice of their intention to appeal the dismissal.

USE OF PROCEEDS

We estimate that our net proceeds from the sale of the 4,000,000 shares of common stock we are offering will be approximately $ million and approximately $ million, if the underwriters over-allotment option is exercised in full, and after deducting the underwriting discount and estimated offering expenses payable by us. We may change the size of this offering based on demand and market conditions.

We expect to use the net proceeds from this offering to reduce borrowings under our revolving line of credit, if any, to invest in debt or equity securities in primarily privately negotiated transactions, and for other general corporate purposes. Amounts repaid under our revolving line of credit will remain available for future borrowings. At January 28, 2008, the interest rate on our revolving line of credit was approximately 5.1% and there was approximately $306.8 million outstanding. This revolving line of credit expires on September 30, 2008.

UNDERWRITING

Subject to the terms and conditions set forth in our underwriting agreement, we are offering the shares of our common stock described in this prospectus supplement through Morgan Stanley & Co. Incorporated, the underwriter. The underwriter has agreed to purchase and we have agreed to sell to the underwriter, all of the shares offered by this prospectus supplement.

The underwriting agreement provides that the obligation of the underwriter to purchase the shares of common stock offered hereby is subject to certain conditions precedent and that the underwriter will purchase all of the shares of common stock offered by this prospectus supplement, other than those covered by the over-allotment option described below, if any of these shares are purchased.

The underwriter proposes to offer the shares of common stock to the public at the public offering price set forth on the cover of this prospectus supplement. If all the shares are not sold at the public offering price, the underwriter may change the offering price and may offer shares from time to time for sale in negotiated transactions or otherwise, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or otherwise.

The underwriter has the option to purchase up to 600,000 additional shares of common stock from us at the same price it is paying for the 4,000,000 shares offered hereby. The underwriter may purchase additional shares only to cover over-allotments made in connection with this offering and only within 30 days after the date of this prospectus supplement. The underwriter will offer any additional shares that it purchases on the terms described above.

The underwriting discount per share is equal to the public offering price per share of common stock less the amount paid by the underwriter to us per share of common stock. These amounts are shown assuming either no exercise or full exercise by the underwriter of the underwriter s over-allotment option:

		Total Fees	
	Fee Per Share	**Without Exercise of Over-Allotment Option**	**With Full Exercise of Over-Allotment Option**
Underwriting Discount	$	$	$

We estimate that the total expenses of this offering, which will be paid by us, excluding the underwriting discount, will be approximately $230,000.

We have agreed to indemnify the underwriter against some specified types of liabilities, including liabilities under the Securities Act, and to contribute to payments the underwriter may be required to make in respect of these liabilities.

We and certain of our executive officers have agreed not to offer, sell, contract to sell or otherwise dispose of, or to engage in certain hedging and derivative transactions with respect to, our common stock for a period of 30 days after the date of this prospectus supplement, without first obtaining the written consent of Morgan Stanley & Co. Incorporated, except in limited circumstances. This consent may be given at any time without public notice.

In connection with this offering, the underwriter may purchase and sell shares of our common stock in the open market. These transactions may include stabilizing transactions,

short sales and purchases to cover positions created by short sales and stabilizing transactions.

Short sales involve the sale by the underwriter of a greater number of shares than it is required to purchase in this offering. Covered short sales are sales made in an amount not greater than the underwriter s over-allotment option to purchase additional shares in this offering. The underwriter may close out any covered short position by either exercising its over-allotment option or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option.

Naked short sales are sales in excess of the over-allotment option. The underwriter must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriter is concerned there may be downward pressure on the price of shares in the open market prior to the completion of this offering.

Stabilizing transactions consist of various bids for or purchases of our common stock made by the underwriter in the open market prior to the completion of this offering.

Purchases to cover a short position and stabilizing transactions may have the effect of preventing or slowing a decline in the market price of our common stock. Additionally, these purchases may stabilize, maintain or otherwise affect the market price for our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the New York Stock Exchange, in the over-the-counter market or otherwise.

In the ordinary course of business, the underwriter or its affiliates have engaged and may in the future engage in various financing, commercial banking and investment banking services with, and provide financial advisory services to, us and our affiliates, for which they have received or may receive customary fees and expenses.

The principal business address of Morgan Stanley & Co. Incorporated is 1585 Broadway, New York, NY 10036.

LEGAL MATTERS

Certain legal matters with respect to the validity of the shares of common stock we are offering will be passed upon for us by Sutherland Asbill & Brennan LLP, Washington, D.C. Certain legal matters related to the offering will be passed upon for the underwriter by Fried, Frank, Harris, Shriver & Jacobson LLP, Washington D.C.

INTERIM MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this section should be read in conjunction with our Interim Consolidated Financial Statements and the Notes thereto. In addition, this prospectus supplement contains certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives and can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth below in the Risk Factors section. Other factors that could cause actual results to differ materially include:

changes in the economy and general economic conditions;

risks associated with possible disruption in our operations due to terrorism;

future changes in laws or regulations and conditions in our operating areas; and

other risks and uncertainties as may be detailed from time to time in our public announcements and SEC filings.

Financial or other information presented for private finance portfolio companies has been obtained from the portfolio companies, and the financial information presented may represent unaudited, projected or pro forma financial information, and therefore may not be indicative of actual results. In addition, the private equity industry uses financial measures such as EBITDA or EBITDAM (Earnings Before Interest, Taxes, Depreciation, Amortization and, in some instances, Management fees) in order to assess a portfolio company s financial performance and to value a portfolio company. EBITDA and EBITDAM are not intended to represent cash flow from operations as defined by U.S. generally accepted accounting principles and such information should not be considered as an alternative to net income, cash flow from operations or any other measure of performance prescribed by U.S. generally accepted accounting principles.

OVERVIEW

As a business development company, we are in the private equity business. Specifically, we provide long-term debt and equity investment capital to companies in a variety of industries. Our private finance activity principally involves providing financing to middle market U.S. companies through privately negotiated long-term debt and equity investment capital. Our financing is generally used to fund buyouts, acquisitions, growth, recapitalizations, note purchases, and other types of financings. We generally invest in private companies though, from time to time, we may invest in companies that are public but lack access to additional public capital. Our investment objective is to achieve current income and capital gains.

Our portfolio composition at September 30, 2007 and 2006, and December 31, 2006, was as follows:

	September 30,		December 31,
	2007	2006	2006
Private finance	97%	97%	97%
Commercial real estate finance	3%	3%	3%

Our earnings depend primarily on the level of interest and dividend income, fee and other income, and net realized and unrealized gains or losses on our investment portfolio after deducting interest expense on borrowed capital, operating expenses and income taxes, including excise tax. Interest income results from the stated interest rate earned on a loan or debt security and the amortization of loan origination fees and discounts. The level of interest income is directly related to the balance of the interest-bearing investment portfolio outstanding during the period multiplied by the weighted average yield. Our ability to generate interest income is dependent on economic, regulatory, and competitive factors that influence new investment activity, interest rates on the types of loans we make, the level of repayments in the portfolio, the amount of loans and debt securities for which interest is not accruing and our ability to secure debt and equity capital for our investment activities. The level of fee income is primarily related to the level of new investment activity and the level of fees earned from portfolio companies. The level of investment activity can vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity for such companies, the general economic environment, and the competitive environment for the types of investments we make.

Because we are a regulated investment company for tax purposes, we intend to distribute substantially all of our annual taxable income available for distribution to shareholders as dividends to our shareholders. See Other Matters below.

PORTFOLIO AND INVESTMENT ACTIVITY

The total portfolio at value, investment activity, and the yield on interest-bearing investments at and for the three and nine months ended September 30, 2007 and 2006, and at and for the year ended December 31, 2006, were as follows:

	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,		At and for the Year Ended December 31,
	2007	2006	2007	2006	2006
($ in millions)					
Portfolio at value	$4,326.9	$4,119.6	$4,326.9	$4,119.6	$4,496.1
Investments funded	$ 577.5	$ 629.5	$1,236.7	$1,880.8	$2,437.8
Change in accrued or reinvested interest and dividends[(1)]	$ 5.1	$ 7.2	$ 22.8	$ (1.8)	$ 11.3
Principal collections related to investment repayments or sales[(2)]	$ 351.1	$ 116.3	$1,086.5	$ 885.9	$1,055.3
Yield on interest-bearing portfolio investments[(3)]	11.9%	12.4%	11.9%	12.4%	11.9%

(1) Includes changes in accrued or reinvested interest related to our investments in money market securities of $1.9 million and $1.3 million for the three months ended September 30, 2007 and 2006, respectively, and $6.6 million, $3.0 million, and $3.1 million for the nine months ended September 30, 2007 and 2006, and for the year ended December 31, 2006, respectively.

(2) Principal collections related to investment repayments or sales for the three and nine months ended September 30, 2007, included collections of $14.8 million and $197.2 million, respectively, related to the sale of loans to the Allied Capital Senior Debt Fund, L.P. See discussion below.

(3) The weighted average yield on interest-bearing investments is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, plus the effective interest yield on the preferred shares/ income notes of CLOs divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date.

Private Finance

The private finance portfolio at value, investment activity, and the yield on loans and debt securities at and for the three and nine months ended September 30, 2007 and 2006, and at and for the year ended December 31, 2006, were as follows:

	At and for Three Months Ended September 30,				At and for the Nine Months Ended September 30,				At and for the Year Ended December 31, 2006	
	2007		2006		2007		2006			
($ in millions)	Value	Yield[1]	Value	Yield[1]	Value	Yield[1]	Value	Yield[1]	Value	Yield[1]
Portfolio at value:										
Loans and debt securities:										
Senior loans	$ 481.6	9.3%	$ 342.4	8.7%	$ 481.6	9.3%	$ 342.4	8.7%	$ 405.2	8.4%
Unitranche debt	698.1	11.5%	745.8	11.2%	698.1	11.5%	745.8	11.2%	799.2	11.2%
Subordinated debt	1,927.1	12.6%	1,817.0	13.7%	1,927.1	12.6%	1,817.0	13.7%	1,980.8	12.9%
Total loans and debt securities	3,106.8	11.8%	2,905.2	12.5%	3,106.8	11.8%	2,905.2	12.5%	3,185.2	11.9%
Equity Securities:										
Preferred shares/income notes of CLOs[2]	131.5	15.1%	87.7	13.7%	131.5	15.1%	87.7	13.7%	97.2	15.5%
Other equity securities	968.8		994.9		968.8		994.9		1,095.5	
Total equity securities	1,100.3		1,082.6		1,100.3		1,082.6		1,192.7	
Total portfolio	$ 4,207.1		$ 3,987.8		$ 4,207.1		$ 3,987.8		$ 4,377.9	
Investments funded[3]	$ 576.1		$ 629.2		$ 1,219.9		$ 1,866.6		$ 2,423.4	
Change in accrued or reinvested interest and dividends	$ 4.4		$ 5.8		$ 17.3		$ (5.4)		$ 7.2	

Principal collections related to investment repayments or sales[4]	$ 346.2	$ 115.6	$ 1,063.3	$ 868.0	$ 1,015.4

[1] The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by (b) total loans and debt securities at value. The weighted average yield on the preferred shares/income notes of CLOs is calculated as the (a) effective interest yield on the preferred shares/income notes of CLOs, divided by (b) preferred shares/income notes of CLOs at value. The weighted average yields are computed as of the balance sheet date.

