

PROSPECT CAPITAL CORP

Form 497

November 10, 2010

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**Filed Pursuant to Rule 497(e)  
Registration No. 333-164270**

**PROSPECTUS SUPPLEMENT  
(To Prospectus dated March 4, 2010)**

**Up to 9,750,000 Shares**

**Common Stock**

Prospect Capital Corporation is a financial services company that lends to and invests in middle market, privately-held companies. We are organized as an externally-managed, non-diversified closed-end management investment company that has elected to be treated as a business development company under the Investment Company Act of 1940. Prospect Capital Management LLC manages our investments and Prospect Administration LLC provides the administrative services necessary for us to operate.

We have entered into separate equity distribution agreements, each dated November 10, 2010, with each of Barclays Capital Inc., or Barclays, RBC Capital Markets, LLC, or RBC, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, or BB&T and KeyBanc Capital Markets Inc., or Key, relating to shares of common stock offered by this prospectus supplement and the accompanying prospectus. We sometimes refer to Barclays, RBC, BB&T and Key individually as a Sales Manager and together as the Sales Managers.

The equity distribution agreements provide that we may offer and sell up to 9,750,000 shares of our common stock from time to time through the Sales Managers, as our agents for the offer and sale of such common stock. Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be at the market as defined in Rule 415 under the Securities Act of 1933, as amended, or the 1933 Act, including sales made directly on the NASDAQ Global Select Market or sales made to or through a market maker other than on an exchange.

Each Sales Manager will receive from us a commission equal to 2% of the gross sales price of all shares of common stock sold through it as Sales Manager under the applicable equity distribution agreement. No Sales Manager is required to sell any specific number or dollar amount of common stock, but each will use its commercially reasonable efforts to sell the common stock offered by this prospectus supplement and the accompanying prospectus. See Plan of Distribution on page S-60 of this prospectus supplement.

These shares of common stock may be offered at a discount from our most recently determined net asset value per share pursuant to authority granted by our stockholders at the 2009 annual meeting of stockholders held on December 11, 2009. We are currently seeking stockholder approval at our upcoming 2010 annual meeting, to be held on December 10, 2010, to continue for an additional year our ability to issue shares of common stock below net asset value. Sales of common stock at prices below net asset value per share dilute the interests of existing stockholders, have the effect of reducing our net asset value per share and may reduce our market price per share. See Risk Factors beginning on page S-7 and Sales of Common Stock Below Net Asset Value beginning on page S-55 of this prospectus supplement and on page 80 of the accompanying prospectus.

Our common stock is traded on the NASDAQ Global Select Market under the symbol PSEC. The last reported closing sales price for our common stock on November 9, 2010 was \$10.50 per share and our most recently determined net asset value per share was \$10.24 as of September 30, 2010 (\$10.11 on an as adjusted basis solely to give effect to our distribution with a record date of October 29, 2010, our issuance of common stock on October 29, 2010 in connection with our dividend reinvestment plan, and our sale of 4,929,556 shares of common stock during the period from September 28, 2010 through October 29, 2010 (with settlement dates of October 1, 2010 through November 3, 2010).

This prospectus supplement and the accompanying prospectus contain important information you should know before investing in our securities. Please read it before you invest and keep it for future reference. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission, or the SEC. This information is available free of charge by contacting us at 10 East 40th Street, 44th Floor, New York, NY 10016 or by telephone at (212) 448-0702. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) where such information is available without charge upon written or oral request. Our internet website address is [www.prospectstreet.com](http://www.prospectstreet.com). Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and you should not consider information contained on our website to be part of this prospectus supplement or the accompanying prospectus.

**Investing in our common stock involves risks. See Risk Factors beginning on page S-7 of this prospectus supplement and on page 9 of the accompanying prospectus.**

**The SEC has not approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**Barclays Capital                      RBC Capital Markets              BB&T Capital Markets              KeyBanc Capital Markets**  
**A division of Scott & Stringfellow, LLC**

Prospectus Supplement dated November 10, 2010

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**FORWARD-LOOKING STATEMENTS**

Our annual report on Form 10-K for the year ended June 30, 2010, any of our quarterly reports on Form 10-Q or current reports on Form 8-K, or any other oral or written statements made in press releases or otherwise by or on behalf of Prospect Capital Corporation, including this prospectus supplement and the accompanying prospectus, may contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the 1934 Act, which involve substantial risks and uncertainties. Forward-looking statements predict or describe our future operations, business plans, business and investment strategies and portfolio management and the performance of our investments and our investment management business. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our industry, our beliefs, and our assumptions. Words such as intends, intend, intended, goal, estimate, estimates, expects, expect, project, projected, projections, plans, seeks, anticipates, anticipated, should, could, may, will, future, believe, believes and scheduled and variations of these words and similar expressions are intended to identify forward-looking statements. Our actual results or outcomes may differ materially from those anticipated. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date the statement was made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

our future operating results,

our business prospects and the prospects of our portfolio companies,

the impact of investments that we expect to make,

our contractual arrangements and relationships with third parties,

the dependence of our future success on the general economy and its impact on the industries in which we invest,

the ability of our portfolio companies to achieve their objectives,

difficulty in obtaining financing or raising capital, especially in the current credit and equity environment,

the level and volatility of prevailing interest rates and credit spreads, magnified by the current turmoil in the credit markets,

adverse developments in the availability of desirable loan and investment opportunities whether they are due to competition, regulation or otherwise,

a compression of the yield on our investments and the cost of our liabilities, as well as the level of leverage available to us,

our regulatory structure and tax treatment, including our ability to operate as a business development company and a regulated investment company,

the adequacy of our cash resources and working capital,

the timing of cash flows, if any, from the operations of our portfolio companies,

the ability of our investment adviser to locate suitable investments for us and to monitor and administer our investments,

authoritative generally accepted accounting principles or policy changes from such standard-setting bodies as the Financial Accounting Standards Board, the Securities and Exchange Commission, Internal Revenue Service, the NASDAQ Global Select Market, and other authorities that we are subject to, as well as their counterparts in any foreign jurisdictions where we might do business, and

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the risks, uncertainties and other factors we identify in **Risk Factors** and elsewhere in this prospectus supplement and the accompanying prospectus and in our filings with the SEC.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new loans and investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this prospectus supplement and the accompanying prospectus, respectively, should not be regarded as a representation by us that our plans and objectives will be achieved. These risks and uncertainties include those described or identified in **Risk Factors** and elsewhere in this prospectus supplement and the accompanying prospectus, respectively. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this prospectus supplement or the accompanying prospectus, as applicable. These forward-looking statements do not meet the safe harbor for forward-looking statements pursuant to Section 27A of the 1933 Act.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We have not, and the Sales Managers have not, authorized any other person to provide you with information that is different from that contained in this prospectus supplement or the accompanying prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the Sales Managers are not, making an offer of these securities in any jurisdiction where the offer 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 in addition to the information in that prospectus.

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**PROSPECTUS SUMMARY**

*This summary highlights some information from this prospectus supplement and the accompanying prospectus, and it may not contain all of the information that is important to you. To understand the terms of the common stock offered hereby, you should read this prospectus supplement and the accompanying prospectus carefully. Together, these documents describe the specific terms of the shares of common stock we are offering. You should carefully read the sections titled *Risk Factors* in this prospectus supplement and in the accompanying prospectus and the documents identified in the section *Available Information*.*

*The terms *we*, *us*, *our* and *Company*, refer to Prospect Capital Corporation; *Prospect Capital Management*, *Investment Advisor* and *PCM* refer to Prospect Capital Management LLC; and *Prospect Administration* and the *Administrator* refer to Prospect Administration LLC.*

**The Company**

Prospect Capital Corporation is a financial services company that primarily lends to and invests in middle market privately-held companies. We are a closed-end investment company that has filed an election to be treated as a business development company under the Investment Company Act of 1940, or the 1940 Act. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financing and recapitalization. We work with the management teams or financial sponsors to seek investments with historical cash flows, asset collateral or contracted pro-forma cash flows.

Typically, we concentrate on making investments in companies with annual revenues of less than \$500 million and enterprise values of less than \$250 million. Our typical investment involves a secured loan of less than \$50 million with some form of equity participation. From time to time, we acquire controlling interests in companies in conjunction with making secured debt investments in such companies. In most cases, companies in which we invest are privately held at the time we invest in them. We refer to these companies as *target* or *middle market* companies and these investments as *middle market* investments.

We seek to maximize total returns to our investors, including both current yield and equity upside, by applying rigorous credit analysis and asset-based and cash-flow based lending techniques to make and monitor our investments. Many of our investments to date have been in energy-related industries. We have made no investments to date in the real estate or mortgage industries, and we do not intend currently to focus on such investments.

We are currently pursuing multiple investment opportunities, including purchases of portfolios from private and public companies, as well as originations and secondary purchases of particular securities. There can be no assurance that we will successfully consummate any investment opportunity we are currently pursuing. Motivated sellers, including commercial finance companies, hedge funds, other business development companies, total return swap counterparties, banks, collateralized loan obligation funds, and other entities, are suffering from excess leverage, and we believe we are well positioned to capitalize as potential buyers of such assets at attractive prices. If any of these opportunities are consummated, there can be no assurance that investors will share our view of valuation or that any assets acquired will not be subject to future write downs, each of which could have an adverse effect on our stock price.

As of September 30, 2010, we held investments in 57 portfolio companies. The aggregate fair value as of September 30, 2010 of investments in these portfolio companies held on that date is approximately \$830 million. Our portfolio across all our long-term debt and certain equity investments had an annualized current yield of 13.4% as of

September 30, 2010. The yield includes interest as well as dividends.

### **Recent Developments**

#### **Sales Pursuant to the September 24, 2010 Equity Distribution Agreements**

We previously entered into equity distributions agreements, dated September 24, 2010, with each of RBC, BMO Capital Markets Corp., or BMO, and Key for the offer and sale of up to 6,000,000 shares of our common stock. We completed the sale of 5,231,956 shares of our common stock pursuant to the September 24, 2010 equity

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distribution agreements, resulting in net proceeds of approximately \$50.3 million after deducting related expenses, including commissions to the sales agents. The sales pursuant to these distribution agreements were executed by RBC, BMO and Key and the sales commissions to RBC, BMO and Key were \$0.3 million, \$0.3 million and \$0.4 million, respectively. Each of the September 24, 2010 equity distribution agreements has been terminated.

**Stock Issuance in Connection with Dividend Reinvestment Plan**

On October 29, 2010, we issued 92,999 shares of our common stock in connection with our dividend reinvestment plan.

**Dividends**

On November 8, 2010, we announced the declaration of monthly dividends in the following amounts and with the following record and payment dates:

\$0.100875 per share for November 2010 to holders of record on November 30, 2010 with a payment date of December 31, 2010;

\$0.101000 per share for December 2010 to holders of record on December 31, 2010 with a payment date of January 31, 2011; and

\$0.101125 per share for January 2011 to holders of record on January 31, 2011 with a payment date of February 28, 2011.

**Credit Facility**

On November 1, 2010, we announced an increase in commitments to our credit facility of \$20 million. The commitments to the credit facility now stand at \$260 million.

**Recent Investment Activity**

On October 12, 2010, we made a senior secured debt investment of \$32.5 million in ICON Health & Fitness, Inc., a leading manufacturer and marketer of branded health and fitness equipment.

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**The Offering**

Common stock offered by us	Up to 9,750,000 shares.
Common stock outstanding as of the date of this prospectus supplement	83,423,918 shares.
Use of proceeds	We expect to use the net proceeds from this offering initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, investments in high quality short-term debt instruments or a combination thereof, and thereafter to make long-term investments in accordance with our investment objective. See <b>Use of Proceeds</b> in this prospectus supplement.
The NASDAQ Global Select Market symbol	PSEC
Risk factors	See <b>Risk Factors</b> in this prospectus supplement and the accompanying prospectus and other information in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before you decide whether to make an investment in shares of our common stock.
Current distribution rate	<p>On August 26, 2010 and November 8, 2010, we announced that our Board of Directors declared monthly distributions in the following amounts and with the following record and payment dates:</p> <p>\$0.100750 per share for October 2010 to holders of record on October 29, 2010 with a payment date of November 30, 2010;</p> <p>\$0.100875 per share for November 2010 to holders of record on November 30, 2010 with a payment date of December 31, 2010;</p> <p>\$0.101000 per share for December 2010 to holders of record on December 31, 2010 with a payment date of January 31, 2011; and</p> <p>\$0.101125 per share for January 2011 to holders of record on January 31, 2011 with a payment date of February 28, 2011,</p> <p>representing an annualized distribution yield (based on the October 2010 distribution) of approximately 11.5% based on our November 9, 2010 closing stock price of \$10.50 per share. Such distributions are expected to be payable out of earnings. Our distribution levels are subject to change or discontinuance at any time in the discretion of our Board of Directors. Our future earnings and operating cash flow may not be sufficient to support a dividend.</p>

**Table of Contents*****Fees and Expenses***

The following tables are intended to assist you in understanding the costs and expenses that an investor in this offering will bear directly or indirectly. In these tables, we assume that we have borrowed \$260 million under our credit facility, which is the maximum amount currently available under the credit facility. As of November 9, 2010, we had \$14.3 million outstanding under our credit facility and, based on the assets currently pledged as collateral on the facility, an additional approximately \$183.0 million was available to us for borrowing under our credit facility. Except where the context suggests otherwise, whenever this prospectus supplement and the accompanying prospectus contains a reference to fees or expenses paid by you, us or Prospect Capital, or that we will pay fees or expenses, the Company will pay such fees and expenses out of our net assets and, consequently, you will indirectly bear such fees or expenses as an investor in the Company. However, you will not be required to deliver any money or otherwise bear personal liability or responsibility for such fees or expenses.

**Stockholder transaction expenses:**

Sales load (as a percentage of offering price)(1)	2.00%
Offering expenses borne by us (as a percentage of offering price)(2)	0.15%
Dividend reinvestment plan expenses(3)	None
Total stockholder transaction expenses (as a percentage of offering price)	2.15%
<b>Annual expenses (as a percentage of net assets attributable to common stock)(4):</b>	
Management Fees(5)	2.70%
Incentive fees payable under Investment Advisory Agreement (20% of realized capital gains and 20% of pre-incentive fee net investment income)(6)	2.61%
Interest payments on borrowed funds	1.38%(7)
Acquired Fund Fees and Expenses	0.01%(8)
Other expenses	1.70%
Total annual expenses	8.40%(6)

***Example***

The following table demonstrates the projected dollar amount of cumulative expenses we would pay out of net assets and that you would indirectly bear over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed that our annual operating expenses would remain at the levels set forth in the table above and that we pay the transaction costs shown in the table above.

	<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	\$ 78.11	\$ 190.05	\$ 300.24	\$ 568.20

While the example assumes, as required by the SEC, a 5% annual return, our performance will vary and may result in a return greater or less than 5%. The income incentive fee under our Investment Advisory Agreement with Prospect Capital Management would be zero at the 5% annual return assumption required by the SEC for this table, since no incentive fee is paid until the annual return exceeds 7%. This illustration assumes that we will not realize any capital gains computed net of all realized capital losses and unrealized capital depreciation in any of the indicated time periods. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive fee of a material amount, our expenses, and returns to our investors after such expenses, would be

higher. In addition, while the example assumes reinvestment of all dividends and distributions at NAV per share, participants in our dividend reinvestment plan will receive a number of shares of our common stock determined by dividing the total dollar amount of the dividend payable to a participant by the market price per share of our common stock at the close of trading on the valuation date for the dividend. See **Dividend Reinvestment Plan** in the accompanying prospectus for additional information regarding our dividend reinvestment plan.

**This example and the expenses in the table above should not be considered a representation of our future expenses. Actual expenses (including the cost of debt, if any, and other expenses) may be greater or less than those shown.**

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- (1) Represents the commission with respect to our shares of common stock being sold in this offering, which we will pay to the Sales Managers in connection with sales of common stock effected by the Sales Managers in this offering. There is no guaranty that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus.
- (2) The offering expenses of this offering are estimated to be approximately \$150,000.
- (3) The expenses of the dividend reinvestment plan are included in other expenses.
- (4) Net assets attributable to our common stock equal net assets (i.e., total assets less liabilities other than liabilities for money borrowed for investment purposes) at September 30, 2010. See Capitalization in this prospectus supplement.
- (5) Our base management fee is 2% of our gross assets (which include any amount borrowed, i.e., total assets without deduction for any liabilities). Assuming that we have borrowed \$260 million (the size of our credit facility), the 2% management fee of gross assets equals 2.70% of net assets. See Business Management Services Investment Advisory Agreement in the accompanying prospectus and footnote 6 below.
- (6) Based on an annualized level of incentive fee paid during our first fiscal quarter ended September 30, 2010, all of which consisted of an income incentive fee. For a more detailed discussion of the calculation of the two-part incentive fee, see Management Services Investment Advisory Agreement in this prospectus supplement and Business Management Services Investment Advisory Agreement in the accompanying prospectus.
- (7) We may borrow additional money before and after the proceeds of this offering are substantially invested. After this offering, we will have an increased amount available for us under our credit facility and we will continue to seek additional commitments to upsize the facility to up to \$300 million. For more information, see Risk Factors Risks Relating To Our Business Changes in interest rates may affect our cost of capital and net investment income and Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition, Liquidity and Capital Resources in this prospectus supplement. The table above assumes that we have borrowed \$260 million under our credit facility, which is the maximum amount available under the credit facility. If we do not borrow amounts following this offering, our base management fee, as a percentage of net assets attributable to common stock, will decrease from the percentage shown in the table above, as borrowings will not represent a portion of our overall assets.
- (8) The Company's stockholders indirectly bear the expenses of underlying investment companies in which the Company invests. This amount includes the fees and expenses of investment companies in which the Company is invested in as of September 30, 2010. When applicable, fees and expenses are based on historic fees and expenses for the investment companies and for those investment companies with little or no operating history, fees and expenses are based on expected fees and expenses stated in the investment companies' prospectus or other similar communication without giving effect to any performance. Future fees and expenses for certain investment companies may be substantially higher or lower because certain fees and expenses are based on the performance of the investment companies, which may fluctuate over time. The amount of the Company's average net assets used in calculating this percentage was based on net assets of approximately \$803 million as of September 30, 2010.

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You should read the condensed financial information below with the Financial Statements and Notes thereto included in this prospectus supplement and the accompanying prospectus. Financial information below for the twelve months ended June 30, 2010, 2009, 2008, 2007 and 2006 has been derived from the financial statements that were audited by our independent registered public accounting firm. The selected consolidated financial data at and for the three months ended September 30, 2010 and 2009 has been derived from unaudited financial data. Certain reclassifications have been made to the prior period financial information to conform to the current period presentation. See Management's Discussion and Analysis of Financial Condition and Results of Operations starting on page S-9 for more information.

	For the Three Months Ended September 30,		For the Year Ended June 30,				
	2010	2009	2010	2009	2008	2007	2006
(In thousands except data relating to shares, per share and number of portfolio companies)							
<b>Income Data:</b>							
Income	\$ 28,921	\$ 14,835	\$ 86,518	\$ 62,926	\$ 59,033	\$ 30,084	\$ 1,000
Net income	2,194	6,218	15,366	22,793	12,033	6,153	1,000
Income	4,097	464	12,675	14,762	8,336	4,444	1,000
Investment	35,212	21,517	114,559	100,481	79,402	40,681	1,000
and credit							
expenses	(2,261)	(1,374)	(8,382)	(6,161)	(6,318)	(1,903)	1,000
Investment advisory	(9,525)	(6,289)	(30,727)	(26,705)	(20,199)	(11,226)	1,000
expenses	(2,431)	(1,536)	(8,260)	(8,452)	(7,772)	(4,421)	1,000
expenses	(14,217)	(9,199)	(47,369)	(41,318)	(34,289)	(17,550)	1,000
Investment	20,995	12,318	67,190	59,163	45,113	23,131	1,000
and							
net gains	4,585	(18,696)	(47,565)	(24,059)	(17,522)	(6,403)	1,000
Release							
(e) in net							
from							
operations	\$ 25,580	\$ (6,378)	\$ 19,625	\$ 35,104	\$ 27,591	\$ 16,728	\$ 1,000
<b>Per Share Data:</b>							
	\$ 0.34	\$ (0.13)	\$ 0.33	\$ 1.11	\$ 1.17	\$ 1.06	\$ 1.00



Change in net income(1)								
Per share weighted outstanding	\$ (0.31)	\$ (0.41)	\$ (1.33)	\$ (1.62)	\$ (1.59)	\$ (1.54)	\$	\$
Period	74,177,194	49,804,906	59,429,222	31,559,905	23,626,642	15,724,095		7,050,000
<b>Balance Sheet Data:</b>								
Assets	\$ 830,177	\$ 510,798	\$ 748,483	\$ 547,168	\$ 497,530	\$ 328,222	\$	\$ 130,000
Liabilities	40,423	104,697	84,212	119,857	44,248	48,280		
Equity	870,600	615,495	832,695	667,025	541,778	376,502		130,000
Drawn on facility	46,600		100,300	124,800	91,167			20,000
owed to parties	7,225	6,031	9,300	6,713	6,641	4,838		
Liabilities	13,951	2,218	11,671	2,916	14,347	71,616		
Liabilities	67,776	8,249	121,271	134,429	112,155	76,454		30,000
Assets	\$ 802,824	\$ 607,246	\$ 711,424	\$ 532,596	\$ 429,623	\$ 300,048	\$	\$ 100,000
<b>Operating Activity</b>								
Portfolio sales at period								
Operations	57	29	58	30	29(2)	24(2)		8
Payments, or disposals	\$ 140,951	\$ 6,066	\$ 157,662	\$ 98,305	\$ 311,947	\$ 167,255	\$	\$ 80,000
End-Average end of	\$ 68,148	\$ 24,241	\$ 136,221	\$ 27,007	\$ 127,212	\$ 38,407	\$	\$
(1)	13.4%	15.7%	14.2%	13.7%	15.5%	17.1%		

(1) Per share data is based on average weighted shares for the period.

(2) Includes a net profits interest in Charlevoix Energy Trading LLC, or Charlevoix, remaining after loan was paid.

(3) Includes dividends from certain equity investments.

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**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and in the accompanying prospectus, together with all of the other information included in this prospectus supplement and in the accompanying prospectus, before you decide whether to make an investment in our common stock. The risks set forth below and in the accompanying prospectus are not the only risks we face. If any of the adverse events or conditions described below or in the accompanying prospectus occur, our business, financial condition and results of operations could be materially adversely affected. In such case, our NAV and the trading price of our common stock could decline, we could reduce or eliminate our dividend and you could lose all or part of your investment.*

***Recent developments may increase the risks associated with our business and an investment in us.***

The U.S. financial markets have been experiencing a high level of volatility, disruption and distress, which was exacerbated by the failure of several major financial institutions in the last few months of 2008. Despite actions of the United States federal government, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular. Similar conditions have occurred in the financial markets and economies of numerous other countries. While these conditions appear to be improving, they could continue for a prolonged period of time or worsen in the future both in the U.S. and globally. These conditions have raised the level of many of the risks described in this prospectus supplement and in the accompanying prospectus and could have an adverse effect on our portfolio companies as well as on our business, financial condition, results of operations, dividend payments, credit facility, access to capital, valuation of our assets, including our NAV, and our stock price.

***Our most recent NAV was calculated on September 30, 2010 and our NAV when calculated effective December 31, 2010 may be higher or lower.***

Our most recently estimated NAV per share is \$10.11 on an as adjusted basis solely to give effect to our distribution with a record date of October 29, 2010, our issuance of common stock on October 29, 2010 in connection with our dividend reinvestment plan and our sale of 4,929,556 shares of common stock during the period from September 28, 2010 through October 29, 2010 (with settlement dates of October 1, 2010 through November 3, 2010) versus \$10.24 determined by us as of September 30, 2010. NAV per share as of December 31, 2010, may be higher or lower than \$10.11 based on potential changes in valuations and earnings for the quarter then ended. Our Board of Directors has not yet determined the fair value of portfolio investments at any date subsequent to September 30, 2010. Our Board of Directors determines the fair value of our portfolio investments on a quarterly basis in connection with the preparation of quarterly financial statements and based on input from an independent valuation firm, our Investment Advisor and the audit committee of our Board of Directors.

***If we sell common stock at a discount to our NAV per share, stockholders who do not participate in such sale will experience immediate dilution in an amount that may be material.***

We have obtained approval from our stockholders for us to be able to sell an unlimited number of shares of our common stock at any level of discount from NAV per share in certain circumstances during the one-year period ending on December 11, 2010 as described in the accompanying prospectus. We are currently seeking stockholder approval at our upcoming 2010 annual meeting, to be held on December 10, 2010, to continue for an additional year our ability to issue shares of our common stock below net asset value. The issuance or sale by us of shares of our common stock at a discount to net asset value poses a risk of dilution to our stockholders. In particular, stockholders

who do not purchase additional shares of common stock at or below the discounted price in proportion to their current ownership will experience an immediate decrease in NAV per share (as well as in the aggregate NAV of their shares of common stock if they do not participate at all). These stockholders will also experience a disproportionately greater decrease in their participation in our earnings and assets and their voting power than the increase we experience in our assets, potential earning power and voting interests from such issuance or sale. In addition, such sales may adversely affect the price at which our common stock trades. For additional information about recent sales below NAV per share, see [Recent Sales of Common Stock Below Net Asset Value](#) in this prospectus

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supplement and for additional information and hypothetical examples of these risks, see *Sales of Common Stock Below Net Asset Value* in this prospectus supplement and in the accompanying prospectus.

***Senior securities, including debt, expose us to additional risks, including the typical risks associated with leverage.***

We currently use our revolving credit facility to leverage our portfolio and we expect in the future to borrow from and issue senior debt securities to banks and other lenders and may securitize certain of our portfolio investments.

With certain limited exceptions, as a BDC we are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, is at least 200% after such borrowing. The amount of leverage that we employ will depend on our Investment Adviser's and our Board of Directors' assessment of market conditions and other factors at the time of any proposed borrowing. There is no assurance that a leveraging strategy will be successful. Leverage involves risks and special considerations for stockholders, including:

A likelihood of greater volatility in the net asset value and market price of our common stock;

Diminished operating flexibility as a result of asset coverage or investment portfolio composition requirements required by lenders or investors that are more stringent than those imposed by the 1940 Act;

The possibility that investments will have to be liquidated at less than full value or at inopportune times to comply with debt covenants or to pay interest or dividends on the leverage;

Increased operating expenses due to the cost of leverage, including issuance and servicing costs;

Convertible or exchangeable securities issued in the future may have rights, preferences and privileges more favorable than those of our common stock; and

Subordination to lenders' superior claims on our assets as a result of which lenders will be able to receive proceeds available in the case of our liquidation before any proceeds will be distributed to our stockholders.

For example, the amount we may borrow under our revolving credit facility is determined, in part, by the fair value of our investments. If the fair value of our investments declines, we may be forced to sell investments at a loss to maintain compliance with our borrowing limits. Other debt facilities we may enter into in the future may contain similar provisions. Any such forced sales would reduce our net asset value and also make it difficult for the net asset value to recover. Our Investment Adviser and our Board of Directors in their best judgment nevertheless may determine to use leverage if they expect that the benefits to our stockholders of maintaining the leveraged position will outweigh the risks.

*Illustration.* The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of interest expense. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing below. The calculation assumes (i) \$870 million in total assets, (ii) an average cost of funds of 5.25%, (iii) \$50 million in debt outstanding and (iv) \$800 million of shareholders' equity.

<b>Assumed Return on Our Portfolio (net of expenses)</b>	<b>(10)%</b>	<b>(5)%</b>	<b>0%</b>	<b>5%</b>	<b>10%</b>
Corresponding Return to Stockholder	(10.55)%	(5.11)%	0.33%	5.77%	11.20%

The assumed portfolio return is required by regulation of the SEC and is not a prediction of, and does not represent, our projected or actual performance. Actual returns may be greater or less than those appearing in the table.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*(All figures in this section are in thousands except share, per share and other data)*

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this prospectus supplement and the accompanying prospectus. Historical results set forth are not necessarily indicative of our future financial position and results of operations.

**Overview**

We are a financial services company that primarily lends to and invests in middle market privately-held companies. We are a closed-end investment company that has filed an election to be treated as a business development company under the 1940 Act. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financing and recapitalization. We work with the management teams or financial sponsors to seek investments with historical cash flows, asset collateral or contracted pro-forma cash flows.

We seek to be a long-term investor with our portfolio companies. From our July 27, 2004 inception to the fiscal year ended June 30, 2007, we invested primarily in industries related to the industrial/energy economy. Since then, we have widened our strategy to focus on other sectors of the economy and continue to diversify our portfolio holdings.

The aggregate value of our portfolio investments was \$830,177 and \$748,483 as of September 30, 2010 and June 30, 2010, respectively. During the quarter ended September 30, 2010, our net cost of investments increased by \$77,636, or 10.7%, primarily as a result of our investment in four new and two follow-on investments while we received full repayment on four investments, sold one investment and received several partial prepayments and revolver paydowns.

Compared to the end of last fiscal year (ended June 30, 2010), net assets increased by \$91,400 or 12.8% during the quarter ended September 30, 2010, from \$711,424 to \$802,824. This increase resulted from the issuance of new shares of our common stock (less offering costs) in the amount of \$86,127, dividend reinvestments of \$2,531, and another \$25,580 from operations. These increases, in turn, were offset by \$22,838 in dividend distributions to our stockholders. The \$25,580 increase in net assets resulting from operations is net of the following: net investment income of \$20,995, net realized gain on investments of \$527, and an increase in net assets due to changes in net unrealized appreciation of investments of \$4,058.

**Patriot Acquisition**

On December 2, 2009, we acquired the outstanding shares of Patriot Capital Funding, Inc. ( Patriot ) common stock for \$201,083. Under the terms of the merger agreement, Patriot common shareholders received 0.363992 shares of our common stock for each share of Patriot common stock, resulting in 8,444,068 shares of common stock being issued by us. In connection with the transaction, we repaid all the outstanding borrowings of Patriot, in compliance with the merger agreement.

On December 2, 2009, Patriot made a final dividend equal to its undistributed net ordinary income and capital gains of \$0.38 per share. In accordance with a recent IRS revenue procedure, the dividend was paid 10% in cash and 90% in newly issued shares of Patriot's common stock. The exchange ratio was adjusted to give effect to the tax distribution.

The merger has been accounted for as an acquisition of Patriot by Prospect Capital Corporation ( Prospect ) in accordance with acquisition method of accounting as detailed in Accounting Standards Codification ( ASC or Codification ) 805, *Business Combinations* ( ASC 805 ). The fair value of the consideration paid was allocated to the assets acquired and liabilities assumed based on their fair values as the date of acquisition. As described in more detail in ASC 805, goodwill, if any, would have been recognized as of the acquisition date, if the consideration transferred exceeded the fair value of identifiable net assets acquired. As of the acquisition date, the fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred, and we recognized the

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excess as a gain. A preliminary gain of \$5,714 was recorded by Prospect in the quarter ended December 31, 2009 related to the acquisition of Patriot, which was revised in the fourth quarter of Fiscal 2010, to \$7,708, when we settled severance accruals related to certain members of Patriot's top management, and finalized during the first quarter of Fiscal 2011, to \$8,632, when we settled the remaining severance accruals related to the last two members of Patriot's top management. Under ASC 805, the adjustment to our preliminary estimates is reflected in the three months ended December 31, 2009 (See Note 12 to our consolidated financial statements.). The acquisition of Patriot was negotiated in July 2009 with the purchase agreement being signed on August 3, 2009. Between July 2009 and December 2, 2009, our valuation of certain of the investments acquired from Patriot increased due to market improvement, which resulted in the recognition of the gain at closing.

The purchase price has been allocated to the assets acquired and the liabilities assumed based on their estimated fair values as summarized in the following table:

Cash (to repay Patriot debt)	\$ 107,313
Cash (to fund purchase of restricted stock from former Patriot employees)	970
Common stock issued(1)	92,800
 Total purchase price	 201,083
 Assets acquired:	
Investments(2)	207,126
Cash and cash equivalents	1,697
Other assets	3,859
 Assets acquired	 212,682
Other liabilities assumed	(2,967)
 Net assets acquired	 209,715
 Gain on Patriot acquisition(3)	 \$ 8,632

- (1) The value of the shares of common stock exchanged with the Patriot common shareholders was based upon the closing price of our common stock on December 2, 2009, the price immediately prior to the closing of the transaction.
- (2) The fair value of Patriot's investments were determined by the Board of Directors in conjunction with an independent valuation agent. This valuation resulted in a purchase price which was \$98,150 below the amortized cost of such investments. For those assets which are performing, Prospect will record the accretion to par value in interest income over the remaining term of the investment.
- (3) The gain has been determined after the final payments of certain liabilities have been settled.

During the three months ended September 30, 2010, we recognized \$4,047 of interest income due to purchase discount accretion from the assets acquired from Patriot. Included in this amount is \$1,116 of accelerated accretion resulting from the repayment of Impact Products, LLC ( Impact ) and \$1,612 resulting from the acceleration of purchase discounts from the recapitalizing of our loan to Northwestern Management Services, LLC ( Northwestern ).



As of September 30, 2010, \$27,083 of purchase discount from the Patriot acquisition remains to be accreted.

**Market Conditions**

While the economy continues to show signs of recovery from the deteriorating credit markets of 2008 and 2009, there is still a level of uncertainty and volatility in the capital markets. The growth and improvement in the capital markets that began during the second half of 2009 carried over into the first quarter of 2010. While encouraged by the signs of improvement, we operate in a challenging environment that is still recovering from a recession and in a financial services industry negatively affected by the deterioration of credit quality in subprime residential mortgages that spread rapidly to other credit markets. Market liquidity and credit quality conditions continue to remain weaker today than three years ago.

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We believe that Prospect is well positioned to navigate through these adverse market conditions. As a business development company, we are limited to a maximum 1 to 1 debt to equity ratio, and as of September 30, 2010, we had \$235,101 available under our credit facility, of which \$46,600 was outstanding. Further, as we make additional investments that are eligible to be pledged under the credit facility, we will generate additional credit facility availability. The revolving period for our credit facility continues until June 13, 2012, with an amortization running to June 13, 2013, with interest distributions to us allowed.

We also continue to generate liquidity through public and private stock offerings. On July 7, 2009, we completed a public stock offering for 5,175,000 shares of our common stock at \$9.00 per share, raising \$46,575 of gross proceeds. On August 20, 2009 and September 24, 2009, we issued 3,449,686 shares and 2,807,111 shares, respectively, of our common stock at \$8.50 and \$9.00 per share, respectively, in private stock offerings, raising \$29,322, and \$25,264 of gross proceeds, respectively. Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the shares. Under the terms and conditions of the registration rights agreement, we filed with the SEC a post-effective amendment to the registration statement on Form N-2 on November 6, 2009. Such amendment was declared effective by the SEC on November 9, 2009.

On March 4, 2010, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$351,434 of additional equity securities as of September 30, 2010.

On March 17, 2010, we established an at-the-market program through which we sold shares of our common stock. An at-the-market offering is a registered offering by a publicly traded issuer of its listed equity securities selling shares directly into the market at market prices. We engaged two broker-dealers to act as agents and sell our common stock directly into the market over a period of time. We paid a 2% commission to the broker-dealer on shares sold. Through this program we issued 8,000,000 shares of our common stock at an average price of \$10.90 per share, raising \$87,177 of gross proceeds, from March 23, 2010 through July 21, 2010.

On July 19, 2010, we established a second at-the-market program, as we had sold all the shares authorized in the original at-the-market program. We engaged three broker-dealers to act as agents and sell our common stock directly into the market over a period of time. We paid a 2% commission to the broker-dealer on shares sold. Through this program we issued 6,000,000 shares of our common stock at an average price of \$9.73 per share, raising \$58,403 of gross proceeds, from July 22, 2010 through September 28, 2010.

On September 24, 2010, we established a third at-the-market program, as we had sold all the shares authorized in the preceding at-the-market programs, through which we sold shares of our common stock. We engaged three broker-dealers to act as agents and sell our common stock directly into the market over a period of time. We paid a 2% commission to the broker-dealer on shares sold. Through this program we issued 302,400 shares of our common stock at an average price of \$9.87 per share, raising \$2,986 of gross proceeds, from September 29, 2010 through September 30, 2010.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ.

## **First Quarter Highlights**

### *Investment Transactions*

On July 14, 2010, we closed a \$37,400 first lien senior secured credit facility to Progrexion Holdings, LLC ( Progrexion ), a leading consumer credit enhancement services company. The first lien note bears interest in cash at the greater of 11.0% or Libor plus 9.0% and has a final maturity on December 31, 2014.

On July 23, 2010, we made a secured debt investment of \$21,000 in SonicWALL, Inc. ( SonicWALL ), a global leader in network security and data protection for small, mid-sized, and large enterprise organizations. The

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second lien note bears interest in cash at the greater of 12.0% or Libor plus 10.0% and has a final maturity on January 23, 2017. On September 30, 2010, we made a follow-on secured debt investment of \$2,000 in SonicWALL.

On July 30, 2010, we invested \$52,420 of combined debt and equity in AIRMALL USA Inc. ( AIRMALL ), a leading developer and manager of airport retail operations. The \$30,000 first lien note bears interest in cash at the greater of 12.0% or Libor plus 9.0% and has a final maturity on June 30, 2015. The \$12,500 subordinated secured note bears interest in cash at 12.0% plus PIK interest of 6.0% and has a final maturity on December 31, 2015.

On July 30, 2010, we recapitalized our debt investment in Northwestern, a leading dental practice management company in the Southeast Florida market, providing \$11,500 of additional funding to fund the acquisition of six dental practices. The \$20,000 senior secured term loan bears interest in cash at the greater of 10.5% or Libor plus 7.5% and has a final maturity on July 30, 2015.

### *Equity Issuance*

From July 1, 2010 to September 28, 2010, we completed the sale of the remaining 8,748,600 shares of our common stock pursuant to the March 17, 2010 and July 19, 2010 equity distribution agreements, resulting in net proceeds of approximately \$83,407 after deducting related expenses including commissions.

On September 24, 2010, we established a new at-the-market program through which we sold shares of our common stock. Through this program we issued 302,400 shares of our common stock at an average price of \$9.87 per share, raising \$2,986 of gross proceeds, from September 29, 2010 through September 30, 2010.

On July 30, 2010, August 31, 2010 and September 30, 2010, we issued 83,875, 89,620 and 90,006 shares of our common stock in connection with the dividend reinvestment plan, respectively.

### *Dividend*

On August 26, 2010, we announced the declaration of monthly dividends in the following amounts and with the following dates:

\$0.100625 per share for September 2010 to holders of record on September 30, 2010 with a payment date of October 29, 2010;

\$0.100750 per share for October 2010 to holders of record on October 29, 2010 with a payment date of November 30, 2010.

### *Credit Facility*

On September 9, 2010, we announced an increase in commitments to our credit facility of \$30,000. As of September 30, 2010, the lenders have extended commitments of \$240,000 under the credit facility. Our credit facility includes an accordion feature which allows the facility to be increased to up to \$300,000 of commitments in the aggregate to the extent additional or existing lenders commit to increase the commitments. We will seek to add additional lenders in order to reach the maximum size; although no assurance can be given we will be able to do so.

## **Recent Developments**

On October 29, 2010, we issued 92,999 shares of our common stock in connection with the dividend reinvestment plan.

During the period from October 1, 2010 to November 3, 2010, we issued 4,929,556 shares of our common stock at an average price of \$9.86 per share, and raised \$48,611 of gross proceeds, under our at-the-market program. Net proceeds were \$47,639 after 2% commission to the broker-dealer on shares sold.

On October 12, 2010, we made a senior secured debt investment of \$32,500 in ICON Health & Fitness, Inc., a leading manufacturer and marketer of branded health and fitness equipment.

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On October 29, 2010, Castro Cheese Company, Inc. repaid the \$7,732 loan receivable to us.

On November 1, 2010, we announced an increase in commitments to our credit facility of \$20,000. The commitments to the credit facility now stand at \$260,000.

On November 3, 2010, TriZetto Group repaid the \$15,492 loan receivable to us.

On November 8, 2010, we announced the declaration of monthly dividends in the following amounts and with the following dates:

\$0.100875 per share for November 2010 to holders of record on November 30, 2010 with a payment date of December 31, 2010;

\$0.101000 per share for December 2010 to holders of record on December 31, 2010 with a payment date of January 31, 2011;

\$0.101125 per share for January 2011 to holders of record on January 31, 2011 with a payment date of February 28, 2011.

## **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ materially. In addition to the discussion below, our critical accounting policies are further described in the notes to the financial statements.

### *Basis of Consolidation*

Under the 1940 Act rules, the regulations pursuant to Article 6 of Regulation S-X, and the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, we are precluded from consolidating any entity other than another investment company or an operating company which provides substantially all of its services and benefits to us. Our September 30, 2010 and June 30, 2010 financial statements include our accounts and the accounts of Prospect Capital Funding, LLC, our only wholly-owned, closely-managed subsidiary that is also an investment company. All intercompany balances and transactions have been eliminated in consolidation.

### *Investment Classification*

We are a non-diversified company within the meaning of the 1940 Act. We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

Investments are recognized when we assume an obligation to acquire a financial instrument and assume the risks for gains or losses related to that instrument. Investments are derecognized when we assume an obligation to sell a financial instrument and forego the risks for gains or losses related to that instrument. Specifically, we record all security transactions on a trade date basis. Investments in other, non-security financial instruments are recorded on the basis of subscription date or redemption date, as applicable. Amounts for investments recognized or derecognized but not yet settled are reported as Receivables for investments sold and Payables for investments purchased, respectively, in the Consolidated Statements of Assets and Liabilities.

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### *Investment Valuation*

Our Board of Directors has established procedures for the valuation of our investment portfolio. These procedures are detailed below.

Investments for which market quotations are readily available are valued at such market quotations.

For most of our investments, market quotations are not available. With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- 1) Each portfolio company or investment is reviewed by our investment professionals with the independent valuation firm engaged by our Board of Directors;
- 2) the independent valuation firm conducts independent appraisals and makes their own independent assessment;
- 3) the audit committee of our Board of Directors reviews and discusses the preliminary valuation of our Investment Adviser and that of the independent valuation firm; and
- 4) the Board of Directors discusses the valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the independent valuation firm and the audit committee.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued ASC 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). ASC 820 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. We adopted ASC 820 on a prospective basis beginning in the quarter ended September 30, 2008.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchy:

**Level 1:** Quoted prices in active markets for identical assets or liabilities, accessible by the Company at the measurement date.

**Level 2:** Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

**Level 3:** Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment.

The changes to generally accepted accounting principles from the application of ASC 820 relate to the definition of fair value, framework for measuring fair value, and the expanded disclosures about fair value measurements. ASC 820 applies to fair value measurements already required or permitted by other standards.

In accordance with ASC 820, the fair value of our investments is defined as the price that we would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market in which that investment is transacted.



In April 2009, the FASB issued ASC 820-10-65, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( ASC 820-10-65 ). This update provides further clarification for ASC 820 in markets that are not active and provides additional guidance for determining when the volume of trading level of activity for an asset or liability has significantly decreased and for identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65

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is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65 for the three months ended September 30, 2010, did not have any effect on our net asset value, financial position or results of operations as there was no change to the fair value measurement principles set forth in ASC 820.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASC 2010-06). ASU 2010-06 amends ASC 820-10 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009. Our management does not believe that the adoption of the amended guidance in ASC 820-10 will have a significant effect on our financial statements.

### *Federal and State Income Taxes*

We have elected to be treated as a regulated investment company and intend to continue to comply with the requirements of the Internal Revenue Code of 1986 (the Code), applicable to regulated investment companies. We are required to distribute at least 90% of our investment company taxable income and intend to distribute (or retain through a deemed distribution) all of our investment company taxable income and net capital gain to stockholders; therefore, we have made no provision for income taxes. The character of income and gains that we will distribute is determined in accordance with income tax regulations that may differ from GAAP. Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified to paid-in capital.

If we do not distribute (or are not deemed to have distributed) at least 98% of our annual taxable income in the calendar year earned, we will generally be required to pay an excise tax equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such taxable income for the year. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, we accrue excise taxes, if any, on estimated excess taxable income as taxable income is earned using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

We adopted FASB ASC 740, *Income Taxes* (ASC 740). ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. Adoption of ASC 740 was applied to all open tax years as of July 1, 2007. The adoption of ASC 740 did not have an effect on our net asset value, financial condition or results of operations as there was no liability for unrecognized tax benefits and no change to our beginning net asset value. As of September 30, 2010 and for the three months then ended, we did not have a liability for any unrecognized tax benefits. Management's determinations regarding ASC 740 may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof.

### *Revenue Recognition*

Realized gains or losses on the sale of investments are calculated using the specific identification method.

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Origination, closing and/or commitment fees associated with investments in portfolio companies are accreted into interest income over the respective terms of the applicable loans. Upon the prepayment of a loan or debt security, any

prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as interest income.

Loans are placed on non-accrual status when principal or interest payments are past due 90 days or more or when there is reasonable doubt that principal or interest will be collected. Unpaid accrued interest is generally

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reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and in management's judgment, are likely to remain current. As of September 30, 2010, approximately 5.1% of our net assets are in non-accrual status.

Dividend income is recorded on the ex-dividend date.

Structuring fees and similar fees are recognized as income as earned, usually when paid. Structuring fees, excess deal deposits, net profits interests and overriding royalty interests are included in other income.

### *Dividends and Distributions*

Dividends and distributions to common stockholders are recorded on the ex-dividend date. The amount, if any, to be paid as a dividend or distribution is approved by our Board of Directors each quarter and is generally based upon our management's estimate of our earnings for the quarter. Net realized capital gains, if any, are distributed at least annually.

### *Financing Costs*

We record origination expenses related to our credit facility as deferred financing costs. These expenses are deferred and amortized as part of interest expense using the effective interest method over the stated life of the facility.

We record registration expenses related to shelf filings as prepaid assets. These expenses consist principally of Securities and Exchange Commission (SEC) registration fees, legal fees and accounting fees incurred. These prepaid assets will be charged to capital upon the receipt of an equity offering proceeds or charged to expense if no offering completed.

### *Guarantees and Indemnification Agreements*

We follow FASB ASC 460, *Guarantees* (ASC 460). ASC 460 elaborates on the disclosure requirements of a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also requires a guarantor to recognize, at the inception of a guarantee, for those guarantees that are covered by ASC 460, the fair value of the obligation undertaken in issuing certain guarantees. ASC 460 did not have a material effect on the financial statements.

### *Per Share Information*

Net increase or decrease in net assets resulting from operations per common share are calculated using the weighted average number of common shares outstanding for the period presented. Diluted net increase or decrease in net assets resulting from operations per share are not presented as there are no potentially dilutive securities outstanding.

### *Recent Accounting Pronouncements*

In June 2009, the FASB issued ASC 860, *Accounting for Transfers of Financial Assets – an amendment to FAS 140* (ASC 860). ASC 860 improves the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. ASC 860 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for

interim and annual reporting periods thereafter. The adoption of this standard had no effect on our results of operation or our financial position.

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In June 2009, the FASB issued ASC 810, *Consolidation* ( ASC 810 ). ASC 810 is intended to (1) address the effects on certain provisions of FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, as a result of the elimination of the qualifying special-purpose entity concept in ASC 860, and (2) constituent concerns about the application of certain key provisions of Interpretation 46(R), including those in which the accounting and disclosures under the Interpretation do not always provided timely and useful information about an enterprise's involvement in a variable interest entity. ASC 810 is effective as of the beginning of our first annual reporting period that begins after November 15, 2009. The adoption of this standard had no effect on our results of operation or our financial position.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ( ASC 2010-06 ). ASU 2010-06 amends ASC 820-10 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective December 15, 2009, except for the disclosure about purchase, sales, issuances and settlements in the roll forward of activity in level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Our management does not believe that the adoption of the amended guidance in ASC 820-10 will have a significant effect on our financial statements.

In February 2010, the FASB issued Accounting Standards Update 2010-10, *Consolidation (Topic 810) Amendments for Certain Investments Funds* ( ASU 2010-10 ), which defers the application of the consolidation guidance in ASC 810 for certain investments funds. The disclosure requirements continue to apply to all entities. ASU 2010-10 is effective as of the beginning of the first annual period that begins after November 15, 2009 and for interim periods within that first annual period. The adoption of this standard had no effect on our results of operation or our financial position.

In July 2010, the FASB issued Accounting Standards Update 2010-20, *Receivables (Topic 310) Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* ( ASC 2010-20 ). The amendments in this update require additional disclosure about the credit quality of financing receivables, such as aging information and credit quality indicators. ASC 2010-20 is effective for interim periods and fiscal years ending after December 15, 2010. Our management does not believe that the adoption of the amended guidance in ASC 2010-20 will have a significant effect on our financial statements.

In August 2010, the FASB issued Accounting Standards Update 2010-21, *Accounting for Technical Amendments to Various SEC Rules and Schedules* ( ASU 2010-21 ). This Accounting Standards Update amends various SEC paragraphs pursuant to the issuance of Release No. 33-9026: Technical Amendments to Rules, Forms, Schedules and Codification of Financial Reporting Policies. We are assessing the potential effect this guidance will have on our consolidated financial statements.

In August 2010, the FASB issued Accounting Standards Update 2010-22, *Accounting for Various Topics - Technical Corrections to SEC Paragraphs* ( ASU 2010-22 ). ASU 2010-22 amends various SEC paragraphs based on external comments received and the issuance of Staff Accounting Bulletin ( SAB ) 112, which amends or rescinds portions of certain SAB topics. We are assessing the potential effect this guidance will have on our consolidated financial statements.

## **Investment Holdings**

As of September 30, 2010, we continue to pursue our investment strategy. Despite our name change to Prospect Capital Corporation and the termination of our policy to invest at least 80% of our net assets in energy companies in May 2007, we currently have a concentration of investments in companies in the energy and energy related industries. Some of the companies in which we invest have relatively short or no operating histories. These companies are and

will be subject to all of the business risk and uncertainties associated with any new business enterprise, including the risk that these companies may not reach their investment objective or the value of our investment in them may decline substantially or fall to zero.

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Our portfolio had an annualized current yield of 13.4% and 15.7% across all our long-term debt and certain equity investments as of September 30, 2010 and September 30, 2009, respectively. At September 30, 2010, this yield includes interest from all of our long-term investments as well as dividends from Gas Solutions Holdings, Inc. ( GSHI ), Northwestern and American Gilsonite Company ( American Gilsonite ). The 2.3% decrease is primarily due to a reduction in dividends received from GSHI and an increase in non-accrual loans. This decrease is partially offset by accretion of purchase discounts on the loans acquired from Patriot. We expect the current yield to decline over time as we increase the size of the portfolio. Monetization of other equity positions that we hold is not included in this yield calculation. In each of our portfolio companies, we hold equity positions, ranging from minority interests to majority stakes, which we expect over time to contribute to our investment returns. Some of these equity positions include features such as contractual minimum internal rates of returns, preferred distributions, flip structures and other features expected to generate additional investment returns, as well as contractual protections and preferences over junior equity, in addition to the yield and security offered by our cash flow and collateral debt protections.

