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

# FORM 10-K

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

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017**

**OR**

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

**FOR THE TRANSITION PERIOD FROM TO ______**

**COMMISSION FILE NUMBER: 814-00754**

# SOLAR CAPITAL LTD.

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

| **Maryland**<br>(State of Incorporation) | **26-1381340**<br>(I.R.S. Employer Identification Number) |
|---|---|
| **500 Park Avenue**<br>**New York, N.Y.**<br>(Address of principal executive offices) | **10022**<br>(Zip Code) |

**Registrant's telephone number, including area code: (212) 993-1670**

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|---|---|
| **Common Stock, par value $0.01 per share;** | **The NASDAQ Global Select Market;** |

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

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

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

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

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

| | | | |
|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller Reporting Company | ☐ |
| Emerging growth company | ☐ | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

The aggregate market value of common stock held by non-affiliates of the Registrant on June 30, 2017 based on the closing price on that date of $21.87 on the NASDAQ Global Select Market was approximately $869.5 million. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been treated as affiliates. There were 42,260,826 shares of the Registrant's common stock outstanding as of February 21, 2018.

Portions of the registrant's Proxy Statement for its 2018 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference into Part III of this Form 10-K.

SOLAR CAPITAL LTD.

FORM 10-K
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017

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# PART I

## Item 1. Business

Solar Capital Ltd. ("Solar", "Solar Capital", the "Company", "we" or "our"), a Maryland corporation formed in November 2007, is a closed-end, externally managed, non-diversified management investment company that has elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). Furthermore, as the Company is an investment company, it continues to apply the guidance in FASB Accounting Standards Codification ("ASC") Topic 946. In addition, for tax purposes, we have elected to be treated, and intend to qualify annually, as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code").

In February 2010, we completed our initial public offering and a concurrent private offering of shares to our senior management team.

We invest primarily in privately held U.S. middle-market companies, where we believe the supply of primary capital is limited and the investment opportunities are most attractive. Our investment objective is to generate both current income and capital appreciation through debt and equity investments. We invest primarily in leveraged middle-market companies in the form of senior secured loans, stretch-senior loans, unitranche loans, mezzanine loans and equity securities. We define "middle market" to refer to companies with annual revenues typically between $50 million and $1 billion. From time to time, we may also invest in public companies that are thinly traded. Our business is focused primarily on the direct origination of investments through portfolio companies or their financial sponsors. Our investments generally range between $5 million and $100 million each, although we expect that this investment size will vary proportionately with the size of our capital base and/or with strategic initiatives. In addition, we may invest a portion of our portfolio in other types of investments, which we refer to as opportunistic investments, which are not our primary focus but are intended to enhance our overall returns. These investments may include, but are not limited to, direct investments in public companies that are not thinly traded and securities of leveraged companies located in select countries outside of the United States. The securities that we invest in are typically rated below investment grade. Securities rated below investment grade are often referred to as "leveraged loans," "high yield" or "junk" securities, and may be considered "high risk" compared to debt instruments that are rated investment grade. In addition, some of our debt investments will not fully amortize during their lifetime, which could result in a loss or a substantial amount of unpaid principal and interest due upon maturity. Our investment activities are managed by Solar Capital Partners, LLC ("Solar Capital Partners" or the "Investment Adviser") and supervised by our board of directors, a majority of whom are non-interested, as such term is defined in the 1940 Act. Solar Capital Management, LLC ("Solar Capital Management") provides the administrative services necessary for us to operate.

As of December 31, 2017, our investment portfolio totaled $1.5 billion and our net asset value was $921.6 million. Our portfolio was comprised of debt and equity investments in 93 portfolio companies.

During the fiscal year ended December 31, 2017, we invested approximately $472 million in 60 portfolio companies. Investments sold or prepaid during the fiscal year ended December 31, 2017 totaled approximately $333 million.

## Solar Capital Partners

Solar Capital Partners, our investment adviser, is controlled and led by Michael S. Gross, our Chairman and Chief Executive Officer, and Bruce Spohler, our Chief Operating Officer. They are supported by a team of dedicated investment professionals. Solar Capital Partners' investment team has extensive experience in leveraged lending and private equity, as well as significant contacts with financial sponsors.

In addition, Solar Capital Partners serves as investment adviser to Solar Senior Capital Ltd. (or "Solar Senior"), a publicly traded BDC that invests in the senior debt securities of leveraged middle-market companies

similar to those we target for investment. Through December 31, 2017, the investment team led by Messrs. Gross and Spohler has invested approximately $7 billion in more than 320 different portfolio companies involving an aggregate of more than 185 different financial sponsors. Since Solar Capital's inception, these investment professionals have used their relationships in the middle-market financial sponsor and financial intermediary community to generate deal flow. As of February 21, 2018, Mr. Gross and Mr. Spohler beneficially owned, either directly or indirectly, approximately 5.7% and 5.2%, respectively, of our outstanding common stock.

**Solar Capital Management**

Pursuant to an administration agreement (the "Administration Agreement"), Solar Capital Management furnishes us with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Under the Administration Agreement, Solar Capital Management also performs, or oversees the performance of, our required administrative services, which include, among other things, being responsible for the financial records which we are required to maintain and preparing reports to our stockholders. In addition, Solar Capital Management assists us in determining and publishing our net asset value, oversees 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. Solar Capital Management also provides managerial assistance, if any, on our behalf to those portfolio companies that request such assistance.

**Investments**

Solar Capital seeks to create a diverse portfolio that includes senior secured loans, stretch-senior loans, unitranche loans, mezzanine loans and equity securities by investing approximately $5 million to $100 million of capital, on average, in the securities of leveraged companies, including middle-market companies. We expect that this investment size will vary with the size of our capital base and/or for strategic initiatives.

In addition to senior secured loans, stretch-senior loans, unitranche loans and mezzanine loans, we may invest a portion of our portfolio in opportunistic investments, which are not our primary focus, but are intended to enhance our returns to our investors. These investments may include direct investments in public companies that are not thinly traded and securities of leveraged companies located in select countries outside of the United States. The securities that we invest in are typically rated below investment grade. Securities rated below investment grade are often referred to as "leveraged loans," "high yield" or "junk" securities, and may be considered "high risk" compared to debt instruments that are rated investment grade. In addition, some of our debt investments will not fully amortize during their lifetime, which could result in a loss or a substantial amount of unpaid principal and interest due upon maturity. We may invest up to 30% of our total assets in such opportunistic investments, including loans issued by non-U.S. issuers, subject to compliance with our regulatory obligations as a BDC under the 1940 Act.

We have and will continue to borrow funds to make investments. As a result, we will be exposed to the risks of leverage, which may be considered a speculative investment technique. The use of leverage magnifies the potential for loss on amounts invested and therefore increases the risks associated with investing in our securities. In addition, the costs associated with our borrowings, including any increase in management fees payable to our investment adviser, Solar Capital Partners, will be borne by our common stockholders.

Additionally, we may in the future seek to securitize our loans to generate cash for funding new investments. To securitize loans, we may create a wholly-owned subsidiary and contribute a pool of loans to the subsidiary. This could include the sale of interests in the subsidiary on a non-recourse basis to purchasers who we would expect to be willing to accept a lower interest rate to invest in investment grade loan pools, and we would retain a portion of the equity in the securitized pool of loans.

Moreover, we may acquire investments in the secondary market and, in analyzing such investments, we will employ the same analytical process as we use for our primary investments.

We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transactions may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. It may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations.

Our principal focus is to provide senior secured loans, stretch-senior loans, unitranche loans and mezzanine loans to leveraged companies in a variety of industries. We generally seek to target companies that generate positive cash flows. We generally seek to invest in companies from the broad variety of industries in which our investment adviser has direct expertise.

The following is a representative list of the industries in which we may invest:

- Aerospace & Defense
- Air Freight & Logistics
- Airlines
- Automobiles
- Asset Management
- Building Products
- Chemicals
- Commercial Services & Supplies
- Communications Equipment
- Construction & Engineering
- Construction Materials
- Consumer Finance
- Containers & Packaging
- Distributors
- Diversified Consumer Services
- Diversified Financial Services
- Diversified Real Estate Activities
- Diversified Telecommunications Services
- Education Services
- Energy Equipment & Services
- Food Products
- Footwear
- Health Care Equipment & Supplies
- Health Care Facilities
- Health Care Providers & Services
- Health Care Technology
- Hotels, Restaurants & Leisure
- Industrial Conglomerates
- Insurance
- Internet Software & Services
- IT Services
- Leisure Equipment & Products
- Life Sciences Tools & Services
- Machinery
- Media
- Multiline Retail
- Multi-Sector Holdings
- Oil, Gas & Consumable Fuels
- Paper & Forest Products
- Personal Products
- Pharmaceuticals
- Professional Services
- Research & Consulting Services
- Road & Rail
- Software
- Specialty Retail
- Textiles, Apparel & Luxury Goods
- Thrifts & Mortgage Finance
- Trading Companies & Distributors
- Utilities
- Wireless Telecommunications Services

We may also invest in other industries if we are presented with attractive opportunities.

We may invest, to the extent permitted by law, in the securities and instruments of other investment companies, including private funds. We may also participate in negotiated co-investment transactions with certain affiliates, each of whose investment adviser is Solar Capital Partners, or an investment adviser

controlling, controlled by or under common control with Solar Capital Partners and is registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, and pursuant to the conditions of the new exemptive order obtained from the Securities and Exchange Commission ("SEC") on June 13, 2017, which supersedes the exemptive order we originally obtained on July 28, 2014.

At December 31, 2017, our portfolio consisted of 93 portfolio companies and was invested 42.4% in cash flow senior secured loans, 28.0% in asset-based senior secured loans / Crystal Financial, 15.0% in equipment senior secured financings / NEF, and 14.6% in life science senior secured loans, in each case, measured at fair value. We expect that our portfolio will continue to include primarily senior secured, stretch-senior, unitranche and mezzanine loans, leases as well as equity-related securities. In addition, we also expect to invest a portion of our portfolio in opportunistic investments, which are not our primary focus, but are intended to enhance our risk-adjusted returns to stockholders. These investments may include, but are not limited to, securities of public companies and debt and equity securities of companies located outside of the United States.

While our primary investment objective is to maximize current income and capital appreciation through investments in U.S. senior and subordinated loans, other debt securities and equity, we may also invest a portion of the portfolio in opportunistic investments, including foreign securities.

Listed below are our top ten portfolio companies and industries based on their fair value and represented as a percentage of total assets as of December 31, 2017 and December 31, 2016:

**TOP TEN PORTFOLIO COMPANIES AND INDUSTRIES AS OF DECEMBER 31, 2017**

| Portfolio Company | % of Total Assets |
|---|---|
| Crystal Financial LLC | 18.5% |
| NEF Holdings, LLC | 8.9% |
| Senior Secured Unitranche Loan Program LLC | 5.4% |
| On Location Events, LLC & PrimeSport Holdings Inc. | 3.6% |
| KORE Wireless Group, Inc. | 3.3% |
| Senior Secured Unitranche Loan Program II LLC | 3.2% |
| DISA Holdings Acquisition Subsidiary Corp. | 3.1% |
| Varilease Finance, Inc. | 2.9% |
| PhyMed Management LLC | 1.9% |
| Aegis Toxicology Sciences Corporation | 1.8% |

| Industry | % of Total Assets |
|---|---|
| Diversified Financial Services | 18.5% |
| Multi-Sector Holdings | 11.8% |
| Asset Management | 9.4% |
| Health Care Providers & Services | 7.1% |
| Health Care Equipment & Supplies | 5.5% |
| Pharmaceuticals | 4.9% |
| Media | 4.5% |
| Wireless Telecommunication Services | 3.3% |
| Professional Services | 3.1% |
| Communications Equipment | 2.9% |

**TOP TEN PORTFOLIO COMPANIES AND INDUSTRIES AS OF DECEMBER 31, 2016**

| Portfolio Company | % of Total Assets |
|---|---|
| Crystal Financial LLC | 18.5% |
| Senior Secured Unitranche Loan Program LLC | 6.1% |
| KORE Wireless Group, Inc. | 3.3% |
| DISA Holdings Acquisition Subsidiary Corp. | 3.1% |
| Varilease Finance, Inc. | 2.9% |
| Senior Secured Unitranche Loan Program II LLC | 2.9% |
| TierPoint, LLC | 2.0% |
| PhyMed Management LLC | 1.9% |
| U.S. Anesthesia Partners, Inc. | 1.8% |
| RD Holdco Inc. (Rug Doctor) | 1.7% |

| Industry | % of Total Assets |
|---|---|
| Diversified Financial Services | 18.5% |
| Asset Management | 9.9% |
| Health Care Providers & Services | 8.3% |
| Wireless Telecommunication Services | 5.0% |
| Pharmaceuticals | 4.8% |
| Health Care Equipment & Supplies | 4.8% |
| Professional Services | 3.7% |
| IT Services | 3.7% |
| Multi-Sector Holdings | 2.9% |
| Health Care Technology | 2.6% |

Listed below is the geographic breakdown of the portfolio based on fair value as of December 31, 2017, 2016 and 2015:

| Geographic Region | % of Portfolio at December 31, 2017 | % of Portfolio at December 31, 2016 | % of Portfolio at December 31, 2015 |
|---|---|---|---|
| United States | 100.0% | 99.4% | 99.5% |
| Canada | 0.0% | 0.6% | 0.5% |
| | 100.0% | 100.0% | 100.0% |

### Investment Selection Process

Solar Capital Partners is committed to and utilizes a value-oriented investment philosophy with a focus on the preservation of capital and a commitment to managing downside exposure.

#### *Portfolio Company Characteristics*

We have identified several criteria that we believe are important in identifying and investing in prospective portfolio companies. These criteria provide general guidelines for our investment decisions; however, not all of these criteria will be met by each prospective portfolio company in which we choose to invest.

***Stable Earnings and Strong Free Cash Flow.*** We seek to invest in companies who have demonstrated stable earnings through economic cycles. We target companies that can de-lever through consistent generation of cash flows rather than relying solely on growth to service and repay our loans.

***Value Orientation.*** Our investment philosophy places a premium on fundamental analysis from an investor's perspective and has a distinct value orientation. We focus on companies in which we can invest at relatively low multiples of operating cash flow and that are profitable at the time of investment on an operating cash flow basis.

***Value of Assets.*** The prospective value of the assets, if any, that collateralizes the loans in which we invest, is an important factor in our credit analysis. Our analysis emphasizes both tangible assets, such as accounts receivable, inventory, equipment and real estate, and intangible assets, such as intellectual property, customer lists, networks and databases. In some of our transactions the company's fundings may be derived from a borrowing base determined by the value of the company's assets.

***Strong Competitive Position in Industry.*** We seek to invest in target companies that have developed leading market positions within their respective markets and are well positioned to capitalize on growth opportunities. We seek companies that demonstrate significant competitive advantages versus their competitors, which we believe should help to protect their market position and profitability.

***Diversified Customer and Supplier Base.*** We seek to invest in businesses that have a diversified customer and supplier base. We believe that companies with a diversified customer and supplier base are generally better able to endure economic downturns, industry consolidation, changing business preferences and other factors that may negatively impact their customers, suppliers and competitors.

***Exit Strategy.*** We predominantly invest in companies which provide multiple alternatives for an eventual exit. We look for opportunities that provide an exit typically within three years of the initial capital commitment.

We generally seek companies that we believe will provide a steady stream of cash flow to repay our loans and reinvest in their respective businesses. We believe that such internally generated cash flow, leading to the payment of our interest, and the repayment of our principal, represent a key means by which we will be able to exit from our investments over time.

In addition, we also seek to invest in companies whose business models and expected future cash flows offer attractive exit possibilities. These companies include candidates for strategic acquisition by other industry participants and companies that may repay our investments through an initial public offering of common stock or another capital market transaction. We underwrite our investments on a held-to-maturity basis, but expensive capital is often repaid prior to stated maturity.

***Experienced and Committed Management.*** We generally require that portfolio companies have an experienced management team. We also require portfolio companies have in place proper incentives to induce management to succeed and to act in concert with our interests as investors, including having significant equity interests.

***Strong Sponsorship.*** We generally aim to invest alongside other sophisticated investors. We typically seek to partner with successful financial sponsors who have historically generated high returns. We believe that investing in these sponsors' portfolio companies enables us to benefit from their direct involvement and due diligence.

Solar Capital's investment team works in concert with sponsors to proactively manage investment opportunities by acting as a partner throughout the investment process. We actively focus on the middle-market financial sponsor community, with a particular focus on the upper-end of the middle-market (sponsors with equity funds of $800 million to $3 billion). We favor such sponsors because they typically:

- buy larger companies with strong business franchises;
- invest significant amounts of equity in their portfolio companies;

- value flexibility and creativity in structuring their transactions;
- possess longer track records over multiple investment funds;
- have a deeper management bench;
- have better ability to withstand downturns; and
- possess the ability to support portfolio companies with additional capital.

We divide our coverage of these sponsors among our more senior investment professionals, who are responsible for day-to-day interaction with financial sponsors. Our coverage approach aims to act proactively, consider all investments in the capital structure, provide quick feedback, deliver on commitments, and are constructive throughout the life cycle of an investment.

***Due Diligence***

Our "private equity" approach to credit investing typically incorporates extensive in-depth due diligence often alongside the private equity sponsor. In conducting due diligence, we will use publicly available information as well as information from relationships with former and current management teams, consultants, competitors and investment bankers. We believe that our due diligence methodology allows us to screen a high volume of potential investment opportunities on a consistent and thorough basis.

Our due diligence typically includes:

- review of historical and prospective financial information;
- review and valuation of assets;
- research relating to the company's management, industry, markets, products and services and competitors;
- on-site visits;
- discussions with management, employees, customers or vendors of the potential portfolio company;
- review of senior loan documents; and
- background investigations.

We also expect to evaluate the private equity sponsor making the investment. Further, due to Solar Capital Partners' considerable repeat business with sponsors, we have direct experience with the management teams of many sponsors. A private equity sponsor is typically the controlling shareholder upon completion of an investment and as such is considered critical to the success of the investment. The equity sponsor is evaluated along several key criteria, including:

- investment track record;
- industry experience;
- capacity and willingness to provide additional financial support to the company through additional capital contributions, if necessary; and
- reference checks.

Throughout the due diligence process, a deal team is in constant dialogue with the management team of the company in which we are considering to invest to ensure that any concerns are addressed as early as possible through the process and that unsuitable investments are filtered out before considerable time has been invested.

Upon the completion of due diligence and a decision to proceed with an investment in a company, the investment professionals leading the investment present the investment opportunity to Solar Capital Partners' investment committee, which then determines whether to pursue the potential investment. Additional due diligence with respect to any investment may be conducted on our behalf by attorneys and independent accountants prior to the closing of the investment, as well as other outside advisers, as appropriate.

***The Investment Committee***

All new investments are required to be approved by a consensus of the investment committee of Solar Capital Partners, which is led by Messrs. Gross and Spohler. The members of Solar Capital Partners' investment committee receive no compensation from us. Such members may be employees or partners of Solar Capital Partners and may receive compensation or profit distributions from Solar Capital Partners.

***Investment Structure***

Once we determine that a prospective portfolio company is suitable for investment, we work with the management of that company and its other capital providers, including senior, junior and equity capital providers, to structure an investment. We negotiate among these parties to agree on how our investment is expected to perform relative to the other capital in the portfolio company's capital structure.

We invest in portfolio companies primarily in the form of senior secured loans, stretch-senior loans, unitranche loans and to a lesser extent mezzanine investments. With respect to our senior secured loans, we seek to obtain security interests in the assets of our portfolio companies that serve as collateral in support of the repayment of these loans. This collateral may take the form of first or second priority liens on the assets of a portfolio company.

We structure our mezzanine investments primarily as unsecured, subordinated loans that provide for relatively high, fixed or floating interest rates that provide us with significant current interest income. These loans typically have interest-only payments in the early years, with amortization of principal, if any, deferred to the later years of the mezzanine loans. In some cases, we may enter into loans that, by their terms, convert into equity or additional debt securities or defer payments of interest for the first few years after our investment. Also, in some cases our mezzanine loans may be collateralized by a subordinated lien on some or all of the assets of the borrower.

Typically, our senior secured, unitranche and mezzanine loans have final maturities of five to ten years. However, we expect that our portfolio companies often may repay these loans early, generally within three to four years from the date of initial investment. To preserve an acceptable return on investment, we seek to structure these loans with prepayment premiums.

In the case of our senior secured, unitranche and mezzanine loan investments, we tailor the terms of the investment to the facts and circumstances of the transaction and the prospective portfolio company, negotiating a structure that protects our rights and manages our risk while creating incentives for the portfolio company to achieve its business plan and improve its profitability. For example, in addition to seeking a senior or fulcrum position in the capital structure of our portfolio companies, we will seek to limit the downside potential of our investments by:

- requiring a total return on our investments (including both interest and potential capital appreciation) that compensates us for credit risk;
- incorporating "put" rights and call protection into the investment structure; and
- negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility in managing their businesses as possible, consistent with preservation of our capital. Such restrictions may include affirmative and negative covenants, default penalties, lien protection, change of control provisions and board rights, including either observation or participation rights.

Our investments may include equity features, such as warrants or options to buy a minority interest in the portfolio company. Any warrants we receive with our debt securities generally require only a nominal cost to exercise, and thus, as a portfolio company appreciates in value, we may achieve additional investment return from this equity interest. We may structure the warrants to provide provisions protecting our rights as a minority interest holder, as well as puts, or rights to sell such securities back to the company, upon the occurrence of specified events. In many cases, we also obtain registration rights in connection with these equity securities, which may include demand and “piggyback” registration rights. In addition, we may from time to time make direct equity investments in portfolio companies.

We generally seek to hold most of our investments to maturity or repayment, but will sell our investments earlier, including if a liquidity event takes place such as the sale or recapitalization of a portfolio company.

***Ongoing Relationships with Portfolio Companies***

Solar Capital Partners monitors our portfolio companies on an ongoing basis. Solar Capital Partners monitors the financial trends of each portfolio company to determine if it is meeting its business plan and to assess the appropriate course of action for each company.

Solar Capital Partners has several methods of evaluating and monitoring the performance and fair value of our investments, which include the following:

- Assessment of success in adhering to each portfolio company’s business plan and compliance with covenants;
- Periodic and regular contact with portfolio company management and, if appropriate, the financial or strategic sponsor, to discuss financial position, requirements and accomplishments;
- Comparisons to other Solar Capital portfolio companies in the industry, if any;
- Attendance at and participation in board meetings; and
- Review of monthly and quarterly financial statements and financial projections for portfolio companies.

In addition to various risk management and monitoring tools, Solar Capital Partners also uses an investment rating system to characterize and monitor our expected level of returns on each investment in our portfolio.

We use an investment rating scale of 1 to 4. The following is a description of the conditions associated with each investment rating:

| Investment Rating | Summary Description |
|---|---|
| 1 | Involves the least amount of risk in our portfolio, the portfolio company is performing above expectations, and the trends and risk factors are generally favorable (including a potential exit) |
| 2 | Risk that is similar to the risk at the time of origination, the portfolio company is performing as expected, and the risk factors are neutral to favorable; all new investments are initially assessed a grade of 2 |
| 3 | The portfolio company is performing below expectations, may be out of compliance with debt covenants, and requires procedures for closer monitoring |
| 4 | The investment is performing well below expectations and is not anticipated to be repaid in full |

Solar Capital Partners monitors and, when appropriate, changes the investment ratings assigned to each investment in our portfolio. As of December 31, 2017 and December 31, 2016, the weighted average investment rating on the fair market value of our portfolio was a 2. In connection with our valuation process, Solar Capital Partners reviews these investment ratings on a quarterly basis.

***Valuation Procedures***

We conduct the valuation of our assets, pursuant to which our net asset value shall be determined, at all times consistent with U.S. generally accepted accounting principles ("GAAP") and the 1940 Act and generally value our assets on a quarterly basis, or more frequently if required. Our valuation procedures are set forth in more detail below:

Under procedures established by our board of directors (the "Board"), we value investments, including certain senior secured debt, subordinated debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to represent fair value, we typically utilize independent third-party valuation firms to assist us in determining fair value. Accordingly, such investments go through our multi-step valuation process as described below. In each case, independent valuation firms consider observable market inputs together with significant unobservable inputs in arriving at their valuation recommendations. Debt investments with maturities of 60 days or less shall each be valued at cost plus accreted discount, or minus amortized premium, which is expected to approximate fair value, unless such valuation, in the judgment of the Investment Adviser, does not represent fair value, in which case such investments shall be valued at fair value as determined in good faith by or under the direction of our Board. Investments that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board. Such determination of fair values involves subjective judgments and estimates.

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 has approved a multi-step valuation process each quarter, as described below:

(1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;

(2) preliminary valuation conclusions are then documented and discussed with senior management of the Investment Adviser;

(3) independent valuation firms engaged by our Board conduct independent appraisals and review the Investment Adviser's preliminary valuations and make their own independent assessment for all material assets;

(4) the audit committee of the Board reviews the preliminary valuation of the Investment Adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and

(5) the Board discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of the Investment Adviser, the respective independent valuation firm and the audit committee.

Investments in all asset classes are valued utilizing a market approach, an income approach, or both approaches, as appropriate. However, in accordance with ASC 820-10, certain investments that qualify as investment companies in accordance with ASC 946, may be valued using net asset value as a practical expedient for fair value. 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 amount (discounted). The measurement is based on the 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, 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, our principal market (as the reporting entity) and enterprise values, among other factors. When available, broker quotations and/or quotations provided by pricing services are considered as an input in the valuation process. For the fiscal year ended December 31, 2017, there has been no change to the Company's valuation techniques and the nature of the related inputs considered in the valuation process.

Accounting Standards Codification ("ASC") Topic 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 is 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 exercise of judgment is based in part on our knowledge of the asset class and our prior experience.

Determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our consolidated financial statements express the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on our consolidated financial statements.

**Competition**

Our primary competitors provide financing to middle-market companies and include other business development companies, commercial and investment banks, commercial financing companies and, to the extent they provide an alternative form of financing, private equity funds. Additionally, alternative investment vehicles, such as hedge funds, frequently invest in middle-market companies. As a result, competition for investment opportunities at middle-market companies can be intense. While many middle-market companies were previously able to raise senior debt financing through traditional large financial institutions, we believe this approach to financing will become more difficult as implementation of U.S. and international financial reforms limits the capacity of large financial institutions to hold non-investment grade leveraged loans on their balance sheets. We believe that many of these financial institutions have de-emphasized their service and product offerings to middle-market companies in particular.

Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC. We use the industry information available to Messrs. Gross and Spohler and the other investment professionals of Solar Capital Partners to assess investment risks and determine appropriate pricing for our investments in portfolio companies. In addition, we believe that the relationships of

Messrs. Gross and Spohler and the other investment professionals of our investment adviser enable us to learn about, and compete effectively for, financing opportunities with attractive leveraged companies in the industries in which we seek to invest.

**Staffing**

We do not currently have any employees. Mr. Gross, our Chairman and Chief Executive Officer, and Mr. Spohler, our Chief Operating Officer and board member, are managing members and senior investment professionals of, and have financial and controlling interests in, Solar Capital Partners. In addition, Mr. Peteka, our Chief Financial Officer, Treasurer and Corporate Secretary serves as the Chief Financial Officer for Solar Capital Partners. Guy Talarico, our Chief Compliance Officer, is the Chief Executive Officer of Alaric Compliance Services, LLC, and performs his functions as our Chief Compliance Officer under the terms of an agreement between Solar Capital Management and Alaric Compliance Services, LLC. Solar Capital Management has retained Mr. Talarico and Alaric Compliance Services, LLC pursuant to its obligations under our Administration Agreement.

Our day-to-day investment operations are managed by Solar Capital Partners. Based upon its needs, Solar Capital Partners may hire additional investment professionals. In addition, we will reimburse Solar Capital Management for the allocable portion of overhead and other expenses incurred by it in performing its obligations under the Administration Agreement, including rent, and the allocable portion of the cost of the company’s chief compliance officer and chief financial officer and their respective staffs.

**Sarbanes-Oxley Act of 2002**

The Sarbanes-Oxley Act of 2002 imposes a wide variety of regulatory requirements on publicly-held companies and their insiders. Many of these requirements affect us. For example:

- Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934 (the “1934 Act”), our Chief Executive Officer and Chief Financial Officer must certify the accuracy of the consolidated financial statements contained in our periodic reports;
- Pursuant to Item 307 of Regulation S-K, our periodic reports must disclose our conclusions about the effectiveness of our disclosure controls and procedures;
- Pursuant to Rule 13a-15 of the 1934 Act, our management must prepare a report regarding its assessment of the effectiveness of internal controls over financial reporting and obtain an audit of the effectiveness of internal controls over financial reporting performed by our independent registered public accounting firm; and
- Pursuant to Item 308 of Regulation S-K and Rule 13a-15 of the 1934 Act, our periodic reports must disclose whether there were significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The Sarbanes-Oxley Act of 2002 requires us to review our current policies and procedures to determine whether we comply with the Sarbanes-Oxley Act of 2002 and the regulations promulgated thereunder. We will continue to monitor our compliance with all regulations that are adopted under the Sarbanes-Oxley Act of 2002 and will take actions necessary to ensure that we are in compliance therewith.

**Business Development Company Regulations**

A BDC is regulated by the 1940 Act. A BDC must be organized in the United States for the purpose of investing in or lending to primarily private companies and making significant managerial assistance available to

them. A BDC may use capital provided by public stockholders and from other sources to make long-term, private investments in businesses. A BDC provides stockholders the ability to retain the liquidity of a publicly traded stock while sharing in the possible benefits, if any, of investing in primarily privately owned companies.

We may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC unless authorized by vote of a majority of our outstanding voting securities, as required by the 1940 Act. A majority of the outstanding voting securities of a company is defined under the 1940 Act as the lesser of: (a) 67% or more of such company's voting securities present at a meeting if more than 50% of the outstanding voting securities of such company are present or represented by proxy, or (b) more than 50% of the outstanding voting securities of such company. We do not anticipate any substantial change in the nature of our business.

As with other companies regulated by the 1940 Act, a BDC must adhere to certain substantive regulatory requirements. A majority of our directors must be persons who are not interested persons, as that term is defined in the 1940 Act. Additionally, we are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect the BDC. Furthermore, as a BDC, we are prohibited from protecting any director or officer against any liability to us or our stockholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person's office.

As a BDC, we are required to meet an asset coverage ratio, reflecting the value of our total assets to our total senior securities, which include all of our borrowings and any preferred stock we may issue in the future, of at least 200%. We may also be prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our directors who are not interested persons and, in some cases, prior approval by the SEC.

We are generally not able to issue and sell our common stock at a price below net asset value per share without annual shareholder approval. We may, however, sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current net asset value of our common stock if our board of directors determines that such sale is in our best interests and the best interests of our stockholders, and our stockholders approve such sale. At our Annual Meeting of Stockholders on May 17, 2017, our stockholders approved a proposal authorizing us to sell up to 25% of our common stock at a price below our then-current asset value per share, subject to the approval by our board of directors for the offering. This authorization expires on the earlier of May 17, 2018 and the date of our 2018 Annual Meeting of Stockholders, which is expected to be held in May 2018. In addition, we may generally issue new shares of our common stock at a price below net asset value in rights offerings to existing stockholders, in payment of dividends and in certain other limited circumstances.

As a BDC, we are generally limited in our ability to invest in any portfolio company in which our investment adviser or any of its affiliates currently have an investment or to make any co-investments with our investment adviser or its affiliates without an exemptive order from the SEC, subject to certain exceptions.

We will be periodically examined by the SEC for compliance with the 1940 Act.

***Qualifying Assets***

Under the 1940 Act, a BDC may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the BDC's total assets. The principal categories of qualifying assets relevant to our business are the following:

(1) Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer (subject to certain limited exceptions) is an eligible portfolio company, or from any person who is, or has been during the preceding 13 months, an affiliated person of an eligible

portfolio company, or from any other person, subject to such rules as may be prescribed by the SEC. An eligible portfolio company is defined in the 1940 Act as any issuer which:

(a) is organized under the laws of, and has its principal place of business in, the United States;

(b) is not an investment company (other than a small business investment company wholly owned by the BDC) or a company that would be an investment company but for certain exclusions under the 1940 Act; and

(c) satisfies any of the following:

i.) does not have any class of securities that is traded on a national securities exchange;

ii.) has a class of securities listed on a national securities exchange, but has an aggregate market value of outstanding voting and non-voting common equity of less than $250 million;

iii.) is controlled by a BDC or a group of companies including a BDC and the BDC has an affiliated person who is a director of the eligible portfolio company; or

iv.) is a small and solvent company having total assets of not more than $4.0 million and capital and surplus of not less than $2.0 million.

(2) Securities of any eligible portfolio company which we control, which, as defined by the 1940 Act, is presumed to exist where a BDC beneficially owns more than 25% of the outstanding voting securities of the portfolio company.

(3) Securities purchased in a private transaction from a U.S. issuer that is not an investment company or from an affiliated person of the issuer, or in transactions incident thereto, if the issuer is in bankruptcy and subject to reorganization or if the issuer, immediately prior to the purchase of its securities, was unable to meet its obligations as they came due without material assistance other than conventional lending or financing arrangements.

(4) Securities of an eligible portfolio company purchased from any person in a private transaction if there is no ready market for such securities and we already own 60% of the outstanding equity of the eligible portfolio company.

(5) Securities received in exchange for or distributed on or with respect to securities described in (1) through (4) above, or pursuant to the exercise of warrants or rights relating to such securities.

(6) Cash, cash equivalents, U.S. government securities or high-quality debt securities maturing in one year or less from the time of investment.

(7) Office furniture and equipment, interests in real estate and leasehold improvements and facilities maintained to conduct the business operations of the BDC, deferred organization and operating expenses, and other noninvestment assets necessary and appropriate to its operations as a BDC, including notes of indebtedness of directors, officers, employees, and general partners held by a BDC as payment for securities of such company issued in connection with an executive compensation plan described in Section 57(j) of the 1940 Act.

Under Section 55(b) of the 1940 Act, the value of a BDC’s assets shall be determined as of the date of the most recent financial statements filed by such company with the SEC pursuant to Section 13 of the 1934 Act, and shall be determined no less frequently than annually.

***Significant Managerial Assistance to Portfolio Companies***

As a BDC, we offer, and must provide upon request, significant managerial assistance to 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 may also receive fees for these services. Solar Capital Management provides such managerial assistance, if any, on our behalf to portfolio companies that request this assistance.

***Temporary Investments***

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

***Senior Securities***

We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least equal to 200% immediately after each such issuance. In addition, while any senior securities remain outstanding, we must make provisions to prohibit any distribution to our stockholders or the repurchase of such securities or shares unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary or emergency purposes without regard to asset coverage. We may borrow money, which would magnify the potential for gain or loss on amounts invested and may increase the risk of investing in us.

***Code of Ethics***

We and Solar Capital Partners have each adopted a code of ethics pursuant to Rule 17j-1 under the 1940 Act and Rule 204A-1 under the Advisers Act, respectively, that establishes procedures for personal investments and restricts certain transactions by our personnel. Our codes of ethics generally do not permit investments by our employees in securities that may be purchased or held by us. You may read and copy these codes of ethics at the SEC's Public Reference Room in Washington, D.C. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1 (800) SEC-0330. In addition, each code of ethics is available on the EDGAR Database on the SEC's Internet site at http://www.sec.gov. You may also obtain copies of the codes of ethics, after paying a duplicating fee, by electronic request at the following Email address: publicinfo@sec.gov, or by writing the SEC's Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549.

***Compliance Policies and Procedures***

We and our investment adviser have adopted and implemented written policies and procedures reasonably designed to detect and prevent violation of the federal securities laws. We are required to review these compliance policies and procedures annually for their adequacy and the effectiveness of their implementation and to designate a chief compliance officer to be responsible for their administration. Guy Talarico currently serves as our Chief Compliance Officer.

***Proxy Voting Policies and Procedures***

We have delegated our proxy voting responsibility to our investment adviser. A summary of the Proxy Voting Policies and Procedures of our adviser are set forth below. The guidelines are reviewed periodically by the adviser and our non-interested directors, and, accordingly, are subject to change.

As an investment adviser registered under the Investment Advisers Act of 1940, Solar Capital Partners has a fiduciary duty to act solely in the best interests of its clients. As part of this duty, it recognizes that it must vote securities held by its clients in a timely manner free of conflicts of interest. These policies and procedures for voting proxies for investment advisory clients are intended to comply with Section 206 of, and Rule 206(4)-6 under, the Advisers Act.

Our investment adviser votes proxies relating to our portfolio securities in the best interest of our stockholders. Solar Capital Partners reviews on a case-by-case basis each proposal submitted for a proxy vote to determine its impact on our investments. Although it generally votes against proposals that may have a negative impact on our investments, it may vote for such a proposal if there exists compelling long-term reasons to do so. The proxy voting decisions of our investment adviser are made by the senior investment professionals who are responsible for monitoring each of our investments. To ensure that our vote is not the product of a conflict of interest, it requires that: (i) anyone involved in the decision making process disclose to a managing member of Solar Capital Partners any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (ii) employees involved in the decision making process or vote administration are prohibited from revealing how we intend to vote on a proposal in order to reduce any attempted influence from interested parties.

You may obtain information about how we voted proxies by making a written request for proxy voting information to: Solar Capital Partners, LLC, 500 Park Avenue, New York, NY 10022.

**Privacy Principles**

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

Generally, we do not receive any non-public personal information relating to our stockholders, although certain non-public personal information of our stockholders may become available to us. We do not disclose any non-public personal information about our stockholders (or former stockholders) to anyone, except as permitted by law or as is necessary in order to service stockholder accounts (for example, to a transfer agent or third party administrator).

We restrict access to non-public personal information about our stockholders to employees of our investment adviser and its affiliates with a legitimate business need for the information. We maintain physical, electronic and procedural safeguards designed to protect the non-public personal information of our stockholders.

**Taxation as a Regulated Investment Company**

As a BDC, we elected to be treated, and intend to qualify annually, as a RIC under Subchapter M of the Code. As a RIC, we generally will not have to pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that we distribute to our stockholders as dividends. To continue to qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements (as described below). In addition, to qualify for RIC tax treatment we must distribute to our stockholders, for each taxable year, at least 90% of our “investment company taxable income,” which generally is our ordinary income plus the

excess of our realized net short-term capital gains over our realized net long-term capital losses (the "Annual Distribution Requirement"). If we qualify as a RIC and satisfy the Annual Distribution Requirement, then we will not be subject to U.S. federal income tax on the portion of our investment company taxable income and net capital gain (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) we distribute (or are deemed to distribute) to stockholders. We will be subject to U.S. federal income tax at the regular corporate rates on any income or capital gain not distributed (or deemed not distributed) to our stockholders.

We will be subject to a 4% nondeductible U.S. federal excise tax on certain undistributed income unless we distribute in a timely manner an amount at least equal to the sum of (1) 98% of our ordinary income for each calendar year, (2) 98.2% of our capital gain net income for the one-year period ending October 31 in that calendar year and (3) any income realized, but not distributed, and on which we paid no U.S. federal income tax, in preceding years (the "Excise Tax Avoidance Requirement").

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

- at all times during each taxable year, have in effect an election to be treated as a BDC under the 1940 Act;
- derive in each taxable year at least 90% of our gross income from (a) dividends, interest, payments with respect to certain securities loans, gains from the sale of stock or other securities or currencies, or other income derived with respect to our business of investing in such stock, securities or currencies and (b) net income derived from an interest in a "qualified publicly traded partnership;" and
- diversify our holdings so that at the end of each quarter of the taxable year:
  - at least 50% of the value of our assets consists of cash, cash equivalents, U.S. government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer; and
  - no more than 25% of the value of our assets is invested in (i) the securities, other than U.S. government securities or securities of other RICs, of one issuer, (ii) the securities of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or (iii) the securities of one or more "qualified publicly traded partnerships."

The Regulated Investment Company Modernization Act of 2010, which was generally effective for 2011 and subsequent tax years, provides some relief from RIC disqualification due to failures of the income and asset diversification requirements, although there may be additional taxes due in such cases.

We may be required to recognize taxable income in circumstances in which we do not receive cash. For example, if we hold debt obligations that are treated under applicable tax rules as having original issue discount (such as debt instruments with payment-in-kind ("PIK") interest or, in certain cases, increasing interest rates or debt instruments issued with warrants), we must include in income each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by us in the same taxable year. Because any original issue discount accrued will be included in our investment company taxable income for the year of accrual, we may be required to make a distribution to our stockholders in order to satisfy the Annual Distribution Requirement, even though we will not have received any corresponding cash amount.

Because we may use debt financing, we will be subject to certain asset coverage ratio requirements under the 1940 Act and financial covenants under loan and credit agreements that could, under certain circumstances, restrict us from making distributions necessary to satisfy the Annual Distribution Requirement. If we are unable to obtain cash from other sources or are otherwise limited in our ability to make distributions, we could fail to qualify for RIC tax treatment and thus become subject to corporate-level U.S. federal income tax.

Certain of our investment practices may be subject to special and complex U.S. federal income tax provisions that may, among other things: (i) disallow, suspend or otherwise limit the allowance of certain losses or deductions; (ii) convert lower taxed long-term capital gain into higher taxed short-term capital gain or ordinary income; (iii) convert an ordinary loss or a deduction into a capital loss (the deductibility of which is more limited); (iv) cause us to recognize income or gain without a corresponding receipt of cash; (v) adversely affect the time as to when a purchase or sale of securities is deemed to occur; (vi) adversely alter the characterization of certain complex financial transactions; and (vii) produce income that will not be qualifying income for purposes of the 90% gross income test described above. We will monitor our transactions and may make certain tax elections in order to mitigate the potential adverse effect of these provisions.

Gain or loss realized by us from the sale or exchange of warrants acquired by us as well as any loss attributable to the lapse of such warrants generally will be treated as capital gain or loss. The treatment of such gain or loss as long-term or short-term will depend on how long we held a particular warrant. Upon the exercise of a warrant acquired by us, our tax basis in the stock purchased under the warrant will equal the sum of the amount paid for the warrant plus the strike price paid on the exercise of the warrant.

**Failure to Qualify as a Regulated Investment Company**

If we were unable to qualify for treatment as a RIC, we would be subject to tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would they be required to be made. Such distributions would be taxable to our stockholders as dividends and, provided certain holding period and other requirements were met, could qualify for treatment as "qualified dividend income" in the hands of non-corporate stockholders (and thus eligible for a reduced tax rate) to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, corporate shareholders would be eligible for the dividends received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's tax basis, and any remaining distributions would be treated as a capital gain. To re-qualify as a RIC in a subsequent taxable year, we would be required to satisfy the RIC qualification requirements for that year and dispose of any earnings and profits from any year in which we failed to qualify as a RIC. Subject to a limited exception applicable to RICs that qualified as such under Subchapter M of the Code for at least one year prior to disqualification and that re-qualify as a RIC no later than the second year following the non-qualifying year, we could be subject to tax on any unrealized net built-in gains in the assets held by us during the period in which we failed to qualify as a RIC that are recognized within the subsequent 5 years, unless we made a special election to pay corporate-level U.S. federal income tax on such built-in gain at the time of our requalification as a RIC.

**Investment Advisory Fees**

Pursuant to an investment advisory and management agreement (the "Advisory Agreement"), we have agreed to pay Solar Capital Partners a fee for investment advisory and management services consisting of two components — a base management fee and an incentive fee.

Through December 31, 2017, the base management fee was calculated at an annual rate of 2.00% of our gross assets. Effective January 1, 2018, the base management fee is calculated at an annual rate of 1.75%. For services rendered under the 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. For purposes of computing the base management fee, gross assets exclude temporary assets acquired at the end of each fiscal quarter for purposes of preserving investment flexibility in the next fiscal quarter. Temporary assets include, but are not limited to, U.S. treasury bills, other short-term U.S. government or government agency securities, repurchase agreements or cash borrowings.