[2] Investments in the preferred shares/income notes of CLOs earn a current return that is included in interest income in the consolidated statement of operations.

[3] Investments funded for the nine months ended September 30, 2006, and for the year ended December 31, 2006, included debt investments in certain portfolio companies received in conjunction with the sale of such companies. See Private Finance, Investments Funded below.

[4] Includes collections from the sale or repayment of senior loans totaling $312.6 million, $268.3 million, and $322.7 million for the nine months ended September 30, 2007 and 2006, and for the year ended December 31, 2006, respectively.

Our investment activity is focused on making long-term investments in the debt and equity of primarily private middle market companies. Debt investments may include senior

loans, unitranche debt (a single debt investment that is a blend of senior and subordinated debt terms), or subordinated debt (with or without equity features). The junior debt that we invest in that is lower in repayment priority than senior debt is also known as mezzanine debt. Equity investments may include a minority equity stake in connection with a debt investment or a substantial equity stake in connection with a buyout transaction. In a buyout transaction, we generally invest in senior and/or subordinated debt and equity (preferred and/or voting or non-voting common) where our equity ownership represents a significant portion of the equity, but may or may not represent a controlling interest.

We intend to take a balanced approach to private equity investing that emphasizes a complementary mix of debt investments and buyout investments. The combination of these two types of investments provides current interest and related portfolio income and the potential for future capital gains. In addition, we may invest in funds that are managed or co-managed by us that are complementary to our business of investing in middle market companies, such as the Allied Capital Senior Debt Fund (discussed below). Investments in funds may provide current interest and related portfolio income, including management fees.

The private equity investment marketplace for middle market companies remained active through September 30, 2007. Purchase price multiples remained high and debt pricing remained competitive. We did not fund as many investments during the nine months ended September 30, 2007, as we did during the nine months ended September 30, 2006, because we believed that many new investment opportunities were mis-priced or over-leveraged, and therefore, did not present an opportunity to make a reasonable investment return. For 2006, we reviewed over $65 billion in prospective investments and we closed on approximately 3% of the potential new investments that we reviewed. For the nine months ended September 30, 2007, we reviewed over $67 billion in prospective investments and we closed on approximately 2% of the potential new investments we reviewed.

The level of investment activity for investments funded and principal repayments for private finance investments can vary substantially from period to period depending on the number and size of investments that we make or that we exit and many other factors, including the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity for such companies, the general economic environment, and the competitive environment for the types of investments we make.

Investments Funded. Investments funded and the weighted average yield on loans and debt securities funded for the nine months ended September 30, 2007 and 2006, and for the year ended December 31, 2006, consisted of the following:

($ in millions)	For the Nine Months Ended September 30, 2007					
	Debt Investments		Buyout Investments		Total	
	Amount	Yield(1)	Amount	Yield(1)	Amount	Yield(1)
Loans and debt securities:						
Senior loans	$ 285.6	10.3%	$ 83.0	10.7%	$ 368.6	10.4%
Unitranche debt(2)	104.0	10.8%			104.0	10.8%
Subordinated debt	279.0	12.4%	186.3	12.1%	465.3	12.3%
Total loans and debt securities	668.6	11.3%	269.3	11.7%	937.9	11.4%
Equity	155.2(4)(5)		126.8		282.0	
Total	$ 823.8		$ 396.1		$ 1,219.9	

($ in millions)	For the Nine Months Ended September 30, 2006					
	Debt Investments		Buyout Investments		Total	
	Amount	Yield(1)	Amount	Yield(1)	Amount	Yield(1)
Loans and debt securities:						
Senior loans	$ 202.4	9.4%	$ 167.3	8.8%	$ 369.7	9.1%
Unitranche debt(2)	348.7	10.6%	146.5	12.9%	495.2	11.3%
Subordinated debt(3)	508.0	13.1%	250.8	13.9%	758.8	13.3%
Total loans and debt securities	1,059.1	11.5%	564.6	12.1%	1,623.7	11.8%
Equity	62.9(4)		180.0		242.9	
Total	$ 1,122.0		$ 744.6		$ 1,866.6	

($ in millions)	For the Year Ended December 31, 2006					
	Debt Investments		Buyout Investments		Total	
	Amount	Yield(1)	Amount	Yield(1)	Amount	Yield(1)
Loans and debt securities:						

Senior loans	$ 245.4	9.4%	$ 239.8	8.9%	$ 485.2	9.2%
Unitranche debt[2]	471.7	10.7%	146.5	12.9%	618.2	11.3%
Subordinated debt[3]	510.7	13.0%	423.8	14.4%	934.5	13.6%
Total loans and debt securities	1,227.8	11.4%	810.1	12.5%	2,037.9	11.9%
Equity	91.4[4]		294.1		385.5	
Total	$ 1,319.2		$ 1,104.2		$ 2,423.4	

(1) The weighted average yield on interest-bearing investments is computed as the (a) annual stated interest on accruing interest-bearing investments, divided by (b) total interest-bearing investments funded.

(2) Unitranche debt is a single debt investment that is a blend of senior and subordinated debt terms. The yield on a unitranche investment reflects the blended yield of senior and subordinated debt.

(3) Debt investments funded for the nine months ended September 30, 2006, and for the year ended December 31, 2006, included a $150 million subordinated debt investment in Advantage Sales & Marketing, Inc. received in conjunction with the sale of Advantage and a $30 million subordinated debt investment in STS Operating, Inc. received in conjunction with the sale of STS.

(4) Equity investments for the nine months ended September 30, 2007 and 2006, and for the year ended December 31, 2006, included $42.4 million, $12.5 million, and $26.1 million, respectively, in investments in the preferred shares/income notes of collateralized loan obligations (CLOs) that are managed by Callidus Capital Corporation, a portfolio company controlled by us. These CLOs primarily invest in senior debt.

(5) Equity investments for the nine months ended September 30, 2007, included $19.1 million invested in the Allied Capital Senior Debt Fund, L.P. See discussion below.

We generally fund new investments using cash. In addition, we may acquire securities in exchange for our common equity. Also, we may acquire new securities through the reinvestment of previously accrued interest and dividends in debt or equity securities, or the current reinvestment of interest and dividend income through the receipt of a debt or equity security (payment-in-kind income). From time to time we may opt to reinvest accrued interest receivable in a new debt or equity security in lieu of receiving such interest in cash.

We may underwrite or arrange senior loans related to our portfolio investments or for other companies that are not in our portfolio. When we underwrite or arrange senior loans, we may earn a fee for such activities. Senior loans underwritten or arranged by us may or may not be funded by us at closing. When these senior loans are closed, we may fund all or a portion of the underwritten commitment pending sale of the loan to other investors, which may include loan sales to Callidus Capital Corporation (Callidus), a portfolio company controlled by us, or funds managed by Callidus or by us, including the Allied Capital Senior Debt Fund, L.P. (discussed below). After completion of loan sales, we may or may not retain a position in these senior loans. We generally earn a fee on the senior loans we underwrite or arrange whether or not we fund the underwritten commitment. In addition, we may fund most or all of the debt and equity capital upon the closing of certain buyout transactions, which may include investments in lower-yielding senior debt. Subsequent to the closing, the portfolio company may refinance all or a portion of the lower-yielding senior debt, which would reduce our investment. Principal collections include repayments of senior debt funded by us that was subsequently sold by us or refinanced or repaid by the portfolio companies.

Allied Capital Senior Debt Fund, L.P. AC Corp is the investment manager to the Allied Capital Senior Debt Fund, L.P. (the Fund), a private fund that generally invests in senior, unitranche and second lien debt. The Fund has closed on $125 million in equity capital commitments. Callidus acts as special manager to the Fund. One of our affiliates is the general partner of the Fund, and AC Corp serves as collateral manager to a warehouse financing vehicle associated with the Fund. AC Corp will earn a management fee of up to 2% of the net asset value of the Fund and will pay Callidus 25% of that management fee to compensate Callidus for its role as special manager.

We are a special limited partner in the Fund, which is a portfolio investment, and have committed $31.8 million to the Fund, of which $19.1 million has been funded. At September 30, 2007, our investment in the Fund totaled $19.1 million at cost and $19.5 million at value. As a special limited partner, we expect to earn an incentive allocation of 20% of the annual net income of the Fund, subject to certain performance benchmarks. The value of our investment in the Fund is based on the net asset value of the Fund, which reflects the capital invested plus our allocation of the net earnings of the Fund, including the incentive allocation.

In connection with the Fund s formation in June 2007, we sold an initial portfolio of approximately $183 million of seasoned assets with a weighted average yield of 10.3% to a warehouse financing vehicle associated with the Fund. In the third quarter of 2007, we sold $14.8 million of seasoned assets with a weighted average yield of 8.6% to the warehouse financing vehicle. We may sell additional loans to the Fund or the warehouse financing vehicle. In addition, during the third quarter of 2007, we repurchased one asset totaling $12.0 million from the Fund, which we had sold to the Fund in June 2007.

Yield. The weighted average yield on the private finance loans and debt securities was 11.8% at September 30, 2007, as compared to 12.5% and 11.9% at September 30, 2006, and December 31, 2006, respectively. The weighted average yield on the private finance loans and debt securities may fluctuate from period to period depending on the yield on new loans and debt securities funded, the yield on loans and debt securities repaid, the amount of loans and debt securities for which interest is not accruing (see Portfolio Asset Quality Loans and Debt Securities on Non-Accrual Status below) and the amount of lower-yielding senior or unitranche debt in the portfolio at the end of the period. Yields on loans and debt securities have been generally lower because of the supply of capital available to middle market companies.