We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

As of September 30, 2010, we own controlling interests in AIRMALL, Ajax Rolled Ring & Machine, Inc. ( Ajax ), AWCNC, LLC, Borga, Inc., C&J Cladding, LLC ( C&J ), Change Clean Energy Holdings, Inc. ( CCEHI ), Fischbein, LLC ( Fischbein ), Freedom Marine Services LLC, GSHI, Integrated Contract Services, Inc. ( ICS ), Iron Horse Coiled Tubing, Inc. ( Iron Horse ), Manx Energy, Inc. ( Manx ), NRG Manufacturing, Inc. ( NRG ), Nupla Corporation, R-V Industries ( R-V ), Inc., Sidump r Trailer Company, Inc. and Yatesville Coal Holdings, Inc. ( Yatesville ). We also own an affiliated interest in Biotronic NeuroNetwork, Boxercraft Incorporated, KTPS Holdings, LLC ( KTPS ), Smart, LLC, and Sport Helmets Holdings, LLC ( Sport Helmets ).

The following is a summary of our investment portfolio by level of control:

Level of Control	Cost	September 30, 2010		Percent of Portfolio	Cost	June 30, 2010		Percent of Portfolio
		Percent of Portfolio	Fair Value			Percent of Portfolio	Fair Value	
Control	\$ 238,633	28.8%	\$ 258,831	30.4%	\$ 185,720	23.3%	\$ 195,958	24.0%
Affiliate	64,429	7.8%	70,254	8.3%	65,082	8.2%	73,740	9.0%
Non-control/Non-affiliate	503,333	60.9%	501,092	58.9%	477,957	59.9%	478,785	58.6%
Money Market Funds	21,040	2.5%	21,040	2.5%	68,871	8.6%	68,871	8.4%
<b>Total Portfolio</b>	<b>\$ 827,435</b>	<b>100.0%</b>	<b>\$ 851,217</b>	<b>100.0%</b>	<b>\$ 797,630</b>	<b>100.0%</b>	<b>\$ 817,354</b>	<b>100.0%</b>



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The following is our investment portfolio presented by type of investment at September 30, 2010 and June 30, 2010, respectively:

Level of Control	Cost	September 30, 2010			June 30, 2010			
		Percent of Portfolio	Fair Value	Percent of Portfolio	Cost	Percent of Portfolio	Fair Value	Percent of Portfolio
Money Market Funds	\$ 21,040	2.5%	\$ 21,040	2.5%	\$ 68,871	8.6%	\$ 68,871	8.4%
Revolving Line of Credit	3,677	0.4%	3,777	0.4%	4,754	0.6%	5,017	0.6%
Senior Secured Debt	391,621	47.3%	361,599	42.5%	313,755	39.4%	287,470	35.2%
Subordinated Secured Debt	325,727	39.5%	306,993	36.1%	333,453	41.8%	313,511	38.4%
Subordinated Unsecured Debt	30,271	3.7%	30,956	3.6%	30,209	3.8%	30,895	3.8%
Preferred Stock	26,889	3.2%	16,169	1.9%	16,969	2.1%	5,872	0.7%
Common Stock	18,846	2.3%	75,464	8.9%	20,243	2.5%	77,131	9.4%
Membership Interests	6,952	0.8%	24,188	2.8%	6,964	0.9%	17,730	2.2%
Overriding Royalty Interests		%	2,744	0.3%		%	2,768	0.3%
Net Profit Interests		%	796	0.1%		%	1,020	0.1%
Warrants	2,412	0.3%	7,491	0.9%	2,412	0.3%	7,069	0.9%
<b>Total Portfolio</b>	<b>\$ 827,435</b>	<b>100.0%</b>	<b>\$ 851,217</b>	<b>100.0%</b>	<b>\$ 797,630</b>	<b>100.0%</b>	<b>\$ 817,354</b>	<b>100.0%</b>

The following is our investment portfolio presented by geographic location of the investment at September 30, 2010 and June 30, 2010, respectively:

Level of Control	Cost	September 30, 2010			June 30, 2010			
		Percent of Portfolio	Fair Value	Percent of Portfolio	Cost	Percent of Portfolio	Fair Value	Percent of Portfolio
Canada	\$ 21,002	2.5%	\$ 15,064	1.8%	\$ 21,002	2.6%	\$ 12,054	1.5%
Ireland	14,904	1.8%	15,000	1.8%	14,903	1.9%	15,000	1.8%
Netherlands		%		%	1,397	0.2%	1,233	0.2%
Midwest US	153,677	18.6%	151,014	17.7%	170,869	21.5%	167,571	20.5%
Northeast US	114,611	13.9%	115,071	13.5%	61,813	7.7%	62,727	7.7%
Southeast US	173,712	21.0%	158,689	18.6%	193,420	24.2%	171,144	20.9%
Southwest US	184,159	22.3%	231,779	27.2%	179,641	22.6%	235,945	28.9%
Western US	144,330	17.4%	143,560	16.9%	85,714	10.7%	82,809	10.1%
Money Market Funds	21,040	2.5%	21,040	2.5%	68,871	8.6%	68,871	8.4%

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Total Portfolio	\$ 827,435	100.0%	\$ 851,217	100.0%	\$ 797,630	100.0%	\$ 817,354	100.0%
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The following is our investment portfolio presented by industry sector of the investment at September 30, 2010 and June 30, 2010, respectively:

Industry	Cost	September 30, 2010		Percent of Portfolio	Cost	June 30, 2010		Percent of Portfolio
		Percent of Portfolio	Fair Value			Percent of Portfolio	Fair Value	
Aerospace and Defense	\$ 56	%	\$ 24	%	\$ 56	%	\$ 38	%
Automobile	18,718	2.3%	18,357	2.2%	19,017	2.4%	18,615	2.3%
Biomass Power	2,383	0.3%		%	2,383	0.3%		%
Business Services	12,073	1.5%	12,664	1.5%	12,060	1.5%	12,132	1.5%
Chemical		%		%	1,397	0.2%	1,233	0.2%
Consumer Services	35,910	4.3%	35,910	4.2%		%		%
Contracting	16,512	2.0%	3,378	0.4%	16,652	2.1%	4,542	0.6%
Durable Consumer Products	20,000	2.4%	20,400	2.4%	20,000	2.5%	20,000	2.4%
Ecological	141	%	318	%	141	%	340	%
Electronics	25,071	3.0%	25,315	3.0%	25,777	3.2%	25,629	3.1%
Financial Services		%		%	25,814	3.2%	25,592	3.1%
Food Products	54,198	6.6%	62,354	7.3%	53,681	6.7%	60,882	7.4%
Gas Gathering and Processing	42,003	5.1%	97,596	11.5%	37,503	4.7%	93,096	11.4%
Healthcare	100,974	12.2%	106,047	12.5%	89,026	11.2%	93,593	11.5%
Home and Office Furnishings, Housewares and Durable	2,330	0.3%	4,986	0.6%	14,112	1.8%	17,232	2.1%
Insurance	5,941	0.7%	5,925	0.7%	5,811	0.7%	5,952	0.7%
Machinery	14,232	1.7%	21,418	2.5%	15,625	2.0%	17,776	2.2%
Manufacturing	71,910	8.7%	61,179	7.2%	74,961	9.4%	64,784	7.9%
Metal Services and Minerals	13,220	1.6%	28,380	3.3%	19,252	2.4%	33,620	4.1%
Mining, Steel, Iron and Non-Precious Metals and Coal Production	1,378	0.2%	808	0.1%	1,130	0.1%	808	0.1%
Oil and Gas Production	122,750	14.8%	92,251	10.7%	122,034	15.3%	96,988	11.9%
Oilfield Fabrication	29,474	3.6%	29,474	3.5%	30,429	3.8%	30,429	3.7%
Personal and Nondurable Consumer Products	14,557	1.8%	18,823	2.2%	14,387	1.8%	20,049	2.5%
Pharmaceuticals	11,957	1.4%	12,000	1.4%	11,955	1.5%	12,000	1.5%
Property Management	52,551	6.3%	55,597	6.5%		%		%
Printing and Publishing	5,238	0.6%	5,336	0.6%	5,222	0.7%	5,284	0.6%
Production Services	21,002	2.5%	15,064	1.8%	21,002	2.6%	12,054	1.5%

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Retail	14,669	1.8%	1,382	0.2%	14,669	1.8%	2,148	0.3%
Shipping Vessels	10,359	1.3%	3,506	0.4%	10,040	1.3%	3,583	0.4%
Software & Computer Services	37,884	4.6%	38,000	4.5%	14,903	1.9%	15,000	1.8%
Specialty Minerals	15,814	1.9%	19,668	2.3%	15,814	2.1%	18,463	2.3%
Technical Services	11,394	1.4%	11,500	1.4%	11,387	1.4%	11,615	1.4%
Textiles and Leather	21,696	2.6%	22,517	2.6%	22,519	2.8%	25,006	3.1%
Money Market Funds	21,040	2.5%	21,040	2.5%	68,871	8.6%	68,871	8.4%
Total Portfolio	\$ 827,435	100.0%	\$ 851,217	100.0%	\$ 797,630	100.0%	\$ 817,354	100.0%

**Investment Activity**

At September 30, 2010, approximately 103.4% of our net assets or about \$830,177 was invested in 57 long-term portfolio investments and 2.6% of our net assets invested in money market funds. Liabilities in excess of other assets offset the excess of these amounts over 100%.

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**Long-Term Portfolio Investment Activity**

During the three months ended September 30, 2010, we acquired \$132,800 of new investments, completed follow-on investments in existing portfolio companies, totaling approximately \$4,747, funded \$250 of revolver advances, and recorded PIK interest of \$3,154, resulting in gross investment originations of \$140,951. The more significant of these investments are described briefly in the following:

On July 14, 2010, we closed a \$37,400 first lien senior secured credit facility to Progrexion, a leading consumer credit enhancement services company.

On July 23, 2010, we made a secured debt investment of \$21,000 in SonicWALL, a global leader in network security and data protection for small, mid-sized, and large enterprise organizations. On September 30, 2010, we made a follow-on secured debt investment of \$2,000 in SonicWALL.

On July 30, 2010, we invested \$52,420 of combined debt and equity in AIRMALL, a leading developer and manager of airport retail operations.

On July 30, 2010, we invested \$20,000 in Northwestern, a leading dental practice management company in the Southeast Florida market.

On September 30, 2010, we made a follow-on secured debt investment of \$4,500 in GSHI to support the acquisition of a gathering pipeline system in Texas.

During the three months ended September 30, 2010, we closed-out five positions which are briefly described below.

On July 30, 2010, Northwestern repaid the \$8,500 loan receivable to us.

On August 26, 2010, Regional Management Corporation repaid the \$25,814 loan receivable to us.

On September 1, 2010, Impact repaid the \$12,848 loan receivable to us.

On September 23, 2010, Roll Coater Acquisition Corp. repaid the \$6,268 loan receivable to us.

On September 29, 2010, we sold our common stock in LyondellBasell Industries N.V. for \$1,803, realizing a gain of \$527.

During the three months ended September 30, 2010, we also received principal amortization payments of \$3,258 on several loans, and \$5,865 of partial prepayments related to Ajax, EXL Acquisition Corporation, Fischbein and Progrexion.

During the quarter ended September 30, 2010, we recognized \$4,047 of interest income due to purchase discount accretion from the assets acquired from Patriot. Included in this amount is \$1,116 of accelerated accretion resulting from the repayment of Impact. We also recapitalized our debt investment in Northwestern. The \$20,000 loan was issued at market terms comparable to other industry transactions. In accordance with ASC 320-20-35 the cost basis of the new loan was recorded at par value, which precipitated the acceleration of \$1,612 of original purchase discount from the loan repayment which recognized as interest income.

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The following is a quarter-by-quarter summary of our investment activity:

<b>Quarter-End</b>	<b>Acquisitions(1)</b>	<b>Dispositions(2)</b>
September 30, 2010	\$ 140,951	\$ 68,148
June 30, 2010	88,973	39,883
March 31, 2010	59,311	26,603
December 31, 2009(3)	210,438	45,494
September 30, 2009	6,066	24,241
June 30, 2009	7,929	3,148
March 31, 2009	6,356	10,782
December 31, 2008	13,564	2,128
September 30, 2008	70,456	10,949
June 30, 2008	118,913	61,148
March 31, 2008	31,794	28,891
December 31, 2007	120,846	19,223
September 30, 2007	40,394	17,949
June 30, 2007	130,345	9,857
March 31, 2007	19,701	7,731
December 31, 2006	62,679	17,796
September 30, 2006	24,677	2,781
June 30, 2006	42,783	5,752
March 31, 2006	15,732	901
December 31, 2005		3,523
September 30, 2005	25,342	
June 30, 2005	17,544	
March 31, 2005	7,332	
December 31, 2004	23,771	32,083
September 30, 2004	30,371	
Since inception	\$ 1,316,268	\$ 439,011

(1) Includes new deals, additional fundings, refinancings and PIK interest.

(2) Includes scheduled principal payments, prepayments and refinancings.

(3) The \$210,438 of acquisitions for the quarter ended December 31, 2009 includes \$207,126 of portfolio investments acquired from Patriot.

**Investment Valuation**

In determining the fair value of our portfolio investments at September 30, 2010, the Audit Committee considered valuations from the independent valuation firm and from management having an aggregate range of \$805,005 to \$882,044, excluding money market investments.

In determining the range of value for debt instruments, management and the independent valuation firm generally shadow rated the investment and then based upon the range of ratings, determined appropriate yields to maturity for a loan rated as such. A discounted cash flow analysis was then prepared using the appropriate yield to maturity as the discount rate, yielding the ranges. For equity investments, the enterprise value was determined by applying EBITDA multiples for similar recent investment sales. For stressed equity investments, a liquidation analysis was prepared.

The Board of Directors looked at several factors in determining where within the range to value the asset including: recent operating and financial trends for the asset, independent ratings obtained from third parties and

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comparable multiples for recent sales of companies within the industry. The composite of all these analysis, applied to each investment, was a total valuation of \$830,177, excluding money market investments.

Our portfolio companies are generally lower middle market companies, outside of the financial sector, with less than \$50,000 of annual EBITDA. We believe our market has experienced less volatility than others because we believe there are more buy and hold investors who own these less liquid investments.

During the three months ended September 30, 2010, there has been a general improvement in the markets in which we operate, and market rates of interest negotiated for middle market loans have decreased.

Control investments offer increased risk and reward over straight debt investments. Operating results and changes in market multiples can result in dramatic changes in values from quarter to quarter. Significant downturns in operations can further result in our looking to recoveries on sales of assets rather than the enterprise value of the investment. Several control investments in our portfolio are under enhanced scrutiny by our senior management and our Board of Directors and are discussed below.

*Ajax Rolled Ring & Machine, Inc.*

We acquired a controlling equity interest in Ajax in a recapitalization of the company that was closed on April 4, 2008. We funded \$22,000 of senior secured term debt, \$11,500 of subordinated term debt and \$6,300 of equity as of that closing. During the fiscal year ended June 30, 2010, we funded an additional \$3,530 of secured subordinated debt to refinance a third-party revolver provider and provide working capital. Ajax repaid \$3,461 of this secured subordinated debt during the quarter ended September 30, 2010. As of September 30, 2010, we control 78.1% of the fully-diluted common and preferred equity.

Ajax forges seamless steel rings sold to various customers. The rings are used in a range of industrial applications, including in construction equipment and wind power turbines. Ajax's business is cyclical, and the business experienced a significant decline in the first half of 2009 in light of the global macroeconomic crisis. The second half of 2009 and to-date 2010 show steady improvement versus the first half of 2009. At September 30, 2010, Ajax had a backlog of new business that would indicate continued improvement for the remainder of 2010 and beyond.

The Board of Directors increased the fair value of our investment in Ajax to \$30,983 as of September 30, 2010, a reduction of \$9,851 from its amortized cost, compared to the \$13,006 unrealized depreciation recorded at June 30, 2010.

*Change Clean Energy Holdings Inc. and Change Clean Energy, Inc., f/k/a Worcester Energy Partners, Inc.*

Change Clean Energy, Inc. ( CCEI ) is an investment, that we originated in September 2005, which owns and operated a biomass energy plant. In March 2009, CCEI ceased operations, as the business became uneconomic based on the cost of materials and the price being received for the electricity generated. During that quarter, we instituted foreclosure proceedings against the co-borrowers of our debt. In anticipation of such proceedings, CCEHI was established. On March 11, 2009, the foreclosure was completed and the assets were assigned to a wholly owned subsidiary of CCEHI. During the year ended June 30, 2010, we provided additional funding of \$296 to CCEHI to fund ongoing operations. CCEI currently has no material operations. At June 30, 2009 we determined that the impairment at both CCEI and CCEHI was other than temporary and recognized a realized loss of \$41,134, which was the amount by which the amortized cost exceeded the fair value. At September 30, 2010, our Board of Directors, under recommendation from senior management, has set the value of the CCEHI investment with no value, a reduction of \$2,383 from its amortized cost after the recognized depreciation.



*Gas Solutions Holdings, Inc.*

GSHI is an investment that we completed in September 2004 in which we own 100% of the equity. GSHI is a midstream gathering and processing business located in east Texas. GSHI has improved its operations and

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we have experienced an increase in revenue, gross margin, and EBITDA (the later two metrics on both an absolute and a percentage of revenues basis) over the past five years.

In February 2010, we hired Robert Bourne as President and CEO of Gas Solutions. Mr. Bourne has over 30 years of experience in the midstream sector, including gathering and processing, gas purchasing, storing and trading; producer services; and business development mergers and acquisitions. He served most recently at Energy Transfer, where he managed Houston Pipeline, among other activities. Mr. Bourne is focusing on our upside plant projects and seeking new opportunities to help Gas Solutions grow beyond its existing footprint. On September 30, 2010, we made a follow-on secured debt investment of \$4,500 in Gas Solutions to support the acquisition of a gathering pipeline system in Texas.

In April 2010, Gas Solutions purchased a series of propane puts with strike prices of \$1.00 per gallon and \$0.95 per gallon covering the periods May 1, 2010, through April 30, 2011, and May 1, 2011, through April 30, 2012, respectively. Gas Solutions hedged approximately 85% of its current exposure to natural gas liquids based on current plant volumes. These hedges will reduce the volatility on earnings associated with lower prices of natural gas liquids without limiting the upside from higher prices, helping GSHI to continue to generate sufficient cash flow to make interest and dividend payments.

In determining the value of GSHI, we have utilized two valuation techniques to determine the value of the investment. Our Board of Directors has determined the value to be \$97,596 for our debt and equity positions at September 30, 2010 based upon a combination of a discounted cash flow analysis and a public comparables analysis. At September 30, 2010 and June 30, 2010, GSHI was valued \$55,593 above its amortized cost.

*Integrated Contract Services, Inc.*

ICS is an investment that we completed in April 2007. Prior to January 2009, ICS owned the assets of ESA Environmental Specialists, Inc. ( ESA ) and 100% of the stock of The Healing Staff ( THS ). ESA originally defaulted under our contract governing our investment in ESA, prompting us to commence foreclosure actions with respect to certain ESA assets in respect of which we have a priority lien. In response to our actions, ESA filed voluntarily for reorganization under the bankruptcy code on August 1, 2007. On September 20, 2007, the U.S. Bankruptcy Court approved a Section 363 Asset Sale from ESA to us. To complete this transaction, we contributed our ESA debt to a newly-formed entity, ICS, and provided funds for working capital on October 9, 2007. In return for the ESA debt, we received senior secured debt in ICS of equal amount to our ESA debt, preferred stock of ICS, and 49% of the ICS common stock. ICS subsequently ceased operations and assigned the collateral back to us. ICS is in default of both payment and financial covenants. During September and October 2007, we provided \$1,170 to THS for working capital.

In January 2009, we foreclosed on the real and personal property of ICS. Through this foreclosure process, we gained 100% ownership of THS and certain ESA assets. Based upon an analysis of the liquidation value of the ESA assets and the enterprise value of THS, our Board of Directors determined the fair value of our investment in ICS to be \$3,378 at September 30, 2010, a reduction of \$13,134 from its amortized cost, compared to the \$12,110 unrealized loss recorded at June 30, 2010.

*Iron Horse Coiled Tubing, Inc.*

Iron Horse is an investment that we completed in April 2006. Iron Horse had been a provider of coiled tubing subcontractor services prior to making a strategic decision in late 2007 to directly service natural gas and oil producers in the Western Canadian Sedimentary Basin ( WCSB ) as a fracturing services provider. As a result of the business transition, the Company's 2008 financial performance declined significantly from 2007 levels. Iron Horse completed

its transition from a subcontractor to a direct service provider in 2009, but natural gas prices declined to trough levels due to the recession and heightened natural gas inventory levels. Since November 2009, Iron Horse has experienced increased activity in the WCSB and is now completing wells for a diversified base of large and small producers in the WCSB.

Prior to December 31, 2007, we owned 8.5% of the common stock in Iron Horse. On December 31, 2007, we received an additional 50.3% of the common stock in Iron Horse, which increased our total ownership to

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58.8%. Through a series of subsequent loans that were used to construct equipment and facilitate the transition from a subcontractor to a direct service provider, we secured an additional 21.0% of the common stock in Iron Horse in September 2008, which increased our total ownership to 79.8% of the common stock in Iron Horse.

Effective January 1, 2010, we restructured our senior secured and bridge loans to Iron Horse and we reorganized Iron Horse's management structure. Our loans were replaced with three new tranches of senior secured debt and our total ownership of Iron Horse decreased to 70.4% on a fully-diluted basis. Our equity ownership will incrementally decrease as debt tranches are repaid. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Iron Horse.

The Board of Directors increased the fair value of our investment in Iron Horse to \$15,064 as of September 30, 2010, a reduction of \$5,938 from its amortized cost, compared to the \$8,948 unrealized depreciation recorded at June 30, 2010.

*Manx Energy, Inc.*

On January 19, 2010, we modified the terms of our senior secured debt in AEH and Coalbed in conjunction with the formation of Manx, a new entity consisting of the assets of AEH, Coalbed and Kinley Exploration. The assets of the three companies were combined under new common management. We funded \$2,800 at closing to Manx to provide for working capital. A portion of our loans to AEH and Coalbed was exchanged for Manx preferred equity, while our AEH equity interest was converted into Manx common stock. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Manx.

The Board of Directors wrote-down the fair value of our investment in Manx to \$4,403 as of September 30, 2010, a reduction of \$13,867 from its amortized cost, compared to the \$13,584 unrealized loss recorded at June 30, 2010.

*Yatesville Coal Holdings, Inc.*

All of our coal holdings have been consolidated under the Yatesville entity. Yatesville delivered improved operating results after the consolidation of the coal holdings, but the company mined its permitted reserves in December 2008 and has not produced meaningful revenues since then. We continue to evaluate strategies for Yatesville, such as soliciting indications of interest regarding a transaction involving part or all of recoverable reserves. During the quarter ended December 31, 2009, we discontinued operations at Yatesville. At December 31, 2009, our Board of Directors determined that, consistent with the decision to discontinue operations, the impairment of Yatesville was other than temporary, and we recorded a realized loss of \$51,228, which was the amount that the amortized cost exceeded the fair value at December 31, 2009. As of September 30, 2010 and June 30, 2010, our Board of Directors set the value of the remaining Yatesville investment at \$808, which represents the residual value of recoverable reserves.

Equity positions in the portfolio are susceptible to potentially significant changes in value, both increases as well as decreases, due to changes in operating results. Four control investments have experienced such volatility - C&J and Fischbein with improved operating results, and NRG and R-V with declining operating results. Nine of the other controlled investments have continuing challenges and have been valued at discounts to the original investment. Three of the control investments are valued at premiums to the original investment amounts. Overall, at September 30, 2010, the control investments are valued at \$20,198 above their amortized cost.

We hold five affiliate investments at September 30, 2010. Two of these investments reported declining operating results, resulting in valuations decreasing for these investments - KTPS and Sport Helmets. Sport Helmets, despite the declining operating results, is still valued at a premium to its amortized cost. The remaining affiliate investments are

valued at amortized cost or higher. Overall, at September 30, 2010, affiliate investments are valued \$5,825 above their amortized cost.

With the non-control/non-affiliate investments, generally, there is less volatility related to our total investments because our equity positions tend to be smaller than with our control/affiliate investments, and debt investments are generally not as susceptible to large swings in value as equity investments. For debt investments, the fair value is

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limited on the high side to each loan's par value, plus any prepayment premia that could be imposed. Many of the debt investments in this category have not experienced a significant change in value, as they were previously valued at or near par value. The exception to this categorization relates to investments which were acquired in the Patriot Acquisition, many of which were acquired at significant discounts to par value, and any changes in operating results or interest rates can have a significant effect on the value of such investments. Ajax, American Gilsonite and Copernicus Group experienced meaningful increases in valuations. Deb Shops, Inc. ( Deb Shops ) and H&M Oil & Gas, LLC ( H&M ) experienced decreases in valuations due to declines in their operating results. Shearer's Foods, Inc. completed a significant acquisition, which is driving the operating results and the increase in the value of the investment. The remaining investments did not experience significant changes in operations or valuation.

During the quarter ended September 30, 2010, we recognized \$4,047 of interest income due to purchase discount accretion from the assets acquired from Patriot. Included in this amount is \$1,116 of accelerated accretion resulting from the repayment of Impact. We also recapitalized our debt investment in Northwestern. The \$20,000 loan was issued at market terms comparable to other industry transactions. In accordance with ASC 320-20-35 the cost basis of the new loan was recorded at par value, which precipitated the acceleration of \$1,612 of original purchase discount from the loan repayment which recognized as interest income.

## **Capitalization**

Our investment activities are capital intensive and the availability and cost of capital is a critical component of our business. We capitalize our business with a combination of debt and equity. Our debt is currently consists of a revolving credit facility availing us of the ability to borrow debt subject to borrowing base determinations and our equity capital is currently comprised entirely of common equity.

On June 25, 2009, we completed a first closing on an expanded \$250,000 syndicated revolving credit facility (the Facility ). The Facility included an accordion feature which allowed the Facility to accept up to an aggregate total of \$250,000 of commitments for which we had \$210,000 of commitments from six lenders when the Facility was renegotiated. The revolving period of the Facility extended through June 2010, with an additional one year amortization period after the completion of the revolving period.

On June 11, 2010, we closed an extension and expansion of our revolving credit facility with a syndicate of lenders. The lenders have extended commitments of \$240,000 under the new credit facility as of September 30, 2010. On November 1, 2010, lender commitments increased to \$260,000. The new credit facility includes an accordion feature which allows the facility to be increased to up to \$300,000 of commitments in the aggregate to the extent additional or existing lenders commit to increase the commitments. We will seek to add additional lenders in order to reach the maximum size; although no assurance can be given we will be able to do so. As we make additional investments which are eligible to be pledged under the credit facility, we will generate additional availability to the extent such investments are eligible to be placed into the borrowing base. The revolving period of the credit facility extends through June 2012, with an additional one year amortization period (with distributions allowed) after the completion of the revolving period. During such one year amortization period, all principal payments on the pledged assets will be applied to reduce the balance. At the end of the one year amortization period, the remaining balance will become due if required by the lenders.

As of September 30, 2010 and June 30, 2010, we had \$235,101 and \$180,678 available to us for borrowing under our credit facility, of which \$46,600 and \$100,300 was outstanding, respectively. Interest on borrowings under the credit facility was one-month Libor plus 250 basis points prior to June 25, 2009, increasing to one-month Libor plus 400 basis points, subject to a minimum Libor floor of 200 basis points for the period from June 26, 2009 to June 10, 2010 and thereafter. The maintenance of this facility requires us to pay a fee for the amount not drawn upon. Prior to June 25, 2009, this fee was assessed at the rate of 37.5 basis points per annum of the amount of that unused portion.

For the period from June 26, 2010 to June 10, 2010, this rate increased to 100 basis points per annum. After June 11, 2010, the lenders charge a fee on the unused portion of the credit facility equal to either

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75 basis points if at least half of the credit facility is used or 100 basis points otherwise. The following table shows the facility amounts and outstanding borrowings at September 30, 2010 and June 30, 2010:

	As of September 30, 2010		As of June 30, 2010	
	Facility Amount	Amount Outstanding	Facility Amount	Amount Outstanding
Revolving Credit Facility	\$ 240,000	\$ 46,600	\$ 210,000	\$ 100,300

The following table shows the contractual maturity of our revolving credit facility at September 30, 2010:

	Payments Due By Period		
	Less Than 1 Year	1-3 Years	More Than 3 Years
Credit Facility Payable	\$	\$ 46,600	\$

Concurrent with the extension of our revolving credit facility, we wrote off \$759 of the unamortized debt issue costs associated with the original credit facility, in accordance with ASC 470-50, *Debt Modifications and Extinguishments*.

During the three months ended September 30, 2010, we raised \$86,130 of additional equity by issuing 9,051,000 shares of our common stock below net asset value diluting shareholder value by \$0.09 per share. The following table shows the calculation of net asset value per share as of September 30, 2010 and June 30, 2010:

	As of September 30, 2010	As of June 30, 2010
Net Assets	\$ 802,824	\$ 711,424
Shares of common stock outstanding	78,401,363	69,086,862
Net asset value per share	\$ 10.24(1)	\$ 10.30

- (1) Our most recently estimated NAV per share is \$10.11 on an as adjusted basis solely to give effect to our issuance of common shares on October 29, 2010 in connection with our dividend reinvestment plan, dividend of \$0.10075 per share with October 29, 2010 record date, and issuances during the period from October 1, 2010 to November 3, 2010 under the ATM Program, versus \$10.24 determined by us as of September 30, 2010. NAV as of December 31, 2010 may be higher or lower than \$10.11 based on potential changes in valuations. Our Board of Directors has not yet determined the fair value of portfolio investments subsequent to September 30, 2010. Our Board of Directors determines the fair value of our portfolio investments on a quarterly basis in connection with the preparation of quarterly financial statements and based on input from an independent valuation firm, our Investment Advisor and the audit committee of our Board of Directors.



At September 30, 2010, we had 78,401,363 of our common stock issued and outstanding.

### **Results of Operations**

Net increase (decrease) in net assets resulting from operations for the three months ended September 30, 2010 and 2009 was \$25,580 and (\$6,378), respectively, representing \$0.34 and (\$0.13) per weighted average share, respectively. During the three months ended September 30, 2010, we experienced net unrealized and realized gains of \$4,585 or approximately \$0.06 per weighted average share primarily from significant write-ups of our investments in AIRMALL, Ajax, American Gilsonite, Fischbein and Iron Horse. These instances of unrealized appreciation were partially offset by unrealized depreciation in H&M, KTPS, NRG, R-V and Sport Helmets. During the three months ended September 30, 2009, we experienced net unrealized and realized losses of \$18,696 or approximately \$0.38 per weighted average share primarily from write-downs of our investments in Ajax, Appalachian Energy Holdings, LLC ( AEH ), C&J, Conquest Cherokee, LLC ( Conquest ), Deb Shops, and Yatesville.

Net increase in net assets resulting from operations for the years ended June 30, 2010, 2009 and 2008 was \$19,625, \$35,104 and \$27,591, respectively, representing \$0.33, \$1.11 and \$1.17 per weighted average share, respectively. During the year ended June 30, 2010, we experienced net unrealized and realized losses of \$47,565 or

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approximately \$0.80 per weighted average share primarily from the write-downs of our investments in Freedom Marine, H&M, Iron Horse, NRG, R-V and Yatesville. During the year ended June 30, 2009, we experienced net unrealized and realized losses of \$24,059 or approximately \$0.76 per weighted average share primarily from the write-downs of our investments in CCEI and Yatesville. During the year ended June 30, 2008, we experienced net unrealized and realized losses of \$17,522 or approximately \$0.74 per weighted average share primarily from the sales of our investments in Advantage Oilfield Group and Central Illinois Energy at a loss.

During the last quarter of the fiscal year ended June 30, 2009 and the fiscal year ended June 30, 2010, we have raised a significant amount of equity capital, which was used in part to fund the Patriot acquisition, but has not yet been fully invested. As a result, our use of the credit facility has been less during the fiscal year ended June 30, 2010 and the excess cash on hand tends to depress our earnings per share. We continue to deploy our debt and equity raised into new investments.

To further illustrate the effects, for the fiscal year ended June 30, 2010 compared to the fiscal year ended June 30, 2009, weighted average shares outstanding have increased from 31,559,905 to 59,429,222, or 88.31%, while the average debt principal of investments increased from \$525,144 to \$633,275, or 20.1%. Partially offsetting this effect on EPS is the increase in the weighted interest rate earning on debt investments from 12.0% for the fiscal year ended June 30, 2009 to 13.7% for the fiscal year ended June 30, 2010.

While we seek to maximize gains and minimize losses, our investments in portfolio companies can expose our capital to risks greater than those we may anticipate. These companies are typically not issuing securities rated investment grade, have limited resources, have limited operating history, have concentrated product lines or customers, are generally private companies with limited operating information available and are likely to depend on a small core of management talents. Changes in any of these factors can have a significant impact on the value of the portfolio company.

**Investment Income**

We generate revenue in the form of interest income on the debt securities that we own, dividend income on any common or preferred stock that we own, and amortized loan origination fees on the structuring of new deals. Our investments, if in the form of debt securities, will typically have a term of one to ten years and bear interest at a fixed or floating rate. To the extent achievable, we will seek to collateralize our investments by obtaining security interests in our portfolio companies' assets. We also may acquire minority or majority equity interests in our portfolio companies, which may pay cash or in-kind dividends on a recurring or otherwise negotiated basis. In addition, we may generate revenue in other forms including prepayment penalties and possibly consulting fees. Any such fees generated in connection with our investments are recognized as earned.

Investment income, which consists of interest income, including accretion of loan origination fees and prepayment penalty fees, dividend income and other income, including settlement of net profits interests, overriding royalty interests and structuring fees, was \$35,212 and \$21,517 for the quarters ended September 30, 2010 and September 30, 2009, respectively. The primary driver of the increase is the acquisition of additional assets from Patriot and other new investments which increased interest income. This increase is partially offset by a decline in dividend income from GSHI. The following table describes the various components of investment income and the related levels of debt investments:

<b>For the Three Months Ended September 30</b>	
<b>2010</b>	<b>2009</b>

Interest income	\$ 28,921	\$ 14,835
Dividend income	2,194	6,218
Other income	4,097	464
Total investment income	\$ 35,212	\$ 21,517
Average debt principal of investments	\$ 874,382	\$ 497,161
Weighted-average annualized interest rate earned	13.23%	11.84%

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Total investment income has increased for the three months ended September 30, 2010 from the amount reported for the three months ended September 30, 2009 as we have deployed additional capital in revenue-producing assets including assets acquired in the Patriot acquisition.

Average interest income producing assets have increased from \$497,161 for the three months ended September 30, 2009 to \$874,382 for the three months ended September 30, 2010. The average yield on interest bearing assets increased from 11.8% for the three months ended September 30, 2009 to 12.9% for the three months ended September 30, 2010. This increase is primarily the result of higher interest rates earned on the assets acquired in the Patriot acquisition (including discount accretion).

Investment income is also generated from dividends and other income. Dividend income has declined from \$6,218 to \$2,194 for the three months ended September 30, 2009 and September 30, 2010, respectively. The decrease in dividend income is primarily attributable to the level of dividends received from our investment in GSHI. We received dividends from GSHI of \$6,000 and \$1,750 during the three months ended September 30, 2009 and September 30, 2010, respectively.

Other income has come primarily from structuring fees, overriding royalty interests, and settlement of net profits interests. Income from other sources grew from \$464 for the three months ended September 30, 2009 to \$4,097 for the three months ended September 30, 2010. The increase in other income is largely due to \$3,438 of structuring fees related to AIRMALL, Progrexion, SonicWALL and various other portfolio investments.

Investment income was \$114,559, \$100,481, and \$79,402 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. The primary driver of the increase from year ended June 30, 2009 to year ended June 30, 2010 is the acquisition of additional assets from Patriot and other new investments which increased interest income for the second half of the year. This increase is partially offset by a decline in dividend income from GSHI. Drivers of the increase from year ended June 30, 2008 to year ended June 30, 2009 include increased assets generating increased interest and dividend income along with increased income from royalty and settlement of net profits interests. The following table describes the various components of investment income and the related levels of debt investments:

	<b>Year Ended June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>Year Ended June 30, 2008</b>
Interest income	\$ 86,518	\$ 62,926	\$ 59,033
Dividend income	15,366	22,793	12,033
Other income	12,675	14,762	8,336
<b>Total investment income</b>	<b>\$ 114,559</b>	<b>\$ 100,481</b>	<b>\$ 79,402</b>
Average debt principal of investments	\$ 633,275	\$ 525,144	\$ 397,913
Weighted-average interest rate earned	13.7%	12.0%	14.8%

Total investment income has increased from \$79,402 for the year ended June 30, 2008 to \$100,481 for the year ended June 30, 2009 to \$114,559 for the year ended June 30, 2010. Investment income has been increasing as we continue to deploy the additional capital, raised in both debt and equity offerings, in revenue-producing assets.

Average interest income producing assets have increased from \$397,913 for the year ended June 30, 2008 to \$525,144 for the year ended June 30, 2009 to \$633,275 for the year ended June 30, 2010. The average yield on interest bearing assets increased from 12.0% for the year ended June 30, 2009 to 13.7% for the year ended June 30, 2010. This increase is primarily the result of higher interest rates earned on the assets acquired in the Patriot acquisition (including discount accretion). Average yields on interest bearing assets decreased from 14.8% for the year ended June 30, 2008 to 12.0% for the year ended June 30, 2009. This decrease was the result of our increasing our asset mix in financings with private equity sponsors. We believe that such financings offer less risk, and consequently lower yields, due, in part, to lesser risk to our capital resulting from larger equity at risk underneath our capital. Holding these types of investments has allowed us to more effectively utilize our credit facility to finance such assets at an average rate of 5.8%, 3.8% and 5.7% for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. Additionally, during the years ended June 30, 2010 and June 30, 2009, interest of

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\$19,764 and \$18,746, respectively, was foregone on non-accrual debt investments compared to \$3,449 of foregone interest for the year ended June 30, 2008. Without these adjustments, the weighted average interest rates earned on debt investments would have been 17.3%, 15.6% and 15.7% for the years ended June 30, 2010, 2009 and 2008, respectively.

Investment income is also generated from dividends and other income. Dividend income grew significantly from \$12,033 for the year ended June 30, 2008 to \$22,793 for the year ended June 30, 2009 and declined to \$15,366 for the year ended June 30, 2010. Dividend income is mostly attributable to dividends received from our investment in GSHI, which were \$20,500 and \$14,500 during the years ended June 30, 2009 and June 30, 2010, respectively.

Other income has come primarily from structuring fees, overriding royalty interests, and settlement of net profits interests. Income from other sources grew from \$8,336 for the year ended June 30, 2008 to \$14,762 for the year ended June 30, 2009 and decreased to \$12,675 for the year ended June 30, 2010. During the year ended June 30, 2008 we received royalty income and settlement of net profits interest of \$2,984 in the aggregate related to Ken-Tex Energy Corp, and \$4,751 of structuring fees related to Ajax, H&M and various other portfolio investments. During the year ended June 30, 2009, structuring fees of \$1,274 were received primarily related to Biotronic and GSHI, a decrease of \$3,477 from the year ended June 30, 2008. The increase in other income for the year ended June 30, 2009 is largely due to the settlement of our net profit interests in IEC/ARS for \$12,576. During the year ended June 30, 2010 we recognized a \$8,632 gain on the Patriot acquisition and received \$2,388 of structuring and amendment fees primarily related to EXL, H&M, Hoffmaster and Shearer s, an overall decrease of \$3,011 in other income from the year ended June 30, 2009.

**Operating Expenses**

Our primary operating expenses consist of investment advisory fees (base management and income incentive fees), credit facility costs, legal and professional fees and other operating and overhead-related expenses. These expenses include our allocable portion of overhead under the Administration Agreement with Prospect Administration under which Prospect Administration provides administrative services and facilities for us. Our investment advisory fees compensate our Investment Adviser for its work in identifying, evaluating, negotiating, closing and monitoring our investments. We bear all other costs and expenses of our operations and transactions in accordance with our Administration Agreement with Prospect Administration. Operating expenses were \$14,217 and \$9,199 for the three months ended September 30, 2010 and September 30, 2009, respectively.

The base investment advisory expenses were \$4,276 and \$3,209 for the three months ended September 30, 2010 and September 30, 2009, respectively. This increase is directly related to our growth in total assets. For the three months ended September 30, 2010 and September 30, 2009, we incurred \$5,249 and \$3,080, respectively, of income incentive fees. The \$2,169 increase in the income incentive fee for the respective three-month period is driven by an increase in pre-incentive fee net investment income from \$15,398 for the three months ended September 30, 2009 to \$26,244 for the three months ended September 30, 2010, primarily due to an increase in interest income from a larger asset base. No capital gains incentive fee has yet been incurred pursuant to the Investment Advisory Agreement.

During the three months ended September 30, 2010, we incurred \$2,261 of expenses related to our credit facility. This compares with expenses of \$1,374 incurred during the three months ended September 30, 2009. These expenses are related directly to the leveraging capacity put into place for each of those periods and the levels of

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indebtedness actually undertaken during those quarters. The table below describes the various credit facility expenses and the related indicators of leveraging capacity and indebtedness during these periods.

	<b>For the Three Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
Interest expense	\$ 949	\$ 127
Amortization of deferred financing costs	990	824
Commitment and other fees	322	423
<b>Total</b>	<b>\$ 2,261</b>	<b>\$ 1,374</b>
Weighted-average debt outstanding	\$ 87,359	\$ 8,398
Weighted-average interest rate incurred	4.25%	6.00%
Facility amount at beginning of period	\$ 210,000	\$ 195,000

The decrease in our interest rate occurred on June 11, 2010 with the closing of our current facility. The borrowing rate and Libor floor decreased by 75 basis points and 100 basis points, respectively.

As our asset base has grown and we have added complexity to our capital raising activities, due, in part, to our assumption of the sub-administration role from Vastardis, we have commensurately increased the size of our administrative and financial staff, accounting for a significant increase in the overhead allocation from Prospect Administration. Over the last year, Prospect Administration has added several additional staff members, including a senior finance professional, a controller, two corporate counsels and other finance professionals. As our portfolio continues to grow, we expect to continue to increase the size of our administrative and financial staff on a basis that provides increasing returns to scale. However, initial investments in administrative and financial staff may not provide returns to scale immediately, perhaps not until the portfolio increases to a greater size. Other allocated expenses from Prospect Administration have, as expected, increased alongside with the increase in staffing and asset base.

Total operating expenses, net of investment advisory fees and interest costs ( Other Operating Expenses ), were \$2,431 and \$1,536 for the three months ended September 30, 2010 and 2009, respectively. The \$895 increase in Other Operating Expenses is primarily due to the increased size of our portfolio, for which we have incurred higher costs for litigation, valuation services and administrative support.

Operating expenses were \$47,369, \$41,318 and \$34,289 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively.

The base investment advisory expenses were \$13,929, \$11,915 and \$8,921 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. These increases are directly related to our growth in total assets. \$16,798, \$14,790 and \$11,278 in income incentive fees were incurred for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. The increases have occurred as net interest income has increased due primarily to an increase in the asset base. No capital gains incentive fee has yet been incurred pursuant to the Investment Advisory Agreement.





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During the years ended June 30, 2010, June 30, 2009 and June 30, 2008, we incurred \$8,382, \$6,161 and \$6,318, respectively, of expenses related to our credit facilities. These expenses are related directly to the leveraging capacity put into place for each of those years and the levels of indebtedness actually undertaken in those years. The table below describes the various credit facility expenses and the related indicators of leveraging capacity and indebtedness.

	<b>Year Ended June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>Year Ended June 30, 2008</b>
Interest expense	\$ 1,338	\$ 5,075	\$ 5,104
Amortization of deferred financing costs	5,297	759	726
Commitment and other fees	1,747	327	488
<b>Total</b>	<b>\$ 8,382</b>	<b>\$ 6,161</b>	<b>\$ 6,318</b>
Weighted average debt outstanding	\$ 23,147	\$ 132,013	\$ 90,032
Weighted average interest rate	5.78%	3.84%	5.67%
Facility amount at beginning of year	\$ 175,000	\$ 200,000	\$ 200,000

The increase in our interest rate incurred for the year ended June 30, 2010 is primarily due to an increase of 150 basis points in our borrowing rate effective June 25, 2009 and the concurrent introduction of a Libor floor at 200 basis points. This increase was partially amended on June 11, 2010 with the closing of our current facility. The borrowing rate and Libor floor decreased by 75 basis points and 100 basis points, respectively. The decrease in our interest rate incurred for the year ended June 30, 2009 is primarily due to a decrease in average LIBOR of approximately 1.44% in comparison to 4.08% for the year ended June 30, 2008. This decrease was partially offset by an increase of 125 basis points in the then effective borrowing rate at November 14, 2008.

As our asset base has grown and we have added complexity to our capital raising activities, due, in part, to our assumption of the sub-administration role from Vastardis, we have commensurately increased the size of our administrative and financial staff, accounting for a significant increase in the overhead allocation from Prospect Administration. Over the last two years, Prospect Administration has added several additional staff members, including a senior finance professional, a controller, three corporate counsels and other finance professionals. As our portfolio continues to grow, we expect to continue to increase the size of our administrative and financial staff on a basis that provides increasing returns to scale. However, initial investments in administrative and financial staff may not provide returns to scale immediately, perhaps not until the portfolio increases to a greater size. Other allocated expenses from Prospect Administration have, as expected, increased alongside with the increase in staffing and asset base.

Other Operating Expenses were \$8,260, \$8,452 and \$7,772 for the years ended June 30, 2010, 2009 and 2008, respectively. The decrease in Other Operating Expenses during the year ended June 30, 2010 when compared to the year ended June 30, 2009 is primarily the result operating efficiencies realized upon the termination of the sub-administration agreement and no excise taxes being paid in 2010 offset by the costs incurred in connection with merger discussions with Allied Capital Corporation expensed in the 2010 period. At December 31, 2008, we elected to retain a portion of our annual taxable income and accrued \$533 for the excise tax that was paid with the filing of the return. Legal costs continue to decrease significantly from \$2,503 for the year ended June 30, 2008 to \$947 for the

year ended June 30, 2009 to \$702 for the year ended June 30, 2010 as there were reduced costs for litigation.

**Net Investment Income, Net Realized Gains (Loss), Increase (Decrease) in Net Assets from Net Changes in Unrealized Appreciation/Depreciation and Net Increase in Net Assets Resulting from Operations**

Our net investment income was \$20,995 and \$12,318 for the three months ended September 30, 2010 and September 30, 2009, respectively. Net investment income represents the difference between investment income and operating expenses and is directly impacted by the items described above.

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Net realized gains were \$527 and zero for the three months ended September 30, 2010 and September 30, 2009, respectively. The net realized gain of \$527 for the three months ended September 30, 2010 was due primarily to the sale of our common stock in LyondellBasel Industries N.V.

Net increase (decrease) in net assets from changes in unrealized appreciation (depreciation) was \$4,058 and (\$18,696) for the three months ended September 30, 2010 and September 30, 2009, respectively. For the three months ended September 30, 2010, the \$4,058 increase in net assets from the net change in unrealized appreciation (depreciation) was driven by significant write-ups of our investments in AIRMALL, Ajax, American Gilsonite, Fischbein and Iron Horse. These instances of unrealized appreciation were partially offset by unrealized depreciation in H&M, KTPS, NRG, R-V and Sport Helmets. For the three months ended September 30, 2009, the \$18,696 decrease in net assets from the net change in unrealized appreciation/depreciation was driven primarily by write-downs of our investments in Ajax, AEH, C&J, Conquest, Deb Shops, and Yatesville.

Our net investment income was \$67,190, \$59,163 and \$45,113 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. Net investment income represents the difference between investment income and operating expenses and is directly impacted by the items described above.

Net realized (losses) gains were (\$51,545), (\$39,078) and (\$16,222) for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. The net realized loss during the year ended June 30, 2010 was due primarily to the determination that Yatesville was other than temporarily impaired and recognized a realized loss for the amount by which the amortized cost exceeded the current fair value. On June 30, 2009, we determined that the impairment of the CCEHI investment was other than temporarily impaired and recognized a realized loss for the amount by which the amortized cost exceeded the current fair value. This loss was partially offset by realized gains from sales of the Arctic warrants and Deep Down common stock. The net realized loss of \$16,222 sustained in the year ended June 30, 2008 was due mainly to the sale of Charlevoix and Advantage Oilfield Group Ltd. ( AOG ).

Increase (decrease) in net assets from changes in unrealized appreciation/depreciation was \$3,980, \$15,019 and (\$1,300) for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. For the year ended June 30, 2010, the net unrealized appreciation was driven by \$25,184 of write-ups in our investments in Fischbein, GSHI, Prince, Shearer s, and Regional Management Corporation, and by the disposition of previously written-down investment in Yatesville mentioned above with an unrealized net appreciation of \$35,471, which, in turn, were offset by \$56,954 of write-downs in our investments in Deb Shops, Freedom Marine, H&M, Manx, NRG, R-V and Wind River. For the year ended June 30, 2009, the net unrealized appreciation was driven by significant write-ups of our investments in AGC, GSHI, NRG, R-V, Shearer s and Stryker, and by the disposition of previously written-down investment in CCEI mentioned above, which, in turn, were offset by significant write-downs in our investments in Ajax, AEH, Conquest Cherokee, LLC, Deb Shops, Iron Horse and Yatesville as well as the elimination of the unrealized appreciation resulting from the sale of Deep Down mentioned above. For the year ended June 30, 2008, \$1,300 of the decrease in net assets from the net change in unrealized appreciation/depreciation was driven by significant write-downs in our investments in ICS, Worcester Energy Partners, Inc., and Yatesville partially offset by the write-up in our investment in GSHI and by the disposition of previously written-down investments in AOG and ESA.

**Financial Condition, Liquidity and Capital Resources**

For the three months ended September 30, 2010 and September 30, 2009, our operating activities (used) provided (\$12,348) and \$41,503 of cash, respectively. Financing activities provided (used) \$12,329 and (\$44,425) of cash during the three months ended September 30, 2010 and September 30, 2009, respectively, which included the payments of dividends of \$19,328 and \$16,647, during the three months ended September 30, 2010 and September 30, 2009, respectively.

Our cash flows provided by (used in) operating activities totaled \$54,838, (\$74,000) and (\$204,025) for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. Investing activities used \$106,586 for the acquisition of Patriot for the year ended June 30, 2010. There were no investing activities for the years ended June 30, 2009 and June 30, 2008. Financing activities provided cash flows of \$42,887, \$83,387 and \$204,580 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. Dividends paid were \$82,908, \$43,257 and \$24,915 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively.

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Our primary uses of funds have been to continue to invest in our investments in portfolio companies, to add new companies to our investment portfolio, acquire Patriot, repay outstanding borrowings and to make cash distributions to holders of our common stock.

We have and may continue to fund a portion of our cash needs through borrowings from banks, issuances of senior securities or secondary offerings. We may also securitize a portion of our investments in mezzanine or senior secured loans or other assets. Our objective is to put in place such borrowings in order to enable us to expand our portfolio. At September 30, 2010, we had \$46,600 outstanding borrowings on our revolving credit facility.

On March 4, 2010, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$351,434 of additional equity securities as of September 30, 2010.