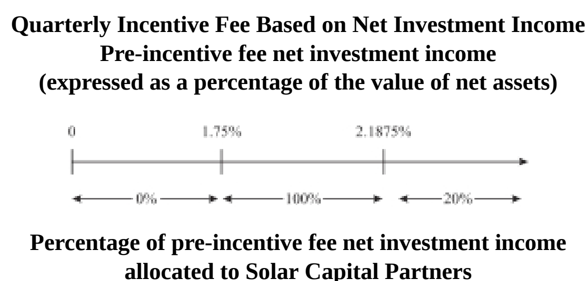
The incentive fee has two parts, as follows: one is calculated and payable quarterly in arrears based on our pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose,

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 or 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 to Solar Capital Management, 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 pay 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, computed net of all 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 of 1.75% per quarter (7.00% annualized). Our net investment income used to calculate this part of the incentive fee is also included in the amount of our gross assets used to calculate the base management fee. We pay Solar Capital Partners an 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 of 1.75%;
- 100% 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 but is less than 2.1875% in any calendar quarter (8.75% annualized). We refer to this portion of our pre-incentive fee net investment income (which exceeds the hurdle but is less than 2.1875%) as the “catch-up.” The “catch-up” is meant to provide our investment adviser with 20% of our pre-incentive fee net investment income as if a hurdle did not apply if this net investment income exceeds 2.1875% in any calendar quarter; and
- 20% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized) is payable to Solar Capital Partners (once the hurdle is reached and the catch-up is achieved, 20% of all pre-incentive fee investment income thereafter is allocated to Solar Capital Partners).

The following is a graphical representation of the calculation of the income-related portion of the incentive fee:

**Quarterly Incentive Fee Based on Net Investment Income**
**Pre-incentive fee net investment income**
**(expressed as a percentage of the value of net assets)**




**Percentage of pre-incentive fee net investment income**
**allocated to Solar Capital Partners**

These calculations are appropriately pro-rated for any period of less than three months. You should be aware that a rise in the general level of interest rates can be expected to lead to higher interest rates applicable to our debt investments. Accordingly, an increase in interest rates would make it easier for us to meet or exceed the incentive fee hurdle rate and may result in a substantial increase of the amount of incentive fees payable to our investment adviser with respect to pre-incentive fee net investment income.

The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Advisory Agreement, as of the termination date), and equals 20% of our realized capital gains, if any, on a cumulative basis from inception through the end of each calendar year, computed net of

all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fees with respect to each of the investments in our portfolio.

**Examples of Quarterly Incentive Fee Calculation**

**Example 1: Income Related Portion of Incentive Fee (*):**

**Alternative 1:**

*Assumptions*

Investment income (including interest, dividends, fees, etc.) = 1.25%

Hurdle rate (1) = 1.75%

Management fee (2) = 0.4375%

Other expenses (legal, accounting, custodian, transfer agent, etc.) (3) = 0.20%

Pre-incentive fee net investment income

(investment income – (management fee + other expenses)) = 0.6125%

Pre-incentive net investment income does not exceed hurdle rate, therefore there is no incentive fee.

**Alternative 2:**

*Assumptions*

Investment income (including interest, dividends, fees, etc.) = 2.70%

Hurdle rate (1) = 1.75%

Management fee (2) = 0.4375%

Other expenses (legal, accounting, custodian, transfer agent, etc.) (3) = 0.20%

Pre-incentive fee net investment income

(investment income – (management fee + other expenses)) = 2.0625%

Incentive fee = 100% × pre-incentive fee net investment income, subject to the “catch-up” (4)

= 100% × (2.0625% – 1.75%)

= 0.3125%

**Alternative 3:**

*Assumptions*

Investment income (including interest, dividends, fees, etc.) = 3.00%

Hurdle rate (1) = 1.75%

Management fee (2) = 0.4375%

Other expenses (legal, accounting, custodian, transfer agent, etc.) (3) = 0.20%

Pre-incentive fee net investment income

(investment income – (management fee + other expenses)) = 2.3625%

Incentive fee = 20% × pre-incentive fee net investment income, subject to “catch-up” (4)

Incentive fee = 100% × “catch-up” + (20% × (pre-incentive fee net investment income – 2.1875%))

Catch-up = 2.1875% – 1.75%

= 0.4375%

Incentive fee = (100% × 0.4375%) + (20% × (2.3625% – 2.1875%))

= 0.4375% + (20% × 0.175%)

= 0.4375% + 0.035%

= 0.4725%

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(*) The hypothetical amount of pre-incentive fee net investment income shown is based on a percentage of total net assets.
(1) Represents 7% annualized hurdle rate.
(2) Represents 1.75% annualized management fee.
(3) Excludes organizational and offering expenses.
(4) The “catch-up” provision is intended to provide our investment adviser with an incentive fee of 20% on all of our pre-incentive fee net investment income as if a hurdle rate did not apply when our net investment income exceeds 2.1875% in any calendar quarter.

**Example 2: Capital Gains Portion of Incentive Fee:**

**Alternative 1:**

*Assumptions*

- Year 1: $20 million investment made in Company A (“Investment A”), and $30 million investment made in Company B (“Investment B”)
- Year 2: Investment A sold for $50 million and fair market value (“FMV”) of Investment B determined to be $32 million
- Year 3: FMV of Investment B determined to be $25 million
- Year 4: Investment B sold for $31 million

The capital gains portion of the incentive fee would be:

- Year 1: None
- Year 2: Capital gains incentive fee of $6 million ($30 million realized capital gains on sale of Investment A multiplied by 20%)

- Year 3: None

$5 million (20% multiplied by ($30 million cumulative capital gains less $5 million cumulative capital depreciation)) less $6 million (previous capital gains fee paid in Year 2)

- Year 4: Capital gains incentive fee of $200,000

$6.2 million ($31 million cumulative realized capital gains multiplied by 20%) less $6 million (capital gains fee taken in Year 2)

**Alternative 2:**

*Assumptions*

- Year 1: $20 million investment made in Company A ("Investment A"), $30 million investment made in Company B ("Investment B") and $25 million investment made in Company C ("Investment C")
- Year 2: Investment A sold for $50 million, FMV of Investment B determined to be $25 million and FMV of Investment C determined to be $25 million
- Year 3: FMV of Investment B determined to be $27 million and Investment C sold for $30 million
- Year 4: FMV of Investment B determined to be $24 million
- Year 5: Investment B sold for $20 million

The capital gains incentive fee, if any, would be:

- Year 1: None
- Year 2: $5 million capital gains incentive fee

20% multiplied by $25 million ($30 million realized capital gains on Investment A less unrealized capital depreciation on Investment B)

- Year 3: $1.4 million capital gains incentive fee(1)

$6.4 million (20% multiplied by $32 million ($35 million cumulative realized capital gains less $3 million unrealized capital depreciation)) less $5 million capital gains fee received in Year 2

- Year 4: None
- Year 5: None

$5 million (20% multiplied by $25 million (cumulative realized capital gains of $35 million less realized capital losses of $10 million)) less $6.4 million cumulative capital gains fee paid in Year 2 and Year 3.

(1) As illustrated in Year 3 of Alternative 2 above, if Solar Capital were to be wound up on a date other than December 31 of any year, Solar Capital may have paid aggregate capital gain incentive fees that are more than the amount of such fees that would be payable if Solar Capital had been wound up on December 31 of such year.

**Payment of Our Expenses**

All investment professionals of the investment adviser and their respective staffs, when and to the extent engaged in providing investment advisory and management services, and the compensation and routine overhead

expenses of such personnel allocable to such services, are provided and paid for by Solar Capital Partners. We bear all other costs and expenses of our operations and transactions, including (without limitation):

- the cost of our organization and public offerings;
- the cost of calculating our net asset value, including the cost of any third-party valuation services;
- the cost of effecting sales and repurchases of our shares and other securities;
- interest payable on debt, if any, to finance our investments;
- fees payable to third parties relating to, or associated with, making investments, including fees and expenses associated with performing due diligence reviews of prospective investments and advisory fees;
- transfer agent and custodial fees;
- fees and expenses associated with marketing efforts;
- federal and state registration fees, any stock exchange listing fees;
- federal, state and local taxes;
- independent directors' fees and expenses;
- brokerage commissions;
- fidelity bond, directors and officers errors and omissions liability insurance and other insurance premiums;
- direct costs and expenses of administration, including printing, mailing, long distance telephone and staff;
- fees and expenses associated with independent audits and outside legal costs;
- costs associated with our reporting and compliance obligations under the 1940 Act and applicable federal and state securities laws; and
- all other expenses incurred by either Solar Capital Management or us in connection with administering our business, including payments under the Administration Agreement based upon our allocable portion of overhead and other expenses incurred by Solar Capital Management in performing its obligations under the Administration Agreement, including rent and the allocable portion of the cost of the Company's chief compliance officer and chief financial officer and their respective staffs.

### Available Information

You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549, on official business days during the hours of 10:00 am to 3:00 pm. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is (http://www.sec.gov).

Our internet address is www.solarcapltd.com. We make available free of charge on our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not incorporated by reference into this annual report on Form 10-K, and you should not consider information contained on our website to be part of this annual report on Form 10-K.

## Item 1A. Risk Factors

*Before you invest in our securities, you should be aware of various risks, including those described below. You should carefully consider these risk factors, together with all of the other information included in this annual*

*report on Form 10-K, before you decide whether to make an investment in our securities. The risks set out below are not the only risks we face. If any of the following events occur, our business, financial condition and results of operations could be materially adversely affected. In such case, our net asset value and the trading price of our common stock could decline or the value of our preferred stock, debt securities, or warrants may decline, and you may lose all or part of your investment.*

**Risks Related to Our Investments**

***We operate in a highly competitive market for investment opportunities.***

A number of entities compete with us to make the types of investments that we target in leveraged companies. We compete with other BDCs, public and private funds, commercial and investment banks, commercial financing companies and, to the extent they provide an alternative form of financing, private equity funds. Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments than we have, which could allow them to consider a wider variety of investments and establish more relationships and offer better pricing and a more flexible structure than we are able to do. Furthermore, many of our potential competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC. If we are unable to source attractive investments, we may hold a greater percentage of our assets in cash and cash equivalents than anticipated, which could impact potential returns on our portfolio. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.

Participants in our industry compete on several factors, including price, flexibility in transaction structure, customer service, reputation, market knowledge and speed in decision-making. We do not seek to compete primarily based on the interest rates we will offer, and we believe that some of our competitors may make loans with interest rates that will be comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. However, if we match our competitors' pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss.

***Our investments are very risky and highly speculative.***

We invest primarily in senior secured term loans, stretch-senior loans, unitranche loans, mezzanine loans and preferred securities, and select equity investments issued by leveraged companies.

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

***Mezzanine Loans and Preferred Securities.*** Our mezzanine and preferred investments are generally subordinated to senior loans and are generally unsecured. As such, other creditors may rank senior to us in the event of an insolvency. This may result in an above average amount of risk and loss of principal.

***Equity Investments.*** When we invest in senior secured loans, mezzanine loans or preferred securities, we may acquire common equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. Our goal is ultimately to exit such equity interests and realize gains upon our disposition of such interests. However, the equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

In addition, investing in middle-market companies involves a number of significant risks, including:

- these companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of us realizing any guarantees we may have obtained in connection with our investment;
- they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns;
- they are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us;
- they generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, our executive officers, directors and our investment adviser may, in the ordinary course of business, be named as defendants in litigation arising from our investments in the portfolio companies; and
- they may have difficulty accessing the capital markets to meet future capital needs, which may limit their ability to grow or to repay their outstanding indebtedness upon maturity.

***The lack of liquidity in our investments may make it difficult for us to dispose of our investments at a favorable price, which may adversely affect our ability to meet our investment objectives.***

We generally make investments in private companies. We invest and expect to continue investing in companies whose securities have no established trading market and whose securities are and will be subject to legal and other restrictions on resale or whose securities are and will be less liquid than are publicly-traded securities. Investments purchased by us that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the investments, market events, economic conditions or investor perceptions. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. As a result, we do not expect to achieve liquidity in our investments in the near-term. However, to maintain our qualification as a BDC and as a RIC, we may have to dispose of investments if we do not satisfy one or more of the applicable criteria under the respective regulatory frameworks. Domestic and foreign markets are complex and interrelated, so that events in one sector of the world markets or economy, or in one geographical region, can reverberate and have materially negative consequences for other markets, economic or regional sectors in a manner that may not be foreseen and which may negatively impact the liquidity of our investments and materially harm our business. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.

***Our portfolio may be concentrated in a limited number of portfolio companies and industries, which will subject us to a risk of significant loss if any of these companies performs poorly or defaults on its obligations under any of its debt instruments or if there is a downturn in a particular industry.***

Our portfolio may be concentrated in a limited number of portfolio companies and industries. Beyond the asset diversification requirements associated with our qualification as a RIC under Subchapter M of the Code, we do not have fixed guidelines for diversification, and while we are not targeting any specific industries, our investments may be concentrated in relatively few industries or portfolio companies. As a result, the aggregate returns we realize may be significantly adversely affected if a small number of investments perform poorly or if we need to write down the value of any one investment. Additionally, a downturn in any particular industry in which we are invested could also significantly impact the aggregate returns we realize.

***Our investments in securities rated below investment grade are speculative in nature and are subject to additional risk factors such as increased possibility of default, illiquidity of the security, and changes in value based on changes in interest rates.***

The securities that we invest in are typically rated below investment grade. Securities rated below investment grade are often referred to as “leveraged loans,” “high yield” or “junk” securities, and may be considered “high risk” compared to debt instruments that are rated investment grade. High yield securities are regarded as having predominantly speculative characteristics with respect to the issuer’s capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, high yield securities generally offer a higher current yield than that available from higher grade issues, but typically involve greater risk. These securities are especially sensitive to adverse changes in general economic conditions, to changes in the financial condition of their issuers and to price fluctuation in response to changes in interest rates. During periods of economic downturn or rising interest rates, issuers of below investment grade instruments may experience financial stress that could adversely affect their ability to make payments of principal and interest and increase the possibility of default. The secondary market for high yield securities may not be as liquid as the secondary market for more highly rated securities. In addition, many of our debt investments will not fully amortize during their lifetime, which could result in a loss or a substantial amount of unpaid principal and interest due upon maturity.

***Price declines and illiquidity in the corporate debt markets have adversely affected, and may continue to adversely affect, the fair value of our portfolio investments, reducing our net asset value through increased net unrealized depreciation. Any unrealized depreciation that we experience on our loan portfolio may be an indication of future realized losses, which could reduce our income available for distribution and could adversely affect our ability to service our outstanding borrowings.***

As a BDC, we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by or under the direction of our board of directors. Decreases in the market values or fair values of our investments are recorded as unrealized depreciation. Any unrealized depreciation in our loan portfolio could be an indication of a portfolio company’s inability to meet its repayment obligations to us with respect to the affected loans. This could result in realized losses in the future and ultimately in reductions of our income available for distribution in future periods and could materially adversely affect our ability to service our outstanding borrowings. Depending on market conditions, we could incur substantial losses in future periods, which could further reduce our net asset value and have a material adverse impact on our business, financial condition and results of operations.

***Global economic, political and market conditions may adversely affect our business, results of operations and financial condition, including our revenue growth and profitability.***

The current worldwide financial market situation, as well as various social and political tensions in the United States and around the world, may contribute to increased market volatility, may have long-term effects on

the U.S. and worldwide financial markets, and may cause economic uncertainties or deterioration in the United States and worldwide. The U.S. and global capital markets experienced extreme volatility and disruption during the economic downturn that began in mid-2007, and the U.S. economy was in a recession for several consecutive calendar quarters during the same period. In 2010, a financial crisis emerged in Europe, triggered by high budget deficits and rising direct and contingent sovereign debt, which created concerns about the ability of certain nations to continue to service their sovereign debt obligations. Risks resulting from such debt crisis, including any austerity measures taken in exchange for bailout of certain nations, and any future debt crisis in Europe or any similar crisis elsewhere could have a detrimental impact on the global economic recovery, sovereign and non-sovereign debt in certain countries and the financial condition of financial institutions generally. In June 2016, the United Kingdom held a referendum in which voters approved an exit from the European Union ("Brexit") and, subsequently, on March 29, 2017, the U.K. government began the formal process of leaving the European Union, which is set to occur on March 29, 2019. Brexit created political and economic uncertainty and instability in the global markets (including currency and credit markets), and especially in the United Kingdom and the European Union, and this uncertainty and instability may last indefinitely. Because of the election results in the U.K. in June 2017, there is increased uncertainty on the timing of Brexit. There is continued concern about national-level support for the Euro and the accompanying coordination of fiscal and wage policy among European Economic and Monetary Union member countries. In addition, the fiscal and monetary policies of foreign nations, such as Russia and China, may have a severe impact on the worldwide and U.S. financial markets.

As a result of the 2016 U.S. election, the Republican Party currently controls both the executive and legislative branches of government, which increases the likelihood that legislation may be adopted that could significantly affect the regulation of U.S. financial markets. Areas subject to potential change, amendment or repeal include the Dodd-Frank Wall Street Reform and Consumer Protection Act and the authority of the Federal Reserve and the Financial Stability Oversight Council. The United States may also potentially withdraw from or renegotiate various trade agreements and take other actions that would change current trade policies of the United States. We cannot predict which, if any, of these actions will be taken or, if taken, their effect on the financial stability of the United States. Such actions could have a significant adverse effect on our business, financial condition and results of operations. We cannot predict the effects of these or similar events in the future on the U.S. economy and securities markets or on our investments. We monitor developments and seek to manage our investments in a manner consistent with achieving our investment objective, but there can be no assurance that we will be successful in doing so.

***Volatility or a prolonged disruption in the credit markets could materially damage our business.***

We are required to record our assets at fair value, as determined in good faith by our board of directors, in accordance with our valuation policy. As a result, volatility in the capital markets may have a material adverse effect on our valuations and our net asset value, even if we hold investments to maturity. Volatility or dislocation in the capital markets may depress our stock price below our net asset value per share and create a challenging environment in which to raise equity and debt capital. These conditions could continue for a prolonged period of time or worsen in the future. While these conditions persist, we and other companies in the financial services sector may have to access, if available, alternative markets for debt and equity capital. Equity capital may be difficult to raise because, subject to some limited exceptions which apply to us, as a BDC we are generally not able to issue additional shares of our common stock at a price less than net asset value without first obtaining approval for such issuance from our stockholders and our independent directors. At our 2017 Annual Stockholders Meeting, our stockholders approved our ability to sell or otherwise issue shares of our common stock, not exceeding 25% of our then outstanding common stock immediately prior to each such offering, at a price or prices below the then current net asset value per share, in each case subject to the approval of our board of directors and compliance with the conditions set forth in the proxy statement pertaining thereto, during a period beginning on May 17, 2017 and expiring on the earlier of the one-year anniversary of the date of the 2017 Annual Stockholders Meeting and the date of our 2018 Annual Stockholders Meeting, which is expected to be held in May 2018. However, notwithstanding such stockholder approval, since our initial public offering on

February 9, 2010, we have not sold any shares of our common stock in an offering that resulted in proceeds to us of less than our then current net asset value per share. Any offering of our common stock that requires stockholder approval must occur, if at all, within one year after receiving such stockholder approval. In addition, our ability to incur indebtedness (including by issuing preferred stock) is limited by applicable regulations such that our asset coverage, as defined in the 1940 Act, must equal at least 200% immediately after each time we incur indebtedness. The debt capital that will be available, if at all, may be at a higher cost and on less favorable terms and conditions in the future. Any inability to raise capital could have a negative effect on our business, financial condition and results of operations.

Additionally, our ability to incur indebtedness is limited by the asset coverage ratio for a BDC, as defined under the 1940 Act. Declining portfolio values negatively impact our ability to borrow additional funds because our net asset value is reduced for purposes of the asset coverage ratio. If the fair value of our assets declines substantially, we may fail to maintain the asset coverage ratio stipulated by the 1940 Act, which could, in turn, cause us to lose our status as a BDC and materially impair our business operations. A lengthy disruption in the credit markets could also materially decrease demand for our investments.

The significant disruption in the capital markets experienced in the past has had, and may in the future have, a negative effect on the valuations of our investments and on the potential for liquidity events involving our investments. The debt capital that may be available to us in the future may be at a higher cost and have less favorable terms and conditions than those currently in effect. If our financing costs increase and we have no increase in interest income, then our net investment income will decrease. A prolonged inability to raise capital may require us to reduce the volume of investments we originate and could have a material adverse impact on our business, financial condition and results of operations. This may also increase the probability that other structural risks negatively impact us. These situations may arise due to circumstances that we may be unable to control, such as a lengthy disruption in the credit markets, a severe decline in the value of the U.S. dollar, a sharp economic downturn or recession or an operational problem that affects third parties or us, and could materially damage our business, financial condition and results of operations.

***If we cannot obtain additional capital because of either regulatory or market price constraints, we could be forced to curtail or cease our new lending and investment activities, our net asset value could decrease and our level of distributions and liquidity could be affected adversely.***

Our ability to secure additional financing and satisfy our financial obligations under indebtedness outstanding from time to time will depend upon our future operating performance, which is subject to the prevailing general economic and credit market conditions, including interest rate levels and the availability of credit generally, and financial, business and other factors, many of which are beyond our control. The worsening of current economic and capital market conditions could have a material adverse effect on our ability to secure financing on favorable terms, if at all.

If we are unable to obtain debt capital, then our equity investors will not benefit from the potential for increased returns on equity resulting from leverage to the extent that our investment strategy is successful and we may be limited in our ability to make new commitments or fundings to our portfolio companies.

***Uncertainty relating to the LIBOR calculation process may adversely affect the value of our portfolio of the LIBOR-indexed, floating-rate debt securities.***

In the recent past, concerns have been publicized that some of the member banks surveyed by the British Bankers' Association ("BBA") in connection with the calculation of LIBOR across a range of maturities and currencies may have been under-reporting or otherwise manipulating the inter-bank lending rate applicable to them in order to profit on their derivatives positions or to avoid an appearance of capital insufficiency or adverse reputational or other consequences that may have resulted from reporting inter-bank lending rates higher than those they actually submitted. A number of BBA member banks have entered into settlements with their

regulators and law enforcement agencies with respect to alleged manipulation of LIBOR, and investigations by regulators and governmental authorities in various jurisdictions are ongoing.

Actions by the BBA, regulators or law enforcement agencies may result in changes to the manner in which LIBOR is determined. Uncertainty as to the nature of such potential changes may adversely affect the market for LIBOR-based securities, including our portfolio of LIBOR-indexed, floating-rate debt securities. In addition, any further changes or reforms to the determination or supervision of LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR, which could have an adverse impact on the market for LIBOR-based securities or the value of our portfolio of LIBOR-indexed, floating-rate debt securities. For example, on July 27, 2017, the U.K. Financial Conduct Authority announced that it intends to stop compelling banks to submit LIBOR rates after 2021. At this time, it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or any other reforms to LIBOR that may be enacted in the United Kingdom or elsewhere. The elimination of LIBOR or any other changes or reforms to the determination or supervision of LIBOR could have an adverse impact on the market for or value of any LIBOR-linked securities, loans, and other financial obligations or extensions of credit held by or due to us or on our overall financial condition or results of operations.

***Economic recessions or downturns could impair the ability of our portfolio companies to repay loans and harm our operating results.***

Many of our portfolio companies may be susceptible to economic slowdowns or recessions and may be unable to repay our loans during these periods. Therefore, our non-performing assets may increase and the value of our portfolio may decrease during these periods as we are required to record the values of our investments. Adverse economic conditions also may decrease the value of collateral securing some of our loans and the value of our equity investments at fair value. Economic slowdowns or recessions could lead to financial losses in our portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing investments and result in our receipt of a reduced level of interest income from our portfolio companies and/or losses or charge offs related to our investments, and, in turn, may adversely affect distributable income and have a material adverse effect on our results of operations.

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, acceleration of the time when the loans are due and foreclosure on its secured assets, which could trigger cross-defaults under other agreements and jeopardize the portfolio company's ability to meet its obligations under the debt that we hold. We may incur additional expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company. In addition, if one of our portfolio companies were to go bankrupt, depending on the facts and circumstances, including the extent to which we actually provided significant managerial assistance to that portfolio company, a bankruptcy court might re-characterize our debt holdings and subordinate all or a portion of our claim to that of other creditors.

These portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive research and development, manufacturing, marketing and service capabilities and greater number of qualified and experienced managerial and technical personnel. They may need additional financing that they are unable to secure and that we are unable or unwilling to provide, or they may be subject to adverse developments unrelated to the technologies they acquire.

***We may suffer a loss if a portfolio company defaults on a loan and the underlying collateral is not sufficient.***

In the event of a default by a portfolio company on a secured loan, we will only have recourse to the assets collateralizing the loan. If the underlying collateral value is less than the loan amount, we will suffer a loss. In

addition, we sometimes make loans that are unsecured, which are subject to the risk that other lenders may be directly secured by the assets of the portfolio company. In the event of a default, those collateralized lenders would have priority over us with respect to the proceeds of a sale of the underlying assets. In cases described above, we may lack control over the underlying asset collateralizing our loan or the underlying assets of the portfolio company prior to a default and, as a result, the value of the collateral may be reduced by acts or omissions by owners or managers of the assets.

In the event of bankruptcy of a portfolio company, we may not have full recourse to its assets in order to satisfy our loan, or our loan may be subject to equitable subordination. In addition, certain of our loans are subordinate to other debt of the portfolio company. If a portfolio company defaults on our loan or on debt senior to our loan, or in the event of a portfolio company bankruptcy, our loan will be satisfied only after the senior debt receives payment. Where debt senior to our loan exists, the presence of inter-creditor arrangements may limit our ability to amend our loan documents, assign our loans, accept prepayments, exercise our remedies (through “standstill” periods) and control decisions made in bankruptcy proceedings relating to the portfolio company. Bankruptcy and portfolio company litigation can significantly increase collection losses and the time needed for us to acquire the underlying collateral in the event of a default, during which time the collateral may decline in value, causing us to suffer further losses.

If the value of collateral underlying our loan declines or interest rates increase during the term of our loan, a portfolio company may not be able to obtain the necessary funds to repay our loan at maturity through refinancing. Decreasing collateral value and/or increasing interest rates may hinder a portfolio company’s ability to refinance our loan because the underlying collateral cannot satisfy the debt service coverage requirements necessary to obtain new financing. If a borrower is unable to repay our loan at maturity, we could suffer a loss, which may adversely impact our financial performance.

***The business, financial condition and results of operations of our portfolio companies could be adversely affected by worldwide economic conditions, as well as political and economic conditions in the countries in which they conduct business.***

The business and operating results of our portfolio companies may be impacted by worldwide economic conditions. Although the U.S. economy has in recent years shown signs of recovery from the 2008–2009 global recession, the strength and duration of any economic recovery will be impacted by worldwide economic growth. For instance, concerns of economic slowdown in China and other emerging markets and signs of deteriorating sovereign debt conditions in Europe could lead to disruption and instability in the global financial markets. The significant debt in the United States and European countries is expected to hinder growth in those countries for the foreseeable future. In the future, the U.S. government may not be able to meet its debt payments unless the federal debt ceiling is raised. If legislation increasing the debt ceiling is not enacted, as needed, and the debt ceiling is reached, the U.S. federal government may stop or delay making payments on its obligations, which could negatively impact the U.S. economy and our portfolio companies. Multiple factors relating to the international operations of some of our portfolio companies and to particular countries in which they operate could negatively impact their business, financial condition and results of operations.

Some of the products of our portfolio companies are developed, manufactured, assembled, tested or marketed outside the United States. Any conflict or uncertainty in these countries, including due to natural disasters, public health concerns, political unrest or safety concerns, could harm their business, financial condition and results of operations. In addition, if the government of any country in which their products are developed, manufactured or sold sets technical or regulatory standards for products developed or manufactured in or imported into their country that are not widely shared, it may lead some of their customers to suspend imports of their products into that country, require manufacturers or developers in that country to manufacture or develop products with different technical or regulatory standards and disrupt cross-border manufacturing, marketing or business relationships which, in each case, could harm their businesses.

***Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio.***

Following an initial investment in a portfolio company, we may make additional investments in that portfolio company as "follow-on" investments, in order to: (i) increase or maintain in whole or in part our ownership percentage; (ii) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (iii) attempt to preserve or enhance the value of our investment. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. We will have the discretion to make any follow-on investments, subject to the availability of capital resources. The failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our concentration of risk, either because we prefer other opportunities or because we are subject to BDC requirements that would prevent such follow-on investments or the desire to maintain our RIC tax treatment.

***Where we do not hold controlling equity interests in our portfolio companies, we may not be in a position to exercise control over our portfolio companies or to prevent decisions by management of our portfolio companies that could decrease the value of our investments.***

Although we hold controlling equity positions in some of our portfolio companies, we do not currently hold controlling equity positions in the majority of our portfolio companies. As a result, we are subject to the risk that a portfolio company in which we do not have a controlling interest may make business decisions with which we disagree, and that the management and/or stockholders of such portfolio company may take risks or otherwise act in ways that are adverse to our interests. Due to the lack of liquidity of the debt and equity investments that we typically hold in our portfolio companies, we may not be able to dispose of our investments in the event we disagree with the actions of a portfolio company and may therefore suffer a decrease in the value of our investments.

***Prepayments of our debt investments by our portfolio companies could adversely impact our results of operations and reduce our return on equity.***

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

***We may choose to waive or defer enforcement of covenants in the debt securities held in our portfolio, which may cause us to lose all or part of our investment in these companies.***

We structure the debt investments in our portfolio companies to include business and financial covenants placing affirmative and negative obligations on the operation of the company's business and its financial condition. However, from time to time, we may elect to waive breaches of these covenants, including our right to payment, or waive or defer enforcement of remedies, such as acceleration of obligations or foreclosure on collateral, depending upon the financial condition and prospects of the particular portfolio company. These actions may reduce the likelihood of our receiving the full amount of future payments of interest or principal and be accompanied by a deterioration in the value of the underlying collateral as many of these companies may have

limited financial resources, may be unable to meet future obligations and may go bankrupt. This could negatively impact our ability to pay distributions, could adversely affect our results of operation and financial condition and cause the loss of all or part of your investment.

***Our loans could be subject to equitable subordination by a court, which would increase our risk of loss with respect to such loans.***

Courts may apply the doctrine of equitable subordination to subordinate the claim or lien of a lender against a borrower to claims or liens of other creditors of the borrower, when the lender or its affiliates is found to have engaged in unfair, inequitable or fraudulent conduct. The courts have also applied the doctrine of equitable subordination when a lender or its affiliates is found to have exerted inappropriate control over a client, including control resulting from the ownership of equity interests in a client. We have made direct equity investments or received warrants in connection with loans. Payments on one or more of our loans, particularly a loan to a client in which we may also hold an equity interest, may be subject to claims of equitable subordination. If we were deemed to have the ability to control or otherwise exercise influence over the business and affairs of one or more of our portfolio companies resulting in economic hardship to other creditors of that company, this control or influence may constitute grounds for equitable subordination and a court may treat one or more of our loans as if it were unsecured or common equity in the portfolio company. In that case, if the portfolio company were to liquidate, we would be entitled to repayment of our loan on a pro-rata basis with other unsecured debt or, if the effect of subordination was to place us at the level of common equity, then on an equal basis with other holders of the portfolio company's common equity only after all of its obligations relating to its debt and preferred securities had been satisfied.

***An investment strategy focused primarily on privately held companies presents certain challenges, including the lack of available information about these companies, a dependence on the talents and efforts of only a few key portfolio company personnel and a greater vulnerability to economic downturns.***

We invest primarily in privately held companies. Generally, little public information exists about these companies, and we are required to rely on the ability of Solar Capital Partners' investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Also, smaller privately held companies frequently have less diverse product lines and smaller market presence than larger competitors. These factors could adversely affect our investment returns as compared to companies investing primarily in the securities of public companies.

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

We invest primarily in senior secured loans, mezzanine loans, preferred securities, and equity securities issued by our portfolio companies. Our portfolio companies typically have, or may be permitted to incur, other debt that ranks equally with, or senior to, the debt securities in which we invest. By their terms, such debt instruments may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which we are entitled to receive payments in respect of the debt securities in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such senior creditors, such portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equally with debt securities in which we invest, we would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company. Any such limitations on the ability of our portfolio companies to make principal or interest payments to us, if at all, may reduce our net asset value and have a negative material adverse impact to our business, financial condition and results of operation.

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

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

Although most of our investments will be U.S. dollar-denominated, any investments denominated in a foreign currency will be subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk, or that if we do, such strategies will be effective.

***We may expose ourselves to risks if we engage in hedging transactions.***

If we engage in hedging transactions, we may expose ourselves to risks associated with such transactions. We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transactions may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. It may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

The success of our hedging transactions will depend on our ability to correctly predict movements in currencies and interest rates. Therefore, while we may enter into such transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations. To the extent we engage in hedging transactions, we also face the risk that counterparties to the derivative instruments we hold may default, which may expose us to unexpected losses from positions where we believed that our risk had been appropriately hedged.

***Our investment adviser may not be able to achieve the same or similar returns as those achieved by our senior investment professionals while they were employed at prior positions.***

Although in the past our senior investment professionals held senior positions at a number of investment firms, their track record and achievements are not necessarily indicative of future results that will be achieved by our investment adviser. In their roles at such other firms, our senior investment professionals were part of investment teams, and they were not solely responsible for generating investment ideas. In addition, such investment teams arrived at investment decisions by consensus.

### Risks Relating to an Investment in Our Securities

***Our shares may trade at a substantial discount from net asset value and may continue to do so over the long term.***

Shares of BDCs may trade at a market price that is less than the net asset value that is attributable to those shares. The possibility that our shares of common stock will trade at a substantial discount from net asset value over the long term is separate and distinct from the risk that our net asset value will decrease. We cannot predict whether shares of our common stock will trade above, at or below our net asset value in the future. If our common stock trades below its net asset value, we will generally not be able to issue additional shares or sell our common stock at its market price without first obtaining the approval for such issuance from our stockholders and our independent directors. At our 2017 Annual Stockholders Meeting, our stockholders approved our ability to sell or otherwise issue shares of our common stock, not exceeding 25% of our then outstanding common stock immediately prior to each such offering, at a price or prices below the then current net asset value per share, in each case subject to the approval of our board of directors and compliance with the conditions set forth in the proxy statement pertaining thereto, during a period beginning on May 17, 2017 and expiring on the earlier of the one-year anniversary of the date of the 2017 Annual Stockholders Meeting and the date of our 2018 Annual Stockholders Meeting, which is expected to be held in May 2018. However, notwithstanding such stockholder approval, since our initial public offering on February 9, 2010, we have not sold any shares of our common stock in an offering that resulted in proceeds to us of less than our then current net asset value per share. Any offering of our common stock that requires stockholder approval must occur, if at all, within one year after receiving such stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease our new lending and investment activities, and our net asset value could decrease and our level of distributions could be impacted.

***Our common stock price may be volatile and may decrease substantially.***

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

- price and volume fluctuations in the overall stock market from time to time;
- investor demand for our shares;
- significant volatility in the market price and trading volume of securities of BDCs or other companies in our sector, which are not necessarily related to the operating performance of these companies;
- exclusion of our common stock from certain market indices, such as the Russell 2000 Financial Services Index, which could reduce the ability of certain investment funds to own our common stock and put short-term selling pressure on our common stock;
- changes in regulatory policies or tax guidelines with respect to RICs or BDCs;
- failure to qualify as a RIC, or the loss of RIC tax treatment;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;
- changes, or perceived changes, in the value of our portfolio investments;
- departures of Solar Capital Partners' key personnel;
- operating performance of companies comparable to us;
- changes in the prevailing interest rates;
- loss of a major funding source; or

- general economic conditions and trends and other external factors.

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

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

***There is a risk that our stockholders may not receive distributions or that our distributions may not grow over time.***

We intend to make distributions on a quarterly basis to our stockholders out of assets legally available for distribution. We cannot assure you that we will achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. In addition, due to the asset coverage test applicable to us as a BDC, we may be limited in our ability to make distributions. To the extent we make distributions to stockholders, which include a return of capital, that portion of the distribution essentially constitutes a return of the stockholders' investment. Although such return of capital may not be taxable, such distributions may increase an investor's tax liability for capital gains upon the future sale of our common stock.

As a RIC, if we do not distribute a certain percentage of our income annually, we may suffer adverse tax consequences, including possibly losing the U.S. federal income tax benefits allowable to RICs. We cannot assure you that you will receive distributions at a particular level or at all.

***We may choose to pay distributions in our own common stock, in which case our stockholders may be required to pay U.S. federal income taxes in excess of the cash distributions they receive.***

We may distribute taxable distributions that are payable in cash or shares of our common stock at the election of each stockholder. Under certain applicable provisions of the Code and the Treasury regulations, distributions payable of a publicly offered RIC that are in cash or in shares of stock at the election of stockholders may be treated as taxable distributions. The Internal Revenue Service has published guidance indicating that this rule will apply even where the total amount of cash that may be distributed is limited to no more than 20% of the total distribution. Under this guidance, if too many stockholders elect to receive their distributions in cash, the cash available for distribution must be allocated among the stockholders electing to receive cash (with the balance of distributions paid in stock). If we decide to make any distributions consistent with this guidance that are payable in part in our stock, taxable stockholders receiving such distributions will be required to include the full amount of the distribution (whether received in cash, our stock, or a combination thereof) as ordinary income (or as long-term capital gain to the extent such distribution is properly reported as a capital gain distribution) to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. As a result, a U.S. stockholder may be required to pay tax with respect to such distributions in excess of any cash received. If a U.S. stockholder sells the stock it receives as a distribution in order to pay

this tax, the sales proceeds may be less than the amount included in income with respect to the distribution, depending on the market price of our stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such distributions, including in respect of all or a portion of such distribution that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our stock in order to pay taxes owed on distributions, it may put downward pressure on the trading price of our stock.

***Sales of substantial amounts of our common stock in the public market may have an adverse effect on the market price of our common stock.***

The shares of our common stock beneficially owned by each of Messrs. Gross and Spohler immediately prior to completion of our initial public offering, including any shares that are attributable to such shares issued pursuant to our dividend reinvestment plan, are no longer subject to lock-up restrictions that each of Messrs. Gross and Spohler agreed to in connection with our initial public offering, and are generally available for resale without restriction, subject to the provisions of Rule 144 promulgated under the Securities Act. In addition, on November 30, 2010, Messrs. Gross and Spohler jointly acquired 115,000 shares of our common stock in a private placement transaction conducted in accordance with Regulation D under the Securities Act. Such shares have been registered with the SEC and are generally available for resale. Sales of substantial amounts of our common stock, or the availability of such common stock for sale, could adversely affect the prevailing market prices for our common stock. If this occurs and continues, it could impair our ability to raise additional capital through the sale of securities should we desire to do so.

***We may be unable to invest the net proceeds raised from any offerings on acceptable terms or allocate net proceeds from any offering of our securities in ways with which you may not agree.***

We cannot assure you that we will be able to find enough appropriate investments that meet our investment criteria or that any investment we complete using the proceeds from any securities offering will produce a sufficient return. Until we identify new investment opportunities, we intend to either invest the net proceeds of future offerings in cash equivalents, U.S. government securities and other high-quality debt investments that mature in one year or less or use the net proceeds from such offerings to reduce then-outstanding obligations.

We have significant flexibility in investing the net proceeds of any offering of our securities and may use the net proceeds from an offering in ways with which you may not agree or for purposes other than those contemplated at the time of the offering.

***The net asset value per share of our common stock may be diluted if we issue or sell shares of our common stock at prices below the then current net asset value per share of our common stock or securities to subscribe for or convertible into shares of our common stock.***

At our 2017 Annual Stockholders Meeting, our stockholders approved our ability to sell or otherwise issue shares of our common stock, not exceeding 25% of our then outstanding common stock immediately prior to each such offering, at a price or prices below the then current net asset value per share, in each case subject to the approval of our board of directors and compliance with the conditions set forth in the proxy statement pertaining thereto, during a period beginning on May 17, 2017 and expiring on the earlier of the one-year anniversary of the date of the 2017 Annual Stockholders Meeting and the date of our 2018 Annual Stockholders Meeting, which is expected to be held in May 2018. However, notwithstanding such stockholder approval, since our initial public offering on February 9, 2010, we have not sold any shares of our common stock in an offering that resulted in proceeds to us of less than our then current net asset value per share. Any offering of our common stock that requires stockholder approval must occur, if at all, within one year after receiving such stockholder approval.

In addition, at our 2011 Annual Stockholders Meeting, our stockholders authorized us to sell or otherwise issue warrants or securities to subscribe for or convertible into shares of our common stock subject to certain

limitations (including, without limitation, that the number of shares issuable does not exceed 25% of our then outstanding common stock and that the exercise or conversion price thereof is not, at the date of issuance, less than the market value per share of our common stock). Such authorization has no expiration.

We may also use newly issued shares to implement our dividend reinvestment plan, whether our shares are trading at a premium or at a discount to our then current net asset value per share. Any decision to issue or sell shares of our common stock below our then current net asset value per share or securities to subscribe for or convertible into shares of our common stock would be subject to the determination by our board of directors that such issuance or sale is in our and our stockholders' best interests.

If we were to issue or sell shares of our common stock below our then current net asset value per share, such issuances or sales would result in an immediate dilution to the net asset value per share of our common stock. This dilution would occur as a result of the issuance or sale of shares at a price below the then current net asset value per share of our common stock and a proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest in us than the increase in our assets resulting from such issuance or sale. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect cannot be predicted.

In addition, if we issue warrants or securities to subscribe for or convertible into shares of our common stock, subject to certain limitations, the exercise or conversion price per share could be less than net asset value per share at the time of exercise or conversion (including through the operation of anti-dilution protections). Because we would incur expenses in connection with any issuance of such securities, such issuance could result in a dilution of the net asset value per share at the time of exercise or conversion. This dilution would include reduction in net asset value per share as a result of the proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest than the increase in our assets resulting from such issuance.

Further, if our current stockholders do not purchase any shares to maintain their percentage interest, regardless of whether such offering is above or below the then current net asset value per share, their voting power will be diluted. For example, if we sell an additional 10% of our common stock at a 5% discount from net asset value, a stockholder who does not participate in that offering for its proportionate interest will suffer net asset value dilution of up to 0.5% or $5 per $1,000 of net asset value.

Similarly, all distributions declared in cash payable to stockholders that are participants in our dividend reinvestment plan are generally automatically reinvested in shares of our common stock. As a result, stockholders that do not participate in the dividend reinvestment plan may experience dilution over time. Stockholders who do not elect to receive distributions in shares of common stock may experience accretion to the net asset value of their shares if our shares are trading at a premium and dilution if our shares are trading at a discount. The level of accretion or discount would depend on various factors, including the proportion of our stockholders who participate in the plan, the level of premium or discount at which our shares are trading and the amount of the distribution payable to a stockholder.

***If we issue preferred stock, the net asset value and market value of our common stock may become more volatile.***

We cannot assure you that the issuance of preferred stock would result in a higher yield or return to the holders of the common stock. The issuance of preferred stock would likely cause the net asset value and market value of the common stock to become more volatile. If the distribution rate on the preferred stock were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of the common stock would be reduced. If the distribution rate on the preferred stock were to exceed the net rate of return on our portfolio, the leverage would result in a lower rate of return to the holders of common stock than if we had not issued preferred stock. Any decline in the net asset value of our investments would be borne entirely by the

holders of common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in net asset value to the holders of common stock than if we were not leveraged through the issuance of preferred stock. This greater net asset value decrease would also tend to cause a greater decline in the market price for the common stock. We might be in danger of failing to maintain the required asset coverage of the preferred stock or of losing our ratings on the preferred stock or, in an extreme case, our current investment income might not be sufficient to meet the distribution requirements on the preferred stock. In order to counteract such an event, we might need to liquidate investments in order to fund a redemption of some or all of the preferred stock. In addition, we would pay (and the holders of common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, including higher advisory fees if our total return exceeds the distribution rate on the preferred stock. Holders of preferred stock may have different interests than holders of common stock and may at times have disproportionate influence over our affairs.