The yield on the private finance loans and debt securities has declined partly due to our strategy to pursue investments where our position in the portfolio company capital structure is more senior, such as senior debt and unitranche investments that typically have lower yields than subordinated debt investments. In addition, during the fourth quarter of 2006, the guaranteed dividend yield on our investment in BLX s 25% Class A equity interests was placed on non-accrual status. The Class A equity interests are included in our loans and debt securities. See Business Loan Express, LLC below.

Outstanding Investment Commitments. At September 30, 2007, we had outstanding private finance investment commitments as follows:

($ in millions)	Companies More Than 25% Owned[1]	Companies 5% to 25% Owned	Companies Less Than 5% Owned	Total
Senior loans	$ 12.4	$ 15.0	$ 123.0	$ 150.4[2]
Unitranche debt			45.4	45.4
Subordinated debt	18.0	0.1		18.1
Total loans and debt securities	30.4	15.1	168.4	213.9
Equity securities	118.5	16.1	78.1	212.7[3]
Total	$ 148.9	$ 31.2	$ 246.5	$ 426.6

[1] Includes various commitments to Callidus Capital Corporation (Callidus), a portfolio company controlled by us, which owns 80% (subject to dilution) of Callidus Capital Management, LLC, an asset management company that structures and manages collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), and other related investments, as follows:

($ in millions)	Committed Amount	Amount Drawn	Amount Available to be Drawn
Revolving line of credit for working capital	$ 4.0	$	$ 4.0
Subordinated debt to support warehouse facilities & warehousing activities[*]	18.0		18.0

Purchase of preferred equity in future CLO transactions (**)					
Total	$	22.0	$	$	22.0

(*) Callidus has a synthetic credit facility with a third party for up to approximately $66 million. We have agreed to designate our subordinated debt commitment for Callidus to draw upon to provide first loss capital as needed to support this facility.

(**) Subsequent to September 30, 2007, we made an additional commitment to Callidus to purchase preferred equity in future CLO transactions of $27.5 million.

(2) Includes $133.6 million in the form of revolving senior debt facilities to 31 portfolio companies.

(3) Includes $94.2 million to 21 private equity and venture capital funds, including $4.3 million in co-investment commitments to one private equity fund, and $12.7 million committed to the Allied Capital Senior Debt Fund, L.P. (see discussion above).

In addition to these outstanding investment commitments at September 30, 2007, we may be required to fund additional amounts under earn-out arrangements primarily related to buyout transactions in the future if those companies meet agreed-upon performance targets. We also had commitments to private finance portfolio companies in the form of standby letters of credit and guarantees totaling $319.2 million. See Financial Condition, Liquidity and Capital Resources.

Business Loan Express, LLC. BLX originates, sells, and services primarily real estate secured loans, including real estate secured conventional loans, loans under the SBA 7(a) Guaranteed Loan Program, and small commercial real estate loans. BLX is headquartered in New York, NY and maintains offices in other U.S. locations. We acquired BLX in 2000.

At September 30, 2007, our investment in BLX totaled $324.6 million at cost and $136.7 million at value, or 2.8% of our total assets, which included unrealized depreciation of $187.9 million. See Results of Operations, Valuation of Business Loan Express, LLC for a discussion of the determination of the value of BLX at September 30, 2007. In the first half of 2007, we increased our investment in BLX by $29.2 million by acquiring additional Class A equity interests. In addition, in the first quarter of 2007, the chief executive officer of BLX invested $3.0 million in the form of Class A equity interests in BLX. We plan to purchase these interests from him in conjunction with a restructuring of the BLX operations as discussed below. The purpose of these additional investments was to fund payments to the SBA in the first quarter of 2007 discussed below and to provide additional equity capital to BLX.

Total interest and related portfolio income earned from our investment in BLX for the nine months ended September 30, 2007 and 2006, was as follows:

($ in millions)	2007	2006
Interest income on subordinated debt and Class A equity interests	$	$ 11.9
Fees and other income	4.1	6.3
Total interest and related portfolio income	$ 4.1	$ 18.2

Interest and dividend income from BLX for the nine months ended September 30, 2006, included interest income of $5.7 million, which was paid in kind. The interest paid in kind was paid to us through the issuance of additional Class A equity interests. In the fourth quarter of 2006, we placed our investment in BLX s 25% Class A equity interests on non-accrual status. As a result, there was no interest income from our investment in BLX for the nine months ended September 30, 2007, and this resulted in lower interest income from our investment in BLX for the first nine months of 2007 compared to the first nine months of 2006.

In consideration for providing a guaranty on BLX s revolving credit facility and standby letters of credit (discussed below), we earned fees of $4.1 million and $4.6 million for the nine months ended September 30, 2007 and 2006, respectively, which were included in fees and other income. As of September 30, 2007, BLX had not yet paid the $4.1 million in such fees earned by us in 2007 and, as a result, such fees were included as a receivable in other assets. The remaining fees and other income in 2006 relate to management fees from BLX. We have not charged BLX management fees in 2007.

Net change in unrealized appreciation or depreciation included a net decrease of $103.2 million for the nine months ended September 30, 2007, and a net decrease of

$67.9 million for the nine months ended September 30, 2006. See Results of Operations, Valuation of Business Loan Express, LLC below.

BLX is a national, non-bank lender that currently participates in the SBA s 7(a) Guaranteed Loan Program and its wholly-owned subsidiary is licensed by the SBA as a Small Business Lending Company (SBLC). The Office of the Inspector General of the SBA (OIG) and the United States Secret Service are conducting ongoing investigations of allegedly fraudulently obtained SBA-guaranteed loans issued by BLX. Specifically, on or about January 9, 2007, BLX became aware of an indictment captioned as the United States v. Harrington, No. 2:06-CR-20662 pending in the United States District Court for the Eastern District of Michigan. The indictment alleged that a former BLX employee in the Detroit office engaged in the fraudulent origination of loans guaranteed, in substantial part, by the SBA. We understand that BLX is working cooperatively with the U.S. Attorney s Office and the investigating agencies with respect to this matter. On October 1, 2007, the former BLX employee pled guilty to one count of conspiracy to fraudulently originate SBA-guaranteed loans and one count of making a false statement before a grand jury. The OIG and the U.S. Department of Justice are also conducting a civil investigation of BLX s lending practices in various jurisdictions. As an SBA lender, BLX is also subject to other SBA and OIG audits, investigations, and reviews. In addition, the Office of the Inspector General of the U.S. Department of Agriculture is conducting an investigation of BLX s lending practices under the Business and Industry Loan (B&I) program. These investigations, audits and reviews are ongoing.

These investigations, audits and reviews, changes in the laws or regulations that govern SBLCs or the SBA 7(a) Guaranteed Loan Program, or changes in government funding for this program could have a material adverse impact on BLX and, as a result, could negatively affect our financial results. We have considered BLX s current regulatory issues and ongoing investigations and litigation in performing the valuation of BLX at September 30, 2007. See Results of Operations, Valuation of Business Loan Express, LLC below. We are monitoring the situation. We retained a third party to work with BLX to review BLX s internal control systems. The third party conducted the review and offered recommendations to strengthen BLX s controls, which are being implemented.

On March 6, 2007, BLX entered into an agreement with the SBA. According to the agreement, BLX remains a preferred lender in the SBA 7(a) Guaranteed Loan Program and retains the ability to sell loans into the secondary market. As part of this agreement, BLX agreed to the immediate payment of approximately $10 million to the SBA to cover amounts paid by the SBA with respect to some of the SBA-guaranteed loans that have been the subject of the charges by the U.S. Attorney s Office for the Eastern District of Michigan against Mr. Harrington. As part of the SBA s increased oversight, the agreement provides that any loans originated and closed by BLX during the term of the agreement will be reviewed by an independent third party selected by the SBA prior to the sale of such loans into the secondary market. The agreement also requires BLX to repurchase the guaranteed portion of certain loans that default after having been sold into the secondary market, and subjects such loans to a similar third party review prior to any reimbursement of BLX by the SBA. In connection with this agreement, BLX also entered into an escrow agreement with the SBA and an escrow agent in which BLX agreed to deposit $10 million with the escrow agent for any additional payments BLX may be obligated to pay to the SBA in the future. BLX remains subject to SBA rules and regulations and as a result may be required to make additional payments to the SBA in the ordinary course of business. The agreement states that nothing in the agreement shall affect the rights of BLX to securitize or service

its loans. Notwithstanding the foregoing, in October 2007, BLX received a notice from the SBA that outlines certain conditions to the SBA s authorization for BLX to securitize the unguaranteed portions of SBA loans.

BLX has a separate non-recourse warehouse facility to enable it to securitize the unguaranteed portion of its SBA loans. BLX has been receiving temporary extensions of the warehouse facility, and the current extension expires on December 31, 2007. BLX is in negotiations with the warehouse facility providers to renew and amend the facility. If the current facility were to expire without renewal, the warehouse facility notes would become due and payable, and substantially all collections on the unguaranteed interests that currently are in the warehouse facility would be applied to repay the outstanding amounts owing to the warehouse providers until the warehouse providers were paid in full, similar to an amortizing term loan. In this event, the warehouse providers would not have recourse to BLX for repayment of the warehouse facility notes. In addition, BLX would not have the right to sell additional unguaranteed interests in SBA loans into this facility. In the event that BLX is unable to meet the SBA s conditions for securitization of the unguaranteed portions of SBA loans discussed above or if the warehouse providers do not agree to an extension of the warehouse facility, BLX will be required to seek alternative sources of capital to finance SBA loan originations and could incur higher capital costs.

At September 30, 2007, BLX had a three-year $500.0 million revolving credit facility provided by third-party lenders that matures in March 2009. The revolving credit facility may be expanded to $600.0 million through new or additional commitments at BLX s option. This facility provides for a sub-facility for the issuance of letters of credit for up to an amount equal to 25% of the committed facility. Upon the closing of this revolving credit facility in January 2006, we agreed to provide an unconditional guaranty to these revolving credit facility lenders in an amount equal to 50% of the total obligations (consisting of principal, letters of credit issued under the facility, accrued interest, and other fees) of BLX under this facility. On September 27, 2007, we increased the guaranty amount to 60% of the total obligations in connection with an amendment to and waivers under the facility as discussed below. At September 30, 2007, the principal amount outstanding on the revolving credit facility was $322.5 million and letters of credit issued under the facility were $89.5 million. The total obligation guaranteed by us at September 30, 2007, was $249.0 million. At September 30, 2007, we had also provided four standby letters of credit totaling $19.0 million in connection with four term securitization transactions completed by BLX.