We also continue to generate liquidity through public and private stock offerings. On July 7, 2009, we completed a public stock offering for 5,175,000 shares of our common stock at \$9.00 per share, raising \$46,575 of gross proceeds. On August 20, 2009 and September 24, 2009, we issued 3,449,686 shares and 2,807,111 shares, respectively, of our common stock at \$8.50 and \$9.00 per share, respectively, in private stock offerings, raising \$29,322, and \$25,264 of gross proceeds, respectively. Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the shares. Under the terms and conditions of the registration rights agreement, we filed with the SEC a post-effective amendment to the registration statement on Form N-2 on November 6, 2009. Such amendment was declared effective by the SEC on November 9, 2009.

On March 17, 2010, we established an at-the-market program through which we sold shares of our common stock. An at-the-market offering is a registered offering by a publicly traded issuer of its listed equity securities selling shares directly into the market at market prices. We engaged two broker-dealers to act as agents and sell our common stock directly into the market over a period of time. We paid a 2% commission to the broker-dealer on shares sold. Through this program we issued 8,000,000 shares of our common stock at an average price of \$10.90 per share, raising \$87,177 of gross proceeds, from March 23, 2010 through July 21, 2010.

On July 19, 2010, we established a second at-the-market program, as we had sold all the shares authorized in the original at-the-market program. We engaged three broker-dealers to act as agents and sell our common stock directly into the market over a period of time. We paid a 2% commission to the broker-dealer on shares sold. Through this program we issued 6,000,000 shares of our common stock at an average price of \$9.73 per share, raising \$58,403 of gross proceeds, from July 22, 2010 through September 28, 2010.

On September 24, 2010, we established a third at-the-market program, as we had sold all the shares authorized in the preceding programs. We engaged three broker-dealers to act as agents and sell our common stock directly into the market over a period of time. We paid a 2% commission to the broker-dealer on shares sold. Through this program we issued 302,400 shares of our common stock at an average price of \$9.87 per share, raising \$2,986 of gross proceeds, from September 29, 2010 through September 30, 2010.

Our Board of Directors, pursuant to the Maryland General Corporation Law, executed Articles of Amendment to increase the number of shares authorized for issuance from 100,000,000 to 200,000,000 in the aggregate. The amendment became effective August 31, 2010.

## **Off-Balance Sheet Arrangements**

At September 30, 2010, we did not have any off-balance sheet liabilities or other contractual obligations that are reasonably likely to have a current or future material effect on our financial condition, other than those which

originate from (i) the investment advisory and management agreement and the administration agreement and (ii) the portfolio companies.

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**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are subject to financial market risks, including changes in interest rates and equity price risk. At September 30, 2010, most of the loans in our portfolio bore interest at fixed interest rates. Several of our floating rate loans have floors which have effectively converted the loans to fixed rate loans in the current interest rate environment. At September 30, 2010, the principal value of loans totaling \$27.9 million bear interest at floating rates.

If we continue to invest in fixed rate loans, we may hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our portfolio of investments. During the three months ended September 30, 2010, we did not engage in interest rate hedging activities.

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**SUPPLEMENT TO MATERIAL U.S. FEDERAL INCOME TAXATION CONSIDERATIONS**

The following summary of certain U.S. Federal income tax considerations supplements the discussion set forth under the heading "Material U.S. Federal Income Tax Considerations" in the accompanying prospectus and is subject to the qualifications and assumptions set forth therein.

The Hiring Incentives to Restore Employment Act of 2010 will require, after December 31, 2012, withholding at a rate of 30% on dividends in respect of, and gross proceeds from the sale or other disposition of, shares of our common stock held by foreign financial institutions (including foreign investment funds), unless such institution enters into an agreement with the Secretary of the Treasury to report, on an annual basis, information about equity and debt interests in, and accounts maintained by, the institution to the extent such interests or accounts are held by certain U.S. persons or by certain non-U.S. entities that are wholly or partially owned by U.S. persons. Similarly, after December 31, 2012, dividends in respect of, and gross proceeds from the sale or other disposition of, shares of our common stock held by an investor that is a non-financial foreign entity will be subject to withholding at a rate of 30%, unless such entity either (i) certifies to us that such entity does not have any substantial United States owners or (ii) provides certain information regarding the entity's substantial United States owners, which we will in turn provide to the Secretary of the Treasury. Non-U.S. shareholders are encouraged to consult with their tax advisers regarding the possible implications of this new legislation on their investment in shares of our common stock.



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**USE OF PROCEEDS**

Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be at the market as defined in Rule 415 under the 1933 Act, including sales made directly on the NASDAQ Global Select Market or sales made to or through a market maker other than on an exchange. There is no guaranty that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus. Actual sales, if any, of our common stock under this prospectus supplement and the accompanying prospectus may be less than as set forth in this paragraph depending on, among other things, the market price of our common stock at the time of any such sale, and may be for prices below our most recently determined net asset value per share. As a result, the actual net proceeds we receive may be more or less than the amount of net proceeds estimated in this prospectus supplement. Assuming the sale of all 9,750,000 shares of common stock offered under this prospectus supplement and the accompanying prospectus, at the last reported sale price of \$10.50 per share for our common stock on the NASDAQ Global Select Market as of November 9, 2010, we estimate that the net proceeds of this offering will be approximately \$10.2 million after deducting the estimated Sales Manager commissions and our estimated offering expenses.

We expect to use the net proceeds from this offering initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, investments in high quality short-term debt instruments or a combination thereof, and thereafter to make long-term investments in accordance with our investment objective.

As of November 9, 2010, we had \$14.3 million outstanding under our credit facility and, based on the assets currently pledged as collateral on the facility, an additional approximately \$183.0 million was available to us for borrowing under our credit facility. Affiliates of the Sales Managers that are lenders under our credit facility may receive a portion of the net proceeds from offerings made pursuant to this prospectus supplement and the accompanying prospectus through the repayment of these borrowings, if any. Interest on borrowings under the credit facility is one-month LIBOR plus 325 basis points, subject to a minimum Libor floor of 100 basis points. Additionally, the lenders charge a fee on the unused portion of the credit facility equal to either 75 basis points if at least half of the credit facility is used or 100 basis points otherwise.

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**CAPITALIZATION**

The equity distribution agreements provide that we may offer and sell up to 9,750,000 shares of our common stock from time to time through the Sales Managers, as our agents for the offer and sale of such common stock. The table below assumes that we will sell all of the 9,750,000 shares at a price of \$10.50 per share (the last reported sale price per share of our common stock on the NASDAQ Global Select Market on November 9, 2010) but there is no guarantee that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus. Actual sales, if any, of our common stock under this prospectus supplement and the accompanying prospectus may be less than as set forth in the table below. In addition, the price per share of any such sale may be greater or less than \$10.50, depending on the market price of our common stock at the time of any such sale and whether such sale is made at a discount to our most recently determined net asset value per share.

The following table sets forth our capitalization as of September 30, 2010:

on an actual basis;

on an as adjusted basis giving effect to our distribution with a record date of October 29, 2010 and our issuance of 92,999 shares in connection with our dividend reinvestment plan on October 29, 2010, the sale of 4,929,556 shares of common stock during the period September 28, 2010 through October 29, 2010 (with settlement dates of October 1, 2010 through November 3, 2010) and repayments on our credit facility; and

on an as further adjusted basis giving effect to the transactions noted above and the assumed sale of 9,750,000 shares of our common stock at a price of \$10.50 per share (the last reported sale price per share of our common stock on the NASDAQ Global Select Market on November 9, 2010) less commissions and expenses.

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This table should be read in conjunction with Use of Proceeds and our Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and notes thereto included in this prospectus supplement and the accompanying prospectus.

	<b>As of September 30, 2010</b>		
	<b>As Adjusted for</b>		
	<b>Stock Issuances</b>		
	<b>and</b>		
	<b>Repayments of</b>		
	<b>Borrowings After</b>		
	<b>September 30,</b>		
	<b>2010</b>		
	<b>As further</b>		
	<b>Adjusted</b>		
	<b>for this Offering</b>		
	<b>Actual</b>		
	<b>(In thousands, except shares and per share data)</b>		
	<b>(Unaudited)</b>		
Long-term debt, including current maturities:			
Borrowings under senior credit facility(1)	\$ 46,600	\$ 14,300	\$ 14,300
Amount owed to affiliates	7,225	7,225	7,225
<b>Total long-term debt</b>	<b>53,825</b>	<b>21,525</b>	<b>21,525</b>
Stockholders' equity:			
Common stock, par value \$0.001 per share (200,000,000 common shares authorized; 78,401,363 shares outstanding actual, 83,423,918 shares outstanding as adjusted for stock issuances in connection with our dividend reinvestment plan and pursuant to the September 24, 2010 equity distribution agreements completed after September 30, 2010 and 93,173,918 shares outstanding as further adjusted for this offering)	78	83	93
Paid-in capital in excess of par value	894,568	934,763	1,034,931
Distributions in excess of net investment income	(11,536)	(11,536)	(11,536)
Accumulated realized losses on investments	(104,068)	(104,068)	(104,068)
Net unrealized appreciation on investments	23,782	23,782	23,782
<b>Total stockholders' equity</b>	<b>802,824</b>	<b>843,024</b>	<b>943,202</b>
<b>Total capitalization</b>	<b>\$ 856,649</b>	<b>\$ 864,549</b>	<b>\$ 964,727</b>

(1) As of September 30, 2010, we had \$46.6 million of borrowings outstanding under our recently completed extended credit facility. As of November 9, 2010, we had \$14.3 million of borrowings under our credit facility, representing a \$32.3 million decrease in borrowing subsequent to September 30, 2010.



**Table of Contents****RECENT SALES OF COMMON STOCK BELOW NET ASSET VALUE**

At our 2008 annual meeting of stockholders held on February 12, 2009 and our 2009 annual meeting of stockholders held on December 11, 2009, our stockholders approved our ability to sell an unlimited number of shares of our common stock at any level of discount to NAV per share during the twelve-month period following such approval. Accordingly, we may make additional offerings of our common stock without any limitation on the total amount of dilution to stockholders. We are currently seeking stockholder approval at our upcoming 2010 annual meeting, to be held on December 10, 2010, to continue for an additional year our ability to issue shares of our common stock below net asset value. See *Sales of Common Stock Below Net Asset Value* in this prospectus supplement and in the accompanying prospectus. Pursuant to this authority and the approval of our Board of Directors, we have made the following offerings:

<b>Date of Offering</b>	<b>Price Per Share to Investors</b>	<b>Shares Issued</b>	<b>Estimated Net Asset Value per Share(1)</b>	<b>Percentage Dilution</b>
March 18, 2009	\$8.20	1,500,000	\$14.43	2.20%
April 22, 2009	\$7.75	3,680,000	\$14.15	5.05%
May 19, 2009	\$8.25	7,762,500	\$13.44	7.59%
July 7, 2009	\$9.00	5,175,000	\$12.40	3.37%
August 20, 2009	\$8.50	3,449,686	\$11.57	1.78%
September 24, 2009	\$9.00	2,807,111	\$11.36	1.20%
June 21, 2010 to June 25, 2010(2)	\$10.01-\$10.67	1,072,500	\$10.39-10.40	0.06%
June 28, 2010 to July 16, 2010(3)	\$9.47-\$10.04	2,748,600	\$10.31-10.34	0.29%
July 19, 2010 to August 19, 2010(4)	\$9.28-\$10.04	3,814,528	\$10.26-10.36	0.39%
September 7, 2010 to September 23, 2010(5)	\$9.47-\$9.98	2,185,472	\$10.22-10.25	0.18%
September 24, 2010 to September 27, 2010(6)	\$9.74-\$9.92	302,400	\$10.25-10.26	0.02%
September 28, 2010 to October 29, 2010(7)	\$9.65-\$10.09	4,929,556	\$10.13-10.27	0.32%

- (1) The data for sales of shares below NAV pursuant to our previous equity distribution agreements are an estimate based on the last reported NAV adjusted and capital events occurring during the period since the last calculated NAV. All amounts presented are approximations based on the best available data at the time of issuance. Overall, the dilution from the issuance of shares below NAV in connection with the at-the-market program is estimated to be less than 1.5%.
- (2) Dates of offering represent the sales dates of the stock. The settlement dates are three business days later or June 24, 2010 to June 30, 2010.
- (3) Dates of offering represent the sales dates of the stock. The settlement dates are three business days later or July 1, 2010 to July 21, 2010.
- (4) Dates of offering represent the sales dates of the stock. The settlement dates are three business days later or July 22, 2010 to August 24, 2010.

- (5) Dates of offering represent the sales dates of the stock. The settlement dates are three business days later or September 10, 2010 to September 28, 2010.
- (6) Dates of offering represent the sales dates of the stock. The settlement dates are three business days later or September 29, 2010 to September 30, 2010.
- (7) Dates of offering represent the sales dates of the stock. The settlement dates are three business days later or October 1, 2010 to November 3, 2010.

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Table of Contents**BOARD OF DIRECTORS****Directors and Executive Officers**

Our directors and executive officers and their positions are set forth below. The address for each director and executive officer is c/o Prospect Capital Corporation, 10 East 40th Street, 44th Floor, New York, NY 10016. On March 23, 2010, our Board of Directors unanimously approved William J. Grempe as a member of the Board of Directors effective April 1, 2010. Mr. Grempe replaced Mr. Graham D.S. Anderson as an independent director of the Company. Mr. Anderson resigned from the Board of Directors effective April 1, 2010.

**Independent Directors**

Name and Age	Position(s) Held with the Company	Term of Office(1) and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen	
				by Director	Other Directorships Held by Director(2)
William J. Grempe, 67	Director	Class II Director from 2006 to 2009; Class I Director since April 2010; Term expires 2010	Mr. Grempe was responsible for traditional banking services, credit and lending, private equity and corporate cash management with Merrill Lynch & Co. from 1999 to present.	One	None
Eugene S. Stark, 52	Director	Class III Director since September 2008; Term expires 2010	Principal Financial Officer, Chief Compliance Officer and Vice President Administration of General American Investors Company, Inc. from May 2005 to present.	One	None
Andrew C. Cooper, 49	Director	Class II Director since February 2009; Term expires 2012	Mr. Cooper is an entrepreneur, who over the last 11 years has founded, built, run and sold three companies. He is Co-Chief Executive Officer of Unison Site Management, Inc., a specialty finance company focusing on cell site easements, and Executive Director of Brand Asset Digital, a digital media marketing and distribution company.	One	Unison Site Management, LLC, Brand Asset Digital, LLC and Aquatic Energy, LLC

- (1) Our Board of Directors is divided into three classes of directors serving staggered three-year terms. Mr. Grep is a Class I director with a term that will expire in 2010, Mr. Eliasek and Mr. Cooper are Class II directors with terms that will expire in 2012 and Mr. Barry and Mr. Stark are Class III directors with terms that will expire in 2010.
- (2) No director otherwise serves as a director of an investment company subject to the 1940 Act.

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**Table of Contents****Interested Directors**

<b>Name and Age</b>	<b>Position(s) Held with the Company</b>	<b>Term of Office(1) and Length of Time Served</b>	<b>Principal Occupation(s) During Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Director</b>	<b>Other Directorships Held by Director(2)</b>
John F. Barry III,(3) 57	Director, Chairman of the Board of Directors, and Chief Executive Officer	Class III Director since June 2004; Term expires 2010	Chairman and Chief Executive Officer of the Company; Managing Director since June 2004; Managing Director of Prospect Capital Management.	One	None
M. Grier Eliasek,(3) 36	Director, President and Chief Operating Officer	Class II Director since June 2004; Term expires 2012	President and Chief Operating Officer of the Company, Managing Director of Prospect Capital Management and Prospect Administration.	One	None

(1) Our Board of Directors is divided into three classes of directors serving staggered three-year terms. Mr. Grempp is a Class I director with a term that will expire in 2010, Mr. Eliasek and Mr. Cooper are Class II directors with terms that will expire in 2012 and Mr. Barry and Mr. Stark are Class III directors with terms that will expire in 2010.

(2) No director otherwise serves as a director of an investment company subject to the 1940 Act.

(3) Messrs. Barry and Eliasek are each considered an interested person under the 1940 Act by virtue of serving as one of our officers and having a relationship with Prospect Capital Management.

For the fiscal year ended June 30, 2010, our Board of Directors held eighteen Board meetings, ten Audit Committee meetings, and two Nominating and Corporate Governance Committee meetings. The Audit Committee and Nominating and Corporate Governance Committee are composed of Messrs. Cooper, Grempp and Stark.

**Information about Executive Officers who are not Directors**

<b>Name and Age</b>	<b>Position(s) Held with the Company</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During Past Five Years</b>
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Brian H. Oswald, 49

Chief Financial Officer, Chief Compliance Officer, Treasurer and Secretary	November 2008 to present as Chief Financial Officer and October 2008 to present as Chief Compliance Officer	Joined Prospect Administration as Managing Director in June 2008. Previously Managing Director in Structured Finance Group at GSC Group (2006 to 2008) and Chief Financial Officer at Capital Trust, Inc. (2003 to 2005).
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### Compensation of Directors and Officers

The following table sets forth information regarding the compensation received by the directors and executive officers from the Company for the fiscal year ended June 30, 2010. No compensation is paid to the interested directors by the Company. The independent directors who serve on both committees of the Board receive an annual fee of \$85,000 per director plus reimbursement of any reasonable out-of-pocket expenses incurred, the independent directors who serve on one committee of the Board receive an annual fee of \$60,000 per director plus reimbursement of any reasonable out-of-pocket expenses incurred and the independent directors who do not serve on any

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committees of the board receive an annual fee of \$11,250 per director plus reimbursement of any out-of-pocket expenses incurred. All independent directors currently serve on both committees.

<b>Name and Position</b>	<b>Aggregate Compensation from the Company</b>	<b>Pension or Retirement Benefits Accrued as Part of the Company's Expenses(1)</b>	<b>Total Compensation Paid to Director/ Officer</b>
<b><i>Interested Directors</i></b>			
John F. Barry(2)	None	None	None
M. Grier Eliasek(2)	None	None	None
<b><i>Independent Directors</i></b>			
Graham D.S. Anderson(3)	\$ 63,750	None	\$ 63,750
Andrew C. Cooper(4)	\$ 85,000	None	\$ 85,000
William J. Gremp(5)	\$ 21,250	None	\$ 21,250
Eugene S. Stark(6)	\$ 85,000	None	\$ 85,000
<b><i>Executive Officers</i></b>			
Brian H. Oswald(2)	None	None	None

- (1) We do not have a bonus, profit sharing or retirement plan, and directors do not receive any pension or retirement benefits.
- (2) We have not paid, and we do not intend to pay, any annual cash compensation to our executive officers for their services as executive officers. Messrs. Barry and Eliasek are compensated by PCM from the income PCM receives under the management agreement between PCM and us. Mr. Oswald is compensated from the income Prospect Administration receives under the administration agreement.
- (3) Mr. Anderson resigned as a Director of the Company effective April 1, 2010.
- (4) Mr. Cooper joined our Board of Directors on February 12, 2009.
- (5) Mr. Gremp joined our Board of Directors on April 1, 2010.
- (6) Mr. Stark joined our Board of Directors on September 4, 2008.

***Board Leadership Structure***

The Board of Directors believes that the combined position of Chief Executive Officer of the Company and Chairman of the Board of Directors of the Company is a superior model that results in greater efficiency regarding management of the Company, reduced confusion due to the elimination of the need to transfer substantial information quickly and repeatedly between a chief executive officer and chairman, and business advantages to the Company arising from the specialized knowledge acquired from the duties of the dual roles. The need for efficient decision making is particularly acute in the line of business of the Company, whereby multiple factors including market factors, interest rates and innumerable other financial metrics change on an ongoing and daily basis. The Board of Directors has not

identified a lead independent director of the Board of Directors of the Company in as much as the Board consists of only five individuals.

*Director Independence*

On an annual basis, each member of our Board of Directors is required to complete an independence questionnaire designed to provide information to assist the Board of Directors in determining whether the director is independent. Our Board of Directors has determined that each of our directors, other than Messrs. Barry and Eliasek, is independent under the 1940 Act.

*Role of the Chairman and Chief Executive Officer*

As Chairman of the Board of Directors and Chief Executive Officer, Mr. Barry assumes a leading role in mid- and long-term strategic planning and supports major transaction initiatives of the Company. Mr. Barry also manages the day-to-day operations of the Company, with the support of the other executive officers. As Chief Executive

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Officer, Mr. Barry has general responsibility for the implementation of the policies of the Company, as determined by the Board of Directors, and for the management of the business and affairs of the Company. The Board of Directors has determined that its leadership structure, in which the majority of the directors are not affiliated with the Company, PCM or Prospect Administration, is appropriate in light of the services that PCM and Prospect Administration and their affiliates provide to the Company and the potential conflicts of interest that could arise from these relationships.

*Experience, Qualifications, Attributes and/or Skills that Led to the Board's Conclusion that such Members Should Serve as Director of the Company*

The Board believes that, collectively, the directors have balanced and diverse experience, qualifications, attributes and skills, which allow the Board to operate effectively in governing the Company and protecting the interests of its shareholders. Below is a description of the various experiences, qualifications, attributes and/or skills with respect to each director considered by the Board.

*John F. Barry III*

The Board benefits from Mr. Barry's years of experience in the investment banking and the financial advisory industries, as well as his service on multiple boards for various companies. In addition to overseeing the Company, Mr. Barry has served on the boards of directors of private and public companies, including financial services, financial technology and energy. Mr. Barry also managed an investment bank, focusing on private equity and debt financing for energy and other companies, and was the founding member of the project finance group at Merrill Lynch & Co. The Board also benefits from Mr. Barry's past experience as a corporate securities lawyer at a premiere United States law firm, advising energy companies and their commercial and investment bankers. Mr. Barry is also chairman of the board of directors of the Mathematics Foundation of America, a non-profit foundation which enhances opportunities in mathematics education for students from diverse backgrounds. Mr. Barry's longstanding service as Chairman and Chief Executive Officer of the Company and as a Managing Director of PCM and Prospect Administration provide him with a specific understanding of the Company, its operation, and the business and regulatory issues facing the Company.

*M. Grier Eliasek*

Mr. Eliasek brings to the Board business leadership and experience and knowledge of senior loan, mezzanine, bridge loan, private equity and venture capital investments, as well as a knowledge of diverse management practices. Mr. Eliasek is the President and Chief Operating Officer of the Company and a Managing Director of PCM and Prospect Administration. He is also responsible for leading the origination and assessment of investments for the Company. Mr. Eliasek serves on the board of directors of Gas Solutions Holdings, Inc., a gas gathering and processing company in East Texas, which helps provide the Company's Board with an in-depth knowledge of the management of companies in which the Company invests. The Board also benefits from Mr. Eliasek's experience as a consultant with Bain & Company, a global strategy consulting firm, where he managed engagements for companies in several different industries, by providing the Company with unique views on investment and management issues. At Bain & Company, Mr. Eliasek analyzed new lines of businesses, developed market strategies, revamped sales organizations, and improved operational performance for Bain & Company clients. Mr. Eliasek's longstanding service as Director, President and Chief Operating Officer of the Company and as a Managing Director of PCM and Prospect Administration provide him with a specific understanding of the Company, its operation, and the business and regulatory issues facing the Company.

*Andrew C. Cooper*

Mr. Cooper's 25 years of experience in venture capital management, venture capital investing and investment banking provides the Board with a wealth of leadership, business investing and financial experience. Mr. Cooper's experience as the co-founder, director and former co-CEO of Unison Site Management LLC, a leading cellular site owner with 2,000 plus cell sites which generate more than \$40 million in annual cash flow, and as co-founder, CFO and VP of business development for Avesta Technologies, an enterprise, information and technology management software company bought by Visual Networks in 2000, provides the Board with the benefit of leadership and

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experience in finance and management. Mr. Cooper also serves on the board of Brand Asset Digital, Aquatic Energy and the Madison Square Boys and Girls Club of New York. Further, Mr. Cooper's time as a director of CSG Systems, Protection One Alarm, LionBridge Technologies and Weblink Wireless, provides the Board with a wealth of experience and an in-depth understanding of management practices. Mr. Cooper's knowledge of financial and accounting matters qualifies him to serve on the Company's Audit Committee and his independence from the Company, PCM and Prospect Administration enhances his service as a member of the Nominating and Corporate Governance Committee.

*William J. Grempe*

Mr. Grempe brings to the Board a broad and diverse knowledge of business and finance as a result of his career as an investment banker, spanning over 30 years working in corporate finance and originating and executing transactions and advisory assignments for energy and utility related clients. Since 1999, Mr. Grempe has been responsible for traditional banking services, credit and lending, private equity and corporate cash management with Merrill Lynch & Co.. From 1996 to 1999, he served at Wachovia as senior vice president, managing director and co-founder of the utilities and energy investment banking group, responsible for origination, structuring, negotiation and successful completion of transactions utilizing investment banking, capital markets and traditional commercial banking products. From 1989 to 1996, Mr. Grempe was the managing director of global power and project finance at JPMorgan Chase & Co., and from 1970 to 1989, Mr. Grempe was with Merrill Lynch & Co., starting out as an associate in the mergers and acquisitions department, then in 1986 becoming the senior vice president, managing director and head of the regulated industries group. Mr. Grempe's knowledge of financial and accounting matters qualifies him to serve on the Company's Audit Committee and his independence from the Company, PCM and Prospect Administration enhances his service as a member of the Nominating and Corporate Governance Committee.

*Eugene S. Stark*

Mr. Stark brings to the Board over 20 years of experience in directing the financial and administrative functions of investment management organizations. The Board benefits from his broad experience in financial management; SEC reporting and compliance; strategic and financial planning; expense, capital and risk management; fund administration; due diligence; acquisition analysis; and integration activities. Since May 2005, Mr. Stark's position as the Principal Financial Officer, Chief Compliance Officer and Vice President of Administration at General American Investors Company, Inc., where he is responsible for operations, compliance, and financial functions, allows him to provide the Board with added insight into the management practices of other financial companies. From January to April of 2005, Mr. Stark was the Chief Financial Officer of the Company, prior to which he worked at Prudential Financial, Inc. between 1987 and 2004. His many positions within Prudential include 10 years as Vice President and Fund Treasurer of Prudential Mutual Funds, 4 years as Senior Vice President of Finance of Prudential Investments, and 2 years as Senior Vice President of Finance of Prudential Amenities. Mr. Stark is also a Certified Public Accountant. Mr. Stark's knowledge of financial and accounting matters qualifies him to serve on the Company's Audit Committee and his independence from the Company, PCM and Prospect Administration enhances his service as a member of the Nominating and Corporate Governance Committee. Mr. Stark is also a member of Mount Saint Mary Academy's Finance Committee.

*Means by Which the Board of Directors Supervises Executive Officers*

The Board of Directors is regularly informed on developments and issues related to the Company's business, and monitors the activities and responsibilities of the executive officers in various ways.

At each regular meeting of the Board of Directors, the executive officers report to the Board of Directors on developments and important issues. Each of the executive officers, as applicable, also provide regular updates to the

members of the Board of Directors regarding the Company's business between the dates of regular meetings of the Board of Directors.

Executive officers and other members of PCM, at the invitation of the Board of Directors, regularly attend portions of meetings of the Board of Directors and its committees to report on the financial results of the Company,

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its operations, performance and outlook, and on areas of the business within their responsibility, including risk management and management information systems, as well as other business matters.

*The Board's Role in Risk Oversight*

The Company's Board of Directors performs its risk oversight function primarily through (a) its two standing committees, which report to the entire Board of Directors and are comprised solely of independent directors and (b) monitoring by the Company's Chief Compliance Officer, or CCO, in accordance with its compliance policies and procedures.

The Audit Committee and the Nominating and Governance Committee assist the Board of Directors in fulfilling its risk oversight responsibilities. The Audit Committee's risk oversight responsibilities include reviewing and discussing with management and the independent accountants the annual audited financial statements of the Company, including disclosures made in management's discussion and analysis; reviewing and discussing with management and the independent accountants the Company's quarterly financial statements prior to the filings of its quarterly reports on Form 10-Q; pre-approving the independent accountants' engagement to render audit and/or permissible non-audit services; and evaluating the qualifications, performance and independence of the independent accountants. The Nominating and Governance Committee's risk oversight responsibilities include selecting qualified nominees to be elected to the Board of Directors by stockholders; selecting qualified nominees to fill any vacancies on the Board of Directors or a committee thereof; developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company; and overseeing the evaluation of the Board of Directors and management. Both the Audit Committee and the Nominating and Governance Committee consist solely of independent directors.

The Company's Board of Directors also performs its risk oversight responsibilities with the assistance of the Chief Compliance Officer. The Company's Chief Compliance Officer prepares a written report annually discussing the adequacy and effectiveness of the compliance policies and procedures of the Company and certain of its service providers. The Chief Compliance Officer's report, which is reviewed by the Board of Directors, addresses at a minimum (a) the operation of the compliance policies and procedures of the Company and certain of its service providers since the last report; (b) any material changes to such policies and procedures since the last report; (c) any recommendations for material changes to such policies and procedures as a result of the Chief Compliance Officer's annual review; and (d) any compliance matter that has occurred since the date of the last report about which the Board of Directors would reasonably need to know to oversee the Company's compliance activities and risks. In addition, the Chief Compliance Officer meets separately in executive session with the independent directors at least once each year.

The Company believes that its Board of Directors' role in risk oversight is effective and appropriate given the extensive regulation to which it is already subject as a business development company, or BDC, under the 1940 Act. Specifically, as a BDC the Company must comply with certain regulatory requirements that control certain types of risk in its business and operations. For example, the Company's ability to incur indebtedness is limited such that its asset coverage must equal at least 200% immediately after each time it incurs indebtedness, the Company generally has to invest at least 70% of its total assets in qualifying assets. In addition, the Company elected to be treated as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code, as amended. As a RIC, the Company must, among other things, meet certain income source and asset diversification requirements.

The Company believes that the extent of its Board of Directors' (and its committees') role in risk oversight complements its Board's leadership structure because it allows the Company's independent directors to exercise oversight of risk without any conflict that might discourage critical review through the two fully independent board committees, auditor and independent valuation providers, and otherwise.

The Company believes that a board's roles in risk oversight must be evaluated on a case by case basis and that the Board of Directors' practices concerning risk oversight is appropriate. However, the Company continually re-examines the manners in which the Board administers its oversight function on an ongoing basis to ensure that they continue to meet the Company's needs.

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**MANAGEMENT SERVICES**

**Investment Advisory Agreement**

We have entered into the Investment Advisory Agreement with Prospect Capital Management under which the Investment Adviser, subject to the overall supervision of our Board of Directors, manages the day-to-day operations of, and provides investment advisory services to, us. Under the terms of the Investment Advisory Agreement, our Investment Adviser: (i) determines the composition of our portfolio, the nature and timing of the changes to our portfolio and the manner of implementing such changes; (ii) identifies, evaluates and negotiates the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and (iii) closes and monitors investments we make.

Prospect Capital Management's services under the Investment Advisory Agreement are not exclusive, and it is free to furnish similar services to other entities so long as its services to us are not impaired. For providing these services the Investment Adviser receives a fee from us, consisting of two components: a base management fee and an incentive fee. The base management fee is calculated at an annual rate of 2% on our gross assets (including amounts borrowed). For services rendered under the Investment Advisory Agreement, the base management fee is payable quarterly in arrears. The base management fee is calculated based on the average value of our gross assets at the end of the two most recently completed calendar quarters and is appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base management fees for any partial month or quarter are appropriately prorated. The incentive fee has two parts. The first part, the income incentive fee, which is payable quarterly in arrears, will equal 20% of the excess, if any, of our pre-incentive fee net investment income that exceeds a 1.75% quarterly (7% annualized) hurdle rate, subject to a "catch up" provision measured as of the end of each calendar quarter. The second part of the incentive fee, the capital gains incentive fee, is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date), and equals 20% of our realized capital gains for the calendar year, if any, computed net of all realized capital losses and unrealized capital depreciation at the end of such year. See "Business Management Services" in the accompanying prospectus for a more detailed description.

The total base management fees earned by and paid to Prospect Capital Management during the three months ended September 30, 2010 and September 30, 2009 were \$4.3 million and \$3.2 million, respectively, and during the twelve months ended June 30, 2010, June 30, 2009 and June 30, 2008 were \$13.9 million, \$11.9 million and \$8.9 million, respectively.

The income incentive fees were \$5.2 million and \$3.1 million for the three months ended September 30, 2010 and September 30, 2009, respectively, and \$16.8 million, \$14.8 million and \$11.3 million for the twelve months ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. No capital gains incentive fees were earned for the twelve months ended June 30, 2010, June 30, 2009 and June 30, 2008.

The total investment advisory fees were \$9.5 million and \$6.3 million for the three months ended September 30, 2010 and September 30, 2009, respectively, and \$30.7 million, \$26.7 million and \$20.2 million for the twelve months ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively.

Because of the structure of the incentive fee, it is possible that we may have to pay an incentive fee in a quarter where we incur a loss. For example, if we receive pre-incentive fee net investment income in excess of the hurdle rate for a quarter, we will pay the applicable income incentive fee even if we have incurred negative total return in that quarter due to realized or unrealized losses on our investments.

**Duration and Termination**

The Investment Advisory Agreement was originally approved by our Board of Directors on June 23, 2004 and was recently re-approved by the Board of Directors on June 15, 2010 for an additional one-year term expiring June 24, 2011. Unless terminated earlier as described below, it will remain in effect from year to year thereafter if approved annually by our Board of Directors or by the affirmative vote of the holders of a majority of our outstanding voting securities, including, in either case, approval by a majority of our directors who are not interested persons. The Investment Advisory Agreement will automatically terminate in the event of its assignment. The

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Investment Advisory Agreement may be terminated by either party without penalty upon not more than 60 days written notice to the other. See Risk Factors Risks Relating to Our Business We are dependent upon Prospect Capital Management's key management personnel for our future success in the accompanying prospectus.

### **Administration Agreement**

We have also entered into an Administration Agreement with Prospect Administration under which Prospect Administration, among other things, provides (or arranges for the provision of) administrative services and facilities for us. For providing these services, we reimburse Prospect Administration for our allocable portion of overhead incurred by Prospect Administration in performing its obligations under the Administration Agreement, including rent and our allocable portion of the costs of our chief compliance officer and chief financial officer and his staff, including the internal legal staff. Under this agreement, Prospect Administration furnishes us with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Prospect Administration also performs, or oversees the performance of, our required administrative services, which include, among other things, being responsible for the financial records that we are required to maintain and preparing reports to our stockholders and reports filed with the SEC. In addition, Prospect Administration assists us in determining and publishing our net asset value, overseeing the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, and generally oversees the payment of our expenses and the performance of administrative and professional services rendered to us by others. Under the Administration Agreement, Prospect Administration also provides on our behalf managerial assistance to those portfolio companies to which we are required to provide such assistance. The Administration Agreement may be terminated by either party without penalty upon 60 days written notice to the other party. Prospect Administration is a wholly owned subsidiary of our Investment Adviser.

We reimbursed Prospect Administration \$0.8 million and \$0.8 million for the three months ended September 30, 2010 and September 30, 2009, respectively, and \$3.4 million, \$2.9 million and \$2.1 million for the twelve months ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively, for services it provided to the Company at cost.

### **Board of Directors Approval of the Investment Advisory Agreement**

On June 15, 2010, our Board of Directors voted unanimously to renew the Investment Advisory Agreement for the 12-month period ending June 24, 2011. In its consideration of the Investment Advisory Agreement, the Board of Directors focused on information it had received relating to, among other things: (a) the nature, quality and extent of the advisory and other services to be provided to us by Prospect Capital Management; (b) comparative data with respect to advisory fees or expense ratios paid by other business development companies with similar investment objectives; (c) our projected operating expenses; (d) the projected profitability of Prospect Capital Management and any existing and potential sources of indirect income to Prospect Capital Management or Prospect Administration from their relationships with us and the profitability of those relationships; (e) information about the services to be performed and the personnel performing such services under the Investment Advisory Agreement; (f) the organizational capability and financial condition of Prospect Capital Management and its affiliates and (g) the possibility of obtaining similar services from other third party service providers or through an internally managed structure. In approving the renewal of the Investment Advisory Agreement, the Board of Directors, including all of the directors who are not interested persons, considered the following:

*Nature, Quality and Extent of Services.* The Board of Directors considered the nature, extent and quality of the investment selection process employed by Prospect Capital Management. The Board of Directors also considered Prospect Capital Management's personnel and their prior experience in connection with the types of investments made by us. The Board of Directors concluded that the services to be provided under the Investment Advisory Agreement are generally the same as those of comparable business development companies described in the available market data.

*Investment Performance.* The Board of Directors reviewed our investment performance as well as comparative data with respect to the investment performance of other externally managed business development companies. The Board of Directors concluded that Prospect Capital Management was

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delivering results consistent with our investment objective and that our investment performance was satisfactory when compared to comparable business development companies.

*The reasonableness of the fees paid to Prospect Capital Management.* The Board of Directors considered comparative data based on publicly available information on other business development companies with respect to services rendered and the advisory fees (including the management fees and incentive fees) of other business development companies as well as our projected operating expenses and expense ratio compared to other business development companies. The Board of Directors, on behalf of the Company, also considered the profitability of Prospect Capital Management. Based upon its review, the Board of Directors concluded that the fees to be paid under the Investment Advisory Agreement are reasonable compared to other business development companies.

*Economies of Scale.* The Board of Directors considered information about the potential of Prospect Capital Management to realize economies of scale in managing our assets, and determined that at this time there were no economies of scale to be realized by Prospect Capital Management.

Based on the information reviewed and the discussions detailed above, the Board of Directors (including all of the directors who are not interested persons ) concluded that the investment advisory fee rates and terms are fair and reasonable in relation to the services provided and approved the renewal of the Investment Advisory Agreement with Prospect Capital Management as being in the best interests of the Company and its stockholders.

**Portfolio Managers**

The following individuals function as portfolio managers primarily responsible for the day-to-day management of our portfolio. Our portfolio managers are not responsible for day-to-day management of any other accounts. For a description of their principal occupations for the past five years, see above.

<b>Name</b>	<b>Position</b>	<b>Length of Service with Company (Years)</b>
John F. Barry	Chairman and Chief Executive Officer	6
M. Grier Eliasek	President and Chief Operating Officer	6

Mr. Eliasek receives no compensation from the Company. Mr. Eliasek receives a salary and bonus from Prospect Capital Management that takes into account his role as a senior officer of the Company and of Prospect Capital Management, his performance and the performance of each of Prospect Capital Management and the Company. Mr. Barry receives no compensation from the Company. Mr. Barry, as the sole member of Prospect Capital Management, receives a salary and/or bonus from Prospect Capital Management and is entitled to equity distributions after all other obligations of Prospect Capital Management are met.

The following table sets forth the dollar range of our common stock beneficially owned by each of the portfolio managers described above as of June 30, 2010.

<b>Name</b>	<b>Aggregate Dollar Range of Common Stock Beneficially Owned</b>
John F. Barry	Over \$ 100,000
M. Grier Eliasek	Over \$ 100,000

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**BROKERAGE ALLOCATION AND OTHER PRACTICES**

Since we generally acquire and dispose of our investments in privately negotiated transactions, we infrequently use brokers in the normal course of our business. The aggregate amount of brokerage commissions paid by us during the three most recent fiscal years is \$78,544. Subject to policies established by our Board of Directors, Prospect Capital Management is primarily responsible for the execution of the publicly-traded securities portion of our portfolio transactions and the allocation of brokerage commissions.

Prospect Capital Management does not expect to execute transactions through any particular broker or dealer, but seeks to obtain the best net results for the Company, taking into account such factors as price (including the applicable brokerage commission or dealer spread), size of order, difficulty of execution, and operational facilities of the firm and the firm's risk and skill in positioning blocks of securities. While Prospect Capital Management generally seeks reasonably competitive trade execution costs, the Company will not necessarily pay the lowest spread or commission available. Subject to applicable legal requirements, Prospect Capital Management may select a broker based partly upon brokerage or research services provided to it and the Company and any other clients. In return for such services, we may pay a higher commission than other brokers would charge if Prospect Capital Management determines in good faith that such commission is reasonable in relation to the services provided.

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Information about our senior securities is shown in the following table as of each fiscal year ended June 30 since the Company commenced operations. The report of our independent registered public accounting firm on the senior securities table as of June 30, 2010 is attached as an exhibit to the registration statement.

<b>Class and Year</b>	<b>Total Amount Outstanding(1)</b>	<b>Asset Coverage per Unit(2)</b>	<b>Involuntary Liquidating Preference Per Unit(3)</b>	<b>Average Market Value Per Unit(4)</b>
<b>Credit Facility</b>				
Fiscal 2010 (as of June 30, 2010)	\$ 100,300	\$ 8,093		
Fiscal 2009 (as of June 30, 2009)	124,800	5,268		
Fiscal 2008 (as of June 30, 2008)	91,167	5,712		
Fiscal 2007 (as of June 30, 2007)		N/A		
Fiscal 2006 (as of June 30, 2006)	28,500	4,799		
Fiscal 2005 (as of June 30, 2005)		N/A		
Fiscal 2004 (as of June 30, 2004)		N/A		

- (1) Total amount of each class of senior securities outstanding at the end of the period presented (in 000 s).
- (2) The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by senior securities representing indebtedness. This asset coverage ratio is multiplied by \$1,000 to determine the Asset Coverage Per Unit.
- (3) This column is inapplicable because we have had only bank debt outstanding during the time periods.
- (4) This column is inapplicable because we have not had any preferred stock outstanding during any of the time periods.

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**DISTRIBUTIONS AND PRICE RANGE OF COMMON STOCK**

We have paid and intend to continue to distribute monthly distributions to our stockholders out of assets legally available for distribution. Our distributions, if any, will be determined by our Board of Directors. Certain amounts of the monthly distributions may from time to time be paid out of our capital rather than from earnings for the period as a result of our deliberate planning or by accounting reclassifications.

In order to maintain RIC tax treatment, we must distribute at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. In order to avoid certain excise taxes imposed on RICs, we are required to distribute with respect to each calendar year by January 31 of the following year an amount at least equal to the sum of

98% of our ordinary income for the calendar year,

98% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year, and

any ordinary income and net capital gains for preceding years that were not distributed during such years.

In December 2008, our Board of Directors elected to retain excess profits generated in the quarter ended September 30, 2008 and pay a 4% excise tax on such retained earnings. We paid \$533,000 for the excise tax with the filing of our tax return in March 2009. No such election was made in December 2009.

In addition, although we currently intend to distribute realized net capital gains (which we define as net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may decide in the future to retain such capital gains for investment. In such event, the consequences of our retention of net capital gains are as described under **Material U.S. Federal Income Tax Considerations** in the accompanying prospectus. We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we will be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings.

We maintain an **opt out** dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend, then stockholders' cash dividends will be automatically reinvested in additional shares of our common stock, unless they specifically **opt out** of the dividend reinvestment plan so as to receive cash dividends. Stockholders who receive distributions in the form of stock are subject to the same U.S. Federal, state and local tax consequences as are stockholders who elect to receive their distributions in cash. See **Dividend Reinvestment Plan** in the accompanying prospectus. The tax consequences of distributions to stockholders are described in the accompanying prospectus under the label **Material U.S. Federal Income Tax Considerations**. To the extent prudent and practicable, we intend to declare and pay dividends on a monthly basis.

With respect to the distributions paid to stockholders, income from origination, structuring, closing, commitment and other upfront fees associated with investments in portfolio companies were treated as taxable income and accordingly, distributed to stockholders. During the fiscal year ended June 30, 2009, we recorded total dividends of approximately \$56.1 million. For the fiscal year ended June 30, 2010, we recorded total distributions of approximately \$81.5 million. On June 18, 2010, we announced a change in dividend policy from quarterly to monthly dividends. For the first quarter of the fiscal year ending June 30, 2011, we recorded total distributions of approximately \$22.8 million.

Tax characteristics of all distributions will be reported to stockholders, as appropriate, on Form 1099-DIV after the end of the year. Our ability to pay distributions could be affected by future business performance, liquidity, capital needs, alternative investment opportunities and loan covenants.

Our common stock is quoted on the NASDAQ Global Select Market under the symbol PSEC. The following table sets forth, for the periods indicated, our NAV per share of common stock and the high and low closing prices per share of our common stock as reported on the NASDAQ Global Select Market. Our common stock historically trades at prices both above and below its NAV per share. There can be no assurance, however, that such premium or discount, as applicable, to NAV per share will be maintained. Common stock of business development companies,

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like that of closed-end investment companies, frequently trades at a discount to current NAV per share. In the past, our common stock has traded at a discount to our NAV per share. The risk that our common stock may continue to trade at a discount to our NAV per share is separate and distinct from the risk that our NAV per share may decline.

	NAV(1)	Stock Price High(2)	Low(2)	Premium (Discount) of High to NAV	Premium (Discount) of Low to NAV	Dividend Declared
<b>Twelve Months Ending June 30, 2008</b>						
First quarter	\$ 15.08	\$ 18.68	\$ 14.16	23.9%	(6.1)%	\$ 0.3925
Second quarter	14.58	17.17	11.22	17.8%	(23.0)%	0.395
Third quarter	14.15	16.00	13.55	13.1%	(4.2)%	0.400
Fourth quarter	14.55	16.12	13.18	10.8%	(9.4)%	0.40125
<b>Twelve Months Ending June 30, 2009</b>						
First quarter	\$ 14.63	\$ 14.24	\$ 11.12	(2.7)%	(24.0)%	\$ 0.4025
Second quarter	14.43	13.08	6.29	(9.4)%	(56.4)%	0.40375
Third quarter	14.19	12.89	6.38	(9.2)%	(55.0)%	0.405
Fourth quarter	12.40	10.48	7.95	(15.5)%	(35.9)%	0.40625
<b>Twelve Months Ending June 30, 2010</b>						
First quarter	\$ 11.11	\$ 10.99	\$ 8.82	(1.1)%	(20.6)%	\$ 0.4075
Second quarter	10.10	12.31	9.93	21.9%	(1.7)%	0.40875
Third quarter	10.12	13.20	10.45	30.4%	3.3%	0.410
Fourth quarter	10.30	12.20	9.65	18.4%	(6.3)%	0.10
<b>Twelve Months Ending June 30, 2011</b>						
First quarter	10.24	10.00	9.18	(2.3)%	(10.4)%	\$ 0.301375
Second quarter (to November 9, 2010)	(3)(4)	\$ 10.55	\$ 9.69	(4)	(4)	0.302625

- (1) Net asset value per share is determined as of the last day in the relevant quarter and therefore may not reflect the net asset value per share on the date of the high or low sales price. The NAVs shown are based on outstanding shares of our common stock at the end of each period.
- (2) The High/Low Stock Price is calculated as of the closing price on a given day in the applicable quarter.
- (3) Our most recently determined NAV per share was \$10.24 as of September 30, 2010 (\$10.11 on an as adjusted basis solely to give effect to our distribution with a record date of October 29, 2010, our issuance of common stock on October 29, 2010 in connection with our dividend reinvestment plan and our sale of 4,929,556 shares of common stock during the period September 28, 2010 through October 29, 2010 (with settlement dates of October 1, 2010 through November 3, 2010). NAV per share as of December 31, 2010 may be higher or lower than \$10.01 based on potential changes in valuations as of December 31, 2010.
- (4) NAV has not yet been finally determined for any day after September 30, 2010.

- (5) In June 2010, we changed our distribution policy from a quarterly payment to a monthly payment and declared the first three monthly distributions as follows:

\$0.10 per share for June 2010 to holders of record on June 30, 2010 with a payment date of July 30, 2010;

\$0.10025 per share for July 2010 to holders of record on July 30, 2010 with a payment date of August 31, 2010; and

\$0.10050 per share for August 2010 to holders of record on August 31, 2010 with a payment date of September 30, 2010.

In August 2010, we announced the declaration of two additional monthly distributions as follows:

\$0.100625 per share for September 2010 to holders of record on September 30, 2010 with a payment date of October 29, 2010; and

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\$0.100750 per share for October 2010 to holders of record on October 24, 2010 with a payment date of November 30, 2010.

In November 2010, we announced the declaration of three additional monthly distributions as follows:

\$0.100875 per share for November 2010 to holders of record on November 30, 2010 with a payment date of December 31, 2010;

\$0.101000 per share for December 2010 to holders of record on December 31, 2010 with a payment date of January 31, 2011; and

\$0.101125 per share for January 2011 to holders of record on January 31, 2011 with a payment date of February 28, 2011.

On November 9, 2010, the last reported sales price of our common stock was \$10.50 per share.

As of November 9, 2010, we had approximately 55 stockholders of record.

The below table sets forth each class of our outstanding securities as of November 9, 2010.

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Held by Registrant or for its Account</b>	<b>Amount Outstanding</b>
Common Stock	200,000,000	0	83,423,918

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**SALES OF COMMON STOCK BELOW NET ASSET VALUE**

At our 2008 annual meeting of stockholders held on February 12, 2009 and our 2009 annual meeting of stockholders held on December 11, 2009, our stockholders approved our ability to sell an unlimited number of shares of our common stock at any level of discount from NAV per share during the twelve month period following such approval. In order to sell shares of our common stock pursuant to this authorization a majority of our directors who have no financial interest in the sale and a majority of our independent directors must (a) find that the sale is in our best interests and in the best interests of our stockholders, and (b) in consultation with any underwriter or underwriters or sales manager or sales managers of the offering, make a good faith determination as of a time either immediately prior to the first solicitation by us or on our behalf of firm commitments to purchase such shares, or immediately prior to the issuance of such shares of common stock, that the price at which such shares are to be sold is not less than a price which closely approximates the market value of such shares, less any distributing commission or discount.

**We may make sales of our common stock at prices below our most recently determined NAV per share. Pursuant to the approval of our Board of Directors, we have made such sales in the past, including under the previous equity distribution agreements, and we may continue to do so under this prospectus supplement.**

In making a determination that an offering below NAV per share is in our and our stockholders' best interests, our Board of Directors considers a variety of factors including matters such as:

The effect that an offering below NAV per share would have on our stockholders, including the potential dilution they would experience as a result of the offering;

The amount per share by which the offering price per share and the net proceeds per share are less than the most recently determined NAV per share;

The relationship of recent market prices of par common stock to NAV per share and the potential impact of the offering on the market price per share of our common stock;

Whether the estimated offering price would closely approximate the market value of our shares of common stock;

The potential market impact of being able to raise capital during the current financial market difficulties;

The nature of any new investors anticipated to acquire shares of common stock in the offering;

The anticipated rate of return on and quality, type and availability of investments; and

The leverage available to us.

Our Board of Directors also considers the fact that sales of common stock at a discount will benefit our Investment Advisor as the Investment Advisor will earn additional investment management fees on the proceeds of such offerings, as it would from the offering of any other securities of the Company or from the offering of common stock at a premium to NAV per share.

We will not sell shares of common stock under a prospectus supplement to the registration statement (the current registration statement) if the cumulative dilution to our NAV per share from offerings under the current registration



statement exceeds 15%. This limit would be measured separately for each offering pursuant to the current registration statement by calculating the percentage dilution or accretion to aggregate NAV from that offering and then summing the percentage from each offering. For example, if our most recently determined NAV at the time of the first offering is \$10.11 and we have 83.5 million shares of common stock outstanding, sale of 16.5 million shares of common stock at net proceeds to us of \$5.06 per share (an approximately 50% discount) would produce dilution of 8.24%. If we subsequently determined that our NAV per share increased to \$10.20 on the then 100.0 million shares of common stock outstanding and then made an additional offering, we could, for example, sell approximately an additional 15.6 million shares of common stock at net proceeds to us of \$5.10 per share, which would produce dilution of 6.76%, before we would reach the aggregate 15% limit. If we file a new post-effective amendment, the threshold would reset.