***Our board of directors is authorized to reclassify any unissued shares of common stock into one or more classes of preferred stock, which could convey special rights and privileges to its owners.***

Under Maryland General Corporation Law and our charter, our board of directors is authorized to classify and reclassify any authorized but unissued shares of stock into one or more classes of stock, including preferred stock. Prior to issuance of shares of each class or series, the board of directors is required by Maryland law and our charter to set the preferences, conversion or other rights, voting powers, restrictions, limitations as to other distributions, qualifications and terms or conditions of redemption for each class or series. Thus, the board of directors could authorize the issuance of shares of preferred stock with terms and conditions which could have the effect of delaying, deferring or preventing a transaction or a change in control that might involve a premium price for holders of our common stock or otherwise be in their best interest. The cost of any such reclassification would be borne by our existing common stockholders. The issuance of shares of preferred stock convertible into shares of common stock might also reduce the net income and net asset value per share of our common stock upon conversion, provided, that we will only be permitted to issue such convertible preferred stock to the extent we comply with the requirements of Section 61 of the 1940 Act, including obtaining common stockholder approval. These effects, among others, could have an adverse effect on your investment in our common stock.

Certain matters under the 1940 Act require the separate vote of the holders of any issued and outstanding preferred stock. For example, holders of preferred stock would vote separately from the holders of common stock on a proposal to cease operations as a BDC. In addition, the 1940 Act provides that holders of preferred stock are entitled to vote separately from holders of common stock to elect two preferred stock directors. In the event distributions become two full years in arrears, holders of any preferred stock would have the right to elect a majority of the directors until such arrearage is completely eliminated. Preferred stockholders also have class voting rights on certain matters, including changes in fundamental investment restrictions and conversion to open-end status, and accordingly can veto any such changes. Restrictions imposed on the declarations and payment of distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies or the terms of our credit facilities, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes. While we would intend to redeem our preferred stock to the extent necessary to enable us to distribute our income as required to maintain our qualification as a RIC, there can be no assurance that such actions could be effected in time to meet the tax requirements.

***To the extent we use debt or preferred stock to finance our investments, changes in interest rates will affect our cost of capital and net investment income.***

To the extent we borrow money, or issue preferred stock, to make investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds or pay distributions on preferred stock and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use debt to finance our investments. In periods of rising interest rates, our cost of funds would

increase, except to the extent we issue fixed rate debt or preferred stock, which could reduce our net investment income. We expect that our long-term fixed-rate investments will be financed primarily with equity and long-term debt. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

You should also be aware that a rise in the general level of interest rates can be expected to lead to higher interest rates applicable to our debt investments. Accordingly, an increase in interest rates would make it easier for us to meet or exceed the incentive fee hurdle rate and may result in a substantial increase of the amount of incentive fees payable to our investment adviser with respect to our pre-incentive fee net investment income.

***We may in the future determine to fund a portion of our investments with preferred stock, which would magnify the potential for loss and the risks of investing in us in a similar way as our borrowings.***

Preferred stock, which is another form of leverage, has the same risks to our common stockholders as borrowings because the distributions on any preferred stock we issue must be cumulative. Payment of such distributions and repayment of the liquidation preference of such preferred stock must take preference over any distributions or other payments to our common stockholders, and preferred stockholders are not subject to any of our expenses or losses and are not entitled to participate in any income or appreciation in excess of their stated preference.

**Risks Relating to Our Business and Structure**

***We are dependent upon Solar Capital Partners' key personnel for our future success.***

We depend on the diligence, skill and network of business contacts of Messrs. Gross and Spohler, who serve as the managing partners of Solar Capital Partners and who lead Solar Capital Partners' investment team. Messrs. Gross and Spohler, together with the other dedicated investment professionals available to Solar Capital Partners, evaluate, negotiate, structure, close and monitor our investments. Our future success will depend on the diligence, skill, network of business contacts and continued service of Messrs. Gross and Spohler and the other investment professionals available to Solar Capital Partners. We cannot assure you that unforeseen business, medical, personal or other circumstances would not lead any such individual to terminate his relationship with us. The loss of Mr. Gross or Mr. Spohler, or any of the other senior investment professionals who serve on Solar Capital Partners' investment team, could have a material adverse effect on our ability to achieve our investment objective as well as on our financial condition and results of operations. In addition, we can offer no assurance that Solar Capital Partners will remain our investment adviser.

The senior investment professionals of Solar Capital Partners are and may in the future become affiliated with entities engaged in business activities similar to those intended to be conducted by us, and may have conflicts of interest in allocating their time. We expect that Messrs. Gross and Spohler will dedicate a significant portion of their time to the activities of Solar Capital; however, they may be engaged in other business activities which could divert their time and attention in the future. Specifically each of Messrs. Gross and Spohler serve as Chief Executive Officer and Chief Operating Officer, respectively, of Solar Senior Capital Ltd.

***Our business model depends to a significant extent upon strong referral relationships with financial sponsors, and the inability of the senior investment professionals of our investment adviser to maintain or develop these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect our business.***

We expect that the principals of our investment adviser will maintain and develop their relationships with financial sponsors, and we will rely to a significant extent upon these relationships to provide us with potential investment opportunities. If the senior investment professionals of our investment adviser fail to maintain their

existing relationships or develop new relationships with other sponsors or sources of investment opportunities, we will not be able to grow our investment portfolio. In addition, individuals with whom the senior investment professionals of our investment adviser have relationships are not obligated to provide us with investment opportunities, and, therefore, there is no assurance that such relationships will generate investment opportunities for us. If our investment adviser is unable to source investment opportunities, we may hold a greater percentage of our assets in cash and cash equivalents than anticipated, which could impact potential returns on our portfolio.

***A disruption in the capital markets and the credit markets could negatively affect our business.***

As a BDC, we must maintain our ability to raise additional capital for investment purposes. Without sufficient access to the capital markets or credit markets, we may be forced to curtail our business operations or we may not be able to pursue new business opportunities. Disruptive conditions in the financial industry and the impact of new legislation in response to those conditions could restrict our business operations and could adversely impact our results of operations and financial condition.

If the fair value of our assets declines substantially, we may fail to maintain the asset coverage ratios imposed upon us by the 1940 Act and our senior secured credit facility (the “Credit Facility”). Any such failure could result in an event of default and all of our debt being declared immediately due and payable and would affect our ability to issue senior securities, including borrowings, and pay distributions, which could materially impair our business operations. Our liquidity could be impaired further by an inability to access the capital markets or to draw on the Credit Facility. For example, we cannot be certain that we will be able to renew the Credit Facility as it matures or to consummate new borrowing facilities to provide capital for normal operations, including new originations. Reflecting concern about the stability of the financial markets, many lenders and institutional investors have reduced or ceased providing funding to borrowers. This market turmoil and tightening of credit have led to increased market volatility and widespread reduction of business activity generally.

If we are unable to renew or replace the Credit Facility and consummate new facilities on commercially reasonable terms, our liquidity will be reduced significantly. If we consummate new facilities but are then unable to repay amounts outstanding under such facilities and are declared in default or are unable to renew or refinance these facilities, we would not be able to initiate significant originations or to operate our business in the normal course. These situations may arise due to circumstances that we may be unable to control, such as inaccessibility to the credit markets, a severe decline in the value of the U.S. dollar, a further economic downturn or an operational problem that affects third parties or us, and could materially damage our business. Moreover, we are unable to predict when economic and market conditions may become more favorable. Even if such conditions improve broadly and significantly over the long term, adverse conditions in particular sectors of the financial markets could adversely impact our business.

***Our financial condition and results of operations will depend on Solar Capital Partners’ ability to manage our future growth effectively by identifying, investing in and monitoring companies that meet our investment criteria.***

Our ability to achieve our investment objective and to grow depends on Solar Capital Partners’ ability to identify, invest in and monitor companies that meet our investment criteria. Accomplishing this result on a cost-effective basis is largely a function of Solar Capital Partners’ structuring of the investment process, its ability to provide competent, attentive and efficient services to us and its ability to access financing for us on acceptable terms. The investment team of Solar Capital Partners has substantial responsibilities under the Investment Advisory and Management Agreement, and they may also be called upon to provide managerial assistance to our portfolio companies as the principals of our administrator. In addition, the members of Solar Capital Partners’ investment team have similar responsibilities with respect to the management of Solar Senior Capital Ltd.’s investment portfolio. Such demands on their time may distract them or slow our rate of investment. In order to grow, we and Solar Capital Partners will need to retain, train, supervise and manage new investment

professionals. However, we can offer no assurance that any such investment professionals will contribute effectively to the work of the investment adviser. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

***We may need to raise additional capital to grow because we must distribute most of our income.***

We may need additional capital to fund growth in our investments. We expect to issue equity securities and expect to borrow from financial institutions in the future. A reduction in the availability of new capital could limit our ability to grow. We must distribute at least 90% of our investment company taxable income to our stockholders to maintain our tax treatment as a RIC. As a result, any such cash earnings may not be available to fund investment originations. We expect to borrow from financial institutions and issue additional debt and equity securities. If we fail to obtain funds from such sources or from other sources to fund our investments, it could limit our ability to grow, which may have an adverse effect on the value of our securities. In addition, as a BDC, our ability to borrow or issue additional preferred stock may be restricted if our total assets are less than 200% of our total borrowings and preferred stock.

***Any failure on our part to maintain our status as a BDC would reduce our operating flexibility and we may be limited in our investment choices as a BDC.***

The 1940 Act imposes numerous constraints on the operations of BDCs. For example, BDCs are required to invest at least 70% of their total assets in specified types of securities, primarily in private companies or thinly-traded U.S. public companies, cash, cash equivalents, U.S. government securities and other high quality debt investments that mature in one year or less. Furthermore, any failure to comply with the requirements imposed on BDCs by the 1940 Act could cause the SEC to bring an enforcement action against us and/or expose us to claims of private litigants. In addition, upon approval of a majority of our stockholders, we may elect to withdraw our status as a BDC. If we decide to withdraw our election, or if we otherwise fail to qualify, or maintain our qualification, as a BDC, we may be subject to the substantially greater regulation under the 1940 Act as a closed-end investment company. Compliance with such regulations would significantly decrease our operating flexibility, and could have a material adverse effect on our business, financial condition and results of operations.

***Regulations governing our operation as a BDC affect our ability to, and the way in which we will, raise additional capital. As a BDC, the necessity of raising additional capital may expose us to risks, including the typical risks associated with leverage.***

In order to satisfy the tax requirements applicable to a RIC, to avoid payment of excise taxes and to minimize or avoid payment of income taxes, we intend to distribute to our stockholders substantially all of our ordinary income and realized net capital gains except for certain realized net long-term capital gains, which we may retain, pay applicable income taxes with respect thereto and elect to treat as deemed distributions to our stockholders. We may issue debt securities or preferred stock and/or borrow money from banks or other financial institutions, which we refer to collectively as "senior securities," up to the maximum amount permitted by the 1940 Act. Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue senior securities in amounts such that our asset coverage ratio, as defined in the 1940 Act, equals at least 200% of gross assets less all liabilities and indebtedness not represented by senior securities, after each issuance of senior securities. If the value of our assets declines, we may be unable to satisfy the asset coverage test. If that happens, we may be required to sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our indebtedness at a time when such sales may be disadvantageous. Also, any amounts that we use to service our indebtedness would not be available for distributions to our common stockholders. Furthermore, as a result of issuing senior securities, we would also be exposed to typical risks associated with leverage, including an increased risk of loss.

As of December 31, 2017, we had $295.6 million outstanding under the Credit Facility, composed of $245.6 million of revolving credit and $50 million outstanding of term loans. We also had $75 million

outstanding of unsecured senior notes due 2023 (the "2023 Unsecured Notes"), $150 million outstanding of unsecured senior notes due 2022 (the "2022 Unsecured Notes") and $21 million of unsecured senior notes due 2022 (the "2022 Tranche C Notes"). If we issue preferred stock, the preferred stock would rank "senior" to common stock in our capital structure, preferred stockholders would generally vote together with common stockholders but would have separate voting rights on certain matters and might have other rights, preferences, or privileges more favorable than those of our common stockholders, and the issuance of preferred stock could have the effect of delaying, deferring or preventing a transaction or a change of control that might involve a premium price for holders of our common stock or otherwise be in your best interest.

We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current net asset value per share of our common stock if our board of directors determines that such sale is in the best interests of Solar Capital and its stockholders, and our stockholders approve such sale. In any such case, the price at which our securities are to be issued and sold may not be less than a price that, in the determination of our board of directors, closely approximates the market value of such securities (less any distributing commission or discount). If we raise additional funds by issuing more common stock or senior securities convertible into, or exchangeable for, our common stock, then the percentage ownership of our stockholders at that time will decrease, and you might experience dilution. This dilution would occur as a result of a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. Because the number of future shares of common stock that may be issued below our net asset value per share and the price and timing of such issuances are not currently known, we cannot predict the actual dilutive effect of any such issuance. We cannot determine the resulting reduction in our net asset value per share of any such issuance. We also cannot predict whether shares of our common stock will trade above, at or below our net asset value.

At our 2017 Annual Stockholders Meeting, our stockholders approved our ability to sell or otherwise issue shares of our common stock, not exceeding 25% of our then outstanding common stock immediately prior to each such offering, at a price or prices below the then current net asset value per share, in each case subject to the approval of our board of directors and compliance with the conditions set forth in the proxy statement pertaining thereto, during a period beginning on May 17, 2017 and expiring on the earlier of the one-year anniversary of the date of the 2017 Annual Stockholders Meeting and the date of our 2018 Annual Stockholders Meeting, which is expected to be held in May 2018. However, notwithstanding such stockholder approval, since our initial public offering on February 9, 2010, we have not sold any shares of our common stock in an offering that resulted in proceeds to us of less than our then current net asset value per share. Any offering of our common stock that requires stockholder approval must occur, if at all, within one year after receiving such stockholder approval.

***Our credit ratings may not reflect all risks of an investment in our debt securities.***

Our credit ratings are an assessment by third parties of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of our debt securities. Our credit ratings, however, may not reflect the potential impact of risks related to market conditions generally or other factors discussed above on the market value of or trading market for the publicly issued debt securities.

***Our stockholders may experience dilution in their ownership percentage if they opt out of our dividend reinvestment plan.***

All distributions declared in cash payable to stockholders that are participants in our dividend reinvestment plan are automatically reinvested in shares of our common stock. In the event we issue new shares in connection with our dividend reinvestment plan, our stockholders that do not elect to receive distributions in shares of common stock may experience dilution in their ownership percentage over time as a result of such issuance.

***We have and will continue to borrow money, which would magnify the potential for loss on amounts invested and may increase the risk of investing in us.***

We borrow money as part of our business plan. Borrowings, also known as leverage magnify the potential for loss on amounts invested and, therefore, increase the risks associated with investing in our securities. As of December 31, 2017, we had $295.6 million outstanding on the Credit Facility, composed of $245.6 million of revolving credit and $50 million of term loans. We also had $75 million outstanding of the 2023 Unsecured Notes, $150 million outstanding of the 2022 Unsecured Notes and $21 million outstanding of the 2022 Tranche C Notes. We may borrow from and issue senior debt securities to banks, insurance companies and other lenders in the future. Lenders of these senior securities, including the Credit Facility, the 2022 Unsecured Notes, the 2022 Tranche C Notes and the 2023 Unsecured Notes, will have fixed dollar claims on our assets that are superior to the claims of our common stockholders, and we would expect such lenders to seek recovery against our assets in the event of a default. If the value of our assets decreases, leveraging would cause net asset value to decline more sharply than it otherwise would have had we not leveraged. Similarly, any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could also negatively affect our ability to make distribution payments on our common stock. Leverage is generally considered a speculative investment technique. Our ability to service any debt that we incur will depend largely on our financial performance and will be subject to prevailing economic conditions and competitive pressures. Moreover, as the management fee payable to our investment adviser, Solar Capital Partners, will be payable based on our gross assets, including those assets acquired through the use of leverage, Solar Capital Partners will have a financial incentive to incur leverage which may not be consistent with our stockholders' interests. In addition, our common stockholders will bear the burden of any increase in our expenses as a result of leverage, including any increase in the management fee payable to Solar Capital Partners.

As a BDC, we generally are required to meet a coverage ratio of total assets to total borrowings and other senior securities, which include all of our borrowings and any preferred stock that we may issue in the future, of at least 200%. Additionally, the Credit Facility requires us to comply with certain financial and other restrictive covenants including maintaining an asset coverage ratio of not less than 200% at any time. Failure to maintain compliance with these covenants could result in an event of default and all of our debt being declared immediately due and payable. If this ratio declines below 200%, we may not be able to incur additional debt and could be required by law to sell a portion of our investments to repay some debt when it is disadvantageous to do so, which could have a material adverse effect on our operations, and we may not be able to make distributions. The amount of leverage that we employ will depend on our investment adviser's and our board of directors' assessment of market and other factors at the time of any proposed borrowing. We cannot assure you that we will be able to obtain credit at all or on terms acceptable to us.

In addition, the Credit Facility imposes, and any other debt facility into which we may enter would likely impose, financial and operating covenants that restrict our business activities, including limitations that could hinder our ability to finance additional loans and investments or to make the distributions required to maintain RIC tax treatment under Subchapter M of the Code.

*Illustration.* The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns on our portfolio, net of interest expense. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing in the table below.

| | Assumed total return (net of interest expense) | | | | |
|---|---|---|---|---|---|
| | (10)% | (5)% | 0% | 5% | 10% |
| Corresponding return to stockholder(1) | (20.6)% | (11.7)% | (2.8)% | 6.1% | 15.0% |

(1) Assumes $1.64 billion in total assets and $541.6 million in total debt outstanding, which reflects our total assets and total debt outstanding as of December 31, 2017, and a cost of funds of 4.73%. Excludes non-leverage related expenses.

In order for us to cover our annual interest payments on our outstanding indebtedness at December 31, 2017, we must achieve annual returns on our December 31, 2017 total assets of at least 1.6%.

***It is likely that the terms of any current or future long-term or revolving credit or warehouse facility we may enter into in the future could constrain our ability to grow our business.***

Our current lenders have, and any future lender or lenders may have, fixed dollar claims on our assets that are senior to the claims of our stockholders and, thus, will have a preference over our stockholders with respect to our assets in the collateral pool. Our current Credit Facility and borrowings also subject us to various financial and operating covenants, including, but not limited to, maintaining certain financial ratios and minimum tangible net worth amounts. Future credit facilities and borrowings will likely subject us to similar or additional covenants. In addition, we may grant a security interest in our assets in connection with any such credit facilities and borrowings.

The Credit Facility generally contains customary default provisions such as a minimum net worth amount, a profitability test, and a restriction on changing our business and loan quality standards. In addition, the Credit Facility requires or is expected to require the repayment of all outstanding debt on the maturity which may disrupt our business and potentially the business of our portfolio companies that are financed through the Credit Facility. An event of default under the Credit Facility would likely result, among other things, in termination of the availability of further funds under the Credit Facility and accelerated maturity dates for all amounts outstanding under the Credit Facility, which would likely disrupt our business and, potentially, the business of the portfolio companies whose loans we finance through the Credit Facility. This could reduce our revenues and, by delaying any cash payment allowed to us under our Credit Facility until the lender has been paid in full, reduce our liquidity and cash flow and impair our ability to grow our business and maintain RIC tax treatment.

The terms of future available financing may place limits on our financial and operation flexibility. If we are unable to obtain sufficient capital in the future, we may be forced to reduce or discontinue our operations, not be able to make new investments, or otherwise respond to changing business conditions or competitive pressures.

***Pending legislation may allow us to incur additional leverage.***

As a BDC, under the 1940 Act generally we are not permitted to incur indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our total assets or we may borrow an amount equal to 100% of net assets). The U.S. Senate recently introduced the Small Business Credit Availability Act, which if it passes, would modify this section of the 1940 Act and increase the amount of debt that BDCs may incur by modifying the asset coverage percentage from 200% to 150%. As a result, we may be able to incur additional indebtedness in the future and therefore your risk of an investment in us may increase.

***Our quarterly and annual operating results are subject to fluctuation as a result of the nature of our business, and if we fail to achieve our investment objective, the net asset value of our common stock may decline.***

We could experience fluctuations in our quarterly and annual operating results due to a number of factors, some of which are beyond our control, including, but not limited to, the interest rate payable on the debt securities that we acquire, the default rate on such securities, the level of our expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, changes in our portfolio composition, the degree to which we encounter competition in our markets, market volatility in our publicly traded securities and the securities of our portfolio companies, and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods. In addition, any of these factors could negatively impact our ability to achieve our investment objectives, which may cause our net asset value of our common stock to decline.

***Our investments may be in portfolio companies that may have limited operating histories and financial resources.***

We expect that our portfolio will continue to consist of investments that may have relatively limited operating histories. These companies may be particularly vulnerable to U.S. and foreign economic downturns, such as the U.S. recession that begain in mid-2007 and the European financial crisis, may have more limited access to capital and higher funding costs, may have a weaker financial position and may need more capital to expand or compete. These businesses also may experience substantial variations in operating results. They may face intense competition, including from companies with greater financial, technical and marketing resources. Furthermore, some of these companies do business in regulated industries and could be affected by changes in government regulation. Accordingly, these factors could impair their cash flow or result in other events, such as bankruptcy, which could limit their ability to repay their obligations to us, and may adversely affect the return on, or the recovery of, our investment in these companies. We cannot assure you that any of our investments in our portfolio companies will be successful. Our portfolio companies compete with larger, more established companies with greater access to, and resources for, further development in these new technologies. Therefore, we may lose our entire investment in any or all of our portfolio companies.

***There will be uncertainty as to the value of our portfolio investments, which may impact our net asset value.***

A large percentage of our portfolio investments are in the form of securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We value these securities, the Credit Facility and the 2022 Unsecured Notes on a quarterly basis in accordance with our valuation policy, which is at all times consistent with U.S. generally accepted accounting principles ("GAAP"). Our board of directors utilizes the services of third-party valuation firms to aid it in determining the fair value of certain securities, the Credit Facility and the 2022 Unsecured Notes. The board of directors discusses valuations and determines the fair value in good faith based on the input of our investment adviser and the respective third-party valuation firms. The factors that may be considered in fair value pricing our investments include the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings, the markets in which the portfolio company does business, comparisons to publicly traded companies, discounted cash flow and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

***Our equity ownership in a portfolio company may represent a control investment. Our ability to exit an investment in a timely manner because we are in a control position or have access to inside information in the portfolio company could result in a realized loss on the investment.***

If we obtain a control investment in a portfolio company our ability to divest ourselves from a debt or equity investment could be restricted due to illiquidity in a private stock, limited trading volume on a public company's stock, inside information on a company's performance, insider blackout periods, or other factors that could prohibit us from disposing of the investment as we would if it were not a control investment. Additionally, we may choose not to take certain actions to protect a debt investment in a control investment portfolio company. As a result, we could experience a decrease in the value of our portfolio company holdings and potentially incur a realized loss on the investment.

***There are significant potential conflicts of interest, including Solar Capital Partners' management of Solar Senior Capital Ltd., which could impact our investment returns, and an investment in Solar Capital is not an investment in Solar Senior Capital Ltd.***

Our executive officers and directors, as well as the current and future partners of our investment adviser, Solar Capital Partners, may serve as officers, directors or principals of entities that operate in the same or a

related line of business as we do. For example, Solar Capital Partners presently serves as the investment adviser to Solar Senior Capital Ltd., a publicly-traded BDC that focuses on investing primarily in senior secured loans, including first lien, unitranche and second lien debt instruments. In addition, Michael S. Gross, our Chairman, Chief Executive Officer and President, Bruce Spohler, our Chief Operating Officer and board member, and Richard L. Peteka, our Chief Financial Officer, serve in similar capacities for Solar Senior Capital Ltd. Accordingly, they may have obligations to investors in those entities, the fulfillment of which obligations might not be in the best interests of us or our stockholders. In addition, we note that any affiliated investment vehicle formed in the future and managed by our investment adviser or its affiliates may, notwithstanding different stated investment objectives, have overlapping investment objectives with our own and, accordingly, may invest in asset classes similar to those targeted by us. As a result, Solar Capital Partners may face conflicts in allocating investment opportunities between us and such other entities. Although Solar Capital Partners will endeavor to allocate investment opportunities in a fair and equitable manner, it is possible that, in the future, we may not be given the opportunity to participate in investments made by investment funds managed by our investment adviser or an investment manager affiliated with our investment adviser. In any such case, when Solar Capital Partners identifies an investment, it will be forced to choose which investment fund should make the investment.

As a BDC, we were substantially limited in our ability to co-invest in privately negotiated transactions with affiliated funds until we obtained an exemptive order from the SEC on July 28, 2014 (the “Prior Exemptive Order”). The Prior Exemptive Order permitted us to participate in negotiated co-investment transactions with certain affiliates, each of whose investment adviser is Solar Capital Partners, in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, and pursuant to the conditions to the Prior Exemptive Order. On June 13, 2017, the Company, Solar Senior Capital Ltd., and Solar Capital Partners received an exemptive order (the “Exemptive Order”) for a co-investment order that supersedes the Prior Exemptive Order and extends the relief granted in the Prior Exemptive Order such that it no longer applies to certain affiliates only if their respective investment adviser is Solar Capital Partners, but also applies to certain affiliates whose investment adviser is an investment adviser that controls, is controlled by or is under common control with Solar Capital Partners and is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. The terms of the Exemptive Order are otherwise substantially similar to the Prior Exemptive Order. If we are unable to rely on the Exemptive Order for a particular opportunity, such opportunity will be allocated first to the entity whose investment strategy is the most consistent with the opportunity being allocated, and second, if the terms of the opportunity are consistent with more than one entity’s investment strategy, on an alternating basis. Although our investment professionals will endeavor to allocate investment opportunities in a fair and equitable manner, we and our common stockholders could be adversely affected to the extent investment opportunities are allocated among us and other investment vehicles managed or sponsored by, or affiliated with, our executive officers, directors and members of our investment adviser.

Solar Capital Partners and certain investment advisory affiliates may determine that an investment is appropriate for us and for one or more of those other funds. In such event, depending on the availability of such investment and other appropriate factors, Solar Capital Partners or its affiliates may determine that we should invest side-by-side with one or more other funds. Any such investments will be made only to the extent permitted by applicable law and interpretive positions of the SEC and its staff, and consistent with Solar Capital Partners’ allocation procedures. Related party transactions may occur among Solar Capital and Crystal Financial LLC, Senior Secured Unitranche Loan Program LLC, SSLP 2016-1, LLC, Senior Secured Unitranche Loan Program II LLC, SSLP II 2016-1, LLC and NEF Holdings LLC. These transactions may occur in the normal course of business. No administrative fees are paid to Solar Capital Partners by Crystal Financial LLC, Senior Secured Unitranche Loan Program LLC, Senior Secured Unitranche Loan Program II LLC or NEF Holdings LLC.

In the ordinary course of our investing activities, we pay management and incentive fees to Solar Capital Partners and reimburse Solar Capital Partners for certain expenses it incurs. As a result, investors in our common stock will invest on a “gross” basis and receive distributions on a “net” basis after expenses, resulting in a lower rate of return than an investor might achieve through direct investments. Accordingly, there may be times when

the management team of Solar Capital Partners has interests that differ from those of our stockholders, giving rise to a conflict.

We have entered into a royalty-free license agreement with our investment adviser, pursuant to which our investment adviser has granted us a non-exclusive license to use the name "Solar Capital." Under the license agreement, we have the right to use the "Solar Capital" name for so long as Solar Capital Partners or one of its affiliates remains our investment adviser. In addition, we pay Solar Capital Management, an affiliate of Solar Capital Partners, our allocable portion of overhead and other expenses incurred by Solar Capital Management in performing its obligations under the Administration Agreement, including rent, the fees and expenses associated with performing compliance functions, and our allocable portion of the compensation of our chief financial officer and their respective staffs. These arrangements create conflicts of interest that our board of directors must monitor.

***Our ability to enter into transactions involving derivatives and financial commitment transactions may be limited.***

The SEC has proposed a new rule under the 1940 Act that would govern the use of derivatives (defined to include any swap, security-based swap, futures contract, forward contract, option or any similar instrument) as well as financial commitment transactions (defined to include reverse repurchase agreements, short sale borrowings and any firm or standby commitment agreement or similar agreement) by BDCs. Under the proposed rule, a BDC would be required to comply with one of two alternative portfolio limitations and manage the risks associated with derivatives transactions and financial commitment transactions by segregating certain assets. Furthermore, a BDC that engages in more than a limited amount of derivatives transactions or that uses complex derivatives would be required to establish a formalized derivatives risk management program. If the SEC adopts this rule in the form proposed, our ability to enter into transactions involving such instruments may be hindered, which could have an adverse effect on our business, financial condition and results of operations.

***We may be obligated to pay our investment adviser incentive compensation even if we incur a loss.***

Our investment adviser will be entitled to incentive compensation for each fiscal quarter in an amount equal to a percentage of the excess of our pre-incentive fee net investment income for that quarter (before deducting incentive compensation) above a performance threshold for that quarter. Accordingly, since the performance threshold is based on a percentage of our net asset value, decreases in our net asset value make it easier to achieve the performance threshold. Our pre-incentive fee net investment income for incentive compensation purposes excludes realized and unrealized capital losses or depreciation that we may incur in the fiscal quarter, even if such capital losses or depreciation result in a net loss on our statement of operations for that quarter. Thus, we may be required to pay Solar Capital Partners incentive compensation for a fiscal quarter even if there is a decline in the value of our portfolio or we incur a net loss for that quarter.

***Our incentive fee may induce Solar Capital Partners to pursue speculative investments.***

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

The incentive fee payable by us to our investment adviser also may induce Solar Capital Partners to invest on our behalf in instruments that have a deferred interest feature, even if such deferred payments would not provide cash necessary to enable us to pay current distributions to our stockholders. Under these investments, we would accrue interest over the life of the investment but would not receive the cash income from the investment until the end of the term. Our net investment income used to calculate the income portion of our investment fee, however, includes accrued interest. Thus, a portion of this incentive fee would be based on income that we have not received in cash. In addition, the "catch-up" portion of the incentive fee may encourage Solar Capital Partners to accelerate or defer interest payable by portfolio companies from one calendar quarter to another, potentially resulting in fluctuations in timing and distribution amounts.

We may invest, to the extent permitted by law, in the securities and instruments of other investment companies, including private funds, and, to the extent we so invest, will bear our ratable share of any such investment company's expenses, including management and performance fees. We will also remain obligated to pay management and incentive fees to Solar Capital Partners with respect to the assets invested in the securities and instruments of other investment companies. With respect to each of these investments, each of our stockholders will bear his or her share of the management and incentive fee of Solar Capital Partners as well as indirectly bearing the management and performance fees and other expenses of any investment companies in which we invest.

***We may become subject to corporate-level U.S. federal income tax if we are unable to qualify and maintain our qualification as a regulated investment company under Subchapter M of the Code.***

Although we have elected to be treated as a RIC under Subchapter M of the Code, no assurance can be given that we will continue to be able to qualify for and maintain RIC tax treatment. To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements.

- The Annual Distribution Requirement for a RIC will be satisfied if we distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. Because we may use debt financing, we are subject to certain asset coverage ratio requirements under the 1940 Act and financial covenants under loan and credit agreements that could, under certain circumstances, restrict us from making distributions necessary to satisfy the Annual Distribution Requirement. If we are unable to obtain cash from other sources, we could fail to qualify for RIC tax treatment and thus become subject to corporate-level U.S federal income tax.
- The income source requirement will be satisfied if we obtain at least 90% of our income for each year from certain passive investments, including interest, dividends, gains from the sale of stock or securities or similar sources.
- The asset diversification requirement will be satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. Failure to meet those requirements may result in our having to dispose of certain investments quickly in order to prevent the loss of RIC tax treatment. Because most of our investments will be in private companies, and therefore will be relatively illiquid, any such dispositions could be made at disadvantageous prices and could result in substantial losses.

If we fail to qualify for RIC tax treatment for any reason and become subject to corporate income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. Such a failure could have a material adverse effect on us, the net asset value of our common stock and the total return, if any, obtainable from your investment in our common stock. Any net operating losses that we incur in periods during which we qualify as a RIC will not offset net capital gains (i.e., net realized long-term capital gains in excess of net realized short-term capital losses) that we

are otherwise required to distribute, and we cannot pass such net operating losses through to our stockholders. In addition, net operating losses that we carry over to a taxable year in which we qualify as a RIC normally cannot offset ordinary income or capital gains.

***We may have difficulty satisfying the Annual Distribution Requirement in order to qualify and maintain RIC tax treatment if we recognize income before or without receiving cash representing such income.***

In accordance with GAAP and tax requirements, we include in income certain amounts that we have not yet received in cash, such as contractual PIK interest, which represents contractual interest added to a loan balance and due at the end of such loan's term. In addition to the cash yields received on our loans, in some instances, certain loans may also include any of the following: end-of-term payments, exit fees, balloon payment fees or prepayment fees. The increases in loan balances as a result of contractual PIK arrangements are included in income for the period in which such PIK interest was accrued, which is often in advance of receiving cash payment, and are separately identified on our statements of cash flows. We also may be required to include in income certain other amounts prior to receiving the related cash.

Any warrants that we receive in connection with our debt investments will generally be valued as part of the negotiation process with the particular portfolio company. As a result, a portion of the aggregate purchase price for the debt investments and warrants will be allocated to the warrants that we receive. This will generally result in "original issue discount" for tax purposes, which we must recognize as ordinary income, increasing the amount that we are required to distribute to qualify for the U.S. federal income tax benefits applicable to RICs. Because these warrants generally will not produce distributable cash for us at the same time as we are required to make distributions in respect of the related original issue discount, we would need to obtain cash from other sources or to pay a portion of our distributions using shares of newly issued common stock, consistent with Internal Revenue Service requirements, to satisfy the Annual Distribution and Excise Tax Avoidance requirements.

Other features of the debt instruments that we hold may also cause such instruments to generate an original issue discount, resulting in a distribution requirement in excess of current cash interest received. Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the RIC tax requirement to distribute at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. Under such circumstances, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are unable to obtain cash from other sources and are otherwise unable to satisfy such distribution requirements, we may fail to qualify for the U.S. federal income tax benefits allowable to RICs and, thus, become subject to a corporate-level U.S. federal income tax on all our income.

The higher yields and interest rates on PIK securities reflects the payment deferral and increased credit risk associated with such instruments and that such investments may represent a significantly higher credit risk than coupon loans. PIK securities may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of any associated collateral. PIK interest has the effect of generating investment income and increasing the incentive fees payable at a compounding rate. In addition, the deferral of PIK interest also increases the loan-to-value ratio at a compounding rate. PIK securities create the risk that incentive fees will be paid to our investment adviser based on non-cash accruals that ultimately may not be realized, but our investment adviser will be under no obligation to reimburse the Company for these fees.

***Provisions of the Maryland General Corporation Law and of our charter and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.***

The Maryland General Corporation Law and our charter and bylaws contain provisions that may discourage, delay or make more difficult a change in control of Solar Capital or the removal of our directors. We are subject

to the Maryland Business Combination Act, subject to any applicable requirements of the 1940 Act. Our board of directors has adopted a resolution exempting from the Maryland Business Combination Act any business combination between us and any other person, subject to prior approval of such business combination by our board of directors, including approval by a majority of our disinterested directors. If the resolution exempting business combinations is repealed or our board of directors does not approve a business combination, the Maryland Business Combination Act may discourage third parties from trying to acquire control of us and increase the difficulty of consummating such an offer. Our bylaws exempt from the Maryland Control Share Acquisition Act (the "Control Share Act") acquisitions of our stock by any person. If we amend our bylaws to repeal the exemption from the Control Share Act, the Control Share Act also may make it more difficult for a third party to obtain control of us and increase the difficulty of consummating such a transaction. However, we will amend our bylaws to be subject to the Control Share Act only if our board of directors determines that it would be in our best interests and if the SEC staff does not object to our determination that our being subject to the Control Share Act does not conflict with the 1940 Act. The SEC staff has issued informal guidance setting forth its position that certain provisions of the Control Share Act would, if implemented, violate Section 18(i) of the 1940 Act.

We have also adopted measures that may make it difficult for a third party to obtain control of us, including provisions of our charter classifying our board of directors in three classes serving staggered three-year terms, and authorizing our board of directors to classify or reclassify shares of our stock in one or more classes or series, to cause the issuance of additional shares of our stock and to amend our charter without stockholder approval to increase or decrease the number of shares of stock that we have authority to issue. These provisions, as well as other provisions of our charter and bylaws, may delay, defer or prevent a transaction or a change in control that might otherwise be in the best interests of our stockholders.

The foregoing provisions are expected to discourage certain coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of us to negotiate first with our board of directors. However, these provisions may deprive a stockholder of the opportunity to sell such stockholder's shares at a premium to a potential acquirer. We believe that the benefits of these provisions outweigh the potential disadvantages of discouraging any such acquisition proposals because, among other things, the negotiation of such proposals may improve their terms. Our board of directors has considered both the positive and negative effects of the foregoing provisions and determined that they are in the best interest of our stockholders.

***The failure in cyber security systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively.***

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

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation.

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

***We can be highly dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay distributions.***

Our business is highly dependent on our and third parties' communications and information systems. Any failure or interruption of those systems, including as a result of the termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

- sudden electrical or telecommunications outages;
- natural disasters such as earthquakes, tornadoes and hurricanes;
- events arising from local or larger scale political or social matters, including terrorist acts; and
- cyber-attacks.

These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay distributions to our stockholders.

***Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.***

Our board of directors has the authority to modify or waive certain of our operating policies and strategies without prior notice (except as required by the 1940 Act) and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results and value of our stock. Nevertheless, the effects may adversely affect our business and impact our ability to make distributions.

***Our business is subject to increasingly complex corporate governance, public disclosure and accounting requirements that could adversely affect our business and financial results.***

We are subject to changing rules and regulations of federal and state government as well as the stock exchange on which our common stock is listed. These entities, including the Public Company Accounting Oversight Board, the SEC and the NASDAQ Stock Market, have issued a significant number of new and increasingly complex requirements and regulations over the course of the last several years and continue to develop additional regulations and requirements in response to laws enacted by Congress. Our efforts to comply with these existing requirements, or any revised or amended requirements, have resulted in, and are likely to continue to result in, an increase in expenses and a diversion of management's time from other business activities.

***Changes in laws or regulations governing our operations may adversely affect our business.***

Changes in the laws or regulations, or the interpretations of the laws and regulations, which govern BDCs, RICs or non-depository commercial lenders could significantly affect our operations and our cost of doing

business. We are subject to federal, state and local laws and regulations and are subject to judicial and administrative decisions that affect our operations, including our loan originations, maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures, and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, then we may have to incur significant expenses in order to comply or we may have to restrict our operations. In addition, if we do not comply with applicable laws, regulations and decisions, then we may lose licenses needed for the conduct of our business and be subject to civil fines and criminal penalties, any of which could have a material adverse effect upon our business results of operations or financial condition.

***We cannot predict how tax reform legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.***

Legislative or other actions relating to taxes could have a negative effect on us. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department. In December 2017, the U.S. House of Representatives and U.S. Senate passed tax reform legislation, which the President signed into law. Such legislation has made many changes to the Code, including significant changes to the taxation of business entities, the deductibility of interest expense, and the tax treatment of capital investment. We cannot predict with certainty how any changes in the tax laws might affect us, our stockholders, or our portfolio investments. New legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our stockholders of such qualification, or could have other adverse consequences. Stockholders are urged to consult with their tax advisor regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.

***Our investment adviser can resign on 60 days' notice, and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.***

Our investment adviser has the right, under the Advisory Agreement, to resign at any time upon 60 days' written notice, whether we have found a replacement or not. If our investment adviser resigns, we may not be able to find a new investment adviser or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 60 days, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the market price of our shares may decline. In addition, the coordination of our internal management and investment activities is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by our investment adviser and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our investment objective may result in additional costs and time delays that may adversely affect our financial condition, business and results of operations.

**Item 1B. Unresolved Staff Comments**

None

**Item 2. Properties**

Our executive offices are located at 500 Park Avenue, New York, New York 10022, and are provided by Solar Capital Management in accordance with the terms of the Administration Agreement. We believe that our office facilities are suitable and adequate for our business as it is presently conducted.

**Item 3. Legal Proceedings**

We and our subsidiaries are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us or our subsidiaries. From time to time, we and our subsidiaries may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our financial condition or results of operations.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

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

**Price Range of Common Stock**

Our common stock is traded on the NASDAQ Global Select Market under the symbol "SLRC". The following table sets forth, for each fiscal quarter during the last two fiscal years, the net asset value ("NAV") per share of our common stock, the high and low closing sale prices for our common stock, such sale prices as a percentage of NAV per share and quarterly distributions per share.

| | NAV(1) | Price Range High | Price Range Low | Premium or (Discount) of High Closing Price to NAV(2) | Premium or (Discount) of Low Closing Price to NAV(2) | Declared Distributions(3) |
|---|---|---|---|---|---|---|
| **Fiscal 2017** | | | | | | |
| Fourth Quarter | $21.81 | $22.46 | $20.08 | 3.0% | (7.9)% | $ 0.40 |
| Third Quarter | 21.80 | 22.08 | 20.40 | 1.3 | (6.4) | 0.40 |
| Second Quarter | 21.79 | 22.91 | 21.13 | 5.1 | (3.0) | 0.40 |
| First Quarter | 21.75 | 22.61 | 21.09 | 4.0 | (3.0) | 0.40 |
| **Fiscal 2016** | | | | | | |
| Fourth Quarter | $21.74 | $21.42 | $19.43 | (1.5)% | (10.6)% | $ 0.40 |
| Third Quarter | 21.72 | 20.71 | 19.02 | (4.7) | (12.4) | 0.40 |
| Second Quarter | 21.51 | 19.07 | 16.91 | (11.3) | (21.4) | 0.40 |
| First Quarter | 21.08 | 17.70 | 15.60 | (16.0) | (26.0) | 0.40 |

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low closing sales prices. The net asset values shown are based on outstanding shares at the end of each period.
(2) Calculated as of the respective high or low closing sales price divided by NAV and subtracting 1.
(3) Represents the cash distributions declared for the specified quarter.

Shares of BDCs may trade at a market price that is less than the value of the net assets attributable to those shares. The possibility that our shares of common stock will trade at a discount from net asset value or at premiums that are unsustainable over the long term are separate and distinct from the risk that our net asset value will decrease. Since our initial public offering on February 9, 2010, our shares of common stock have traded at both a discount and a premium to the net assets attributable to those shares.

The last reported closing market price of our common stock on February 20, 2018 was $20.37 per share. As of February 20, 2018, we had 18 shareholders of record.

**DISTRIBUTIONS**

Tax characteristics of all distributions will be reported to shareholders on Form 1099 after the end of the calendar year. Future quarterly distributions, if any, will be determined by our Board. We expect that our distributions to stockholders will generally be from accumulated net investment income, from net realized capital gains or non-taxable return of capital, if any, as applicable.

We have elected to be taxed as a RIC under Subchapter M of the Code. To maintain our 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 addition, although we currently intend to distribute realized net capital gains (*i.e.*, 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 in the future decide to retain such capital gains for investment.

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

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, due to the asset coverage test applicable to us as a business development company, we may in the future be limited in our ability to make distributions. Also, our revolving credit facility may limit our ability to declare distributions if we default under certain provisions. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of the tax benefits available to us as a regulated investment company. In addition, in accordance with U.S. generally accepted accounting principles and tax regulations, we include in income certain amounts that we have not yet received in cash, such as contractual payment-in-kind interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a regulated investment company.

With respect to the distributions to stockholders, income from origination, structuring, closing and certain other upfront fees associated with investments in portfolio companies are treated as taxable income and accordingly, distributed to stockholders.

We cannot assure stockholders that they will receive any distributions at a particular level.