The guaranty on the BLX revolving line of credit facility can be called by the lenders in the event of a default, which includes the occurrence of certain defaults under our revolving credit facility. Among other requirements, the BLX facility requires that BLX maintain compliance with certain financial covenants such as interest coverage, maximum debt to net worth, asset coverage, and maintenance of certain asset quality metrics. In addition, BLX would have an event of default if BLX failed to maintain its lending status with the SBA and such failure could reasonably be expected to result in a material adverse effect on BLX, or if BLX failed to maintain certain financing programs for the sale or long-term funding of BLX s loans. In September 2007, BLX received waivers until January 31, 2008, from its lenders with respect to non-compliance with certain facility covenants, and amended certain facility covenants through January 31, 2008. In addition, BLX previously received waivers from its lenders with respect to certain other covenants to permit BLX to comply with its obligations under its agreement with the SBA. BLX s agreement with the SBA has reduced the company s liquidity due to the working capital

required to comply with the agreement. BLX is in negotiations with its lenders to amend the credit facility covenants, but there can be no assurance that such negotiations will be successful. If the credit facility lenders do not agree to amend the covenants or to waive compliance with the covenants in periods subsequent to January 31, 2008, BLX would be in default under the credit facility.

We have been working with BLX on evaluating a number of strategic alternatives for BLX and have concluded that the company needs to make a strategic shift in its business operations and de-emphasize government guaranteed lending programs. BLX plans instead to further build its conventional small business and small commercial real estate lending activity. To effect this change in strategy, Robert Tannenhauser, BLX s current CEO, will take on the role of chairman on an interim basis and John Scheurer, an Allied Capital managing director, will assume the role of interim CEO of BLX. Under its new business plan, BLX intends to reduce its annual loan origination volume by about 30% in the next fiscal year, and then over time, it plans to rebuild its loan origination volume in conventional and commercial real estate loans. The inherent risks in repositioning the business have been considered in our valuation of BLX at September 30, 2007. We continue to work with BLX on restructuring its operations and financing facilities and we plan to support the company through its transition.

On or about January 16, 2007, BLX and its subsidiary Business Loan Center LLC (BLC) became aware of a lawsuit titled, United States, ex rel James R. Brickman and Greenlight Capital, Inc. v. Business Loan Express LLC f/k/a Business Loan Express, Inc.; Business Loan Center LLC f/k/a Business Loan Center, Inc.; Robert Tannenhauser; Matthew McGee; and George Harrigan, 05-CV-3147 (JEC), that is pending in the United States District Court for the Northern District of Georgia. The complaint includes allegations arising under the False Claims Act and relating to alleged fraud in connection with SBA guarantees on shrimp vessel loans made by BLX and BLC. On April 9, 2007, BLX, BLC and the other defendants filed motions to dismiss the complaint in its entirety. The motions are pending.

Mercury Air Centers, Inc. At December 31, 2006, our investment in Mercury Air Centers, Inc. (Mercury) totaled $84.3 million at cost and $244.2 million at value, or 5.0% of our total assets, which included unrealized appreciation of $159.9 million. We completed the purchase of a majority ownership in Mercury in April 2004.

In August 2007, we completed the sale of our majority equity interest in Mercury and realized a gain of $259.5 million, subject to post-closing adjustments. Approximately $11 million of our proceeds from the sale of our equity is subject to certain holdback provisions. In addition, we were repaid approximately $51 million of subordinated debt outstanding to Mercury at closing.

Mercury owned and operated fixed base operations generally under long-term leases from local airport authorities, which consisted of terminal and hangar complexes that serviced the needs of the general aviation community. Mercury was headquartered in Richmond Heights, OH.

Total interest and related portfolio income earned from our investment in Mercury for the nine months ended September 30, 2007 and 2006, was as follows:

($ in millions)	2007	2006
Interest income	$ 5.1	$ 7.3
Fees and other income	0.2	0.4
Total interest and related portfolio income	$ 5.3	$ 7.7

Net change in unrealized appreciation or depreciation for the three months ended September 30, 2007, included the reversal of $234.8 million of previously recorded unrealized appreciation associated with the realization of a gain on the sale of our majority equity interest in Mercury. Net change in unrealized appreciation or depreciation for the nine months ended September 30, 2007, included an increase in unrealized appreciation totaling $74.9 million for the first half of 2007 and the reversal of $234.8 million associated with the sale of our majority equity interest in the third quarter of 2007. Net change in unrealized appreciation or depreciation for the three and nine months ended September 30, 2006, included an increase in unrealized appreciation of $59.8 million and $64.1 million, respectively, related to our investment in Mercury.

Advantage Sales & Marketing, Inc. At December 31, 2005, our investment in Advantage totaled $257.7 million at cost and $660.4 million at value, or 16.4% of our total assets, which included unrealized appreciation of $402.7 million. Advantage is a sales and marketing agency providing outsourced sales, merchandising, and marketing services to the consumer packaged goods industry. Advantage has offices across the United States and is headquartered in Irvine, CA. We completed the purchase of a majority ownership in Advantage in June 2004.

On March 29, 2006, we sold our majority equity interest in Advantage. We were repaid our $184 million in subordinated debt outstanding and realized a gain at closing on our equity investment sold of $433.1 million, subject to post-closing adjustments. Subsequent to closing on this sale, we realized additional gains in 2006 resulting from post-closing adjustments totaling $1.3 million. Our realized gain was $434.4 million for the year ended December 31, 2006, subject to post-closing adjustments and excluding any earn-out amounts. In addition, we were entitled to receive additional consideration through an earn-out payment based on Advantage s 2006 audited results. The earn-out payment totaled $3.1 million, subject to potential post-determination adjustments, and was recorded as a realized gain in the second quarter of 2007.

As consideration for the common stock sold in the transaction, we received a $150 million subordinated note, with the balance of the consideration paid in cash. In addition, a portion of our cash proceeds from the sale of the common stock were placed in escrow, subject to certain holdback provisions. At September 30, 2007, the amount of the escrow included in other assets on our consolidated balance sheet was approximately $25 million. For tax purposes, the receipt of the $150 million subordinated note as part of our consideration for the common stock sold and the hold back of certain proceeds in escrow has allowed us, through installment treatment, to defer the recognition of taxable income for a portion of our realized gain until the note or other amounts are collected.

Total interest and related portfolio income earned from our investment in Advantage while we held a majority equity interest was $14.1 million (which included a prepayment premium of $5.0 million), for the nine months ended September 30, 2006. In addition, we

earned structuring fees of $2.3 million on our new $150 million subordinated debt investment in Advantage upon the closing of the sale transaction in 2006. Net change in unrealized appreciation or depreciation for the nine months ended September 30, 2006, included the reversal of $389.7 million of previously recorded unrealized appreciation associated with the realization of a gain on the sale of our majority equity interest in Advantage in the first quarter of 2006.

In connection with the sale transaction, we retained an equity investment in the business valued at $15 million at closing as a minority shareholder. During the fourth quarter of 2006, Advantage made a distribution on this minority equity investment, which reduced our cost basis to zero and resulted in a realized gain of $4.8 million.

Our investment in Advantage at September 30, 2007, which was composed of subordinated debt and a minority equity interest, totaled $154.0 million at cost and $165.0 million at value, which included unrealized appreciation of $11.0 million.

Investments in Collateralized Loan Obligations and Collateralized Debt Obligations (CLO/CDO Assets). At September 30, 2007, we had investments in six CLO issuances and one CDO bond, which represented 3.6% of our total assets. These CLO/CDO Assets are primarily invested in senior corporate loans. At September 30, 2007, the total face value of defaulted obligations in our CLO/ CDO Assets was $6.4 million or approximately 0.2% of the total underlying collateral assets. During the third quarter of 2007, the debt capital markets were volatile and market yields widened. With respect to the CLO market, we believe investor demand for pricing increased. As a result, the market yields for our investments in CLO preferred shares/income notes have increased, and as a result, the fair value of our investments in total has decreased. At September 30, 2007, the market yields used to value our preferred shares/income notes were 20% to 21%, with the exception of the income notes in one CLO with a cost and value of $18.0 million where we used a market yield of 15.9% due to the characteristics of this issuance. Net change in unrealized appreciation or depreciation for the three and nine months ended September 30, 2007, included a net decrease of $5.9 million and $7.5 million, respectively, related to our investments in CLO/CDO Assets. We received valuation assistance from Duff & Phelps for our investments in the CLO/CDO Assets as of September 30, 2007. See Results of Operations *Valuation Methodology* *Private Finance* below for further discussion of the third-party valuation assistance we received.

Commercial Real Estate Finance

The commercial real estate finance portfolio at value, investment activity, and the yield on interest-bearing investments at and for the three and nine months ended September 30, 2007 and 2006, and at and for the year ended December 31, 2006, were as follows:

	At and for the Three Months Ended September 30,				At and for the Nine Months Ended September 30,				At and for the Year Ended December 31, 2006	
	2007		2006		2007		2006			
($ in millions)	Value	Yield[(1)]	Value	Yield[(1)]	Value	Yield[(1)]	Value	Yield[(1)]	Value	Yield[(1)]
Portfolio at value:										
Commercial mortgage loans	$ 64.2	6.4%	$ 94.4	7.7%	$ 64.2	6.4%	$ 94.4	7.7%	$ 71.9	7.5%
Real estate owned	22.0		15.3		22.0		15.3		19.6	
Equity interests	33.5		22.1		33.5		22.1		26.7	
Total portfolio	$ 119.7		$ 131.8		$ 119.7		$ 131.8		$ 118.2	
Investments funded	$ 1.4		$ 0.3		$ 16.8		$ 14.2		$ 14.4	
Change in accrued or reinvested interest	$ (1.2)		$ 0.1		(1.1)		$ 0.6		$ 1.0	
Principal collections related to investment repayments or sales	$ 4.9		$ 0.7		$ 23.2		$ 17.9		$ 39.9	

(1) The weighted average yield on the interest-bearing investments is computed as the (a) annual stated interest on accruing loans plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing interest-bearing investments less the annual amortization of origination costs, divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date. Interest-bearing investments for the commercial real estate finance portfolio include all investments except for real estate owned and equity interests.

At September 30, 2007, we had outstanding funding commitments related to commercial mortgage loans and equity interests of $42.4 million, and commitments in the form of standby letters of credit and guarantees related to equity interests of $8.2 million.