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Sales by us of our common stock at a discount from NAV pose potential risks for our existing stockholders whether or not they participate in the offering, as well as for new investors who participate in the offering.

The following three headings and accompanying tables will explain and provide hypothetical examples on the impact of an offering at a price less than NAV per share on three different set of investors:

existing shareholders who do not purchase any shares of common stock in the offering;

existing shareholders who purchase a relatively small amount of shares of common stock in the offering or a relatively large amount of shares of common stock in the offering; and

new investors who become shareholders by purchasing shares of common stock in the offering.

**NAV per share used in the tables below is based on our most recently determined NAV per share as of September 30, 2010, as adjusted to give effect to our distribution with a record date of October 29, 2010, our issuance of our common stock on October 29, 2010 in connection with our dividend re-investment plan and our sale of 4,929,556 shares of common stock during the period September 28, 2010 through October 29, 2010 (with settlement dates of October 1, 2010 through November 3, 2010). The NAV per share used for purposes of providing information in the table below is thus an estimate and does not necessarily reflect actual NAV per share at the time sales are made. Actual NAV per share may be higher or lower based on potential changes in valuations of our portfolio securities, accruals of income, expenses and distributions declared and thus may be higher or lower at the assumed sales prices than shown below.**

The tables below provide hypothetical examples of the impact that an offering at a price less than NAV per share may have on the NAV per share of shareholders and investors who do and do not participate in such an offering. However, the tables below do not show and are not intended to show any potential changes in market price that may occur from an offering at a price less than NAV per share and it is not possible to predict any potential market price change that may occur from such an offering.

### **Impact On Existing Stockholders Who Do Not Participate in the Offering**

Our existing stockholders who do not participate in an offering below NAV per share or who do not buy additional shares of common stock in the secondary market at the same or lower price we obtain in the offering (after expenses and commissions) face the greatest potential risks. These stockholders will experience an immediate decrease (often called dilution) in the NAV of the shares of common stock they hold and their NAV per share. These stockholders will also experience a disproportionately greater decrease in their participation in our earnings and assets and their voting power than the increase we will experience in our assets, potential earning power and voting interests due to the offering. These shareholders may also experience a decline in the market price of their shares of common stock, which often reflects to some degree announced or potential increases and decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discounts increases.

The following chart illustrates the level of NAV dilution that would be experienced by a nonparticipating stockholder in three different hypothetical offerings of different sizes and levels of discount from NAV per share. It is not possible to predict the level of market price decline that may occur.

The examples assume that the issuer has 83,500,000 common shares outstanding, \$859,185,000 in total assets and \$15,000,000 in total liabilities. The current NAV and NAV per share are thus \$844,185,000 and \$10.11. The chart illustrates the dilutive effect on Stockholder A of (1) an offering of 4,175,000 shares of common stock (5% of the outstanding shares of common stock) at \$9.60 per share after offering expenses and commission (a 5% discount from

NAV), (2) an offering of 8,350,000 shares of common stock (10% of the outstanding shares of common stock) at \$9.10 per share after offering expenses and commissions (a 10% discount from NAV) and (3) an offering of

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16,700,000 shares of common stock (20% of the outstanding shares of common stock) at \$8.09 per share after offering expenses and commissions (a 20% discount from NAV).

	<b>Prior to Sale Below NAV</b>	<b>Example 1 5% Offering at 5% Discount</b>		<b>Example 2 10% Offering at 10% Discount</b>		<b>Example 3 20% Offering at 20% Discount</b>	
		<b>Following Sale</b>	<b>% Change</b>	<b>Following Sale</b>	<b>% Change</b>	<b>Following Sale</b>	<b>% Change</b>
<b>Offering Price</b>							
Price per Share to Public		\$ 9.84		\$ 9.30		\$ 8.26	
Proceeds per Share to Offerer		\$ 9.60		\$ 9.10		\$ 8.09	
<b>Increase to NAV</b>							
Total Shares Outstanding	83,500,000	87,675,000	5.00%	91,850,000	10.00%	100,200,000	20.00%
NAV per Share	\$ 10.11	\$ 10.09	(0.24)%	\$ 10.02	(0.91)%	\$ 9.77	(3.33)%
<b>Contribution to Participating Stockholder</b>							
Shares Held by Stockholder A	83,500	83,500	0.00%	83,500	0.00%	83,500	0.00%
Percentage Held by Stockholder A	0.10%	0.10%	(4.76)%	0.09%	(9.09)%	0.08%	(16.67)%
Total NAV Held by Stockholder A	\$ 844,185	\$ 842,175	(0.24)%	\$ 836,511	(0.91)%	\$ 816,045	(3.33)%
Total Investment by Stockholder A (Assumed to be \$10.11 per Share)	\$ 844,185	\$ 844,185		\$ 844,185		\$ 844,185	
Total Dilution to Stockholder A (Total NAV Less Total Investment)		\$ (2,010)		\$ (7,674)		\$ (28,140)	
NAV per Share Held by Stockholder A		\$ 10.09		\$ 10.02		\$ 9.77	
Investment per Share Made by Stockholder A (Assumed to be \$10.11 per Share on Shares Held Prior to Sale)	\$ 10.11	\$ 10.11		\$ 10.11		\$ 10.11	
Dilution per Share Held by Stockholder A (NAV per Share Less Investment per Share)		\$ (0.02)		\$ (0.09)		\$ (0.34)	
Percentage Dilution to Stockholder A (Dilution per Share Divided by Investment per Share)			(0.24)%		(0.91)%		(3.33)%



**Table of Contents****Impact On Existing Stockholders Who Do Participate in the Offering**

Our existing stockholders who participate in an offering below NAV per share or who buy additional shares of common stock in the secondary market at the same or lower price as we obtain in the offering (after expenses and commissions) will experience the same types of NAV dilution as the nonparticipating stockholders, albeit at a lower level, to the extent they purchase less than the same percentage of the discounted offering as their interest in our shares of common stock immediately prior to the offering. The level of NAV dilution will decrease as the number of shares of common stock such stockholders purchase increases. Existing stockholders who buy more than such percentage will experience NAV dilution on their existing shares but will, in contrast to existing stockholders who purchase less than their proportionate share of the offering, experience an increase (often called accretion) in average NAV per share over their investment per share and will also experience a disproportionately greater increase in their participation in our earnings and assets and their voting power than our increase in assets, potential earning power and voting interests due to the offering. The level of accretion will increase as the excess number of shares of common stock such stockholder purchases increases. Even a stockholder who over-participates will, however, be subject to the risk that we may make additional discounted offerings in which such stockholder does not participate, in which case such a stockholder will experience NAV dilution as described above in such subsequent offerings. These shareholders may also experience a decline in the market price of their shares of common stock, which often reflects to some degree announced or potential decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discounts increases.

The following chart illustrates the level of dilution and accretion in the hypothetical 20% discount offering from the prior chart (Example 3) for a stockholder that acquires shares of common stock equal to (1) 50% of its proportionate share of the offering (i.e., 8,350 shares of common stock, which is 0.05% of an offering of 16,700,000 shares of common stock) rather than its 0.10% proportionate share and (2) 150% of such percentage (i.e. 25,050 shares of common stock, which is 0.15% of an offering of 16,700,000 shares of common stock rather than its 0.10% proportionate share). It is not possible to predict the level of market price decline that may occur.

	<b>Prior to Sale Below NAV</b>	<b>50% Participation Following Sale</b>	<b>% Change</b>	<b>150% Participation Following Sale</b>	<b>% Change</b>
<b>Offering Price</b>					
Price per Share to Public		\$ 8.26		\$ 8.26	
Net Proceeds per Share to Issuer		\$ 8.09		\$ 8.09	
<b>Decrease/Increase to NAV</b>					
Total Shares Outstanding	83,500,000	100,200,000	20.00%	100,200,000	20.00%
NAV per Share	\$ 10.11	\$ 9.77	(3.33)%	\$ 9.77	(3.33)%
<b>Dilution/Accretion to Participating Stockholder</b>					
Shares Held by Stockholder A	83,500	91,850	10.00%	108,550	30.00%
Percentage Held by Stockholder A	0.10%	0.09%	(8.33)%	0.11%	8.33%
Total NAV Held by Stockholder A	\$ 844,185	\$ 897,650	6.33%	\$ 1,060,859	25.67%
Total Investment by Stockholder A (Assumed to be		\$ 913,175		\$ 1,051,154	

\$10.11 per Share on Shares held Prior to Sale)								
Total Dilution/Accretion to Stockholder A (Total NAV Less Total Investment)								
		\$	(15,525)		\$	9,705		
NAV per Share Held by Stockholder A								
		\$	9.77		\$	9.77		
Investment per Share Held by Stockholder A (Assumed to be \$10.11 on Shares Held Prior to Sale)								
	\$	10.11	\$	9.94	(1.66)%	\$	9.68	(4.22)%
Dilution/Accretion per Share Held by Stockholder A (NAV per Share Less Investment per Share)								
		\$	(0.17)		\$	0.09		
Percentage Dilution/Accretion to Stockholder A (Dilution/Accretion per Share Divided by Investment per Share)								
					(1.70)%			0.92%

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**Table of Contents****Impact On New Investors**

Investors who are not currently stockholders and who participate in an offering below NAV but whose investment per share is greater than the resulting NAV per share due to selling compensation and expenses paid by the issuer will experience an immediate decrease, albeit small, in the NAV of their shares of common stock and their NAV per share compared to the price they pay for their shares of common stock. Investors who are not currently stockholders and who participate in an offering below NAV per share and whose investment per share is also less than the resulting NAV per share due to selling compensation and expenses paid by the issuer being significantly less than the discount per share will experience an immediate increase in the NAV of their shares of common stock and their NAV per share compared to the price they pay for their shares of common stock. These investors will experience a disproportionately greater participation in our earnings and assets and their voting power than our increase in assets, potential earning power and voting interests. These investors will, however, be subject to the risk that we may make additional discounted offerings in which such new stockholder does not participate, in which case such new stockholder will experience dilution as described above in such subsequent offerings. These investors may also experience a decline in the market price of their shares of common stock, which often reflects to some degree announced or potential increases and decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discounts increases.

The following chart illustrates the level of dilution or accretion for new investors that would be experienced by a new investor in the same hypothetical 5%, 10% and 20% discounted offerings as described in the first chart above. The illustration is for a new investor who purchases the same percentage (0.10%) of the shares of common stock in the offering as Stockholder A in the prior examples held immediately prior to the offering. It is not possible to predict the level of market price decline that may occur.

	<b>Prior to Sale Below NAV</b>	<b>Example 1 5% Offering at 5% Discount</b>		<b>Example 2 10% Offering at 10% Discount</b>		<b>Example 3 20% Offering at 20% Discount</b>	
		<b>Following Sale</b>	<b>% Change</b>	<b>Following Sale</b>	<b>% Change</b>	<b>Following Sale</b>	<b>% Change</b>
<b>Offering Price</b>							
Price per Share to Public		\$ 9.84		\$ 9.30		\$ 8.26	
Net Proceeds per Share to Investor		\$ 9.60		\$ 9.10		\$ 8.09	
<b>Change/Increase to NAV</b>							
Total Shares Outstanding	83,500,000	87,675,000	5.00%	91,850,000	10.00%	100,200,000	20.00%
NAV per Share	\$ 10.11	\$ 10.09	(0.24)%	\$ 10.02	(0.91)%	\$ 9.77	(3.33)%
<b>Dilution/Accretion to New Investor A</b>							
Shares Held by Investor	0	4,175		8,350		16,700	
Percentage Held by Investor A	0.00%	0.00%		0.01%		0.02%	
Total NAV Held by Investor A	\$ 0	\$ 42,109		\$ 83,651		\$ 163,209	
Total Investment by Investor A (At Price to		\$ 41,070		\$ 77,680		\$ 137,979	



blic)							
Total Dilution/Accretion							
Investor A (Total NAV							
Less Total Investment)							
	\$	1,039	\$	5,971	\$	25,230	
NAV per Share Held by							
Investor A							
	\$	10.09	\$	10.02	\$	9.77	
Investment per Share							
Held by Investor A							
\$	0	\$	9.84	\$	9.30	\$	8.26
Dilution/Accretion per							
Share Held by Investor A							
NAV per Share Less							
(Investment per Share)							
	\$	0.25	\$	0.72	\$	1.51	
Percentage							
Dilution/Accretion to							
Investor A							
Dilution/Accretion per							
Share Divided by							
(Investment per Share)							
			2.53%		7.69%		18.29%

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**PLAN OF DISTRIBUTION**

Upon written instructions from the Company, Barclays, RBC, BB&T and Key, as applicable, will each use its commercially reasonable efforts consistent with its sales and trading practices to sell, as our sales agent, the common stock under the terms and subject to the conditions set forth in each Sales Manager's equity distribution agreement. We will instruct each Sales Manager as to the amount of common stock to be sold by such Sales Manager; provided, however, that, subject to the terms of the equity distribution agreements, any sales of common stock pursuant to the equity distribution agreements will only be effected by or through only one of Barclays, RBC, BB&T and Key on any single given day, but in no event by more than one Sales Manager. We may instruct the Sales Managers not to sell common stock if the sales cannot be effected at or above the price designated by the Company in any instruction. We or the Sales Managers may suspend the offering of shares of common stock upon proper notice and subject to other conditions.

Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be "at the market" as defined in Rule 415 under the 1933 Act, including sales made directly on the NASDAQ Global Select Market or sales made to or through a market maker other than on an exchange.

Each Sales Manager will provide written confirmation of a sale to us no later than the opening of the trading day on the NASDAQ Global Select Market following each trading day in which shares of our common stock are sold under the applicable equity distribution agreement. Each confirmation will include the number of shares of common stock sold on the preceding day, the net proceeds to us and the compensation payable by us to the applicable Sales Manager in connection with the sales.

Each Sales Manager will receive from us a commission equal to 2.0% of the gross sales price of all shares of common stock sold through it as Sales Manager under the applicable equity distribution agreement. We estimate that the total expenses for the offering, excluding compensation payable to the Sales Managers under the terms of the equity distribution agreements, will be approximately \$150,000.

Settlement for sales of shares of common stock will occur on the third trading day following the date on which such sales are made, or on some other date that is agreed upon by the Company and the respective Sales Manager in connection with a particular transaction, in return for payment of the net proceeds to the Company. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

In connection with the sale of the common stock on our behalf, each Sales Manager may be deemed to be an "underwriter" within the meaning of the 1933 Act, and the compensation of such Sales Manager may be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to each Sales Manager against certain civil liabilities, including liabilities under the 1933 Act.

The offering of our shares of common stock pursuant to the equity distribution agreements will terminate upon the earlier of (i) the sale of all common stock subject to the equity distribution agreements or (ii) the termination of each equity distribution agreement. Each equity distribution agreement may be terminated by the Company in our sole discretion under the circumstances specified in such equity distribution agreement by giving notice to the respective Sales Manager. In addition, each Sales Manager may terminate such equity distribution agreement to which it is a party under the circumstances specified in the equity distribution agreement by giving notice to the Company.

The Sales Managers and their respective affiliates may perform investment banking and advisory services for us from time to time for which they have received customary fees and expenses. The Sales Managers and their respective affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of business.

The principal business address of Barclays Capital Inc. is 745 Seventh Avenue, New York, NY 10019, the principal business address of RBC Capital Markets, LLC is Three World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281, the principal business address of BB&T Capital Markets, a division of Scott & Stringfellow, LLC is 901 East Byrd Street, Suite 410, Richmond, VA 23219, and the principal business address of KeyBanc Capital Markets Inc. is 127 Public Square, 6th Floor, Cleveland, OH 44114.

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**LEGAL MATTERS**

Certain legal matters regarding the common stock offered hereby have been passed upon for the Company by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York, and Venable LLP as special Maryland counsel. Certain legal matters will be passed upon for the Sales Managers by Troutman Sanders LLP. Troutman Sanders LLP will rely as to certain matters of Maryland law upon Venable LLP.

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BDO USA, LLP (formerly BDO Seidman, LLP) is the independent registered public accounting firm for the Company.

**AVAILABLE INFORMATION**

We have filed with the SEC a registration statement on Form N-2, together with all amendments and related exhibits, under the 1933 Act, with respect to our common stock offered by this prospectus supplement. The registration statement contains additional information about us and the common stock being registered by this prospectus supplement. We file with or submit to the SEC annual, quarterly and current periodic reports, proxy statements and other information meeting the informational requirements of the 1934 Act. This information and the information specifically regarding how we voted proxies relating to portfolio securities for the period ended June 30, 2010, are available free of charge by contacting us at 10 East 40th Street, 44th floor, New York, NY 10016 or by telephone at toll-free (888) 748-0702. You may inspect and copy these reports, proxy statements and other information, as well as the registration statement and related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at (202) 551-8090. The SEC maintains an Internet site that contains reports, proxy and information statements and other information filed electronically by us with the SEC which are available on the SEC's Internet site at <http://www.sec.gov>. Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

No dealer, salesperson or other individual has been authorized to give any information or to make any representation other than those contained in this prospectus supplement and, if given or made, such information or representations must not be relied upon as having been authorized by us or the Sales Managers. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this prospectus supplement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs or that information contained herein is correct as of any time subsequent to the date hereof.

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES****September 30, 2010 and June 30, 2010****(In thousands, except share and per share data)**

	<b>September 30, 2010 (Unaudited)</b>	<b>June 30, 2010 (Audited)</b>
<b>Assets (Note 11)</b>		
Investments at fair value:		
Control investments (cost of \$238,633 and \$185,720, respectively)	\$ 258,831	\$ 195,958
Affiliate investments (cost of \$64,429 and \$65,082, respectively)	70,254	73,740
Non-control/Non-affiliate investments (cost of \$503,333 and \$477,957, respectively)	501,092	478,785
Total investments at fair value (cost of \$806,395 and \$728,759, respectively, Note 4)	830,177	748,483
Investments in money market funds	21,040	68,871
Cash	1,062	1,081
Receivables for:		
Interest, net	5,898	5,356
Dividends	1,751	1
Other	679	419
Prepaid expenses	297	371
Deferred financing costs, net	7,359	7,579
Due from broker	1,803	
Other assets	534	534
<b>Total Assets</b>	<b>870,600</b>	<b>832,695</b>
<b>Liabilities</b>		
Credit facility payable (Note 11)	46,600	100,300
Dividends payable	7,889	6,909
Due to broker	1,980	
Due to Prospect Administration (Note 8)	407	294
Due to Prospect Capital Management (Note 8)	6,818	9,006
Accrued expenses	3,044	4,057
Other liabilities	1,038	705
<b>Total Liabilities</b>	<b>67,776</b>	<b>121,271</b>
<b>Net Assets</b>	<b>\$ 802,824</b>	<b>\$ 711,424</b>
<b>Components of Net Assets</b>		
	\$ 78	\$ 69

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Common stock, par value \$0.001 per share (200,000,000 and 100,000,000 common shares authorized, respectively; 78,401,363 and 69,086,862 issued and outstanding, respectively) (Note 6)		
Paid-in capital in excess of par (Note 6)	894,568	805,918
Distributions in excess of net investment income	(11,536)	(9,692)
Accumulated realized losses on investments	(104,068)	(104,595)
Unrealized appreciation on investments	23,782	19,724
<b>Net Assets</b>	<b>\$ 802,824</b>	<b>\$ 711,424</b>
<b>Net Asset Value Per Share</b>	<b>\$ 10.24</b>	<b>\$ 10.30</b>

See notes to consolidated financial statements.

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For The Three Months Ended September 30, 2010 and 2009**  
(In thousands, except share and per share data)

	<b>For Three Months Ended</b>	
	<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(Unaudited)</b>	
<b>Investment Income</b>		
Interest income: (Note 4)		
Control investments (Net of foreign withholding tax of \$0 and \$32, respectively)	\$ 5,189	\$ 4,591
Affiliate investments	2,950	849
Non-control/Non-affiliate investments	20,782	9,395
 Total interest income	 28,921	 14,835
 Dividend income:		
Control investments	1,750	6,200
Non-control/Non-affiliate investments	440	
Money market funds	4	18
 Total dividend income	 2,194	 6,218
 Other income: (Note 5)		
Control/affiliate investments	1,771	
Affiliate investments	147	
Non-control/Non-affiliate investments	2,179	464
 Total other income	 4,097	 464
 <b>Total Investment Income</b>	 <b>35,212</b>	 <b>21,517</b>
<b>Operating Expenses</b>		
Investment advisory fees:		
Base management fee (Note 8)	4,276	3,209
Income incentive fee (Note 8)	5,249	3,080
 Total investment advisory fees	 9,525	 6,289
 Interest and credit facility expenses	 2,261	 1,374
Legal fees	310	
Valuation services	217	120
Audit, compliance and tax related fees	216	262
Allocation of overhead from Prospect Administration (Note 8)	800	840
Insurance expense	71	63



Directors' fees	64	64
Other general and administrative expenses	753	187
<b>Total Operating Expenses</b>	14,217	9,199
<b>Net Investment Income</b>	20,995	12,318
Net realized gain on investments (Note 4)	527	
Net change in unrealized appreciation (depreciation) on investments (Note 4)	4,058	(18,696)
<b>Net Increase (Decrease) in Net Assets Resulting from Operations</b>	\$ 25,580	\$ (6,378)
Net increase (decrease) in net assets resulting from operations per share (Note 7 and Note 9)	\$ 0.34	\$ (0.13)
Dividends declared per share	\$ 0.30	\$ 0.41

See notes to consolidated financial statements.

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS****For The Three Months Ended September 30, 2010 and 2009****(In thousands, except share data)**

	<b>For the Three Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(Unaudited)</b>	
<b>Increase (Decrease) in Net Assets from Operations:</b>		
Net investment income	\$ 20,995	\$ 12,318
Net realized gain on investments	527	
Net change in unrealized appreciation (depreciation) on investments	4,058	(18,696)
<b>Net Increase (Decrease) in Net Assets Resulting from Operations</b>	<b>25,580</b>	<b>(6,378)</b>
<b>Dividends to Shareholders</b>	<b>(22,838)</b>	<b>(19,548)</b>
<b>Capital Share Transactions:</b>		
Net proceeds from capital shares sold	86,435	98,833
Less: Offering costs of public share offerings	(308)	(1,158)
Reinvestment of dividends	2,531	2,901
<b>Net Increase in Net Assets Resulting from Capital Share Transactions</b>	<b>88,658</b>	<b>100,576</b>
<b>Total Increase in Net Assets</b>	<b>91,400</b>	<b>74,650</b>
Net assets at beginning of period	711,424	532,596
<b>Net Assets at End of Period</b>	<b>\$ 802,824</b>	<b>\$ 607,246</b>
<b>Capital Share Activity:</b>		
Shares sold	9,051,000	11,431,797
Shares issued through reinvestment of dividends	263,501	297,274
Net increase in capital share activity	9,314,501	11,729,071
Shares outstanding at beginning of period	69,086,862	42,943,084
<b>Shares Outstanding at End of Period</b>	<b>78,401,363</b>	<b>54,672,155</b>

See notes to consolidated financial statements.

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For The Three Months Ended September 30, 2010 and 2009**  
(In thousands, except share data)

	<b>For the</b>	
	<b>Three Months Ended</b>	
	<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(Unaudited)</b>	
<b>Cash Flows from Operating Activities:</b>		
Net increase (decrease) in net assets resulting from operations	\$ 25,580	\$ (6,378)
Net realized gain on investments	(527)	
Net change in unrealized (appreciation) depreciation on investments	(4,058)	18,696
Accretion of purchase discount on investments	(4,305)	(501)
Amortization of deferred financing costs	990	823
<b>Change in operating assets and liabilities</b>		
Payments for purchases of investments	(137,797)	(4,599)
Payment-in-kind interest	(3,154)	(1,467)
Proceeds from sale of investments and collection of investment principal	68,148	24,241
Purchases of cash equivalents		(124,998)
Sales of cash equivalents		124,998
Net investments in money market funds	47,831	13,592
Increase in interest receivable	(542)	(1,090)
(Increase) decrease in dividends receivable	(1,750)	21
(Increase) decrease in other receivables	(260)	257
Decrease (increase) in prepaid expenses	74	(712)
Increase in due from broker	(1,803)	
Increase in due to broker	1,980	
Increase (decrease) in due to Prospect Administration	113	(685)
(Decrease) increase in due to Prospect Capital Management	(2,188)	3
Decrease in accrued expenses	(1,013)	(934)
Increase in other liabilities	333	236
<b>Net Cash (Used In) Provided By Operating Activities:</b>	<b>(12,348)</b>	<b>41,503</b>
<b>Cash Flows from Financing Activities:</b>		
Borrowings under credit facility	93,200	
Payments under credit facility	(146,900)	(124,800)
Financing costs paid and deferred	(770)	(653)
Net proceeds from issuance of common stock	86,435	98,833
Offering costs from issuance of common stock	(308)	(1,158)
Dividends paid	(19,328)	(16,647)
<b>Net Cash Provided By (Used In) Financing Activities</b>	<b>12,329</b>	<b>(44,425)</b>

<b>Total Decrease in Cash</b>		(19)	(2,922)
Cash balance at beginning of period		1,081	9,942
<b>Cash Balance at End of Period</b>	\$	1,062	\$ 7,020
<b>Cash Paid For Interest</b>	\$	982	\$ 348
<b>Non-Cash Financing Activity:</b>			
Amount of shares issued in connection with dividend reinvestment plan	\$	2,531	\$ 2,901

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS****September 30, 2010 and June 30, 2010****(In thousands, except share data)**

Portfolio Company	Locale/Industry	Investments(1)	September 30, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
AIRMALL USA, Inc.	Pennsylvania/Property Management	Senior Secured Term Loan (12.00%, due 6/30/2015)(3),(4)	\$ 30,000	\$ 30,000	\$ 30,000	3.7%
		Senior Subordinated Term Loan (12.00% plus 6.00% PIK, due 12/31/2015)	12,631	12,631	12,631	1.6%
		Convertible Preferred Stock (9,919.684 shares)		9,920	9,920	1.2%
		Common Stock (100 shares)			3,046	0.4%
				52,551	55,597	6.9%
Ajax Rolled Ring & Machine, Inc.	South Carolina/Manufacturing	Senior Secured Note Tranche A (10.50%, due 4/01/2013)(3),(4)	20,937	20,937	20,937	2.6%
		Subordinated Secured Note Tranche B (11.50% plus 6.00% PIK, due 4/01/2013)(3),(4)	13,840	13,840	10,046	1.3%
		Convertible Preferred Stock Series A (6,142.6 shares)		6,057		0.0%
		Unrestricted Common Stock (6 shares)				0.0%
				40,834	30,983	3.9%
AWCNC, LLC(20)	North Carolina/Machinery	Members Units Class A (1,800,000 units)				0.0%
		Members Units Class B-1 (1 unit)				0.0%
		Members Units Class B-2				0.0%

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(7,999,999 units)

						0.0%
Borga, Inc.	California/Manufacturing	Revolving Line of Credit \$1,000 Commitment (4.75% plus 3.25% default interest, in non-accrual status effective 03/02/2010, past due)(4), (26)	1,000	945	850	0.1%
		Senior Secured Term Loan B (8.25% plus 3.25% default interest, in non-accrual status effective 03/02/2010, past due)(4)	1,612	1,500	1,370	0.2%
		Senior Secured Term Loan C (12.00% plus 4.00% PIK plus 3.00% default interest, in non-accrual status effective 03/02/2010, past due)	8,713	707	18	0.0%
		Common Stock (100 shares)(22)				0.0%
		Warrants (33,750 warrants)(22)				0.0%
				3,152	2,238	0.3%
C&J Cladding LLC	Texas/Metal Services and Minerals	Membership Interest (400 units)(23)		580	4,958	0.6%
				580	4,958	0.6%
Change Clean Energy Holdings, Inc. ( CCEHI or Biomass )(5)	Maine/Biomass Power	Common Stock (1,000 shares)				
				2,383		0.0%
				2,383		0.0%
Fischbein, LLC	North Carolina/Machinery	Senior Subordinated Debt (13.00% plus 5.50% PIK, due 5/01/2013)	2,441	2,273	2,441	0.3%
		Membership Interest(25)		1,899	9,715	1.2%
				4,172	12,156	1.5%
	Louisiana/Shipping Vessels		10,399	10,359	3,506	0.4%

Freedom Marine  
Services LLC

Subordinated Secured  
Note (16.00% PIK, due  
12/31/2011)  
Net Profits Interest  
(22.50% payable on  
equity distributions)(7)

10,359      3,506      0.4%

0.0%

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS**

September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	September 30, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Gas Solutions Holdings, Inc.(8),(3)	Texas/Gas Gathering and Processing	Senior Secured Note (18.00%, due 12/11/2016)	\$ 25,000	\$ 25,000	\$ 25,000	3.1%
		Junior Secured Note (18.00%, due 12/12/2016)	12,000	12,000	12,000	1.5%
		Common Stock (100 shares)		5,003	60,596	7.5%
				42,003	97,596	12.1%
Integrated Contract Services, Inc.(9)	North Carolina/Contracting	Senior Demand Note (15.00%, past due)(10)	1,170	1,170	1,170	0.1%
		Senior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	960	660	566	0.1%
		Junior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	14,003	14,003	1,642	0.2%
					0.0%	



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		Preferred Stock Series A (10 shares)					
		Common Stock (49 shares)		679			0.0%
			16,512		3,378		0.4%
Iron Horse Coiled Tubing, Inc.(24)	Alberta, Canada/Production Services	Senior Secured Tranche 1 (Zero Coupon, in non-accrual status effective 1/01/2010, due 12/31/2016)	615	396	615		0.1%
		Senior Secured Tranche 2 (Zero Coupon, in non-accrual status effective 1/01/2010, due 12/31/2016)	2,337	2,338	2,338		0.3%
		Senior Secured Tranche 3 (1.00%, in non-accrual status effective 1/01/2010, due 12/31/2016)	18,000	18,000	12,111		1.6%
		Common Stock (3,821 shares)		268			0.0%
				21,002	15,064		2.0%
Manx Energy, Inc. ( Manx )(12)	Kansas/Oil & Gas Production	Appalachian Energy Holdings, LLC ( AEH ) Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)	2,116	2,000	401		0.0%
		Coalbed, LLC Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)(6)	6,347	5,991	1,202		0.1%
		Manx Senior Secured Note	2,800	2,800	2,800		0.3%

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		(13.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)				
		Manx Preferred Stock (6,635 shares)		6,308		0.0%
		Manx Common Stock (3,416,335 shares)		1,171		0.0%
				18,270	4,403	0.4%
NRG Manufacturing, Inc.	Texas/Manufacturing	Senior Secured Note (16.50%, due 8/31/2011)(3), (4)	13,080	13,080	13,080	1.6%
		Common Stock (800 shares)		2,317	4,494	0.6%
				15,397	17,574	2.2%
Nupla Corporation	California/Home & Office Furnishings, Housewares & Durable	Revolving Line of Credit \$2,000 Commitment (7.25% plus 2.00% default interest, due 9/04/2012)(4)(26)	1,093	971	1,093	0.1%
		Senior Secured Term Loan A (8.00% plus 2.00% default interest, due 9/04/2012)(4)	4,995	1,359	3,893	0.5%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, in non-accrual status effective 4/01/2009, due 3/04/2013)	3,368			0.0%
		Preferred Stock Class A (2,850 shares)				0.0%
		Preferred Stock Class B (1,330 shares)				0.0%
		Common Stock (2,360,743 shares)				0.0%

2,330 4,986 0.6%

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS****September 30, 2010 and June 30, 2010****(In thousands, except share data) (Continued)**

Portfolio Company	Locale/Industry	Investments(1)	Principal Value	September 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
R-V Industries, Inc.	Pennsylvania/Manufacturing	Warrants (200,000 warrants, expiring 6/30/2017)		\$ 1,682	\$ 1,380	0.2%
		Common Stock (545,107 shares)		5,086	3,761	0.5%
				6,768	5,141	0.7%
Sidump r Trailer Company, Inc.	Nebraska/Automobile	Revolving Line of Credit \$2,000 Commitment (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4), (26)	\$ 1,025	479	443	0.1%
		Senior Secured Term Loan A (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,048	463		0.0%
		Senior Secured Term Loan B (8.75%, in-non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,321			0.0%
		Senior Secured Term Loan C (16.50% PIK, in non-accrual status effective 9/27/2008, due 7/10/2011)	3,085			0.0%
		Senior Secured Term Loan D (7.25%, in non-accrual status effective 11/01/2008,	1,700			0.0%

		due 7/10/2011)(4)				
		Preferred Stock				0.0%
		(49,843 shares)				
		Common Stock				0.0%
		(64,050 shares)				
				942	443	0.1%
Yatesville Coal Holdings, Inc.(11)	Kentucky/Mining, Steel, Iron and Non-Precious Metals and Coal Production	Senior Secured Note (Non-accrual status effective 1/01/2009, due 12/31/2010)(4)	10,000	1,035	808	0.1%
		Junior Secured Note (Non-accrual status effective 1/01/2009, due 12/31/2010)(4)	42,180	343		0.0%
		Common Stock (1,000 shares)				0.0%
				1,378	808	0.1%
		<b>Total Control Investments</b>		<b>238,633</b>	<b>258,831</b>	<b>32.2%</b>
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Biotronic NeuroNetwork	Michigan/Healthcare	Senior Secured Note (11.50% plus 1.00% PIK, due 2/21/2013)(3), (4)	26,227	26,227	26,884	3.3%
		Preferred Stock (9,925.455 shares)(13)		2,300	2,824	0.4%
				28,527	29,708	3.7%
Boxercraft Incorporated	Georgia/Textiles & Leather	Senior Secured Term Loan A (9.50%, due 9/16/2013)(3), (4)	3,431	2,979	3,257	0.4%
		Senior Secured Term Loan B (10.00%, due 9/16/2013)(3), (4)	4,794	3,876	4,478	0.6%
		Subordinated Secured Term Loan (12.00% plus 6.50% PIK, due 3/16/2014)(3)	7,356	5,942	6,857	0.9%
		Preferred Stock (1,000,000 shares)			243	0.0%
		Common Stock (10,000 shares)				0.0%
				12,797	14,835	1.9%

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS**

September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	September 30, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
KTPS Holdings, LLC	Colorado/Textiles & Leather	Revolving Line of Credit \$1,500 Commitment (10.50%, due 1/31/2012)(26), (27)	\$ 1,250	\$ 1,250	\$ 1,250	0.2%
		Senior Secured Term Loan A (10.50%, due 1/31/2012)(3), (4)	2,930	2,699	2,732	0.3%
		Senior Secured Term Loan B (12.00%, due 1/31/2012)(3)	430	380	403	0.1%
		Senior Secured Term Loan C (12.00% plus 12.75% PIK, due 3/31/2012)(3)	5,093	4,570	3,297	0.4%
		Membership Interest Class A (730 units)				
		Membership Interest Common (199,795 units)				0.0%
				8,899	7,682	1.0%
Smart, LLC(15)	New York/Diversified/Conglomerate Service	Membership Interest Class B (1,218 units)				0.0%

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		Membership Interest Class D (1 unit)				0.0%
						0.0%
Sport Helmets Holdings, LLC(15)	New York/Personal & Nondurable Consumer Products	Revolving Line of Credit \$3,000 Commitment (4.30%, due 12/14/2013)(26), (27)				0.0%
		Senior Secured Term Loan A (4.30%, due 12/14/2013)(3), (4)	2,800	1,583	2,758	0.3%
		Senior Secured Term Loan B (4.80%, due 12/14/2013)(3), (4)	7,369	5,268	6,106	0.8%
		Senior Subordinated Debt Series A (12.00% plus 3.00% PIK, due 6/14/2014)(3)	7,381	5,966	6,308	0.8%
		Senior Subordinated Debt Series B (10.00% plus 5.00% PIK, due 6/14/2014)(3)	1,374	981	1,100	0.1%
		Common Stock (20,554 shares)		408	1,757	0.2%
				14,206	18,029	2.2%
		<b>Total Affiliate Investments</b>		<b>64,429</b>	<b>70,254</b>	<b>8.8%</b>
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
ADAPCO, Inc.	Florida/Ecological	Common Stock (5,000 shares)		141	318	0.0%
				141	318	0.0%
Aircraft Fasteners International, LLC	California/Machinery	Revolving Line of Credit \$500 Commitment				0.0%



		(9.50%, due 11/01/2012)(26), (27) Senior Secured Term Loan (9.50%, due 11/01/2012)(3), (4)	4,451	4,451	4,188	0.5%
		Junior Secured Term Loan (12.00% plus 6.00% PIK, due 5/01/2013)(3)	5,213	5,213	4,931	0.6%
		Convertible Preferred Stock (32,500 units)		396	143	0.0%
				10,060	9,262	1.1%
American Gilsonite Company	Utah/Specialty Minerals	Senior Subordinated Note (12.00% plus 3.00% PIK, due 3/14/2013)(3)	14,783	14,783	14,931	1.9%
		Membership Interest in AGC/PEP, LLC (99.9999%)(16)		1,031	4,737	0.6%
				15,814	19,668	2.5%
Arrowhead General Insurance Agency, Inc.(17)	California/Insurance	Senior Secured Term Loan (8.50%, due 8/08/2012)	850	818	822	0.1%
		Junior Secured Term Loan (10.25% plus 2.50% PIK, due 2/08/2013)	6,217	5,123	5,103	0.6%
				5,941	5,925	0.7%

See notes to consolidated financial statements.

Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS**

September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	Principal Value	September 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Caleel + Hayden, LLC(15)	Colorado/Personal & Nondurable Consumer Products	Membership Units (7,500 shares)		\$ 351	\$ 794	0.1%
		Options in Mineral Fusion Natural Brands, LLC (11,662 options)				0.0%
				351	794	0.1%
Castro Cheese Company, Inc.	Texas/Food Products	Subordinated Secured Note (11.00% plus 2.00% PIK, due 2/28/2013)(3)	\$ 7,732	7,644	7,809	1.0%
				7,644	7,809	1.0%
Copernicus Group	North Carolina/Healthcare	Revolving Line of Credit \$500 Commitment (10.00%, due 10/08/2013)(4), (26)	150	32	141	0.0%
		Senior Secured Term Loan A (10.00%, due 10/08/2013)(3), (4)	5,650	4,950	5,307	0.7%
		Senior Subordinated Debt (10.00% plus 10.00% PIK, due 4/08/2014)	13,732	11,829	13,667	1.7%
				67	223	0.0%

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		Preferred Stock Series A (1,000,000 shares)				
		Preferred Stock Series C (212,121 shares)		212	265	0.0%
				17,090	19,603	2.4%
Deb Shops, Inc.(17)	Pennsylvania/Retail	Second Lien Debt (14.00% PIK, in non-accrual status effective 2/24/2009, due 10/23/2014)	18,190	14,606	1,295	0.2%
				14,606	1,295	0.2%
Diamondback Operating, LP	Oklahoma/Oil & Gas Production	Net Profits Interest (15.00% payable on Equity distributions)(7)			191	0.0%
					191	0.0%
EXL Acquisition Corporation	South Carolina/Electronics	Revolving Line of Credit \$1,000 Commitment (7.75%, due 06/24/2015)(26), (27)				0.0%
		Senior Secured Term Loan A (7.75%, due 6/24/2015)(3), (4)	11,744	11,744	11,816	1.5%
		Senior Secured Term Loan B (12.00% plus 2.00% PIK, due 12/24/2015)(3)	12,050	12,050	12,094	1.5%
		Common Stock Class A (2,475 shares)		437	415	0.1%
		Common Stock Class B (25 shares)		252	4	0.0%
				24,483	24,329	3.1%
Fairchild Industrial Products, Co.	North Carolina/Electronics	Preferred Stock Class A (285.1 shares)		377	655	0.1%

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		Common Stock Class B (28 shares)		211	331	0.0%
				588	986	0.1%
H&M Oil & Gas, LLC	Texas/Oil & Gas Production	5.6% Senior Secured Note (13.00% plus 3.00% PIK, due 9/30/2010) Net Profits Interest (8.00% payable on Equity distributions)(7)		59,561	59,561	44,593
					605	0.1%
				59,561	45,198	5.7%
Hoffmaster Group, Inc.	Wisconsin/Durable Consumer Products	Second Lien Term Loan (13.50%, due 6/2/2017)(3)	20,000	20,000	20,400	2.5%
				20,000	20,400	2.5%
Hudson Products Holdings, Inc.(17)	Texas/Manufacturing	Senior Secured Term Loan (8.50%, due 8/24/2015)(3), (4)	6,365	5,759	5,243	0.7%
				5,759	5,243	0.7%

See notes to consolidated financial statements.

Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS**

September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	September 30, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
IEC Systems LP ( IEC )/Advanced Rig Services LLC ( ARS )	Texas/Oilfield Fabrication	IEC Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3), (4)	\$ 18,407	\$ 18,407	\$ 18,407	2.3%
		ARS Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3), (4)	11,067	11,067	11,067	1.4%
				29,474	29,474	3.7%
Label Corp Holdings, Inc.	Nebraska/Printing & Publishing	Senior Secured Term Loan (8.50%, due 8/08/2014)(3), (4)	5,779	5,238	5,336	0.7%
				5,238	5,336	0.7%
LHC Holdings Corp.(17)	Florida/Healthcare	Revolving Line of Credit \$750 Commitment (9.00%, due 11/30/2012)(26), (27)				0.0%
		Senior Secured Term Loan A (8.50%, due 11/30/2012)(3), (4)	1,940	1,940	1,793	0.2%
			4,565	4,222	4,173	0.5%

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		Senior Subordinated Debt (12.00% plus 2.50% PIK, due 5/31/2013)(3)					
		Membership Interest (125 units)		216	173	0.0%	
				6,378	6,139	0.7%	
Mac & Massey Holdings, LLC	Georgia/Food Products	Senior Subordinated Debt (10.00% plus 5.75% PIK, due 2/10/2013)	8,799	7,563	8,703	1.1%	
		Membership Interest (250 units)		133	387	0.0%	
				7,696	9,090	1.1%	
Maverick Healthcare, LLC	Arizona/Healthcare	Second Lien Debt (12.50% plus 3.50% PIK, due 4/30/2014)(3)	13,239	13,239	13,364	1.7%	
		Preferred Units (1,250,000 units)		1,252	1,896	0.2%	
		Common Units (1,250,000 units)				0.0%	
				14,491	15,260	1.9%	
Miller Petroleum, Inc.	Tennessee/Oil & Gas Production	Warrants, Common Stock (2,567,822 warrants, expiring 5/04/2010 to 3/31/2015)(14)		150	1,153	0.1%	
				150	1,153	0.1%	
Northwestern Management Services, LLC	Florida/Healthcare	Revolving Line of Credit \$1,500 Commitment (10.50%, due 7/30/2015)(26)				0.0%	
		Senior Secured Term Loan A (10.50%, due 7/30/2015)(3), (4)	18,750	18,750	18,750	2.3%	

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		Common Stock (50 shares)		371	631	0.1%
				19,121	19,381	2.4%
Prince Mineral Company, Inc.(3)	New York/Metal Services and Minerals	Junior Secured Term Loan (9.00%, due 12/21/2012)(4)	11,100	11,100	11,100	1.4%
		Senior Subordinated Debt (13.00% plus 2.00%, due 7/21/2013)	12,322	1,540	12,322	1.5%
				12,640	23,422	2.9%
Progrexion Holdings, LLC(3),(4)	Utah/Consumer Services	Senior Secured Term Loan (11.0%, due 12/31/2014)	35,910	35,910	35,910	4.5%
				35,910	35,910	4.5%

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	September 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Qualitest Pharmaceuticals, Inc.(17)	Alabama/Pharmaceuticals	Second Lien Debt (8.03%, due 4/30/2015)(3), (4)	\$ 12,000	\$ 11,957	\$ 12,000	1.5%
				11,957	12,000	1.5%
R-O-M Corporation	Missouri/Automobile	Revolving Line of Credit \$1,750 Commitment (4.50%, due 2/08/2013)(26), (27)				0.0%
		Senior Secured Term Loan A (4.50%, due 2/08/2013)(3), (4)	4,240	3,729	4,173	0.6%
		Senior Secured Term Loan B (8.00%, due 5/08/2013)(3), (4)	7,229	7,229	7,175	0.9%
		Senior Subordinated Debt (12.00% plus 3.00% PIK due 8/08/2013)(3)	7,118	6,818	6,566	0.8%
				17,776	17,914	2.3%
Seaton Corp	Illinois/Business Services	Subordinated Secured (12.50%	12,296	12,073	12,664	1.6%



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		plus 2.00% PIK, due 3/14/2014) (3), (4)		12,073	12,664	1.6%
Shearer's Foods, Inc.	Ohio/Food Products	Junior Secured Debt (12.00% plus 3.00% PIK, due 3/31/2016)(3)	35,536	35,536	37,073	4.6%
		Membership Interest in Mistral Chip Holdings, LLC (2,000 units)(18)		2,000	6,460	0.8%
		Membership Interest in Mistral Chip Holdings, LLC 2 (595 units)(18)		1,322	1,922	0.2%
				38,858	45,455	5.6%
Skillsoft Public Limited Company	Ireland/Software & Computer Services	Subordinated Unsecured (11.125%, due 06/01/2018)	15,000	14,904	15,000	1.9%
				14,904	15,000	1.9%
SonicWALL, Inc.	California/Software & Computer Services	Subordinated Secured (12.00%, due 1/23/2017)(4)	23,000	22,980	23,000	2.9%
				22,980	23,000	2.9%
Stryker Energy, LLC	Ohio/Oil & Gas Production	Subordinated Secured Revolving Credit Facility (12.00% plus 3.00% PIK, due 12/01/2012)(3), (4) Overriding Royalty Interests(19)	29,953	29,769	29,861	3.7%
					2,744	0.3%
				29,769	32,605	4.0%

TriZetto Group(17)	California/Healthcare	Subordinated Unsecured Note (12.00% plus 1.50% PIK, due 10/01/2016)(3)	15,492	15,367	15,956	2.0%
				15,367	15,956	2.0%
Unitek(17)	Pennsylvania/Technical Services	Second Lien Debt (13.08%, due 12/31/2013)(3), (4)	11,500	11,394	11,500	1.4%
				11,394	11,500	1.4%
Wind River Resources Corp. and Wind River II Corp.	Utah/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% default interest on principal, 16.00% default interest on past due interest, in non-accrual status effective 12/01/2008, past due)(4)	15,000	15,000	8,701	1.1%
		Net Profits Interest (5.00% payable on Equity distributions)(7)				0.0%
				15,000	8,701	1.1%
		<b>Total Non-Control/Non-Affiliate Investments (Level 3 Investments)</b>		<b>503,214</b>	<b>500,981</b>	<b>62.4%</b>
		<b>Total Level 3 Portfolio Investments</b>		<b>806,276</b>	<b>830,066</b>	<b>103.4%</b>

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				Cost	Fair Value(2)	
<b>LEVEL 1 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Allied Defense Group, Inc.	Virginia/Aerospace & Defense	Common Stock (10,000 shares)		\$ 56	\$ 24	0.0%
				56	24	0.0%
Dover Saddlery, Inc.	Massachusetts/Retail	Common Stock (30,974 shares)		63	87	0.0%
				63	87	0.0%
		<b>Total Non-Control/Non-Affiliate Investments (Level 1 Investments)</b>		<b>119</b>	<b>111</b>	<b>0.0%</b>
		<b>Total Portfolio Investments</b>		<b>806,395</b>	<b>830,177</b>	<b>103.4%</b>
<b>SHORT TERM INVESTMENTS: Money Market Funds (Level 2 Investments)</b>						
Fidelity Institutional Money Market Funds		Government Portfolio (Class I)		8,457	8,457	1.6%
Fidelity Institutional Money Market Funds		Government Portfolio (Class I)(3)		12,582	12,582	1.1%
Victory Government Money Market Funds				1	1	0.0%
		<b>Total Money Market Funds</b>		<b>21,040</b>	<b>21,040</b>	<b>2.6%</b>
		<b>Total Investments</b>		<b>\$ 827,435</b>	<b>\$ 851,217</b>	<b>106.0%</b>

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Ajax Rolled Ring & Machine, Inc.	South Carolina/Manufacturing	Senior Secured Note Tranche A (10.50%, due 4/01/2013)(3), (4)	\$21,047	\$ 21,047	\$ 21,047	3.0%
		Subordinated Secured Note Tranche B (11.50% plus 6.00% PIK, due 4/01/2013)(3), (4)	16,306	16,306	9,857	1.3%
		Subordinated Secured Note Tranche B (15.00%, due 10/30/2010)	500	500		0.0%
		Convertible Preferred Stock Series A (6,142.6 shares)		6,057		0.0%
		Unrestricted Common Stock (6 shares)				0.0%
				43,910	30,904	4.3%
AWCNC, LLC(20)	North Carolina/Machinery	Members Units Class A (1,800,000 units)				0.0%
		Members Units Class B-1 (1 unit)				0.0%
		Members Units Class B-2 (7,999,999 units)				0.0%
						0.0%
Borga, Inc.	California/Manufacturing	Revolving Line of Credit \$1,000 Commitment (4.75% plus 3.25% default interest, in non-accrual status effective 03/02/2010,	1,000	945	850	0.1%

		past due)(4), (26) Senior Secured Term Loan B (8.25% plus 3.25% default interest, in non-accrual status effective 03/02/2010, past due)(4)	1,612	1,500	1,282	0.2%
		Senior Secured Term Loan C (12.00% plus 4.00% PIK plus 3.00% default interest, in non-accrual status effective 03/02/2010, past due)	8,624	707		0.0%
		Common Stock (100 shares)(22)				0.0%
		Warrants (33,750 warrants)(22)				0.0%
				3,152	2,132	0.3%
C&J Cladding LLC	Texas/Metal Services and Minerals	Membership Interest (400 units)(23)		580	4,128	0.6%
				580	4,128	0.6%
Change Clean Energy Holdings, Inc. ( CCEHI or Biomass )(5)	Maine/Biomass Power	Common Stock (1,000 shares)		2,383		0.0%
				2,383		0.0%
Fischbein, LLC	North Carolina/Machinery	Senior Subordinated Debt (13.00% plus 5.50% PIK, due 5/01/2013)	3,811	3,631	3,811	0.5%
		Membership Interest(25)		1,899	4,812	0.7%
				5,530	8,623	1.2%
Freedom Marine Services LLC	Louisiana/Shipping Vessels	Subordinated Secured Note (16.00% PIK, due 12/31/2011)(3)	10,088	10,040	3,583	0.5%
		Net Profits Interest (22.50% payable on equity distributions)(3), (7)				0.0%
				10,040	3,583	0.5%
			25,000	25,000	25,000	3.5%

Gas Solutions Holdings, Inc.(8),(3)	Texas/Gas Gathering and Processing	Senior Secured Note (18.00%, due 12/11/2016)				
		Junior Secured Note (18.00%, due 12/12/2016)	7,500	7,500	7,500	1.1%
		Common Stock (100 shares)		5,003	60,596	8.5%
				37,503	93,096	13.1%