All distributions declared in cash payable to stockholders that are participants in our dividend reinvestment plan are generally automatically reinvested in shares of our common stock. As a result, stockholders that do not participate in the dividend reinvestment plan may experience dilution over time. Stockholders who do not elect to receive distributions in shares of common stock may experience accretion to the net asset value of their shares if our shares are trading at a premium and dilution if our shares are trading at a discount. The level of accretion or discount would depend on various factors, including the proportion of our stockholders who participate in the plan, the level of premium or discount at which our shares are trading and the amount of the distribution payable to a stockholder.

The following table reflects cash distributions per share on our common stock for the two most recent fiscal years and the current fiscal year to date:

| Date Declared | Record Date | Payment Date | Amount |
|---|---|---|---|
| Fiscal 2018 | | | |
| November 2, 2017 | March 22, 2018 | April 3, 2018 | $ 0.41 |
| Fiscal 2017 | | | |
| November 2, 2017 | December 21, 2017 | January 4, 2018 | $ 0.40 |
| August 1, 2017 | September 21, 2017 | October 3, 2017 | 0.40 |
| May 2, 2017 | June 22, 2017 | July 5, 2017 | 0.40 |
| February 22, 2017 | March 23, 2017 | April 4, 2017 | 0.40 |
| *Total 2017* | | | $ 1.60 |
| Fiscal 2016 | | | |
| November 2, 2016 | December 15, 2016 | January 4, 2017 | $ 0.40 |
| August 2, 2016 | September 22, 2016 | October 4, 2016 | 0.40 |
| May 3, 2016 | June 23, 2016 | July 1, 2016 | 0.40 |
| February 24, 2016 | March 24, 2016 | April 1, 2016 | 0.40 |
| *Total 2016* | | | $ 1.60 |

**Recent Sales of Unregistered Securities**

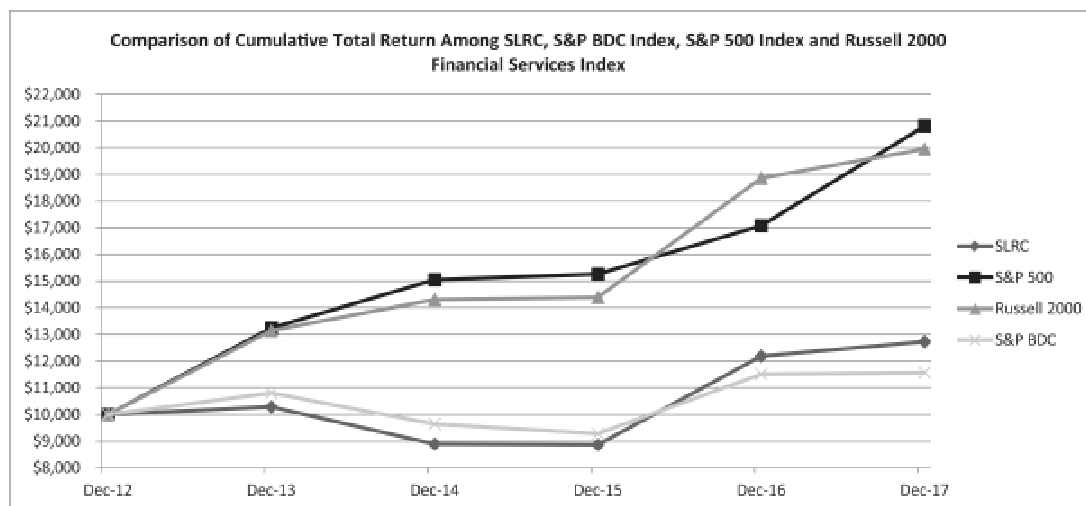
None.

**Issuer Purchases of Equity Securities**

None.

**STOCK PERFORMANCE GRAPH**

This graph compares the cumulative total return on our common stock with that of the Standard & Poor's BDC Index, Standard & Poor's 500 Stock Index and the Russell 2000 Financial Services Index, for the period from December 31, 2012 through December 31, 2017. The graph assumes that a person invested $10,000 in each of the following: our common stock (SLRC), the S&P BDC Index, the S&P 500 Index, and the Russell 2000 Financial Services Index. The graph measures total stockholder return, which takes into account both changes in stock price and dividends. It assumes that dividends paid are invested in additional shares of the same class of equity securities at the frequency with which dividends are paid of such securities during the applicable fiscal year.




The graph and other information furnished under this Part II Item 5 of this Form 10-K shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the 1934 Act. The stock price performance included in the above graph is not necessarily indicative of future stock price performance.

## Item 6. Selected Financial Data

The selected financial and other data below should be read in conjunction with our "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and notes thereto. Financial information is presented for the fiscal years ended December 31, 2017, 2016, 2015, 2014 and 2013. Financial information for the periods ending December 31, 2017, 2016, 2015, 2014, and 2013 has been derived from our consolidated financial statements that were audited by KPMG LLP ("KPMG"), an independent registered public accounting firm.

| ($ in thousands, except per share data) | Year ended December 31, 2017 | Year ended December 31, 2016 | Year ended December 31, 2015 | Year ended December 31, 2014 | Year ended December 31, 2013 |
|---|---|---|---|---|---|
| **Income statement data:** | | | | | |
| Total investment income | $ 143,338 | $ 151,839 | $ 115,560 | $ 121,937 | $ 163,593 |
| Net expenses | $ 74,975 | $ 80,738 | $ 51,204 | $ 55,230 | $ 78,658 |
| Net investment income | $ 68,363 | $ 71,101 | $ 64,356 | $ 66,707 | $ 84,935 |
| Net realized gain (loss) | $ (12,015) | $ 776 | $ (4,874) | $ (36,840) | $ (44,425) |
| Net change in unrealized gain (loss). | $ 14,082 | $ 34,938 | $ (45,402) | $ 18,585 | $ 34,800 |
| Net increase in net assets resulting from operations | $ 70,430 | $ 106,815 | $ 14,080 | $ 48,452 | $ 75,310 |
| **Per share data:** | | | | | |
| Net investment income (1) | $ 1.62 | $ 1.68 | $ 1.52 | $ 1.56 | $ 1.91 |
| Net realized and unrealized gain (loss)(1) | $ 0.05 | $ 0.84 | $ (1.18) | $ (0.43) | $ (0.22) |
| Dividends and distributions declared | $ 1.60 | $ 1.60 | $ 1.60 | $ 1.60 | $ 2.00 |

| | As of December 31, 2017 | As of December 31, 2016 | As of December 31, 2015 | As of December 31, 2014 | As of December 31, 2013 |
|---|---|---|---|---|---|
| **Balance sheet data:** | | | | | |
| Total investment portfolio | $1,461,170 | $1,304,778 | $1,312,591 | $1,020,738 | $1,088,399 |
| Cash and cash equivalents | $ 150,789 | $ 312,046 | $ 277,570 | $ 635,340 | $ 586,979 |
| Total assets | $1,641,565 | $1,650,547 | $1,620,300 | $1,686,334 | $1,708,442 |
| Debt | $ 541,600 | $ 390,200 | $ 432,900 | $ 225,000 | $ 225,000 |
| Net assets | $ 921,605 | $ 918,507 | $ 882,698 | $ 936,568 | $ 995,637 |
| **Per share data:** | | | | | |
| Net asset value per share | $ 21.81 | $ 21.74 | $ 20.79 | $ 22.05 | $ 22.50 |
| **Other data (unaudited):** | | | | | |
| Total return(2) | 4.5% | 37.5% | (0.3%) | (13.6%) | 2.8% |
| Number of portfolio companies at period end | 93 | 63 | 54 | 43 | 40 |

(1) The per-share calculations are based on weighted average shares of 42,257,692, 42,258,143, 42,465,158, 42,888,232 and 44,571,118 for the years ended December 31, 2017, 2016, 2015, 2014 and 2013, respectively.

(2) Total return is based on the change in market price per share during the year and takes into account dividends, if any, reinvested in accordance with the dividend reinvestment plan. Total return does not include a sales load.

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

*The information contained in this section should be read in conjunction with the Selected Financial and Other Data and our Consolidated Financial Statements and notes thereto appearing elsewhere in this report.*

Some of the statements in this report constitute forward-looking statements, which relate to future events or our future performance or financial condition. The forward-looking statements contained herein involve risks and uncertainties, including statements as to:

- 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;
- our expected financings and investments;
- the adequacy of our cash resources and working capital; and
- the timing of cash flows, if any, from the operations of our portfolio companies.

We generally use words such as "anticipates," "believes," "expects," "intends" and similar expressions to identify forward-looking statements. Our actual results could differ materially from those projected in the forward-looking statements for any reason, including any factors set forth in "Risk Factors" and elsewhere in this report.

We have based the forward-looking statements included in this report on information available to us on the date of this report, and we assume no obligation to update any such forward-looking statements. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including any annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

**Overview**

Solar Capital LLC, a Maryland limited liability company, was formed in February 2007 and commenced operations on March 13, 2007 with initial capital of $1.2 billion of which 47.04% was funded by affiliated parties.

Solar Capital Ltd. ("Solar Capital", the "Company", "we" or "our"), a Maryland corporation formed in November 2007, is a closed-end, externally managed, non-diversified management investment company that has elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). Furthermore, as the Company is an investment company, it continues to apply the guidance in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 946. In addition, for tax purposes, the Company has elected to be treated as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code").

On February 9, 2010, we priced our initial public offering, selling 5.68 million shares of our common stock. Concurrent with our initial public offering, Michael S. Gross, our Chairman and Chief Executive Officer, and Bruce Spohler, our Chief Operating Officer, collectively purchased an additional 0.6 million shares of our common stock through a private placement transaction exempt from registration under the Securities Act (the "Concurrent Private Placement").

We invest primarily in privately held U.S. middle-market companies, where we believe the supply of primary capital is limited and the investment opportunities are most attractive. Our investment objective is to generate both current income and capital appreciation through debt and equity investments. We invest primarily in leveraged middle-market companies in the form of senior secured loans, stretch-senior loans, unitranche loans, mezzanine loans and equity securities. From time to time, we may also invest in public companies that are thinly

traded. Our business is focused primarily on the direct origination of investments through portfolio companies or their financial sponsors. Our investments generally range between $5 million and $100 million each, although we expect that this investment size will vary proportionately with the size of our capital base and/or with strategic initiatives. Our investment activities are managed by Solar Capital Partners, LLC (the “Investment Adviser”) and supervised by our board of directors, a majority of whom are non-interested, as such term is defined in the 1940 Act. Solar Capital Management, LLC (the “Administrator”) provides the administrative services necessary for us to operate.

In addition, we may invest a portion of our portfolio in other types of investments, which we refer to as opportunistic investments, which are not our primary focus but are intended to enhance our overall returns. These investments may include, but are not limited to, direct investments in public companies that are not thinly traded and securities of leveraged companies located in select countries outside of the United States.

As of December 31, 2017, the Investment Adviser has directly invested approximately $7 billion in more than 320 different portfolio companies since 2006. Over the same period, the Investment Adviser completed transactions with more than 185 different financial sponsors.

**Recent Developments**

Effective January 1, 2018, the annual rate the Investment Adviser charges the Company for the base management fee changed from 2.00% to 1.75%.

**Investments**

Our level of investment activity can and does vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity for such companies, the general economic environment and the competitive environment for the types of investments we make. As a BDC, we must not acquire any assets other than “qualifying assets” specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in “eligible portfolio companies.” The definition of “eligible portfolio company” includes certain public companies that do not have any securities listed on a national securities exchange and companies whose securities are listed on a national securities exchange but whose market capitalization is less than $250 million.

**Revenue**

We generate revenue primarily in the form of interest and dividend income from the securities we hold and capital gains, if any, on investment securities that we may sell. Our debt investments generally have a stated term of three to seven years and typically bear interest at a floating rate usually determined on the basis of a benchmark London interbank offered rate (“LIBOR”), commercial paper rate, or the prime rate. Interest on our debt investments is generally payable quarterly but may be monthly or semi-annually. In addition, our investments may provide payment-in-kind (“PIK”) interest. Such amounts of accrued PIK interest are added to the cost of the investment on the respective capitalization dates and generally become due at maturity of the investment or upon the investment being called by the issuer. We may also generate revenue in the form of commitment, origination, structuring fees, fees for providing managerial assistance and, if applicable, consulting fees, etc.

**Expenses**

All investment professionals of the investment adviser and their respective staffs, when and to the extent engaged in providing investment advisory and management services, and the compensation and routine overhead

expenses of such personnel allocable to such services, are provided and paid for by Solar Capital Partners. We bear all other costs and expenses of our operations and transactions, including (without limitation):

- the cost of our organization and public offerings;
- the cost of calculating our net asset value, including the cost of any third-party valuation services;
- the cost of effecting sales and repurchases of our shares and other securities;
- interest payable on debt, if any, to finance our investments;
- fees payable to third parties relating to, or associated with, making investments, including fees and expenses associated with performing due diligence reviews of prospective investments and advisory fees;
- transfer agent and custodial fees;
- fees and expenses associated with marketing efforts;
- federal and state registration fees, any stock exchange listing fees;
- federal, state and local taxes;
- independent directors' fees and expenses;
- brokerage commissions;
- fidelity bond, directors and officers errors and omissions liability insurance and other insurance premiums;
- direct costs and expenses of administration, including printing, mailing, long distance telephone and staff;
- fees and expenses associated with independent audits and outside legal costs;
- costs associated with our reporting and compliance obligations under the 1940 Act and applicable federal and state securities laws; and
- all other expenses incurred by either Solar Capital Management or us in connection with administering our business, including payments under the Administration Agreement that will be based upon our allocable portion of overhead and other expenses incurred by Solar Capital Management in performing its obligations under the Administration Agreement, including rent, the fees and expenses associated with performing compliance functions, and our allocable portion of the costs of compensation and related expenses of our chief compliance officer and our chief financial officer and their respective staffs.

We expect our general and administrative operating expenses related to our ongoing operations to increase moderately in dollar terms. During periods of asset growth, we generally expect our general and administrative operating expenses to decline as a percentage of our total assets and increase during periods of asset declines. Incentive fees, interest expense and costs relating to future offerings of securities, among others, may also increase or reduce overall operating expenses based on portfolio performance, interest rate benchmarks, and offerings of our securities relative to comparative periods, among other factors.

**Portfolio and Investment Activity**

During the year ended December 31, 2017, we invested approximately $472 million across 60 portfolio companies. This compares to investing approximately $428 million in 35 portfolio companies for the year ended December 31, 2016. Investments sold, prepaid or repaid during the year ended December 31, 2017 totaled approximately $333 million versus approximately $488 million for the year ended December 31, 2016.

At December 31, 2017, our portfolio consisted of 93 portfolio companies and was invested 42.4% in cash flow senior secured loans, 28.0% in asset-based senior secured loans / Crystal Financial, 15.0% in equipment senior secured financings / NEF, and 14.6% in life science senior secured loans, in each case, measured at fair value, versus 63 portfolio companies invested 52.9% in cash flow senior secured loans, 31.6% in asset-based senior secured loans / Crystal Financial, and 15.5% in life science senior secured loans, in each case, measured at fair value, at December 31, 2016.

At December 31, 2017, 82.0% or $1.18 billion of our income producing investment portfolio* is floating rate and 18.0% or $259.8 million is fixed rate, measured at fair value. At December 31, 2016, 94.9% or $1.22 billion of our income producing investment portfolio* was floating rate and 5.1% or $65.7 million was fixed rate, measured at fair value. As of December 31, 2017 and 2016, we had zero and one issuer, respectively, on non-accrual status.

Since inception through December 31, 2017, Solar Capital and its predecessor companies have invested approximately $5.2 billion in more than 205 portfolio companies. Over the same period, Solar Capital has completed transactions with more than 140 different financial sponsors.

**Crystal Financial LLC**

On December 28, 2012, we completed the acquisition of Crystal Capital Financial Holdings LLC ("Crystal Financial"), a commercial finance company focused on providing asset-based and other secured financing solutions (the "Crystal Acquisition"). We invested $275 million in cash to effect the Crystal Acquisition. Crystal Financial owned approximately 98% of the outstanding ownership interest in Crystal Financial LLC. The remaining financial interest was held by various employees of Crystal Financial LLC, through their investment in Crystal Management LP. Crystal Financial LLC had a diversified portfolio of 23 loans having a total par value of approximately $400 million at November 30, 2012 and a $275 million committed revolving credit facility. On January 27, 2014, the revolving credit facility was expanded to $300 million. On March 31, 2014, we exchanged $137.5 million of our equity interest in Crystal Financial in exchange for $137.5 million in floating rate senior secured notes in Crystal Financial bearing interest at LIBOR plus 9.50%, maturing on March 31, 2019. On May 18, 2015, the revolving credit facility was expanded to $350 million. Our financial statements, including our schedule of investments, reflected our investments in Crystal Financial on a consolidated basis. On July 28, 2016, the Company purchased Crystal Management LP's approximately 2% equity interest in Crystal Financial LLC for approximately $5.7 million. Upon the closing of this transaction, the Company holds 100% of the equity interest in Crystal Financial LLC. On September 30, 2016, Crystal Capital Financial Holdings LLC was dissolved.

As of December 31, 2017, Crystal Financial LLC had 27 funded commitments to 23 different issuers with a total par value of approximately $300.9 million on total assets of $448.5 million. As of December 31, 2016, Crystal Financial LLC had 26 funded commitments to 25 different issuers with a total par value of approximately $368.8 million on total assets of $459.7 million. As of December 31, 2017 and December 31, 2016, the largest loan outstanding totaled $36.0 million and $36.3 million, respectively. For the same periods, the average exposure per issuer was $13.1 million and $14.8 million, respectively. Crystal Financial LLC's credit facility, which is non-recourse to Solar Capital, had approximately $176.5 million and $175.4 million of borrowings outstanding at December 31, 2017 and December 31, 2016, respectively. For the years ended December 31, 2017, 2016 and 2015, Crystal Financial LLC had net income of $20.4 million, $34.1 million and $27.4 million, respectively, on gross income of $52.7 million, $69.4 million and $62.5 million, respectively. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions. As such, and subject to fluctuations in Crystal Financial LLC's funded commitments, the timing of originations, and the repayments of financings, the Company cannot guarantee that Crystal Financial LLC will be

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* We have included Crystal Financial LLC, NEF Holdings LLC, Senior Secured Unitranche Loan Program LLC and Senior Secured Unitranche Loan Program II LLC within our income producing investment portfolio.

able to maintain consistent dividend payments to us. Crystal Financial LLC's consolidated financial statements for the fiscal years ended December 31, 2017 and December 31, 2016 are attached as an exhibit to this annual report on Form 10-K.

**NEF Holdings, LLC**

On July 31, 2017, we completed the acquisition of NEF Holdings, LLC ("NEF"), which conducts its business through its wholly-owned subsidiary Nations Equipment Finance, LLC. NEF is an independent equipment finance company that provides senior secured loans and leases primarily to U.S. based companies. We invested $209.9 million in cash to effect the transaction, of which $145.0 million was invested in the equity of NEF through our wholly-owned consolidated taxable subsidiary NEFCORP LLC and our wholly-owned consolidated subsidiary NEFPASS LLC and $64.9 million was used to purchase certain leases and loans held by NEF through NEFPASS LLC. Concurrent with the transaction, NEF refinanced its existing senior secured credit facility into a $150.0 million non-recourse facility with an accordion feature to expand up to $250.0 million. The maturity date of the facility is July 31, 2021. At July 31, 2017, NEF also had two securitizations outstanding, with an issued note balance of $94.6 million.

As of December 31, 2017, NEF had 223 funded equipment-backed leases and loans to 90 different customers with a total net investment in leases and loans of approximately $223.0 million on total assets of $289.5 million. As of December 31, 2017, the largest position outstanding totaled $16.0 million. For the same period, the average exposure per customer was $2.5 million. NEF's credit facility, which is non-recourse to Solar Capital, had approximately $71.0 million of borrowings outstanding at December 31, 2017. The securitization notes balance on December 31, 2017 was $71.7 million. Since the acquisition on July 31, 2017 and through December 31, 2017, NEF had net income of $4.7 million on gross income of $15.6 million. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions. As such, and subject to fluctuations in NEF's funded commitments, the timing of originations, and the repayments of financings, the Company cannot guarantee that NEF will be able to maintain consistent dividend payments to us. NEF's consolidated financial statements for the fiscal year ended December 31, 2017 are attached as an exhibit to this annual report on Form 10-K.

**Solar Life Science Program LLC**

On February 22, 2017, the Company, through its commitment to Senior Secured Unitranche Loan Program III ("SSLP III"), and Solar Senior Capital Ltd. formed Solar Life Science Program ("LSJV") with an affiliate of Deerfield Management. SSLP III committed approximately $50.0 million to LSJV. On March 10, 2017, SSLP III was dissolved. As of December 31, 2017, LSJV has not commenced operations.

**Senior Secured Unitranche Loan Program LLC**

On September 2, 2014, the Company entered into a limited liability company agreement with an affiliate (the "Investor") of a fund managed by Pacific Investment Management Company LLC ("PIMCO") to co-invest in middle market senior secured unitranche loans sourced by the same origination platform used by the Company. Initial funding commitments to the unitranche strategy total $600 million, consisting of direct equity investments and co-investment commitments as described below. The joint venture vehicle known as the Senior Secured Unitranche Loan Program LLC ("SSLP") is structured as an unconsolidated Delaware limited liability company. The Company and the Investor initially made equity commitments to the SSLP of $300.0 million and $43.25 million, respectively. All portfolio decisions and generally all other decisions in respect of the SSLP must be approved by an investment committee of the SSLP consisting of representatives of the Company and PIMCO (with approval from a representative of each required).

On October 15, 2015, the Company entered into an amended and restated limited liability company agreement for its SSLP to add Voya Investment Management LLC ("Voya"), part of Voya Financial, Inc.

(NYSE: VOYA), as a partner in SSLP in place of the investor that was previously the Company's partner in SSLP, though this investor may still co-invest up to $300 million of equity in unitranche loans alongside SSLP. This joint venture is expected to invest primarily in senior secured loans, including unitranche loans, primarily to middle market companies predominantly owned by private equity sponsors or entrepreneurs, consistent with the Company's core origination and underwriting mandate. In addition to the Company's prior equity commitment of $300.0 million to SSLP, Voya has made an initial equity commitment of $25.0 million to SSLP, with the ability to upsize.

On November 2, 2015, the Company assigned $125.0 million of its $300.0 million commitment to SSLP to Senior Secured Unitranche Loan Program II LLC ("SSLP II"), a Delaware limited liability company.

On November 25, 2015, SSLP commenced operations. On June 30, 2016, SSLP as transferor and SSLP 2016-1, LLC, a newly formed wholly owned subsidiary of SSLP, as borrower entered into a $200 million senior secured revolving credit facility (the "SSLP Facility") with Wells Fargo Bank, NA acting as administrative agent. Solar Capital Ltd. acts as servicer under the SSLP Facility. The SSLP Facility is scheduled to mature on June 30, 2021. The SSLP Facility generally bears interest at a rate of LIBOR plus 2.50%. SSLP and SSLP 2016-1, LLC, as applicable, have made certain customary representations and warranties, and are required to comply with various covenants, including leverage restrictions, reporting requirements and other customary requirements for similar credit facilities. The SSLP Facility also includes usual and customary events of default for credit facilities of this nature. There were $74.2 and $67.1 million of borrowings outstanding as of December 31, 2017 and December 31, 2016, respectively. As of December 31, 2017 and December 31, 2016, the Company and Voya had contributed combined equity capital in the amount of $102.5 million and $116.4 million, respectively. Of the $102.5 million of contributed equity capital at December 31, 2017, the Company contributed $29.9 million in the form of investments and $59.8 million in the form of cash and Voya contributed $12.8 million in the form of cash. As of December 31, 2017, the Company and Voya's remaining commitments to SSLP totaled $85.3 million and $12.2 million, respectively. The Company, along with Voya, controls the funding of SSLP and SSLP may not call the unfunded commitments without approval of both the Company and Voya.

As of December 31, 2017 and December 31, 2016, SSLP had total assets of $179.2 million and $184.8 million, respectively. For the same periods, SSLP's portfolio consisted of floating rate senior secured loans to 10 and 11 different borrowers, respectively. For the years ended December 31, 2017 and December 31, 2016, SSLP invested $31.5 million in 5 portfolio companies and $89.4 million in 8 portfolio companies, respectively. Investments prepaid totaled $37.6 million and $1.2 million, respectively, for the years ended December 31, 2017 and December 31, 2016. At December 31, 2017 and December 31, 2016, the weighted average yield of SSLP's portfolio was 8.1% and 7.4%, respectively, measured at fair value and 8.1% and 7.5%, respectively, measured at cost.

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**SSLP Portfolio as of December 31, 2017 (dollar amounts in thousands)**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| AccentCare, Inc.(4) | Health Care Providers & Services | L+525 | 1.00% | 6.94% | 9/3/21 | $14,393 | $ 14,350 | $ 14,321 |
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.85% | 12/30/22 | 17,114 | 16,963 | 17,029 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.42% | 8/1/21 | 3,125 | 3,102 | 3,125 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 7.19% | 11/30/23 | 13,736 | 13,496 | 13,736 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 8.44% | 12/14/21 | 31,695 | 31,354 | 31,695 |
| Island Medical Management Holdings, LLC | Health Care Providers & Services | L+550 | 1.00% | 7.00% | 9/1/22 | 13,709 | 13,585 | 13,297 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.84% | 7/5/22 | 23,233 | 22,953 | 23,117 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 9.50% | 12/16/22 | 11,880 | 11,782 | 11,405 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.94% | 11/25/21 | 1,918 | 1,905 | 1,918 |
| PSKW, LLC & PDR, LLC(4) | Health Care Providers & Services | L+826 | 1.00% | 9.95% | 11/25/21 | 22,250 | 21,929 | 21,805 |
| VetCor Professional Practices LLC | Health Care Facilities | L+600 | 1.00% | 7.69% | 4/20/21 | 23,546 | 23,409 | 23,134 |
| | | | | | | | $174,828 | $174,582 |

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate (“LIBOR” or “L”) index rate or the prime index rate (PRIME or “P”), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2017.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board’s valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SSLP Portfolio as of December 31, 2016 (dollar amounts in thousands)**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| AccentCare, Inc. | Health Care Providers & Services | L+575 | 1.00% | 6.75% | 9/3/21 | $ 4,875 | $ 4,875 | $ 4,875 |
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.50% | 12/30/22 | 13,824 | 13,686 | 13,686 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 8/1/21 | 3,292 | 3,261 | 3,275 |
| CIBT Holdings, Inc. | Professional Services | L+525 | 1.00% | 6.25% | 6/28/22 | 13,102 | 12,979 | 12,971 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 6.50% | 11/30/23 | 13,875 | 13,600 | 13,597 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 7.75% | 12/14/21 | 34,650 | 34,202 | 34,650 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.50% | 7/5/22 | 20,625 | 20,336 | 20,367 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 7.00% | 12/16/22 | 12,000 | 11,881 | 11,880 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.25% | 11/25/21 | 2,475 | 2,454 | 2,475 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+839 | 1.00% | 9.39% | 11/25/21 | 22,250 | 21,866 | 21,861 |
| U.S. Anesthesia Partners Inc. | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 12/31/19 | 19,557 | 19,407 | 19,362 |
| VetCor Professional Practices LLC | Health Care Facilities | L+625 | 1.00% | 7.25% | 4/20/21 | 21,818 | 21,686 | 21,491 |
| | | | | | | | $180,233 | $180,490 |

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate (“LIBOR” or “L”) index rate or the prime index rate (PRIME or “P”), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2016.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board’s valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

Below is certain summarized financial information for SSLP as of December 31, 2017 and December 31, 2016 and for the years ended December 31, 2017 and December 31, 2016 as well as for the period from November 25, 2015 (commencement of operations) through December 31, 2015:

| **Selected Balance Sheet Information for SSLP** (in thousands): | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Investments at fair value (cost $174,828 and $180,233, respectively) | $ 174,582 | $ 180,490 |
| Cash and other assets | 4,659 | 4,326 |
| Total assets | $ 179,241 | $ 184,816 |
| Debt outstanding | $ 74,248 | $ 67,148 |
| Distributions payable | 2,200 | 1,688 |
| Interest payable and other credit facility related expenses | 1,161 | 660 |

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Accrued expenses and other payables | 219 | 287 |
| Total liabilities | $ 77,828 | $ 69,783 |
| Members' equity | $ 101,413 | $ 115,033 |
| Total liabilities and members' equity | $ 179,241 | $ 184,816 |

| | Year ended December 31, 2017 | Year ended December 31, 2016 | For the Period November 25, 2015 (commencement of operations) through December 31, 2015 |
|---|---|---|---|
| **Selected Income Statement Information for SSLP** **(in thousands):** | | | |
| Interest income | $ 14,198 | $ 9,187 | $ 462 |
| Service fees* | $ 117 | $ 84 | $ 4 |
| Interest and other credit facility expenses | 3,957 | 3,878** | — |
| Other general and administrative expenses | 129 | 138 | 175 |
| Total expenses | 4,203 | 4,100 | 179 |
| Net investment income | $ 9,995 | $ 5,087 | $ 283 |
| Realized gain on investments | 127 | — | — |
| Net change in unrealized gain (loss) on investments | (502) | 267 | (10) |
| Net realized and unrealized gain (loss) on investments | (375) | 267 | (10) |
| Net income | $ 9,620 | $ 5,354 | $ 273 |

* Service fees are included within the Company's Consolidated Statements of Operations as other income.

** SSLP made an irrevocable election to apply the fair value option of accounting to the SSLP Facility, in accordance with ASC 825-10. As such, all expenses related to the establishment of the SSLP Facility were expensed during the year ended December 31, 2016. These amounts totaled $2,816.

**Senior Secured Unitranche Loan Program II LLC**

On November 2, 2015, the Company assigned $125.0 million of its $300.0 million commitment to SSLP to SSLP II, a Delaware limited liability company. On August 5, 2016, the Company entered into an amended and restated limited liability company agreement with WFI Loanco, LLC ("WFI") and SSLP II commenced operations. SSLP II is expected to invest primarily in senior secured loans, including unitranche loans, primarily to middle market companies predominantly owned by private equity sponsors or entrepreneurs, consistent with the Company's core origination and underwriting mandate. Also, on August 5, 2016, the Company assigned approximately $50.0 million of its $125.0 million commitment to SSLP II to SSLP III, a newly formed Delaware limited liability company. SSLP III, which had not commenced operations, was wholly owned by Solar Capital Ltd. but could have brought in unaffiliated investors at a later date. The Company and WFI's equity commitments to SSLP II now total $75.0 million and $18.0 million, respectively.

On November 15, 2016, SSLP II as transferor and SSLP II 2016-1, LLC, a newly formed wholly owned subsidiary of SSLP II, as borrower entered into a $100 million senior secured revolving credit facility (the "SSLP II Facility") with Wells Fargo Bank, NA acting as administrative agent. Solar Capital Ltd. acts as servicer under the SSLP II Facility. The SSLP II Facility is scheduled to mature on November 15, 2021. The SSLP II Facility generally bears interest at a rate of LIBOR plus 2.50%. SSLP II and SSLP II 2016-1, LLC, as applicable, have made certain customary representations and warranties, and are required to comply with various covenants,

including leverage restrictions, reporting requirements and other customary requirements for similar credit facilities. The SSLP II Facility also includes usual and customary events of default for credit facilities of this nature. There were $48.8 million and $33.0 million of borrowings outstanding as of December 31, 2017 and December 31, 2016, respectively. As of December 31, 2017 and December 31, 2016, the Company and WFI contributed combined equity capital in the amount of $63.3 million and $58.2 million, respectively. Of the $63.3 million of contributed equity capital at December 31, 2017, the Company contributed $43.5 million in the form of investments and $7.6 million in the form of cash and WFI contributed $12.2 million in the form of cash. As of December 31, 2017, the Company and WFI's remaining commitments to SSLP II totaled $23.9 million and $5.8 million, respectively. The Company, along with WFI, controls the funding of SSLP II and SSLP II may not call the unfunded commitments without approval of both the Company and WFI.

As of December 31, 2017 and December 31, 2016, SSLP II had total assets of $124.7 million and $93.5 million, respectively. For the same periods, SSLP II's portfolio consisted of floating rate senior secured loans to 15 and 12 different borrowers, respectively. For the year ended December 31, 2017, SSLP II invested $49.4 million in 9 portfolio companies. For the period August 5, 2016 (commencement of operations) through December 31, 2016, SSLP II invested $102.2 million in 13 portfolio companies. Investments prepaid totaled $20.4 million for the year ended December 31, 2017. Investments prepaid for the period August 5, 2016 (commencement of operations) through December 31, 2016 totaled $12.1 million. At December 31, 2017 and December 31, 2016, the weighted average yield of SSLP II's portfolio was 8.0% and 7.6%, respectively, measured at fair value and 8.3% and 7.9%, respectively, measured at cost.

**SSLP II Portfolio as of December 31, 2017 (dollar amounts in thousands)**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| AccentCare, Inc. | Health Care Providers & Services | L+525 | 1.00% | 6.94% | 9/3/21 | $ 7,863 | $ 7,829 | $ 7,824 |
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.85% | 12/30/22 | 6,418 | 6,361 | 6,386 |
| American Teleconferencing Services, Ltd. (PGI)(4) | Communications Equipment | L+650 | 1.00% | 7.90% | 12/8/21 | 13,858 | 12,770 | 13,650 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.42% | 8/1/21 | 1,563 | 1,551 | 1,563 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 7.19% | 11/30/23 | 6,868 | 6,748 | 6,868 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 8.44% | 12/14/21 | 10,011 | 10,011 | 10,011 |
| Global Holdings LLC & Payment Concepts LLC | Consumer Finance | L+650 | 1.00% | 7.99% | 5/5/22 | 9,341 | 9,173 | 9,341 |
| Island Medical Management Holdings, LLC | Health Care Providers & Services | L+550 | 1.00% | 7.00% | 9/1/22 | 6,854 | 6,793 | 6,649 |
| Logix Holding Company, LLC | Communications Equipment | L+575 | 1.00% | 7.28% | 12/22/24 | 9,000 | 8,910 | 8,910 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.84% | 7/5/22 | 10,223 | 10,098 | 10,171 |
| PetVet Care Centers, LLC | Health Care Facilities | L+600 | 1.00% | 7.35% | 6/8/23 | 3,444 | 3,412 | 3,478 |
| Polycom, Inc. | Communications Equipment | L+525 | 1.00% | 6.72% | 9/27/23 | 9,449 | 9,130 | 9,546 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 9.50% | 12/16/22 | 9,900 | 9,818 | 9,504 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.94% | 11/25/21 | 767 | 767 | 767 |
| PSKW, LLC & PDR, LLC(4) | Health Care Providers & Services | L+826 | 1.00% | 9.95% | 11/25/21 | 8,900 | 8,774 | 8,722 |
| VetCor Professional Practices LLC | Health Care Facilities | L+600 | 1.00% | 7.69% | 4/20/21 | 8,128 | 7,987 | 7,986 |
| | | | | | | | $120,132 | $121,376 |

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") index rate or the prime index rate (PRIME or "P"), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2017.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SSLP II Portfolio as of December 31, 2016 (dollar amounts in thousands)**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.50% | 12/30/22 | $ 5,184 | $ 5,132 | $ 5,132 |
| American Teleconferencing Services, Ltd. (PGI)(4) | Communications Equipment | L+650 | 1.00% | 7.50% | 12/8/21 | 14,619 | 13,244 | 14,217 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 8/1/21 | 1,646 | 1,631 | 1,638 |
| CIBT Holdings, Inc. | Professional Services | L+525 | 1.00% | 6.25% | 6/28/22 | 5,241 | 5,191 | 5,188 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 6.50% | 11/30/23 | 6,938 | 6,800 | 6,799 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 7.75% | 12/14/21 | 10,945 | 10,945 | 10,945 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.50% | 7/5/22 | 9,075 | 8,947 | 8,962 |
| Polycom, Inc. | Communications Equipment | L+650 | 1.00% | 7.50% | 9/27/23 | 11,605 | 11,152 | 11,547 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 7.00% | 12/16/22 | 10,000 | 9,901 | 9,900 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.25% | 11/25/21 | 990 | 990 | 990 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+839 | 1.00% | 9.39% | 11/25/21 | 8,900 | 8,748 | 8,744 |
| U.S. Anesthesia Partners Inc. | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 12/31/19 | 4,988 | 4,938 | 4,938 |
| VetCor Professional Practices LLC | Health Care Facilities | L+625 | 1.00% | 7.25% | 4/20/21 | 2,840 | 2,787 | 2,797 |
| | | | | | | | $90,406 | $91,797 |

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate (“LIBOR” or “L”) index rate or the prime index rate (PRIME or “P”), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2016.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board’s valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

Below is certain summarized financial information for SSLP II as of December 31, 2017 and December 31, 2016, for the year ended December 31, 2017 and for the period August 5, 2016 (commencement of operations) through December 31, 2016:

| **Selected Balance Sheet Information for SSLP II** (in thousands): | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Investments at fair value (cost $120,132 and $90,406, respectively) | $ 121,376 | $ 91,797 |
| Cash and other assets | 3,360 | 1,670 |
| Total assets | $ 124,736 | $ 93,467 |
| Debt outstanding | $ 48,788 | $ 32,950 |
| Payable for investments purchased | 9,281 | — |
| Distributions payable | 1,638 | 1,460 |
| Interest payable and other credit facility related expenses | 654 | 147 |
| Accrued expenses and other payables | 217 | 183 |
| Total liabilities | $ 60,578 | $ 34,740 |
| Members' equity | $ 64,158 | $ 58,727 |
| Total liabilities and members' equity | $ 124,736 | $ 93,467 |

| **Selected Income Statement Information for SSLP II** (in thousands): | Year ended December 31, 2017 | For the period August 5, 2016 (commencement of operations) through December 31, 2016 |
|---|---|---|
| Interest income | $ 8,990 | $ 2,259 |
| Service fees* | $ 110 | $ 28 |
| Interest and other credit facility expenses** | 2,116 | 1,536 |
| Other general and administrative expenses | 156 | 130 |
| Total expenses | $ 2,382 | $ 1,694 |
| Net investment income | $ 6,608 | $ 565 |
| Realized gain on investments | 46 | — |
| Net change in unrealized gain (loss) on investments | (147) | 1,391 |
| Net realized and unrealized gain (loss) on investments | (101) | 1,391 |
| Net income | $ 6,507 | $ 1,956 |

* Service fees are included within the Company's Consolidated Statements of Operations as other income.

** SSLP II made an irrevocable election to apply the fair value option of accounting to the SSLP II Facility, in accordance with ASC 825-10. As such, all expenses related to the establishment of the SSLP II Facility were expensed during the year ended December 31, 2017 and December 31, 2016. These amounts totaled $13 and $1,389, respectively.

**Stock Repurchase Programs**

On July 31, 2013, the Board authorized a program for the purpose of repurchasing up to $100 million of the Company's common stock. Under the repurchase program, the Company could have, but was not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complied with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market

volume and timing constraints. On December 5, 2013, the Board extended the repurchase program to be in place until the earlier of July 31, 2014 or until $100 million of the Company's outstanding shares of common stock had been repurchased. On July 31, 2014, the Company's stock repurchase program expired. During the fiscal year ended December 31, 2014, the Company repurchased 1,779,033 shares at an average price of approximately $21.97 per share, inclusive of commissions. The total dollar amount of shares repurchased in that period was $39.1 million. During the year ended December 31, 2013, the Company repurchased 796,418 shares at an average price of approximately $21.98 per share, inclusive of commissions, for a total dollar amount of $17.5 million.

On October 7, 2015, the Board authorized a new share repurchase program to purchase common stock in the open market in an amount up to $30 million. Under the repurchase program, the Company may, but is not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complies with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. During the year ended December 31, 2016, the Company repurchased 216,237 shares at an average price of $15.76 per share, inclusive of commissions. The total dollar amount of shares repurchased during the year ended December 31, 2016 was $3.4 million. On October 7, 2016, the Company's stock repurchase program expired.

### Critical Accounting Policies

The preparation of consolidated financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and revenues and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following items as critical accounting policies. Within the context of these critical accounting policies and disclosed subsequent events herein, we are not currently aware of any other reasonably likely events or circumstances that would result in materially different amounts being reported.

#### *Valuation of Portfolio Investments*

We conduct the valuation of our assets, pursuant to which our net asset value is determined, at all times consistent with GAAP, and the 1940 Act. Our valuation procedures are set forth in more detail below:

Under procedures established by our board of directors (the "Board"), we value investments, including certain senior secured debt, subordinated debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to represent fair value, we typically utilize independent third-party valuation firms to assist us in determining fair value. Accordingly, such investments go through our multi-step valuation process as described below. In each case, independent valuation firms consider observable market inputs together with significant unobservable inputs in arriving at their valuation recommendations. Debt investments with maturities of 60 days or less shall each be valued at cost plus accreted discount, or minus amortized premium, which is expected to approximate fair value, unless such valuation, in the judgment of the Investment Adviser, does not represent fair value, in which case such investments shall be valued at fair value as determined in good faith by or under the direction of our Board. Investments that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board. Such determination of fair values involves subjective judgments and estimates.

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 has approved a multi-step valuation process each quarter, as described below:

(1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;

(2) preliminary valuation conclusions are then documented and discussed with senior management of the Investment Adviser;

(3) independent valuation firms engaged by our Board conduct independent appraisals and review the Investment Adviser's preliminary valuations and make their own independent assessment for all material assets;

(4) the audit committee of the Board reviews the preliminary valuation of the Investment Adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and

(5) the Board discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of the Investment Adviser, the respective independent valuation firm and the audit committee.

Investments in all asset classes are valued utilizing a market approach, an income approach, or both approaches, as appropriate. However, in accordance with ASC 820-10, certain investments that qualify as investment companies in accordance with ASC 946, may be valued using net asset value as a practical expedient for fair value. 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 approaches to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the 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, 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, our principal market (as the reporting entity) and enterprise values, among other factors. When available, broker quotations and/or quotations provided by pricing services are considered as an input in the valuation process. For the fiscal year ended December 31, 2017, there has been no change to the Company's valuation approaches or techniques and the nature of the related inputs considered in the valuation process.

Accounting Standards Codification ("ASC") Topic 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 is 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 exercise of judgment is based in part on our knowledge of the asset class and our prior experience.

Determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our consolidated financial statements express the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on our consolidated financial statements.

***Valuation of Credit Facility and 2022 Unsecured Notes***

The Company has made an irrevocable election to apply the fair value option of accounting to its Credit Facility and 2022 Unsecured Notes, in accordance with ASC 825-10. We believe accounting for the Credit Facility and the 2022 Unsecured Notes at fair value better aligns the measurement methodologies of assets and liabilities, which may mitigate certain earnings volatility.

***Revenue Recognition***

The Company records dividend income and interest, adjusted for amortization of premium and accretion of discount, on an accrual basis. Investments that are expected to pay regularly scheduled interest and/or dividends in cash are generally placed on non-accrual status when principal or interest/dividend cash payments are past due 30 days or more (90 days or more for equipment financing) and/or when it is no longer probable that principal or interest/dividend cash payments will be collected. Such non-accrual investments are restored to accrual status if past due principal and interest or dividends are paid in cash, and in management's judgment, are likely to continue timely payment of their remaining interest or dividend obligations. Interest or dividend cash payments received on investments may be recognized as income or applied to principal depending upon management's judgment. Some of our investments may have contractual PIK interest or dividends. PIK interest and dividends computed at the contractual rate are accrued into income and reflected as receivable up to the capitalization date. PIK investments offer issuers the option at each payment date of making payments in cash or in additional securities. When additional securities are received, they typically have the same terms, including maturity dates and interest rates as the original securities issued. On these payment dates, the Company capitalizes the accrued interest or dividends receivable (reflecting such amounts as the basis in the additional securities received). PIK generally becomes due at the maturity of the investment or upon the investment being called by the issuer. At the point the Company believes PIK is not expected to be realized, the PIK investment will be placed on non-accrual status. When a PIK investment is placed on non-accrual status, the accrued, uncapitalized interest or dividends is reversed from the related receivable through interest or dividend income, respectively. The Company does not reverse previously capitalized PIK interest or dividends. Upon capitalization, PIK is subject to the fair value estimates associated with their related investments. PIK investments on non-accrual status are restored to accrual status if the Company again believes that PIK is expected to be realized. Loan origination fees, original issue discount, and market discounts are capitalized and amortized into income using the interest method or straight-line, as applicable. Upon the prepayment of a loan, any unamortized loan origination fees are recorded as interest income. We record prepayment premiums on loans and other investments as interest income when we receive such amounts. Capital structuring fees are recorded as other income when earned.