Sale of CMBS Bonds and Collateralized Debt Obligation Bonds and Preferred Shares. On May 3, 2005, we completed the sale of our portfolio of commercial mortgage-backed securities (CMBS) and real estate related collateralized debt obligation (CDO) bonds and preferred shares. Under the sale agreement, we agreed not to primarily invest in CMBS and real estate-related CDOs and refrain from certain other real estate-related investing or servicing activities for a period of three years, or through May 2008, subject to certain limitations and excluding our existing

portfolio and related activities.

PORTFOLIO ASSET QUALITY

Portfolio by Grade. We employ a grading system for our entire portfolio. Grade 1 is used for those investments from which a capital gain is expected. Grade 2 is used for investments performing in accordance with plan. Grade 3 is used for investments that require closer monitoring; however, no loss of investment return or principal is expected. Grade 4 is used for investments that are in workout and for which some loss of current investment return is expected, but no loss of principal is expected. Grade 5 is used for investments that are in workout and for which some loss of principal is expected.

At September 30, 2007, and December 31, 2006, our portfolio was graded as follows:

	2007		**2006**	
Grade	**Portfolio at Value**	**Percentage of Total Portfolio**	**Portfolio at Value**	**Percentage of Total Portfolio**
($ in millions)				
1	$ 1,605.3	37.1%	$ 1,307.3	29.1%
2	2,320.6	53.6	2,672.3	59.4
3	258.1	6.0	308.1	6.9
4	90.5	2.1	84.2	1.9
5	52.4	1.2	124.2	2.7
	$ 4,326.9	100.0%	$ 4,496.1	100.0%

The amount of the portfolio in each grading category may vary substantially from period to period resulting primarily from changes in the composition of the portfolio as a result of new investment, repayment, and exit activity, changes in the grade of investments to reflect our expectation of performance, and changes in investment values.

Total Grade 4 and 5 portfolio assets were $142.9 million and $208.4 million, respectively, or were 3.3% and 4.6%, respectively, of the total portfolio value at September 30, 2007, and December 31, 2006. Grade 4 and 5 assets include loans, debt securities, and equity securities. We expect that a number of investments will be in the Grades 4 or 5 categories from time to time. Part of the private equity business is working with troubled portfolio companies to improve their businesses and protect our investment. The number and amount of investments included in Grade 4 and 5 may fluctuate from period to period. We continue to follow our historical practice of working with portfolio companies in order to recover the maximum amount of our investment.

At September 30, 2007, and December 31, 2006, $120.4 million and $135.9 million, respectively, of our investment in BLX at value was classified as Grade 3, which included our Class A equity interests and certain of our Class B equity interests that were not depreciated. At September 30, 2007, and December 31, 2006, $16.3 million and $74.8 million, respectively, of our investment in BLX at value was classified as Grade 5, which included certain of our Class B equity interests and our Class C equity interests that were depreciated. See Private Finance, Business Loan Express, LLC above.

Loans and Debt Securities on Non-Accrual Status. At September 30, 2007, and December 31, 2006, loans and debt securities at value not accruing interest for the total investment portfolio were as follows:

($ in millions)	2007	2006
Loans and debt securities in workout status (classified as Grade 4 or 5)[1]		
Private finance		
Companies more than 25% owned	$ 51.6	$ 51.1
Companies 5% to 25% owned	13.1	4.0
Companies less than 5% owned	20.7	31.6
Commercial real estate finance	12.4	12.2
Loans and debt securities not in workout status		
Private finance		
Companies more than 25% owned	116.2	87.1
Companies 5% to 25% owned	16.4	7.2
Companies less than 5% owned	13.0	38.9
Commercial real estate finance	6.7	6.7
Total	$ 250.1	$ 238.8
Percentage of total portfolio	5.8%	5.3%

[1] Workout loans and debt securities exclude equity securities that are included in the total Grade 4 and 5 assets above.

In general, interest is not accrued on loans and debt securities if we have doubt about interest collection or where the enterprise value of the portfolio company may not support further accrual. In addition, interest may not accrue on loans to portfolio companies that are more than 50% owned by us depending on such company s capital requirements. To the extent interest payments are received on a loan that is not accruing interest, we may use such payments to reduce our cost basis in the investment in lieu of recognizing interest income. At September 30, 2007, and December 31, 2006, our Class A equity interests in BLX of $95.8 million and $66.6 million, respectively, which represented 2.2% and 1.5% of the total portfolio at value, respectively, were included in non-accruals. See Private Finance, Business Loan Express, LLC above.

Loans and Debt Securities Over 90 Days Delinquent. Loans and debt securities greater than 90 days delinquent at value at September 30, 2007, and December 31, 2006, were as follows:

($ in millions)	2007	2006
Private finance	$ 160.8	$ 46.5
Commercial mortgage loans	1.9	1.9
Total	$ 162.7	$ 48.4
Percentage of total portfolio	3.8%	1.1%

The amount of loans and debt securities over 90 days delinquent increased to $162.7 million at September 30, 2007, from $48.4 million at December 31, 2006. The increase in loans and debt securities over 90 days delinquent

primarily relates to not receiving payment on our Class A equity interests of BLX of $95.8 million, which represented 2.2% of the total portfolio at value, at September 30, 2007. The Class A equity

interests were placed on non-accrual during the fourth quarter of 2006. See Private Finance, Business Loan Express, LLC above.

The amount of the portfolio that is on non-accrual status or greater than 90 days delinquent may vary from period to period. Loans and debt securities on non-accrual status and over 90 days delinquent should not be added together as they are two separate measures of portfolio asset quality. Loans and debt securities that are in both categories (i.e., on non-accrual status and over 90 days delinquent) totaled $162.7 million and $44.3 million at September 30, 2007, and December 31, 2006, respectively.

PORTFOLIO RETURNS

Since our merger on December 31, 1997, through September 30, 2007, our combined aggregate cash flow internal rate of return, or IRR, has been approximately 21% for private finance and CMBS/ CDO investments exited during this period. The IRR is calculated using the aggregate portfolio cash flow for all investments exited over this period. For investments exited during this period, we invested capital totaling $4.6 billion. The weighted average holding period of these investments was 37 months. Investments are considered to be exited when the original investment objective has been achieved through the receipt of cash and/or non-cash consideration upon the repayment of our debt investment or sale of an equity investment, or through the determination that no further consideration was collectible and, thus, a loss may have been realized. The aggregate cash flow IRR for private finance investments exited was approximately 21% and for CMBS/ CDO investments exited was approximately 24% for the same period. The weighted average holding period of the private finance and CMBS/ CDO investments was 47 months and 22 months, respectively, for the same period. These IRR results represent historical results. Historical results are not necessarily indicative of future results.

OTHER ASSETS AND OTHER LIABILITIES

Other assets is composed primarily of fixed assets, assets held in deferred compensation trusts, prepaid expenses, deferred financing and offering costs, and accounts receivable, which includes amounts received in connection with the sale of portfolio companies, including amounts held in escrow, and other receivables from portfolio companies. At September 30, 2007, and December 31, 2006, other assets totaled $153.9 million and $123.0 million, respectively. The increase since year end was primarily the result of increased prepaid expenses related to tax deposits, deferred financing costs, and escrow receivables.

Accounts payable and other liabilities is primarily composed of the liabilities related to the deferred compensation trust and accrued interest, bonus and taxes, including excise tax. At September 30, 2007, and December 31, 2006, accounts payable and other liabilities totaled $173.4 million and $147.1 million, respectively. The increase since year end was primarily the result of an increase in the accrued interest payable of $18.5 million and an increase in the liability related to the deferred compensation trust of $7.9 million. Accrued interest fluctuates from period to period depending on the amount of debt outstanding and the contractual payment dates of the interest on such debt.

RESULTS OF OPERATIONS

Comparison of the Three and Nine Months Ended September 30, 2007 and 2006

The following table summarizes our operating results for the three and nine months ended September 30, 2007 and 2006.

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
(in thousands, except per share amounts)	**2007**	**2006**	**Change**	**Percent Change**	**2007**	**2006**	**Change**	**Percent Change**
Interest and Related Portfolio Income:								
Interest and dividends	$ 105,669	$ 98,668	$ 7,001	7%	$ 310,466	$ 282,982	$ 27,484	10%
Fees and other income	12,699	14,715	(2,016)	(14%)	33,530	51,868	(18,338)	(35%)
Total interest and related portfolio income	118,368	113,383	4,985	4%	343,996	334,850	9,146	3%
Expenses:								
Interest	33,744	26,109	7,635	29%	98,368	72,455	25,913	36%
Employee	26,306	25,228	1,078	4%	76,845	67,054	9,791	15%
Employee stock options	18,312	3,649	14,663	402%	31,492	11,852	19,640	166%
Administrative	10,496	8,153	2,343	29%	38,225	29,348	8,877	30%
Total operating expenses	88,858	63,139	25,719	41%	244,930	180,709	64,221	36%
Net investment income before income taxes	29,510	50,244	(20,734)	(41%)	99,066	154,141	(55,075)	(36%)
Income tax expense (benefit), including excise tax	11,192	1,586	9,606	606%	16,073	13,988	2,085	15%
Net investment income	18,318	48,658	(30,340)	(62%)	82,993	140,153	(57,160)	(41%)
Net Realized and Unrealized Gains								

(Losses):								
Net realized gains	212,370	9,916	202,454	*	314,915	542,991	(228,076)	*
Net change in unrealized appreciation or depreciation	(327,156)	19,312	(346,468)	*	(272,132)	(471,942)	199,810	*
Total net gains (losses)	(114,786)	29,228	(144,014)	*	42,783	71,049	(28,266)	*
Net income (loss)	$ (96,468)	$ 77,886	$ (174,354)	(224%)	$ 125,776	$ 211,202	$ (85,426)	(40%)
Diluted earnings (loss) per common share	$ (0.62)	$ 0.53	$ (1.15)	(217%)	$ 0.81	$ 1.47	$ (0.66)	(45%)
Weighted average common shares outstanding diluted	155,329	147,112	8,217	6%	154,708	144,030	10,678	7%

* Net change in unrealized appreciation or depreciation and net gains (losses) can fluctuate significantly from period to period. As a result, comparisons may not be meaningful.

Total Interest and Related Portfolio Income. Total interest and related portfolio income includes interest and dividend income and fees and other income.