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Integrated Contract Services, Inc.(9)	North Carolina/Contracting	Senior Demand Note (15.00%, past due)(10)	\$1,170	\$ 1,170	\$ 1,170	0.2%
		Senior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	1,100	800	1,100	0.2%
		Junior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	14,003	14,003	2,272	0.2%
		Preferred Stock Series A (10 shares)				0.0%
		Common Stock (49 shares)		679		0.0%
				16,652	4,542	0.6%
Iron Horse Coiled Tubing, Inc.(24)	Alberta, Canada/Production Services	Senior Secured Tranche 1 (Zero Coupon, in non-accrual status effective	615	396	615	0.1%

		1/01/2010, due 12/31/2016) Senior Secured Tranche 2 (Zero Coupon, in non-accrual status effective					
		1/01/2010, due 12/31/2016)	2,337	2,338	2,338	0.3%	
		Senior Secured Tranche 3 (1.00%, in non-accrual status effective					
		1/01/2010, due 12/31/2016)	18,000	18,000	9,101	1.3%	
		Common Stock (3,821 shares)		268		0.0%	
				21,002	12,054	1.7%	
Manx Energy, Inc. ( Manx )(12)	Kansas/Oil & Gas Production	Appalachian Energy Holdings, LLC ( AEH ) Senior Secured Note (8.00%, in non-accrual status effective					
		1/19/2010, due 1/19/2013)	2,073	2,000	472	0.1%	
		Coalbed, LLC Senior Secured Note (8.00%, in non-accrual status effective					
		1/19/2010, due 1/19/2013)(6)	6,219	5,991	1,414	0.2%	
		Manx Senior Secured Note (13.00%, in non-accrual status effective					
		1/19/2010, due 1/19/2013)	2,800	2,800	2,800	0.4%	
		Manx Preferred Stock (6,635 shares)		6,308		0.0%	
		Manx Common Stock (3,416,335 shares)		1,171		0.0%	
				18,270	4,686	0.7%	



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NRG Manufacturing, Inc.	Texas/Manufacturing	Senior Secured Note (16.50%, due 8/31/2011)(3), (4)	13,080	13,080	13,080	1.8%
		Common Stock (800 shares)		2,317	7,031	1.0%
				15,397	20,111	2.8%
Nupla Corporation	California/Home & Office Furnishings, Housewares & Durable	Revolving Line of Credit \$2,000 Commitment (7.25% plus 2.00% default interest, due 9/04/2012)(4), (26)	1,093	958	1,093	0.1%
		Senior Secured Term Loan A (8.00% plus 2.00% default interest, due 9/04/2012)(4)	5,139	1,503	3,301	0.5%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, in non-accrual status effective 4/01/2009, due 3/04/2013)	3,368			0.0%
		Preferred Stock Class A (2,850 shares)				0.0%
		Preferred Stock Class B (1,330 shares)				0.0%
		Common Stock (2,360,743 shares)				0.0%
					2,461	4,394
R-V Industries, Inc.	Pennsylvania/Manufacturing	Warrants (200,000 warrants, expiring 6/30/2017)		1,682	1,697	0.2%
		Common Stock (545,107 shares)		5,086	4,626	0.7%
				6,768	6,323	0.9%

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				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Sidump r Trailer Company, Inc.	Nebraska/Automobile	Revolving Line of Credit \$2,000 Commitment (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4), (26)	\$1,025	\$ 479	\$ 574	0.1%
		Senior Secured Term Loan A (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,048	463		0.0%
		Senior Secured Term Loan B (8.75%, in-non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,321			0.0%
		Senior Secured Term Loan C (16.50% PIK, in non-accrual status effective 9/27/2008, due 7/10/2011)	3,085			0.0%
		Senior Secured Term Loan D (7.25%, in non-accrual status effective 11/01/2008, due 7/10/2011)(4)	1,700			0.0%
		Preferred Stock (49,843 shares)				0.0%
		Common Stock (64,050 shares)				0.0%
				942	574	0.1%
			10,000	1,035	808	0.1%

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Yatesville Coal Holdings, Inc.(11)	Kentucky/Mining, Steel, Iron and Non-Precious Metals and Coal Production	Senior Secured Note (Non-accrual status effective 1/01/2009, due 12/31/2010)(4)				
		Junior Secured Note (Non-accrual status effective 1/01/2009, due 12/31/2010)(4)	41,931	95		0.0%
		Common Stock (1,000 shares)				0.0%
				1,130	808	0.1%
<b>Total Control Investments</b>			<b>185,720</b>	<b>195,958</b>	<b>27.5%</b>	
Affiliate Investments (5.00% to 24.99% voting control)						
Biotronic NeuroNetwork	Michigan/Healthcare	Senior Secured Note (11.50% plus 1.00% PIK, due 2/21/2013)(3), (4)	26,227	26,227	26,744	3.8%
		Preferred Stock (9,925.455 shares)(13)		2,300	2,759	0.4%
				28,527	29,503	4.2%
Boxercraft Incorporated	Georgia/Textiles & Leather	Revolving Line of Credit \$1,000 Commitment (9.00%, due 9/16/2013)(26), (27)	1,000	1,000	1,000	0.1%
		Senior Secured Term Loan A (9.50%, due 9/16/2013)(3), (4)	3,843	3,330	3,577	0.5%
		Senior Secured Term Loan B (10.00%, due 9/16/2013)(3), (4)	4,822	3,845	4,386	0.6%
		Subordinated Secured Term Loan (12.00% plus 6.50% PIK, due 3/16/2014)(3)	7,235	5,775	6,717	1.0%
		Preferred Stock (1,000,000 shares)			205	0.0%
		Common Stock (10,000 shares)				0.0%
			13,950	15,885	2.2%	
KTPS Holdings, LLC	Colorado/Textiles & Leather	Revolving Line of Credit \$1,500 Commitment (10.50%,	1,000	1,000	1,000	0.1%

due 1/31/2012)(26), (27)				
Senior Secured Term Loan A (10.50%, due 1/31/2012)(3), (4)	3,130	2,847	2,916	0.4%
Senior Secured Term Loan B (12.00%, due 1/31/2012)(3)	435	377	409	0.1%
Senior Secured Term Loan C (12.00% plus 6.00% PIK, due 3/31/2012)(3)	4,932	4,345	4,796	0.7%
Membership Interest Class A (730 units)				0.0%
Membership Interest Common (199,795 units)				0.0%
		8,569	9,121	1.3%

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				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Smart, LLC(15)	New York/Diversified/Conglomerate Service	Membership Interest Class B (1,218 units)		\$	\$	0.0%
		Membership Interest Class D (1 unit)				0.0%
						0.0%
Sport Helmets Holdings, LLC(15)	New York/Personal & Nondurable Consumer Products	Revolving Line of Credit \$3,000 Commitment (4.54%, due 12/14/2013)(26), (27)				0.0%
		Senior Secured Term Loan A (4.54%, due 12/14/2013)(3), (4)	\$3,025	1,658	2,993	0.4%
		Senior Secured Term Loan B (5.04%, due 12/14/2013)(3), (4)	7,388	5,161	6,432	0.9%
		Senior Subordinated Debt Series A (12.00% plus 3.00% PIK, due 6/14/2014)(3)	7,325	5,857	6,734	0.9%
		Senior Subordinated Debt Series B	1,357	952	1,160	0.2%

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		(10.00% plus 5.00% PIK, due 6/14/2014)(3) Common Stock (20,554 shares)	408	1,912	0.3%
			14,036	19,231	2.7%
		<b>Total Affiliate Investments</b>	<b>65.082</b>	<b>73,740</b>	<b>10.4%</b>
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>					
ADAPCO, Inc.	Florida/Ecological	Common Stock (5,000 shares)	141	340	0.0%
			141	340	0.0%
Aircraft Fasteners International, LLC	California/Machinery	Revolving Line of Credit \$500 Commitment (9.50%, due 11/01/2012)(26), (27)			0.0%
		Senior Secured Term Loan (9.50%, due 11/01/2012)(3), (4)	4,565	4,565	0.6%
		Junior Secured Term Loan (12.00% plus 6.00% PIK, due 5/01/2013)(3)	5,134	5,134	0.7%
		Convertible Preferred Stock (32,500 units)		396	0.0%
			10,095	9,153	1.3%
American Gilsonite Company	Utah/Specialty Minerals	Senior Subordinated Note (12.00% plus 3.00% PIK, due 3/14/2013)(3)	14,783	14,783	2.1%
		Membership Interest in AGC/PEP, LLC (99.9999%)(16)		1,031	0.5%
			15,814	18,463	2.6%

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Arrowhead General Insurance Agency, Inc.(17)	California/Insurance	Senior Secured Term Loan (8.50%, due 8/08/2012)	850	809	830	0.1%
		Junior Secured Term Loan (10.25% plus 2.50% PIK, due 2/08/2013)	6,179	5,002	5,122	0.7%
				5,811	5,952	0.8%
Caleel + Hayden, LLC(15)	Colorado/Personal & Nondurable Consumer Products	Membership Units (7,500 shares)		351	818	0.1%
		Options in Mineral Fusion Natural Brands, LLC (11,662 options)				0.0%
				351	818	0.1%

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				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Castro Cheese Company, Inc.	Texas/Food Products	Subordinated Secured Note (11.00% plus 2.00% PIK, due 2/28/2013)(3)	\$7,692	\$ 7,597	\$ 7,769	1.1%
				7,597	7,769	1.1%
Copernicus Group	North Carolina/Healthcare	Revolving Line of Credit \$500 Commitment (10.00%, due 10/08/2013)(4), (26)	150	22	150	0.0%
		Senior Secured Term Loan A (10.00%, due 10/08/2013)(3), (4)	5,850	5,058	5,416	0.8%
		Senior Subordinated Debt (10.00% plus 10.00% PIK, due 4/08/2014)	13,390	11,421	12,677	1.8%
		Preferred Stock Series A (1,000,000 shares)		67	104	0.0%
		Preferred Stock Series C (212,121 shares)		212	246	0.0%
				16,780	18,593	2.6%
Deb Shops, Inc.(17)	Pennsylvania/Retail	Second Lien Debt (14.00% PIK, in	17,562	14,606	2,051	0.3%

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		non-accrual status effective 2/24/2009, due 10/23/2014)				
			14,606	2,051	0.3%	
Diamondback Operating, LP	Oklahoma/Oil & Gas Production	Net Profits Interest (15.00% payable on Equity distributions)(7)		193	0.0%	
				193	0.0%	
EXL Acquisition Corporation	South Carolina/Electronics	Revolving Line of Credit \$1,000 Commitment (7.75%, due 06/24/2015)(26), (27)			0.0%	
		Senior Secured Term Loan A (7.75%, due 6/24/2015)(3), (4)	12,250	12,250	12,250	1.7%
		Senior Secured Term Loan B (12.00% plus 2.00% PIK, due 12/24/2015)(3)	12,250	12,250	12,250	1.7%
		Common Stock Class A (2,475 shares)		437	363	0.1%
		Common Stock Class B (25 shares)		252	103	0.0%
			25,189	24,966	3.5%	
Fairchild Industrial Products, Co.(2)	North Carolina/Electronics	Preferred Stock Class A (285.1 shares)		377	435	0.1%
		Common Stock Class B (28 shares)		211	228	0.0%
				588	663	0.1%
H&M Oil & Gas, LLC	Texas/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% PIK, due 9/30/2010)	59,107	59,107	48,867	6.9%
		Net Profits Interest (8.00% payable on			827	0.1%

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		Equity distributions)(7)				
				59,107	49,694	7.0%
Hoffmaster Group, Inc.	Wisconsin/Durable Consumer Products	Second Lien Term Loan (13.50%, due 6/2/2017)(3)	20,000	20,000	20,000	2.8%
				20,000	20,000	2.8%
Hudson Products Holdings, Inc.(17)	Texas/Manufacturing	Senior Secured Term Loan (8.00%, due 8/24/2015)(3), (4)	6,365	5,734	5,314	0.7%
				5,734	5,314	0.7%
IEC Systems LP ( IEC )/Advanced Rig Services LLC ( ARS )	Texas/Oilfield Fabrication	IEC Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3), (4)	19,008	19,008	19,008	2.7%
		ARS Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3), (4)	11,421	11,421	11,421	1.6%
				30,429	30,429	4.3%

See notes to consolidated financial statements.

Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS**

September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Impact Products, LLC	Ohio/Home & Office Furnishings, Housewares & Durable	Junior Secured Term Loan (6.38%, due 9/09/2012)(4)	\$7,300	\$ 6,351	\$ 7,290	1.0%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, due 9/09/2012)	5,548	5,300	5,548	0.8%
				11,651	12,838	1.8%
Label Corp Holdings, Inc.	Nebraska/Printing & Publishing	Senior Secured Term Loan (8.50%, due 8/08/2014)(3), (4)	5,794	5,222	5,284	0.7%
				5,222	5,284	0.7%
LHC Holdings Corp.(17)	Florida/Healthcare	Revolving Line of Credit \$750 Commitment (9.00%, due 11/30/2012)(26), (27)				0.0%
		Senior Secured Term Loan A (9.00%, due 11/30/2012)(3), (4)	2,015	2,015	1,839	0.3%
		Senior Subordinated Debt (12.00% plus 2.50% PIK, due 5/31/2013)(3)	4,565	4,199	4,220	0.6%

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		Membership Interest (125 units)		216	217	0.0%
				6,430	6,276	0.9%
Mac & Massey Holdings, LLC	Georgia/Food Products	Senior Subordinated Debt (10.00% plus 5.75% PIK, due 2/10/2013)	8,671	7,351	8,643	1.2%
		Membership Interest (250 units)		145	390	0.1%
				7,496	9,033	1.3%
Maverick Healthcare, LLC	Arizona/Healthcare	Second Lien Debt (12.50% plus 3.50% PIK, due 4/30/2014)(3)	13,122	13,122	13,247	1.9%
		Preferred Units (1,250,000 units)		1,252	2,025	0.2%
		Common Units (1,250,000 units)				0.0%
				14,374	15,272	2.1%
Miller Petroleum, Inc.	Tennessee/Oil & Gas Production	Warrants, Common Stock (2,208,772 warrants, expiring 5/04/2010 to 3/31/2015)(14)		150	1,244	0.2%
				150	1,244	0.2%
Northwestern Management Services, LLC	Florida/Healthcare	Revolving Line of Credit \$1,000 Commitment (4.36%, due 12/13/2012)(26), (27)	350	350	350	0.0%
		Senior Secured Term Loan A (4.36%, due 12/13/2012)(3), (4)	4,309	3,516	3,578	0.5%
		Senior Secured Term Loan B (4.86%, due 12/13/2012)(3), (4)	1,219	904	956	0.1%
		Subordinated Secured Term	2,971	2,468	2,606	0.4%

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		Loan (12.00% plus 3.00%, due 6/13/2013)(3)					
		Common Stock (50 shares)		371	564	0.1%	
				7,609	8,054	1.1%	
Prince Mineral Company, Inc.	New York/Metal Services and Minerals	Junior Secured Term Loan (9.00%, due 12/21/2012)(4)	11,150	11,150	11,150	1.6%	
		Senior Subordinated Debt (13.00% plus 2.00%, due 7/21/2013)	12,260	1,420	12,260	1.7%	
				12,570	23,410	3.3%	
Qualitest Pharmaceuticals, Inc.(17)	Alabama/Pharmaceuticals	Second Lien Debt (7.79%, due 4/30/2015)(3), (4)	12,000	11,955	12,000	1.7%	
				11,955	12,000	1.7%	

See notes to consolidated financial statements.

Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS**

September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Regional Management Corporation	South Carolina/Financial Services	Second Lien Debt (12.00% plus 2.00% PIK, due 6/29/2012)(3)	\$25,814	\$ 25,814	\$ 25,592	3.6%
				25,814	25,592	3.6%
Roll Coater Acquisition Corp.	Indiana/Metal Services and Minerals	Subordinated Secured Debt (10.25%, due 9/30/2010)	6,268	6,102	6,082	0.9%
				6,102	6,082	0.9%
-O-M Corporation	Missouri/Automobile	Revolving Line of Credit \$1,750 Commitment (4.50%, due 2/08/2013)(26), (27)				0.0%
		Senior Secured Term Loan A (4.50%, due 2/08/2013)(3), (4)	4,640	4,025	4,571	0.6%
		Senior Secured Term Loan B (8.00%, due 5/08/2013)(3), (4)	7,251	7,251	7,078	1.0%
		Senior Subordinated Debt (12.00% plus 3.00% PIK due 8/08/2013)(3)	7,118	6,799	6,392	0.9%
				18,075	18,041	2.5%
eaton Corp.	Illinois/Business Services	Subordinated Secured (12.50% plus 2.00% PIK, due 3/14/2011)	12,296	12,060	12,132	1.7%
				12,060	12,132	1.7%
hearer s Foods, Inc.	Ohio/Food Products		35,266	35,266	36,119	5.1%

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		Junior Secured Debt (12.00% plus 3.00% PIK, due 3/31/2016)(3)				
		Membership Interest in Mistral Chip Holdings, LLC (2,000 units)(18)		2,560	6,136	0.9%
		Membership Interest in Mistral Chip Holdings, LLC 2 (595 units)(18)		762	1,825	0.2%
				38,588	44,080	6.2%
killsoft Public imited Company	Ireland/Prepackaged Software	Subordinated Unsecured (11.125%, due 06/01/2018)	15,000	14,903	15,000	2.2%
				14,903	15,000	2.2%
tryker Energy, LLC	Ohio/Oil & Gas Production	Subordinated Secured Revolving Credit Facility (12.00%, due 12/01/2012)(3), (4)	29,724	29,507	29,624	4.2%
		Overriding Royalty Interests(19)			2,768	0.4%
				29,507	32,392	4.6%
riZetto Group(17)	California/Healthcare	Subordinated Unsecured Note (12.00% plus 1.50% PIK, due 10/01/2016)(3)	15,434	15,306	15,895	2.2%
				15,306	15,895	2.2%
fnitek(17)	Pennsylvania / Technical Services	Second Lien Debt (13.08%, due 12/31/2013)(3), (4)	11,500	11,387	11,615	1.7%
				11,387	11,615	1.7%
Wind River Resources Corp. and Wind River II Corp.	Utah/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% default interest, in non-accrual status effective 12/01/2008, due 7/31/2010)(4)	15,000	15,000	8,779	1.2%
		Net Profits Interest (5.00% payable on Equity distributions)(7)				0.0%
				15,000	8,779	1.2%
		<b>Total Non-Control/Non-Affiliate</b>		<b>476,441</b>	<b>477,417</b>	<b>67.1%</b>



**Investments (Level 3  
Investments)**

**Total Level 3 Portfolio  
Investments**

**\$ 727,243   \$ 747,115   105.0%**

See notes to consolidated financial statements.

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September 30, 2010 and June 30, 2010

(In thousands, except share data) (Continued)

Portfolio Company	Locale/Industry	Investments(1)	June 30, 2010		% of Net Assets	
			Principal Value	Cost		Fair Value(2)
<b>LEVEL 1 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Allied Defense Group, Inc.	Virginia/Aerospace & Defense	Common Stock (10,000 shares)	\$	56	\$ 38	0.0%
				56	38	0.0%
Dover Saddlery, Inc.	Massachusetts/Retail	Common Stock (30,974 shares)		63	97	0.0%
				63	97	0.0%
LyondellBasell Industries N.V.(22)	Netherlands/Chemical Company	Class A Common Stock (26,961 shares)		874	435	0.2%
		Class B Common Stock (49,421 shares)		523	798	0.0%
				1,397	1,233	0.2%
		<b>Total Non-Control/Non-Affiliate Investments (Level 1 Investments)</b>		<b>1,516</b>	<b>1,368</b>	<b>0.2%</b>
		<b>Total Portfolio Investments</b>		<b>728,759</b>	<b>748,483</b>	<b>105.2%</b>
<b>SHORT TERM INVESTMENTS:</b>						
<b>Money Market Funds (Level 2 Investments)</b>						
Fidelity Institutional Money Market Funds	Government Portfolio (Class I)			62,183	62,183	8.8%
Fidelity Institutional Money Market Funds	Government Portfolio (Class I)(3)			6,687	6,687	0.9%
Victory Government Money Market Funds				1	1	0.0%
		<b>Total Money Market Funds</b>		<b>68,871</b>	<b>68,871</b>	<b>9.7%</b>

<b>Total Investments</b>	<b>\$ 797,630</b>	<b>\$ 817,354</b>	<b>114.9%</b>
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See notes to consolidated financial statements.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**September 30, 2010 and June 30, 2010**

**(In thousands, except share data) (Continued)**

**Endnote Explanations for the Consolidated Schedule of Investments as of September 30, 2010 and June 30, 2010**

- (1) The securities in which Prospect Capital Corporation ( we , us or our ) has invested were acquired in transactions that were exempt from registration under the Securities Act of 1933, as amended, or the Securities Act. These securities may be resold only in transactions that are exempt from registration under the Securities Act.
- (2) Fair value is determined by or under the direction of our Board of Directors. As of September 30, 2010, two of our portfolio investments, Allied Defense Group, Inc. ( Allied ) and Dover Saddlery, Inc. ( Dover ) were publically traded and classified as Level 1 within the valuation hierarchy established by Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). As of June 30, 2010, three of our portfolio investments, Allied, Dover and LyondellBasel Industries N.V., were publically traded and classified as Level 1 within the valuation hierarchy established by ASC 820. As of September 30, 2010 and June 30, 2010, the fair value of our remaining portfolio investments was determined using significant unobservable inputs. ASC 820 classifies such inputs used to measure fair value as Level 3 within the valuation hierarchy. Our investments in money market funds are classified as Level 2. See Note 3 and Note 4 within the accompanying consolidated financial statements for further discussion.
- (3) Security, or portion thereof, is held as collateral for the revolving credit facility (see Note 11). The market values of these investments at September 30, 2010 and June 30, 2010 were \$604,330 and \$512,244, respectively; they represent 71.0% and 62.7% of total investments at fair value, respectively.
- (4) Security, or portion thereof, has a floating interest rate. Stated interest rate was in effect at September 30, 2010 and June 30, 2010.
- (5) There are several entities involved in the Biomass investment. We own 100 shares of common stock in Worcester Energy Holdings, Inc. ( WEHI ), representing 100% of the issued and outstanding common stock. WEHI, in turn, owns 51 membership certificates in Biochips LLC ( Biochips ), which represents a 51% ownership stake.

We own 282 shares of common stock in Worcester Energy Co., Inc. ( WECO ), which represents 51% of the issued and outstanding common stock. We own directly 1,665 shares of common stock in Change Clean Energy Inc. ( CCEI ), f/k/a Worcester Energy Partners, Inc., which represents 51% of the issued and outstanding common stock and the remaining 49% is owned by WECO. CCEI owns 100 shares of common stock in Precision Logging and Landclearing, Inc. ( Precision ), which represents 100% of the issued and outstanding common stock.

During the quarter ended March 31, 2009, we created two new entities in anticipation of the foreclosure proceedings against the co-borrowers (WECO, CCEI and Biochips) Change Clean Energy Holdings, Inc. ( CCEHI ) and DownEast Power Company, LLC ( DEPC ). We own 1,000 shares of CCEHI, representing 100% of the issued and outstanding stock, which in turn, owns a 100% of the membership interests in DEPC.

On March 11, 2009, we foreclosed on the assets formerly held by CCEI and Biochips with a successful credit bid of \$6,000 to acquire the assets. The assets were subsequently assigned to DEPC. WECO, CCEI and Biochips are joint borrowers on the term note issued to Prospect Capital. Effective July 1, 2008, this loan was placed on non-accrual status.

Biochips, WECO, CCEI, Precision and WEHI currently have no material operations and no significant assets. As of June 30, 2009, our Board of Directors assessed a fair value of \$0 for all of these equity positions and the loan position. We determined that the impairment of both CCEI and CCEHI as of June 30, 2009 was other than temporary and recorded a realized loss for the amount that the amortized cost exceeds the fair value at June 30,

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**September 30, 2010 and June 30, 2010**

**(In thousands, except share data) (Continued)**

2009. Our Board of Directors set no value for the CCEHI investment as of September 30, 2010 and June 30, 2010.

- (6) During the quarter ended December 31, 2009, we created two new entities, Coalbed Inc. and Coalbed LLC, to foreclose on the outstanding senior secured loan and assigned rights and interests of Conquest Cherokee, LLC ( Conquest ), as a result of the deterioration of Conquest 's financial performance and inability to service debt payments. We own 1,000 shares of common stock in Coalbed Inc., representing 100% of the issued and outstanding common stock. Coalbed Inc., in turn owns 100% of the membership interest in Coalbed LLC.

On October 21, 2009, Coalbed LLC foreclosed on the loan formerly made to Conquest. On January 19, 2010, as part of the Manx rollup, the Coalbed LLC assets and loan was assigned to Manx, the holding company. As of September 30, 2010, our Board of Directors assessed a fair value of \$1,202 for the loan position in Coalbed LLC, a decrease of \$212 from the fair value as of June 30, 2010.

- (7) In addition to the stated returns, the net profits interest held will be realized upon sale of the borrower or a sale of the interests.
- (8) Gas Solutions Holdings, Inc. is a wholly-owned investment of us.
- (9) Entity was formed as a result of the debt restructuring of ESA Environmental Specialist, Inc. In early 2009, we foreclosed on the two loans on non-accrual status and purchased the underlying personal and real property. We own 1,000 shares of common stock in The Healing Staff ( THS ), f/k/a Lisamarie Fallon, Inc. representing 100% ownership. We own 1,500 shares of Vets Securing America, Inc. ( VSA ), representing 100% ownership. VSA is a holding company for the real property of Integrated Contract Services, Inc. ( ICS ) purchased during the foreclosure process.
- (10) Loan is with THS an affiliate of ICS.
- (11) On June 30, 2008, we consolidated our holdings in four coal companies into Yatesville Coal Holdings, Inc. ( Yatesville ), and consolidated the operations under one management team. As part of the transaction, the debt that we held of C&A Construction, Inc. ( C&A ), Genesis Coal Corp. ( Genesis ), North Fork Collieries LLC ( North Fork ) and Unity Virginia Holdings LLC ( Unity ) were exchanged for newly issued debt from Yatesville, and our ownership interests in C&A, E&L Construction, Inc. ( E&L ), Whymore Coal Company Inc. ( Whymore ) and North Fork were exchanged for 100% of the equity of Yatesville. This reorganization allows for a better utilization of the assets in the consolidated group.

At September 30, 2010 and at June 30, 2010, Yatesville owned 100% of the membership interest of North Fork. In addition, Yatesville held a \$9,325 note receivable from North Fork as of those two respective dates.

At September 30, 2010 and at June 30, 2010, we owned 96% and 87%, respectively, of the common stock of Genesis and held a note receivable of \$20,897 as of those two respective dates.

Yatesville held a note receivable of \$4,261 from Unity at September 30, 2010 and at June 30, 2010.

There are several entities involved in Yatesville's investment in Whymore at June 30, 2009. As of June 30, 2009, Yatesville owned 10,000 shares of common stock or 100% of the equity and held a \$14,973 senior secured debt receivable from C&A, which owns the equipment. Yatesville owned 10,000 shares of common stock or 100% of the equity of E&L, which leases the equipment from C&A, employs the workers, is listed as the operator with the Commonwealth of Kentucky, mines the coal, receives revenues and pays all operating expenses. Yatesville owned 4,900 shares of common stock or 49% of the equity of Whymore, which applies for and holds permits on behalf of E&L. Yatesville also owned 4,285 Series A convertible preferred shares in each of C&A, E&L and Whymore. Whymore and E&L are guarantors under the C&A credit agreement with Yatesville.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**September 30, 2010 and June 30, 2010**

**(In thousands, except share data) (Continued)**

In August 2009, Yatesville sold its 49% ownership interest in the common shares of Whymore to the 51% holder of the Whymore common shares ( Whymore Purchaser ). All reclamation liability was transferred to the Whymore Purchaser. In September 2009, Yatesville completed an auction for all of its equipment.

Yatesville currently has no material operations. During the quarter ended December 31, 2009, our Board of Directors determined that the impairment of Yatesville was other than temporary and we recorded a realized loss for the amount that the amortized cost exceeds the fair value. Our Board of Directors set the value of the remaining Yatesville investment at \$808 as of September 30, 2010 and June 30, 2010.

- (12) On January 19, 2010, we modified the terms of our senior secured debt in AEH and Coalbed in conjunction with the formation of Manx Energy, a new entity consisting in the assets of AEH, Coalbed and Kinley Exploration. The assets of the three companies were brought under new common management. We funded \$2,800 at closing to Manx to provide for working capital. A portion of our loans to AEH and Coalbed was exchanged for Manx preferred equity, while our AEH equity interest was converted into Manx common stock. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Manx.
- (13) On a fully diluted basis represents, 11.677% of voting common shares.
- (14) Total common shares outstanding of 33,434,838 as of September 7, 2010 from Miller Petroleum, Inc. s ( Miller ) Quarterly Report on Form 10-Q filed on September 13, 2010. Total common shares outstanding of 33,389,383 as of July 22, 2010 from Miller s Annual Report on Form 10-K filed on July 28, 2010 as applicable to our June 30, 2010 reporting date.
- (15) A portion of the positions listed were issued by an affiliate of the portfolio company.
- (16) We own 99.9999% of AGC/PEP, LLC. AGC/PEP, LLC owns 2,037.65 out of a total of 83,818.69 shares (including 4,932 vested and unvested management options) of American Gilsonite Holding Company which owns 100% of American Gilsonite Company.
- (17) Syndicated investment which had been originated by another financial institution and broadly distributed.
- (18) At September 30, 2010 and June 30, 2010, Mistral Chip Holdings, LLC owns 44,800 shares of Chip Holdings, Inc. and Mistral Chip Holdings 2, LLC owns 11,975 shares in Chip Holdings, Inc. Chip Holdings, Inc. is the parent company of Shearer s Foods, Inc. and has 67,936 shares outstanding before adjusting for management options.
- (19) The overriding royalty interests held receive payments at the stated rates based upon operations of the borrower.
- (20) On December 31, 2009, we sold our investment in Aylward Enterprises, LLC. AWCNC, LLC is the remaining holding company with zero assets and our remaining outstanding debt has no value of September 30, 2010 and



June 30, 2010, respectively.

- (21) There are several entities involved in the Appalachian Energy Holdings LLC ( AEH ) investment. We own warrants, the exercise of which will permit us to purchase 37,090 Class A common units of AEH at a nominal cost and in near-immediate fashion. We own 200 units of Series A preferred equity, 241 units of Series B preferred equity, and 500 units of Series C preferred equity of AEH. The senior secured notes are with C&S Operating LLC and East Cumberland L.L.C., both operating companies owned by AEH.
- (22) We own warrants to purchase 33,750 shares of common stock in Metal Buildings Holding Corporation ( Metal Buildings ), the former holding company of Borga, Inc. Metal Buildings Holding Corporation owned 100% of Borga, Inc. On March 8, 2010, we foreclosed on the stock in Borga, Inc. that was held by Metal Buildings, obtaining 100% ownership of Borga, Inc.
- (23) We own 100% of C&J Cladding Holding Company, Inc., which owns 40% of the membership interests in C&J Cladding, LLC.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**September 30, 2010 and June 30, 2010**

**(In thousands, except share data) (Continued)**

- (24) On January 1, 2010, we restructured our senior secured and bridge loans investment in Iron Horse Coiled Tubing, Inc. ( Iron Horse ) and we reorganized Iron Horse s management structure. The senior secured loan and bridge loan were replaced with three new tranches of senior secured debt. From June 30, 2009 to September 30, 2010, our total ownership of Iron Horse decreased from 80.0% to 70.4%, respectively. As of September 30, 2010 and June 30, 2010, our Board of Directors assessed a fair value in Iron Horse of \$15,064 and \$12,054, respectively.
- (25) We own 2,800,000 units in Class A Membership Interests and 372,094 units in Class A-1 Membership Interests.
- (26) Undrawn committed revolvers incur a 0.50% commitment fee. As of September 30, 2010 and June 30, 2010, we have \$10,982 and \$10,382 of undrawn revolver commitments to our portfolio companies, respectively.
- (27) Stated interest rates are based on September 30, 2010 and June 30, 2010 one month LIBOR rates plus applicable spreads based on the respective credit agreements. Interest rates are subject to change based on actual elections by the borrower for a LIBOR rate contract or Base Rate contract when drawing on the revolver.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2010**

**(Unaudited)**

**(In thousands, except share and per share data)**

**Note 1. Organization**

References herein to we, us or our refer to Prospect Capital Corporation and its subsidiary unless the context specifically requires otherwise.

We were formerly known as Prospect Energy Corporation, a Maryland corporation. We were organized on April 13, 2004 and were funded in an initial public offering ( IPO ), completed on July 27, 2004. We are a closed-end investment company that has filed an election to be treated as a Business Development Company ( BDC ), under the Investment Company Act of 1940 (the 1940 Act ). As a BDC, we have qualified and have elected to be treated as a regulated investment company ( RIC ), under Subchapter M of the Internal Revenue Code. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financings, recapitalizations, and other purposes.

On May 15, 2007, we formed a wholly-owned subsidiary, Prospect Capital Funding, LLC, a Delaware limited liability company, for the purpose of holding certain of our loan investments in the portfolio which are used as collateral for our credit facility.

**Note 2. Patriot Acquisition**

On December 2, 2009, we acquired the outstanding shares of Patriot Capital Funding, Inc. ( Patriot ) common stock for \$201,083. Under the terms of the merger agreement, Patriot common shareholders received 0.363992 shares of our common stock for each share of Patriot common stock, resulting in 8,444,068 shares of common stock being issued by us. In connection with the transaction, we repaid all the outstanding borrowings of Patriot, in compliance with the merger agreement.

On December 2, 2009, Patriot made a final dividend payment equal to its undistributed net ordinary income and capital gains of \$0.38 per share. In accordance with a recent IRS revenue procedure, the dividend was paid 10% in cash and 90% in newly issued shares of Patriot's common stock. The exchange ratio was adjusted to give effect to the final income distribution.

The merger has been accounted for as an acquisition of Patriot by Prospect Capital Corporation ( Prospect ) in accordance with acquisition method of accounting as detailed in ASC 805, *Business Combinations* ( ASC 805 ). The fair value of the consideration paid was allocated to the assets acquired and liabilities assumed based on their fair values as the date of acquisition. As described in more detail in ASC 805, goodwill, if any, would have been recognized as of the acquisition date, if the consideration transferred exceeded the fair value of identifiable net assets acquired. As of the acquisition date, the fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred, and we recognized the excess as a gain. A preliminary gain of \$5,714 was recorded by Prospect in the quarter ended December 31, 2009 related to the acquisition of Patriot, which was revised in the fourth quarter of Fiscal 2010 to \$7,708, when we settled severance accruals related to certain members of Patriot's top management and finalized during the first quarter of Fiscal 2011, to \$8,632, when we settled the remaining severance accruals related to the last two members of Patriot's top management. Under ASC 805, the adjustment to our

preliminary estimate was reflected in the three months ended December 31, 2009 (See Note 12). The acquisition of Patriot was negotiated in July 2009 with the purchase agreement being signed on August 3, 2009. Between July 2009 and December 2, 2009, our valuation of certain of the investments acquired from Patriot increased due to market improvement, which resulted in the recognition of the gain at closing.

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2010****(Unaudited)****(In thousands, except share and per share data) (Continued)*****Purchase Price Allocation***

The purchase price has been allocated to the assets acquired and the liabilities assumed based on their estimated fair values as summarized in the following table:

Cash (to repay Patriot debt)	\$ 107,313
Cash (to fund purchase of restricted stock from former Patriot employees)	970
Common stock issued(1)	92,800
 Total purchase price	 201,083
 Assets acquired:	
Investments(2)	207,126
Cash and cash equivalents	1,697
Other assets	3,859
 Assets acquired	 212,682
Other liabilities assumed	(2,967)
 Net assets acquired	 209,715
 Gain on Patriot acquisition(3)	 \$ 8,632

- (1) The value of the shares of common stock exchanged with the Patriot common shareholders was based upon the closing price of our common stock on December 2, 2009, the price immediately prior to the closing of the transaction.
- (2) The fair value of Patriot's investments were determined by the Board of Directors in conjunction with an independent valuation agent. This valuation resulted in a purchase price which was \$98,150 below the amortized cost of such investments. For those assets which are performing, Prospect will record the accretion to par value in interest income over the remaining term of the investment.
- (3) The gain has been determined after the final payments of certain liabilities have been settled.

***Condensed Statement of Net Assets Acquired***

The following condensed statement of net assets acquired reflects the values assigned to Patriot's net assets as of the acquisition date, December 2, 2009.

Investment securities	\$ 207,126
Cash and cash equivalents	1,697
Other assets	3,859
Total assets	212,682
Other liabilities	(2,967)
Final fair value of net assets acquired	\$ 209,715

The following unaudited pro forma condensed combined financial information does not purport to be indicative of actual financial position or results of our operations had the Patriot acquisition actually been consummated at the beginning of each period presented. Certain one-time charges have been eliminated. The pro forma adjustments reflecting the allocation of the purchase price of Patriot and the gain of \$8,632 recognized on

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the Patriot Acquisition have been eliminated. Management has realized net operating synergies from this transaction. The pro forma condensed combined financial information does not reflect the potential impact of these synergies and does not reflect any impact of additional accretion which would have been recognized on the transaction, except for that which was recorded after the transaction was consummated on December 2, 2009.

	<b>For the Three Months Ended September 30, 2009</b>
Total Investment Income	\$ 29,567
Net Investment Income	13,677
Net Increase (Decrease) in Net Assets Resulting from Operations	10,902
Net Increase (Decrease) in Net Assets Resulting from Operations per share	\$ (0.19)

**Note 3. Significant Accounting Policies**

The following are significant accounting policies consistently applied by us:

***Basis of Presentation***

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) and pursuant to the requirements for reporting on Form 10-Q and Regulation S-X. The financial results of our portfolio investments are not consolidated in the financial statements.

***Use of Estimates***

The preparation of GAAP financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets, creditworthiness of our portfolio companies and any other parameters used in determining these estimates could cause actual results to differ, and these differences could be material.

***Basis of Consolidation***

Under the 1940 Act rules, the regulations pursuant to Article 6 of Regulation S-X and the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, we are precluded from consolidating any entity other than another investment company or an operating company which provides substantially all of its services and benefits to us. Our financial statements include our accounts and the accounts of Prospect Capital Funding, LLC, our only wholly-owned, closely-managed subsidiary that is also an investment

company. All intercompany balances and transactions have been eliminated in consolidation.

***Investment Classification***

We are a non-diversified company within the meaning of the 1940 Act. We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by



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a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

Investments are recognized when we assume an obligation to acquire a financial instrument and assume the risks for gains or losses related to that instrument. Investments are derecognized when we assume an obligation to sell a financial instrument and forego the risks for gains or losses related to that instrument. Specifically, we record all security transactions on a trade date basis. Investments in other, non-security financial instruments are recorded on the basis of subscription date or redemption date, as applicable. Amounts for investments recognized or derecognized but not yet settled are reported as receivables for investments sold and payables for investments purchased, respectively, in the Consolidated Statements of Assets and Liabilities.

***Investment Risks***

The Company's investments are subject to a variety of risks. Those risks include the following:

***Market Risk***

Market risk represents the potential loss that can be caused by a change in the fair value of the financial instrument.

***Credit Risk***

Credit risk represents the risk that the Company would incur if the counterparties failed to perform pursuant to the terms of their agreements with the Company.

***Liquidity Risk***

Liquidity risk represents the possibility that the Company may not be able to rapidly adjust the size of its positions in times of high volatility and financial stress at a reasonable price.

***Interest Rate Risk***

Interest rate risk represents a change in interest rates, which could result in an adverse change in the fair value of an interest-bearing financial instrument.

***Prepayment Risk***

Most of the Company's debt investments allow for prepayment of principal without penalty. Downward changes in interest rates may cause prepayments to occur at a faster than expected rate, thereby effectively shortening the maturity of the security and making the security less likely to be an income producing instrument.

***Investment Valuation***

Our Board of Directors has established procedures for the valuation of our investment portfolio. These procedures are detailed below.

Investments for which market quotations are readily available are valued at such market quotations.

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For most of our investments, market quotations are not available. With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- 1) Each portfolio company or investment is reviewed by our investment professionals with the independent valuation firm;
- 2) the independent valuation firm engaged by our Board of Directors conducts independent appraisals and makes their own independent assessment;
- 3) the audit committee of our Board of Directors reviews and discusses the preliminary valuation of our Investment Adviser and that of the independent valuation firm; and
- 4) the Board of Directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the respective independent valuation firm and the audit committee.

Investments are valued utilizing a market approach, an income approach, a liquidation approach, or a combination of approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present value amount (discounted) calculated based on an appropriate discount rate. The measurement is based on the net present value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, the principal market and enterprise values, among other factors.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued ASC 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). ASC 820 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. We adopted ASC 820 on a prospective basis beginning in the quarter ended September 30, 2008.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchy:

*Level 1:* Quoted prices in active markets for identical assets or liabilities, accessible by us at the measurement date.

*Level 2:* Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

*Level 3:* Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment. The changes to GAAP from the application of ASC 820 relate to the definition of fair value, framework for measuring fair value, and the expanded disclosures about fair value measurements. ASC 820 applies to fair value measurements already required or permitted by other standards. In accordance with ASC 820, the fair value of our investments is defined as the price that we would receive upon selling an investment

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in an orderly transaction to an independent buyer in the principal or most advantageous market in which that investment is transacted.

In April 2009, the FASB issued ASC Subtopic 820-10-65, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( ASC 820-10 ). This update provides further clarification for ASC 820 in markets that are not active and provides additional guidance for determining when the volume of trading level of activity for an asset or liability has significantly decreased and for identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65 is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65 for the three months ended September 30, 2010, did not have any effect on our net asset value, financial position or results of operations as there was no change to the fair value measurement principles set forth in ASC 820.

***Valuation of Other Financial Assets and Financial Liabilities***

In February 2007, FASB issued ASC Subtopic 820-10-05-1, *The Fair Value Option for Financial Assets and Financial Liabilities* ( ASC 820-10-05-1 ). ASC 820-10-05-1 permits an entity to elect fair value as the initial and subsequent measurement attribute for many of assets and liabilities for which the fair value option has been elected and similar assets and liabilities measured using another measurement attribute. We adopted this statement on July 1, 2008 and have elected not to value other assets and liabilities at fair value as would be permitted by ASC 820-10-05-1.

***Revenue Recognition***

Realized gains or losses on the sale of investments are calculated using the specific identification method.

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Origination, closing and/or commitment fees associated with investments in portfolio companies are accreted into interest income over the respective terms of the applicable loans. Accretion of such purchase discounts or premiums is calculated by the effective interest method as of the purchase date and adjusted only for material amendments or prepayments. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as interest income. The purchase discount for portfolio investments acquired from Patriot was determined based on the difference between par value and fair market value as of December 2, 2009, and will continue to accrete until maturity or repayment of the respective loans.

Dividend income is recorded on the ex-dividend date.

Structuring fees and similar fees are recognized as income as earned, usually when paid. Structuring fees, excess deal deposits, net profits interests and overriding royalty interests are included in other income.

Loans are placed on non-accrual status when principal or interest payments are past due 90 days or more or when there is reasonable doubt that principal or interest will be collected. Accrued interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or

applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and in management's judgment, are likely to remain current.

***Federal and State Income Taxes***

We have elected to be treated as a regulated investment company and intend to continue to comply with the requirements of the Internal Revenue Code of 1986 (the Code), applicable to regulated investment companies. We

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are required to distribute at least 90% of our investment company taxable income and intend to distribute (or retain through a deemed distribution) all of our investment company taxable income and net capital gain to stockholders; therefore, we have made no provision for income taxes. The character of income and gains that we will distribute is determined in accordance with income tax regulations that may differ from GAAP. Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified to paid-in capital.

If we do not distribute (or are not deemed to have distributed) at least 98% of our annual taxable income in the calendar year it is earned, we will generally be required to pay an excise tax equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such taxable income for the year. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, we accrue excise taxes, if any, on estimated excess taxable income as taxable income is earned using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

We adopted FASB ASC 740, *Income Taxes* ( ASC 740 ). ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. Adoption of ASC 740 was applied to all open tax years as of July 1, 2007. The adoption of ASC 740 did not have an effect on our net asset value, financial condition or results of operations as there was no liability for unrecognized tax benefits and no change to our beginning net asset value. As of September 30, 2010 and for the three months then ended, we did not have a liability for any unrecognized tax benefits. Management's determinations regarding ASC 740 may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof.

***Dividends and Distributions***

Dividends and distributions to common stockholders are recorded on the ex-dividend date. The amount, if any, to be paid as a dividend or distribution is approved by our Board of Directors each quarter and is generally based upon our management's estimate of our earnings for the quarter. Net realized capital gains, if any, are distributed at least annually.

***Financing Costs***

We record origination expenses related to our credit facility as deferred financing costs. These expenses are deferred and amortized as part of interest expense using the effective interest method over the stated life of the facility.

We record registration expenses related to shelf filings as prepaid assets. These expenses consist principally of Securities and Exchange Commission ( SEC ) registration fees, legal fees and accounting fees incurred. These prepaid

assets will be charged to capital upon the receipt of an equity offering proceeds or charged to expense if no offering completed.

***Guarantees and Indemnification Agreements***

We follow FASB ASC 460, *Guarantees* ( ASC 460 ). ASC 460 elaborates on the disclosure requirements of a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has

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issued. It also requires a guarantor to recognize, at the inception of a guarantee, for those guarantees that are covered by ASC 460, the fair value of the obligation undertaken in issuing certain guarantees. ASC 460 did not have a material effect on the financial statements.

***Per Share Information***

Net increase or decrease in net assets resulting from operations per common share are calculated using the weighted average number of common shares outstanding for the period presented. Diluted net increase or decrease in net assets resulting from operations per share are not presented as there are no potentially dilutive securities outstanding.

***Recent Accounting Pronouncements***

In June 2009, the FASB issued ASC 860, *Accounting for Transfers of Financial Assets* an amendment to FAS 140 ( ASC 860 ). ASC 860 improves the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets: the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. ASC 860 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. The adoption of this standard had no effect on our results of operation or our financial position.

In June 2009, the FASB issued ASC 810, *Consolidation* ( ASC 810 ). ASC 810 is intended to (1) address the effects on certain provisions of FASB Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities, as a result of the elimination of the qualifying special-purpose entity concept in ASC 860, and (2) constituent concerns about the application of certain key provisions of Interpretation 46(R), including those in which the accounting and disclosures under the Interpretation do not always provided timely and useful information about an enterprise's involvement in a variable interest entity. ASC 810 is effective as of the beginning of our first annual reporting period that begins after November 15, 2009. The adoption of this standard had no effect on our results of operation or our financial position.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ( ASC 2010-06 ). ASU 2010-06 amends ASC 820-10 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective December 15, 2009, except for the disclosure about purchase, sales, issuances and settlements in the roll forward of activity in level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Our management does not believe that the adoption of the amended guidance in ASC 820-10 will have a significant effect on our financial statements.

In February 2010, the FASB issued Accounting Standards Update 2010-10, *Consolidation (Topic 810) - Amendments for Certain Investments Funds* ( ASU 2010-10 ), which defers the application of the consolidation guidance in ASC 810

for certain investments funds. The disclosure requirements continue to apply to all entities. ASU 2010-10 is effective as of the beginning of the first annual period that begins after November 15, 2009 and for interim periods within that first annual period. The adoption of this standard had no effect on our results of operation or our financial position.

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In July 2010, the FASB issued Accounting Standards Update 2010-20, *Receivables (Topic 310) Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* ( ASC 2010-20 ). The amendments in this update require additional disclosure about the credit quality of financing receivables, such as aging information and credit quality indicators. ASC 2010-20 is effective for interim periods and fiscal years ending after December 15, 2010. Our management does not believe that the adoption of the amended guidance in ASC 2010-20 will have a significant effect on our financial statements.

In August 2010, the FASB issued Accounting Standards Update 2010-21, *Accounting for Technical Amendments to Various SEC Rules and Schedules* ( ASU 2010-21 ). ASU 2010-21 amends various SEC paragraphs pursuant to the issuance of Release No. 33-9026: Technical Amendments to Rules, Forms, Schedules and Codification of Financial Reporting Policies. We are assessing the potential effect this guidance will have on our consolidated financial statements.

In August 2010, the FASB issued Accounting Standards Update 2010-22, *Accounting for Various Topics – Technical Corrections to SEC Paragraphs* ( ASU 2010-22 ). ASU 2010-22 amends various SEC paragraphs based on external comments received and the issuance of Staff Accounting Bulletin ( SAB ) 112, which amends or rescinds portions of certain SAB topics. We are assessing the potential effect this guidance will have on our consolidated financial statements.

**Note 4. Portfolio Investments**

At September 30, 2010, we had invested in 57 long-term portfolio investments, which had an amortized cost of \$806,395 and a fair value of \$830,177 and at June 30, 2010, we had invested in 58 long-term portfolio investments, which had an amortized cost of \$728,759 and a fair value of \$748,483.

As of September 30, 2010, we own controlling interests in Airmall USA, Inc., Ajax Rolled Ring & Machine, Inc., AWCNC, LLC, Borga, Inc. ( Borga ), C&J Cladding, LLC, Change Clean Energy Holdings, Inc., Fischbein, LLC, Freedom Marine Services LLC, Gas Solutions Holdings, Inc. ( GSHI ), Integrated Contract Services, Inc. ( ICS ), Iron Horse Coiled Tubing, Inc. ( Iron Horse ), Manx Energy, Inc. ( Manx ), NRG Manufacturing, Inc., Nupla Corporation ( Nupla ), R-V Industries, Inc., Sidump r Trailer Company, Inc. ( Sidump r ) and Yatesville Coal Holdings, Inc. ( Yatesville ). We also own an affiliated interest in Biotronic NeuroNetwork, Boxercraft Incorporated, KTPS Holdings, LLC, Smart, LLC, and Sport Helmets Holdings, LLC.