The typically higher yields and interest rates on PIK securities, to the extent we invested, reflects the payment deferral and increased credit risk associated with such instruments and that such investments may represent a significantly higher credit risk than coupon loans. PIK securities may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of any associated collateral. PIK interest has the effect of generating investment income and increasing the incentive fees payable at a compounding rate. In addition, the deferral of PIK interest also increases the loan-to-value ratio at a compounding rate. PIK securities create the risk that incentive fees will be paid to the Investment Adviser based on non-cash accruals that ultimately may not be realized, but the Investment Adviser will be under no obligation to reimburse the Company for these fees. For the fiscal years ended December 31, 2017, 2016 and 2015, capitalized PIK income totaled $0.2 million, $0.0 million and $0.5 million, respectively.

***Net Realized Gain or Loss and Net Change in Unrealized Gain or Loss***

We generally measure realized gain or loss by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized, but considering unamortized origination or commitment fees and prepayment penalties. The net change in unrealized gain or loss reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized gain or loss, when gains or losses are realized. Gains or losses on investments are calculated by using the specific identification method.

***Income Taxes***

Solar Capital, a U.S. corporation, has elected to be treated, and intends to qualify annually, as a RIC under Subchapter M of the Code. In order to qualify for taxation as a RIC, the Company is required, among other things, to timely distribute to its stockholders at least 90% of investment company taxable income, as defined by the Code, for each year. Depending on the level of taxable income earned in a given tax year, we may choose to carry forward taxable income in excess of current year distributions into the next tax year and pay a 4% excise tax on such income, as required. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year distributions, the Company accrues an estimated excise tax, if any, on estimated excess taxable income.

**Recent Accounting Pronouncements**

In October 2016, the U.S. Securities and Exchange Commission adopted new rules and amended rules (together, “final rules”) interned to modernize the reporting and disclosure of information by registered investment companies. In part, the final rules amend Regulation S-X and require standardized, enhanced disclosure about derivatives in investment company financial statements, as well as other amendments. The compliance date for the amendments to Regulation S-X was August 1, 2017. The Company has evaluated the impact that the adoption of the amendments to Regulation S-X on its consolidated financial statements and disclosures and determined that the adoption of the amendments to Regulation S-X has not had a material impact on its consolidated financial statements.

In November 2016, FASB issued ASU 2016-18, Statement of Cash Flows, which will amend FASB ASC 230. The amendments in this Update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this Update apply to all entities that have restricted cash or restricted cash equivalents and are required to present a statement of cash flows under Topic 230. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of ASU 2016-18 on its consolidated financial statements and disclosures.

In December 2016, the FASB issued ASU 2016-19, Technical Corrections and Improvements. As part of this guidance, ASU 2016-19 amends FASB ASC 820 to clarify the difference between a valuation approach and a valuation technique. The amendment also requires an entity to disclose when there has been a change in either or both a valuation approach and/or a valuation technique. ASU 2016-19 is effective on a prospective basis for financial statements issued for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016 on a prospective basis. The Company has evaluated the impact of ASU 2016-19 on its consolidated financial statements and disclosures and determined that the adoption of ASU 2016-19 has not had a material impact on its consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, Premium Amortization on Purchased Callable Debt Securities, which will amend FASB ASC 310-20. The amendments in this Update shorten the amortization

period for certain callable debt securities held at a premium, generally requiring the premium to be amortized to the earliest call date. For public business entities, the amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of ASU 2017-08 on its consolidated financial statements and disclosures.

In May 2014, the FASB issued ASC 606, Revenue From Contracts With Customers, originally effective for public business entities with annual reporting periods beginning after December 15, 2016. On August 12, 2015, the FASB issued an ASU, Revenue From Contracts With Customers (Topic 606): Deferral of the Effective Date, which deferred the effective date of ASC 606 for one year. ASC 606 provides accounting guidance related to revenue from contracts with customers. For public business entities, ASC 606 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of ASC 606 but does not currently believe that the application of ASC 606 will have a material impact on its consolidated financial statements and disclosures.

## RESULTS OF OPERATIONS

Results comparisons are for the fiscal years ended December 31, 2017, December 31, 2016 and December 31, 2015.

### Investment Income

For the fiscal years ended December 31, 2017, 2016 and 2015, gross investment income totaled $143.3 million, $151.8 million and $115.6 million, respectively. The decrease in gross investment income from 2016 to 2017 was primarily due to an increase in the volume of prepayments and other exits, which reduced the average size of the income-producing portfolio. The increase in gross investment income from 2015 to 2016 was primarily due to a larger average income producing investment portfolio year over year, and increased dividend income from the ongoing ramping of investments in SSLP and SSLP II.

### Expenses

Net expenses totaled $75.0 million, $80.7 million and $51.2 million, respectively, for the fiscal years ended December 31, 2017, 2016 and 2015, of which $44.5 million, $45.9 million and $27.4 million, respectively, were base management fees and net performance-based incentive fees and $21.7 million, $24.6 million and $15.6 million, respectively, were interest and other credit facility expenses (inclusive of $0.6 million of costs related to the issuance of the 2022 Unsecured Notes in 2017 and $3.1 million of costs related to the 2016 amendment of the Credit Facility and the issuance of the 2022 Unsecured Notes in 2016). Over the same periods, $0.0 million, $0.0 million and $1.7 million of performance-based incentive fees were waived. Administrative services and other general and administrative expenses totaled $8.8 million, $10.3 million and $8.2 million, respectively, for the fiscal years ended December 31, 2017, 2016 and 2015. Expenses generally consist of management and performance-based incentive fees, interest and other credit facility expenses, administrative services fees, insurance expenses, legal fees, directors’ fees, transfer agency fees, printing and proxy expenses, audit and tax services expenses, and other general and administrative expenses. Interest and other credit facility expenses generally consist of interest, unused fees, agency fees and loan origination fees, if any, among others. The decrease in expenses from 2016 to 2017 is primarily due to fewer one-time credit facility costs associated with amendments and new debt issuances, as well as lower general and administrative expenses. The increase in expenses from 2015 to 2016 was primarily due to higher management fees, performance-based incentive fees and interest expense on a larger average income producing investment portfolio.

### Net Investment Income

The Company’s net investment income totaled $68.4 million, $71.1 million and $64.4 million, or $1.62, $1.68 and $1.52, per average share, respectively, for the fiscal years ended December 31, 2017, 2016 and 2015.

**Net Realized Gain (Loss)**

The Company had investment sales and prepayments totaling approximately $333 million, $488 million and $171 million, respectively, for the fiscal years ended December 31, 2017, 2016 and 2015. Net realized gains (losses) over the same periods were ($12.0) million, $0.8 million and ($4.9) million, respectively. Net realized losses for fiscal year 2017 were primarily due to the exit of our investment in Direct Buy Inc., along with losses incurred related to the extinguishment of debt. Net realized gains for fiscal year 2016 were related to the sale of select assets. Net realized losses for fiscal year 2015 were primarily related to the realization of previously recognized unrealized losses on our investment in Quantum Foods, LLC.

**Net Change in Unrealized Gain (Loss)**

For the fiscal years ended December 31, 2017, 2016 and 2015, net change in unrealized gain (loss) on the Company's assets and liabilities totaled $14.1 million, $34.9 million and ($45.4) million, respectively. Net unrealized gain for the fiscal year ended December 31, 2017 was primarily related to the reversal of unrealized depreciation on our investment in Direct Buy Inc. due to its exit from our portfolio, as well as appreciation in the value of our investments in Bishop Lifting Products, Inc., Breathe Technologies, Inc. and Aegis Toxicology Corporation, among others. Partially offsetting the net change in unrealized gain was depreciation on our investments in Rug Doctor, LLC and Crystal Financial LLC, among others. Net unrealized gain for the fiscal year ended December 31, 2016 was primarily related to appreciation in the value of our investments in Crystal Financial LLC, WireCo Worldgroup Inc., Global Tel*Link Corporation, Asurion LLC and DISA Holdings Acquisition Subsidiary Corp., among others. Partially offsetting the net appreciation was depreciation in the value of our investments in Breathe Technologies, Inc., Senior Secured Unitranche Loan Program LLC and Rug Doctor, LLC, among others. Net unrealized loss for the fiscal year ended December 31, 2015 was primarily due to a yield-based mark-to-market technical impact on the fair value of our investments.

**Net Increase in Net Assets From Operations**

For the fiscal years ended December 31, 2017, 2016 and 2015, the Company had a net increase in net assets resulting from operations of $70.4 million, $106.8 million and $14.1 million, respectively. For the fiscal years ended December 31, 2017, 2016 and 2015, earnings per average share were $1.67, $2.53 and $0.33, respectively.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's liquidity and capital resources are generated and generally available through its Credit Facility maturing in September 2021, through cash flows from operations, investment sales, prepayments of senior and subordinated loans, income earned on investments and cash equivalents, and periodic follow-on equity and/or debt offerings. As of December 31, 2017, we had a total of $149.4 million of unused borrowing capacity under the Credit Facility, subject to borrowing base limits.

We may from time to time issue equity and/or debt securities in either public or private offerings. The issuance of such securities will depend on future market conditions, funding needs and other factors and there can be no assurance that any such issuance will occur or be successful. The primary uses of existing funds and any funds raised in the future is expected to be for investments in portfolio companies, repayment of indebtedness, cash distributions to our shareholders, or for other general corporate purposes.

On December 28, 2017, the Company closed a private offering of $21 million of the 2022 Tranche C Notes with a fixed interest rate of 4.50% and a maturity date of December 28, 2022. Interest on the 2022 Tranche C Notes is due semi-annually on June 28 and December 28. The 2022 Tranche C Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 22, 2017, we issued $75 million in aggregrate principal amount of publicly registered 2023 Unsecured Notes for net proceeds of $73.8 million. Interest on the 2023 Unsecured Notes is paid semi-annually

on January 20 and June 20, at a rate of 4.50% per year, commencing on January 20, 2018. The 2023 Unsecured Notes mature on January 20, 2023.

On February 15, 2017, the Company closed a private offering of $100 million of the 2022 Unsecured Notes with a fixed interest rate of 4.60% and a maturity date of May 8, 2022. Interest on the 2022 Unsecured Notes is due semi-annually on May 8 and November 8. The 2022 Unsecured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 8, 2016, the Company closed a private offering of $50 million of the 2022 Unsecured Notes with a fixed interest rate of 4.40% and a maturity date of May 8, 2022. Interest on the 2022 Unsecured Notes is due semi-annually on May 8 and November 8. The 2022 Unsecured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On January 11, 2013, the Company closed its most recent follow-on public equity offering of 6.3 million shares of common stock raising approximately $146.9 million in net proceeds. The primary uses of the funds raised were for investments in portfolio companies, reductions in revolving debt outstanding and for other general corporate purposes.

The primary uses of existing funds and any funds raised in the future is expected to be for repayment of indebtedness, investments in portfolio companies, cash distributions to our shareholders or for other general corporate purposes.

**Cash Equivalents**

We deem certain U.S. Treasury bills, repurchase agreements and other high-quality, short-term debt securities as cash equivalents. The Company makes purchases that are consistent with its purpose of making investments in securities described in paragraphs 1 through 3 of Section 55(a) of the 1940 Act. From time to time, including at or near the end of each fiscal quarter, we consider using various temporary investment strategies for our business. One strategy includes taking proactive steps by utilizing cash equivalents as temporary assets with the objective of enhancing our investment flexibility pursuant to Section 55 of the 1940 Act. More specifically, from time-to-time we may purchase U.S. Treasury bills or other high-quality, short-term debt securities at or near the end of the quarter and typically close out the position on a net cash basis subsequent to quarter end. We may also utilize repurchase agreements or other balance sheet transactions, including drawing down on our credit facilities, as deemed appropriate. The amount of these transactions or such drawn cash for this purpose is excluded from total assets for purposes of computing the asset base upon which the management fee is determined. We held approximately $145 million in cash equivalents as of December 31, 2017.

**Debt**

*Unsecured Notes*

On December 28, 2017, the Company closed a private offering of $21,000 of the 2022 Tranche C Notes with a fixed interest rate of 4.50% and a maturity date of December 28, 2022. Interest on the 2022 Tranche C Notes is due semi-annually on June 28 and December 28. The 2022 Tranche C Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 22, 2017, we issued $75 million in aggregrate principal amount of publicly registered 2023 Unsecured Notes for net proceeds of $73.8 million. Interest on the 2023 Unsecured Notes is paid semi-annually on January 20 and June 20, at a rate of 4.50% per year, commencing on January 20, 2018. The 2023 Unsecured Notes mature on January 20, 2023.

On February 15, 2017, the Company closed a private offering of $100 million of the 2022 Unsecured Notes with a fixed interest rate of 4.60% and a maturity date of May 8, 2022. Interest on the 2022 Unsecured Notes is due semi-annually on May 8 and November 8. The 2022 Unsecured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 8, 2016, the Company closed a private offering of $50 million of the 2022 Unsecured Notes with a fixed interest rate of 4.40% and a maturity date of May 8, 2022. Interest on the 2022 Unsecured Notes is due semi-annually on May 8 and November 8. The 2022 Unsecured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

*Revolving & Term Loan Facility*

On September 30, 2016, the Company entered into a second Credit Facility amendment. Post amendment, the Credit Facility was composed of $505 million of revolving credit and $50 million of term loans. Borrowings generally bear interest at a rate per annum equal to the base rate plus a range of 2.00-2.25% or the alternate base rate plus 1.00%-1.25%. The Credit Facility has no LIBOR floor requirement. The Credit Facility matures in September 2021 and includes ratable amortization in the final year. The Credit Facility may be increased up to $800 million with additional new lenders or an increase in commitments from current lenders. The Credit Facility contains certain customary affirmative and negative covenants and events of default. In addition, the Credit Facility contains certain financial covenants that among other things, requires the Company to maintain a minimum shareholder's equity and a minimum asset coverage ratio. The Company also pays issuers of funded term loans quarterly in arrears a commitment fee at the rate of 0.25% per annum on the average daily outstanding balance. On February 23, 2017, the Company prepaid its two non-extending lenders and terminated their commitments, reducing total outstanding revolving credit commitments by $110 million to $395 million. At December 31, 2017, outstanding USD equivalent borrowings under the Credit Facility totaled $295.6 million, composed of $245.6 million of revolving credit and $50 million of term loans.

Certain covenants on our issued debt may restrict our business activities, including limitations that could hinder our ability to finance additional loans and investments or to make the distributions required to maintain our status as a RIC under Subchapter M of the Code. At December 31, 2017, the Company was in compliance with all financial and operational covenants required by our debt facilities.

***Contractual Obligations***

A summary of our significant contractual payment obligations is as follows as of December 31, 2017:

**Payments Due by Period (in millions)**

| | Total | Less than 1 Year | 1-3 Years | 3-5 Years | More Than 5 Years |
|---|---|---|---|---|---|
| Revolving credit facility(1) | $245.6 | $ — | $ — | $ 245.6 | $ — |
| Unsecured senior notes | 246.0 | — | — | 171.0 | 75.0 |
| Term Loans | 50.0 | — | — | 50.0 | — |

(1) As of December 31, 2017, we had a total of $149.4 million of unused borrowing capacity under our revolving credit facility, subject to borrowing base limits.

Information about our senior securities is shown in the following table (in thousands) as of each year ended December 31 since the Company commenced operations, unless otherwise noted. The "—" indicates information which the SEC expressly does not require to be disclosed for certain types of senior securities.

| Class and Year | Total Amount Outstanding(1) | Asset Coverage Per Unit(2) | Involuntary Liquidating Preference Per Unit(3) | Average Market Value Per Unit(4) |
|---|---|---|---|---|
| **Revolving Credit Facility** | | | | |
| Fiscal 2017 | $ 245,600 | $ 1,225 | — | N/A |
| Fiscal 2016 | 115,200 | 990 | — | N/A |
| Fiscal 2015 | 207,900 | 1,459 | — | N/A |
| Fiscal 2014 | — | — | — | N/A |
| Fiscal 2013 | — | — | — | N/A |
| Fiscal 2012 | 264,452 | 1,510 | — | N/A |
| Fiscal 2011 | 201,355 | 3,757 | — | N/A |
| Fiscal 2010 | 400,000 | 2,668 | — | N/A |
| Fiscal 2009 | 88,114 | 8,920 | — | N/A |
| **2022 Unsecured Notes** | | | | |
| Fiscal 2017 | $ 150,000 | $ 748 | — | N/A |
| Fiscal 2016 | 50,000 | 430 | — | N/A |
| **2022 Tranche C Notes** | | | | |
| Fiscal 2017 | $ 21,000 | $ 105 | — | N/A |
| **2023 Unsecured Notes** | | | | |
| Fiscal 2017 | $ 75,000 | $ 374 | — | N/A |
| **2042 Unsecured Notes** | | | | |
| Fiscal 2017 | $ — | $ — | — | $ N/A |
| Fiscal 2016 | 100,000 | 859 | — | 1,002 |
| Fiscal 2015 | 100,000 | 702 | — | 982 |
| Fiscal 2014 | 100,000 | 2,294 | — | 943 |
| Fiscal 2013 | 100,000 | 2,411 | — | 934 |
| Fiscal 2012 | 100,000 | 571 | — | 923 |
| **Senior Secured Notes** | | | | |
| Fiscal 2017 | $ — | $ — | — | N/A |
| Fiscal 2016 | 75,000 | 645 | — | N/A |
| Fiscal 2015 | 75,000 | 527 | — | N/A |
| Fiscal 2014 | 75,000 | 1,721 | — | N/A |
| Fiscal 2013 | 75,000 | 1,808 | — | N/A |
| Fiscal 2012 | 75,000 | 428 | — | N/A |
| **Term Loans** | | | | |
| Fiscal 2017 | $ 50,000 | $ 250 | — | N/A |
| Fiscal 2016 | 50,000 | 430 | — | N/A |
| Fiscal 2015 | 50,000 | 351 | — | N/A |
| Fiscal 2014 | 50,000 | 1,147 | — | N/A |
| Fiscal 2013 | 50,000 | 1,206 | — | N/A |
| Fiscal 2012 | 50,000 | 285 | — | N/A |
| Fiscal 2011 | 35,000 | 653 | — | N/A |
| Fiscal 2010 | 35,000 | 233 | — | N/A |

| Class and Year | Total Amount Outstanding(1) | Asset Coverage Per Unit(2) | Involuntary Liquidating Preference Per Unit(3) | Average Market Value Per Unit(4) |
|---|---|---|---|---|
| **Total Senior Securities** | | | | |
| Fiscal 2017 | $ 541,600 | $ 2,702 | — | N/A |
| Fiscal 2016 | 390,200 | 3,354 | — | N/A |
| Fiscal 2015 | 432,900 | 3,039 | — | N/A |
| Fiscal 2014 | 225,000 | 5,162 | — | N/A |
| Fiscal 2013 | 225,000 | 5,425 | — | N/A |
| Fiscal 2012 | 489,452 | 2,794 | — | N/A |
| Fiscal 2011 | 236,355 | 4,410 | — | N/A |
| Fiscal 2010 | 435,000 | 2,901 | — | N/A |
| Fiscal 2009 | 88,114 | 8,920 | — | N/A |

(1) Total amount of each class of senior securities outstanding at the end of the period presented.

(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 all senior securities representing indebtedness. This asset coverage ratio is multiplied by one thousand to determine the Asset Coverage Per Unit. In order to determine the specific Asset Coverage Per Unit for each class of debt, the total Asset Coverage Per Unit is allocated based on the amount outstanding in each class of debt at the end of the period. As of December 31, 2017, asset coverage was 270.2%.

(3) The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it.

(4) Not applicable except for the 2042 Unsecured Notes which were publicly traded. The Average Market Value Per Unit is calculated by taking the daily average closing price during the period and dividing it by twenty-five dollars per share and multiplying the result by one thousand to determine a unit price per thousand consistent with Asset Coverage Per Unit. The average market value for the fiscal 2017, 2016, 2015, 2014, 2013 and 2012 periods was N/A, $101,360, $100,175, $98,196, $94,301, $93,392, and $92,302, respectively.

We have also entered into two contracts under which we have future commitments: the Advisory Agreement, pursuant to which Solar Capital Partners, LLC has agreed to serve as our investment adviser, and the Administration Agreement, pursuant to which the Administrator has agreed to furnish us with the facilities and administrative services necessary to conduct our day-to-day operations and provide on our behalf managerial assistance to those portfolio companies to which we are required to provide such assistance. Payments under the Advisory Agreement are equal to (1) a percentage of the value of our average gross assets and (2) a two-part incentive fee. Payments under the Administration Agreement are equal to an amount based upon our allocable portion of the Administrator's overhead in performing its obligations under the Administration Agreement, including rent, technology systems, insurance and our allocable portion of the costs of our chief financial officer and chief compliance officer and their respective staffs. Either party may terminate each of the Advisory Agreement and administration agreement without penalty upon 60 days' written notice to the other. See note 3 to our Consolidated Financial Statements.

On October 15, 2015, SSLP entered into an amended and restated servicing agreement with the Company. SSLP engaged and retained the Company to provide certain administrative services relating to the facilities, supplies and necessary ongoing overhead support services for the operation of SSLP's ongoing business affairs in exchange for a fee. Either party may terminate this agreement upon 30 days' written notice to the other.

On August 5, 2016, SSLP II entered into a servicing agreement with the Company. SSLP II engaged and retained the Company to provide certain administrative services relating to the facilities, supplies and necessary ongoing overhead support services for the operation of SSLP II's ongoing business affairs in exchange for a fee. Either party may terminate this agreement upon 30 days' written notice to the other.

On July 31, 2017, the Company, NEFPASS LLC and NEFCORP LLC entered into a servicing agreement. NEFCORP LLC was engaged to provide NEFPASS LLC with administrative services related to the loans and capital leases held by NEFPASS LLC. NEFPASS LLC may terminate this agreement upon 30 days' written notice to NEFCORP LLC.

***Off-Balance Sheet Arrangements***

From time-to-time and in the normal course of business, the Company may make unfunded capital commitments to current or prospective portfolio companies. Typically, the Company may agree to provide delayed-draw term loans or, to a lesser extent, revolving loan or equity commitments. These unfunded capital commitments always take into account the Company's liquidity and cash available for investment, portfolio and issuer diversification, and other considerations. Accordingly, the Company had the following unfunded capital commitments at December 31, 2017 and December 31, 2016, respectively:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Crystal Financial LLC* | $ 44.3 | $ 44.3 |
| Alera Group Intermediate Holdings, Inc. | 3.9 | — |
| Delphinus Medical Technologies, Inc. | 3.7 | — |
| Accentcare, Inc. | 3.4 | — |
| MRI Software LLC | 2.3 | — |
| Datto, Inc. | 1.7 | — |
| CardioFocus, Inc. | 1.0 | — |
| Radiology Partners, Inc. | 0.9 | — |
| WJV658, LLC | 0.8 | — |
| Vapotherm, Inc. | — | 10.0 |
| aTyr Pharma, Inc. | — | 5.0 |
| SentreHeart, Inc. | — | 2.5 |
| Conventus Orthopaedics, Inc. | — | 2.2 |
| Total Commitments | $ 62.0 | $ 64.0 |

* The Company controls the funding of the Crystal Financial LLC commitment and may cancel it at its discretion.

As of December 31, 2017 and December 31, 2016, the Company had sufficient cash available and/or liquid securities available to fund its commitments as well as the commitments to SSLP, SSLP II and LSJV, all disclosed in the notes to the Consolidated Financial Statements.

In the normal course of its business, we invest or trade in various financial instruments and may enter into various investment activities with off-balance sheet risk, which may include forward foreign currency contracts. Generally, these financial instruments represent future commitments to purchase or sell other financial instruments at specific terms at future dates. These financial instruments contain varying degrees of off-balance sheet risk whereby changes in the market value or our satisfaction of the obligations may exceed the amount recognized in our Consolidated Statements of Assets and Liabilities.

***Distributions***

The following table reflects the cash distributions per share on our common stock for the two most recent fiscal years and the current fiscal year to date:

| Date Declared | Record Date | Payment Date | Amount |
|---|---|---|---|
| Fiscal 2018 | | | |
| November 2, 2017 | March 22, 2018 | April 3, 2018 | $ 0.41 |
| Fiscal 2017 | | | |
| November 2, 2017 | December 21, 2017 | January 4, 2018 | $ 0.40 |
| August 1, 2017 | September 21, 2017 | October 3, 2017 | 0.40 |
| May 2, 2017 | June 22, 2017 | July 5, 2017 | 0.40 |
| February 22, 2017 | March 23, 2017 | April 4, 2017 | 0.40 |
| Total 2017 | | | $ 1.60 |
| Fiscal 2016 | | | |
| November 2, 2016 | December 15, 2016 | January 4, 2017 | $ 0.40 |
| August 2, 2016 | September 22, 2016 | October 4, 2016 | 0.40 |
| May 3, 2016 | June 23, 2016 | July 1, 2016 | 0.40 |
| February 24, 2016 | March 24, 2016 | April 1, 2016 | 0.40 |
| Total 2016 | | | $ 1.60 |

Tax characteristics of all distributions will be reported to shareholders on Form 1099 after the end of the calendar year. Future quarterly distributions, if any, will be determined by our Board. We expect that our distributions to stockholders will generally be from accumulated net investment income, from net realized capital gains or non-taxable return of capital, if any, as applicable.

We have elected to be taxed as a RIC under Subchapter M of the Code. To maintain our 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 addition, although we currently intend to distribute realized net capital gains (*i.e.*, 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 in the future decide to retain such capital gains for investment.

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

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, due to the asset coverage test applicable to us as a business development company, we may in the future be limited in our ability to make distributions. Also, our revolving credit facility may limit our ability to declare distributions if we default under certain provisions. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of the tax benefits available to us as a regulated investment company. In addition, in accordance with GAAP and tax regulations, we include in income certain amounts that we have not yet received in cash, such as contractual payment-in-kind interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a regulated investment company.

With respect to the distributions to stockholders, income from origination, structuring, closing and certain other upfront fees associated with investments in portfolio companies are treated as taxable income and accordingly, distributed to stockholders.

**Related Parties**

We have entered into a number of business relationships with affiliated or related parties, including the following:

- We have entered into the Advisory Agreement with Solar Capital Partners. Mr. Gross, our Chairman and Chief Executive Officer and Mr. Spohler, our Chief Operating Officer and board member, are managing members and senior investment professionals of, and have financial and controlling interests in, the Investment Adviser. In addition, Mr. Peteka, our Chief Financial Officer, Treasurer and Corporate Secretary serves as the Chief Financial Officer for Solar Capital Partners.
- The Administrator provides us with the office facilities and administrative services necessary to conduct day-to-day operations pursuant to our Administration Agreement. We reimburse the Administrator for the allocable portion of overhead and other expenses incurred by it in performing its obligations under the Administration Agreement, including rent, the fees and expenses associated with performing compliance functions, and the compensation of our chief compliance officer, our chief financial officer and their respective staffs.
- We have entered into a license agreement with the Investment Adviser, pursuant to which the Investment Adviser has granted us a non-exclusive, royalty-free license to use the name “Solar Capital.”

The Investment Adviser may also manage other funds in the future that may have investment mandates that are similar, in whole and in part, with ours. For example, the Investment Adviser presently serves as investment adviser to Solar Senior Capital Ltd., a publicly traded BDC, which focuses on investing in senior secured loans, including first lien and second lien debt instruments. In addition, Michael S. Gross, our Chairman and Chief Executive Officer, Bruce Spohler, our Chief Operating Officer, and Richard L. Peteka, our Chief Financial Officer, serve in similar capacities for Solar Senior Capital Ltd. The Investment Adviser and certain investment advisory affiliates may determine that an investment is appropriate for us and for one or more of those other funds. In such event, depending on the availability of such investment and other appropriate factors, the Investment Adviser or its affiliates may determine that we should invest side-by-side with one or more other funds. Any such investments will be made only to the extent permitted by applicable law and interpretive positions of the SEC and its staff, and consistent with the Investment Adviser’s allocation procedures.

Related party transactions may occur among Solar Capital Ltd., Crystal Financial LLC, Senior Secured Unitranche Loan Program LLC, SSLP 2016-1, LLC, Senior Secured Unitranche Loan Program II LLC, SSLP II 2016-1, LLC and NEF Holdings LLC. These transactions may occur in the normal course of business. No administrative fees are paid to Solar Capital Partners by Crystal Financial LLC, Senior Secured Unitranche Loan Program LLC, Senior Secured Unitranche Loan Program II LLC or NEF Holdings LLC.

In addition, we have adopted a formal code of ethics that governs the conduct of our officers and directors. Our officers and directors also remain subject to the duties imposed by both the 1940 Act and the Maryland General Corporation Law.

**Item 7A. Quantitative and Qualitative Disclosure About Market Risk**

We are subject to financial market risks, including changes in interest rates. During the fiscal year ended December 31, 2017, certain of the investments in our portfolio had floating interest rates. These floating rate investments were primarily based on floating LIBOR and typically have durations of one to three months after

which they reset to current market interest rates. Additionally, some of these investments have LIBOR floors. The Company also has a revolving credit facility that is generally based on floating LIBOR. Assuming no changes to our balance sheet as of December 31, 2017 and no new defaults by portfolio companies, a hypothetical one-quarter of one percent decrease in LIBOR on our floating rate assets and liabilities would reduce our net investment income by two cents per average share over the next twelve months. Assuming no changes to our balance sheet as of December 31, 2017 and no new defaults by portfolio companies, a hypothetical one percent increase in LIBOR on our floating rate assets and liabilities would increase our net investment income by approximately nine cents per average share over the next twelve months. However, we may hedge against interest rate fluctuations from time-to-time by using standard hedging instruments such as futures, options, swaps 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 any benefits of certain changes in interest rates with respect to our portfolio of investments. At December 31, 2017, we have no interest rate hedging instruments outstanding.

| Increase (Decrease) in LIBOR | (0.25%) | 1.00% |
|---|---|---|
| Increase (Decrease) in Net Investment Income Per Share Per Year | ($0.02) | $0.09 |

We may also have exposure to foreign currencies (e.g., Canadian Dollars) through various investments. These investments are converted into U.S. dollars at the balance sheet date, exposing us to movements in foreign exchange rates. In order to reduce our exposure to fluctuations in foreign exchange rates, we may borrow from time-to-time in such currencies (e.g., Canadian Dollars) under our multi-currency revolving credit facility or enter into forward currency or similar contracts.

## Item 8. Financial Statements and Supplementary Data

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**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2017 based upon criteria in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment, management determined that the Company's internal control over financial reporting was effective as of December 31, 2017 based on the criteria on *Internal Control – Integrated Framework (2013)* issued by COSO.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2017 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears herein.

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Solar Capital Ltd.:

*Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated statements of assets and liabilities, including the consolidated schedule of investments, of Solar Capital Ltd. (and consolidated subsidiaries) (the Company) as of December 31, 2017 and 2016, the related consolidated statements of operations, changes in net assets, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

*Basis for Opinion*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying management's report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our procedures included confirmation of securities owned as of December 31, 2017 and 2016, by correspondence with the custodian, portfolio companies or agents. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

*Definition and Limitations of Internal Control Over Financial Reporting*

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

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

/s/ KPMG LLP

We have served as the auditor of one or more Solar Capital Partners, LLC (the Investment Advisor) investment companies since 2007.

New York, New York
February 22, 2018

**SOLAR CAPITAL LTD.**
**CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**
**(in thousands, except share amounts)**

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| **Assets** | | |
| Investments at fair value: | | |
| Companies less than 5% owned (cost: $835,041 and $815,955, respectively) | $ 834,410 | $ 804,783 |
| Companies 5% to 25% owned (cost: $0 and $8,511, respectively) | — | 777 |
| Companies more than 25% owned (cost: $609,226 and $477,491, respectively) | 626,760 | 499,218 |
| Cash | 5,963 | 2,152 |
| Cash equivalents (cost: $144,826 and $309,894, respectively) | 144,826 | 309,894 |
| Receivable for investments sold | 6,160 | 13,602 |
| Interest receivable | 7,336 | 8,079 |
| Dividends receivable | 15,013 | 10,952 |
| Other receivable | 58 | 54 |
| Prepaid expenses and other assets | 1,039 | 1,036 |
| **Total assets** | $1,641,565 | $1,650,547 |
| **Liabilities** | | |
| Revolving credit facility (see notes 6 and 8) | $ 245,600 | $ 115,200 |
| Unsecured senior notes due 2022 (see notes 6 and 8) | 150,000 | 50,000 |
| Unsecured tranche c senior notes due 2022 ($21,000 and $0 face amounts, respectively, reported net of unamortized debt issuance costs of $316 and $0, respectively. See note 8) | 20,684 | — |
| Unsecured senior notes due 2023 ($75,000 and $0 face amounts, respectively, reported net of unamortized debt issuance costs of $1,813 and $0, respectively. See note 8) | 73,187 | — |
| Unsecured senior notes due 2042 ($0 and $100,000 face amounts, respectively, reported net of unamortized debt issuance costs of $0 and $2,886, respectively. See note 8) | — | 97,114 |
| Senior secured notes (see notes 6 and 8) | — | 75,000 |
| Term loan (see notes 6 and 8) | 50,000 | 50,000 |
| Distributions payable | 16,904 | 16,899 |
| Payable for investments and cash equivalents purchased | 145,118 | 309,894 |
| Management fee payable (see note 3) | 7,373 | 6,870 |
| Performance-based incentive fee payable (see note 3) | 4,660 | 4,412 |
| Interest payable (see note 8) | 2,485 | 2,225 |
| Administrative services expense payable (see note 3) | 2,756 | 3,289 |
| Other liabilities and accrued expenses | 1,193 | 1,137 |
| **Total liabilities** | $ 719,960 | $ 732,040 |
| Commitments and contingencies (see notes 14, 15, 16 and 17) | | |
| **Net Assets** | | |
| Common stock, par value $0.01 per share, 200,000,000 and 200,000,000 common shares authorized, respectively, and 42,260,826 and 42,248,525 shares issued and outstanding, respectively | $ 423 | $ 422 |
| Paid-in capital in excess of par (see note 2f) | 991,340 | 989,732 |
| Distributions in excess of net investment income (see note 2f) | (13,319) | (11,847) |
| Accumulated net realized loss (see note 2f) | (73,742) | (62,621) |
| Net unrealized appreciation | 16,903 | 2,821 |
| **Total net assets** | $ 921,605 | $ 918,507 |
| **Net Asset Value Per Share** | $ 21.81 | $ 21.74 |

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED STATEMENTS OF OPERATIONS**
**(in thousands, except share amounts)**

| | Year ended December 31, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| **INVESTMENT INCOME:** | | | |
| Interest: | | | |
| Companies less than 5% owned | $ 88,014 | $108,386 | $ 78,498 |
| Companies more than 25% owned | 1,222 | 1,835 | 2,604 |
| Dividends: | | | |
| Companies less than 5% owned | 26 | 11 | 12 |
| Companies more than 25% owned | 52,496 | 40,649 | 33,947 |
| Other income: | | | |
| Companies less than 5% owned | 1,334 | 828 | 477 |
| Companies more than 25% owned | 246 | 130 | 22 |
| Total investment income | 143,338 | 151,839 | 115,560 |
| **EXPENSES:** | | | |
| Management fees (see note 3) | 27,409 | 28,115 | 24,678 |
| Performance-based incentive fees (see note 3) | 17,055 | 17,775 | 4,374 |
| Interest and other credit facility expenses (see note 8) | 21,666 | 24,571 | 15,598 |
| Administrative services expense (see note 3) | 5,215 | 5,990 | 5,081 |
| Other general and administrative expenses | 3,630 | 4,287 | 3,167 |
| Total expenses | 74,975 | 80,738 | 52,898 |
| Performance-based incentive fees waived (see note 3) | — | — | (1,694) |
| Net expenses | 74,975 | 80,738 | 51,204 |
| Net investment income | $ 68,363 | $ 71,101 | $ 64,356 |
| **REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, CASH EQUIVALENTS AND FOREIGN CURRENCIES:** | | | |
| Net realized gain (loss) on investments and cash equivalents: | | | |
| Companies less than 5% owned | $ 310 | $ 609 | $ (3,510) |
| Companies 5% to 25% owned | (8,104) | 197 | (1,163) |
| Companies more than 25% owned | (6) | (30) | (147) |
| Net realized gain (loss) on investments and cash equivalents | (7,800) | 776 | (4,820) |
| Net realized loss on extinguishment of debt: | (2,782) | — | — |
| Net realized gain (loss) on foreign currencies: | (1,433) | — | (54) |
| Net realized gain (loss) | (12,015) | 776 | (4,874) |
| Net change in unrealized gain (loss) on investments and cash equivalents: | | | |
| Companies less than 5% owned | 10,541 | 28,093 | (32,002) |
| Companies 5% to 25% owned | 7,734 | (456) | (3,413) |
| Companies more than 25% owned | (4,193) | 7,301 | (9,996) |
| Net change in unrealized gain (loss) on investments and cash equivalents | 14,082 | 34,938 | (45,411) |
| Net change in unrealized gain (loss) on foreign currencies | — | — | 9 |
| Net change in unrealized gain (loss) | 14,082 | 34,938 | (45,402) |
| Net realized and unrealized gain (loss) on investments, cash equivalents and foreign currencies | 2,067 | 35,714 | (50,276) |
| **NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS** | $ 70,430 | $106,815 | $ 14,080 |
| **EARNINGS PER SHARE (see note 5)** | $ 1.67 | $ 2.53 | $ 0.33 |

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**
**(in thousands, except share amounts)**

| | Year ended December 31, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| **Increase (decrease) in net assets resulting from operations:** | | | |
| Net investment income | $ 68,363 | $ 71,101 | $ 64,356 |
| Net realized gain (loss) | (12,015) | 776 | (4,874) |
| Net change in unrealized gain (loss) | 14,082 | 34,938 | (45,402) |
| Net increase in net assets resulting from operations | 70,430 | 106,815 | 14,080 |
| **Distributions to stockholders (see note 9a):** | | | |
| From net investment income | (67,612) | (67,598) | (67,944) |
| **Capital transactions:** | | | |
| Reinvestment of distributions | 280 | — | — |
| Repurchases of common stock | — | (3,408) | (6) |
| Net increase (decrease) in net assets resulting from capital transactions | 280 | (3,408) | (6) |
| Total increase (decrease) in net assets | 3,098 | 35,809 | (53,870) |
| Net assets at beginning of year | 918,507 | 882,698 | 936,568 |
| Net assets at end of year(1) | $921,605 | $ 918,507 | $882,698 |
| **Capital share activity:** | | | |
| Common stock issued from reinvestment of distributions | 12,301 | — | — |
| Common stock repurchased | — | (216,237) | (400) |
| Net decrease from capital share activity | 12,301 | (216,237) | (400) |

(1) Includes undistributed (overdistributed) net investment income of ($13,319), ($11,847) and ($15,592), respectively.

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Year ended December 31, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| **Cash Flows from Operating Activities:** | | | |
| **Net increase in net assets from operations** | $ 70,430 | $ 106,815 | $ 14,080 |
| Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities: | | | |
| Net realized (gain) loss on investments and cash equivalents | 7,800 | (776) | 4,820 |
| Net realized loss on extinguishment of debt | 2,782 | — | — |
| Net realized (gain) loss on foreign currencies | 1,433 | — | 54 |
| Net change in unrealized (gain) loss on investments and cash equivalents | (14,082) | (34,938) | 45,411 |
| Net change in unrealized (gain) loss on foreign currencies | — | — | (9) |
| **(Increase) decrease in operating assets:** | | | |
| Purchase of investments | (480,734) | (438,030) | (480,704) |
| Proceeds from disposition of investments | 326,486 | 480,975 | 139,044 |
| Capitalization of payment-in-kind interest | (250) | — | (469) |
| Collections of payment-in-kind interest | 173 | 582 | — |
| Receivable for investments sold | 7,442 | (2,228) | 1,764 |
| Interest receivable | 743 | (1,671) | (1,859) |
| Dividends receivable | (4,061) | (2,465) | (229) |
| Other receivable | (4) | (50) | (4) |
| Prepaid expenses and other assets | (3) | (166) | 170 |
| **Increase (decrease) in operating liabilities:** | | | |
| Payable for investments and cash equivalents purchased | (164,776) | 34,911 | (217,492) |
| Management fee payable | 503 | 347 | 414 |
| Performance-based incentive fees payable | 248 | 3,004 | (2,790) |
| Administrative services expense payable | (533) | 965 | (103) |
| Interest payable | 260 | 560 | 161 |
| Other liabilities and accrued expenses | 56 | 324 | (254) |
| **Net Cash Provided by (Used in) Operating Activities** | (246,087) | 148,159 | (497,987) |
| **Cash Flows from Financing Activities:** | | | |
| Cash distributions paid | (67,327) | (67,685) | (67,944) |
| Proceeds from issuance of unsecured debt | 193,836 | 50,000 | — |
| Deferred financing costs | 139 | 110 | 267 |
| Repurchase of common stock | — | (3,408) | (6) |
| Proceeds from secured borrowings | 761,400 | 678,500 | 418,800 |
| Repayments of secured borrowings | (706,000) | (771,200) | (210,900) |
| Repayments of unsecured borrowings | (97,218) | — | — |
| **Net Cash Provided by (Used in) Financing Activities** | 84,830 | (113,683) | 140,217 |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS** | (161,257) | 34,476 | (357,770) |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR** | 312,046 | 277,570 | 635,340 |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** | $ 150,789 | $ 312,046 | $ 277,570 |
| **Supplemental disclosure of cash flow information:** | | | |
| Cash paid for interest | $ 21,406 | $ 24,011 | $ 15,437 |

Non-cash financing activities consist of the reinvestment of distributions of $280, $0 and $0, for the fiscal years ended December 31, 2017, 2016 and 2015, respectively as well as $43,498 of investments transferred from the Company to Senior Secured Unitranche Loan Program II LLC during the fiscal year ended December 31, 2016 and $29,884 of investments transferred from the Company to Senior Secured Unitranche Loan Program LLC during the fiscal year ended December 31, 2015 (see notes 15 & 16).