Interest and Dividends. Interest and dividend income for the three and nine months ended September 30, 2007 and 2006, was composed of the following:

($ in millions)	For the Three Months Ended September 30, 2007	For the Three Months Ended September 30, 2006	For the Nine Months Ended September 30, 2007	For the Nine Months Ended September 30, 2006
Interest:				
Private finance loans and debt securities	$ 94.1	$ 87.9	$ 280.4	$ 253.8
Preferred shares/income notes of CLOs	4.3	3.0	11.5	8.3
Commercial mortgage loans	1.1	1.7	4.9	6.5
Cash, U.S. Treasury bills, money market and other securities	5.6	5.0	11.8	10.9
Total interest	105.1	97.6	308.6	279.5
Dividends	0.6	1.1	1.9	3.5
Total interest and dividends	$ 105.7	$ 98.7	$ 310.5	$ 283.0

The level of interest income from the portfolio, which includes interest paid in cash and in kind, is directly related to the balance of the interest-bearing investment portfolio outstanding during the period multiplied by the weighted average yield. The interest-bearing investments in the portfolio at value and the yield on the interest-bearing investments in the portfolio at September 30, 2007 and 2006, were as follows:

($ in millions)	2007 Value	2007 Yield[1]	2006 Value	2006 Yield[1]
Loans and debt securities:				
Private finance	$ 3,106.8	11.8%	$ 2,905.2	12.5%
Commercial mortgage loans	64.2	6.4%	94.4	7.7%
Total loans and debt securities	3,171.0	11.7%	2,999.6	12.3%
Equity securities:				
Preferred shares/income notes of CLOs	131.5	15.1%	87.7	13.7%
Total interest bearing securities	$ 3,302.5	11.9%	$ 3,087.3	12.4%

[1] The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by (b) total interest-bearing investments at value. The weighted average yield on the preferred shares/income notes of

CLOs is calculated as the (a) effective interest yield on the preferred shares/income notes of CLOs, divided by (b) preferred shares/income notes of CLOs at value. The weighted average yields are computed as of the balance sheet date.

Our interest income from our private finance loans and debt securities has increased year over year primarily as a result of the growth in this portfolio, net of the reduction in yield. The private finance loan and debt securities portfolio yield at September 30, 2007, of 11.8% as compared to the private finance loan and debt securities portfolio yield of 12.5% at September 30, 2006, reflects the mix of debt investments in the private finance loan and debt securities portfolio and an increase in non-accruing loans and debt securities. The weighted average yield varies from period to period based on the current stated interest on loans and debt securities and the amount of loans and debt securities for which interest is not accruing.

See the discussion of the private finance portfolio yield above under the caption Portfolio and Investment Activity Private Finance.

Interest income also includes the effective interest yield on our investments in the preferred shares/income notes of CLOs. Interest income from these investments has increased year over year primarily as a result of the growth in these assets. The weighted average yield on the preferred shares/income notes of the CLOs has increased from 13.7% at September 30, 2006, to 15.1% at September 30, 2007.

Interest income from cash, U.S. Treasury bills, money market and other securities results primarily from interest earned on our liquidity portfolio and excess cash on hand. See Financial Condition, Liquidity and Capital Resources below. The value and weighted average yield of the liquidity portfolio was $200.7 million and 5.3%, respectively, at September 30, 2007, and $201.8 million and 5.3%, respectively, at December 31, 2006.

Dividend income results from the dividend yield on preferred equity interests, if any, or the declaration of dividends by a portfolio company on preferred or common equity interests. Dividend income will vary from period to period depending upon the timing and amount of dividends that are declared or paid by a portfolio company on preferred or common equity interests.

Fees and Other Income. Fees and other income primarily include fees related to structuring, diligence, transaction services, management and consulting services to portfolio companies, commitments, guarantees, and other services and loan prepayment premiums. As a business development company, we are required to make significant managerial assistance available to the companies in our investment portfolio. Managerial assistance includes, but is not limited to, management and consulting services related to corporate finance, marketing, human resources, personnel and board member recruiting, business operations, corporate governance, risk management and other general business matters.

Fees and other income for the three and nine months ended September 30, 2007 and 2006, included fees relating to the following:

	For the Three Months Ended September 30,		**For the Nine Months Ended September 30,**	
($ in millions)	**2007**	**2006**	**2007**	**2006**
Structuring and diligence	$ 7.3	$ 9.3	$ 15.3	$ 28.4
Management, consulting and other services provided to portfolio companies[1]	3.2	2.6	7.3	9.1
Commitment, guaranty and other fees from portfolio companies[2]	2.0	2.1	7.0	6.7
Loan prepayment premiums	0.1	0.7	3.7	7.7
Other income	0.1		0.2	
Total fees and other income	$ 12.7	$ 14.7	$ 33.5	$ 51.9

(1) The nine months ended September 30, 2006, includes $1.8 million in management fees from Advantage prior to its sale on March 29, 2006. See Portfolio and Investment Activity above for further discussion. The three and nine months ended September 30, 2006, included management fees from BLX of $0.5 million and $1.7 million, respectively. We have not charged BLX management fees in 2007. See Private Finance, Business Loan Express, LLC above.

(2) Includes guaranty and other fees from BLX of $1.3 million and $1.5 million for the three months ended September 30, 2007 and 2006, respectively, and $4.1 million and $4.6 million for the nine months ended

September 30, 2007 and 2006, respectively. See Private Finance, Business Loan Express, LLC above.

Fees and other income are generally related to specific transactions or services and therefore may vary substantially from period to period depending on the level of investment activity and types of services provided. Loan origination fees that represent yield enhancement on a loan are capitalized and amortized into interest income over the life of the loan.

Structuring and diligence fees primarily relate to the level of new investment originations. Private finance investments funded were $1.2 billion for the nine months ended September 30, 2007, as compared to $1.9 billion for the nine months ended September 30, 2006. This resulted in lower structuring and diligence fees in 2007 versus 2006.

Loan prepayment premiums for the nine months ended September 30, 2006, included $5.0 million related to the repayment of our subordinated debt in connection with the sale of our majority equity interest in Advantage on March 29, 2006. See Portfolio and Investment Activity above for further discussion. While the scheduled maturities of private finance and commercial real estate loans generally range from five to ten years, it is not unusual for our borrowers to refinance or pay off their debts to us ahead of schedule. Therefore, we generally structure our loans to require a prepayment premium for the first three to five years of the loan. Accordingly, the amount of prepayment premiums will vary depending on the level of repayments and the age of the loans at the time of repayment.

Mercury and BLX. At September 30, 2007, BLX represented 2.8% of our total assets. At September 30, 2006, Mercury and BLX together represented 10.7% of our total assets. Mercury was sold in August 2007 (see above). Total interest and related portfolio income from these investments for the three and nine months ended September 30, 2007 and 2006, was as follows:

	For the Three Months Ended September 30,		**For the Nine Months Ended September 30,**	
	2007	**2006**	**2007**	**2006**
($ in millions)				
Mercury	$1.0	$2.1	$5.3	$ 7.7
BLX	$1.3	$6.1	$4.1	$18.2

See Portfolio and Investment Activity above for further detail on Mercury and BLX.

Operating Expenses. Operating expenses include interest, employee, employee stock options, and administrative expenses.

Interest Expense. The fluctuations in interest expense during the three and nine months ended September 30, 2007 and 2006, were primarily attributable to changes in the level of our borrowings under various notes payable and our revolving line of credit. Our borrowing activity and weighted average cost of debt, including fees and debt financing

costs, at and for the three and nine months ended September 30, 2007 and 2006, were as follows:

	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,	
($ in millions)	2007	2006	2007	2006
Total outstanding debt	$1,922.4	$1,590.7	$1,922.4	$1,590.7
Average outstanding debt	$1,921.1	$1,507.5	$1,909.5	$1,433.5
Weighted average cost[1]	6.6%	6.6%	6.6%	6.6%

[1] The weighted average annual interest cost is computed as the (a) annual stated interest rate on the debt plus the annual amortization of commitment fees, other facility fees and debt financing costs that are recognized into interest expense over the contractual life of the respective borrowings, divided by (b) debt outstanding on the balance sheet date.

In addition, interest expense included interest paid to the Internal Revenue Service related to installment sale gains totaling $2.0 million and $0.3 million for the three months ended September 30, 2007 and 2006, respectively, and $4.3 million and $0.7 million for the nine months ended September 30, 2007 and 2006, respectively. Installment interest expense for the year ended December 31, 2007, is estimated to be a total of $6.4 million. See Dividends and Distributions below.

Employee Expense. Employee expenses for the three and nine months ended September 30, 2007 and 2006, were as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
($ in millions)	2007	2006	2007	2006
Salaries and employee benefits	$ 23.3	$ 19.6	$ 65.9	$ 54.6
Individual performance award (IPA)	2.4	2.1	7.4	6.0
IPA mark to market expense (benefit)	(2.0)	1.2	(3.6)	0.6
Individual performance bonus (IPB)	2.6	2.3	7.1	5.9
Total employee expense	$ 26.3	$ 25.2	$ 76.8	$ 67.1
Number of employees at end of period	178	168	178	168

The change in salaries and employee benefits reflects the effect of compensation increases, the change in mix of employees given their area of responsibility and relevant experience level and an increase in the number of employees. Salaries and employee benefits include an accrual for employee bonuses, which are generally paid annually after the completion of the fiscal year. The quarterly accrual is based upon an estimate of annual bonuses and is subject to change. The amount of the current year bonuses will be finalized by the Compensation Committee and the Board of Directors at the end of the year. Salaries and employee benefits included accrued bonuses of $11.1 million and $10.7 million for the three months ended September 30, 2007 and 2006, respectively, and $32.7 million and $27.6 million for the nine months ended September 30, 2007 and 2006, respectively.

The IPA is a long-term incentive compensation program for certain officers. The IPA, which is generally determined annually at the beginning of each year, is deposited into a deferred compensation trust generally in four equal installments, on a quarterly basis, in the form of cash. The trustee is required to use the cash to purchase shares of our common stock in the open market. The accounts of the trust are consolidated with our

accounts. We are required to mark to market the liability of the trust and this adjustment is recorded to the IPA compensation expense. Because the IPA is deferred compensation, the cost of this award is not a current expense for purposes of computing our taxable income. The expense is deferred for tax purposes until distributions are made from the trust.

We also have an IPB, which is distributed in cash to award recipients throughout the year (beginning in February of each year) as long as the recipient remains employed by us.