The fair values of our portfolio investments as of September 30, 2010 disaggregated into the three levels of the ASC 820 valuation hierarchy are as follows:

Quoted Prices in	Significant	
	Other Observable	Significant Unobservable

	<b>Active Markets for Identical Securities (Level 1)</b>	<b>Inputs (Level 2)</b>	<b>Inputs (Level 3)</b>	<b>Total</b>
<b>Investments at fair value</b>				
Control investments	\$	\$	\$ 258,831	\$ 258,831
Affiliate investments			70,254	70,254
Non-control/non-affiliate investments	111		500,981	501,092
	111		830,066	830,177
Investments in money market funds		21,040		21,040
Total assets reported at fair value	\$ 111	\$ 21,040	\$ 830,066	\$ 851,217

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The aggregate values of Level 3 portfolio investments changed during the three months ended September 30, 2010 as follows:

	Fair Value Measurements Using Unobservable Inputs (Level 3)			Total
	Control Investments	Affiliate Investments	Non-Control/ Non-Affiliate Investments	
Fair value as of June 30, 2010	\$ 195,958	\$ 73,740	\$ 477,417	\$ 747,115
Total realized gains	123			123
Change in unrealized (depreciation) appreciation	9,960	(2,833)	(2,264)	4,863(1)
Net realized and unrealized (loss) gain	10,083	(2,833)	(2,264)	4,986
Purchases of portfolio investments	57,168	250	71,181	128,599
Payment-in-kind interest	32	629	3,644	4,305
Accretion of original issue discount	982	355	1,817	3,154
Dispositions of portfolio investments	(5,392)	(1,887)	(50,814)	(58,093)
Transfers within Level 3				
Transfers in (out) of Level 3				
Fair value as of September 30, 2010	\$ 258,831	\$ 70,254	\$ 500,981	\$ 830,066

(1) Relates to assets held at September 30, 2010

At September 30, 2010 and June 30, 2010, nine loan investments were on non-accrual status: Borga, Deb Shops, Inc., ICS, Iron Horse, Nupla, Manx, Sidump r, Wind River Resources Corp. and Wind River II Corp. ( Wind River ), and Yatesville. The loan principal of these loans amounted to \$164,711 and \$163,653 as of September 30, 2010 and June 30, 2010, respectively. The fair values of these investments represent approximately 5.1% and 5.6% of our net assets as of September 30, 2010 and June 30, 2010, respectively. For the three months ended September 30, 2010 and September 30, 2009, the income foregone as a result of not accruing interest on non-accrual debt investments amounted to \$3,058 and \$4,448, respectively. At September 30, 2010, we held one asset on which payment of interest was 60 days past-due for which we continue to accrue interest, H&M Oil and Gas, LLC. The principal balance of this loan is \$59,561 and the accrued interest receivable is \$1,969 at September 30, 2010. We expect full repayment of principal and interest on this loan.

GSHI has indemnified us against any legal action arising from its investment in Gas Solutions, LP. We have incurred approximately \$2,093 from the inception of the investment in GSHI through September 30, 2010 for fees associated

with a legal action, and GSHI has reimbursed us for the entire amount. There were no such legal fees incurred or reimbursed for the three months ended September 30, 2010 and September 30, 2009. Additionally, certain other expenses incurred by us which are attributable to GSHI have been reimbursed by GSHI and are reflected as dividend income: control investments in the Consolidated Statements of Operations. For the three months ended September 30, 2010 and September 30, 2009, such reimbursements totaled as \$540 and \$1,231, respectively.

The original cost basis of debt placements and equity securities acquired, including follow-on investments for existing portfolio companies, totaled \$137,797 and \$4,599 during the three months ended September 30, 2010 and September 30, 2009, respectively. Debt repayments and sales of equity securities with a cost basis of approximately \$68,148 and \$24,241 were received during the three months ended September 30, 2010 and September 30, 2009, respectively.

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During the quarter ended September 30, 2010, we recognized \$4,047 of interest income due to purchase discount accretion from the assets acquired from Patriot. Included in this amount is \$1,116 of accelerated accretion resulting from the repayment of Impact Products, LLC. We also recapitalized our debt investment in Northwestern Management Services, LLC. The \$20,000 loan was issued at market terms comparable to other industry transactions. In accordance with ASC 320-20-35 the cost basis of the new loan was recorded at par value, which precipitated the acceleration of \$1,612 of original purchase discount from the loan repayment which was recognized as interest income.

**Note 5. Other Investment Income**

Other investment income consists of structuring fees, overriding royalty interests, settlement of net profit interests, deal deposits, administrative agent fee, and other miscellaneous and sundry cash receipts. Income from such sources for the three months ended September 30, 2010 and September 30, 2009 were as follows:

<b>Income Source</b>	<b>For the Three Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
Structuring and amendment fees	\$ 3,957	\$ 405
Overriding royalty interests	48	44
Administrative agent fee	92	15
Other Investment Income	\$ 4,097	\$ 464

**Note 6. Equity Offerings and Related Expenses**

We issued 9,051,000 and 11,431,797 shares of our common stock in public and private offerings during the three months ended September 30, 2010 and September 30, 2009, respectively. The proceeds raised, the related underwriting fees, the offering expenses and the prices at which these shares were issued are as follows:

<b>Issuances of Common Stock</b>	<b>Number of Shares Issued</b>	<b>Gross Proceeds Raised</b>	<b>Underwriting Fees</b>	<b>Offering Expenses</b>	<b>Offering Price</b>
September 29, 2010 September 30, 2010(1)	302,400	\$ 2,986	\$ 60	\$ 203	\$ 9.873
July 22, 2010 September 28, 2010(2)	6,000,000	\$ 58,403	\$ 1,156	\$ 103	\$ 9.734
July 1, 2010 July 21, 2010(3)	2,748,600	\$ 26,799	\$ 536	\$	\$ 9.749

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September 24, 2009(4)	2,807,111	\$ 25,264	\$	\$ 840	\$ 9.000
August 20, 2009(4)	3,449,686	\$ 29,322	\$	\$ 117	\$ 8.500
July 7, 2009	5,175,000	\$ 46,575	\$ 2,329	\$ 200	\$ 9.000

- (1) On September 24, 2010, we established a new at-the-market program through which we may sell, from time to time and at our sole discretion 6,000,000 shares of our common stock. Through this program we issued 302,400 shares of our common stock at an average price of \$9.87 per share, raising \$2,986 of gross proceeds, from September 29, 2010 through September 30, 2010.
- (2) On July 19, 2010, we established a new at-the-market program through which we sold 6,000,000 shares of our common stock at an average price of \$9.73 per share, raising \$58,403 of gross proceeds, from July 22, 2010 through September 28, 2010.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2010**

**(Unaudited)**

**(In thousands, except share and per share data) (Continued)**

- (3) On March 17, 2010, we established an at-the-market program through which we sold 8,000,000 shares of our common stock. Through this program we issued 2,748,600 shares of our common stock at an average price of \$9.75 per share, raising \$26,799 of gross proceeds, from July 1, 2010 through July 21, 2010.
- (4) Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the shares. We have filed with the SEC a post-effective amendment to the registration statement on Form N-2 which has been declared effective by the SEC.

Our shareholders' equity accounts at September 30, 2010 and June 30, 2010 reflect cumulative shares issued as of those respective dates. Our common stock has been issued through public offerings, a registered direct offering, private offerings, the exercise of over-allotment options on the part of the underwriters and our dividend reinvestment plan. When our common stock is issued, the related offering expenses have been charged against paid-in capital in excess of par. All underwriting fees and offering expenses were borne by us.

On October 9, 2008, our Board of Directors approved a share repurchase plan under which we may repurchase up to \$20,000 of our common stock at prices below our net asset value as reported in our financial statements published for the year ended June 30, 2008. We have not made any purchases of our common stock during the period from October 9, 2008 to September 30, 2010 pursuant to this plan.

On August 26, 2010, we announced the declaration of monthly dividends in the following amounts and with the following dates:

\$0.100625 per share for September 2010 to holders of record on September 30, 2010 with a payment date of October 29, 2010;

\$0.100750 per share for October 2010 to holders of record on October 29, 2010 with a payment date of November 30, 2010.

Our Board of Directors, pursuant to the Maryland General Corporation Law, executed Articles of Amendment to increase the number of shares authorized for issuance from 100,000,000 to 200,000,000 in the aggregate. The amendment became effective August 31, 2010.

**Note 7. Net Increase (Decrease) in Net Assets per Common Share**

The following information sets forth the computation of net (decrease) increase in net assets resulting from operations per common share for the three months ended September 30, 2010 and September 30, 2009, respectively.

**For the three Months Ended  
September 30,**

	<b>2010</b>	<b>2009</b>
Net increase (decrease) in net assets resulting from operations	\$ 25,580	\$ (6,378)
Weighted average common shares outstanding	74,177,194	49,804,906
Net increase (decrease) in net assets resulting from operations per common share	\$ 0.34	\$ (0.13)

**Note 8. Related Party Agreements and Transactions*****Investment Advisory Agreement***

We have entered into an investment advisory and management agreement with Prospect Capital Management (the Investment Advisory Agreement ) under which the Investment Adviser, subject to the overall supervision of our Board of Directors, manages the day-to-day operations of, and provides investment advisory services to, us.

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**September 30, 2010**

**(Unaudited)**

**(In thousands, except share and per share data) (Continued)**

Under the terms of the Investment Advisory Agreement, our Investment Adviser: (i) determines the composition of our portfolio, the nature and timing of the changes to our portfolio and the manner of implementing such changes, (ii) identifies, evaluates and negotiates the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and (iii) closes and monitors investments we make.

Prospect Capital Management's services under the Investment Advisory Agreement are not exclusive, and it is free to furnish similar services to other entities so long as its services to us are not impaired. For providing these services the Investment Adviser receives a fee from us, consisting of two components: a base management fee and an incentive fee. The base management fee is calculated at an annual rate of 2.00% on our gross assets (including amounts borrowed). For services currently rendered under the Investment Advisory Agreement, the base management fee is payable quarterly in arrears. The base management fee is calculated based on the average value of our gross assets at the end of the two most recently completed calendar quarters and appropriately adjusted for any share issuances or repurchases during the current calendar quarter.

The total base management fees incurred to the favor of the Investment Adviser for the three months ended September 30, 2010 and September 30, 2009 were \$4,276, and \$3,209, respectively.

*The incentive fee has two parts.* The first part, the income incentive fee, is calculated and payable quarterly in arrears based on our pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees and other fees that we receive from portfolio companies) accrued during the calendar quarter, minus our operating expenses for the quarter (including the base management fee, expenses payable under the Administration Agreement described below, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with payment in kind interest and zero coupon securities), accrued income that we have not yet received in cash. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets at the end of the immediately preceding calendar quarter, is compared to a hurdle rate of 1.75% per quarter (7.00% annualized).

The net investment income used to calculate this part of the incentive fee is also included in the amount of the gross assets used to calculate the 2.00% base management fee. We pay the Investment Adviser an income incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

no incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the hurdle rate;

100.00% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 125.00% of the quarterly hurdle rate

in any calendar quarter (8.75% annualized assuming a 7.00% annualized hurdle rate); and

20.00% of the amount of our pre-incentive fee net investment income, if any, that exceeds 125.00% of the quarterly hurdle rate in any calendar quarter (8.75% annualized assuming a 7.00% annualized hurdle rate).

These calculations are appropriately prorated for any period of less than three months and adjusted for any share issuances or repurchases during the current quarter.

The second part of the incentive fee, the capital gains incentive fee, is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2010****(Unaudited)****(In thousands, except share and per share data) (Continued)**

date), and equals 20.00% of our realized capital gains for the calendar year, if any, computed net of all realized capital losses and unrealized capital depreciation at the end of such year. In determining the capital gains incentive fee payable to the Investment Adviser, we calculate the aggregate realized capital gains, aggregate realized capital losses and aggregate unrealized capital depreciation, as applicable, with respect to each investment that has been in its portfolio. For the purpose of this calculation, an investment is defined as the total of all rights and claims which maybe asserted against a portfolio company arising from our participation in the debt, equity, and other financial instruments issued by that company. Aggregate realized capital gains, if any, equals the sum of the differences between the aggregate net sales price of each investment and the aggregate cost basis of such investment when sold or otherwise disposed. Aggregate realized capital losses equal the sum of the amounts by which the aggregate net sales price of each investment is less than the aggregate cost basis of such investment when sold or otherwise disposed. Aggregate unrealized capital depreciation equals the sum of the differences, if negative, between the aggregate valuation of each investment and the aggregate cost basis of such investment as of the applicable calendar year-end. At the end of the applicable calendar year, the amount of capital gains that serves as the basis for our calculation of the capital gains incentive fee involves netting aggregate realized capital gains against aggregate realized capital losses on a since-inception basis and then reducing this amount by the aggregate unrealized capital depreciation. If this number is positive, then the capital gains incentive fee payable is equal to 20.00% of such amount, less the aggregate amount of any capital gains incentive fees paid since inception.

For the three months ended September 30, 2010 and September 30, 2009, \$5,249 and \$3,080, respectively, of income incentive fees were incurred. No capital gains incentive fees were incurred for the three months ended September 30, 2010 and September 30, 2009.

***Administration Agreement***

We have also entered into an Administration Agreement with Prospect Administration, LLC ( Prospect Administration ) under which Prospect Administration, among other things, provides (or arranges for the provision of) administrative services and facilities for us. For providing these services, we reimburse Prospect Administration for our allocable portion of overhead incurred by Prospect Administration in performing its obligations under the Administration Agreement, including rent and our allocable portion of the costs of our chief compliance officer and chief financial officer and their respective staffs. For the three months ended September 30, 2010 and 2009, the reimbursement was approximately \$800 and \$840, respectively. Under this agreement, Prospect Administration furnishes us with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Prospect Administration also performs, or oversees the performance of, our required administrative services, which include, among other things, being responsible for the financial records that we are required to maintain and preparing reports to our stockholders and reports filed with the SEC. In addition, Prospect Administration assists us in determining and publishing our net asset value, overseeing the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, and generally oversees the payment of our expenses and the performance of administrative and professional services rendered to us by others. Under the Administration Agreement, Prospect Administration also provides on our behalf managerial assistance to those portfolio companies to which we are required to provide such assistance. The Administration Agreement may be terminated by either party without penalty upon 60 days written notice to the other party. Prospect Administration is a wholly owned subsidiary

of our Investment Adviser.

The Administration Agreement provides that, absent willful misfeasance, bad faith or negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Administration and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from us for any damages, liabilities, costs and expenses

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2010**

**(Unaudited)**

**(In thousands, except share and per share data) (Continued)**

(including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of Prospect Administration's services under the Administration Agreement or otherwise as administrator for us.

Prospect Administration, pursuant to the approval of our Board of Directors, engaged Vastardis Fund Services LLC (Vastardis) to serve as our sub-administrator to perform certain services required of Prospect Administration. Under the sub-administration agreement, Vastardis provided us with office facilities, equipment, clerical, bookkeeping and record keeping services at such facilities. Vastardis also conducted relations with custodians, depositories, transfer agents, dividend disbursing agents, other stockholder servicing agents, accountants, attorneys, underwriters, brokers and dealers, corporate fiduciaries, insurers, banks and such other persons in any such other capacity deemed to be necessary or desirable. Vastardis provided reports to the Administrator and the Directors of its performance of obligations and furnished advice and recommendations with respect to such other aspects of our business and affairs as it shall determine to be desirable. Under the sub-administration agreement, Vastardis also provided the service of William E. Vastardis as our Chief Financial Officer (CFO). We compensated Vastardis for providing us these services by the payment of an asset-based fee with a \$400 annual minimum, payable monthly. Our service agreement was amended on September 28, 2008 so that Mr. Vastardis no longer served as our CFO effective as of November 11, 2008. At that time, Brian H. Oswald, a managing director at Prospect Administration, assumed the role of CFO.

On April 30, 2009 we gave a 60-day notice to Vastardis of termination of our agreement to provide sub-administration services effective June 30, 2009. We entered into a new consulting services agreement for the period from July 1, 2009 until the filing of our Form 10-K for the year ended June 30, 2009. We paid Vastardis a total of \$30 for services rendered in conjunction with preparation of Form 10-K under the new agreement. All services previously provided by Vastardis were assumed by Prospect Administration beginning on July 1, 2009.

***Managerial Assistance***

As a business development company, we offer, and must provide upon request, managerial assistance to certain of our portfolio companies. This assistance could involve, among other things, monitoring the operations of our portfolio companies, participating in board and management meetings, consulting with and advising officers of portfolio companies and providing other organizational and financial guidance. We billed \$254 and \$215 of managerial assistance fees for the three months ended September 30, 2010 and June 30, 2010, respectively, of which \$360 and \$247 remains on the consolidated statement of assets and liabilities as of September 30, 2010, and June 30, 2010, respectively. These fees are paid to the Administrator when received. We simultaneously accrue a payable to the Administrator for the same amounts, which remain on the consolidated statements of assets and liabilities.

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	<b>For the Three Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Per Share Data(1):</b>		
Net asset value at beginning of period	\$ 10.30	\$ 12.40
Net investment income	0.28	0.25
Net realized gain	0.01	
Net unrealized appreciation (depreciation )	0.05	(0.38)
Net decrease in net assets as a result of public offerings	(0.09)	(0.77)
Dividends declared and paid	(0.31)	(0.39)
Net asset value at end of period	\$ 10.24	\$ 11.11
Per share market value at end of period	\$ 9.71	\$ 10.71
Total return based on market value(2)	3.74%	20.84%
Total return based on net asset value(2)	2.50%	(7.00)%
Shares outstanding at end of period	78,401,363	54,672,155
Average weighted shares outstanding for period	74,177,194	49,804,906
<b>Ratio / Supplemental Data:</b>		
Net assets at end of period	\$ 802,824	\$ 607,246
Annualized ratio of operating expenses to average net assets	7.51%	7.59%
Annualized ratio of net operating income to average net assets	11.09%	10.02%

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2010****(Unaudited)****(In thousands, except share and per share data) (Continued)****Note 9. Financial Highlights (continued)**

	<b>Year Ended June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>Year Ended June 30, 2008</b>	<b>Year Ended June 30, 2007</b>	<b>Year Ended June 30, 2006</b>
<b>Per Share Data(1):</b>					
Net asset value at beginning of period	\$ 12.40	\$ 14.55	\$ 15.04	\$ 15.31	\$ 14.59
Costs related to the initial public offering					0.01
Costs related to the secondary public offering			(0.07)	(0.06)	
Net investment income	1.13	1.87	1.91	1.47	1.21
Realized (loss) gain	(0.87)	(1.24)	(0.69)	0.12	0.04
Net unrealized appreciation (depreciation)	0.07	0.48	(0.05)	(0.52)	0.58
Net (decrease) increase in net assets as a result of public offering	(0.85)	(2.11)		0.26	
Net increase in net assets as a result of shares issued for Patriot acquisition	0.12				
Dividends declared and paid	(1.70)	(1.15)	(1.59)	(1.54)	(1.12)
Net asset value at end of period	\$ 10.30	\$ 12.40	\$ 14.55	\$ 15.04	\$ 15.31
Per share market value at end of period	\$ 9.65	\$ 9.20	\$ 13.18	\$ 17.47	\$ 16.99
Total return based on market value(2)	17.66% (6.82)%	(18.60)% (0.61)%	(15.90)% 7.84%	12.65% 7.62%	44.90% 12.76%

Total return based on net asset value(2)					
Shares outstanding at end of period	69,086,862	42,943,084	29,520,379	19,949,065	7,069,873
Average weighted shares outstanding for period	59,429,222	31,559,905	23,626,642	15,724,095	7,056,846
<b>Ratio /</b>					
<b>Supplemental Data:</b>					
Net assets at end of period (in thousands)	\$ 711,424	\$ 532,596	\$ 429,623	\$ 300,048	\$ 108,270
Annualized ratio of operating expenses to average net assets	7.54%	9.03%	9.62%	7.36%	8.19%
Annualized ratio of net investment income to average net assets	10.69%	13.14%	12.66%	9.71%	7.90%

(1) Financial highlights are based on weighted average shares.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2010**

**(Unaudited)**

**(In thousands, except share and per share data) (Continued)**

- (2) Total return based on market value is based on the change in market price per share between the opening and ending market prices per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan. Total return based on net asset value is based upon the change in net asset value per share between the opening and ending net asset values per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan.

**Note 10. Litigation**

From time to time, we may become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to intellectual property, employment, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of significant financial and managerial resources. We are not aware of any such litigation as of September 30, 2010.

**Note 11. Revolving Credit Agreements**

On June 6, 2007, we closed on a \$200,000 three-year revolving credit facility (as amended on December 31, 2007) with Rabobank Nederland ( Rabobank ) as administrative agent and sole lead arranger (the Rabobank Facility ).

On June 25, 2009, we completed a first closing on an expanded \$250,000 revolving credit facility (the Syndicated Facility ). The new Syndicated Facility, which had \$175,000 total commitments as of June 30, 2009, included an accordion feature which allows the Syndicated Facility to accept up to an aggregate total of \$250,000 of commitments for which we solicited additional commitments from other lenders for an additional \$35,000 raising the commitments to \$210,000. The revolving period ended on June 11, 2010, when we closed on our expanded revolving credit facility.

On June 11, 2010, we closed an extension and expansion of our revolving credit facility with a syndicate of lenders. The lenders have extended commitments of \$240,000 under the new credit facility as of September 30, 2010. The new credit facility includes an accordion feature which allows the facility to be increased to up to \$300,000 of commitments in the aggregate to the extent additional or existing lenders commit to increase the commitments. We will seek to add additional lenders in order to reach the maximum size; although no assurance can be given we will be able to do so. As we make additional investments which are eligible to be pledged under the credit facility, we will generate additional availability to the extent such investments are eligible to be placed into the borrowing base. The revolving period of the credit facility extends through June 2012, with an additional one year amortization period (with distributions allowed) after the completion of the revolving period. During such one year amortization period, all principal payments on the pledged assets will be applied to reduce the balance. At the end of the one year amortization period, the remaining balance will become due if required by the lenders.

The Syndicated Facility contains restrictions pertaining to the geographic and industry concentrations of funded loans, maximum size of funded loans, interest rate payment frequency of funded loans, maturity dates of funded loans and minimum equity requirements. The Syndicated Facility also contains certain requirements relating to portfolio

performance, including required minimum portfolio yield and limitations on delinquencies and charge-offs, violation of which could result in the early termination of the Syndicated Facility. The Syndicated Facility also requires the maintenance of a minimum liquidity requirement. At September 30, 2010, we were in compliance with the applicable covenants.

Interest on borrowings under the credit facility is one-month LIBOR plus 325 basis points, subject to a minimum Libor floor of 100 basis points. Additionally, the lenders charge a fee on the unused portion of the credit

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facility equal to either 75 basis points if at least half of the credit facility is used or 100 basis points otherwise. As of September 30, 2010 and June 30, 2010, we had \$235,101 and \$180,678 available to us for borrowing under our credit facility, of which \$46,600 and \$100,300 was outstanding, respectively. As we make additional investments which are eligible to be pledged under the credit facility, we will generate additional availability to the extent such investments are eligible to be placed into the borrowing base. At September 30, 2010, the investments used as collateral for the Syndicated Facility had an aggregate market value of \$604,330, which represents 75.3% of net assets.

In connection with the origination and amendments of the Syndicated Facility, we incurred \$8,547 of fees, including \$3,224 of fees carried over from the previous facility, which are being amortized over the term of the facility in accordance with ASC 470-50, *Debt Modifications and Extinguishments*.

**Note 12. Selected Quarterly Financial Data (Unaudited)**

Quarter Ended	Investment Income		Net Investment Income		Net Realized and Unrealized Gains (Losses)		Net Increase (Decrease) in Net Assets from Operations	
	Total	Per Share(1)	Total	Per Share(1)	Total	Per Share(1)	Total	Per Share(1)
September 30, 2007	15,391	0.77	7,865	0.39	685	0.04	8,550	0.43
December 31, 2007	18,563	0.80	10,660	0.46	(14,346)	(0.62)	(3,686)	(0.16)
March 31, 2008	22,000	0.92	12,919	0.54	(14,178)	(0.59)	(1,259)	(0.05)
June 30, 2008	23,448	0.85	13,669	0.50	10,317	0.38	23,986	0.88
September 30, 2008(2)	35,799	1.21	23,502	0.80	(9,504)	(0.33)	13,998	0.47
December 31, 2008	22,213	0.75	11,960	0.40	(5,436)	(0.18)	6,524	0.22
March 31, 2009	20,669	0.69	11,720	0.39	3,611	0.12	15,331	0.51
June 30, 2009	21,800	0.59	11,981	0.32	(12,730)	(0.34)	(749)	(0.02)
September 30, 2009	21,517	0.43	12,318	0.25	(18,696)	(0.38)	(6,378)	(0.13)
December 31, 2009(3)	31,801	0.55	19,258	0.33	(33,778)	(0.59)	(14,520)	(0.25)
March 31, 2010	32,005	0.50	18,974	0.30	6,966	0.11	25,940	0.41
June 30, 2010	29,236	0.44	16,640	0.25	(2,057)	(0.03)	14,583	0.22
September 30, 2010	35,212	0.47	20,995	0.28	4,585	0.06	25,580	0.34

(1) Per share amounts are calculated using weighted average shares during period.

(2) Additional income for this quarter was driven by other investment income from the settlement of net profits interests on IEC Systems LP and Advanced Rig Services LLC for \$12,576.

(3) As adjusted for increase in gain from Patriot acquisition. See Note 2.

**Note 13. Subsequent Events**

On October 29, 2010, we issued 92,999 shares of our common stock in connection with the dividend reinvestment plan.

During the period from October 1, 2010 to November 3, 2010, we issued 4,929,556 shares of our common stock at an average price of \$9.86 per share, and raised \$48,611 of gross proceeds, under our at-the-market program. Net proceeds were \$47,639 after 2% commission to the broker-dealer on shares sold.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

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**September 30, 2010**

**(Unaudited)**

**(In thousands, except share and per share data) (Continued)**

On October 12, 2010, we made a senior secured debt investment of \$32,500 in ICON Health & Fitness, Inc., a leading manufacturer and marketer of branded health and fitness equipment.

On October 29, 2010, Castro Cheese Company, Inc. repaid the \$7,732 loan receivable to us.

On November 1, 2010, we announced an increase in commitments to our credit facility of \$20,000. The commitments to the credit facility now stand at \$260,000.

On November 3, 2010, TriZetto Group repaid the \$15,492 loan receivable to us.

On November 8, 2010, we announced the declaration of monthly dividends in the following amounts and with the following dates:

\$0.100875 per share for November 2010 to holders of record on November 30, 2010 with a payment date of December 31, 2010;

\$0.101000 per share for December 2010 to holders of record on December 31, 2010 with a payment date of January 31, 2011;

\$0.101125 per share for January 2011 to holders of record on January 31, 2011 with a payment date of February 28, 2011.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders  
Prospect Capital Corporation  
New York, New York

We have audited the accompanying consolidated statements of assets and liabilities of Prospect Capital Corporation, including the schedule of investments, as of June 30, 2010 and 2009, and the related consolidated statements of operations, changes in net assets, and cash flows for each of the three years in the period ended June 30, 2010, and the financial highlights for each of the periods presented. These financial statements and financial highlights are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Prospect Capital Corporation at June 30, 2010 and 2009, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2010, and the financial highlights for each of the periods presented in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Prospect Capital Corporation's internal control over financial reporting as of June 30, 2010, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated August 30, 2010 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP  
BDO USA, LLP

New York, New York  
August 30, 2010, except for the retrospective effects  
of the change in the acquisition accounting discussed  
in Note 2, as to which the date is November 9, 2010



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	<b>June 30, 2010</b>	<b>June 30, 2009</b>
<b>Assets (Note 11)</b>		
Investments at fair value (net cost of \$728,759 and \$531,424, respectively, Note 4)		
Control investments (net cost of \$185,720 and \$187,105, respectively)	\$ 195,958	\$ 206,332
Affiliate investments (net cost of \$65,082 and \$33,544, respectively)	73,740	32,254
Non-control/Non-affiliate investments (net cost of \$477,957 and \$310,775, respectively)	478,785	308,582
Total investments at fair value	748,483	547,168
Investments in money market funds	68,871	98,735
Cash	1,081	9,942
Receivables for:		
Interest, net	5,356	3,562
Dividends	1	28
Other	419	571
Prepaid expenses	371	68
Deferred financing costs	7,579	6,951
Other assets	534	
<b>Total Assets</b>	<b>832,695</b>	<b>667,025</b>
<b>Liabilities</b>		
Credit facility payable (Note 11)	100,300	124,800
Dividends payable	6,909	
Due to Prospect Administration (Note 8)	294	842
Due to Prospect Capital Management (Note 8)	9,006	5,871
Accrued expenses	4,057	2,381
Other liabilities	705	535
<b>Total Liabilities</b>	<b>121,271</b>	<b>134,429</b>
<b>Net Assets</b>	<b>\$ 711,424</b>	<b>\$ 532,596</b>
<b>Components of Net Assets</b>		
Common stock, par value \$0.001 per share (100,000,000 and 100,000,000 common shares authorized, respectively; 69,086,862 and 42,943,084 issued and outstanding, respectively) (Note 6)	\$ 69	\$ 43
Paid-in capital in excess of par (Note 6)	805,918	545,707
(Over) undistributed net investment income	(9,692)	24,152
Accumulated realized losses on investments	(104,595)	(53,050)

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Unrealized appreciation on investments	19,724	15,744
<b>Net Assets</b>	<b>\$ 711,424</b>	<b>\$ 532,596</b>
<b>Net Asset Value Per Share</b>	<b>\$ 10.30</b>	<b>\$ 12.40</b>

See notes to consolidated financial statements.

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except share and per share data)**

	<b>June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>June 30, 2008</b>
<b>Investment Income</b>			
Interest income: (Note 4)			
Control investments (Net of foreign withholding tax of \$19, \$166, and \$230, respectively)	\$ 17,218	\$ 19,281	\$ 21,709
Affiliate investments (Net of foreign withholding tax of \$-, \$-, and \$70, respectively)	7,957	3,039	1,858
Non-control/Non-affiliate investments	61,343	40,606	35,466
Total interest income	86,518	62,926	59,033
Dividend income			
Control investments	14,860	22,468	11,327
Non-control/Non-affiliate investments	474		
Money market funds	32	325	706
Total dividend income	15,366	22,793	12,033
Other income: (Note 5)			
Control investments	261	1,249	1,123
Affiliate investments	169		
Non-control/Non-affiliate investments	3,613	13,513	7,213
Gain on Patriot acquisition (Note 2)	8,632		
Total other income	12,675	14,762	8,336
<b>Total Investment Income</b>	<b>114,559</b>	<b>100,481</b>	<b>79,402</b>
<b>Operating Expenses</b>			
Investment advisory fees:			
Base management fee (Note 8)	13,929	11,915	8,921
Income incentive fee (Note 8)	16,798	14,790	11,278
Total investment advisory fees	30,727	26,705	20,199
Interest and credit facility expenses	8,382	6,161	6,318
Sub-administration fees		846	859
Legal fees	702	947	2,503
Valuation services	734	705	577
Audit, compliance and tax related fees	981	1,015	470

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Allocation of overhead from Prospect Administration (Note 8)	3,361	2,856	2,139
Insurance expense	254	246	256
Directors' fees	255	269	253
Potential merger expenses (Note 12)	852		
Other general and administrative expenses	1,121	1,035	715
Excise taxes		533	
<b>Total Operating Expenses</b>	<b>47,369</b>	<b>41,318</b>	<b>34,289</b>
<b>Net Investment Income</b>	<b>67,190</b>	<b>59,163</b>	<b>45,113</b>
Net realized loss on investments (Note 4)	(51,545)	(39,078)	(16,222)
Net change in unrealized appreciation (depreciation) on investments (Note 4)	3,980	15,019	(1,300)
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>\$ 19,625</b>	<b>\$ 35,104</b>	<b>\$ 27,591</b>
Net increase in net assets resulting from operations per share: (Note 7 and Note 9)	\$ 0.33	\$ 1.11	\$ 1.17
Weighted average shares of common stock outstanding:	59,429,222	31,559,905	23,626,642

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS****(In thousands, except share data)**

	<b>June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>June 30, 2008</b>
<b>Increase in Net Assets from Operations:</b>			
Net investment income	\$ 67,190	\$ 59,163	\$ 45,113
Net loss on investments	(51,545)	(39,078)	(16,222)
Net change in unrealized appreciation (depreciation) on investments	3,980	15,019	(1,300)
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>19,625</b>	<b>35,104</b>	<b>27,591</b>
<b>Dividends to Shareholders</b>	<b>(101,034)</b>	<b>(36,519)</b>	<b>(39,513)</b>
<b>Capital Share Transactions:</b>			
Net proceeds from capital shares sold	158,002	100,304	140,249
Less: Offering costs of public share offerings	(1,781)	(1,023)	(1,505)
Fair value of equity issued in conjunction with Patriot acquisition	92,800		
Reinvestment of dividends	11,216	5,107	2,753
<b>Net Increase in Net Assets Resulting from Capital Share Transactions</b>	<b>260,237</b>	<b>104,388</b>	<b>141,497</b>
<b>Total Increase in Net Assets:</b>	<b>178,828</b>	<b>102,973</b>	<b>129,575</b>
Net assets at beginning of year	532,596	429,623	300,048
<b>Net Assets at End of Year</b>	<b>\$ 711,424</b>	<b>\$ 532,596</b>	<b>\$ 429,623</b>
<b>Capital Share Activity:</b>			
Shares sold	16,683,197	12,942,500	9,400,000
Shares issued for Patriot acquisition	8,444,068		
Shares issued through reinvestment of dividends	1,016,513	480,205	171,314
Net increase in capital share activity	26,143,778	13,422,705	9,571,314
Shares outstanding at beginning of year	42,943,084	29,520,379	19,949,065
<b>Shares Outstanding at End of Year</b>	<b>69,086,862</b>	<b>42,943,084</b>	<b>29,520,379</b>

See notes to consolidated financial statements.



Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands, except share data)

	<b>June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>June 30, 2008</b>
<b>Cash Flows from Operating Activities:</b>			
Net increase in net assets resulting from operations	\$ 19,625	\$ 35,104	\$ 27,591
Net realized loss on investments	51,545	39,078	16,239
Net change in unrealized (appreciation) depreciation on investments	(3,980)	(15,019)	1,300
Accretion of original issue discount on investments	(20,313)	(2,399)	(2,095)
Amortization of deferred financing costs	5,297	759	727
Gain on Patriot acquisition (Note 2)	(8,632)		
<b>Change in operating assets and liabilities:</b>			
Payments for purchases of investments and payment-in-kind interest	(157,662)	(98,305)	(311,947)
Proceeds from sale of investments and collection of investment principal	136,221	27,007	127,212
Purchases of cash equivalents	(199,997)	(39,999)	(274,949)
Sales of cash equivalents	199,997	39,999	274,932
Net decrease (increase) of investments in money market funds	29,864	(65,735)	8,760
Decrease (increase) in interest receivable, net	530	532	(1,955)
Decrease (increase) in dividends receivable	27	4,220	(3,985)
Decrease (increase) in loan principal receivable		71	(71)
Decrease in receivable for structuring fees			1,625
Decrease (increase) in other receivables	152	(4)	(296)
(Increase) decrease in prepaid expenses	(268)	205	198
Decrease in due from Prospect Administration	1,500		
Increase in other assets	(534)		
Decrease in payables for securities purchased			(70,000)
(Decrease) increase in due to Prospect Administration	(548)	147	365
Increase (decrease) in due to Prospect Capital Management	3,135	(75)	1,438
(Decrease) increase in accrued expenses	(1,291)	1,277	(208)
Increase (decrease) in other liabilities	170	(863)	1,094
<b>Net Cash Provided By Operating Activities:</b>	<b>54,838</b>	<b>(74,000)</b>	<b>(204,025)</b>
<b>Cash Flows from Investing Activities:</b>			
Acquisition of Patriot, net of cash acquired (Note 2)	(106,586)		
<b>Net Cash Used In Investing Activities:</b>	<b>(106,586)</b>		
<b>Cash Flows from Financing Activities:</b>			
Borrowings under credit facility	244,100	100,157	238,492
Payments under credit facility	(268,600)	(66,524)	(147,325)
Financing costs paid and deferred	(5,925)	(6,270)	(416)

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Net proceeds from issuance of common stock	158,001	100,304	140,249
Offering costs from issuance of common stock	(1,781)	(1,023)	(1,505)
Dividends paid	(82,908)	(43,257)	(24,915)
<b>Net Cash Provided By Financing Activities:</b>	42,887	83,387	204,580
<b>Total (Decrease) Increase in Cash</b>	(8,861)	9,387	555
Cash balance at beginning of year	9,942	555	
<b>Cash Balance at End of Year</b>	\$ 1,081	\$ 9,942	\$ 555
<b>Cash Paid For Interest</b>	\$ 1,444	\$ 5,014	\$ 4,942
<b>Non-Cash Financing Activity:</b>			
Amount of shares issued in connection with dividend reinvestment plan	\$ 11,216	\$ 5,107	\$ 2,753
Fair value of shares issued in conjunction with the Patriot Acquisition	\$ 92,800	\$	\$

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS****June 30, 2010 and June 30, 2009****(In thousands, except share data)**

Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Ajax Rolled Ring & Machine, Inc.	South Carolina/Manufacturing	Senior Secured Note Tranche A (10.50%, due 4/01/2013)(3),(4)	\$ 21,047	\$ 21,047	\$ 21,047	3.0%
		Subordinated Secured Note Tranche B (11.50% plus 6.00% PIK, due 4/01/2013)(3),(4)	16,306	16,306	9,857	1.3%
		Subordinated Secured Note Tranche B (15.00%, due 10/30/2010)	500	500		0.0%
		Convertible Preferred Stock Series A (6,142.6 shares)		6,057		0.0%
		Unrestricted Common Stock (6 shares)				0.0%
				43,910	30,904	4.3%
AWCNC, LLC(20)	North Carolina/Machinery	Members Units Class A (1,800,000 units)				0.0%
		Members Units Class B-1 (1 unit)				0.0%
		Members Units Class B-2 (7,999,999 units)				0.0%
						0.0%
Borga, Inc.	California/Manufacturing	Revolving Line of Credit \$1,000 Commitment (4.75% plus 3.25% default interest, in non-accrual status effective 03/02/2010,	1,000	945	850	0.1%

		past due)(4),(26) Senior Secured Term Loan B (8.25% plus 3.25% default interest, in non-accrual status effective 03/02/2010, past due)(4)	1,612	1,500	1,282	0.2%
		Senior Secured Term Loan C (12.00% plus 4.00% PIK plus 3.00% default interest, in non-accrual status effective 03/02/2010, past due)	8,624	707		0.0%
		Common Stock (100 shares)(22)				0.0%
		Warrants (33,750 warrants)(22)				0.0%
				3,152	2,132	0.3%
C&J Cladding LLC	Texas/Metal Services and Minerals	Membership Interest (400 units)(23)		580	4,128	0.6%
				580	4,128	0.6%
Change Clean Energy Holdings, Inc. ( CCEHI )(5)	Maine/Biomass Power	Common Stock (1,000 shares)		2,383		0.0%
				2,383		0.0%
Fischbein, LLC	North Carolina/Machinery	Senior Subordinated Debt (13.00% plus 5.50% PIK, due 5/01/2013)	3,811	3,631	3,811	0.5%
		Membership Interest(25)		1,899	4,812	0.7%
				5,530	8,623	1.2%
Freedom Marine Services LLC	Louisiana/Shipping Vessels	Subordinated Secured Note (16.00% PIK, due 12/31/2011)(3)	10,088	10,040	3,583	0.5%
		Net Profits Interest (22.50% payable on equity distributions)(3),(7)				0.0%
				10,040	3,583	0.5%
Gas Solutions Holdings, Inc.(8),(3)	Texas/Gas Gathering and Processing	Senior Secured Note (18.00%, due	25,000	25,000	25,000	3.5%

12/11/2016)				
Junior Secured Note				
(18.00%, due				
12/12/2016)	7,500	7,500	7,500	1.1%
Common Stock				
(100 shares)		5,003	60,596	8.5%
		37,503	93,096	13.1%

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS****June 30, 2010 and June 30, 2009****(In thousands, except share data) (Continued)**

Portfolio Company	Locale / Industry	Investments(1)	June 30, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Integrated Contract Services, Inc.(9)	North Carolina/Contracting	Senior Demand Note (15.00%, past due)(10)	\$ 1,170	\$ 1,170	\$ 1,170	0.2%
		Senior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	1,100	800	1,100	0.2%
		Junior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	14,003	14,003	2,272	0.2%
		Preferred Stock Series A (10 shares)				0.0%
		Common Stock (49 shares)		679		0.0%
			16,652	4,542	0.6%	
Iron Horse Coiled Tubing, Inc.(24)	Alberta, Canada/Production Services	Senior Secured Tranche 1 (Zero Coupon, in non-accrual status	615	396	615	0.1%

		effective 1/01/2010, due 12/31/2016)						
		Senior Secured Tranche 2 (Zero Coupon, in non-accrual status effective 1/01/2010, due 12/31/2016)	2,337	2,338	2,338		0.3%	
		Senior Secured Tranche 3 (1.00%, in non-accrual status effective 1/01/2010, due 12/31/2016)	18,000	18,000	9,101		1.3%	
		Common Stock (3,821 shares)		268			0.0%	
				21,002	12,054		1.7%	
Manx Energy, Inc. ( Manx )(12)	Kansas/Oil & Gas Production	Appalachian Energy Holdings, LLC ( AEH ) Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)	2,073	2,000	472		0.1%	
		Coalbed, LLC Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)(6)	6,219	5,991	1,414		0.2%	
		Manx Senior Secured Note (13.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)	2,800	2,800	2,800		0.4%	
		Manx Preferred Stock (6,635 shares)		6,308			0.0%	
		Manx Common Stock (3,416,335 shares)		1,171			0.0%	

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			18,270	4,686	0.7%	
NRG Manufacturing, Inc.	Texas/Manufacturing	Senior Secured Note (16.50%, due 8/31/2011)(3),(4)	13,080	13,080	1.8%	
		Common Stock (800 shares)		2,317	1.0%	
			15,397	20,111	2.8%	
Nupla Corporation	California/Home & Office Furnishings, Housewares & Durable	Revolving Line of Credit \$2,000 Commitment (7.25% plus 2.00% default interest, due 9/04/2012)(4),(26)	1,093	958	1,093	0.1%
		Senior Secured Term Loan A (8.00% plus 2.00% default interest, due 9/04/2012)(4)	5,139	1,503	3,301	0.5%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, in non-accrual status effective 4/01/2009, due 3/04/2013)	3,368			0.0%
		Preferred Stock Class A (2,850 shares)				0.0%
		Preferred Stock Class B (1,330 shares)				0.0%
		Common Stock (2,360,743 shares)				0.0%
				2,461	4,394	0.6%
R-V Industries, Inc.	Pennsylvania/Manufacturing	Warrants (200,000 warrants, expiring 6/30/2017)		1,682	1,697	0.2%
		Common Stock (545,107 shares)		5,086	4,626	0.7%
				6,768	6,323	0.9%

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS****June 30, 2010 and June 30, 2009****(In thousands, except share data) (Continued)**

Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Sidump r Trailer Company, Inc.	Nebraska/Automobile	Revolving Line of Credit \$2,000 Commitment (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4),(26)	\$ 1,025	\$ 479	\$ 574	0.1%
		Senior Secured Term Loan A (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,048	463		0.0%
		Senior Secured Term Loan B (8.75%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,321			0.0%
		Senior Secured Term Loan C (16.50% PIK, in non-accrual status effective 9/27/2008, due 7/10/2011)	3,085			0.0%
		Senior Secured Term Loan D (7.25%, in non-accrual status effective 11/01/2008, due 7/10/2011)(4)	1,700			0.0%
		Preferred Stock (49,843 shares)				0.0%
		Common Stock (64,050 shares)				0.0%
				942	574	0.1%



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Yatesville Coal Holdings, Inc.(11)	Kentucky/Mining, Steel, Iron and Non-Precious Metals and Coal Production	Senior Secured Note (Non-accrual status effective 1/01/2009, due 12/31/2010)(4)	10,000	1,035	808	0.1%
		Junior Secured Note (Non-accrual status effective 1/01/2009, due 12/31/2010)(4)	41,931	95		0.0%
		Common Stock (1,000 shares)				0.0%
				1,130	808	0.1%
		<b>Total Control Investments</b>			<b>185,720</b>	<b>195,958</b>
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Biotronic NeuroNetwork(17)	Michigan/Healthcare	Senior Secured Note (11.50% plus 1.00% PIK, due 2/21/2013)(3),(4)	26,227	26,227	26,744	3.8%
		Preferred Stock (9,925.455 shares)(13)		2,300	2,759	0.4%
				28,527	29,503	4.2%
Boxercraft Incorporated	Georgia/Textiles & Leather	Revolving Line of Credit \$1,000 Commitment (9.00%, due 9/16/2013)(26),(27)	1,000	1,000	1,000	0.1%
		Senior Secured Term Loan A (9.50%, due 9/16/2013)(3),(4)	3,843	3,330	3,577	0.5%
		Senior Secured Term Loan B (10.00%, due 9/16/2013)(3),(4)	4,822	3,845	4,386	0.6%
		Subordinated Secured Term Loan (12.00% plus 6.50% PIK, due 3/16/2014)(3)	7,235	5,775	6,717	0.9%
		Preferred Stock (1,000,000 shares)			205	0.0%
		Common Stock (10,000 shares)				0.0%
			13,950	15,885	2.2%	
KTPS Holdings, LLC	Colorado/Textiles & Leather	Revolving Line of Credit \$1,500	1,000	1,000	1,000	0.1%

Commitment (10.50%, due 1/31/2012)(26),(27)				
Senior Secured Term Loan A (10.50%, due 1/31/2012)(3),(4)	3,130	2,847	2,916	0.4%
Senior Secured Term Loan B (12.00%, due 1/31/2012)(3)	435	377	409	0.1%
Senior Secured Term Loan C (12.00% plus 6.00% PIK, due 3/31/2012)(3)	4,932	4,345	4,796	0.7%
Membership Interest Class A (730 units)				0.0%
Membership Interest Common (199,795 units)				0.0%
		8,569	9,121	1.3%

See notes to consolidated financial statements.

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Smart, LLC(15)	New York/Diversified/Conglomerate Service	Membership Interest Class B (1,218 units)		\$	\$	0.0%
		Membership Interest Class D (1 unit)				0.0%
						0.0%
Sport Helmets Holdings, LLC(15)	New York/Personal & Nondurable Consumer Products	Revolving Line of Credit \$3,000 Commitment (4.54%, due 12/14/2013)(26),(27)				0.0%
		Senior Secured Term Loan A (4.54%, due 12/14/2013)(3),(4)	\$ 3,025	1,658	2,993	0.4%
		Senior Secured Term Loan B (5.04%, due 12/14/2013)(3),(4)	7,388	5,161	6,432	0.9%
		Senior Subordinated Debt Series A (12.00% plus 3.00% PIK, due 6/14/2014)(3)	7,325	5,857	6,734	0.9%
		Senior Subordinated Debt Series B (10.00% plus 5.00% PIK, due 6/14/2014)(3)	1,357	952	1,160	0.2%
		Common Stock (20,554 shares)		408	1,912	0.3%
				14,036	19,231	2.7%

		<b>Total Affiliate Investments</b>	<b>65,082</b>	<b>73,740</b>	<b>10.4%</b>	
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
ADAPCO, Inc.	Florida/Ecological	Common Stock (5,000 shares)	141	340	0.0%	
			141	340	0.0%	
Aircraft Fasteners International, LLC	California/Machinery	Revolving Line of Credit \$500 Commitment (9.50%, due 11/01/2012)(26),(27)			0.0%	
		Senior Secured Term Loan (9.50%, due 11/01/2012)(3),(4)	4,565	4,565	4,248	0.6%
		Junior Secured Term Loan (12.00% plus 6.00% PIK, due 5/01/2013)(3)	5,134	5,134	4,807	0.7%
		Convertible Preferred Stock (32,500 units)		396	98	0.0%
				10,095	9,153	1.3%
American Gilsonite Company	Utah/Specialty Minerals	Senior Subordinated Note (12.00% plus 3.00% PIK, due 3/14/2013)(3)	14,783	14,783	14,931	2.1%
		Membership Interest in AGC/PEP, LLC (99.9999%)(16)		1,031	3,532	0.5%
				15,814	18,463	2.6%
Arrowhead General Insurance Agency, Inc.(17)	California/Insurance	Senior Secured Term Loan (8.50%, due 8/08/2012)	850	809	830	0.1%
		Junior Secured Term Loan (10.25% plus 2.50% PIK, due 2/08/2013)	6,179	5,002	5,122	0.7%
				5,811	5,952	0.8%
Caleel + Hayden, LLC(15)	Colorado/Personal & Nondurable Consumer Products	Membership Units (7,500 shares)		351	818	0.1%
		Options in Mineral Fusion Natural				0.0%

Brands, LLC (11,662  
options)

351 818 0.1%

See notes to consolidated financial statements.