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS**
**December 31, 2017**
**(in thousands, except share/unit amounts)**

| Description | Industry | Spread Above Index(9) | LIBOR Floor | Interest Rate(1) | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|---|---|---|
| **Senior Secured Loans — 83.5%** | | | | | | | | | |
| Bank Debt/Senior Secured Loans | | | | | | | | | |
| AccentCare, Inc.(11) | Health Care Providers & Services | L+525 | 1.00% | 6.94% | 12/29/2017 | 3/3/2022 | $ 2,580 | $ 2,567 | $ 2,567 |
| AccentCare, Inc.(11) | Health Care Providers & Services | L+950 | 1.00% | 11.01% | 9/3/2015 | 9/3/2022 | 10,000 | 9,869 | 9,900 |
| Aegis Toxicology Sciences Corporation(11) | Health Care Providers & Services | L+850 | 1.00% | 10.17% | 2/20/2014 | 8/24/2021 | 31,000 | 30,606 | 30,070 |
| American Teleconferencing Services, Ltd. (PGI)(11) | Communications Equipment | L+650 | 1.00% | 7.90% | 5/5/2016 | 12/8/2021 | 21,627 | 21,127 | 21,303 |
| Amerilife Group, LLC(11) | Insurance | L+875 | 1.00% | 10.25% | 7/9/2015 | 1/10/2023 | 15,000 | 14,775 | 14,887 |
| Argo Turboserve Corporation & Argo Tech, LLC††(11) | Air Freight & Logistics | L+1425(10) | — | 15.73% | 5/2/2014 | 5/2/2018 | 6,660 | 6,235 | 6,660 |
| AviatorCap SII, LLC I(3)(11) | Aerospace & Defense | — | — | 12.00% | 5/31/2011 | 1/31/2019 | 10 | 10 | 10 |
| Bishop Lifting Products, Inc.(7)(11). | Trading Companies & Distributors | L+800 | 1.00% | 9.57% | 3/24/2014 | 3/27/2022 | 25,000 | 24,857 | 23,500 |
| Datto, Inc.(11) | IT Services | L+800 | 1.00% | 9.41% | 12/6/2017 | 12/7/2022 | 25,000 | 24,505 | 24,500 |
| DISA Holdings Acquisition Subsidiary Corp. (11) | Professional Services | L+850 | 1.00% | 9.84% | 12/9/2014 | 6/9/2021 | 51,476 | 51,008 | 51,476 |
| Falmouth Group Holdings Corp. (AMPAC) (11) | Chemicals | L+675 | 1.00% | 8.44% | 12/7/2015 | 12/14/2021 | 9,298 | 9,265 | 9,298 |
| Global Tel*Link Corporation | Communications Equipment | L+400 | 1.25% | 5.69% | 11/6/2015 | 5/23/2020 | 7,194 | 6,205 | 7,230 |
| Global Tel*Link Corporation | Communications Equipment | L+825 | 1.25% | 9.94% | 5/21/2013 | 11/23/2020 | 18,500 | 18,317 | 18,540 |
| Greystone Select Holdings LLC & Greystone & Co., Inc.(11) | Thrifts & Mortgage Finance | L+800 | 1.00% | 9.40% | 3/29/2017 | 4/17/2024 | 20,000 | 19,815 | 20,000 |
| IHS Intermediate, Inc.(11) | Health Care Providers & Services | L+825 | 1.00% | 9.62% | 6/19/2015 | 7/20/2022 | 25,000 | 24,639 | 24,562 |
| K2 Pure Solutions NoCal, L.P.(11) | Chemicals | L+900 | 1.00% | 10.57% | 8/19/2013 | 2/19/2021 | 7,475 | 7,398 | 7,400 |
| Kore Wireless Group, Inc.(11) | Wireless Telecommunication Services | L+825 | 1.00% | 9.94% | 9/12/2014 | 3/12/2021 | 55,500 | 54,866 | 54,945 |
| MRI Software LLC(11) | Software | L+625 | 1.00% | 7.83% | 6/7/2017 | 6/30/2023 | 16,352 | 16,197 | 16,271 |
| On Location Events, LLC & PrimeSport Holdings Inc.(11) | Media | L+550 | 1.00% | 7.04% | 12/7/2017 | 9/29/2021 | 60,000 | 59,260 | 59,250 |
| PhyMed Management LLC(11) | Health Care Providers & Services | L+875 | 1.00% | 10.21% | 12/18/2015 | 5/18/2021 | 32,321 | 31,430 | 31,271 |
| PSKW, LLC & PDR, LLC(11) | Health Care Providers & Services | L+826 | 1.00% | 9.95% | 10/24/2017 | 11/25/2021 | 3,461 | 3,394 | 3,392 |
| Radiology Partners, Inc.(11) | Health Care Providers & Services | L+575 | 1.00% | 7.44% | 11/28/2017 | 12/4/2023 | 9,122 | 9,032 | 9,031 |
| Rug Doctor LLC(3)(11) | Diversified Consumer Services | L+975 | 1.50% | 11.42% | 12/23/2013 | 12/31/2018 | 9,111 | 9,019 | 9,111 |
| Salient Partners, L.P.(11) | Asset Management | L+850 | 1.00% | 9.85% | 6/10/2015 | 6/9/2021 | 13,980 | 13,803 | 13,980 |
| Southern Auto Finance Company(5)(11) | Consumer Finance | — | — | 11.15% | 10/19/2011 | 12/4/2018 | 25,000 | 24,905 | 25,000 |
| The Octave Music Group, Inc. (fka TouchTunes)(11) | Media | L+825 | 1.00% | 9.62% | 5/28/2015 | 5/27/2022 | 14,000 | 13,852 | 14,000 |
| Varilease Finance, Inc.(11) | Multi-Sector Holdings | L+825 | 1.00% | 9.58% | 8/22/2014 | 8/24/2020 | 48,000 | 47,548 | 48,000 |
| Total Bank Debt/Senior Secured Loans | | | | | | | | $554,504 | $556,154 |
| Life Science Senior Secured Loans | | | | | | | | | |
| Achaogen, Inc.(5)(11) | Pharmaceuticals | L+699 | 1.00% | 8.34% | 8/5/2015 | 8/5/2019 | 20,833 | $ 21,783 | $ 22,500 |
| aTyr Pharma, Inc.(11) | Pharmaceuticals | P+410 | — | 8.35% | 11/18/2016 | 11/18/2020 | 10,000 | 9,986 | 10,100 |
| Axcella Health Inc.(11) | Pharmaceuticals | L+880 | — | 10.15% | 8/7/2015 | 8/31/2019 | 20,000 | 20,600 | 20,900 |
| Breathe Technologies, Inc.(11) | Health Care Equipment & Supplies | L+830 | — | 9.65% | 11/5/2015 | 11/5/2019 | 15,000 | 16,774 | 16,800 |
| CardioDx, Inc.(11) | Health Care Providers & Services | P+670 | — | 11.20% | 6/18/2015 | 4/1/2019 | 4,000 | 4,507 | 4,480 |
| CardioFocus, Inc.(11) | Health Care Equipment & Supplies | L+750 | — | 8.88% | 3/31/2017 | 7/1/2020 | 5,300 | 5,307 | 5,300 |
| Cardiva Medical, Inc.(11) | Health Care Equipment & Supplies | L+865 | 0.63% | 10.00% | 2/2/2017 | 2/2/2021 | 9,000 | 9,125 | 9,045 |
| CAS Medical Systems, Inc.(11) | Health Care Equipment & Supplies | L+875 | — | 10.10% | 6/30/2016 | 7/1/2020 | 6,000 | 6,083 | 6,045 |
| Cianna Medical, Inc.(11) | Health Care Equipment & Supplies | L+900 | — | 10.35% | 9/28/2016 | 9/28/2020 | 7,500 | 7,613 | 7,556 |
| Claret Medical, Inc.(11) | Health Care Equipment & Supplies | P+450 | — | 9.00% | 11/22/2017 | 10/1/2020 | 5,000 | 4,947 | 4,933 |
| Clinical Ink, Inc.(11) | Health Care Technology | L+850 | 0.70% | 9.86% | 3/8/2016 | 3/8/2020 | 5,056 | 5,153 | 5,056 |
| Delphinus Medical Technologies, Inc.(11) | Health Care Equipment & Supplies | L+850 | — | 9.88% | 8/18/2017 | 9/1/2021 | 3,750 | 3,664 | 3,722 |
| Lumeris Solutions Company, LLC(11) | Health Care Technology | L+860 | 0.25% | 9.98% | 3/22/2017 | 2/1/2020 | 16,000 | 16,147 | 16,160 |

See notes to consolidated financial statements.

# SOLAR CAPITAL LTD.
## CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)
## December 31, 2017
## (in thousands, except share/unit amounts)

| Description | Industry | Spread Above Index(9) | LIBOR Floor | Interest Rate(1) | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|---|---|---|
| Mitralign, Inc.(11) | Health Care Equipment & Supplies | — | — | 9.48% | 4/22/2016 | 12/1/2018 | 833 | 843 | 829 |
| Nabsys 2.0 LLC(11) | Life Sciences Tools & Services | — | — | 8.90% | 4/22/2016 | 10/13/2018 | 2,302 | 2,695 | 2,532 |
| PQ Bypass, Inc.(11) | Health Care Equipment & Supplies | L+885 | 1.00% | 10.20% | 4/21/2016 | 4/21/2020 | 5,000 | 5,012 | 4,975 |
| Rapid Micro Biosystems, Inc.(11) | Life Sciences Tools & Services | L+880 | — | 10.16% | 6/30/2015 | 6/30/2019 | 15,360 | 16,126 | 15,322 |
| scPharmaceuticals, Inc.(11) | Pharmaceuticals | L+845 | — | 9.83% | 5/23/2017 | 5/1/2021 | 5,000 | 4,952 | 5,000 |
| Scynexis, Inc.(11) | Pharmaceuticals | L+849 | — | 9.87% | 9/30/2016 | 9/30/2020 | 15,000 | 15,049 | 14,850 |
| SentreHeart, Inc.(11) | Health Care Equipment & Supplies | L+885 | — | 10.20% | 11/15/2016 | 11/15/2020 | 10,000 | 9,958 | 10,000 |
| Sunesis Pharmaceuticals, Inc.(11) | Pharmaceuticals | L+854 | — | 9.92% | 3/31/2016 | 4/1/2020 | 3,750 | 3,765 | 3,769 |
| Trevi Therapeutics, Inc.(11) | Pharmaceuticals | L+775 | — | 9.11% | 12/29/2014 | 6/29/2018 | 2,406 | 2,786 | 2,623 |
| Vapotherm, Inc.(11) | Health Care Equipment & Supplies | L+899 | — | 10.34% | 11/16/2016 | 5/16/2021 | 20,000 | 20,040 | 20,450 |
| Total Life Science Senior Secured Loans | | | | | | | | $212,915 | $212,947 |
| **Total Senior Secured Loans** | | | | | | | | **$767,419** | **$769,101** |

| Description | Industry | Interest Rate(1) | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|---|
| **Equipment Financing — 23.7%** | | | | | | | |
| Althoff Crane Service, Inc.(11)(13) | Commercial Services & Supplies | 10.55% | 7/31/2017 | 6/8/2022 | $ 1,526 | $ 1,526 | $ 1,526 |
| BB578, LLC(11)(13) | Media | 10.00% | 7/31/2017 | 11/1/2021 | 801 | 801 | 821 |
| Beverly Hills Limo and Corporate Coach, Inc.(11)(13) | Road & Rail | 10.67% | 7/31/2017 | 2/28/2018 | 38 | 38 | 37 |
| Blue Star Materials II, LLC(11)(13) | Construction Materials | 39.06% | 7/31/2017 | 5/1/2018 | 102 | 102 | 102 |
| Carl R. Bieber, Inc.(11)(13) | Hotels, Restaurants & Leisure | 9.92% | 7/31/2017 | 1/13/2024 | 1,363 | 1,363 | 1,347 |
| Central Freight Lines, Inc.(11)(13) | Road & Rail | 7.16% | 7/31/2017 | 1/14/2024 | 1,979 | 1,979 | 1,940 |
| Cfactor Leasing Corp. & CZM USA, Corp.(11)(13) | Machinery | 12.00-12.05% | 7/31/2017 | 5/31/2019-1/15/2021 | 2,090 | 2,090 | 2,135 |
| Family First Freight, LLC(11)(13) | Road & Rail | 10.11% | 7/31/2017 | 1/22/2022 | 505 | 505 | 513 |
| Georgia Jet, Inc.(11)(13) | Airlines | 8.00% | 12/4/2017 | 12/4/2021 | 2,918 | 2,918 | 2,918 |
| Haljoe Coaches USA, LLC(11)(13) | Road & Rail | 8.12-9.90% | 7/31/2017 | 7/1/2022-11/17/2022 | 6,172 | 6,172 | 6,172 |
| Hawkeye Contracting Company, LLC(11)(13)(14) | Oil, Gas & Consumable Fuels | 10.00% | 11/15/2017 | 11/15/2020 | 5,292 | 5,292 | 5,292 |
| Knight Transfer Services, Inc. & Dumpstr Xpress, Inc.(11)(13) | Commercial Services & Supplies | 12.05-12.76% | 7/31/2017 | 4/11/2020-4/30/2020 | 852 | 852 | 854 |
| Logicorp Enterprises, LLC(11)(13) | Road & Rail | 12.18% | 7/31/2017 | 2/3/2021 | 4,016 | 4,016 | 4,096 |
| Marcal Manufacturing, LLC dba Soundview Paper Company, LLC(11)(13) | Paper & Forest Products | 12.91-12.98% | 7/31/2017 | 7/30/2022-10/25/2022 | 1,637 | 1,637 | 1,637 |
| Meridian Consulting I Corp, Inc.(11)(13) | Hotels, Restaurants & Leisure | 10.72% | 7/31/2017 | 12/4/2021 | 3,784 | 3,784 | 3,873 |
| Mountain Air Helicopters, Inc.(11)(13) | Commercial Services & Supplies | 10.00% | 7/31/2017 | 4/30/2022 | 1,882 | 1,882 | 1,882 |
| OKK Equipment, LLC(11)(13) | Commercial Services & Supplies | 10.15% | 7/31/2017 | 8/27/2023 | 709 | 709 | 696 |

See notes to consolidated financial statements.

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See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)**
**December 31, 2017**
**(in thousands, except share/unit amounts)**

| Description | Industry | Interest Rate(1) | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|---|
| Reston Limousine & Travel Service, Inc.(11)(13) | Road & Rail | 11.81% | 9/13/2017 | 10/1/2021 | 1,868 | 1,895 | 1,868 |
| Rossco Crane & Rigging, Inc.(11)(13) | Commercial Services & Supplies | 11.53% | 8/25/2017 | 9/1/2022 | 711 | 711 | 711 |
| Royal Coach Lines, Inc.(11)(13) | Road & Rail | 10.03% | 7/31/2017 | 8/28/2018 | 364 | 364 | 361 |
| RVR Air Charter, LLC & RVR Aviation, LLC(11)(13) | Airlines | 12.00% | 7/31/2017 | 1/1/2022 | 1,550 | 1,550 | 1,581 |
| Santek Environmental, LLC(11)(13) | Commercial Services & Supplies | 10.00% | 7/31/2017 | 3/1/2021 | 154 | 154 | 153 |
| Santek Environmental of Alabama, LLC(11)(13) | Commercial Services & Supplies | 8.95-10.00% | 7/31/2017 | 12/18/2020-11/29/2021 | 252 | 252 | 250 |
| Sidelines Tree Service LLC(11)(13) | Diversified Consumer Services | 10.31%-10.52% | 7/31/2017 | 8/1/2022-10/1/2022 | 523 | 525 | 523 |
| Southern Nevada Oral & Maxillofacial Surgery, LLC(11)(13) | Health Care Providers & Services | 12.00% | 7/31/2017 | 3/1/2024 | 1,521 | 1,521 | 1,544 |
| Southwest Traders, Inc.(11)(13) | Road & Rail | 9.13% | 11/21/2017 | 11/1/2020 | 202 | 202 | 202 |
| ST Coaches, LLC(11)(13) | Road & Rail | 8.23-8.72% | 7/31/2017 | 10/1/2022-11/18/2022 | 3,703 | 3,703 | 3,703 |
| Sturgeon Services International Inc.(11)(13) | Energy Equipment & Services | 17.21% | 7/31/2017 | 2/28/2022 | 2,212 | 2,212 | 2,225 |
| Sun-Tech Leasing of Texas, L.P.(11)(13) | Road & Rail | 8.68-10.60% | 7/31/2017 | 5/4/2019-7/25/2021 | 1,253 | 1,253 | 1,252 |
| Superior Transportation, Inc.(11)(13) | Road & Rail | 9.77-10.26% | 7/31/2017 | 4/23/2022-11/25/2022 | 3,451 | 3,451 | 3,423 |
| The Smedley Company & Smedley Services, Inc.(11)(13).. | Commercial Services & Supplies | 11.63% | 7/31/2017 | 2/10/2024 | 3,119 | 3,119 | 3,181 |
| Tornado Bus Company(11)(13) | Road & Rail | 10.78% | 7/31/2017 | 9/1/2021 | 2,727 | 2,727 | 2,749 |
| Waste Services of Tennessee, LLC(11)(13) | Commercial Services & Supplies | 8.95-10.15% | 7/31/2017 | 2/7/2021-11/29/2021 | 983 | 983 | 968 |
| Waste Services of Texas, LLC(11)(13) | Commercial Services & Supplies | 8.95% | 7/31/2017 | 12/6/2021 | 190 | 190 | 185 |
| WJV658, LLC(11)(13) | Airlines | 8.50% | 7/31/2017 | 7/1/2022 | 8,452 | 8,452 | 8,452 |
| W.P.M., Inc., WPM-Southern, LLC, WPM Construction Services, Inc.(11)(13) | Construction & Engineering | 7.50% | 7/31/2017 | 10/1/2022 | 4,004 | 4,004 | 3,911 |
| | | | | | **Shares/ Units** | | |
| NEF Holdings, LLC Equity Interests(3)(11)(12) | Multi-Sector Holdings | | 7/31/2017 | | 200 | 145,000 | 145,500 |
| **Total Equipment Financing** | | | | | | **$217,934** | **$218,583** |
| **Preferred Equity – 1.4%** | | | | | | | |
| SOAGG LLC(3)(5)(6) | Aerospace & Defense | 8.00% | 12/14/2010 | 6/30/2020 | 4,147 | $ 4,147 | $ 4,537 |
| SOINT, LLC(3)(5)(6) | Aerospace & Defense | 15.00% | 6/8/2012 | 6/30/2020 | 77,014 | 7,701 | 8,300 |
| **Total Preferred Equity** | | | | | | **$ 11,848** | **$ 12,837** |

| Description | Industry | Acquisition Date | Shares/ Units | Cost | Fair Value |
|---|---|---|---|---|---|
| **Common Equity/Equity Interests/Warrants—50.0%** | | | | | |
| Ark Real Estate Partners LP(2)(3)(11)* | Diversified Real Estate Activities | 3/12/2007 | — | $ 527 | $ 263 |
| Ark Real Estate Partners II LP(2)(3)(11)* | Diversified Real Estate Activities | 10/23/2012 | — | 12 | 6 |
| aTyr Pharma, Inc. Warrants(11)* | Pharmaceuticals | 11/18/2016 | 88,792 | 106 | 73 |
| B Riley Financial Inc.(5) | Research & Consulting Services | 3/16/2007 | 38,015 | 2,684 | 688 |
| CardioDx, Inc. Warrants(11)* | Health Care Providers & Services | 6/18/2015 | 3,986 | 129 | — |
| CardioFocus, Inc. Warrants(11)* | Health Care Equipment & Supplies | 3/31/2017 | 440,816 | 51 | 43 |
| CAS Medical Systems, Inc. Warrants(11)* | Health Care Equipment & Supplies | 6/30/2016 | 48,491 | 38 | — |
| Cianna Medical, Inc. Warrants(11)* | Health Care Equipment & Supplies | 9/28/2016 | 112,158 | 47 | 39 |

**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)**
**December 31, 2017**
**(in thousands, except share/unit amounts)**

| Description | Industry | Acquisition Date | Shares/ Units | Cost | Fair Value |
|---|---|---|---|---|---|
| Claret Medical, Inc. Warrants(11)* | Health Care Equipment & Supplies | 11/22/2017 | 367,737 | 42 | 42 |
| Conventus Orthopaedics, Inc. Warrants(11)* | Health Care Equipment & Supplies | 6/15/2016 | 157,500 | 65 | 43 |
| Crystal Financial LLC(3)(5)(11) | Diversified Financial Services | 12/28/2012 | 280,303 | 280,737 | 303,200 |
| Delphinus Medical Technologies, Inc. Warrants(11)* | Health Care Equipment & Supplies | 8/18/2017 | 380,904 | 74 | 66 |
| Essence Group Holdings Corporation (Lumeris) Warrants(11)* | Health Care Technology | 3/22/2017 | 208,000 | 63 | 155 |
| PQ Bypass, Inc. Warrants(11)* | Health Care Equipment & Supplies | 4/21/2016 | 176,471 | 70 | 38 |
| RD Holdco Inc. (Rug Doctor)(3)(11)* | Diversified Consumer Services | 12/23/2013 | 231,177 | 15,683 | 10,102 |
| RD Holdco Inc. (Rug Doctor) Class B(3)(11)* | Diversified Consumer Services | 12/23/2013 | 522 | 5,216 | 5,216 |
| RD Holdco Inc. (Rug Doctor) Warrants(3)(11)* | Diversified Consumer Services | 12/23/2013 | 30,370 | 381 | 35 |
| Scynexis, Inc. Warrants(11)* | Pharmaceuticals | 9/30/2016 | 122,435 | 105 | 3 |
| Senior Secured Unitranche Loan Program LLC(3)(5)(11) | Asset Management | 11/25/2015 | — | 89,716 | 88,736 |
| Senior Secured Unitranche Loan Program II LLC(3)(5)(11) | Asset Management | 8/5/2016 | — | 51,076 | 51,744 |
| SentreHeart, Inc. Warrants(11)* | Health Care Equipment & Supplies | 11/15/2016 | 261,825 | 126 | 79 |
| Sunesis Pharmaceuticals, Inc. Warrants(11)* | Pharmaceuticals | 3/31/2016 | 104,001 | 118 | 78 |
| **Total Common Equity/Equity Interests/Warrants** | | | | $ 447,066 | $ 460,649 |
| **Total Investments (8) — 158.6%** | | | | **$ 1,444,267** | **$ 1,461,170** |

| | | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|
| **Cash Equivalents — 15.7%** | | | | | | |
| U.S. Treasury Bill | Government | 12/28/2017 | 2/8/2018 | $145,000 | $ 144,826 | $ 144,826 |

| | Cost | Fair Value |
|---|---|---|
| **Total Investments & Cash Equivalents —174.3%** | **$ 1,589,093** | **$ 1,605,996** |
| Liabilities in Excess of Other Assets — (74.3%) | | (684,391) |
| **Net Assets — 100.0%** | | **$ 921,605** |

(1) Floating rate debt investments typically bear interest at a rate determined by reference to the London Interbank Offered Rate ("LIBOR"), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current rate of interest in effect as of December 31, 2017.
(2) Ark Real Estate Partners is held through SLRC ADI Corp., a wholly-owned taxable subsidiary.

See notes to consolidated financial statements.

# SOLAR CAPITAL LTD.
## CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)
## December 31, 2017
## (in thousands, except share/unit amounts)

(3) Denotes investments in which we are deemed to exercise a controlling influence over the management or policies of a company, as defined in the Investment Company Act of 1940 ("1940 Act"), due to beneficially owning, either directly or through one or more controlled companies, more than 25% of the outstanding voting securities of the investment. Transactions during the year ended December 31, 2017 in these controlled investments are as follows:

| Name of Issuer | Fair Value at December 31, 2016 | Gross Additions | Gross Reductions | Realized Gain (Loss) | Change in Unrealized Gain (Loss) | Interest/ Dividend /Other Income | Fair Value at December 31, 2017 |
|---|---|---|---|---|---|---|---|
| Ark Real Estate Partners LP | $ 336 | $ — | $ — | $ (6)† | $ (73) | $ — | $ 263 |
| Ark Real Estate Partners II LP | 8 | — | — | — | (2) | — | 6 |
| AviatorCap SII, LLC I | 497 | — | 487 | — | — | 31 | 10 |
| Crystal Financial LLC | 305,000 | — | — | — | (1,800) | 31,600 | 303,200 |
| NEF Holdings, LLC | — | 145,000 | — | — | 500 | 5,898 | 145,500 |
| RD Holdco Inc. (Rug Doctor, common equity) | 13,574 | — | — | — | (3,472) | — | 10,102 |
| RD Holdco Inc. (Rug Doctor, class B) | 5,216 | — | — | — | — | — | 5,216 |
| RD Holdco Inc. (Rug Doctor, warrants).. | 168 | — | — | — | (133) | — | 35 |
| Rug Doctor LLC | 9,111 | — | — | — | (92) | 1,149 | 9,111 |
| Senior Secured Unitranche Loan Program LLC ("SSLP") | 100,653 | 525 | 12,687 | — | 245 | 8,393 | 88,736 |
| Senior Secured Unitranche Loan Program II LLC ("SSLP II") | 47,363 | 8,872 | 4,758 | — | 267 | 5,180 | 51,744 |
| SOAGG LLC | 5,806 | — | 1,476 | — | 207 | 394 | 4,537 |
| SOINT, LLC | 2,386 | — | 2,386 | — | (6) | 60 | — |
| SOINT, LLC (preferred equity) | 9,100 | — | 966 | — | 166 | 1,259 | 8,300 |
| | $ 499,218 | $ 154,397 | $ 22,760 | $ (6) | $ (4,193) | $ 53,964 | $ 626,760 |

(4) Denotes investments in which we are an "Affiliated Person" but not exercising a controlling influence, as defined in the 1940 Act, due to beneficially owning, either directly or through one or more controlled companies, more than 5% but less than 25% of the outstanding voting securities of the investment. Transactions during the year ended December 31, 2017 in these affiliated investments are as follows:

| Name of Issuer | Fair Value at December 31, 2016 | Gross Additions | Gross Reductions | Realized Gain (Loss) | Change in Unrealized Gain (Loss) | Interest/ Dividend Income | Fair Value at December 31, 2017 |
|---|---|---|---|---|---|---|---|
| Direct Buy Inc. (common equity) | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Direct Buy Inc. (senior secured loan) | 777 | 333 | 11,439 | (8,387) | 7,734 | — | — |
| DSW Group Holdings LLC | — | — | — | 283† | — | — | — |
| | $ 777 | $ 333 | $ 11,439 | $ (8,104) | $ 7,734 | $ — | $ — |

(5) Indicates assets that the Company believes may not represent "qualifying assets" under Section 55(a) of the Investment Company Act of 1940 ("1940 Act"), as amended. If we fail to invest a sufficient portion of our assets in qualifying assets, we could be prevented from making follow-on investments in existing portfolio companies or could be required to dispose of investments at inappropriate times in order to comply with the 1940 Act. As of December 31, 2017, on a fair value basis, non-qualifying assets in the portfolio represented 30.5% of the total assets of the Company.
(6) Solar Capital Ltd.'s investments in SOAGG, LLC and SOINT, LLC include a two and one dollar investment in common shares, respectively.
(7) Bishop Lifting Products, Inc., SEI Holding I Corporation, Singer Equities, Inc. & Hampton Rubber Company are co-borrowers.
(8) Aggregate net unrealized appreciation for U.S. federal income tax purposes is $10,234; aggregate gross unrealized appreciation and depreciation for federal tax purposes is $27,742 and $17,508, respectively, based on a tax cost of $1,450,936. All of the Company's investments are pledged as collateral against the borrowings outstanding on the revolving credit facility.
(9) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
(10) Spread is 12.25% Cash / 2.00% PIK.
(11) Investment valued using significant unobservable inputs.
(12) NEF Holdings, LLC is held through NEFCORP LLC, a wholly-owned consolidated taxable subsidiary and NEFPASS LLC, a wholly-owned consolidated subsidiary.

See notes to consolidated financial statements.

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**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)**
**December 31, 2017**
**(in thousands)**

(13) Indicates an investment that is wholly held by Solar Capital Ltd. through NEFPASS LLC.
(14) Hawkeye Contracting Company, LLC, Eagle Creek Mining, LLC & Falcon Ridge Leasing, LLC are co-borrowers.
* Non-income producing security.
† Represents estimated change in receivable balance.
†† Investment contains a payment-in-kind ("PIK") feature.

| Industry Classification | Percentage of Total Investments (at fair value) as of December 31, 2017 |
|---|---|
| Diversified Financial Services (Crystal Financial LLC) | 20.7% |
| Multi-Sector Holdings (includes NEF Holdings, LLC) | 13.2% |
| Asset Management (includes SSLP and SSLP II) | 10.6% |
| Health Care Providers & Services | 8.0% |
| Health Care Equipment & Supplies | 6.2% |
| Pharmaceuticals | 5.5% |
| Media | 5.1% |
| Wireless Telecommunication Services | 3.8% |
| Professional Services | 3.5% |
| Communications Equipment | 3.2% |
| Road & Rail | 1.8% |
| Consumer Finance | 1.7% |
| Diversified Consumer Services | 1.7% |
| IT Services | 1.7% |
| Trading Companies & Distributors | 1.6% |
| Health Care Technology | 1.5% |
| Thrifts & Mortgage Finance | 1.4% |
| Life Sciences Tools & Services | 1.2% |
| Chemicals | 1.1% |
| Software | 1.1% |
| Insurance | 1.0% |
| Airlines | 0.9% |
| Aerospace & Defense | 0.9% |
| Commercial Services & Supplies | 0.7% |
| Air Freight & Logistics | 0.5% |
| Oil, Gas & Consumable Fuels | 0.4% |
| Hotels, Restaurants & Leisure | 0.4% |
| Construction & Engineering | 0.3% |
| Energy Equipment & Services | 0.1% |
| Machinery | 0.1% |
| Paper & Forest Products | 0.1% |
| Research & Consulting Services | 0.0% |
| Diversified Real Estate Activities | 0.0% |
| Construction Materials | 0.0% |
| Total Investments | 100.0% |

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS**
**December 31, 2016**
**(in thousands, except share/unit amounts)**

| Description | Industry | Spread Above Index(10) | LIBOR Floor | Interest Rate(1) | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|---|---|---|
| **Bank Debt/Senior Secured Loans — 85.8%** | | | | | | | | | |
| AccentCare, Inc. | Health Care Providers & Services | L+950 | 1.00% | 10.50% | 9/3/2015 | 9/3/2022 | $ 17,500 | $17,235 | $17,369 |
| Achaogen, Inc.(6) | Pharmaceuticals | L+699 | 1.00% | 7.99% | 8/5/2015 | 8/5/2019 | 25,000 | 25,297 | 25,625 |
| Aegis Toxicology Sciences Corporation | Health Care Providers & Services | L+850 | 1.00% | 9.50% | 2/20/2014 | 8/24/2021 | 29,000 | 28,731 | 27,115 |
| AgaMatrix, Inc. | Health Care Equipment & Supplies | L+835 | — | 9.00% | 2/6/2015 | 2/1/2019 | 8,667 | 8,708 | 8,753 |
| AirXpanders, Inc. | Health Care Equipment & Supplies | — | — | 7.34% | 4/22/2016 | 7/14/2017 | 1,000 | 1,015 | 1,025 |
| American Teleconferencing Services, Ltd. (PGI) | Communications Equipment | L+650 | 1.00% | 7.50% | 5/5/2016 | 12/8/2021 | 5,591 | 5,081 | 5,437 |
| Amerilife Group, LLC | Insurance | L+875 | 1.00% | 9.75% | 7/9/2015 | 1/10/2023 | 15,000 | 14,742 | 14,700 |
| Argo Turboserve Corporation & Argo Tech, LLC | Air Freight & Logistics | L+1025 | — | 11.19% | 5/2/2014 | 5/2/2018 | 12,330 | 12,330 | 12,206 |
| Asurion, LLC | Insurance | L+750 | 1.00% | 8.50% | 2/27/2014 | 3/3/2021 | 3,360 | 3,140 | 3,422 |
| aTyr Pharma, Inc. | Pharmaceuticals | P+410 | — | 7.60% | 11/18/2016 | 11/18/2020 | 5,000 | 4,896 | 4,880 |
| AviatorCap SII, LLC I(3) | Aerospace & Defense | — | — | 12.00% | 5/31/2011 | 1/31/2019 | 497 | 497 | 497 |
| Axcella Health Inc. | Pharmaceuticals | L+880 | — | 9.41% | 8/7/2015 | 8/31/2019 | 20,000 | 20,151 | 20,100 |
| Bishop Lifting Products, Inc.(8) | Trading Companies & Distributors | L+800 | 1.00% | 9.00% | 3/24/2014 | 3/27/2022 | 25,000 | 24,827 | 20,500 |
| Breathe Technologies, Inc. | Health Care Equipment & Supplies | L+830 | — | 8.91% | 11/5/2015 | 11/5/2019 | 15,000 | 15,089 | 12,750 |
| CardioDx, Inc. | Health Care Providers & Services | P+670 | — | 10.45% | 6/18/2015 | 4/1/2019 | 7,000 | 7,205 | 6,860 |
| Cardiva Medical, Inc. | Health Care Equipment & Supplies | L+870 | — | 9.31% | 8/19/2015 | 8/19/2019 | 8,500 | 8,645 | 8,585 |
| CAS Medical Systems, Inc. | Health Care Equipment & Supplies | L+875 | — | 9.36% | 6/30/2016 | 7/1/2020 | 6,000 | 6,003 | 6,000 |
| Cerapedics, Inc. | Health Care Equipment & Supplies | — | — | 8.68-8.78% | 4/22/2016 | 3/1/2019 | 6,394 | 6,181 | 6,394 |
| Cianna Medical, Inc. | Health Care Equipment & Supplies | L+900 | — | 9.61% | 9/28/2016 | 9/28/2020 | 6,000 | 5,988 | 6,000 |
| Clinical Ink, Inc. | Health Care Technology | L+850 | 0.70% | 9.20% | 3/8/2016 | 3/8/2020 | 6,500 | 6,490 | 6,435 |
| Conventus Orthopaedics, Inc. | Health Care Equipment & Supplies | L+865 | — | 9.28% | 6/15/2016 | 6/1/2020 | 5,250 | 5,182 | 5,198 |
| Datapipe, Inc. | IT Services | L+800 | 1.00% | 9.00% | 8/14/2014 | 9/15/2019 | 27,000 | 26,629 | 26,892 |
| Delphinus Medical Technologies, Inc. | Health Care Equipment & Supplies | — | — | 9.25-9.30% | 4/22/2016 | 2/23/2017 | 400 | 434 | 420 |
| Direct Buy Inc.(4)** | Multiline Retail | — | — | 12.00% PIK | 11/5/2012 | 10/31/2019 | 11,105 | 8,511 | 777 |
| DISA Holdings Acquisition Subsidiary Corp. | Professional Services | L+850 | 1.00% | 9.50% | 12/9/2014 | 6/9/2021 | 51,476 | 50,898 | 50,704 |
| Easyfinancial Services, Inc.(5)(6) | Consumer Finance | BA+699 | 1.00% | 7.99% | 9/27/2012 | 10/4/2019 | C$10,000 | 9,261 | 7,410 |
| Emerging Markets Communications, LLC | Wireless Telecommunication Services | L+962.5 | 1.00% | 10.63% | 6/29/2015 | 7/1/2022 | $ 27,000 | 26,658 | 27,000 |
| Entegrion, Inc. | Health Care Equipment & Supplies | — | — | 10.03% | 4/22/2016 | 4/1/2017 | 400 | 414 | 412 |
| Falmouth Group Holdings Corp. (AMPAC) | Chemicals | L+675 | 1.00% | 7.75% | 12/7/2015 | 12/14/2021 | 10,164 | 10,114 | 10,164 |
| Global Tel*Link Corporation | Communications Equipment | L+375 | 1.25% | 5.00% | 11/6/2015 | 5/23/2020 | 7,328 | 5,978 | 7,310 |
| Global Tel*Link Corporation | Communications Equipment | L+775 | 1.25% | 9.00% | 5/21/2013 | 11/23/2020 | 18,500 | 18,265 | 18,012 |
| Greystone Select Holdings LLC & Greystone & Co., Inc. | Thrifts & Mortgage Finance | L+800 | 1.00% | 9.00% | 3/25/2014 | 3/26/2021 | 9,680 | 9,642 | 9,559 |
| Hyland Software, Inc | Software | L+725 | 1.00% | 8.25% | 6/12/2015 | 6/30/2023 | 5,000 | 4,979 | 5,000 |
| IHS Intermediate, Inc | Health Care Providers & Services | L+825 | 1.00% | 9.25% | 6/19/2015 | 7/20/2022 | 25,000 | 24,578 | 24,125 |
| Inmar Acquisition Sub, Inc. | Professional Services | L+700 | 1.00% | 8.00% | 1/27/2014 | 1/27/2022 | 10,000 | 9,929 | 9,850 |
| K2 Pure Solutions NoCal, L.P. | Chemicals | L+900 | 1.00% | 10.00% | 8/19/2013 | 2/19/2021 | 7,475 | 7,398 | 7,176 |
| Kore Wireless Group, Inc. | Wireless Telecommunication Services | L+825 | 1.00% | 9.25% | 9/12/2014 | 3/12/2021 | 55,500 | 54,704 | 54,945 |
| Lumeris Solutions Company, LLC | Health Care Technology | — | — | 9.42% | 4/22/2016 | 12/27/2017 | 8,296 | 8,458 | 8,379 |



See notes to consolidated financial statements.

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**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)**
**December 31, 2016**
**(in thousands, except share/unit amounts)**

| Description | Industry | Spread Above Index(10) | LIBOR Floor | Interest Rate(1) | Acquisition Date | Maturity Date | Par Amount | Cost | Fair Value |
|---|---|---|---|---|---|---|---|---|---|
| Mitralign, Inc. | Health Care Equipment & Supplies | — | — | 9.48% | 4/22/2016 | 12/1/2018 | 1,667 | 1,604 | 1,658 |
| Nabsys 2.0 LLC | Life Sciences Tools & Services | — | — | 8.90% | 4/22/2016 | 10/13/2018 | 5,064 | 4,959 | 5,115 |
| PhyMed Management LLC | Health Care Providers & Services | L+875 | 1.00% | 9.75% | 12/18/2015 | 5/18/2021 | 32,321 | 31,222 | 31,190 |
| PQ Bypass, Inc. | Health Care Equipment & Supplies | L+885 | — | 9.46% | 4/21/2016 | 4/21/2020 | 5,000 | 4,933 | 4,950 |
| Rapid Micro Biosystems, Inc. | Life Sciences Tools & Services | L+880 | — | 9.42% | 6/30/2015 | 6/30/2019 | 16,000 | 16,331 | 15,760 |
| Rug Doctor LLC(3) | Diversified Consumer Services | L+975 | 1.50% | 11.25% | 12/23/2013 | 12/31/2018 | 9,111 | 8,927 | 9,111 |
| Salient Partners, L.P | Asset Management | L+850 | 1.00% | 9.50% | 6/10/2015 | 6/9/2021 | 14,993 | 14,757 | 14,619 |
| Scynexis, Inc. | Pharmaceuticals | L+849 | — | 9.12% | 9/30/2016 | 9/30/2020 | 15,000 | 14,806 | 14,850 |
| SentreHeart, Inc. | Health Care Equipment & Supplies | L+885 | — | 9.46% | 11/15/2016 | 11/15/2020 | 7,500 | 7,341 | 7,325 |
| SOINT, LLC(3) | Aerospace & Defense | — | — | 15.00% | 6/8/2012 | 11/30/2018 | 2,386 | 2,381 | 2,386 |
| Southern Auto Finance Company(6) | Consumer Finance | — | — | 11.15% | 10/19/2011 | 12/4/2018 | 25,000 | 24,815 | 24,500 |
| Sunesis Pharmaceuticals, Inc. | Pharmaceuticals | L+854 | — | 9.17% | 3/31/2016 | 4/1/2020 | 7,500 | 7,398 | 7,463 |
| TierPoint, LLC | IT Services | L+875-887.5 | 1.00% | 9.75-9.88% | 12/2/2014 | 12/2/2022 | 34,000 | 33,656 | 33,439 |
| TMK Hawk Parent, Corp. (TriMark) | Trading Companies and Distributors | L+750 | 1.00% | 8.50% | 9/26/2014 | 10/1/2022 | 20,000 | 19,843 | 20,000 |
| TouchTunes Interactive Networks, Inc. | Media | L+825 | 1.00% | 9.25% | 5/28/2015 | 5/27/2022 | 14,000 | 13,826 | 13,825 |
| Trevi Therapeutics, Inc. | Pharmaceuticals | L+775 | — | 8.37% | 12/29/2014 | 6/29/2018 | 6,531 | 6,720 | 6,597 |
| U.S. Anesthesia Partners Inc. | Health Care Providers & Services | L+925 | 1.00% | 10.25% | 9/24/2014 | 9/24/2020 | 30,000 | 29,795 | 29,700 |
| Vapotherm, Inc. | Health Care Equipment & Supplies | L+899 | — | 9.60% | 11/16/2016 | 5/16/2021 | 10,000 | 9,915 | 9,900 |
| Varilease Finance, Inc. | Multi-Sector Holdings | L+825 | 1.00% | 9.25% | 8/22/2014 | 8/24/2020 | 48,000 | 47,405 | 47,880 |
| **Total Bank Debt/Senior Secured Loans** | | | | | | | | **$804,917** | **$788,254** |
| **Subordinated Debt/Corporate Notes — 3.1%** | | | | | | | | | |
| Alegeus Technologies Holdings Corp. | Health Care Technology | L+1200 | 1.00% | 13.00% | 6/24/2012 | 2/15/2019 | 28,200 | $ 27,937 | $ 28,059 |
| | | | | | | | **Shares/ Units** | | |
| **Preferred Equity — 1.6%** | | | | | | | | | |
| SOAGG LLC(3)(6)(7) | Aerospace & Defense | — | — | 8.00% | 12/14/2010 | 6/30/2018 | 5,622 | $ 5,622 | $ 5,806 |
| SOINT, LLC(3)(6)(7) | Aerospace & Defense | — | — | 15.00% | 6/8/2012 | 6/30/2018 | 86,667 | 8,667 | 9,100 |
| **Total Preferred Equity** | | | | | | | | **$ 14,289** | **$ 14,906** |



See notes to consolidated financial statements.

# SOLAR CAPITAL LTD.
## CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)
## December 31, 2016
## (in thousands, except share/unit amounts)

| Description | Industry | Interest Rate(1) | Acquisition Date | Maturity Date | Shares/ Units | Cost | Fair Value |
|---|---|---|---|---|---|---|---|
| **Common Equity/Equity Interests/Warrants—51.6%** | | | | | | | |
| Ark Real Estate Partners LP(2)(3)* | Diversified Real Estate Activities | | 3/12/2007 | | — | $ 527 | $ 336 |
| Ark Real Estate Partners II LP(2)(3)* | Diversified Real Estate Activities | | 10/23/2012 | | — | 12 | 8 |
| aTyr Pharma, Inc. Warrants* | Pharmaceuticals | | 11/18/2016 | | 47,771 | 70 | 23 |
| B Riley Financial Inc.(6) | Research & Consulting Services | | 3/16/2007 | | 38,015 | 2,684 | 701 |
| CardioDx, Inc. Warrants* | Health Care Providers & Services | | 6/18/2015 | | 39,863 | 129 | — |
| CAS Medical Systems, Inc. Warrants* | Health Care Equipment & Supplies | | 6/30/2016 | | 48,491 | 38 | 29 |
| Cianna Medical, Inc. Warrants* | Health Care Equipment & Supplies | | 9/28/2016 | | 89,726 | 37 | 52 |
| Conventus Orthopaedics, Inc. Warrants* | Health Care Equipment & Supplies | | 6/15/2016 | | 157,500 | 65 | 67 |
| Crystal Financial LLC(3)(6) | Diversified Financial Services | | 12/28/2012 | | 280,303 | 280,737 | 305,000 |
| Direct Buy Inc.(4)* | Multiline Retail | | 11/5/2012 | | 76,999 | — | — |
| PQ Bypass, Inc. Warrants* | Health Care Equipment & Supplies | | 4/21/2016 | | 176,471 | 70 | 63 |
| RD Holdco Inc. (Rug Doctor)(3)* | Diversified Consumer Services | | 12/23/2013 | | 231,177 | 15,683 | 13,574 |
| RD Holdco Inc. (Rug Doctor) Class B (3)* | Diversified Consumer Services | | 12/23/2013 | | 522 | 5,216 | 5,216 |
| RD Holdco Inc. (Rug Doctor) Warrants (3)* | Diversified Consumer Services | | 12/23/2013 | | 30,370 | 381 | 168 |
| Scynexis, Inc. Warrants* | Pharmaceuticals | | 9/30/2016 | | 122,435 | 105 | 90 |
| Senior Secured Unitranche Loan Program LLC(3)(6) | Asset Management | | 11/25/2015 | | — | 101,878 | 100,653 |
| Senior Secured Unitranche Loan Program II LLC(3)(6) | Asset Management | | 8/5/2016 | | — | 46,963 | 47,363 |
| SentreHeart, Inc. Warrants* | Health Care Equipment & Supplies | | 11/15/2016 | | 196,369 | 101 | 98 |
| Sunesis Pharmaceuticals, Inc. Warrants* | Pharmaceuticals | | 3/31/2016 | | 104,001 | 118 | 118 |
| **Total Common Equity/Equity Interests/Warrants** | | | | | | **$ 454,814** | **$ 473,559** |
| **Total Investments (9) — 142.1%** | | | | | | **$1,301,957** | **$1,304,778** |
| | | | | | **Par Amount** | | |
| **Cash Equivalents — 33.7%** | | | | | | | |
| U.S. Treasury Bill | Government | | 12/29/2016 | 2/2/2017 | $ 310,000 | $ 309,894 | $ 309,894 |
| **Total Investments & Cash Equivalents — 175.8%** | | | | | | **$1,611,851** | **$1,614,672** |
| Liabilities in Excess of Other Assets — (75.8%) | | | | | | | (696,165) |
| **Net Assets — 100.0%** | | | | | | | **$ 918,507** |

(1) Floating rate debt investments typically bear interest at a rate determined by reference to the London Interbank Offered Rate (“LIBOR”), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2016.