The Compensation Committee and the Board of Directors have determined the IPA and the IPB for 2007 and they are currently estimated to be approximately $10 million each; however, the Compensation Committee may adjust the IPA or IPB as needed, or make new awards as new officers are hired. If a recipient terminates employment during the year, any further cash contribution for the IPA or remaining cash payments under the IPB would be forfeited.

Stock Options Expense. Effective January 1, 2006, we adopted Statement No. 123 (Revised 2004), *Share-Based Payment* (SFAS 123R) using the modified prospective method of application, which required us to recognize compensation costs on a prospective basis beginning January 1, 2006. Under this method, the unamortized cost of previously awarded options that were unvested as of January 1, 2006, will be recognized over the remaining service period in the statement of operations beginning in 2006, using the fair value amounts determined for proforma disclosure under SFAS 123R. With respect to options granted on or after January 1, 2006, compensation cost based on estimated grant date fair value is recognized in the consolidated statement of operations over the service period. Our employee stock options are typically granted with ratable vesting provisions, and we amortize the compensation cost over the related service period. The stock option expense for the three and nine months ended September 30, 2007 and 2006, was as follows:

	For the Three Months Ended September 30,		**For the Nine Months Ended September 30,**	
($ in millions)	**2007**	**2006**	**2007**	**2006**
Employee Stock Option Expense:				
Options granted:				
Previously awarded, unvested options as of January 1, 2006	$ 1.7	$ 3.2	$ 8.2	$ 9.9
Options granted on or after January 1, 2006	2.2	0.4	8.9	2.0
Total options granted	3.9	3.6	17.1	11.9
Options cancelled in connection with tender offer (see below)	14.4		14.4	
Total employee stock option expense	$ 18.3	$ 3.6	$ 31.5	$ 11.9

Options Granted. In addition to the employee stock option expense for options granted, for both the nine months ended September 30, 2007 and 2006, administrative expense included $0.2 million of expense related to options granted to directors during each respective period. Options were granted to non-officer directors in the second quarters of 2007 and 2006. Options granted to non-officer directors vest on the grant date and therefore, the full expense is recorded on the grant date.

During the second quarter of 2007, options were granted for 6.4 million shares. One-third of the options granted to employees vested on June 30, 2007, therefore, approximately one-third of the expense related to this grant, or $5.9 million, was recorded in the second quarter of 2007. Of the remaining options granted, one-half will vest on June 30, 2008, and one-half will vest on June 30, 2009. We estimate that the employee-related stock option expense under SFAS 123R that will be recorded in our consolidated statement of operations, including the expense related to options granted in 2007 but excluding the expense related to the options cancelled in connection with the tender offer, will be approximately $21.0 million, $9.5 million, and $2.8 million for the years ended December 31, 2007, 2008, and 2009, respectively, which includes approximately $10.9 million, $6.6 million, and $2.8 million, respectively, related to options granted since adoption of SFAS 123R (January 1, 2006). This estimate may change if our assumptions related to future option forfeitures change. This estimate does not include any expense related to future stock option grants as the fair value of those stock options will be determined at the time of grant.

Options Cancelled in Connection with Tender Offer. On July 18, 2007, we completed a tender offer related to our offer to all optionees who held vested in-the-money stock options as of June 20, 2007, the opportunity to receive an option cancellation payment (OCP) equal to the in-the-money value of the stock options cancelled, determined using the Weighted Average Market Price of $31.75, which would be paid one-half in cash and one-half in unregistered shares of our common stock. We accepted for cancellation 10.3 million vested options held by employees and non-officer directors, which in the aggregate had a weighted average exercise price of $21.50. This resulted in a total option cancellation payment of approximately $105.6 million, of which $52.8 million was paid in cash and $52.8 million was paid through the issuance of 1.7 million unregistered shares of the Company s common stock, determined using the Weighted Average Market Price of $31.75. The Weighted Average Market Price represented the volume weighted average price of our common stock over the fifteen trading days preceding the first day of the offer period, or June 20, 2007. Our stockholders approved the issuance of the shares of our common stock in exchange for the cancellation of vested in-the-money stock options at our 2006 Annual Meeting of Stockholders. Cash payments to employee optionees were paid net of required payroll and income tax withholdings.

As discussed above, the OCP was equal to the in-the-money value of the stock options cancelled, determined using the Weighted Average Market Price of $31.75, and was paid one-half in cash and one-half in unregistered shares of the Company s common stock. In accordance with the terms of the tender offer, the Weighted Average Market Price represented the volume weighted average price of the Company s common stock over the fifteen trading days preceding the first day of the offer period, or June 20, 2007. Because the Weighted Average Market Price at the commencement of the tender offer on June 20, 2007, was higher than the market price of our common stock at the close of the offer on July 18, 2007, SFAS 123R required us to record employee-related stock option expense of $14.4 million and administrative expense related to stock options cancelled that were held by non-officer directors of $0.4 million. The same amounts were recorded as an increase to additional paid-in capital and, therefore, had no effect on our net asset value. The portion of the OCP paid in cash of $52.8 million reduced our additional paid-in capital and therefore reduced our net asset value. For income tax purposes, our tax deduction resulting from the OCP will be similar to the tax deduction that would have resulted from an exercise of stock options in the market. Any tax deduction for us resulting

from the OCP or an exercise of stock options in the market is limited by Section 162(m) of the Code for persons subject to Section 162(m).

At September 30, 2007, subsequent to the completion of the tender offer and the cancellation of the 10.3 million vested options, there were 18.5 million options outstanding and 10.7 million shares available to be granted under our Stock Option Plan. The Board of Directors adopted a target ownership program that establishes minimum ownership levels for our senior officers and continues to further align the interests of our officers with those of our stockholders.

Administrative Expenses. Administrative expenses include legal and accounting fees, valuation assistance fees, insurance premiums, the cost of leases for our headquarters in Washington, DC, and our regional offices, portfolio origination and development expenses, travel costs, stock record expenses, directors fees and stock option expense, and various other expenses. Administrative expenses for the three and nine months ended September 30, 2007 and 2006, were as follows:

	For the Three Months Ending September 30,		For the Nine Months Ending September 30,	
	2007	**2006**	**2007**	**2006**
($ in millions)				
Administrative expenses	$ 9.7	$ 7.6	$ 33.2	$ 25.3
Investigation and litigation costs	0.8	0.6	5.0	4.0
Total administrative expenses	$ 10.5	$ 8.2	$ 38.2	$ 29.3

Administrative expenses, excluding investigation and litigation costs, for the nine months ended September 30, 2007, included costs of $1.4 million incurred in the first quarter of 2007 to engage a third party to work with BLX, a portfolio company controlled by us, to conduct a review of BLX s internal control systems. See Private Finance, Business Loan Express, LLC above. In addition, administrative expenses for the nine months ended September 30, 2007, included $2.5 million in placement fees related to securing equity commitments to the Allied Capital Senior Debt Fund, L.P. in the second quarter of 2007. See Private Finance, Allied Capital Senior Debt Fund, L.P. above.

Investigation and litigation costs include costs associated with requests for information in connection with government investigations and other legal matters. We expect that we will continue to incur legal and other costs associated with these matters. These expenses remain difficult to predict. See Legal Proceedings below.

Income Tax Expense (Benefit), Including Excise Tax. Income tax expense (benefit) for the three and nine months ended September 30, 2007 and 2006, was as follows:

	For the Three Months Ended September 30,		For the Nine Months Ending September 30,	
	2007	**2006**	**2007**	**2006**
($ in millions)				
Income tax expense (benefit)	$ 2.2	$ (0.6)	$ (0.5)	$ 0.2
Excise tax expense	9.0	2.2	16.6	13.8
Income tax expense (benefit), including excise tax	$ 11.2	$ 1.6	$ 16.1	$ 14.0

Our wholly owned subsidiary, A.C. Corporation, is a corporation subject to federal and state income taxes and records a benefit or expense for income taxes as appropriate based on its operating results in a given period.

Our estimated annual taxable income for 2007 currently exceeds our estimated dividend distributions to shareholders from such taxable income in 2007, and such estimated excess taxable income will be distributed in 2008. Therefore, we will generally be required to pay a 4% excise tax on the excess of 98% of our taxable income over the amount of actual distributions from such taxable income. We have recorded an estimated excise tax of $9.0 million and $16.6 million for the three and nine months ended September 30, 2007, respectively. See Dividends and Distributions. While excise tax expense is presented in the consolidated statement of operations as a reduction to net investment income, excise tax relates to both net investment income and net realized gains.

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes.* This interpretation is effective for fiscal years beginning after December 15, 2006. The adoption of this interpretation did not have a significant effect on our consolidated financial position or our results of operations.

Realized Gains and Losses. Net realized gains primarily result from the sale of equity securities associated with certain private finance investments and the realization of unamortized discount resulting from the sale and early repayment of private finance loans and commercial mortgage loans, offset by losses on investments. Net realized gains for the three and nine months ended September 30, 2007 and 2006, were as follows:

	For the Three Months Ended September 30,		**For the Nine Months Ended September 30,**	
($ in millions)	**2007**	**2006**	**2007**	**2006**
Realized gains	$ 275.8	$ 12.6	$ 396.4	$ 550.1
Realized losses	(63.4)	(2.7)	(81.5)	(7.1)
Net realized gains	$ 212.4	$ 9.9	$ 314.9	$ 543.0

When we exit an investment and realize a gain or loss, we make an accounting entry to reverse any unrealized appreciation or depreciation, respectively, we had previously recorded to reflect the appreciated or depreciated value of the investment. For the three months and nine months ended September 30, 2007 and 2006, we reversed previously

recorded unrealized appreciation or depreciation when gains or losses were realized as follows:

($ in millions)	For the Three Months Ended September 30, 2007	2006	For the Nine Months Ended September 30, 2007	2006
Reversal of previously recorded net unrealized appreciation associated with realized gains	$ (243.9)	$ (10.2)	$ (330.9)	$ (499.4)
Reversal of previously recorded net unrealized depreciation associated with realized losses	65.8	2.2	88.1	5.4
Total reversal	$ (178.1)	$ (8.0)	$ (242.8)	$ (494.0)

Realized gains for the three months ended September 30, 2007 and 2006, were as follows:
($ in millions)

2007

Portfolio Company	Amount
Private Finance:	
Mercury Air Centers, Inc.	$ 259.5
Woodstream Corporation	14.6
Mogas Energy, LLC	1.2
Other	0.5
Total realized gains	$ 275.8