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non- affiliate Investments (less than 5.00% of voting control)</b>						
Castro Cheese Company, Inc.	Texas/Food Products	Subordinated Secured Note (11.00% plus 2.00% PIK, due 2/28/2013)(3)	\$ 7,692	\$ 7,597	\$ 7,769	1.1%
				7,597	7,769	1.1%
Copernicus Group	North Carolina/Healthcare	Revolving Line of Credit \$500 Commitment (10.00%, due 10/08/2013)(4),(26)	150	22	150	0.0%
		Senior Secured Term Loan A (10.00%, due 10/08/2013)(3),(4)	5,850	5,058	5,416	0.8%
		Senior Subordinated Debt (10.00% plus 10.00% PIK, due 4/08/2014)	13,390	11,421	12,677	1.8%
		Preferred Stock Series A (1,000,000 shares)		67	104	0.0%
		Preferred Stock Series C (212,121 shares)		212	246	0.0%
				16,780	18,593	2.6%
Deb Shops, Inc.(17)	Pennsylvania/Retail	Second Lien Debt (14.00% PIK, in non-accrual status effective 2/24/2009, due 10/23/2014)	17,562	14,606	2,051	0.3%

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			14,606	2,051	0.3%
Diamondback Operating, LP	Oklahoma/Oil & Gas Production	Net Profits Interest (15.00% payable on Equity distributions)(7)		193	0.0%
				193	0.0%
EXL Acquisition Corporation	South Carolina/Electronics	Revolving Line of Credit \$1,000 Commitment (7.75%, due 06/24/2015)(26),(27)			0.0%
		Senior Secured Term Loan A (7.75%, due 6/24/2015)(3),(4)	12,250	12,250	12,250
		Senior Secured Term Loan B (12.00% plus 2.00% PIK, due 12/24/2015)(3)	12,250	12,250	12,250
		Common Stock Class A (2,475 shares)		437	363
		Common Stock Class B (25 shares)		252	103
				25,189	24,966
Fairchild Industrial Products, Co.(2)	North Carolina/Electronics	Preferred Stock Class A (285.1 shares)		377	435
		Common Stock Class B (28 shares)		211	228
				588	663
H&M Oil & Gas, LLC	Texas/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% PIK, due 9/30/2010)	59,107	59,107	48,867
		Net Profits Interest (8.00% payable on Equity distributions)(7)			827
				59,107	49,694
Hoffmaster Group, Inc.	Wisconsin/Durable Consumer Products	Second Lien Term Loan (13.50%, due 6/2/2017)(3)	20,000	20,000	20,000

				20,000	20,000	2.8%
Hudson Products Holdings, Inc.(17)	Texas/Manufacturing	Senior Secured Term Loan (8.00%, due 8/24/2015)(3),(4)	6,365	5,734	5,314	0.7%
				5,734	5,314	0.7%
IEC Systems LP ( IEC )/Advanced Rig Services LLC ( ARS )	Texas/Oilfield Fabrication	IEC Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	19,008	19,008	19,008	2.7%
		ARS Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	11,421	11,421	11,421	1.6%
				30,429	30,429	4.3%

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non- affiliate Investments (less than 5.00% of voting control)</b>						
Impact Products, LLC	Ohio/Home & Office Furnishings, Housewares & Durable	Junior Secured Term Loan (6.38%, due 9/09/2012)(4)	\$ 7,300	\$ 6,351	\$ 7,290	1.0%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, due 9/09/2012)	5,548	5,300	5,548	0.8%
				11,651	12,838	1.8%
Label Corp Holdings, Inc.	Nebraska/Printing & Publishing	Senior Secured Term Loan (8.50%, due 8/08/2014)(3),(4)	5,794	5,222	5,284	0.7%
				5,222	5,284	0.7%
LHC Holdings Corp.(17)	Florida/Healthcare	Revolving Line of Credit \$750 Commitment (9.00%, due 11/30/2012)(26),(27)				0.0%
		Senior Secured Term Loan A (9.00%, due 11/30/2012)(3),(4)	2,015	2,015	1,839	0.3%
		Senior Subordinated Debt (12.00% plus 2.50% PIK, due 5/31/2013)(3)	4,565	4,199	4,220	0.6%
		Membership Interest (125 units)		216	217	0.0%
				6,430	6,276	0.9%

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Mac & Massey Holdings, LLC	Georgia/Food Products	Senior Subordinated Debt (10.00% plus 5.75% PIK, due 2/10/2013)	8,671	7,351	8,643	1.2%
		Membership Interest (250 units)		145	390	0.1%
				7,496	9,033	1.3%
Maverick Healthcare, LLC	Arizona/Healthcare	Second Lien Debt (12.50% plus 3.50% PIK, due 4/30/2014)(3)	13,122	13,122	13,247	1.9%
		Preferred Units (1,250,000 units)		1,252	2,025	0.2%
		Common Units (1,250,000 units)				0.0%
				14,374	15,272	2.1%
Miller Petroleum, Inc.	Tennessee/Oil & Gas Production	Warrants, Common Stock (2,208,772 warrants, expiring 5/04/2010 to 3/31/2015)(14)		150	1,244	0.2%
				150	1,244	0.2%
Northwestern Management Services, LLC	Florida/Healthcare	Revolving Line of Credit \$1,000 Commitment (4.36%, due 12/13/2012)(26),(27)	350	350	350	0.0%
		Senior Secured Term Loan A (4.36%, due 12/13/2012)(3),(4)	4,309	3,516	3,578	0.5%
		Senior Secured Term Loan B (4.86%, due 12/13/2012)(3),(4)	1,219	904	956	0.1%
		Subordinated Secured Term Loan (12.00% plus 3.00%, due 6/13/2013)(3)	2,971	2,468	2,606	0.4%
		Common Stock (50 shares)		371	564	0.1%
				7,609	8,054	1.1%
Prince Mineral Company, Inc.	New York/Metal Services and Minerals	Junior Secured Term Loan (9.00%, due 12/21/2012)(4)	11,150	11,150	11,150	1.6%

		Senior Subordinated Debt (13.00% plus 2.00%, due 7/21/2013)	12,260	1,420	12,260	1.7%
				12,570	23,410	3.3%
Qualitest Pharmaceuticals, Inc.(17)	Alabama/Pharmaceuticals	Second Lien Debt (7.79%, due 4/30/2015)(3),(4)	12,000	11,955	12,000	1.7%
				11,955	12,000	1.7%

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non- affiliate Investments (less than 5.00% of voting control)</b>						
Regional Management Corporation	South Carolina/Financial Services	Second Lien Debt (12.00% plus 2.00% PIK, due 6/29/2012)(3)	\$ 25,814	\$ 25,814	\$ 25,592	3.6%
				25,814	25,592	3.6%
Roll Coater Acquisition Corp.	Indiana/Metal Services and Minerals	Subordinated Secured Debt (10.25%, due 9/30/2010)	6,268	6,102	6,082	0.9%
				6,102	6,082	0.9%
R-O-M Corporation	Missouri/Automobile	Revolving Line of Credit \$1,750 Commitment (4.50%, due 2/08/2013)(26),(27)				0.0%
		Senior Secured Term Loan A (4.50%, due 2/08/2013)(3),(4)	4,640	4,025	4,571	0.6%
		Senior Secured Term Loan B (8.00%, due 5/08/2013)(3),(4)	7,251	7,251	7,078	1.0%
		Senior Subordinated Debt (12.00% plus 3.00% PIK due 8/08/2013)(3)	7,118	6,799	6,392	0.9%
				18,075	18,041	2.5%

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Seaton Corp.	Illinois/Business Services	Subordinated Secured (12.50% plus 2.00% PIK, due 3/14/2011)	12,296	12,060	12,132	1.7%
				12,060	12,132	1.7%
Shearer's Foods, Inc.	Ohio/Food Products	Junior Secured Debt (12.00% plus 3.00% PIK, due 3/31/2016)(3)	35,266	35,266	36,119	5.1%
		Membership Interest in Mistral Chip Holdings, LLC (2,000 units)(18)		2,560	6,136	0.9%
		Membership Interest in Mistral Chip Holdings, LLC 2 (595 units)(18)		762	1,825	0.3%
				38,588	44,080	6.2%
Skillsoft Public Limited Company	Ireland/Prepackaged Software	Subordinated Unsecured (11.125%, due 06/01/2018)	15,000	14,903	15,000	2.2%
				14,903	15,000	2.2%
Stryker Energy, LLC	Ohio/Oil & Gas Production	Subordinated Secured Revolving Credit Facility (12.00%, due 12/01/2012)(3),(4)	29,724	29,507	29,624	4.2%
		Overriding Royalty Interests(19)			2,768	0.4%
				29,507	32,392	4.6%
TriZetto Group(17)	California/Healthcare	Subordinated Unsecured Note (12.00% plus 1.50% PIK, due 10/01/2016)(3)	15,434	15,306	15,895	2.2%
				15,306	15,895	2.2%
Unitek(17)	Pennsylvania/Technical Services	Second Lien Debt (13.08%, due 12/31/2013)(3),(4)	11,500	11,387	11,615	1.7%

			11,387	11,615	1.7%	
Wind River Resources Corp. and Wind River II Corp.	Utah/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% default interest, in non-accrual status effective 12/01/2008, due 7/31/2010)(4)	15,000	15,000	8,779	1.2%
		Net Profits Interest (5.00% payable on Equity distributions)(7)				0.0%
			15,000	8,779		1.2%
		<b>Total Non-Control/Non- Affiliate Investments (Level 3 Investments)</b>	<b>476,441</b>	<b>477,417</b>		<b>67.1%</b>
		<b>Total Level 3 Portfolio Investments</b>	<b>727,243</b>	<b>747,115</b>		<b>105.0%</b>

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Portfolio Company	Locale / Industry	Investments(1)	June 30, 2010		% of Net Assets
			Principal Value	Fair Value(2)	
<b>LEVEL 1 PORTFOLIO INVESTMENTS:</b>					
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>					
Allied Defense Group, Inc.	Virginia/Aerospace & Defense	Common Stock (10,000 shares)	\$ 56	\$ 38	0.0%
			56	38	0.0%
Dover Saddlery, Inc.	Massachusetts/Retail	Common Stock (30,974 shares)	63	97	0.0%
			63	97	0.0%
LyondellBasell Industries N.V.(22)	Netherlands/Chemical Company	Class A Common Stock (26,961 shares)	874	435	0.2%
		Class B Common Stock (49,421 shares)	523	798	0.0%
			1,397	1,233	0.2%
		<b>Total Non-Control /Non-Affiliate Investments (Level 1 Investments)</b>	<b>1,516</b>	<b>1,368</b>	<b>0.2%</b>
		<b>Total Portfolio Investments</b>	<b>728,759</b>	<b>748,483</b>	<b>105.2%</b>
<b>SHORT TERM INVESTMENTS: Money Market Funds (Level 2 Investments)</b>					
Fidelity Institutional Money Market Funds	Government Portfolio (Class I)		62,183	62,183	8.8%
Fidelity Institutional Money Market Funds	Government Portfolio (Class I)(3)		6,687	6,687	0.9%
Victory Government Money Market Funds			1	1	0.0%
		<b>Total Money Market Funds</b>	<b>68,871</b>	<b>68,871</b>	<b>9.7%</b>

**Total Investments**      **\$ 797,630**    **\$ 817,354**    **114.9%**

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Ajax Rolled Ring & Machine, Inc.	South Carolina/Manufacturing	Senior Secured Note Tranche A (10.50%, due 4/01/2013)(3),(4)	\$ 21,487	\$ 21,487	\$ 21,487	4.0%
		Subordinated Secured Note Tranche B (11.50% plus 6.00% PIK, due 4/01/2013)(3),(4)	11,675	11,675	10,151	1.9%
		Convertible Preferred Stock Series A (6,143 shares)		6,057		0.0%
		Unrestricted Common Stock (6 shares)				0.0%
				39,219	31,638	5.9%
C&J Cladding LLC	Texas/Metal Services and Minerals	Senior Secured Note (14.00%, due 3/30/2012)(3),(4)	3,150	2,722	3,308	0.6%
		Warrants (400 warrants, expiring 3/30/2014)		580	3,825	0.7%
				3,302	7,133	1.3%
Change Clean Energy Holdings, Inc. ( CCEHI )(5)	Maine/Biomass Power	Common Stock (1,000 shares)		2,530	2,530	0.5%

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			2,530	2,530	0.5%
Gas Solutions Holdings, Inc.(8)	Texas/Gas Gathering and Processing	Senior Secured Note (18.00%, due 12/22/2018)(3)	25,000	25,000	4.7%
		Junior Secured Note (18.00%, due 12/23/2018)(3)	5,000	5,000	0.9%
		Common Stock (100 shares)(3)		5,003	10.4%
			35,003	85,187	16.0%
Integrated Contract Services, Inc.(9)	North Carolina/Contracting	Senior Demand Note (15.00%, due 6/30/2009)(10)	1,170	1,170	0.2%
		Senior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	800	800	0.1%
		Junior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	14,003	14,003	0.6%
		Preferred Stock Series A (10 shares)			0.0%
		Common Stock (49 shares)		679	0.0%
			16,652	5,000	0.9%
Iron Horse Coiled Tubing, Inc.	Alberta, Canada/Production Services	Bridge Loan (15.00% plus 3.00% PIK, due 12/31/2009)	9,826	9,826	1.8%
		Senior Secured Note (15.00%,	9,250	9,250	0.6%

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		due 12/31/2009) Common Stock (1,781 shares)		268		0.0%
				19,344	12,606	2.4%
NRG Manufacturing, Inc.	Texas/Manufacturing	Senior Secured Note (16.50%, due 8/31/2011)(3),(4)	13,080	13,080	13,080	2.5%
		Common Stock (800 shares)		2,317	19,294	3.6%
				15,397	32,374	6.1%
R-V Industries, Inc.	Pennsylvania/Manufacturing	Warrants (200,000 warrants, expiring 6/30/2017)		1,682	4,500	0.8%
		Common Stock (545,107 shares)		5,086	12,267	2.3%
				6,768	16,767	3.1%
Yatesville Coal Holdings, Inc.(11)	Kentucky/Mining, Steel, Iron and Non-Precious Metals and Coal Production	Senior Secured Note (15.72%, in non-accrual status effective 1/01/2009, due 12/31/2010)(4)	10,000	10,000	10,000	1.9%
		Junior Secured Note (15.72%, in non-accrual status effective 1/01/2009, due 12/31/2010)(4)	38,463	38,463	3,097	0.6%
		Common Stock (1,000 shares)		427		0.0%
				48,890	13,097	2.5%
		<b>Total Control Investments</b>		<b>187,105</b>	<b>206,332</b>	<b>38.7%</b>

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 INVESTMENTS:</b>						
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Appalachian Energy Holdings LLC(21)	West Virginia/Construction Services	Senior Secured Debt Tranche A (14.00% plus 3.00% PIK plus 3.00% default interest, in non-accrual status effective 11/01/2008, due 1/31/2011)	\$ 1,997	\$ 1,891	\$ 2,052	0.4%
		Senior Secured Debt Tranche B (14.00% plus 3.00% PIK plus 3.00% default interest, in non-accrual status effective 11/01/2008, past due)	2,050	1,955	356	0.1%
		Preferred Stock Series A (200 units)		82		0.0%
		Preferred Stock Series B (241 units)		241		0.0%
		Preferred Stock Series C (500 units)		500		0.0%
		Warrants (6,065 warrants, expiring 2/13/2016)		176		0.0%
		Warrants (6,025 warrants, expiring 6/17/2018)		172		0.0%
		Warrants (25,000 warrants, expiring 11/30/2018)				0.0%

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				5,017	2,408	0.5%
Biotronic NeuroNetwork(17)	Michigan/Healthcare	Senior Secured Note (11.50% plus 1.00% PIK, due 2/21/2013)(3),(4)	26,227	26,227	27,007	5.1%
		Preferred Stock (9,925 shares)(13)		2,300	2,839	0.5%
				28,527	29,846	5.6%
		<b>Total Affiliate Investments</b>		<b>33,544</b>	<b>32,254</b>	<b>6.1%</b>
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
American Gilsonite Company	Utah/Specialty Minerals	Senior Subordinated Note (12.00% plus 3.00% PIK, due 3/14/2013)(3)	14,783	14,783	15,073	2.8%
		Membership Interest Units in AGC/PEP, LLC (99.9999%)(16)		1,031	3,851	0.7%
				15,814	18,924	3.5%
Castro Cheese Company, Inc.	Texas/Food Products	Junior Secured Note (11.00% plus 2.00% PIK, due 2/28/2013)(3)	7,538	7,413	7,637	1.4%
				7,413	7,637	1.4%
Conquest Cherokee, LLC(6)	Tennessee/Oil & Gas Production	Senior Secured Note (13.00% plus 4.00% default interest, in non-accrual status effective 4/01/2009, past due)(4)	10,200	10,191	6,855	1.3%
		Overriding Royalty Interests(19)			565	0.1%
				10,191	7,420	1.4%
Deb Shops, Inc.(17)	Pennsylvania/Retail	Second Lien Debt (8.67%, due 10/23/2014)	15,000	14,623	6,272	1.2%
				14,623	6,272	1.2%

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Diamondback Operating, LP	Oklahoma/Oil & Gas Production	Net Profits Interest (15.00% payable on Equity distributions)(7)			458	0.1%
					458	0.1%
Freedom Marine Services LLC	Louisiana/Shipping Vessels	Subordinated Secured Note (12.00% plus 4.00% PIK, due 12/31/2011)(3)	7,234	7,160	7,152	1.4%
		Net Profits Interest (22.50% payable on Equity distributions)(3),(7)			229	0.0%
				7,160	7,381	1.4%

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Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
H&M Oil & Gas, LLC	Texas/Oil & Gas Production	Senior Secured Note (13.00%, due 6/30/2010)(3)	\$ 49,688	\$ 49,688	\$ 49,697	9.3%
		Net Profits Interest (8.00% payable on Equity distributions)(3),(7)			1,682	0.3%
				49,688	51,379	9.6%
IEC Systems LP ( IEC )/Advanced Rig Services LLC ( ARS )	Texas/Oilfield Fabrication	IEC Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	21,411	21,411	21,839	4.1%
		ARS Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	12,836	12,836	13,092	2.5%
				34,247	34,931	6.6%
Maverick Healthcare, LLC	Arizona/Healthcare	Second Lien Debt (12.00% plus 1.50% PIK, due 4/30/2014)(3)	12,691	12,691	12,816	2.4%
		Preferred Units (1,250,000 units)		1,252	1,300	0.2%
		Common Units (1,250,000 units)				0.0%
				13,943	14,116	2.6%
Miller Petroleum, Inc.	Tennessee/Oil & Gas Production	Warrants, Common Stock (1,935,523)		150	241	0.1%

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		warrants, expiring 5/04/2010 to 6/30/2014)(14)		150	241	0.1%
Peerless Manufacturing	Texas/Manufacturing	Subordinated Secured Note (11.50% plus 3.50% PIK, due 4/29/2013)(3)	20,000	20,000	20,400	3.8%
				20,000	20,400	3.8%
Qualitest Pharmaceuticals, Inc.(17)	Alabama/Pharmaceuticals	Second Lien Debt (8.10%, due 4/30/2015)(3),(4)	12,000	11,949	11,452	2.2%
				11,949	11,452	2.2%
Regional Management Corporation.	South Carolina/Financial Services	Second Lien Debt (12.00% plus 2.00% PIK, due 6/29/2012)(3)	25,424	25,424	23,073	4.3%
				25,424	23,073	4.3%
Resco Products, Inc.	Pennsylvania/Manufacturing	Second Lien Debt (8.67%, due 6/22/2014)(3),(4)	9,750	9,594	9,750	1.8%
				9,594	9,750	1.8%
Shearer's Foods, Inc.	Ohio/Food Products	Second Lien Debt (14.00%, due 10/31/2013)(3)	18,000	18,000	18,360	3.5%
		Membership Interest Units in Mistral Chip Holdings, LLC (2,000 units)(18)		2,000	3,419	0.6%
				20,000	21,779	4.1%
Stryker Energy, LLC	Ohio/Oil & Gas Production	Subordinated Secured Revolving Credit Facility (12.00%, due 12/01/2011)(3),(4)	29,500	29,154	29,554	5.5%
		Overriding Royalty Interests(19)			2,918	0.6%



				29,154	32,472	6.1%
TriZetto Group(17)	California/Healthcare	Subordinated Unsecured Note (12.00% plus 1.50% PIK, due 10/01/2016)(3)	15,205	15,065	16,331	3.1%
				15,065	16,331	3.1%
Unitek(17)	Pennsylvania/Technical Services	Second Lien Debt (13.08%, due 12/31/2013)(3),(4)	11,500	11,360	11,730	2.2%
				11,360	11,730	2.2%

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS****June 30, 2010 and June 30, 2009****(In thousands, except share data) (Continued)**

Portfolio Company	Locale / Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Wind River Resources Corp. and Wind River II Corp.	Utah/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% default interest, in non-accrual status effective 12/01/2008, due 7/31/2010)(4) Net Profits Interest (5.00% payable on Equity distributions)(7)	\$ 15,000	\$ 15,000	\$ 12,644	2.4%
					192	0.0%
				15,000	12,836	2.4%
		<b>Total Non-Control/Non-Affiliate Investments</b>		<b>310,775</b>	<b>308,582</b>	<b>57.9%</b>
		<b>Total Level 3 Portfolio Investments</b>		<b>531,424</b>	<b>547,168</b>	<b>102.7%</b>
<b>LEVEL 2 INVESTMENTS:</b>						
<b>Money Market Funds</b>						
Fidelity Institutional Money Market Funds		Government Portfolio (Class I)		94,753	94,753	17.8%
Fidelity Institutional Money Market Funds		Government Portfolio (Class I)(3)		3,982	3,982	0.7%
		<b>Total Money Market Funds (Level 2 Investments)</b>		<b>98,735</b>	<b>98,735</b>	<b>18.5%</b>
		<b>Total Investments</b>		<b>\$ 630,159</b>	<b>\$ 645,903</b>	<b>121.2%</b>

See notes to consolidated financial statements.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**June 30, 2010 and June 30, 2009**

**(In thousands, except share data) (Continued)**

**Endnote Explanations for the Consolidated Schedule of Investments as of June 30, 2010 and June 30, 2009**

- (1) The securities in which Prospect Capital Corporation ( we , us or our ) has invested were acquired in transactions that were exempt from registration under the Securities Act of 1933, as amended, or the Securities Act. These securities may be resold only in transactions that are exempt from registration under the Securities Act.
- (2) Fair value is determined by or under the direction of our Board of Directors. As of June 30, 2010, three of our portfolio investments, Allied Defense Group, Inc., Dover Saddlery, Inc. and Lyondell, were publically traded and classified as Level 1 within the valuation hierarchy established by Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). As of June 30, 2010 and June 30, 2009, the fair value of our remaining portfolio investments was determined using significant unobservable inputs. ASC 820 classifies such inputs used to measure fair value as Level 3 within the valuation hierarchy. Our investments in money market funds are classified as Level 2. See Note 3 and Note 4 within the accompanying consolidated financial statements for further discussion.
- (3) Security, or portion thereof, is held as collateral for the revolving credit facility (see Note 11). The market values of these investments at June 30, 2010 and June 30, 2009 were \$512,244 and \$434,069, respectively; they represent 62.7% and 67.2% of total investments at fair value, respectively.
- (4) Security, or portion thereof, has a floating interest rate. Stated interest rate was in effect at June 30, 2010 and June 30, 2009.
- (5) There are several entities involved in the Biomass investment. We own 100 shares of common stock in Worcester Energy Holdings, Inc. ( WEHI ), representing 100% of the issued and outstanding common stock. WEHI, in turn, owns 51 membership certificates in Biochips LLC ( Biochips ), which represents a 51% ownership stake.

We own 282 shares of common stock in Worcester Energy Co., Inc. ( WECO ), which represents 51% of the issued and outstanding common stock. We own directly 1,665 shares of common stock in Change Clean Energy Inc. ( CCEI ), f/k/a Worcester Energy Partners, Inc., which represents 51% of the issued and outstanding common stock and the remaining 49% is owned by WECO. CCEI owns 100 shares of common stock in Precision Logging and Landclearing, Inc. ( Precision ), which represents 100% of the issued and outstanding common stock.

During the quarter ended March 31, 2009, we created two new entities in anticipation of the foreclosure proceedings against the co-borrowers (WECO, CCEI and Biochips) Change Clean Energy Holdings, Inc. ( CCEHI ) and DownEast Power Company, LLC ( DEPC ). We own 1,000 shares of CCEHI, representing 100% of the issued and outstanding stock, which in turn, owns a 100% of the membership interests in DEPC.

On March 11, 2009, we foreclosed on the assets formerly held by CCEI and Biochips with a successful credit bid of \$6,000 to acquire the assets. The assets were subsequently assigned to DEPC. WECO, CCEI and Biochips are joint borrowers on the term note issued to Prospect Capital. Effective July 1, 2008, this loan was placed on non-accrual status.

Biochips, WECO, CCEI, Precision and WEHI currently have no material operations and no significant assets. As of June 30, 2009, our Board of Directors assessed a fair value of \$0 for all of these equity positions and the loan position. We determined that the impairment of both CCEI and CCEHI as of June 30, 2009 was other than temporary and recorded a realized loss for the amount that the amortized cost exceeds the fair value at June 30, 2009. Our Board of Directors set no value for the CCEHI investment as of June 30, 2010, a decrease of \$2,530 from the fair value as of June 30, 2009.

- (6) During the quarter ended December 31, 2009, we created two new entities, Coalbed Inc. and Coalbed LLC, to foreclose on the outstanding senior secured loan and assigned rights and interests of Conquest Cherokee, LLC

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**June 30, 2010 and June 30, 2009**

**(In thousands, except share data) (Continued)**

( Conquest ), as a result of the deterioration of Conquest's financial performance and inability to service debt payments. We own 1,000 shares of common stock in Coalbed Inc., representing 100% of the issued and outstanding common stock. Coalbed Inc., in turn owns 100% of the membership interest in Coalbed LLC.

On October 21, 2009, Coalbed LLC foreclosed on the loan formerly made to Conquest. On January 19, 2010, as part of the Manx rollup, the Coalbed LLC assets and loan was assigned to Manx, the holding company. As of June 30, 2010, our Board of Directors assessed a fair value of \$1,414 for the loan position in Coalbed LLC.

- (7) In addition to the stated returns, the net profits interest held will be realized upon sale of the borrower or a sale of the interests.
- (8) Gas Solutions Holdings, Inc. is a wholly-owned investment of us.
- (9) Entity was formed as a result of the debt restructuring of ESA Environmental Specialist, Inc. In early 2009, we foreclosed on the two loans on non-accrual status and purchased the underlying personal and real property. We own 1,000 shares of common stock in The Healing Staff ( THS ), f/k/a Lisamarie Fallon, Inc. representing 100% ownership. We own 1,500 shares of Vets Securing America, Inc. ( VSA ), representing 100% ownership. VSA is a holding company for the real property of Integrated Contract Services, Inc. ( ICS ) purchased during the foreclosure process.
- (10) Loan is with THS an affiliate of ICS.
- (11) On June 30, 2008, we consolidated our holdings in four coal companies into Yatesville Coal Holdings, Inc. ( Yatesville ), and consolidated the operations under one management team. As part of the transaction, the debt that we held of C&A Construction, Inc. ( C&A ), Genesis Coal Corp. ( Genesis ), North Fork Collieries LLC ( North Fork ) and Unity Virginia Holdings LLC ( Unity ) were exchanged for newly issued debt from Yatesville, and our ownership interests in C&A, E&L Construction, Inc. ( E&L ), Whymore Coal Company Inc. ( Whymore ) and North Fork were exchanged for 100% of the equity of Yatesville. This reorganization allows for a better utilization of the assets in the consolidated group.

At June 30, 2010 and at June 30, 2009, Yatesville owned 100% of the membership interest of North Fork. In addition, Yatesville held a \$9,325 and \$8,062, respectively, note receivable from North Fork as of those two respective dates.

At June 30, 2010 and at June 30, 2009, we owned 96% and 87%, respectively, of the common stock of Genesis and held a note receivable of \$20,897 and \$20,802, respectively, as of those two respective dates.

Yatesville held a note receivable of \$4,261 from Unity at June 30, 2010 and at June 30, 2009.

There are several entities involved in Yatesville's investment in Whymore at June 30, 2009. As of June 30, 2009, Yatesville owned 10,000 shares of common stock or 100% of the equity and held a \$14,973 senior secured debt receivable from C&A, which owns the equipment.

Yatesville owned 10,000 shares of common stock or 100% of the equity of E&L, which leases the equipment from C&A, employs the workers, is listed as the operator with the Commonwealth of Kentucky, mines the coal, receives revenues and pays all operating expenses. Yatesville owned 4,900 shares of common stock or 49% of the equity of Whymore, which applies for and holds permits on behalf of E&L. Yatesville also owned 4,285 Series A convertible preferred shares in each of C&A, E&L and Whymore. Whymore and E&L are guarantors under the C&A credit agreement with Yatesville.

In August 2009, Yatesville sold its 49% ownership interest in the common shares of Whymore to the 51% holder of the Whymore common shares ( Whymore Purchaser ). All reclamation liability was transferred to the Whymore Purchaser. In September 2009, Yatesville completed an auction for all of its equipment.

Yatesville currently has no material operations. During the quarter ended December 31, 2009, our Board of Directors determined that the impairment of Yatesville was other than temporary and we recorded a realized

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**June 30, 2010 and June 30, 2009**

**(In thousands, except share data) (Continued)**

loss for the amount that the amortized cost exceeds the fair value. Our Board of Directors set the value of the remaining Yatesville investment at \$808 as of June 30, 2010.

- (12) On January 19, 2010, we modified the terms of our senior secured debt in AEH and Coalbed in conjunction with the formation of Manx Energy, a new entity consisting in the assets of AEH, Coalbed and Kinley Exploration. The assets of the three companies were brought under new common management. We funded \$2,800 at closing to Manx to provide for working capital. A portion of our loans to AEH and Coalbed was exchanged for Manx preferred equity, while our AEH equity interest was converted into Manx common stock. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Manx.
- (13) On a fully diluted basis represents, 11.677% of voting common shares.
- (14) Total common shares outstanding of 33,389,383 as of July 22, 2010 from Miller Petroleum, Inc. s ( Miller ) Annual Report on Form 10-K filed on July 28, 2010 as applicable to our June 30, 2010 reporting date. Total common shares outstanding of 15,811,856 as of March 11, 2009 from Miller s Quarterly Report on Form 10-Q filed on March 16, 2009.
- (15) A portion of the positions listed were issued by an affiliate of the portfolio company.
- (16) We own 99.9999% of AGC/PEP, LLC. AGC/PEP, LLC owns 2,037.65 out of a total of 83,818.69 shares (including 4,932 vested an unvested management options) of American Gilsonite Holding Company which owns 100% of American Gilsonite Company.
- (17) Syndicated investment which had been originated by another financial institution and broadly distributed.
- (18) At June 30, 2010, Mistral Chip Holdings, LLC owns 44,800 shares of Chip Holdings, Inc. and Mistral Chip Holdings 2, LLC owns 11,975 shares in Chip Holdings, Inc. Chip Holdings, Inc. is the parent company of Shearer s Foods, Inc. and has 67,936 shares outstanding before adjusting for management options.
- At June 30, 2009, Mistral Chip Holdings, LLC owns 44,800 shares out of 50,650 total shares outstanding of Chip Holdings, Inc., before adjusting for management options.
- (19) The overriding royalty interests held receive payments at the stated rates based upon operations of the borrower.
- (20) On December 31, 2009, we sold our investment in Aylward Enterprises, LLC. AWCNC, LLC is the remaining holding company with zero assets and our remaining outstanding debt has no value of June 30, 2010.
- (21) There are several entities involved in the Appalachian Energy Holdings LLC ( AEH ) investment. We own warrants, the exercise of which will permit us to purchase 37,090 Class A common units of AEH at a nominal cost and in near-immediate fashion. We own 200 units of Series A preferred equity, 241 units of Series B preferred equity, and 500 units of Series C preferred equity of AEH. The senior secured notes are with C&S Operating LLC and East Cumberland L.L.C., both operating companies owned by AEH.

- (22) We own warrants to purchase 33,750 shares of common stock in Metal Buildings Holding Corporation ( Metal Buildings ), the former holding company of Borga, Inc. Metal Buildings Holding Corporation owned 100% of Borga, Inc.

On March 8, 2010, we foreclosed on the stock in Borga, Inc. that was held by Metal Buildings, obtaining 100% ownership of Borga, Inc.

- (23) We own 100% of C&J Cladding Holding Company, Inc., which owns 40% of the membership interests in C&J Cladding, LLC.

- (24) On January 1, 2010, we restructured our senior secured and bridge loans investment in Iron Horse Coiled Tubing, Inc. ( Iron Horse ) and we reorganized Iron Horse s management structure. The senior secured loan and bridge loan were replaced with three new tranches of senior secured debt. From June 30, 2009 to June 30, 2010, our total ownership of Iron Horse decreased from 80.0% to 70.4%, respectively.



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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS**

**June 30, 2010 and June 30, 2009**

**(In thousands, except share data) (Continued)**

As of June 30, 2010 and June 30, 2009, our Board of Directors assessed a fair value in Iron Horse of \$12,054 and \$12,606, respectively.

- (25) We own 2,800,000 units in Class A Membership Interests and 372,094 units in Class A-1 Membership Interests.
- (26) Undrawn committed revolvers incur a 0.50% commitment fee. As of June 30, 2010, we have \$10,382 of undrawn revolver commitments to our portfolio companies.
- (27) Stated interest rates are based on June 30, 2010 one month LIBOR rates plus applicable spreads based on the respective credit agreements. Interest rates are subject to change based on actual elections by the borrower for a LIBOR rate contract or Base Rate contract when drawing on the revolver.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data)**

**Note 1. Organization**

References herein to we, us or our refer to Prospect Capital Corporation ( Prospect ) and its subsidiary unless the context specifically requires otherwise.

We were formerly known as Prospect Energy Corporation, a Maryland corporation. We were organized on April 13, 2004 and were funded in an initial public offering ( IPO ), completed on July 27, 2004. We are a closed-end investment company that has filed an election to be treated as a Business Development Company ( BDC ), under the Investment Company Act of 1940 (the 1940 Act ). As a BDC, we have qualified and have elected to be treated as a regulated investment company ( RIC ), under Subchapter M of the Internal Revenue Code. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financings, recapitalizations, and other purposes.

On May 15, 2007, we formed a wholly-owned subsidiary, Prospect Capital Funding, LLC, a Delaware limited liability company, for the purpose of holding certain of our loan investments in the portfolio which are used as collateral for our credit facility.

**Note 2. Patriot Acquisition**

On December 2, 2009, we acquired the outstanding shares of Patriot Capital Funding, Inc. ( Patriot ) common stock for \$201,083. Under the terms of the merger agreement, Patriot common shareholders received 0.363992 shares of our common stock for each share of Patriot common stock, resulting in 8,444,068 shares of common stock being issued by us. In connection with the transaction, we repaid all the outstanding borrowings of Patriot, in compliance with the merger agreement.

On December 2, 2009, Patriot made a final dividend payment equal to its undistributed net ordinary income and capital gains of \$0.38 per share. In accordance with a recent IRS revenue procedure, the dividend was paid 10% in cash and 90% in newly issued shares of Patriot's common stock. The exchange ratio was adjusted to give effect to the final income distribution.

The merger has been accounted for as an acquisition of Patriot by Prospect Capital Corporation ( Prospect ) in accordance with acquisition method of accounting as detailed in ASC 805, *Business Combinations* ( ASC 805 ). The fair value of the consideration paid was allocated to the assets acquired and liabilities assumed based on their fair values as the date of acquisition. As described in more detail in ASC 805, goodwill, if any, would have been recognized as of the acquisition date, if the consideration transferred exceeded the fair value of identifiable net assets acquired. As of the acquisition date, the fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred, and we recognized the excess as a gain. A preliminary gain of \$5,714 was recorded by Prospect in the quarter ended December 31, 2009 related to the acquisition of Patriot, which was revised in the fourth quarter of Fiscal 2010, to \$7,708, when we settled severance accruals related to certain members of Patriot's top management and further revised and finalized in the first quarter of Fiscal 2011, to \$8,632, when we recorded the final settlement of the remaining severance accruals. Under ASC 805, the adjustment to our preliminary estimates is reflected in the three and six months ended December 31, 2009 (See Note 13). The acquisition of Patriot was negotiated in July 2009 with the purchase agreement being signed on August 3, 2009. Between July 2009 and December 2, 2009, our valuation of certain of the investments acquired from Patriot increased due to market

improvement, which resulted in the recognition of the gain at closing.

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(In thousands, except share and per share data) (Continued)*****Purchase Price Allocation***

The purchase price has been allocated to the assets acquired and the liabilities assumed based on their estimated fair values as summarized in the following table:

Cash (to repay Patriot debt)	\$ 107,313
Cash (to fund purchase of restricted stock from former Patriot employees)	970
Common stock issued(1)	92,800
 Total purchase price	 201,083
 Assets acquired:	
Investments(2)	207,126
Cash and cash equivalents	1,697
Other assets	3,859
 Assets acquired	 212,682
Other liabilities assumed	(2,967)
 Net assets acquired	 209,715
 Gain on Patriot acquisition(3)	 \$ 8,632

- (1) The value of the shares of common stock exchanged with the Patriot common shareholders was based upon the closing price of our common stock on December 2, 2009, the price immediately prior to the closing of the transaction.
- (2) The fair value of Patriot's investments were determined by the Board of Directors in conjunction with an independent valuation agent. This valuation resulted in a purchase price which was \$98,150 below the amortized cost of such investments. For those assets which are performing, Prospect will record the accretion to par value in interest income over the remaining term of the investment.
- (3) The gain has been determined after the final payments of certain liabilities have been settled.

***Condensed Statement of Net Assets Acquired***

The following condensed statement of net assets acquired reflects the values assigned to Patriot's net assets as of the acquisition date, December 2, 2009.

Investment securities	\$ 207,126
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Cash and cash equivalents	1,697
Other assets	3,859
Total assets	212,682
Other liabilities	(2,967)
Final fair value of net assets acquired	\$ 209,715

The following unaudited pro forma condensed combined financial information does not purport to be indicative of actual financial position or results of our operations had the Patriot acquisition actually been consummated at the beginning of each period presented. Certain one-time charges have been eliminated. The pro forma adjustments reflecting the allocation of the purchase price of Patriot and the gain of \$8,632 recognized on the Patriot Acquisition have been eliminated from all periods presented. Management expects to realize net operating synergies from this transaction. The pro forma condensed combined financial information does not reflect

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(In thousands, except share and per share data) (Continued)**

the potential impact of these synergies and does not reflect any impact of additional accretion which would have been recognized on the transaction, except for that which was recorded after the transaction was consummated on December 2, 2009.

	<b>Year Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>
Total Investment Income	\$ 119,258	\$ 137,473
Net Investment Income	65,538	74,553
Net Increase (Decrease) in Net Assets Resulting from Operations	12,117	(7,302)
Net Increase (Decrease) in Net Assets Resulting from Operations per share	0.19	(0.14)

**Note 3. Significant Accounting Policies**

The following are significant accounting policies consistently applied by us:

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) and pursuant to the requirements for reporting on Form 10-K and Regulation S-X. The financial results of our portfolio investments are not consolidated in the financial statements.

***Use of Estimates***

The preparation of GAAP financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets, creditworthiness of our portfolio companies and any other parameters used in determining these estimates could cause actual results to differ, and these differences could be material.

***Basis of Consolidation***

Under the 1940 Act rules, the regulations pursuant to Article 6 of Regulation S-X and the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, we are precluded from consolidating any entity other than another investment company or an operating company which provides substantially all of its services and benefits to us. Our financial statements include our accounts and the accounts of Prospect Capital Funding, LLC, our only wholly-owned, closely-managed subsidiary that is also an investment company. All intercompany balances and transactions have been eliminated in consolidation.

***Investment Classification***

We are a non-diversified company within the meaning of the 1940 Act. We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

Investments are recognized when we assume an obligation to acquire a financial instrument and assume the risks for gains or losses related to that instrument. Investments are derecognized when we assume an obligation to sell a financial instrument and forego the risks for gains or losses related to that instrument. Specifically, we record all security transactions on a trade date basis. Investments in other, non-security financial instruments are recorded on the basis of subscription date or redemption date, as applicable. Amounts for investments recognized or derecognized but not yet settled are reported as receivables for investments sold and payables for investments purchased, respectively, in the Consolidated Statements of Assets and Liabilities.

***Investment Risks***

The Company's investments are subject to a variety of risks. Those risks include the following:

***Market Risk***

Market risk represents the potential loss that can be caused by a change in the fair value of the financial instrument.

***Credit Risk***

Credit risk represents the risk that the Company would incur if the counterparties failed to perform pursuant to the terms of their agreements with the Company.

***Liquidity Risk***

Liquidity risk represents the possibility that the Company may not be able to rapidly adjust the size of its positions in times of high volatility and financial stress at a reasonable price.

***Interest Rate Risk***

Interest rate risk represents a change in interest rates, which could result in an adverse change in the fair value of an interest-bearing financial instrument.

***Prepayment Risk***

Most of the Company's debt investments allow for prepayment of principal without penalty. Downward changes in interest rates may cause prepayments to occur at a faster than expected rate, thereby effectively shortening the maturity of the security and making the security less likely to be an income producing instrument.

***Investment Valuation***

Our Board of Directors has established procedures for the valuation of our investment portfolio. These procedures are detailed below.

Investments for which market quotations are readily available are valued at such market quotations.



For most of our investments, market quotations are not available. With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- (1) Each portfolio company or investment is reviewed by our investment professionals with the independent valuation firm;
- (2) the independent valuation firm engaged by our Board of Directors conducts independent appraisals and makes their own independent assessment;

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

(3) the audit committee of our Board of Directors reviews and discusses the preliminary valuation of our Investment Adviser and that of the independent valuation firm; and

(4) the Board of Directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the respective independent valuation firm and the audit committee.

Investments are valued utilizing a market approach, an income approach, a liquidation approach, or a combination of approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present value amount (discounted) calculated based on an appropriate discount rate. The measurement is based on the net present value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, the principal market and enterprise values, among other factors.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued ASC 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). ASC 820 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. We adopted ASC 820 on a prospective basis beginning in the quarter ended September 30, 2008.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchy:

*Level 1:* Quoted prices in active markets for identical assets or liabilities, accessible by us at the measurement date.

*Level 2:* Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

*Level 3:* Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment. The changes to GAAP from the application of ASC 820 relate to the definition of fair value, framework for measuring fair value, and the expanded disclosures about fair value measurements. ASC 820 applies to fair value measurements already required or permitted by other standards. In accordance with ASC 820, the fair value of our investments is defined as the price that we would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market in which that investment is transacted.

In April 2009, the FASB issued ASC Subtopic 820-10-65, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( ASC 820-10-65 ). This update provides further clarification for ASC 820 in markets that are not active and provides additional guidance for determining when the volume of trading level of activity for an asset or liability has significantly decreased and for identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65 is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65 for the year ended June 30, 2010, did not have any effect on our net asset value, financial position or results of operations as there was no change to the fair value measurement principles set forth in ASC 820.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

***Valuation of Other Financial Assets and Financial Liabilities***

In February 2007, FASB issued ASC Subtopic 820-10-05-1, *The Fair Value Option for Financial Assets and Financial Liabilities* ( ASC 820-10-05-1 ). ASC 820-10-05-1 permits an entity to elect fair value as the initial and subsequent measurement attribute for many of assets and liabilities for which the fair value option has been elected and similar assets and liabilities measured using another measurement attribute. We adopted this statement on July 1, 2008 and have elected not to value other assets and liabilities at fair value as would be permitted by ASC 820-10-05-1.

***Revenue Recognition***

Realized gains or losses on the sale of investments are calculated using the specific identification method.

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Origination, closing and/or commitment fees associated with investments in portfolio companies are accreted into interest income over the respective terms of the applicable loans. Accretion of such purchase discounts or premiums is calculated by the effective interest method as of the purchase date and adjusted only for material amendments or prepayments. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as interest income. The purchase discount for portfolio investments acquired from Patriot was determined based on the difference between par value and fair market value as of December 2, 2009, and will continue to accrete until maturity or repayment of the respective loans.

Dividend income is recorded on the ex-dividend date.

Structuring fees and similar fees are recognized as income as earned, usually when paid. Structuring fees, excess deal deposits, net profits interests and overriding royalty interests are included in other income.

Loans are placed on non-accrual status when principal or interest payments are past due 90 days or more or when there is reasonable doubt that principal or interest will be collected. Accrued interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and in management's judgment, are likely to remain current.

***Federal and State Income Taxes***

We have elected to be treated as a regulated investment company and intend to continue to comply with the requirements of the Internal Revenue Code of 1986 (the Code ), applicable to regulated investment companies. We are required to distribute at least 90% of our investment company taxable income and intend to distribute (or retain through a deemed distribution) all of our investment company taxable income and net capital gain to stockholders; therefore, we have made no provision for income taxes. The character of income and gains that we will distribute is determined in accordance with income tax regulations that may differ from GAAP. Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified to paid-in capital.

If we do not distribute (or are not deemed to have distributed) at least 98% of our annual taxable income in the calendar year it is earned, we will generally be required to pay an excise tax equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such taxable income for the year. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, we accrue excise taxes, if any, on estimated excess taxable income as taxable income is earned using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

We adopted FASB ASC 740, *Income Taxes* ( ASC 740 ). ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. Adoption of ASC 740 was applied to all open tax years as of July 1, 2007. The adoption of ASC 740 did not have an effect on our net asset value, financial condition or results of operations as there was no liability for unrecognized tax benefits and no change to our beginning net asset value. As of June 30, 2010 and for the year then ended, we did not have a liability for any unrecognized tax benefits. Management's determinations regarding ASC 740 may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof.

***Dividends and Distributions***

Dividends and distributions to common stockholders are recorded on the ex-dividend date. The amount, if any, to be paid as a dividend or distribution is approved by our Board of Directors each quarter and is generally based upon our management's estimate of our earnings for the quarter. Net realized capital gains, if any, are distributed at least annually.

***Financing Costs***

We record origination expenses related to our credit facility as deferred financing costs. These expenses are deferred and amortized as part of interest expense using the effective interest method over the stated life of the facility.

We record registration expenses related to shelf filings as prepaid assets. These expenses consist principally of Securities and Exchange Commission ( SEC ) registration fees, legal fees and accounting fees incurred. These prepaid assets will be charged to capital upon the receipt of an equity offering proceeds or charged to expense if no offering completed.

***Guarantees and Indemnification Agreements***

We follow FASB ASC 460, *Guarantees* ( ASC 460 ). ASC 460 elaborates on the disclosure requirements of a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also requires a guarantor to recognize, at the inception of a guarantee, for those guarantees that are covered by ASC 460, the fair value of the obligation undertaken in issuing certain guarantees. ASC 460 did not have a material effect on the financial statements. Refer to Note 11 for further discussion of guarantees and indemnification agreements.

***Per Share Information***

Net increase or decrease in net assets resulting from operations per common share are calculated using the weighted average number of common shares outstanding for the period presented. Diluted net increase or decrease in net assets resulting from operations per share are not presented as there are no potentially dilutive securities outstanding.

***Reclassifications***

Certain reclassifications have been made in the presentation of prior consolidated financial statements to conform to the presentation as of and for the twelve months ended June 30, 2010.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

***Recent Accounting Pronouncements***

In May 2009, the FASB issued ASC 855, *Subsequent Events* ( ASC 855 ). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The standard, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after June 15, 2009. We evaluated all events or transactions that occurred after June 30, 2010 up through the date we issued the accompanying financial statements. During this period, we did not have any material recognizable subsequent events other than those disclosed in our financial statements.

In June 2009, the FASB issued ASC 105, *Generally Accepted Accounting Principles* ( ASC 105 ), which establishes the FASB Codification which supersedes all existing accounting standard documents and will become the single source of authoritative non-governmental U.S. GAAP. All other accounting literature not included in the Codification will be considered non-authoritative. The Codification did not change GAAP but reorganizes the literature. ASC 105 is effective for interim and annual periods ending after September 15, 2009. We have conformed our financial statements and related Notes to the new Codification.

In June 2009, the FASB issued ASC 860, *Accounting for Transfers of Financial Assets – an amendment to FAS 140* ( ASC 860 ). ASC 860 improves the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets: the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. ASC 860 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Our management does not believe that the adoption of the amended guidance in ASC 860 will have a significant effect on our financial statements.

In June 2009, the FASB issued ASC 810, *Consolidation* ( ASC 810 ). ASC 810 is intended to (1) address the effects on certain provisions of FASB Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities, as a result of the elimination of the qualifying special-purpose entity concept in ASC 860, and (2) constituent concerns about the application of certain key provisions of Interpretation 46(R), including those in which the accounting and disclosures under the Interpretation do not always provided timely and useful information about an enterprise's involvement in a variable interest entity. ASC 810 is effective as of the beginning of our first annual reporting period that begins after November 15, 2009. Our management does not believe that the adoption of the amended guidance in ASC 860 will have a significant effect on our financial statements.

In August 2009, the FASB issued Accounting Standards Update ( ASU ) 2009-05, *Measuring Liabilities at Fair Value, to amend FASB Accounting Standards Codification ASC 820, Fair Value Measurements and Disclosures* ( ASC 820 ), to clarify how entities should estimate the fair value of liabilities. ASC 820, as amended, includes clarifying guidance for circumstances in which a quoted price in an active market is not available, the effect of the existence of liability transfer restrictions, and the effect of quoted prices for the identical liability, including when the identical liability is traded as an asset. We adopted ASU 2009-05 effective October 1, 2009. The amended guidance in ASC 820 does not have a significant effect on our financial statements for the year ended June 30, 2010.



In September 2009, the FASB issued ASU 2009-12, *Measuring Fair Value of Certain Investments* ( ASU 2009-12 ). This update provides further amendments to ASC 820 to offer investors a practical expedient for measuring the fair value of investments in certain entities that calculate net asset value per share. Specifically, measurement using net asset value per share is reasonable for investments within the scope of ASU 2009-12. We adopted ASU 2009-12 effective October 1, 2009. The amended guidance in ASC 820 does not have a significant effect on our financial statements for the year ended June 30, 2010.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ( ASC 2010-06 ). ASU 2010-06

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

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**(In thousands, except share and per share data) (Continued)**

amends ASC 820-10 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective December 15, 2009, except for the disclosure about purchase, sales, issuances and settlements in the roll forward of activity in level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Our management does not believe that the adoption of the amended guidance in ASC 820-10 will have a significant effect on our financial statements.

In February 2010, the FASB issued Accounting Standards Update 2010-09, *Subsequent Events (Topic 855) Amendments to Certain Recognition and Disclosure Requirements* (ASU 2010-09), which amends ASC Subtopic 855-10. ASU 2010-09 requires an entity that is an SEC filer to evaluate subsequent events through the date that the financial statements are issued and removes the requirement that an SEC filer disclose the date through which subsequent events have been evaluated. ASC 2010-09 was effective upon issuance. The adoption of this standard had no effect on our results of operation or our financial position.

In February 2010, the FASB issued Accounting Standards Update 2010-10, *Consolidation (Topic 810) Amendments for Certain Investments Funds* (ASU 2010-10), which defers the application of the consolidation guidance in ASC 810 for certain investments funds. The disclosure requirements continue to apply to all entities. ASU 2010-10 is effective as of the beginning of the first annual period that begins after November 15, 2009 and for interim periods within that first annual period. Our management does not believe that the adoption of the amended guidance in ASU 2010-10 will have a significant effect on our financial statements.

In August 2010, the FASB issued Accounting Standards Update 2010-21, *Accounting for Technical Amendments to Various SEC Rules and Schedules* (ASU 2010-21). This Accounting Standards Update various SEC paragraphs pursuant to the issuance of Release No. 33-9026: Technical Amendments to Rules, Forms, Schedules and Codification of Financial Reporting Policies. We are assessing the potential effect this guidance will have on our consolidated financial statements.

In August 2010, the FASB issued Accounting Standards Update 2010-22, *Accounting for Various Topics - Technical Corrections to SEC Paragraphs* (ASU 2010-22). ASU 2010-22 amends various SEC paragraphs based on external comments received and the issuance of Staff Accounting Bulletin (SAB) 112, which amends or rescinds portions of certain SAB topics. We are assessing the potential effect this guidance will have on our consolidated financial statements.

**Note 4. Portfolio Investments**

At June 30, 2010, we had invested in 58 long-term portfolio investments, which had an amortized cost of \$728,759 and a fair value of \$748,483 and at June 30, 2009, we had invested in 30 long-term portfolio investments, which had an amortized cost of \$531,424 and a fair value of \$547,168.

As of June 30, 2010, we own controlling interests in Ajax Rolled Ring & Machine (Ajax), AWCNC, LLC, Borga, Inc. (Borga), C&J Cladding, LLC, Change Clean Energy Holdings, Inc. (CCEHI), Fischbein, LLC, Freedom Marine Services LLC, Gas Solutions Holdings, Inc. (GSHI), Integrated

Contract Services, Inc. ( ICS ), Iron Horse Coiled Tubing, Inc. ( Iron Horse ), Manx Energy, Inc. ( Manx ), NRG Manufacturing, Inc., Nupla Corporation ( Nupla ), R-V Industries, Inc., Sidump r Trailer Company, Inc. ( Sidump r ) and Yatesville Coal Holdings, Inc. ( Yatesville ). We also own an affiliated interest in Biotronic NeuroNetwork, Boxercraft Incorporated, KTPS Holdings, LLC, Smart, LLC, and Sport Helmets Holdings, LLC.