(2) Ark Real Estate Partners is held through SLRC ADI Corp., a taxable subsidiary.



See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)**
**December 31, 2016**
**(in thousands, except share/unit amounts)**

(3) Denotes investments in which we are deemed to exercise a controlling influence over the management or policies of a company, as defined in the Investment Company Act of 1940 (“1940 Act”), due to beneficially owning, either directly or through one or more controlled companies, more than 25% of the outstanding voting securities of the investment. Transactions during the year ended December 31, 2016 in these controlled investments are as follows:

| Name of Issuer | Fair Value at December 31, 2015 | Gross Additions | Gross Reductions | Realized Gain (Loss) | Interest/ Dividend /Other Income | Fair Value at December 31, 2016 |
|---|---|---|---|---|---|---|
| Ark Real Estate Partners LP | $ 364 | $ — | $ — | $ (29) | $ — | $ 336 |
| Ark Real Estate Partners II LP | 9 | — | — | (1) | — | 8 |
| AviatorCap SII, LLC I | 914 | — | 417 | — | 85 | 497 |
| AviatorCap SII, LLC II | 350 | — | 350 | — | 15 | — |
| Crystal Financial LLC | 290,000 | 5,737 | — | — | 31,600 | 305,000 |
| RD Holdco Inc. (Rug Doctor, common equity) | 14,335 | — | — | — | — | 13,574 |
| RD Holdco Inc. (Rug Doctor, class B) | 5,216 | — | — | — | — | 5,216 |
| RD Holdco Inc. (Rug Doctor, warrants) | 214 | — | — | — | — | 168 |
| Rug Doctor LLC | 8,838 | — | — | — | 1,151 | 9,111 |
| Senior Secured Unitranche Loan Program LLC | 80,677 | 50,093 | 28,875 | — | 6,084 | 100,653 |
| Senior Secured Unitranche Loan Program II LLC | — | 63,093 | 16,130 | — | 1,228 | 47,363 |
| SOAGG LLC | 8,632 | — | 2,590 | — | 545 | 5,806 |
| SOINT, LLC | 5,705 | — | 3,318 | — | 602 | 2,386 |
| SOINT, LLC (preferred equity) | 9,316 | — | — | — | 1,304 | 9,100 |
| | $ 424,570 | $118,923 | $ 51,680 | $ (30) | $42,614 | $ 499,218 |

(4) Denotes investments in which we are an “Affiliated Person” but not exercising a controlling influence, as defined in the 1940 Act, due to beneficially owning, either directly or through one or more controlled companies, more than 5% but less than 25% of the outstanding voting securities of the investment. Transactions during the year ended December 31, 2016 in these affiliated investments are as follows:

| Name of Issuer | Fair Value at December 31, 2015 | Gross Additions | Gross Reductions | Realized Gain (Loss) | Interest/ Dividend Income | Fair Value at December 31, 2016 |
|---|---|---|---|---|---|---|
| Direct Buy Inc. (common equity) | $ — | $ — | $ — | $ — | $ — | $ — |
| Direct Buy Inc. (senior secured loan) | 1,233 | 1,238 | — | — | — | 777 |
| DSW Group Holdings LLC | — | — | — | 197† | — | — |
| | $ 1,233 | $ 1,238 | $ — | $ 197 | $ — | $ 777 |

(5) The following entity is domiciled outside the United States and the investments are denominated in Canadian Dollars: Easyfinancial Services, Inc. in Canada.
(6) Indicates assets that the Company believes may not represent “qualifying assets” under Section 55(a) of the Investment Company Act of 1940 (“1940 Act”), as amended. If we fail to invest a sufficient portion of our assets in qualifying assets, we could be prevented from making follow-on investments in existing portfolio companies or could be required to dispose of investments at inappropriate times in order to comply with the 1940 Act. As of December 31, 2016, on a fair value basis, non-qualifying assets in the portfolio represented 31.6% of the total assets of the Company.
(7) Solar Capital Ltd.’s investments in SOAGG, LLC and SOINT, LLC include a two and one dollar investment in common shares, respectively.
(8) Bishop Lifting Products, Inc., SEI Holding I Corporation, Singer Equities, Inc. & Hampton Rubber Company are co-borrowers.
(9) Aggregate net unrealized depreciation for U.S. federal income tax purposes is $7,928; aggregate gross unrealized appreciation and depreciation for federal tax purposes is $27,715 and $35,643, respectively, based on a tax cost of $1,312,706. All of the Company’s investments are pledged as collateral against the borrowings outstanding on the revolving credit facility.
(10) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
* Non-income producing security.
** Investment is on non-accrual status.
† Represents estimated change in receivable balance.

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**SOLAR CAPITAL LTD.**
**CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)**
**December 31, 2016**
**(in thousands)**

| Industry Classification | Percentage of Total Investments (at fair value) as of December 31, 2016 |
|---|---|
| Diversified Financial Services | 23.4% |
| Asset Management | 12.5% |
| Health Care Providers & Services | 10.4% |
| Wireless Telecommunication Services | 6.3% |
| Pharmaceuticals | 6.1% |
| Health Care Equipment & Supplies | 6.1% |
| Professional Services | 4.6% |
| IT Services | 4.6% |
| Multi-Sector Holdings | 3.7% |
| Health Care Technology | 3.3% |
| Trading Companies & Distributors | 3.1% |
| Consumer Finance | 2.4% |
| Communications Equipment | 2.4% |
| Diversified Consumer Services | 2.1% |
| Life Sciences Tools & Services | 1.6% |
| Insurance | 1.4% |
| Aerospace & Defense | 1.4% |
| Chemicals | 1.3% |
| Media | 1.1% |
| Air Freight & Logistics | 0.9% |
| Thrifts & Mortgage Finance | 0.7% |
| Software | 0.4% |
| Multiline Retail | 0.1% |
| Research & Consulting Services | 0.1% |
| Diversified Real Estate Activities | 0.0% |
| Total Investments | 100.0% |

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**December 31, 2017**
**(in thousands, except share amounts)**

**Note 1. Organization**

Solar Capital LLC, a Maryland limited liability company, was formed in February 2007 and commenced operations on March 13, 2007 with initial capital of $1,200,000 of which 47.04% was funded by affiliated parties.

Immediately prior to our initial public offering, through a series of transactions, Solar Capital Ltd. merged with Solar Capital LLC, leaving Solar Capital Ltd. as the surviving entity (the "Merger"). Solar Capital Ltd. issued an aggregate of approximately 26.65 million shares of common stock and $125,000 in senior unsecured notes to the existing Solar Capital LLC unit holders in connection with the Merger. Solar Capital Ltd. had no assets or operations prior to completion of the Merger and as a result, the historical books and records of Solar Capital LLC have become the books and records of the surviving entity. The number of shares used to calculate weighted average shares for use in computations on a per share basis have been decreased retroactively by a factor of approximately 0.4022 for all periods prior to February 9, 2010. This factor represents the effective impact of the reduction in shares resulting from the Merger.

Solar Capital Ltd. ("Solar Capital", the "Company", "we", "us" or "our"), a Maryland corporation formed in November 2007, is a closed-end, externally managed, non-diversified management investment company that has elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). Furthermore, as the Company is an investment company, it continues to apply the guidance in FASB Accounting Standards Codification ("ASC") Topic 946. In addition, for tax purposes, the Company has elected to be treated, and intend to qualify annually, as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code").

On February 9, 2010, Solar Capital priced its initial public offering, selling 5.68 million shares, including the underwriters' over-allotment, at a price of $18.50 per share. Concurrent with this offering, the Company's senior management purchased an additional 600,000 shares through a private placement, also at $18.50 per share.

The Company's investment objective is to maximize both current income and capital appreciation through debt and equity investments. The Company invests primarily in leveraged middle market companies in the form of senior secured loans, stretch-senior loans, unitranche loans, mezzanine loans and equity securities. From time to time, we may also invest in public companies that are thinly traded.

**Note 2. Significant Accounting Policies**

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP"), and include the accounts of the Company and certain wholly-owned subsidiaries. The consolidated financial statements reflect all adjustments and reclassifications which, in the opinion of management, are necessary for the fair presentation of the results of the operations and financial condition for the periods presented. All significant intercompany balances and transactions have been eliminated. Certain prior period amounts may have been reclassified to conform to the current period presentation.

The preparation of consolidated financial statements in conformity with GAAP and pursuant to the requirements for reporting on Form 10-K and Regulation S-X, as appropriate, also requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported periods. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ materially.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

In the opinion of management, all adjustments, which are of a normal recurring nature, considered necessary for the fair presentation of financial statements have been included.

The significant accounting policies consistently followed by the Company are:

(a) Investment transactions are accounted for on the trade date;

(b) Under procedures established by our board of directors (the "Board"), we value investments, including certain senior secured debt, subordinated debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to represent fair value, we typically utilize independent third-party valuation firms to assist us in determining fair value. Accordingly, such investments go through our multi-step valuation process as described below. In each case, independent valuation firms consider observable market inputs together with significant unobservable inputs in arriving at their valuation recommendations. Debt investments with maturities of 60 days or less shall each be valued at cost plus accreted discount, or minus amortized premium, which is expected to approximate fair value, unless such valuation, in the judgment of Solar Capital Partners, LLC (the "Investment Adviser"), does not represent fair value, in which case such investments shall be valued at fair value as determined in good faith by or under the direction of our Board. Investments that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board. Such determination of fair values involves subjective judgments and estimates.

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 has approved a multi-step valuation process each quarter, as described below:

(1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;

(2) preliminary valuation conclusions are then documented and discussed with senior management of the Investment Adviser;

(3) independent valuation firms engaged by our Board conduct independent appraisals and review the Investment Adviser's preliminary valuations and make their own independent assessment for all material assets;

(4) the audit committee of the Board reviews the preliminary valuation of the Investment Adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and

(5) the Board discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of the Investment Adviser, the respective independent valuation firm and the audit committee.

Investments in all asset classes are valued utilizing a market approach, an income approach, or both approaches, as appropriate. However, in accordance with ASC 820-10, certain investments that qualify

as investment companies in accordance with ASC 946, may be valued using net asset value as a practical expedient for fair value. 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 approaches to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the 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, 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, our principal market (as the reporting entity) and enterprise values, among other factors. When available, broker quotations and/or quotations provided by pricing services are considered as an input in the valuation process. For the fiscal year ended December 31, 2017, there has been no change to the Company's valuation approaches or techniques and the nature of the related inputs considered in the valuation process.

ASC Topic 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 is 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 exercise of judgment is based in part on our knowledge of the asset class and our prior experience.

(c) Gains or losses on investments are calculated by using the specific identification method.

(d) The Company records dividend income and interest, adjusted for amortization of premium and accretion of discount, on an accrual basis. Loan origination fees, original issue discount, and market discounts are capitalized and we amortize such amounts into income using the effective interest method or on a straight-line basis, as applicable. Upon the prepayment of a loan, any unamortized loan origination fees are recorded as interest income. We record call premiums received on loans repaid as interest income when we receive such amounts. Capital structuring fees, amendment fees, consent fees, and any other non-recurring fee income as well as management fee and other fee income for services rendered, if any, are recorded as other income when earned.

(e) The Company intends to comply with the applicable provisions of the Code pertaining to regulated investment companies to make distributions of taxable income sufficient to relieve it of substantially all U.S. federal income taxes. The Company, at its discretion, may carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. The Company will accrue excise tax on such estimated excess taxable income as appropriate.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

(f) Book and tax basis differences relating to stockholder distributions and other permanent book and tax differences are typically reclassified among the Company's capital accounts. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP; accordingly at December 31, 2017, $1,750 was reclassified on our balance sheet between accumulated net realized loss and paid-in capital in excess of par, $421 was reclassified on our balance sheet between distributions in excess of net investment income and paid-in capital in excess of par and $2,644 was reclassified on our balance sheet between distributions in excess of net investment income and accumulated net realized loss. Total earnings and net asset value are not affected.

(g) Distributions to common stockholders are recorded as of the record date. The amount to be paid out as a distribution is determined by the Board. Net realized capital gains, if any, are generally distributed or deemed distributed at least annually.

(h) In accordance with Regulation S-X and ASC Topic 810—*Consolidation*, the Company consolidates its interest in investment company subsidiaries, financing subsidiaries and certain wholly-owned holding companies that serve to facilitate investment in portfolio companies. In addition, the Company may also consolidate any controlled operating companies substantially all of whose business consists of providing services to the Company.

(i) The accounting records of the Company are maintained in U.S. dollars. Any assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the rate of exchange of such currencies against U.S. dollars on the date of valuation. The Company will not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations would be included with the net unrealized gain or loss from investments. The Company's investments in foreign securities, if any, may involve certain risks, including without limitation: foreign exchange restrictions, expropriation, taxation or other political, social or economic risks, all of which could affect the market and/or credit risk of the investment. In addition, changes in the relationship of foreign currencies to the U.S. dollar can significantly affect the value of these investments in terms of U.S. dollars and therefore the earnings of the Company.

(j) The Company has made an irrevocable election to apply the fair value option of accounting to its senior secured credit facility (the "Credit Facility") and its unsecured senior notes due 2022 (the "2022 Unsecured Notes") (see note 6 and 8), in accordance with ASC 825-10. The Company uses an independent third-party valuation firm to assist in measuring their fair value.

(k) In accordance with ASC 835-30, the Company records origination and other expenses related to certain debt issuances as a direct deduction from the carrying amount of the debt liability. These expenses are deferred and amortized using either the effective interest method or the straight-line method over the stated life. The straight-line method may be used on revolving facilities and when it approximates the effective yield method.

(l) The Company may enter into forward exchange contracts in order to hedge against foreign currency risk. These contracts are marked-to-market by recognizing the difference between the contract exchange rate and the current market rate as unrealized appreciation or depreciation. Realized gains or losses are recognized when contracts are settled.

(m) The Company records expenses related to shelf registration statements and applicable equity offering costs as prepaid assets. These expenses are typically charged as a reduction of capital upon utilization, in accordance with ASC 946-20-25. Certain subsequent costs are expensed per the AICPA Audit & Accounting Guide for Investment Companies.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

(n) Investments that are expected to pay regularly scheduled interest in cash are generally placed on non-accrual status when principal or interest cash payments are past due 30 days or more (90 days or more for equipment financing) and/or when it is no longer probable that principal or interest cash payments will be collected. Such non-accrual investments are restored to accrual status if past due principal and interest are paid in cash, and in management's judgment, are likely to continue timely payment of their remaining principal and interest obligations. Cash interest payments received on such investments may be recognized as income or applied to principal depending on management's judgment.

(o) The Company defines cash equivalents as securities that are readily convertible into known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only securities with a maturity of three months or less would qualify, with limited exceptions. The Company believes that certain U.S. Treasury bills, repurchase agreements and other high-quality, short-term debt securities would qualify as cash equivalents.

Recent Accounting Pronouncements

In October 2016, the U.S. Securities and Exchange Commission adopted new rules and amended rules (together, "final rules") interned to modernize the reporting and disclosure of information by registered investment companies. In part, the final rules amend Regulation S-X and require standardized, enhanced disclosure about derivatives in investment company financial statements, as well as other amendments. The compliance date for the amendments to Regulation S-X was August 1, 2017. The Company has evaluated the impact that the adoption of the amendments to Regulation S-X on its consolidated financial statements and disclosures and determined that the adoption of the amendments to Regulation S-X has not had a material impact on its consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows, which will amend FASB ASC 230. The amendments in this Update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this Update apply to all entities that have restricted cash or restricted cash equivalents and are required to present a statement of cash flows under Topic 230. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of ASU 2016-18 on its consolidated financial statements and disclosures.

In December 2016, the FASB issued ASU 2016-19, Technical Corrections and Improvements. As part of this guidance, ASU 2016-19 amends FASB ASC 820 to clarify the difference between a valuation approach and a valuation technique. The amendment also requires an entity to disclose when there has been a change in either or both a valuation approach and/or a valuation technique. ASU 2016-19 is effective on a prospective basis for financial statements issued for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016 on a prospective basis. The Company has evaluated the impact of ASU 2016-19 on its consolidated financial statements and disclosures and determined that the adoption of ASU 2016-19 has not had a material impact on its consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, Premium Amortization on Purchased Callable Debt Securities, which will amend FASB ASC 310-20. The amendments in this Update shorten the amortization period for certain callable debt securities held at a premium, generally requiring the premium to be amortized to the earliest call date. For public business entities, the amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of ASU 2017-08 on its consolidated financial statements and disclosures.

In May 2014, the FASB issued ASC 606, Revenue From Contracts With Customers, originally effective for public business entities with annual reporting periods beginning after December 15, 2016. On August 12, 2015, the FASB issued an ASU, Revenue From Contracts With Customers (Topic 606): Deferral of the Effective Date, which deferred the effective date of ASC 606 for one year. ASC 606 provides accounting guidance related to revenue from contracts with customers. For public business entities, ASC 606 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of ASC 606 but does not currently believe that the application of ASC 606 will have a material impact on its consolidated financial statements and disclosures.

**Note 3. Agreements**

Solar Capital has an Advisory Agreement with the Investment Adviser, under which the Investment Adviser will manage the day-to-day operations of, and provide investment advisory services to, Solar Capital. For providing these services, the Investment Adviser receives a fee from Solar Capital, consisting of two components—a base management fee and a performance-based incentive fee. The base management fee is determined by taking the average value of Solar Capital’s gross assets at the end of the two most recently completed calendar quarters calculated at an annual rate of 2.00%. For purposes of computing the base management fee, gross assets exclude temporary assets acquired at the end of each fiscal quarter for purposes of preserving investment flexibility in the next fiscal quarter. Temporary assets include, but are not limited to, U.S. treasury bills, other short-term U.S. government or government agency securities, repurchase agreements or cash borrowings. Effective January 1, 2018, the annual rate for the base management fee changed from 2.00% to 1.75%.

The performance-based incentive fee has two parts, as follows: one part is calculated and payable quarterly in arrears based on Solar Capital’s 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 or other fees that we receive from portfolio companies) accrued during the calendar quarter, minus Solar Capital’s operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement, and any interest expense and distributions paid on any issued and outstanding preferred stock, but excluding the performance-based incentive fee). Pre-incentive fee net investment income does not include any realized capital gains or losses, or unrealized capital appreciation or depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of Solar Capital’s net assets at the end of the immediately preceding calendar quarter, is compared to the hurdle rate of 1.75% per quarter (7% annualized). Solar Capital pays the Investment Adviser a performance-based incentive fee with respect to Solar Capital’s pre-incentive fee net investment income in each calendar quarter as follows: (1) no performance-based incentive fee in any calendar quarter in which Solar Capital’s pre-incentive fee net investment income does not exceed the hurdle rate;

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
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(2) 100% of Solar Capital's 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 2.1875% in any calendar quarter; and (3) 20% of the amount of Solar Capital's pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter. These calculations are appropriately pro-rated for any period of less than three months.

The second part of the performance-based incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Advisory Agreement, as of the termination date), and will equal 20% of Solar Capital's cumulative realized capital gains less cumulative realized capital losses, unrealized capital depreciation (unrealized depreciation on a gross investment-by-investment basis at the end of each calendar year) and all net capital gains upon which prior performance-based capital gains incentive fee payments were previously made to the Investment Adviser. For financial statement purposes, the second part of the performance-based incentive fee is accrued based upon 20% of cumulative net realized gains and net unrealized capital appreciation. No accrual was required for the fiscal years ended December 31, 2017, 2016 and 2015.

For the fiscal years ended December 31, 2017, 2016 and 2015, the Company recognized $27,409, $28,115 and $24,678, respectively, in base management fees and $17,055, $17,775 and $4,374, respectively, in gross performance-based incentive fees. For the fiscal years ended December 31, 2017, 2016 and 2015, $0, $0 and $1,694, respectively, of such performance-based incentive fees were waived. The voluntary fee waiver in 2015 was made at the Investment Adviser's discretion and is not subject to recapture by the Investment Adviser or reimbursement by the Company.

Solar Capital has also entered into an Administration Agreement with Solar Capital Management, LLC (the "Administrator") under which the Administrator provides administrative services to Solar Capital. For providing these services, facilities and personnel, Solar Capital reimburses the Administrator for Solar Capital's allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the Administration Agreement, including rent. The Administrator will also provide, on Solar Capital's behalf, managerial assistance to those portfolio companies to which Solar Capital is required to provide such assistance. The Company typically reimburses the Administrator on a quarterly basis.

For the fiscal years ended December 31, 2017, 2016 and 2015, the Company recognized expenses under the Administration Agreement of $5,215, $5,990 and $5,081, respectively. No managerial assistance fees were accrued or collected for the fiscal years ended December 31, 2017, 2016 and 2015.

**Note 4. Net Asset Value Per Share**

At December 31, 2017, the Company's total net assets and net asset value per share were $921,605 and $21.81, respectively. This compares to total net assets and net asset value per share at December 31, 2016 of $918,507 and $21.74, respectively.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

**Note 5. Earnings Per Share**

The following table sets forth the computation of basic and diluted net increase in net assets per share resulting from operations, pursuant to ASC 260-10, for the years ended December 31, 2017, 2016 and 2015:

| | Year ended December 31, 2017 | Year ended December 31, 2016 | Year ended December 31, 2015 |
|---|---|---|---|
| Earnings per share (basic & diluted) | | | |
| Numerator - net increase in net assets resulting from operations: | $ 70,430 | $ 106,815 | $ 14,080 |
| Denominator - weighted average shares: | 42,257,692 | 42,258,143 | 42,465,158 |
| Earnings per share: | $ 1.67 | $ 2.53 | $ 0.33 |

**Note 6. Fair Value**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a framework for measuring fair value that includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs to valuations used to measure fair value into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

**Level 1.** Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company has the ability to access.

**Level 2.** Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

a) Quoted prices for similar assets or liabilities in active markets;

b) Quoted prices for identical or similar assets or liabilities in non-active markets;

c) Pricing models whose inputs are observable for substantially the full term of the asset or liability; and

d) Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the asset or liability.

**Level 3.** Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management’s and, if applicable, an independent third-party valuation firm’s own assumptions about the assumptions a market participant would use in pricing the asset or liability.

When the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. For example, a Level 3 fair value measurement may include inputs that are observable (Levels 1 and 2) and unobservable (Level 3).

Gains and losses for assets and liabilities categorized within the Level 3 table below may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3).

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
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A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets or liabilities. Such reclassifications are reported as transfers in/out of the appropriate category as of the end of the quarter in which the reclassifications occur.

The following tables present the balances of assets and liabilities measured at fair value on a recurring basis, as of December 31, 2017 and 2016:

**Fair Value Measurements**
**As of December 31, 2017**

| | Level 1 | Level 2 | Level 3 | Measured at Net Asset Value* | Total |
|---|---|---|---|---|---|
| **Assets:** | | | | | |
| Senior Secured Loans | $ — | $25,770 | $ 743,331 | $ — | $ 769,101 |
| Equipment Financing | — | — | 218,583 | — | 218,583 |
| Preferred Equity | — | — | 12,837 | — | 12,837 |
| Common Equity/Equity Interests/Warrants | 688 | — | 319,481 | 140,480 | 460,649 |
| Total Investments | $ 688 | $25,770 | $1,294,232 | $ 140,480 | $1,461,170 |
| **Liabilities:** | | | | | |
| Credit Facility and 2022 Unsecured Notes | $ — | $ — | $ 445,600 | $ — | $ 445,600 |

* In accordance with ASC 820-10, certain investments that are measured using the net asset value per share (or its equivalent) as a practical expedient for fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Statements of Assets and Liabilities. The two portfolio investments in this category are SSLP and SSLP II. See Note 15 & 16, respectively, for more information on these investments, including their investment strategies and the Company’s unfunded equity commitments to SSLP and SSLP II. Neither of these investments are redeemable by the Company absent an election by the members of the entities to liquidate all investments and distribute the proceeds to the members.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

**Fair Value Measurements**
**As of December 31, 2016**

| | Level 1 | Level 2 | Level 3 | Measured at Net Asset Value* | Total |
|---|---|---|---|---|---|
| **Assets:** | | | | | |
| Bank Debt/Senior Secured Loans | $ — | $28,744 | $ 759,510 | $ — | $ 788,254 |
| Subordinated Debt/Corporate Notes | — | — | 28,059 | — | 28,059 |
| Preferred Equity | — | — | 14,906 | — | 14,906 |
| Common Equity/Equity Interests/Warrants | 701 | — | 324,842 | 148,016 | 473,559 |
| Total Investments | $ 701 | $28,744 | $1,127,317 | $ 148,016 | $1,304,778 |
| **Liabilities:** | | | | | |
| Credit Facility, Senior Secured Notes and 2022 Unsecured Notes | $ — | $ — | $ 290,200 | $ — | $ 290,200 |

* In accordance with ASC 820-10, certain investments that are measured using the net asset value per share (or its equivalent) as a practical expedient for fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Statements of Assets and Liabilities.

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The following tables provide a summary of the changes in fair value of Level 3 assets and liabilities for the year ended December 31, 2017 and the year ended December 31, 2016 as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to those assets and liabilities still held at December 31, 2017 and December 31, 2016:

**Fair Value Measurements Using Level 3 Inputs**

| | Senior Secured Loans | Equipment Financing | Subordinated Debt/ Corporate Notes | Preferred Equity | Common Equity/ Equity Interests/ Warrants |
|---|---|---|---|---|---|
| **Fair value, December 31, 2016** | $ 759,510 | $ — | $ 28,059 | $ 14,906 | $ 324,842 |
| Total gains or losses included in earnings: | | | | | |
| Net realized gain (loss) | (9,547) | — | — | — | — |
| Net change in unrealized gain (loss) | 18,455 | 649 | (122) | 372 | (5,661) |
| Purchase of investment securities | 246,367 | 224,468 | 36 | — | 300 |
| Proceeds from dispositions of investment securities. | (271,454) | (6,534) | (27,973) | (2,441) | — |
| Transfers in/out of Level 3 | — | — | — | — | — |
| **Fair value, December 31, 2017** | $ 743,331 | $218,583 | $ — | $ 12,837 | $ 319,481 |
| Unrealized gains (losses) for the period relating to those Level 3 assets that were still held by the Company at the end of the period: | | | | | |
| Net change in unrealized gain (loss) | $ 9,046 | $ 649 | $ — | $ 372 | $ (5,661) |

During the year ended December 31, 2017, there were no transfers in and out of Levels 1 and 2.

The following table shows a reconciliation of the beginning and ending balances for fair valued liabilities measured using significant unobservable inputs (Level 3) for the year ended December 31, 2017:

| Credit Facility, Senior Secured Notes and 2022 Unsecured Notes | For the year ended December 31, 2017 |
|---|---|
| Beginning fair value | $ 290,200 |
| Net realized (gain) loss | — |
| Net change in unrealized (gain) loss | — |
| Borrowings | 861,400 |
| Repayments | (706,000) |
| Transfers in/out of Level 3 | — |
| Ending fair value | $ 445,600 |

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
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The Company has made an irrevocable election to apply the fair value option of accounting to the Credit Facility and the 2022 Unsecured Notes, in accordance with ASC 825-10. On December 31, 2017, there were borrowings of $295,600 and $150,000, respectively, on the Credit Facility and the 2022 Unsecured Notes. The Company used an independent third-party valuation firm to assist in measuring the fair value of the Credit Facility and the 2022 Unsecured Notes.

**Fair Value Measurements Using Level 3 Inputs**

| | Bank Debt/ Senior Secured Loans | Subordinated Debt/ Corporate Notes | Preferred Equity | Common Equity/ Equity Interests/ Warrants |
|---|---|---|---|---|
| **Fair value, December 31, 2015** | $ 800,291 | $ 67,314 | $ 17,948 | $ 310,239 |
| Total gains or losses included in earnings: | | | | |
| Net realized gain (loss) | 702 | 77 | — | (144) |
| Net change in unrealized gain (loss) | 10,613 | 8,479 | (452) | 8,360 |
| Purchase of investment securities | 317,268 | 189 | — | 6,387 |
| Proceeds from dispositions of investment securities | (369,364) | (48,000) | (2,590) | — |
| Transfers in/out of Level 3 | — | — | — | — |
| **Fair value, December 31, 2016** | $ 759,510 | $ 28,059 | $ 14,906 | $ 324,842 |
| Unrealized gains (losses) for the period relating to those Level 3 assets that were still held by the Company at the end of the period: | | | | |
| Net change in unrealized gain (loss) | $ 6,943 | $ 602 | $ (452) | $ 8,362 |

During the year ended December 31, 2016, there were no transfers in and out of Levels 1 and 2.

The following table shows a reconciliation of the beginning and ending balances for fair valued liabilities measured using significant unobservable inputs (Level 3) for the year ended December 31, 2016:

| Credit Facility, Senior Secured Notes and 2022 Unsecured Notes | For the year ended December 31, 2016 |
|---|---|
| Beginning fair value | $ 332,900 |
| Net realized (gain) loss | — |
| Net change in unrealized (gain) loss | — |
| Borrowings | 728,500 |
| Repayments | (771,200) |
| Transfers in/out of Level 3 | — |
| Ending fair value | $ 290,200 |

The Company has made an irrevocable election to apply the fair value option of accounting to the Credit Facility, the Senior Secured Notes and the 2022 Unsecured Notes, in accordance with ASC 825-10. On December 31, 2016, there were borrowings of $165,200, $75,000 and $50,000, respectively, on the Credit Facility, the Senior Secured Notes and the 2022 Unsecured Notes. The Company used an independent third-party valuation firm to assist in measuring the fair value of the Credit Facility, the Senior Secured Notes and the 2022 Unsecured Notes.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

**Quantitative Information about Level 3 Fair Value Measurements**

The Company typically determines the fair value of its performing debt investments utilizing a yield analysis. In a yield analysis, a price is ascribed for each investment based upon an assessment of current and expected market yields for similar investments and risk profiles. Additional consideration is given to current contractual interest rates, relative maturities and other key terms and risks associated with an investment. Among other factors, a significant determinant of risk is the amount of leverage used by the portfolio company relative to the total enterprise value of the company, and the rights and remedies of our investment within each portfolio company.

Significant unobservable quantitative inputs typically used in the fair value measurement of the Company's Level 3 assets and liabilities primarily reflect current market yields, including indices, and readily available quotes from brokers, dealers, and pricing services as indicated by comparable assets and liabilities, as well as enterprise values, returns on equity and earnings before income taxes, depreciation and amortization ("EBITDA") multiples of similar companies, and comparable market transactions for equity securities.

Quantitative information about the Company's Level 3 asset and liability fair value measurements as of December 31, 2017 is summarized in the table below:

| | Asset or Liability | Fair Value at December 31, 2017 | Principal Valuation Technique/Methodology | Unobservable Input | Range (Weighted Average) |
|---|---|---|---|---|---|
| Senior Secured Loans | Asset | $ 743,331 | Yield Analysis | Market Yield | 7.6% – 22.8% (11.2%) |
| Equipment Financing | Asset | $ 73,083 | Yield Analysis | Market Yield | 7.6% – 39.1% (10.0%) |
| | | $ 145,500 | Enterprise Value | Return on Equity | 11.8% – 11.8% (11.8%) |
| Preferred Equity | Asset | $ 12,837 | Yield Analysis | Market Yield | 6.2% – 13.4% (10.9%) |
| Common Equity/Equity Interests/Warrants | Asset | $ 16,281 | Enterprise Value | EBITDA Multiple | 5.5x – 6.5x (6.3x) |
| | | $ 303,200 | Enterprise Value | Return on Equity | 7.3% – 14.0% (14.0%) |
| Credit Facility | Liability | $ 295,600 | Yield Analysis | Market Yield | L+1.4% – L+4.8% (L+2.0%) |
| 2022 Unsecured Notes | Liability | $ 150,000 | Yield Analysis | Market Yield | 4.5% – 4.9% (4.5%) |

Quantitative information about the Company's Level 3 asset and liability fair value measurements as of December 31, 2016 is summarized in the table below:

| | Asset or Liability | Fair Value at December 31, 2016 | Principal Valuation Technique/Methodology | Unobservable Input | Range (Weighted Average) |
|---|---|---|---|---|---|
| Bank Debt/Senior Secured Loans | Asset | $ 758,733 | Yield Analysis | Market Yield | 8.2% – 51.6% (11.5%) |
| | | $ 777 | Enterprise Value | EBITDA Multiple | 4.0x – 5.0x (4.5x) |
| Subordinated Debt/Corporate Note | Asset | $ 28,059 | Yield Analysis | Market Yield | 14.9% – 14.9% (14.9%) |
| Preferred Equity | Asset | $ 14,906 | Yield Analysis | Market Yield | 8.0% – 11.3% (10.0%) |
| Common Equity/Equity Interests/Warrants | Asset | $ 19,842 | Enterprise Value | EBITDA Multiple | 5.5x – 6.5x (6.3x) |
| | | $ 305,000 | Enterprise Value | Return on Equity | 7.7% – 12.5% (11.9%) |
| Credit Facility | Liability | $ 165,200 | Yield Analysis | Market Yield | L+1.4% – L+4.8% (L+2.0%) |
| Senior Secured Notes | Liability | $ 75,000 | Yield Analysis | Market Yield | 5.6% – 6.1% (5.9%) |
| 2022 Unsecured Notes | Liability | $ 50,000 | Yield Analysis | Market Yield | 4.4% – 4.7% (4.4%) |

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
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Significant increases or decreases in any of the above unobservable inputs in isolation, including unobservable inputs used in deriving bid-ask spreads, if applicable, could result in significantly lower or higher fair value measurements for such assets and liabilities.

## Note 7. Derivatives

The Company may be exposed to foreign exchange risk through its investments denominated in foreign currencies, if any. The Company may mitigate this risk through the use of foreign currency forward contracts, borrowing in local currency under its Credit Facility, or similar borrowing. As an investment company, all changes in the fair value of assets, including changes caused by foreign currency fluctuation, flow through current earnings.

As of December 31, 2017 and December 31, 2016, there were no open forward foreign currency contracts outstanding. The Company also had no derivatives designated as hedging instruments at December 31, 2017 and December 31, 2016.

## Note 8. Debt

*Unsecured Notes*

On December 28, 2017, the Company closed a private offering of $21,000 of unsecured tranche c notes due 2022 (the “2022 Tranche C Notes”) with a fixed interest rate of 4.50% and a maturity date of December 28, 2022. Interest on the 2022 Tranche C Notes is due semi-annually on June 28 and December 28. The 2022 Tranche C Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 22, 2017, we issued $75,000 in aggregrate principal amount of publicly registered unsecured senior notes due 2023 (the “2023 Unsecured Notes”) for net proceeds of $73,846. Interest on the 2023 Unsecured Notes is paid semi-annually on January 20 and June 20, at a rate of 4.50% per year, commencing on January 20, 2018. The 2023 Unsecured Notes mature on January 20, 2023.

On February 15, 2017, the Company closed a private offering of $100,000 of additional 2022 Unsecured Notes with a fixed interest rate of 4.60% and a maturity date of May 8, 2022. Interest on the 2022 Unsecured Notes is due semi-annually on May 8 and November 8. The 2022 Unsecured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 8, 2016, the Company closed a private offering of $50,000 of the 2022 Unsecured Notes with a fixed interest rate of 4.40% and a maturity date of May 8, 2022. Interest on the 2022 Unsecured Notes is due semi-annually on May 8 and November 8. The 2022 Unsecured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On November 16, 2012, the Company and U.S. Bank National Association entered into an Indenture and a First Supplemental Indenture relating to the Company’s issuance, offer and sale of $100,000 aggregate principal amount of its 6.75% Unsecured Senior Notes due 2042 (the “2042 Unsecured Notes”). The 2042 Unsecured Notes was set to mature on November 15, 2042 and may have been redeemed in whole or in part at the Company’s option at any time or from time to time on or after November 15, 2017 at a redemption price of $25

per security plus accrued and unpaid interest. The 2042 Unsecured Notes bore interest at a rate of 6.75% per year payable quarterly on February 15, May 15, August 15 and November 15 of each year. The 2042 Unsecured Notes were direct senior unsecured obligations of the Company. On December 18, 2017, the 2042 Unsecured Notes were repaid in full.

*Revolving and Term Loan Facility*

On September 30, 2016, the Company entered into a second Credit Facility amendment. Post amendment, the Credit Facility was composed of $505,000 of revolving credit and $50,000 of term loans. Borrowings generally bear interest at a rate per annum equal to the base rate plus a range of 2.00-2.25% or the alternate base rate plus 1.00%-1.25%. The Credit Facility has no LIBOR floor requirement. The Credit Facility matures in September 2021 and includes ratable amortization in the final year. The Credit Facility may be increased up to $800,000 with additional new lenders or an increase in commitments from current lenders. The Credit Facility contains certain customary affirmative and negative covenants and events of default. In addition, the Credit Facility contains certain financial covenants that among other things, requires the Company to maintain a minimum shareholder's equity and a minimum asset coverage ratio. The Company also pays issuers of funded term loans quarterly in arrears a commitment fee at the rate of 0.25% per annum on the average daily outstanding balance. On February 23, 2017, the Company prepaid its two non-extending lenders and terminated their commitments, reducing total outstanding revolving credit commitments by $110,000 to $395,000. At December 31, 2017, outstanding USD equivalent borrowings under the Credit Facility totaled $295,600, composed of $245,600 of revolving credit and $50,000 of term loans.

*Senior Secured Notes*

On May 10, 2012, the Company closed a private offering of $75,000 of Senior Secured Notes with a fixed interest rate of 5.875% and a maturity date of May 10, 2017. Interest on the Senior Secured Notes was due semi-annually on May 10 and November 10. The Senior Secured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. On May 10, 2017, the Senior Secured Notes matured and were repaid in full by the Company.

Certain covenants on our issued debt may restrict our business activities, including limitations that could hinder our ability to finance additional loans and investments or to make the distributions required to maintain our status as a RIC under Subchapter M of the Code.

The Company has made an irrevocable election to apply the fair value option of accounting to its Credit Facility and 2022 Unsecured Notes, in accordance with ASC 825-10. We believe accounting for the Credit Facility and 2022 Unsecured Notes at fair value better aligns the measurement methodologies of assets and liabilities, which may mitigate certain earnings volatility. ASC 825-10 requires entities to display the fair value of the selected assets and liabilities on the face of the Consolidated Statement of Assets and Liabilities and changes in fair value of the Credit Facility and the 2022 Unsecured Notes are reported in the Consolidated Statement of Operations.

The average annualized interest cost for all borrowings for the year ended December 31, 2017 and the year ended December 31, 2016 was 4.73% and 4.11%, respectively. These costs are exclusive of other credit facility expenses such as unused fees, agency fees and other prepaid expenses related to establishing and/or amending the Credit Facility, the 2022 Unsecured Notes, the Tranche C Notes, the 2023 Unsecured Notes, the 2042 Unsecured Notes, and the Senior Secured Notes (collectively the "Credit Facilities"), if any. During the year ended

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December 31, 2017, the Company expensed $591 in conjunction with the February 2017 issue of 2022 Unsecured Notes. During the year ended December 31, 2016, the Company expensed $2,781 in conjunction with the September 2016 amendment to the Credit Facility and $280 in conjunction with the November 2016 issue of the 2022 Unsecured Notes. The maximum amounts borrowed on the Credit Facilities during the year ended December 31, 2017 and the year ended December 31, 2016 were $606,600 and $610,900, respectively.

**Note 9(a). Income Tax Information and Distributions to Stockholders**

The tax character of distributions for the fiscal years ended December 31, 2017, 2016 and 2015 were as follows:

| | 2017 | | 2016 | | 2015 | |
|---|---|---|---|---|---|---|
| Ordinary income | $67,612 | 100.0% | $67,598 | 100.0% | $67,944 | 100.0% |
| Capital gains | — | 0.0% | — | 0.0% | — | 0.0% |
| Return of capital | — | 0.0% | — | 0.0% | — | 0.0% |
| Total distributions | $67,612 | 100.0% | $67,598 | 100.0% | $67,944 | 100.0% |

As of December 31, 2017, 2016 and 2015 the total accumulated earnings (loss) on a tax basis were as follows (1):

| | 2017 | 2016 | 2015 |
|---|---|---|---|
| Undistributed ordinary income | $ 8,750 | $ 7,329 | $ 1,141 |
| Undistributed long-term net capital gains | — | — | — |
| Total undistributed net earnings | 8,750 | 7,329 | 1,141 |
| Post-October capital losses | — | — | — |
| Capital loss carryforward | (41,814) | (31,311) | (31,242) |
| Other book/tax temporary differences | 2,800 | 2,915 | 838 |
| Net unrealized appreciation (depreciation) | 10,234 | (7,928) | (42,563) |
| Total tax accumulated earnings (loss) | $(20,030) | $(28,995) | $(71,826) |

(1) Tax information for the fiscal years ended December 31, 2017, 2016 and 2015 are/were estimates and are not final until the Company files its tax returns, typically in September each year.

The Company recognizes in its consolidated financial statements the tax effect of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. To the best of our knowledge, we did not have any uncertain tax positions that met the recognition or measurement criteria of ASC 740-10-25 nor did we have any unrecognized tax benefits as of the periods presented herein. Although we file federal and state tax returns, our major tax jurisdiction is federal. Our tax returns for each of our federal tax years since 2014 remain subject to examination by the Internal Revenue Service and the state department of revenue. The capital loss carryforwards shown above do not expire. $0, $0 and $2,879 of the capital loss carryforwards were utilized during the fiscal years ended December 31, 2017, 2016 and 2015, respectively.

**Note 9(b). Other Tax Information (unaudited)**

For the fiscal years ended December 31, 2017, 2016 and 2015, none of the distributions paid during the year were eligible for qualified dividend income treatment or the dividends received deduction for corporate

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
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stockholders. For the fiscal years ended December 31, 2017, 2016, and 2015, 89.25%, 95.23% and 94.05%, respectively, of each of the distributions paid during the year represent interest-related dividends. For the fiscal years ended December 31, 2017, 2016 and 2015, none of the distributions represent short-term capital gains dividends.

**Note 10. Financial Highlights and Senior Securities Table**

The following is a schedule of financial highlights for the respective years:

| | Year ended December 31, 2017 | Year ended December 31, 2016 | Year ended December 31, 2015 | Year ended December 31, 2014 | Year ended December 31, 2013 |
|---|---|---|---|---|---|
| Per Share Data: (a) | | | | | |
| Net asset value, beginning of year | $ 21.74 | $ 20.79 | $ 22.05 | $ 22.50 | $ 22.70 |
| Net investment income | 1.62 | 1.68 | 1.52 | 1.56 | 1.91 |
| Net realized and unrealized gain (loss) | 0.05 | 0.84 | (1.18) | (0.43) | (0.22) |
| Net increase in net assets resulting from operations | 1.67 | 2.52 | 0.34 | 1.13 | 1.69 |
| Distributions to stockholders (see note 9a): | | | | | |
| From net investment income | (1.60) | (1.60) | (1.60) | (1.55) | (1.55) |
| From net realized gains | — | — | — | — | (0.46) |
| From other sources | — | — | — | (0.05)(c) | — |
| Anti-dilution | — | 0.03 | — | 0.02 | 0.12 |
| Net asset value, end of year | $ 21.81 | $ 21.74 | $ 20.79 | $ 22.05 | $ 22.50 |
| Per share market value, end of year | $ 20.21 | $ 20.82 | $ 16.43 | $ 18.01 | $ 22.55 |
| Total Return(b) | 4.47% | 37.49% | (0.29)% | (13.58)% | 2.82% |
| Net assets, end of year | $ 921,605 | $ 918,507 | $ 882,698 | $ 936,568 | $ 995,637 |
| Shares outstanding, end of year | 42,260,826 | 42,248,525 | 42,464,762 | 42,465,162 | 44,244,195 |
| Ratios to average net assets: | | | | | |
| Net investment income | 7.43% | 7.91% | 6.94% | 6.93% | 8.43% |
| Operating expenses | 5.80% | 6.25% | 3.84%* | 4.24% | 5.82% |
| Interest and other credit facility expenses** | 2.35% | 2.73% | 1.68% | 1.50% | 1.99% |
| Total expenses | 8.15% | 8.98% | 5.52%* | 5.74% | 7.81% |
| Average debt outstanding | $ 414,264 | $ 495,795 | $ 262,341 | $ 225,000 | $ 318,186 |
| Portfolio turnover ratio | 24.9% | 31.0% | 13.0% | 53.7% | 25.6% |

(a) Calculated using the average shares outstanding method.