2006

Portfolio Company	Amount
Private Finance:	
Oriental Trading Company, Inc.	$ 8.9
Component Hardware Group, Inc.	2.8
Advantage Sales & Marketing, Inc.	0.7
Other	0.2
Total realized gains	$ 12.6

Realized losses for the three months ended September 30, 2007 and 2006, were as follows:
($ in millions)

2007

Portfolio Company		Amount
Private Finance:		
Jakel, Inc.	$	24.8
Startec Global Communications Corporation		20.2
Gordian Group, Inc.		9.7
Universal Environmental Services, LLC		8.6
Other		0.1
Total realized losses	$	63.4

2006

Portfolio Company		Amount
Private Finance:		
Cooper Natural Resources, Inc.	$	2.2
Other		0.5
Total realized losses	$	2.7

Realized gains for the nine months ended September 30, 2007 and 2006 were as follows:
($ in million)

2007

Portfolio Company	**Amount**
Private Finance:	
Mercury Air Centers, Inc.	$ 259.5
HMT, Inc.	39.9
Healthy Pet Corp.	36.6
Palm Coast Data, LLC	20.0
Woodstream Corporation	14.6
Wear Me Apparel Corporation	6.1
Mogas Energy, LLC	5.7
Tradesmen International, Inc.	3.8
ForeSite Towers, LLC	3.8
Advantage Sales & Marketing, Inc.	3.1
Geotrace Technologies, Inc.	1.1
Other	2.2
Total realized gains	$ 396.4

2006

Portfolio Company	**Amount**
Private Finance:	
Advantage Sales & Marketing, Inc.	$ 434.4
STS Operating, Inc.	94.8
Oriental Trading Company, Inc.	8.9
United Site Services, Inc.	3.3
Component Hardware Group, Inc.	2.8
Nobel Learning Communities, Inc.	1.5
MHF Logisitical Solutions, Inc.	1.2
The Debt Exchange, Inc.	1.1
Other	1.5
Total private finance	549.5
Commercial Real Estate:	
Other	0.6
Total commercial real estate	0.6
Total realized gains	$ 550.1

Realized losses for the nine months ended September 30, 2007 and 2006, were as follows:
($ in millions)

2007

Portfolio Company		**Amount**
Private Finance:		
Jakel, Inc.	$	24.8
Startec Global Communications, Inc.		20.2
Powell Plant Farms, Inc.		11.6
Gordian Group, Inc.		9.7
Universal Environmental Services, LLC		8.6
Legacy Partners Group, LLC		5.8
Other		0.8
Total realized losses	$	81.5

2006

Portfolio Company		**Amount**
Private Finance:		
Cooper Natural Resources, Inc.	$	2.2
Aspen Pet Products, Inc.		1.6
Nobel Learning Communities, Inc.		1.4
Other		1.0
Total private finance		6.2
Commercial Real Estate:		
Other		0.9
Total commercial real estate		0.9
Total realized losses	$	7.1

Change in Unrealized Appreciation or Depreciation. We determine the value of each investment in our portfolio on a quarterly basis, and changes in value result in unrealized appreciation or depreciation being recognized in our statement of operations. Value, as defined in Section 2(a)(41) of the Investment Company Act of 1940, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is as determined in good faith by the Board of Directors. Since there is typically no readily available market value for the investments in our portfolio, we value substantially all of our portfolio investments at fair value as determined in good faith by the Board of Directors pursuant to our valuation policy and a consistently applied valuation process. At September 30, 2007, portfolio investments recorded at fair value were approximately 89% of our total assets. Because of the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments determined in good faith by the

S-37

Board of Directors 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.

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. Unlike banks, we are not permitted to provide a general reserve for anticipated loan losses. Instead, we are required to specifically value each individual investment on a quarterly basis. We will record unrealized depreciation on investments when we believe that an investment has become impaired, including where collection of a loan or realization of an equity security is doubtful, or when the enterprise value of the portfolio company does not currently support the cost of our debt or equity investment. Enterprise value means the entire value of the company to a potential buyer, including the sum of the values of debt and equity securities used to capitalize the enterprise at a point in time. We will record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and/or our equity security has appreciated in value. Changes in fair value are recorded in the statement of operations as net change in unrealized appreciation or depreciation.

As a business development company, we have invested in illiquid securities including debt and equity securities of companies and CDO and CLO bonds and preferred shares/income notes. The structure of each debt and equity security is specifically negotiated to enable us to protect our investment and maximize our returns. We include many terms governing interest rate, repayment terms, prepayment penalties, financial covenants, operating covenants, ownership parameters, dilution parameters, liquidation preferences, voting rights, and put or call rights. Our investments may be subject to certain restrictions on resale and generally have no established trading market. Because of the type of investments that we make and the nature of our business, our valuation process requires an analysis of various factors. Our fair value methodology includes the examination of, among other things, the underlying investment performance, financial condition, and market changing events that impact valuation.

Valuation Methodology Private Finance. Our process for determining the fair value of a private finance investment begins with determining the enterprise value of the portfolio company. The fair value of our investment is based on the enterprise value at which 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 we exit a private finance investment is generally the sale, the recapitalization or, in some cases, the initial public offering of the portfolio company.

There is no one methodology to determine enterprise value and, in fact, for any one portfolio company, enterprise value is best expressed as a range of fair values. However, we must derive a single estimate of enterprise value. To determine the enterprise value of a portfolio company, we analyze its historical and projected financial results. This financial and other information is generally obtained from the portfolio companies, and may represent unaudited, projected or pro forma financial information. We generally require portfolio companies to provide annual audited and quarterly unaudited financial statements, as well as annual projections for the upcoming fiscal year. Typically in the private equity business, companies are bought and sold based on multiples of EBITDA, cash flow, net income, revenues or, in limited instances, book value. The private equity industry uses financial measures such as EBITDA or EBITDAM (Earnings Before Interest, Taxes,

Depreciation, Amortization and, in some instances, Management fees) in order to assess a portfolio company s financial performance and to value a portfolio company. EBITDA and EBITDAM are not intended to represent cash flow from operations as defined by U.S. generally accepted accounting principles and such information should not be considered as an alternative to net income, cash flow from operations, or any other measure of performance prescribed by U.S. generally accepted accounting principles. When using EBITDA to determine enterprise value, we may adjust EBITDA for non-recurring items. Such adjustments are intended to normalize EBITDA to reflect the portfolio company s earnings power. Adjustments to EBITDA may include compensation to previous owners, acquisition, recapitalization, or restructuring related items or one-time non-recurring income or expense items.

In determining a multiple to use for valuation purposes, we generally look to private merger and acquisition statistics, the entry multiple for the transaction, discounted public trading multiples or industry practices. In estimating a reasonable multiple, we consider not only the fact that our portfolio company may be a private company relative to a peer group of public comparables, but we also consider the size and scope of our portfolio company and its specific strengths and weaknesses. In some cases, the best valuation methodology may be a discounted cash flow analysis based on future projections. If a portfolio company is distressed, a liquidation analysis may provide the best indication of enterprise value.

If there is adequate enterprise value to support the repayment of our debt, the fair value of our loan or debt security normally corresponds to cost unless the borrower s condition or other factors lead to a determination of fair value at a different amount. The fair value of equity interests in portfolio companies is determined based on various factors, including the enterprise value remaining for equity holders after the repayment of the portfolio company s debt and other preference capital, and other pertinent factors such as recent offers to purchase a portfolio company, recent transactions involving the purchase or sale of the portfolio company s equity securities, liquidation events, or other events. The determined equity values are generally discounted when we have a minority position, restrictions on resale, specific concerns about the receptivity of the capital markets to a specific company at a certain time, or other factors.

CDO/CLO Assets are carried at fair value, which is based on a discounted cash flow model that utilizes prepayment, re-investment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow and comparable yields for similar bonds and preferred shares/income notes, when available. We recognize unrealized appreciation or depreciation on our CDO/CLO Assets as comparable yields in the market change and/ or based on changes in estimated cash flows resulting from changes in prepayment, re-investment or loss assumptions in the underlying collateral pool. We determine the fair value of our CDO/CLO Assets on an individual security-by-security basis. If we were to sell a group of these CDO/CLO Assets in a pool in one or more transactions, the total value received for that pool may be different than the sum of the fair values of the individual assets.

As a participant in the private equity business, we invest primarily in private middle market companies for which there is generally no publicly available information. Because of the private nature of these businesses, there is a need to maintain the confidentiality of the financial and other information that we have for the private companies in our portfolio. We believe that maintaining this confidence is important, as disclosure of such information could disadvantage our portfolio companies and could put us at a disadvantage in attracting

new investments. Therefore, we do not intend to disclose financial or other information about our portfolio companies, unless required, because we believe doing so may put them at an economic or competitive disadvantage, regardless of our level of ownership or control.

We currently intend to continue to work with third-party consultants to obtain assistance in determining fair value for a portion of the private finance portfolio each quarter. We work with these consultants to obtain assistance as additional support in the preparation of our internal valuation analysis. In addition, we may receive third-party assessments of a particular private finance portfolio company s value in the ordinary course of business, most often in the context of a prospective sale transaction or in the context of a bankruptcy process.

The valuation analysis prepared by management is submitted to our Board of Directors who is ultimately responsible for the determination of fair value of the portfolio in good faith. Valuation assistance from Duff & Phelps, LLC (Duff & Phelps) for our private finance portfolio consisted of certain limited procedures (the Procedures) we identified and requested them to perform. Based upon the performance of the Procedures on a selection of our final portfolio company valuations, Duff & Phelps concluded that the fair value of those portfolio companies subjected to the Procedures did not appear unreasonable. In addition, we also received third-party valuation assistance from Houlihan Lokey Howard and Zukin for certain private finance portfolio companies. For 2007 and 2006, we received third-party valuation assistance as follows:

	2007			**2006**		
	Q1	**Q2**	**Q3**	**Q1**	**Q2**	**Q3**
Number of private finance portfolio companies reviewed	88	92	135	78	78	105
Percentage of private finance portfolio reviewed at value	91.8%	92.1%	92.1%	87.0%	89.6%	86.5%

Professional fees for third-party valuation assistance were $1.5 million for the year ended December 31, 2006, and are estimated to be approximately $1.7 million for 2007.

Net Change in Unrealized Appreciation or Depreciation. Net change in unrealized appreciation or depreciation for the three and nine months ended September 30, 2007 and 2006, consisted of the following:

	For the Three Months Ended September 30,	**For the Nine Months Ended September 30,**