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The fair values of our portfolio investments as of June 30, 2010 disaggregated into the three levels of the ASC 820 valuation hierarchy are as follows:

	<b>Fair Value Hierarchy</b>			<b>Total</b>
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
<b>Investments at fair value</b>				
Control investments	\$	\$	\$ 195,958	\$ 195,958
Affiliate investments			73,740	73,740
Non-control/non-affiliate investments	1,368		477,417	478,785
	1,368		747,115	748,483
Investments in money market funds		68,871		68,871
Total assets reported at fair value	\$ 1,368	\$ 68,871	\$ 747,115	\$ 817,354

The fair values of our portfolio investments as of June 30, 2009 disaggregated into the three levels of the ASC 820 valuation hierarchy are as follows:

	<b>Fair Value Hierarchy</b>			<b>Total</b>
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
<b>Investments at fair value</b>				
Control investments	\$	\$	\$ 206,332	\$ 206,332
Affiliate investments			32,254	32,254
Non-control/non-affiliate investments			308,582	308,582
			547,168	547,168
Investments in money market funds		98,735		98,735
Total assets reported at fair value	\$	\$ 98,735	\$ 547,168	\$ 645,903

The aggregate values of Level 3 portfolio investments changed during the twelve months ended June 30, 2010 as follows:

**Fair Value Measurements Using Unobservable Inputs  
(Level 3)  
Non-Control/**

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	<b>Control Investments</b>	<b>Affiliate Investments</b>	<b>Non-Affiliate Investments</b>	<b>Total</b>
Fair value as of June 30, 2009	\$ 206,332	\$ 32,254	\$ 308,582	\$ 547,168
Total realized losses	(51,228)			(51,228)
Change in unrealized (depreciation) appreciation	(8,403)	9,948	4,085	5,630(1)
Net realized and unrealized (loss) gain	(59,631)	9,948	4,085	(45,598)
Assets acquired in the Patriot acquisition	10,534	36,400	160,073	207,007
Purchases of portfolio investments	16,240	2,800	126,788	145,828
Payment-in-kind interest	2,871	775	3,905	7,551
Accretion of original issue discount	3,535	1,475	15,303	20,313
Dispositions of portfolio investments	(9,396)	(4,884)	(120,874)	(135,154)
Transfers within Level 3	25,473	(5,028)	(20,445)	
Transfers in (out) of Level 3				
Fair value as of June 30, 2010	\$ 195,958	\$ 73,740	\$ 477,417	\$ 747,115

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**(In thousands, except share and per share data) (Continued)**

(1) Relates to assets held at June 30, 2010

During the year ended June 30, 2010, the valuation methodology for Ajax changed from a discounted cash flow analysis to an enterprise and equity valuation. The independent valuation agent proposed this adjustment due to our controlling equity interest in Ajax. As a result, and combined with declining financial results, the fair market value of Ajax decreased from \$31,638 to \$30,904 as of June 30, 2009 and June 30, 2010, respectively. There were no other material changes to our valuation methodology.

At June 30, 2010, nine loan investments were on non-accrual status: Borga, Deb Shops, Inc., ICS, Iron Horse, Nupla, Manx, Sidump r, Wind River Resources Corp. and Wind River II Corp. ( Wind River ), and Yatesville. At June 30, 2009, five loan investments were on non-accrual status: Appalachian Energy Holdings, LLC ( AEH ), Coalbed LLC./Coalbed Inc. ( Coalbed ), ICS, Wind River and Yatesville. The loan principal of these loans amounted to \$163,653 and \$92,513 as of June 30, 2010 and June 30, 2009, respectively. The fair values of these investments represent approximately 5.6% and 7.3% of our net assets as of June 30, 2010 and June 30, 2009, respectively. For the years ended June 30, 2010, June 30, 2009 and June 30, 2008, the income foregone as a result of not accruing interest on non-accrual debt investments amounted to \$19,764, \$18,746 and \$3,449, respectively.

During the quarter ended December 31, 2009, we discontinued operations at Yatesville. At December 31, 2009, consistent with the decision to discontinue operations, we determined that the impairment of Yatesville was other-than-temporary and recorded a realized loss of \$51,228 for the amount that the amortized cost exceeded the fair market value. As of June 30, 2010 and June 30, 2009, Yatesville is valued at \$808 and \$13,097, respectively. At June 30, 2009, we determined that one of our investments, CCEHI was other than temporarily impaired and recorded a realized loss representing the amount by which the amortized cost exceeded the fair value.

GSHI has indemnified us against any legal action arising from its investment in Gas Solutions, LP. We have incurred approximately \$2,093 from the inception of the investment in GSHI through June 30, 2010 for fees associated with a legal action, and GSHI has reimbursed us for the entire amount. Of the \$2,093 reimbursement, \$179 and \$118 was reflected as dividend income: control investments in the Consolidated Statements of Operations for the years ended June 30, 2009 and June 30, 2008, respectively. There were no such legal fees incurred or reimbursed for the year ended June 30, 2010. Additionally, certain other expenses incurred by us which are attributable to GSHI have been reimbursed by GSHI and are reflected as dividend income: control investments in the Consolidated Statements of Operations. For the years ended June 30, 2010, June 30, 2009 and June 30, 2008, such reimbursements totaled as \$3,103, \$4,422 and \$4,589, respectively.

The original cost basis of debt placements and equity securities acquired, including follow-on investments for existing portfolio companies, totaled \$157,662, \$98,305 and \$311,947 during the year ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. Debt repayments and sales of equity securities with a cost basis of approximately \$136,221, \$66,084 and \$143,434 were received during the year ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively

During the year ended June 30, 2010, we restructured our loans to Aircraft Fasteners International, LLC, EXL Acquisition Corporation, LHC Holdings Corp., Prince Mineral Company, Inc. and R-O-M Corporation. The revised terms were more favorable than the original terms and increased the present value of the future cash flows. In

accordance with ASC 320-20-35 the cost basis of the new loans were recorded at par value, which included \$8,099 of accelerated original purchase discount recognized as interest income.

**Note 5. Other Investment Income**

Other investment income consists of structuring fees, overriding royalty interests, prepayment penalty on net profits interests, settlement of net profits interests, deal deposits, administrative agent fee, and other miscellaneous

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and sundry cash receipts. Income from such sources was \$12,675, \$14,762 and \$8,336 for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively.

Income Source	For the Year Ended		
	June 30, 2010	June 30, 2009	June 30, 2008
Gain on Patriot acquisition (Note 2)	\$ 8,632	\$	\$
Structuring and amendment fees	3,338	1,274	4,751
Overriding royalty interests	194	550	1,819
Prepayment penalty on net profits interests			1,659
Settlement of net profits interests		12,651	
Deal deposit		62	49
Administrative agent fee	100	55	48
Miscellaneous	411	170	10
Other Investment Income	\$ 12,675	\$ 14,762	\$ 8,336

**Note 6. Equity Offerings, Offering Expenses, and Distributions**

During the year ended June 30, 2010, we issued 16,683,197 shares of our common stock through public offerings, a registered direct offering, and through the exercise of over-allotment options on the part of the underwriters. Offering expenses were charged against paid-in capital in excess of par. All underwriting fees and offering expenses were borne by us. The proceeds raised, the related underwriting fees, the offering expenses, and the prices at which common stocks were issued since inception are detailed in the following table:

Issuances of Common Stock	Number of Shares Issued	Gross Proceeds Raised	Underwriting Fees	Offering Expenses	Offering Price
March 23, 2010 June 30, 2010(1)	5,251,400	\$ 60,378	\$ 1,210	\$ 624	\$ 11.50
September 24, 2009(2)	2,807,111	\$ 25,264	\$	\$ 840	\$ 9.000
August 20, 2009(2)	3,449,686	\$ 29,322	\$	\$ 117	\$ 8.500
July 7, 2009	5,175,000	\$ 46,575	\$ 2,329	\$ 200	\$ 9.000
May 26, 2009 over-allotment	1,012,500	\$ 8,353	\$ 418	\$	\$ 8.250
May 26, 2009	6,750,000	55,687	2,784	300	8.250
April 27, 2009 over-allotment	480,000	\$ 3,720	\$ 177	\$	\$ 7.750
April 27, 2009	3,200,000	24,800	1,177	210	7.750
March 19, 2009	1,500,000	\$ 12,300	\$	\$ 513	\$ 8.200
June 2, 2008	3,250,000	\$ 48,425	\$ 2,406	\$ 254	\$ 14.900
March 31, 2008	1,150,000	\$ 17,768	\$ 759	\$ 350	\$ 15.450



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March 28, 2008	1,300,000	19,786		350	15.220
November 13, 2007 over-allotment	200,000	\$ 3,268	\$ 163	\$	\$ 16.340
October 17, 2007	3,500,000	57,190	2,860	551	16.340
January 11, 2007 over-allotment	810,000	\$ 14,026	\$ 688	\$	\$ 17.315(3)
December 13, 2006	6,000,000	106,200	5,100	279	17.700
August 28, 2006 over-allotment	745,650	\$ 11,408	\$ 566	\$	\$ 15.300
August 10, 2006	4,971,000	76,056	3,778	595	15.300
August 27, 2004 over-allotment	55,000	\$ 825	\$ 58	\$ 2	\$ 15.000
July 27, 2004	7,000,000	105,000	7,350	1,385	15.000

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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- (1) On March 17, 2010, we established an at-the-market program through which we may sell, from time to time and at our sole discretion, 8,000,000 shares of our common stock. Through this program we issued 5,251,400 shares of our common stock at an average price of \$11.50 per share, raising \$60,378 of gross proceeds, from March 23, 2010 through June 30, 2010.
- (2) Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the shares. We have filed with the SEC a post-effective amendment to the registration statement on Form N-2 which has been declared effective by the SEC.
- (3) We declared a dividend of \$0.385 per share between offering and over allotment dates.

Our shareholders' equity accounts at June 30, 2010 and June 30, 2009 reflect cumulative shares issued as of those respective dates. Our common stock has been issued through public offerings, a registered direct offering, the exercise of over-allotment options on the part of the underwriters and our dividend reinvestment plan. When our common stock is issued, the related offering expenses have been charged against paid-in capital in excess of par. All underwriting fees and offering expenses were borne by us.

On October 9, 2008, our Board of Directors approved a share repurchase plan under which we may repurchase up to \$20,000 of our common stock at prices below our net asset value as reported in our financial statements published for the year ended June 30, 2008. We have not made any purchases of our common stock during the period from October 9, 2008 to June 30, 2010 pursuant to this plan.

On June 18, 2010, we announced a change in dividend policy from quarterly to monthly dividends and declared monthly dividends in the following amounts and with the following dates:

\$0.10 per share for June 2010 to holders of record on June 30, 2010 with a payment date of July 30, 2010;

\$0.10025 per share for July 2010 to holders of record on July 30, 2010 with a payment date of August 31, 2010; and

\$0.10050 per share for August 2010 to holders of record on August 31, 2010 with a payment date of September 30, 2010.

**Note 7. Net Increase in Net Assets per Common Share**

The following information sets forth the computation of net increase in net assets resulting from operations per common share for the years ended June 30, 2010, 2009 and 2008, respectively.

	<b>For the Year Ended</b>		
	<b>June 30, 2010</b>	<b>June 30, 2009</b>	<b>June 30, 2008</b>

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Net increase in net assets resulting from operations	\$ 19,625	\$ 35,104	\$ 27,591
Weighted average common shares outstanding	59,429,222	31,559,905	23,626,642
Net increase in net assets resulting from operations per common share	\$ 0.33	\$ 1.11	\$ 1.17

**Note 8. Related Party Agreements and Transactions**

*Investment Advisory Agreement*

We have entered into an investment advisory and management agreement with Prospect Capital Management (the Investment Advisory Agreement ) under which the Investment Adviser, subject to the overall supervision of our Board of Directors, manages the day-to-day operations of, and provides investment advisory services to, us.

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Under the terms of the Investment Advisory Agreement, our Investment Adviser: (i) determines the composition of our portfolio, the nature and timing of the changes to our portfolio and the manner of implementing such changes, (ii) identifies, evaluates and negotiates the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and (iii) closes and monitors investments we make.

Prospect Capital Management's services under the Investment Advisory Agreement are not exclusive, and it is free to furnish similar services to other entities so long as its services to us are not impaired. For providing these services the Investment Adviser receives a fee from us, consisting of two components: a base management fee and an incentive fee. The base management fee is calculated at an annual rate of 2.00% on our gross assets (including amounts borrowed). For services currently rendered under the Investment Advisory Agreement, the base management fee is payable quarterly in arrears. The base management fee is calculated based on the average value of our gross assets at the end of the two most recently completed calendar quarters and appropriately adjusted for any share issuances or repurchases during the current calendar quarter.

The total base management fees earned by and paid to Prospect Capital Management for the years ended June 30, 2010, June 30, 2009 and June 30, 2008 were \$13,929, \$11,915 and \$8,921, respectively.

The incentive fee has two parts. The first part, the income incentive fee, is calculated and payable quarterly in arrears based on our pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees and other fees that we receive from portfolio companies) accrued during the calendar quarter, minus our operating expenses for the quarter (including the base management fee, expenses payable under the Administration Agreement described below, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with payment in kind interest and zero coupon securities), accrued income that we have not yet received in cash. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets at the end of the immediately preceding calendar quarter, is compared to a hurdle rate of 1.75% per quarter (7.00% annualized).

The net investment income used to calculate this part of the incentive fee is also included in the amount of the gross assets used to calculate the 2.00% base management fee. We pay the Investment Adviser an income incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

no incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the hurdle rate;

100.00% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 125.00% of the quarterly hurdle rate in any calendar quarter (8.75% annualized assuming a 7.00% annualized hurdle rate); and

20.00% of the amount of our pre-incentive fee net investment income, if any, that exceeds 125.00% of the quarterly hurdle rate in any calendar quarter (8.75% annualized assuming a 7.00% annualized hurdle rate).

These calculations are appropriately prorated for any period of less than three months and adjusted for any share issuances or repurchases during the current quarter.

The second part of the incentive fee, the capital gains incentive fee, is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date), and equals 20.00% of our realized capital gains for the calendar year, if any, computed net of all realized capital losses and unrealized capital depreciation at the end of such year. In determining the capital gains incentive

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(In thousands, except share and per share data) (Continued)**

fee payable to the Investment Adviser, we calculate the aggregate realized capital gains, aggregate realized capital losses and aggregate unrealized capital depreciation, as applicable, with respect to each investment that has been in its portfolio. For the purpose of this calculation, an investment is defined as the total of all rights and claims which maybe asserted against a portfolio company arising from our participation in the debt, equity, and other financial instruments issued by that company. Aggregate realized capital gains, if any, equal the sum of the differences between the aggregate net sales price of each investment and the aggregate cost basis of such investment when sold or otherwise disposed. Aggregate realized capital losses equal the sum of the amounts by which the aggregate net sales price of each investment is less than the aggregate cost basis of such investment when sold or otherwise disposed. Aggregate unrealized capital depreciation equals the sum of the differences, if negative, between the aggregate valuation of each investment and the aggregate cost basis of such investment as of the applicable calendar year-end. At the end of the applicable calendar year, the amount of capital gains that serves as the basis for our calculation of the capital gains incentive fee involves netting aggregate realized capital gains against aggregate realized capital losses on a since-inception basis and then reducing this amount by the aggregate unrealized capital depreciation. If this number is positive, then the capital gains incentive fee payable is equal to 20.00% of such amount, less the aggregate amount of any capital gains incentive fees paid since inception.

Income incentive fees totaling \$16,798, \$14,790 and \$11,278 were earned for the years ended June 30, 2010, June 30, 2009 and June 30, 2008, respectively. No capital gains incentive fees were earned for years ended June 30, 2010, June 30, 2009 and June 30, 2008.

***Administration Agreement***

We have also entered into an Administration Agreement with Prospect Administration, LLC ( Prospect Administration ) under which Prospect Administration, among other things, provides (or arranges for the provision of) administrative services and facilities for us. For providing these services, we reimburse Prospect Administration for our allocable portion of overhead incurred by Prospect Administration in performing its obligations under the Administration Agreement, including rent and our allocable portion of the costs of our chief compliance officer and chief financial officer and their respective staffs. For the years ended June 30, 2010, 2009 and 2008, the reimbursement was approximately \$3,361, \$2,856 and \$2.139, respectively. Under this agreement, Prospect Administration furnishes us with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Prospect Administration also performs, or oversees the performance of, our required administrative services, which include, among other things, being responsible for the financial records that we are required to maintain and preparing reports to our stockholders and reports filed with the SEC. In addition, Prospect Administration assists us in determining and publishing our net asset value, overseeing the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, and generally oversees the payment of our expenses and the performance of administrative and professional services rendered to us by others. Under the Administration Agreement, Prospect Administration also provides on our behalf managerial assistance to those portfolio companies to which we are required to provide such assistance. The Administration Agreement may be terminated by either party without penalty upon 60 days written notice to the other party. Prospect Administration is a wholly owned subsidiary of our Investment Adviser.

The Administration Agreement provides that, absent willful misfeasance, bad faith or negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Administration and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated

with it are entitled to indemnification from us for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of Prospect Administration's services under the Administration Agreement or otherwise as administrator for us.

Prior to July 1, 2009, Prospect Administration, pursuant to the approval of our Board of Directors, engaged Vastardis Fund Services LLC ( Vastardis ) to serve as our sub-administrator to perform certain services required of

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

Prospect Administration. Under the sub-administration agreement, Vastardis provided us with office facilities, equipment, clerical, bookkeeping and record keeping services at such facilities. Vastardis also conducted relations with custodians, depositories, transfer agents, dividend disbursing agents, other stockholder servicing agents, accountants, attorneys, underwriters, brokers and dealers, corporate fiduciaries, insurers, banks and such other persons in any such other capacity deemed to be necessary or desirable. Vastardis provided reports to the Administrator and the Directors of its performance of obligations and furnished advice and recommendations with respect to such other aspects of our business and affairs as it shall determine to be desirable. Under the sub-administration agreement, Vastardis also provided the service of William E. Vastardis as our Chief Financial Officer ( CFO ). We compensated Vastardis for providing us these services by the payment of an asset-based fee with a \$400 annual minimum, payable monthly. Our service agreement was amended on September 28, 2008 so that Mr. Vastardis no longer served as our CFO effective as of November 11, 2008. At that time, Brian H. Oswald, a managing director at Prospect Administration, assumed the role of CFO.

We terminated our agreement with Vastardis to provide sub-administration services effective June 30, 2009. We entered into a new consulting services agreement for the period from July 1, 2009 until the filing of our Form 10-K for the year ended June 30, 2009. We paid Vastardis a total of \$30 for services rendered in conjunction with preparation of Form 10-K under the new agreement. This amount was accrued during the quarter ended June 30, 2009. All services previously provided by Vastardis were assumed by Prospect Administration beginning on July 1, 2009 for the fiscal year ending June 30, 2010 and thereafter.

***Managerial Assistance***

As a business development company, we offer, and must provide upon request, managerial assistance to certain of our portfolio companies. This assistance could involve, among other things, monitoring the operations of our portfolio companies, participating in board and management meetings, consulting with and advising officers of portfolio companies and providing other organizational and financial guidance. We billed \$892, \$846, and \$1,027 of managerial assistance fees for the years ended June 30, 2010, June 30, 2009, and June 30, 2008, respectively, of which \$247 and \$60 remains on the consolidated statement of assets and liabilities as of June 30, 2010, and June 30, 2009, respectively. These fees are paid to the Administrator so we simultaneously accrue a payable to the Administrator for the same amounts, which remain on the consolidated statements of assets and liabilities.



**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(In thousands, except share and per share data) (Continued)****Note 9. Financial Highlights**

	<b>Year Ended June 30, 2010</b>	<b>Year Ended June 30, 2009</b>	<b>Year Ended June 30, 2008</b>	<b>Year Ended June 30, 2007</b>	<b>Year Ended June 30, 2006</b>
<b>Per Share Data(1):</b>					
Net asset value at beginning of period	\$ 12.40	\$ 14.55	\$ 15.04	\$ 15.31	\$ 14.59
Costs related to the initial public offering					0.01
Costs related to the secondary public offering			(0.07)	(0.06)	
Net investment income	1.13	1.87	1.91	1.47	1.21
Realized (loss) gain	(0.87)	(1.24)	(0.69)	0.12	0.04
Net unrealized appreciation (depreciation)	0.07	0.48	(0.05)	(0.52)	0.58
Net (decrease) increase in net assets as a result of public offering	(0.85)	(2.11)		0.26	
Net increase in net assets as a result of shares issued for Patriot acquisition	0.12				
Dividends declared and paid	(1.70)	(1.15)	(1.59)	(1.54)	(1.12)
Net asset value at end of period	\$ 10.30	\$ 12.40	\$ 14.55	\$ 15.04	\$ 15.31
Per share market value at end of period	\$ 9.65	\$ 9.20	\$ 13.18	\$ 17.47	\$ 16.99
Total return based on market value(2)	17.66%	(18.60)%	(15.90)%	12.65%	44.90%
Total return based on net asset value(2)	6.82%	(0.61)%	7.84%	7.62%	12.76%
Shares outstanding at end of period	69,086,862	42,943,084	29,520,379	19,949,065	7,069,873
Average weighted shares outstanding for	59,429,222	31,559,905	23,626,642	15,724,095	7,056,846

period

**Ratio / Supplemental  
Data:**

Net assets at end of period (in thousands)	\$ 711,424	\$ 532,596	\$ 429,623	\$ 300,048	\$ 108,270
Annualized ratio of operating expenses to average net assets	7.54%	9.03%	9.62%	7.36%	8.19%
Annualized ratio of net investment income to average net assets	10.69%	13.14%	12.66%	9.71%	7.90%

- (1) Financial highlights are based on weighted average shares.
- (2) Total return based on market value is based on the change in market price per share between the opening and ending market prices per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan. Total return based on net asset value is based upon the change in net asset value per share between the opening and ending net asset values per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan.

**Note 10. Litigation**

From time to time, we may become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to intellectual property, employment, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of significant financial and managerial resources.

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(In thousands, except share and per share data) (Continued)**

On December 6, 2004, Dallas Gas Partners, L.P. ( DGP ) served us with a complaint filed November 30, 2004 in the U.S. District for the Southern District of Texas, Galveston Division. DGP alleges that DGP was defrauded and that we breached our fiduciary duty to DGP and tortiously interfered with DGP's contract to purchase Gas Solutions, Ltd. (a subsidiary of our portfolio company, GSHI) in connection with our alleged agreement in September 2004 to loan DGP funds with which DGP intended to buy Gas Solutions, Ltd. for approximately \$26,000. The complaint sought relief not limited to \$100,000. On November 30, 2005, U.S. Magistrate Judge John R. Froeschner of the U.S. District Court for the Southern District of Texas, Galveston Division, issued a recommendation that the court grant our Motion for Summary Judgment dismissing all claims by DGP. On February 21, 2006, U.S. District Judge Samuel Kent of the U.S. District Court for the Southern District of Texas, Galveston Division issued an order granting our Motion for Summary Judgment dismissing all claims by DGP, against us. On May 16, 2007, the Court also granted us summary judgment on DGP's liability to us on our counterclaim for DGP's breach of a release and covenant not to sue. On January 4, 2008, the Court, Judge Melinda Harmon presiding, granted our motion to dismiss all DGP's claims asserted against certain of our officers and affiliates. On August 20, 2008, Judge Harmon entered a Final Judgment dismissing all of DGP's claims. DGP appealed to the U.S. Court of Appeals for the Fifth Circuit, which affirmed the Final Judgment on June 24, 2009. DGP then moved for rehearing on July 8, 2009, which the Fifth Circuit denied on August 6, 2009. Our damage claims against DGP remain pending.

In May 2006, based in part on unfavorable due diligence and the absence of investment committee approval, we declined to extend a loan for \$10,000 to a potential borrower ( plaintiff ). Plaintiff was subsequently sued by its own attorney in a local Texas court for plaintiff's failure to pay fees owed to its attorney. In December 2006, plaintiff filed a cross-action against us and certain affiliates (the defendants ) in the same local Texas court, alleging, among other things, tortious interference with contract and fraud. We petitioned the United States District Court for the Southern District of New York (the District Court ) to compel arbitration and to enjoin the Texas action. In February 2007, our motions were granted. Plaintiff appealed that decision. On July 24, 2008, the Second Circuit Court of Appeals affirmed the judgment of the District Court. The arbitration commenced in July 2007 and concluded in late November 2007. Post-hearing briefings were completed in February 2008. On April 14, 2008, the arbitrator rendered an award in our favor, rejecting all of plaintiff's claims. On April 18, 2008, we filed a petition before the District Court to confirm the award. On October 8, 2008, the District Court granted the Company's petition to confirm the award, confirmed the awards and subsequently entered judgment thereon in favor of the Company in the amount of \$2,288. After filing a defective notice of appeal to the United States Court of Appeals for the Second Circuit on November 5, 2008, plaintiff's counsel resubmitted a new notice of appeal on January 9, 2009. The plaintiff subsequently requested that the Company agree to stipulate to the withdrawal of plaintiff's appeal to the Second Circuit. Such a stipulation was filed with the Second Circuit on or about April 14, 2009. Based on this stipulation, the Second Circuit issued a mandate terminating the appeal, which was transmitted to the District Court on April 23, 2009. Post-judgment discovery against plaintiff is continuing and we have filed a motion for sanctions against plaintiff's counsel. Argument for the motion for sanctions was held on November 19, 2009 and a decision from the court is pending. On March 9, 2010, Judge Leonard Sands granted our motion for sanctions against plaintiff's counsel. On July 14, 2010, Arnold & Itkin filed a notice of appeal appealing the judgment and the Court's March 9, 2010 Memorandum and Order.

**Note 11. Revolving Credit Agreements**

On June 6, 2007, we closed on a \$200,000 three-year revolving credit facility (as amended on December 31, 2007) with Rabobank Nederland ( Rabobank ) as administrative agent and sole lead arranger (the Rabobank Facility ). Until November 14, 2008, interest on the Rabobank Facility was charged at LIBOR plus 175 basis points; thereafter,

under the terms of a commitment letter with Rabobank to arrange and structure a new rated credit facility, we agreed to an immediate increase in the current borrowing rate on the Rabobank Facility to LIBOR plus 250 basis

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

points. Additionally, Rabobank charged a fee on the unused portion of the facility. This fee is assessed at the rate of 37.5 basis points per annum of the amount of that unused portion.

On June 25, 2009, we completed a first closing on an expanded \$250,000 revolving credit facility (the Syndicated Facility ). The new Syndicated Facility, which had \$175,000 total commitments as of June 30, 2009, includes an accordion feature which allows the Syndicated Facility to accept up to an aggregate total of \$250,000 of commitments for which we continue to solicit additional commitments from other lenders for the additional \$75,000. The revolving period extends through June 24, 2010, with an additional one year amortization period thereafter whereby all principal, interest and fee payments received in conjunction with collateral pledged to the Syndicated Facility, less a monthly servicing fee payable to us, are required to be used to repay outstanding borrowings under the Syndicated Facility. Any remaining outstanding borrowings would be due and payable on the commitment termination date, which is currently June 24, 2011.

On June 11, 2010, we closed an extension and expansion of our revolving credit facility with a syndicate of lenders. The lenders have commitments of \$210 million under the new credit facility as of June 11, 2010. The new credit facility includes an accordion feature which allows the facility to be increased to up to \$300 million of commitments in the aggregate to the extent additional or existing lenders commit to increase the commitments. We will seek to add additional lenders in order to reach the maximum size; although no assurance can be given we will be able to do so. As we make additional investments which are eligible to be pledged under the credit facility, we will generate additional availability to the extent such investments are eligible to be placed into the borrowing base. The revolving period of the credit facility extends through June 2012, with an additional one year amortization period (with distributions allowed) after the completion of the revolving period. During such one year amortization period, all principal payments on the pledged assets will be applied to reduce the balance. At the end of the one year amortization period, the remaining balance will become due if required by the lenders.

The Syndicated Facility contains restrictions pertaining to the geographic and industry concentrations of funded loans, maximum size of funded loans, interest rate payment frequency of funded loans, maturity dates of funded loans and minimum equity requirements. The Syndicated Facility also contains certain requirements relating to portfolio performance, including required minimum portfolio yield and limitations on delinquencies and charge-offs, violation of which could result in the early termination of the Syndicated Facility. The Syndicated Facility also requires the maintenance of a minimum liquidity requirement. At June 30, 2010, we were in compliance with the applicable covenants.

Interest on borrowings under the credit facility is one-month LIBOR plus 325 basis points, subject to a minimum Libor floor of 100 basis points. Additionally, the lenders charge a fee on the unused portion of the credit facility equal to either 75 basis points if at least half of the credit facility is used or 100 basis points otherwise. As of June 30, 2010 and 2009, we had \$180,678 and \$125,746 available to us for borrowing under our credit facility, of which \$100,300 and \$124,800 was outstanding, respectively. As we make additional investments which are eligible to be pledged under the credit facility, we will generate additional availability to the extent such investments are eligible to be placed into the borrowing base. At June 30, 2010, the investments used as collateral for the Syndicated Facility had an aggregate market value of \$512,244, which represents 72.0% of net assets.

In connection with the origination and amendment of the Syndicated Facility, we incurred approximately \$7,580 of fees, including \$3,224 of fees carried over from the previous facility, which are being amortized over the term of the

facility, and wrote off \$759 of the unamortized debt issue costs associated with the original credit facility, in accordance with ASC 470-50, *Debt Modifications and Extinguishments*.

**Note 12. Merger Proposal to Allied Capital Corporation**

In January 2010, we delivered a proposal letter to Allied Capital Corporation ( Allied ) noting our opposition to Allied s proposed merger with Ares Capital Corporation ( Ares ) and containing an offer to acquire each

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**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(In thousands, except share and per share data) (Continued)**

outstanding Allied share in exchange for 0.385 of a share of our common stock. Allied expressed that our offer did not constitute a Superior Proposal as defined in their Merger Agreement with Ares and declined our January 2010 offer. In February 2010, we increased our offer to 0.4416 of a share of our common stock. This final offer was also declined by Allied. On March 5, 2010, following Allied's announcement of a special dividend to shareholders, we terminated our solicitation in opposition of the proposed merger with Ares. We incurred \$852 of administrative and legal expense for advice relating to this potential acquisition for the year ended June 30, 2010.

**Note 13. Selected Quarterly Financial Data (Unaudited)**

Quarter Ended	Investment Income		Net Investment Income		Net Realized and Unrealized Gains (Losses)		Net Increase (Decrease) in Net Assets from Operations	
	Total	Per Share(1)	Total	Per Share(1)	Total	Per Share(1)	Total	Per Share(1)
September 30, 2007	15,391	0.77	7,865	0.39	685	0.04	8,550	0.43
December 31, 2007	18,563	0.80	10,660	0.46	(14,346)	(0.62)	(3,686)	(0.16)
March 31, 2008	22,000	0.92	12,919	0.54	(14,178)	(0.59)	(1,259)	(0.05)
June 30, 2008	23,448	0.85	13,669	0.50	10,317	0.38	23,986	0.88
September 30, 2008(2)	35,799	1.21	23,502	0.80	(9,504)	(0.33)	13,998	0.47
December 31, 2008	22,213	0.75	11,960	0.40	(5,436)	(0.18)	6,524	0.22
March 31, 2009	20,669	0.69	11,720	0.39	3,611	0.12	15,331	0.51
June 30, 2009	21,800	0.59	11,981	0.32	(12,730)	(0.34)	(749)	(0.02)
September 30, 2009	21,517	0.43	12,318	0.25	(18,696)	(0.38)	(6,378)	(0.13)
December 31, 2009(3)	31,801	0.55	19,258	0.33	(33,778)	(0.59)	(14,520)	(0.25)
March 31, 2010	32,005	0.50	18,974	0.30	6,966	0.11	25,940	0.41
June 30, 2010	29,236	0.44	16,640	0.25	(2,057)	(0.03)	14,583	0.22

(1) Per share amounts are calculated using weighted average shares during period.

(2) Additional income for this quarter was driven by other investment income from the settlement of net profits interests on IEC Systems LP and Advanced Rig Services LLC for \$12,576. See Note 5.

(3) As adjusted for increase in earnings from Patriot. See Note 2.

**Note 14. Subsequent Events**

On July 14, 2010, we closed a \$37,400 first lien senior secured credit facility to support the acquisition by H.I.G. Capital of a leading consumer credit enhancement services company.

On July 23, 2010, we made a secured debt investment of \$21,000 in SonicWALL, Inc., a global leader in network security and data protection for small, mid-sized, and large enterprise organizations.

On July 30, 2010, we issued 83,875 shares of our common stock in connection with the dividend reinvestment plan.

On July 30, 2010, we invested \$52,420 of combined debt and equity in AIRMALL USA Inc., a leading developer and manager of airport retail operations.

On July 30, 2010, we recapitalized our debt investment in Northwestern Management Services, LLC, a leading dental practice management company in the Southeast Florida market, providing \$10,774 of additional funding to fund the acquisition of six dental practices.



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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands, except share and per share data) (Continued)**

During the period from July 1, 2010 to July 21, 2010, we issued 2,748,600 shares of our common stock at an average price of \$9.75 per share, and raised \$26,799 of gross proceeds, under our at-the-market program. Net proceeds were \$26,262 after 2% commission to the broker-dealer on shares sold.

During the period from July 22, 2010 to August 24, 2010, we issued 3,814,528 shares of our common stock at an average price of \$9.71 per share, and raised \$37,052 of gross proceeds, under our at-the-market program. Net proceeds were \$36,335 after 2% commission to the broker-dealer on shares sold.

On August 26, 2010, we declared monthly dividends in the following amounts and with the following dates:

\$0.100625 per share for September 2010 to holders of record on September 30, 2010 with a payment date of October 29, 2010;

\$0.100750 per share for October 2010 to holders of record on October 29, 2010 with a payment date of November 30, 2010.

On August 26, 2010, Regional Management Corporation repaid the \$25,814 loan receivable to us.

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**\$500,000,000**

**PROSPECT CAPITAL CORPORATION**

**Common Stock  
Preferred Stock  
Debt Securities  
Warrants**

We may offer, from time to time, in one or more offerings or series, together or separately, up to \$500,000,000 of our common stock, preferred stock, debt securities or rights to purchase shares of common stock, preferred stock or debt securities, collectively, the Securities, to provide us with additional capital. Securities may be offered at prices and on terms to be disclosed in one or more supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest in our Securities.

We may offer shares of common stock at a discount to net asset value per share in certain circumstances. Sales of common stock at prices below net asset value per share dilute the interests of existing stockholders, have the effect of reducing our net asset value per share and may reduce our market price per share.

Our Securities may be offered directly to one or more purchasers, or through agents designated from time to time by us, or to or through underwriters or dealers. The prospectus supplement relating to the offering will identify any agents or underwriters involved in the sale of our Securities, and will disclose any applicable purchase price, fee, commission or discount arrangement between us and our agents or underwriters or among our underwriters or the basis upon which such amount may be calculated. See Plan of Distribution. We may not sell any of our Securities through agents, underwriters or dealers without delivery of the prospectus and a prospectus supplement describing the method and terms of the offering of such Securities. Our common stock is traded on The NASDAQ Global Select Market under the symbol PSEC. As of February 25 2010, the last reported sales price for our common stock was \$11.66.

Prospect Capital Corporation, or the Company, is a company that lends to and invests in middle market privately-held companies. Prospect Capital Corporation, a Maryland corporation, has been organized as a closed-end investment company since April 13, 2004 and has filed an election to be treated as a business development company under the Investment Company Act of 1940, as amended, or the 1940 Act, and is a non-diversified investment company within the meaning of the 1940 Act.

Prospect Capital Management LLC, our investment adviser, manages our investments and Prospect Administration LLC, our administrator, provides the administrative services necessary for us to operate.

**Investing in our Securities involves a heightened risk of total loss of investment and is subject to risks. Before buying any Securities, you should read the discussion of the material risks of investing in our Securities in Risk Factors beginning on page 9 of this prospectus.**

This prospectus contains important information about us that you should know before investing in our Securities. Please read it before making an investment decision and keep it for future reference. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission, or the SEC. You may make inquiries or obtain this information free of charge by writing to Prospect Capital Corporation at 10 East 40th Street, 44th Floor, New York, NY 10016, or by calling 212-448-0702. Our Internet address is <http://www.prospectstreet.com>. You may also obtain information about us from our website and the SEC's website

(<http://www.sec.gov>).

**The SEC has not approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

This prospectus may not be used to consummate sales of securities unless accompanied by a prospectus supplement.

The date of this Prospectus is March 4, 2010

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we have filed with the SEC, using the shelf registration process. Under the shelf registration process, we may offer, from time to time on a delayed basis, up to \$500,000,000 of our common stock, preferred stock, debt securities or warrants representing rights to purchase shares of our common stock, preferred stock or debt securities on the terms to be determined at the time of the offering. The Securities may be offered at prices and on terms described in one or more supplements to this prospectus. This prospectus provides you with a general description of the Securities that we may offer. Each time we use this prospectus to offer Securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. Please carefully read this prospectus and any prospectus supplement together with any exhibits and the additional information described under the heading Available Information and the section under the heading Risk Factors before you make an investment decision.

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**PROSPECTUS SUMMARY**

*The following summary contains basic information about this offering. It does not contain all the information that may be important to an investor. For a more complete understanding of this offering, we encourage you to read this entire document and the documents to which we have referred.*

*Information contained or incorporated by reference in this prospectus may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are statements about the future that may be identified by the use of forward-looking terminology such as may, will, expect, intend, plans, anticipate, estimate or continue or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements do not meet the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act of 1933, as amended, or the Securities Act. The matters described in Risk Factors and certain other factors noted throughout this prospectus and in any exhibits to the registration statement of which this prospectus is a part, 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. The Company reminds all investors that no forward-looking statement can be relied upon as an accurate or even mostly accurate forecast because humans cannot forecast the future.*

*The terms we, us, our, and Company refer to Prospect Capital Corporation; Prospect Capital Management or the Investment Adviser refers to Prospect Capital Management LLC, our investment adviser; Prospect Administration or the Administrator refers to Prospect Administration LLC, our administrator; and Prospect refers to Prospect Capital Management LLC, its affiliates and its predecessor companies.*

**The Company**

We are a financial services company that lends to and invests in middle market privately-held companies.

We were originally organized under the name Prospect Street Energy Corporation and we changed our name to Prospect Energy Corporation in June 2004. We changed our name again to Prospect Capital Corporation in May 2007 and at the same time terminated our policy of investing at least 80% of our net assets in energy companies. While we expect to be less focused on the energy industry in the future, we will continue to have significant holdings in the energy and energy related industries. On December 2, 2009, we completed our previously announced acquisition of Patriot Capital Funding, Inc., or Patriot, under the Agreement and Plan of Merger, dated as of August 3, 2009, by and among, us and Patriot. Pursuant to the terms of the merger agreement, we acquired Patriot for approximately \$200 million comprised of our common stock and cash to repay all of Patriot's outstanding debt, which amounted to \$107.3 million. In the merger, each outstanding share of Patriot common stock was converted into the right to receive 0.363992 shares of common stock of Prospect, representing 8,444,068 shares of the Company's common stock, and the payment of cash in lieu of fractional shares of Prospect common stock of less than \$200 resulting from the application of the foregoing exchange ratio.

We have been organized as a closed-end investment company since April 13, 2004 and have filed an election to be treated as a business development company under the 1940 Act. We are a non-diversified company within the meaning of the 1940 Act. Our headquarters are located at 10 East 40th Street, 44th Floor, New York, NY 10016, and our telephone number is (212) 448-0702.

**The Investment Adviser**

Prospect Capital Management, an affiliate of the Company, manages our investment activities. Prospect Capital Management is an investment adviser that has been registered under the Investment Advisers Act of 1940, or the Advisers Act, since March 31, 2004. Under an investment advisory and management agreement between us and Prospect Capital Management, or the Investment Advisory Agreement, we have agreed to pay Prospect Capital Management investment advisory fees, which will consist of an annual base management fee based on our gross assets, which we define as total assets without deduction for any liabilities, as well as a two-part incentive fee based on our performance.

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**The Offering**

We may offer, from time to time, in one or more offerings or series, together or separately, up to \$500,000,000 of our Securities, which we expect to use initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, investment in high quality short-term debt instruments or a combination thereof, and thereafter to make long-term investments in accordance with our investment objectives.

Our Securities may be offered directly to one or more purchasers, through agents designated from time to time by us, or to or through underwriters or dealers. The prospectus supplement relating to a particular offering will disclose the terms of that offering, including the name or names of any agents or underwriters involved in the sale of our Securities by us, the purchase price, and any fee, commission or discount arrangement between us and our agents or underwriters or among our underwriters, or the basis upon which such amount may be calculated. See Plan of Distribution. We may not sell any of our Securities through agents, underwriters or dealers without delivery of a prospectus supplement describing the method and terms of the offering of our Securities.

We may sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the current net asset value of our common stock upon approval of our directors, including a majority of our independent directors, in certain circumstances. See Sales of Common Stock Below Net Asset Value in this prospectus and in the prospectus supplement, if applicable. Sales of common stock at prices below net asset value per share dilute the interests of existing stockholders, have the effect of reducing our net asset value per share and may reduce our market price per share.

Set forth below is additional information regarding the offering of our Securities:

**Use of proceeds**

Unless otherwise specified in a prospectus supplement, we intend to use the net proceeds from selling Securities pursuant to this prospectus initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, investments in high quality short-term debt instruments or a combination thereof, and thereafter to make long-term investments in accordance with our investment objective. See Use of Proceeds.

**Distributions**

We have paid quarterly distributions to the holders of our common stock and generally intend to continue to do so. The amount of the quarterly distributions is determined by our Board of Directors and is based on our estimate of our investment company taxable income and net short-term capital gains. Certain amounts of the quarterly distributions may from time to time be paid out of our capital rather than from earnings for the quarter as a result of our deliberate planning or accounting reclassifications. Distributions in excess of our current or accumulated earnings or profits constitute a return of capital and will reduce the stockholder's adjusted tax basis in such stockholder's common stock. After the adjusted basis is reduced to zero, these distributions will constitute capital gains to such stockholders. Certain additional amounts may be deemed as distributed to stockholders for income tax purposes. Other types of Securities will likely pay distributions in accordance with their terms. See Price Range of Common Stock, Distributions and Material U.S. Federal Income Tax Considerations.



**Taxation**

We have qualified and elected to be treated for U.S. Federal income tax purposes as a regulated investment company, or a RIC, under Subchapter M of the Internal Revenue Code of 1986, or the Code. As a RIC, we generally do not have to pay corporate-level U.S. Federal income taxes on any ordinary income or capital gains that we distribute to our stockholders as dividends. To maintain our qualification

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as a RIC and obtain RIC tax treatment, we must maintain specified source-of-income and asset diversification requirements and distribute annually at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. See Distributions and Material U.S. Federal Income Tax Considerations.

**Dividend reinvestment plan**

We have a dividend reinvestment plan for our stockholders. This is an opt out dividend reinvestment plan. As a result, when we declare a dividend, the dividends are automatically reinvested in additional shares of our common stock, unless a stockholder specifically opts out of the dividend reinvestment plan so as to receive cash dividends. Stockholders who receive distributions in the form of stock are subject to the same U.S. Federal, state and local tax consequences as stockholders who elect to receive their distributions in cash. See Dividend Reinvestment Plan.

**The NASDAQ Global Select Market Symbol**

PSEC

**Anti-takeover provisions**

Our charter and bylaws, as well as certain statutory and regulatory requirements, contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock. See Description Of Our Capital Stock.

**Management arrangements**

Prospect Capital Management serves as our investment adviser. Prospect Administration serves as our administrator. For a description of Prospect Capital Management, Prospect Administration and our contractual arrangements with these companies, see Management Management Services Investment Advisory Agreement, and Management Management Services Administration Agreement.

**Risk factors**

Investment in our Securities involves certain risks relating to our structure and investment objective that should be considered by prospective purchasers of our Securities. In addition, investment in our Securities involves certain risks relating to investing in the energy sector, including but not limited to risks associated with commodity pricing, regulation, production, demand, depletion and expiration, weather, and valuation. We have a limited operating history upon which you can evaluate our business. In addition, as a business development company, our portfolio primarily includes securities issued by privately-held companies. These investments generally involve a high degree of business and financial risk, and are less liquid than public securities. We are required to mark the carrying value of our investments to fair value on a quarterly basis, and economic events, market conditions and events affecting individual portfolio companies can result in quarter-to-quarter mark-downs and mark-ups of the value of individual investments that collectively can materially affect our net asset value, or NAV. Also, our determinations of

fair value of privately-held securities may differ materially from the values that would exist if there was a ready market for these investments. A large number of entities compete for the same kind of

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investment opportunities as we do. Moreover, our business requires a substantial amount of capital to operate and to grow and we seek additional capital from external sources. In addition, the failure to qualify as a RIC eligible for pass-through tax treatment under the Code on income distributed to stockholders could have a materially adverse effect on the total return, if any, obtainable from an investment in our Securities. See **Risk Factors** and the other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our Securities.

**Plan of distribution**

We may offer, from time to time, up to \$500,000,000 of our common stock, preferred stock, debt securities or rights to purchase shares of our common stock, preferred stock or debt securities on the terms to be determined at the time of the offering. Securities may be offered at prices and on terms described in one or more supplements to this prospectus directly to one or more purchasers, through agents designated from time to time by us, or to or through underwriters or dealers. The supplement to this prospectus relating to the offering will identify any agents or underwriters involved in the sale of our Securities, and will set forth any applicable purchase price, fee and commission or discount arrangement or the basis upon which such amount may be calculated. We may not sell Securities pursuant to this prospectus without delivering a prospectus supplement describing the method and terms of the offering of such Securities. For more information, see **Plan of Distribution**.

**Fees and Expenses**

The following tables are intended to assist you in understanding the costs and expenses that an investor in this offering will bear directly or indirectly. We caution you that some of the percentages indicated in the table below are estimates and may vary. In these tables, we assume that we have borrowed \$195 million under our credit facility, which is the maximum amount available under the credit facility. Except where the context suggests otherwise, whenever this prospectus contains a reference to fees or expenses paid by you or us or that we will pay fees or expenses, the Company will pay such fees and expenses out of our net assets and, consequently, you will indirectly bear such fees or expenses as an investor in the Company. However, you will not be required to deliver any money or otherwise bear personal liability or responsibility for such fees or expenses.

**Stockholder transaction expenses:**

Sales load (as a percentage of offering price)(1)	5.00%
Offering expenses borne by us (as a percentage of offering price)(2)	0.50%
Dividend reinvestment plan expenses(3)	None
Total stockholder transaction expenses (as a percentage of offering price)(4)	5.50%
<b>Annual expenses (as a percentage of net assets attributable to common stock)(4):</b>	
Management Fees(5)	2.74%
Incentive fees payable under Investment Advisory Agreement (20% of realized capital gains and 20% of pre-incentive fee net investment income)(6)	2.29%
Interest payments on borrowed funds	1.84%
Acquired Fund Fees and Expenses	0.02%(7)
Other expenses	1.99%(8)

Total annual expenses

8.89%(6)(8)

**Table of Contents****Example**

The following table demonstrates the projected dollar amount of cumulative expenses we would pay out of net assets and that you would indirectly bear over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed we would have borrowed all \$195 million available under our line of credit, that our annual operating expenses would remain at the levels set forth in the table above and that we would pay the costs shown in the table above.

	<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	\$ 117.33	\$ 239.02	\$ 356.86	\$ 635.38

While the example assumes, as required by the SEC, a 5% annual return, our performance will vary and may result in a return greater or less than 5%. The income incentive fee under our Investment Advisory Agreement with Prospect Capital Management would be zero at the 5% annual return assumption, as required by the SEC for this table, since no incentive fee is paid until the annual return exceeds 7%. This illustration assumes that we will not realize any capital gains computed net of all realized capital losses and unrealized capital depreciation in any of the indicated time periods. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive fee of a material amount, our expenses, and returns to our investors after such expenses, would be higher. In addition, while the example assumes reinvestment of all dividends and distributions at NAV, participants in our dividend reinvestment plan will receive a number of shares of our common stock, determined by dividing the total dollar amount of the dividend payable to a participant by the market price per share of our common stock at the close of trading on the valuation date for the dividend. See [Dividend Reinvestment Plan](#) for additional information regarding our dividend reinvestment plan.

**This example and the expenses in the table above should not be considered a representation of our future expenses. Actual expenses (including the cost of debt, if any, and other expenses) may be greater or less than those shown.**

- (1) In the event that the Securities to which this prospectus relates are sold to or through underwriters, a corresponding prospectus supplement will disclose the estimated applicable sales load.
- (2) The related prospectus supplement will disclose the estimated amount of offering expenses, the offering price and the estimated offering expenses borne by us as a percentage of the offering price.
- (3) The expenses of the dividend reinvestment plan are included in other expenses.
- (4) The related prospectus supplement will disclose the offering price and the total stockholder transaction expenses as a percentage of the offering price.
- (5) Our base management fee is 2% of our gross assets (which include any amount borrowed, i.e., total assets without deduction for any liabilities). Although no plans are in place to borrow the full amount under our line of credit, assuming that we borrowed \$195 million, the 2% management fee of gross assets equals approximately 2.74% of net assets. See [Management Services](#) [Investment Advisory Agreement](#) and footnote 6 below.

- (6) The incentive fee payable to our Investment Adviser under the Investment Advisory Agreement is based on our performance and will not be paid unless we achieve certain goals. Under the assumption of a 5% return required in the example, no incentive fee would be payable. For a more detailed discussion of the calculation of the two-part incentive fee, see Management Services Investment Advisory Agreement.
- (7) The Company's stockholders indirectly bear the expenses of underlying investment companies in which the Company invests. This amount includes the fees and expenses of investment companies in which the Company is invested in as of December 31, 2009. When applicable, fees and expenses are based on historic fees and expenses for the investment companies and for those investment companies with little or no operating history, fees and expenses are based on expected fees and expenses stated in the investment companies' prospectus or other similar communication without giving effect to any performance. Future fees and expenses for certain investment companies may be substantially higher or lower because certain fees and expenses are based on the performance of the investment companies, which may fluctuate over time. The amount of the Company's

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average net assets used in calculating this percentage was based on average monthly net assets of approximately \$637 million for the six months ended December 31, 2009.

- (8) Other expenses are based on estimated amounts for the current fiscal year. The amount shown above represents annualized expenses during our six months ended December 31, 2009 representing all of our estimated recurring operating expenses (except fees and expenses reported in other items of this table) that are deducted from our operating income and reflected as expenses in our Statement of Operations. The estimate of our overhead expenses, including payments under an administration agreement with Prospect Administration, or the Administration Agreement, based on our projected allocable portion of overhead and other expenses incurred by Prospect Administration in performing its obligations under the Administration Agreement. Other expenses does not include non-recurring expenses. See Management Management Services Administration Agreement.



**Table of Contents****SELECTED CONDENSED FINANCIAL DATA**

You should read the condensed financial information below with the Financial Statements and Notes thereto included in this prospectus. Financial information below for the twelve months ended June 30, 2009, 2008, 2007, 2006 and 2005 has been derived from the financial statements that were audited by our independent registered public accounting firm. The selected consolidated financial data at and for the six months ended December 31, 2009 and 2008 have been derived from unaudited financial data, but in the opinion of our management, reflects all adjustments (consisting only of normal recurring adjustments) that are necessary to present fairly the results for such interim periods. Interim results at and for the six months ended December 31, 2009 are not necessarily indicative of the results that may be expected for the year ending June 30, 2010. Certain reclassifications have been made to the prior period financial information to conform to the current period presentation. See Management's Discussion and Analysis of Financial Condition and Results of Operations starting on page 27 for more information.

<b>For the Six Months Ended December 31</b>		<b>For the Year/Period Ended June 30,</b>				
<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>

**(In thousands except data relating to shares, per share and number of portfolio companies)**

**Performance Data:**

Interest income	\$ 33,374	\$ 34,797	\$
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