(b) Total return is based on the change in market price per share during the year and takes into account distributions, if any, reinvested in accordance with the dividend reinvestment plan. Total return does not include a sales load.

(c) Represents tax return of capital.

* The ratio of operating expenses to average net assets and the ratio of total expenses to average net assets is shown net of a voluntary incentive fee waiver (see note 3). For the year ended December 31, 2015, the ratios of operating expenses to average net assets and total expenses to average net assets would be 4.02% and 5.70%, respectively, without the voluntary incentive fee waiver.

** Ratios shown without the non-recurring costs associated with the amendments and establishment of the Credit Facility and 2022 Unsecured Notes would be 2.29%, 2.39%, 1.68%, 1.50% and 1.74%, respectively for the years shown.

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Information about our senior securities is shown in the following table as of each year ended December 31 since the Company commenced operations, unless otherwise noted. The "—" indicates information which the SEC expressly does not require to be disclosed for certain types of senior securities.

| Class and Year | Total Amount Outstanding(1) | Asset Coverage Per Unit(2) | Involuntary Liquidating Preference Per Unit(3) | Average Market Value Per Unit(4) |
|---|---|---|---|---|
| **Revolving Credit Facility** | | | | |
| Fiscal 2017 | $ 245,600 | $ 1,225 | — | N/A |
| Fiscal 2016 | 115,200 | 990 | — | N/A |
| Fiscal 2015 | 207,900 | 1,459 | — | N/A |
| Fiscal 2014 | — | — | — | N/A |
| Fiscal 2013 | — | — | — | N/A |
| Fiscal 2012 | 264,452 | 1,510 | — | N/A |
| Fiscal 2011 | 201,355 | 3,757 | — | N/A |
| Fiscal 2010 | 400,000 | 2,668 | — | N/A |
| Fiscal 2009 | 88,114 | 8,920 | — | N/A |
| **2022 Unsecured Notes** | | | | |
| Fiscal 2017 | $ 150,000 | $ 748 | — | N/A |
| Fiscal 2016 | 50,000 | 430 | — | N/A |
| **2022 Tranche C Notes** | | | | |
| Fiscal 2017 | $ 21,000 | $ 105 | — | N/A |
| **2023 Unsecured Notes** | | | | |
| Fiscal 2017 | $ 75,000 | $ 374 | — | N/A |
| **2042 Unsecured Notes** | | | | |
| Fiscal 2017 | $ — | $ — | — | $ N/A |
| Fiscal 2016 | 100,000 | 859 | — | 1,002 |
| Fiscal 2015 | 100,000 | 702 | — | 982 |
| Fiscal 2014 | 100,000 | 2,294 | — | 943 |
| Fiscal 2013 | 100,000 | 2,411 | — | 934 |
| Fiscal 2012 | 100,000 | 571 | — | 923 |
| **Senior Secured Notes** | | | | |
| Fiscal 2017 | $ — | $ — | — | N/A |
| Fiscal 2016 | 75,000 | 645 | — | N/A |
| Fiscal 2015 | 75,000 | 527 | — | N/A |
| Fiscal 2014 | 75,000 | 1,721 | — | N/A |
| Fiscal 2013 | 75,000 | 1,808 | — | N/A |
| Fiscal 2012 | 75,000 | 428 | — | N/A |
| **Term Loans** | | | | |
| Fiscal 2017 | $ 50,000 | $ 250 | — | N/A |
| Fiscal 2016 | 50,000 | 430 | — | N/A |
| Fiscal 2015 | 50,000 | 351 | — | N/A |
| Fiscal 2014 | 50,000 | 1,147 | — | N/A |
| Fiscal 2013 | 50,000 | 1,206 | — | N/A |
| Fiscal 2012 | 50,000 | 285 | — | N/A |
| Fiscal 2011 | 35,000 | 653 | — | N/A |
| Fiscal 2010 | 35,000 | 233 | — | N/A |

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| Class and Year | Total Amount Outstanding(1) | Asset Coverage Per Unit(2) | Involuntary Liquidating Preference Per Unit(3) | Average Market Value Per Unit(4) |
|---|---|---|---|---|
| **Total Senior Securities** | | | | |
| Fiscal 2017 | $ 541,600 | $ 2,702 | — | N/A |
| Fiscal 2016 | 390,200 | 3,354 | — | N/A |
| Fiscal 2015 | 432,900 | 3,039 | — | N/A |
| Fiscal 2014 | 225,000 | 5,162 | — | N/A |
| Fiscal 2013 | 225,000 | 5,425 | — | N/A |
| Fiscal 2012 | 489,452 | 2,794 | — | N/A |
| Fiscal 2011 | 236,355 | 4,410 | — | N/A |
| Fiscal 2010 | 435,000 | 2,901 | — | N/A |
| Fiscal 2009 | 88,114 | 8,920 | — | N/A |

(1) Total amount of each class of senior securities outstanding at the end of the period presented.

(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 all senior securities representing indebtedness. This asset coverage ratio is multiplied by one thousand to determine the Asset Coverage Per Unit. In order to determine the specific Asset Coverage Per Unit for each class of debt, the total Asset Coverage Per Unit is allocated based on the amount outstanding in each class of debt at the end of the period. As of December 31, 2017, asset coverage was 270.2%.

(3) The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it.

(4) Not applicable except for the 2042 Unsecured Notes which were publicly traded. The Average Market Value Per Unit is calculated by taking the daily average closing price during the period and dividing it by twenty-five dollars per share and multiplying the result by one thousand to determine a unit price per thousand consistent with Asset Coverage Per Unit. The average market value for the fiscal 2017, 2016, 2015, 2014, 2013 and 2012 periods was N/A, $101,360, $100,175, $98,196, $94,301, $93,392, and $92,302, respectively.

**Note 11. Crystal Financial LLC**

On December 28, 2012, we completed the acquisition of Crystal Capital Financial Holdings LLC (“Crystal Financial”), a commercial finance company focused on providing asset-based and other secured financing solutions (the “Crystal Acquisition”). We invested $275,000 in cash to effect the Crystal Acquisition. Crystal Financial owned approximately 98% of the outstanding ownership interest in Crystal Financial LLC. The remaining financial interest was held by various employees of Crystal Financial LLC, through their investment in Crystal Management LP. Crystal Financial LLC had a diversified portfolio of 23 loans having a total par value of approximately $400,000 at November 30, 2012 and a $275,000 committed revolving credit facility. On January 27, 2014, the revolving credit facility was expanded to $300,000. On March 31, 2014, we exchanged $137,500 of our equity interest in Crystal Financial in exchange for $137,500 in floating rate senior secured notes in Crystal Financial bearing interest at LIBOR plus 9.50%, maturing on March 31, 2019. On May 18, 2015, the revolving credit facility was expanded to $350,000. Our financial statements, including our schedule of investments, reflected our investments in Crystal Financial on a consolidated basis. On July 28, 2016, the Company purchased Crystal Management LP’s approximately 2% equity interest in Crystal Financial LLC for approximately $5,737. Upon the closing of this transaction, the Company holds 100% of the equity interest in Crystal Financial LLC. On September 30, 2016, Crystal Capital Financial Holdings LLC was dissolved.

As of December 31, 2017 Crystal Financial LLC had 27 funded commitments to 23 different issuers with a total par value of approximately $300,876 on total assets of $448,465. As of December 31, 2016, Crystal Financial LLC had 26 funded commitments to 25 different issuers with a total par value of approximately $368,784 on total assets of $459,732. As of December 31, 2017 and December 31, 2016, the largest loan outstanding totaled $35,954 and $36,255, respectively. For the same periods, the average exposure per issuer was $13,082 and $14,751, respectively. Crystal Financial LLC's credit facility, which is non-recourse to Solar Capital, had approximately $176,454 and $175,422 of borrowings outstanding at December 31, 2017 and December 31, 2016, respectively. For the years ended December 31, 2017, 2016 and 2015, Crystal Financial LLC had net income of $20,391, $34,099 and $27,362, respectively, on gross income of $52,746, $69,442 and $62,542, respectively. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions. Crystal Financial LLC's consolidated financial statements for the fiscal years ended December 31, 2017 and December 31, 2016 are attached as an exhibit to this annual report on Form 10-K.

**Note 12. Stock Repurchase Programs**

On July 31, 2013, the Board authorized a program for the purpose of repurchasing up to $100,000 of the Company's common stock. Under the repurchase program, the Company could have, but was not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complied with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. On December 5, 2013, the Board extended the repurchase program to be in place until the earlier of July 31, 2014 or until $100,000 of the Company's outstanding shares of common stock had been repurchased. On July 31, 2014, the Company's stock repurchase program expired. During the fiscal year ended December 31, 2014, the Company repurchased 1,779,033 shares at an average price of approximately $21.97 per share, inclusive of commissions. The total dollar amount of shares repurchased in that period was $39,078. During the year ended December 31, 2013, the Company repurchased 796,418 shares at an average price of approximately $21.98 per share, inclusive of commissions, for a total dollar amount of $17,508.

On October 7, 2015, the Board authorized a new share repurchase program to purchase common stock in the open market in an amount up to $30,000. Under the repurchase program, the Company may, but is not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complies with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. On October 7, 2016, the Company's stock repurchase program expired. During the year ended December 31, 2016, the Company repurchased 216,237 shares at an average price of $15.76 per share, inclusive of commissions. The total dollar amount of shares repurchased in that period was $3,408. During the year ended December 31, 2015, the Company repurchased 400 shares at an average price of $15.98 per share, inclusive of commissions, for a total dollar amount of $6.

SOLAR CAPITAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
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(in thousands, except share amounts)

**Note 13. Selected Quarterly Financial Data (unaudited)**

| Quarter Ended | Investment Income | | Net Investment Income | | Net Realized And Unrealized Gain (Loss) on Assets | | Net Increase (Decrease) In Net Assets From Operations | |
|---|---|---|---|---|---|---|---|---|
| | Total | Per Share | Total | Per Share | Total | Per Share | Total | Per Share |
| December 31, 2017 | $38,911 | 0.92 | $18,640 | 0.44 | $ (1,314) | (0.03) | $17,326 | 0.41 |
| September 30, 2017 | 36,147 | 0.86 | 17,315 | 0.41 | (152) | (0.00) | 17,163 | 0.41 |
| June 30, 2017 | 33,888 | 0.80 | 16,079 | 0.38 | 2,704 | 0.06 | 18,783 | 0.44 |
| March 31, 2017 | 34,392 | 0.81 | 16,330 | 0.39 | 828 | 0.02 | 17,158 | 0.41 |
| December 31, 2016 | $36,638 | 0.87 | $17,648 | 0.42 | $ 195 | 0.00 | $17,843 | 0.42 |
| September 30, 2016 | 39,798 | 0.94 | 17,004 | 0.40 | 8,615 | 0.21 | 25,619 | 0.61 |
| June 30, 2016 | 41,369 | 0.98 | 19,533 | 0.46 | 15,642 | 0.37 | 35,175 | 0.83 |
| March 31, 2016 | 34,033 | 0.80 | 16,915 | 0.40 | 11,262 | 0.27 | 28,177 | 0.67 |

**Note 14. Commitments and Contingencies**

The Company had unfunded debt and equity commitments to various revolving and delayed draw loans as well as to Crystal Financial LLC. The total amount of these unfunded commitments as of December 31, 2017 and December 31, 2016 is $62,044 and $64,013, respectively, comprised of the following:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Crystal Financial LLC* | $ 44,263 | $ 44,263 |
| Alera Group Intermediate Holdings, Inc. | 3,885 | — |
| Delphinus Medical Technologies, Inc. | 3,750 | — |
| Accentcare, Inc. | 3,397 | — |
| MRI Software LLC | 2,361 | — |
| Datto, Inc. | 1,683 | — |
| CardioFocus, Inc. | 1,000 | — |
| Radiology Partners, Inc. | 878 | — |
| WJV658, LLC | 827 | — |
| Vapotherm, Inc. | — | 10,000 |
| aTyr Pharma, Inc. | — | 5,000 |
| SentreHeart, Inc. | — | 2,500 |
| Conventus Orthopaedics, Inc. | — | 2,250 |
| Total Commitments | $ 62,044 | $ 64,013 |

* The Company controls the funding of the Crystal Financial LLC commitment and may cancel it at its discretion.

As of December 31, 2017 and December 31, 2016, the Company had sufficient cash available and/or liquid securities available to fund its commitments as well as the commitments to Senior Secured Unitranche Loan Program LLC (“SSLP”) disclosed in Note 15, Senior Secured Unitranche Loan Program II LLC (“SSLP II”) disclosed in Note 16 and Solar Life Science Program LLC (“LSJV”) disclosed in Note 17.

**Note 15. Senior Secured Unitranche Loan Program LLC**

On September 2, 2014, the Company entered into a limited liability company agreement with an affiliate (the "Investor") of a fund managed by Pacific Investment Management Company LLC ("PIMCO") to co-invest in middle market senior secured unitranche loans sourced by the same origination platform used by the Company. Initial funding commitments to the unitranche strategy total $600,000, consisting of direct equity investments and co-investment commitments as described below. The joint venture vehicle known as the SSLP is structured as an unconsolidated Delaware limited liability company. The Company and the Investor initially made equity commitments to the SSLP of $300,000 and $43,250, respectively. All portfolio decisions and generally all other decisions in respect of the SSLP must be approved by an investment committee of the SSLP consisting of representatives of the Company and PIMCO (with approval from a representative of each required).

On October 15, 2015, the Company entered into an amended and restated limited liability company agreement for its SSLP to add Voya Investment Management LLC ("Voya"), part of Voya Financial, Inc. (NYSE: VOYA), as a partner in SSLP in place of the investor that was previously the Company's partner in SSLP, though this investor may still co-invest up to $300,000 of equity in unitranche loans alongside SSLP. This joint venture is expected to invest primarily in senior secured loans, including unitranche loans, primarily to middle market companies predominantly owned by private equity sponsors or entrepreneurs, consistent with the Company's core origination and underwriting mandate. In addition to the Company's prior equity commitment of $300,000 to SSLP, Voya has made an initial equity commitment of $25,000 to SSLP, with the ability to upsize.

On November 2, 2015, the Company assigned $125,000 of its $300,000 commitment to SSLP to Senior Secured Unitranche Loan Program II LLC ("SSLP II"), a Delaware limited liability company.

On November 25, 2015, SSLP commenced operations. On June 30, 2016, SSLP as transferor and SSLP 2016-1, LLC, a newly formed wholly owned subsidiary of SSLP, as borrower entered into a $200,000 senior secured revolving credit facility (the "SSLP Facility") with Wells Fargo Bank, NA acting as administrative agent. Solar Capital Ltd. acts as servicer under the SSLP Facility. The SSLP Facility is scheduled to mature on June 30, 2021. The SSLP Facility generally bears interest at a rate of LIBOR plus 2.50%. SSLP and SSLP 2016-1, LLC, as applicable, have made certain customary representations and warranties, and are required to comply with various covenants, including leverage restrictions, reporting requirements and other customary requirements for similar credit facilities. The SSLP Facility also includes usual and customary events of default for credit facilities of this nature. There were $74,248 and $67,148 of borrowings outstanding as of December 31, 2017 and December 31, 2016, respectively. As of December 31, 2017 and December 31, 2016, the Company and Voya had contributed combined equity capital in the amount of $102,533 and $116,433, respectively. Of the $102,533 of contributed equity capital at December 31, 2017, the Company contributed $29,884 in the form of investments and $59,832 in the form of cash and Voya contributed $12,817 in the form of cash. As of December 31, 2017, the Company and Voya's remaining commitments to SSLP totaled $85,284 and $12,183, respectively. The Company, along with Voya, controls the funding of SSLP and SSLP may not call the unfunded commitments without approval of both the Company and Voya.

As of December 31, 2017 and December 31, 2016, SSLP had total assets of $179,241 and $184,816, respectively. For the same periods, SSLP's portfolio consisted of floating rate senior secured loans to 10 and 11 different borrowers, respectively. For the year ended December 31, 2017, SSLP invested $31,509 in 5 portfolio companies. Investments prepaid totaled $37,556 for the year ended December 31, 2017. For the year ended December 31, 2016, SSLP invested $89,421 in 8 portfolio companies. Investments prepaid totaled $1,183 for the

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

year ended December 31, 2016. At December 31, 2017 and December 31, 2016, the weighted average yield of SSLP's portfolio was 8.1% and 7.4%, respectively, measured at fair value and 8.1% and 7.5%, respectively, measured at cost.

**SSLP Portfolio as of December 31, 2017**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| AccentCare, Inc.(4) | Health Care Providers & Services | L+525 | 1.00% | 6.94% | 9/3/21 | $14,393 | $ 14,350 | $ 14,321 |
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.85% | 12/30/22 | 17,114 | 16,963 | 17,029 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.42% | 8/1/21 | 3,125 | 3,102 | 3,125 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 7.19% | 11/30/23 | 13,736 | 13,496 | 13,736 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 8.44% | 12/14/21 | 31,695 | 31,354 | 31,695 |
| Island Medical Management Holdings, LLC | Health Care Providers & Services | L+550 | 1.00% | 7.00% | 9/1/22 | 13,709 | 13,585 | 13,297 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.84% | 7/5/22 | 23,233 | 22,953 | 23,117 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 9.50% | 12/16/22 | 11,880 | 11,782 | 11,405 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.94% | 11/25/21 | 1,918 | 1,905 | 1,918 |
| PSKW, LLC & PDR, LLC(4) | Health Care Providers & Services | L+826 | 1.00% | 9.95% | 11/25/21 | 22,250 | 21,929 | 21,805 |
| VetCor Professional Practices LLC | Health Care Facilities | L+600 | 1.00% | 7.69% | 4/20/21 | 23,546 | 23,409 | 23,134 |
| | | | | | | | $174,828 | $174,582 |

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") index rate or the prime index rate (PRIME or "P"), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2017.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

**SSLP Portfolio as of December 31, 2016**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| AccentCare, Inc. | Health Care Providers & Services | L+575 | 1.00% | 6.75% | 9/3/21 | $ 4,875 | $ 4,875 | $ 4,875 |
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.50% | 12/30/22 | 13,824 | 13,686 | 13,686 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 8/1/21 | 3,292 | 3,261 | 3,275 |
| CIBT Holdings, Inc. | Professional Services | L+525 | 1.00% | 6.25% | 6/28/22 | 13,102 | 12,979 | 12,971 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 6.50% | 11/30/23 | 13,875 | 13,600 | 13,597 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 7.75% | 12/14/21 | 34,650 | 34,202 | 34,650 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.50% | 7/5/22 | 20,625 | 20,336 | 20,367 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 7.00% | 12/16/22 | 12,000 | 11,881 | 11,880 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.25% | 11/25/21 | 2,475 | 2,454 | 2,475 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+839 | 1.00% | 9.39% | 11/25/21 | 22,250 | 21,866 | 21,861 |
| U.S. Anesthesia Partners Inc. | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 12/31/19 | 19,557 | 19,407 | 19,362 |
| VetCor Professional Practices LLC | Health Care Facilities | L+625 | 1.00% | 7.25% | 4/20/21 | 21,818 | 21,686 | 21,491 |
| | | | | | | | $180,233 | $180,490 |

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") index rate or the prime index rate (PRIME or "P"), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2016.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
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**(in thousands, except share amounts)**

Below is certain summarized financial information for SSLP as of December 31, 2017 and December 31, 2016 and for the years ended December 31, 2017 and December 31, 2016 as well as for the period from November 25, 2015 (commencement of operations) through December 31, 2015:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| **Selected Balance Sheet Information for SSLP:** | | |
| Investments at fair value (cost $174,828 and $180,233, respectively) | $ 174,582 | $ 180,490 |
| Cash and other assets | 4,659 | 4,326 |
| Total assets | $ 179,241 | $ 184,816 |
| Debt outstanding | $ 74,248 | $ 67,148 |
| Distributions payable | 2,200 | 1,688 |
| Interest payable and other credit facility related expenses | 1,161 | 660 |
| Accrued expenses and other payables | 219 | 287 |
| Total liabilities | $ 77,828 | $ 69,783 |
| Members' equity | $ 101,413 | $ 115,033 |
| Total liabilities and members' equity | $ 179,241 | $ 184,816 |

| | Year ended December 31, 2017 | Year ended December 31, 2016 | For the Period November 25, 2015 (commencement of operations) through December 31, 2015 |
|---|---|---|---|
| **Selected Income Statement Information for SSLP:** | | | |
| Interest income | $ 14,198 | $ 9,187 | $ 462 |
| Service fees* | $ 117 | $ 84 | $ 4 |
| Interest and other credit facility expenses | 3,957 | 3,878** | — |
| Other general and administrative expenses | 129 | 138 | 175 |
| Total expenses | 4,203 | 4,100 | 179 |
| Net investment income | $ 9,995 | $ 5,087 | $ 283 |
| Realized gain on investments | 127 | — | — |
| Net change in unrealized gain (loss) on investments | (502) | 267 | (10) |
| Net realized and unrealized gain (loss) on investments | (375) | 267 | (10) |
| Net income | $ 9,620 | $ 5,354 | $ 273 |

* Service fees are included within the Company's Consolidated Statements of Operations as other income.

** SSLP made an irrevocable election to apply the fair value option of accounting to the SSLP Facility, in accordance with ASC 825-10. As such, all expenses related to the establishment of the SSLP Facility were expensed during the year ended December 31, 2016. These amounts totaled $2,816.

**Note 16. Senior Secured Unitranche Loan Program II LLC**

On November 2, 2015, the Company assigned $125,000 of its $300,000 commitment to SSLP to SSLP II, a Delaware limited liability company. On August 5, 2016, the Company entered into an amended and restated limited liability company agreement with WFI Loanco, LLC (“WFI”) and SSLP II commenced operations. SSLP II is expected to invest primarily in senior secured loans, including unitranche loans, primarily to middle market companies predominantly owned by private equity sponsors or entrepreneurs, consistent with the Company’s core origination and underwriting mandate. Also on August 5, 2016, the Company assigned $49,977 of its $125,000 commitment to SSLP II to Senior Secured Unitranche Loan Program III LLC (“SSLP III”), a newly formed Delaware limited liability company. SSLP III, which had not commenced operations, was wholly owned by Solar Capital Ltd. but could have brought in unaffiliated investors at a later date. The Company and WFI’s equity commitments to SSLP II now total $75,023 and $18,000, respectively.

On November 15, 2016, SSLP II as transferor and SSLP II 2016-1, LLC, a newly formed wholly owned subsidiary of SSLP II, as borrower entered into a $100,000 senior secured revolving credit facility (the “SSLP II Facility”) with Wells Fargo Bank, NA acting as administrative agent. Solar Capital Ltd. acts as servicer under the SSLP II Facility. The SSLP II Facility is scheduled to mature on November 15, 2021. The SSLP II Facility generally bears interest at a rate of LIBOR plus 2.50%. SSLP II and SSLP II 2016-1, LLC, as applicable, have made certain customary representations and warranties, and are required to comply with various covenants, including leverage restrictions, reporting requirements and other customary requirements for similar credit facilities. The SSLP II Facility also includes usual and customary events of default for credit facilities of this nature. There were $48,788 and $32,950 of borrowings outstanding as of December 31, 2017 and December 31, 2016, respectively. As of December 31, 2017 and December 31, 2016, the Company and WFI contributed combined equity capital in the amount of $63,331 and $58,231, respectively. Of the $63,331 of contributed equity capital at December 31, 2017, the Company contributed $43,498 in the form of investments and $7,578 in the form of cash and WFI contributed $12,255 in the form of cash. As of December 31, 2017, the Company and WFI’s remaining commitments to SSLP II totaled $23,947 and $5,745, respectively. The Company, along with WFI, controls the funding of SSLP II and SSLP II may not call the unfunded commitments without approval of both the Company and WFI.

As of December 31, 2017 and December 31, 2016, SSLP II had total assets of $124,736 and $93,467, respectively. For the same periods, SSLP II’s portfolio consisted of floating rate senior secured loans to 15 and 12 different borrowers, respectively. For the year ended December 31, 2017, SSLP II invested $49,393 in 9 portfolio companies. Investments prepaid totaled $20,411 for the same period. For the period August 5, 2016 (commencement of operations) through December 31, 2016, SSLP II invested $102,173 in 13 portfolio companies. Investments prepaid totaled $12,052 for the same period. At December 31, 2017 and December 31, 2016, the weighted average yield of SSLP II’s portfolio was 8.0% and 7.6%, respectively, measured at fair value and 8.3% and 7.9%, respectively, measured at cost.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
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**SSLP II Portfolio as of December 31, 2017**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| AccentCare, Inc. | Health Care Providers & Services | L+525 | 1.00% | 6.94% | 9/3/21 | $ 7,863 | $ 7,829 | $ 7,824 |
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.85% | 12/30/22 | 6,418 | 6,361 | 6,386 |
| American Teleconferencing Services, Ltd. (PGI)(4) | Communications Equipment | L+650 | 1.00% | 7.90% | 12/8/21 | 13,858 | 12,770 | 13,650 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.42% | 8/1/21 | 1,563 | 1,551 | 1,563 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 7.19% | 11/30/23 | 6,868 | 6,748 | 6,868 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 8.44% | 12/14/21 | 10,011 | 10,011 | 10,011 |
| Global Holdings LLC & Payment Concepts LLC | Consumer Finance | L+650 | 1.00% | 7.99% | 5/5/22 | 9,341 | 9,173 | 9,341 |
| Island Medical Management Holdings, LLC | Health Care Providers & Services | L+550 | 1.00% | 7.00% | 9/1/22 | 6,854 | 6,793 | 6,649 |
| Logix Holding Company, LLC | Communications Equipment | L+575 | 1.00% | 7.28% | 12/22/24 | 9,000 | 8,910 | 8,910 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.84% | 7/5/22 | 10,223 | 10,098 | 10,171 |
| PetVet Care Centers, LLC | Health Care Facilities | L+600 | 1.00% | 7.35% | 6/8/23 | 3,444 | 3,412 | 3,478 |
| Polycom, Inc. | Communications Equipment | L+525 | 1.00% | 6.72% | 9/27/23 | 9,449 | 9,130 | 9,546 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 9.50% | 12/16/22 | 9,900 | 9,818 | 9,504 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.94% | 11/25/21 | 767 | 767 | 767 |
| PSKW, LLC & PDR, LLC(4) | Health Care Providers & Services | L+826 | 1.00% | 9.95% | 11/25/21 | 8,900 | 8,774 | 8,722 |
| VetCor Professional Practices LLC | Health Care Facilities | L+600 | 1.00% | 7.69% | 4/20/21 | 8,128 | 7,987 | 7,986 |
| | | | | | | | $120,132 | $121,376 |

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") index rate or the prime index rate (PRIME or "P"), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2017.
(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.
(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SSLP II Portfolio as of December 31, 2016**

| Description | Industry | Spread Above Index(1) | LIBOR Floor | Interest Rate(2) | Maturity Date | Par Amount | Cost | Fair Value(3) |
|---|---|---|---|---|---|---|---|---|
| Alera Group Intermediate Holdings, Inc. | Insurance | L+550 | 1.00% | 6.50% | 12/30/22 | $ 5,184 | $ 5,132 | $ 5,132 |
| American Teleconferencing Services, Ltd. (PGI)(4) | Communications Equipment | L+650 | 1.00% | 7.50% | 12/8/21 | 14,619 | 13,244 | 14,217 |
| Associated Pathologists, LLC | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 8/1/21 | 1,646 | 1,631 | 1,638 |
| CIBT Holdings, Inc. | Professional Services | L+525 | 1.00% | 6.25% | 6/28/22 | 5,241 | 5,191 | 5,188 |
| Empower Payments Acquisition, Inc. (RevSpring) | Professional Services | L+550 | 1.00% | 6.50% | 11/30/23 | 6,938 | 6,800 | 6,799 |
| Falmouth Group Holdings Corp. (AMPAC)(4) | Chemicals | L+675 | 1.00% | 7.75% | 12/14/21 | 10,945 | 10,945 | 10,945 |
| Pet Holdings ULC & Pet Supermarket, Inc. | Specialty Retail | L+550 | 1.00% | 6.50% | 7/5/22 | 9,075 | 8,947 | 8,962 |
| Polycom, Inc. | Communications Equipment | L+650 | 1.00% | 7.50% | 9/27/23 | 11,605 | 11,152 | 11,547 |
| PPT Management Holdings, LLC | Health Care Providers & Services | L+600 | 1.00% | 7.00% | 12/16/22 | 10,000 | 9,901 | 9,900 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+425 | 1.00% | 5.25% | 11/25/21 | 990 | 990 | 990 |
| PSKW, LLC & PDR, LLC | Health Care Providers & Services | L+839 | 1.00% | 9.39% | 11/25/21 | 8,900 | 8,748 | 8,744 |
| U.S. Anesthesia Partners Inc. | Health Care Providers & Services | L+500 | 1.00% | 6.00% | 12/31/19 | 4,988 | 4,938 | 4,938 |
| VetCor Professional Practices LLC | Health Care Facilities | L+625 | 1.00% | 7.25% | 4/20/21 | 2,840 | 2,787 | 2,797 |
| | | | | | | | $90,406 | $91,797 |

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") index rate or the prime index rate (PRIME or "P"), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2016.
(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.
(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

Below is certain summarized financial information for SSLP II as of December 31, 2017 and December 31, 2016, for the year ended December 31, 2017 and for the period August 5, 2016 (commencement of operations) through December 31, 2016:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| **Selected Balance Sheet Information for SSLP II:** | | |
| Investments at fair value (cost $120,132 and $90,406, respectively) | $ 121,376 | $ 91,797 |
| Cash and other assets | 3,360 | 1,670 |
| Total assets | $ 124,736 | $ 93,467 |
| Debt outstanding | $ 48,788 | $ 32,950 |
| Payable for investments purchased | 9,281 | — |
| Distributions payable | 1,638 | 1,460 |
| Interest payable and other credit facility related expenses | 654 | 147 |
| Accrued expenses and other payables | 217 | 183 |
| Total liabilities | $ 60,578 | $ 34,740 |
| Members' equity | $ 64,158 | $ 58,727 |
| Total liabilities and members' equity | $ 124,736 | $ 93,467 |

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

| | Year ended December 31, 2017 | For the period August 5, 2016 (commencement of operations) through December 31, 2016 |
|---|---|---|
| **Selected Income Statement Information for SSLP II:** | | |
| Interest income | $ 8,990 | $ 2,259 |
| Service fees* | $ 110 | $ 28 |
| Interest and other credit facility expenses** | 2,116 | 1,536 |
| Other general and administrative expenses | 156 | 130 |
| Total expenses | $ 2,382 | $ 1,694 |
| Net investment income | $ 6,608 | $ 565 |
| Realized gain on investments | 46 | — |
| Net change in unrealized gain (loss) on investments | (147) | 1,391 |
| Net realized and unrealized gain (loss) on investments | (101) | 1,391 |
| Net income | $ 6,507 | $ 1,956 |

* Service fees are included within the Company's Consolidated Statements of Operations as other income.

** SSLP II made an irrevocable election to apply the fair value option of accounting to the SSLP II Facility, in accordance with ASC 825-10. As such, all expenses related to the establishment of the SSLP II Facility were expensed during the year ended December 31, 2017 and December 31, 2016. These amounts totaled $13 and $1,389, respectively.

### Note 17. Solar Life Science Program LLC

On February 22, 2017, the Company, through its commitment to SSLP III, and Solar Senior Capital Ltd. formed LSJV with an affiliate of Deerfield Management. SSLP III committed approximately $49,977 to LSJV. On March 10, 2017, SSLP III was dissolved. As of December 31, 2017, LSJV has not commenced operations.

### Note 18. NEF Holdings, LLC

On July 31, 2017, we completed the acquisition of NEF Holdings, LLC ("NEF"), which conducts its business through its wholly-owned subsidiary Nations Equipment Finance, LLC. NEF is an independent equipment finance company that provides senior secured loans and leases primarily to U.S. based companies. We invested $209,866 in cash to effect the transaction, of which $145,000 was invested in the equity of NEF through our wholly-owned consolidated taxable subsidiary NEFCORP LLC and our wholly-owned consolidated subsidiary NEFPASS LLC and $64,866 was used to purchase certain leases and loans held by NEF through NEFPASS LLC. Concurrent with the transaction, NEF refinanced its existing senior secured credit facility into a $150,000 non-recourse facility with an accordion feature to expand up to $250,000. The maturity date of the facility is July 31, 2021. At July 31, 2017, NEF also had two securitizations outstanding, with an issued note balance of $94,587.

As of December 31, 2017, NEF had 223 funded equipment-backed leases and loans to 90 different customers with a total net investment in leases and loans of approximately $222,972 on total assets of $289,483.

**SOLAR CAPITAL LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**December 31, 2017**
**(in thousands, except share amounts)**

As of December 31, 2017, the largest position outstanding totaled $15,959. For the same period, the average exposure per customer was $2,477. NEF's credit facility, which is non-recourse to Solar Capital, had approximately $71,010 of borrowings outstanding at December 31, 2017. The securitization notes balance on December 31, 2017 was $71,656. Since the acquisition on July 31, 2017 and through December 31, 2017, NEF had net income of $4,703 on gross income of $15,568. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions. NEF's consolidated financial statements for the period ended December 31, 2017 are attached as an exhibit to this annual report on Form 10-K.

## Note 19. Capital Share Transactions

As of December 31, 2017 and December 31, 2016, 200,000,000 shares of $0.01 par value capital stock were authorized.

Transactions in capital stock were as follows:

| | Shares | | Amount | |
|---|---|---|---|---|
| | Year ended December 31, 2017 | Year ended December 31, 2016 | Year ended December 31, 2017 | Year ended December 31, 2016 |
| Repurchases of common stock | — | (216,237) | $ — | $ (3,408) |
| Shares issued in reinvestment of distributions | 12,301 | — | 280 | — |
| Net increase (decrease) | 12,301 | (216,237) | $ 280 | $ (3,408) |

## Note 20. Subsequent Events

The Company has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the consolidated financial statements were issued.

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

None.

## Item 9A. Controls and Procedures

***(a) Evaluation of Disclosure Controls and Procedures***

As of December 31, 2017 (the end of the period covered by this report), we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the 1934 Act). Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of such possible controls and procedures.

***(b) Management's Report on Internal Control Over Financial Reporting***

Management's Report on Internal Control Over Financial Reporting, which appears in Item 8 of this Form 10-K, is incorporated by reference herein.

***(c) Attestation Report of the Independent Registered Public Accounting Firm***

Our independent registered public accounting firm, KPMG LLP, has issued an attestation report on the Company's internal control over financial reporting, which is set forth above under the heading "Report of Independent Registered Public Accounting Firm" in Item 8.

***(d) Changes in Internal Controls Over Financial Reporting***

Management has not identified any change in the Company's internal control over financial reporting that occurred during the fourth fiscal quarter of 2017 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## Item 9B. Other Information

None.

## PART III

We will file a definitive Proxy Statement for our 2018 Annual Meeting of Stockholders with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of our definitive Proxy Statement that specifically address the items set forth herein are incorporated by reference.

### Item 10. Directors, Executive Officers and Corporate Governance

The information required by Item 10 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

### Item 11. Executive Compensation

The information required by Item 11 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

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

The information required by Item 12 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

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

The information required by Item 13 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

### Item 14. Principal Accounting Fees and Services

The information required by Item 14 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

# PART IV

## Item 15. Exhibits, Financial Statement Schedules

***a. Documents Filed as Part of this Report***

The following reports and consolidated financial statements are set forth in Item 8:


| | Page |
|---|---|
| Management's Report on Internal Control Over Financial Reporting | 86 |
| Report of Independent Registered Public Accounting Firm | 87 |
| Consolidated Statements of Assets and Liabilities as of December 31, 2017 and 2016 | 89 |
| Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015 | 90 |
| Consolidated Statements of Changes in Net Assets for the years ended December 31, 2017, 2016 and 2015 | 91 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015 | 92 |
| Consolidated Schedules of Investments as of December 31, 2017 and 2016 | 93 |
| Notes to Consolidated Financial Statements | 104 |


***b. Exhibits***

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

| Exhibit Number | Description |
|---|---|
| 3.1 | Articles of Amendment and Restatement(1) |
| 3.2 | Amended and Restated Bylaws(1) |
| 4.1 | Form of Common Stock Certificate(2) |
| 4.2 | Indenture, dated as of November 16, 2012, between the Registrant and U.S. Bank National Association as trustee(3) |
| 4.3 | Second Supplemental Indenture, dated November 22, 2017, relating to the 4.50% Notes due 2023, between the Registrant and U.S. Bank National Association as trustee, including the Form of 4.50% Notes due 2023(16) |
| 4.4 | In accordance with Item 601(b)(4)(iii)(A) of Regulation S-K, certain instruments respecting long-term debt of the Registrant have been omitted but will be furnished to the SEC upon request |
| 10.1 | Dividend Reinvestment Plan(1) |
| 10.2 | Form of Senior Secured Credit Agreement by and between the Registrant, Citibank, N.A., as administrative agent, the lenders party thereto, JPMorgan Chase Bank, N.A., as syndication agent, and SunTrust Bank, as documentation agent(9) |
| 10.3 | Form of Amendment No. 1 to the Senior Secured Credit Agreement by and between the Registrant, the Lenders and Citibank, N.A., as administrative agent(5) |
| 10.4 | Form of Amendment No. 2 to the Senior Secured Credit Agreement by and between the Registrant, the Lenders and Citibank, N.A., as administrative agent(10) |
| 10.5 | Second Amended and Restated Investment Advisory and Management Agreement by and between the Registrant and Solar Capital Partners, LLC(15) |
| 10.6 | Form of Custodian Agreement(7) |

| Exhibit Number | Description |
|---|---|
| 10.7 | Amended and Restated Administration Agreement by and between Registrant and Solar Capital Management, LLC(6) |
| 10.8 | Form of Indemnification Agreement by and between Registrant and each of its directors(1) |
| 10.9 | Trademark License Agreement by and between Registrant and Solar Capital Partners, LLC(1) |
| 10.10 | Form of Share Purchase Agreement by and between Registrant and Solar Capital Investors II, LLC(2) |
| 10.11 | Form of Registration Rights Agreement(4) |
| 10.12 | Form of Subscription Agreement(4) |
| 10.13 | Form of Amended and Restated Limited Liability Company Agreement, dated as of October 15, 2015, between Solar Capital Ltd., Voya Retirement Insurance and Annuity Company, ReliaStar Life Insurance Company, and Voya Insurance and Annuity Company, by and through Voya Investment Management LLC, as agent and investment manager(8) |
| 10.14 | Form of Senior Secured Unitranche Loan Program II LLC Amended and Restated Limited Liability Company Agreement, dated as of August 5, 2016, by and between Solar Capital Ltd. and WFI Loanco, LLC(12) |
| 10.15 | Form of Solar Life Science Program LLC Limited Liability Company Agreement, dated as of February 22, 2017, by and between Solar Capital Ltd., Solar Senior Capital Ltd. and Deerfield Solar Holdings LLC(14) |
| 11.1 | Computation of Per Share Earnings* |
| 14.1 | Code of Ethics(13) |
| 14.2 | Code of Business Conduct(7) |
| 21.1 | Subsidiary of Solar Capital Ltd.* |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.* |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.* |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.* |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.* |
| 99.1 | Crystal Financial LLC (A Delaware Limited Liability Company) Consolidated Financial Statements for the years ended December 31, 2017 and December 31, 2016* |
| 99.2 | NEF Holdings, LLC (A Delaware Limited Liability Company) Consolidated Financial Statements for the period ended December 31, 2017* |

(1) Previously filed in connection with Solar Capital Ltd.'s registration statement on Form N-2 Pre-Effective Amendment No. 7 (File No. 333-148734) filed on January 7, 2010.

(2) Previously filed in connection with Solar Capital Ltd.'s registration statement on Form N-2 (File No 333-148734) filed on February 9, 2010.

(3) Previously filed in connection with Solar Capital Ltd.'s registration statement on Form N-2 Post-Effective Amendment No. 6 (File No. 333-172968) filed on November 16, 2012.

(4) Previously filed in connection with Solar Capital Ltd.'s report on Form 8-K filed on November 29, 2010.

(5) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on July 31, 2013.

(6) Previously filed in connection with Solar Capital Ltd.'s registration statement on Form N-2 Post-Effective Amendment No. 10 (File No. 333-172968) filed on November 12, 2013.

(7) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-K filed on February 25, 2014.

(8) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on November 3, 2015.

(9) Previously filed in connection with Solar Capital Ltd.'s report on Form 8-K filed on July 6, 2012.

(10) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on November 2, 2016.

(11) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on August 2, 2016.

(12) Previously filed in connection with Solar Capital Ltd.'s report on Form 8-K filed on August 11, 2016.

(13) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-K filed on February 22, 2017.

(14) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on May 2, 2017.

(15) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on November 2, 2017.

(16) Previously filed in connection with Solar Capital Ltd.'s registration statement on Form N-2 Post-Effective Amendment No. 5 (File No. 333-194870) filed on November 22, 2017.

* Filed herewith.

***c. Consolidated Financial Statement Schedules***

Separate Financial Statements of Subsidiaries Not Consolidated:

Consolidated Financial Statements for Crystal Financial LLC's (A Delaware Limited Liability Company) years ended December 31, 2017 and December 31, 2016 are attached as Exhibit 99.1 hereto.

Consolidated Financial Statements for NEF Holdings, LLC's (A Delaware Limited Liability Company) period ended December 31, 2017 are attached as Exhibit 99.2 hereto.

**Item 16. Form 10-K Summary**

None.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SOLAR CAPITAL LTD.**

By: /s/ MICHAEL S. GROSS
**Michael S. Gross**
**Chief Executive Officer, President, Chairman of the Board and Director**

Date: February 22, 2018

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

| Date | Signature | Title |
|---|---|---|
| February 22, 2018 | /s/ MICHAEL S. GROSS<br>**Michael S. Gross** | Chief Executive Officer, President, Chairman of the Board and Director (Principal Executive Officer) |
| February 22, 2018 | /s/ STEVEN HOCHBERG<br>**Steven Hochberg** | Director |
| February 22, 2018 | /s/ DAVID S. WACHTER<br>**David S. Wachter** | Director |
| February 22, 2018 | /s/ LEONARD A. POTTER<br>**Leonard A. Potter** | Director |
| February 22, 2018 | /s/ BRUCE SPOHLER<br>**Bruce Spohler** | Chief Operating Officer and Director |
| February 22, 2018 | /s/ RICHARD L. PETEKA<br>**Richard L. Peteka** | Chief Financial Officer (Principal Financial Officer) and Secretary |

**Exhibit 11.1**

STATEMENT REGARDING COMPUTATION OF PER SHARE EARNINGS

The following information sets forth the computation of basic and diluted net increase in net assets per share resulting from operations for the year ended December 31, 2017:

| | | |
|---|---|---|
| Numerator for increase in net assets per share – basic and diluted: | $ | 70,430 |
| Denominator for basic weighted average shares: | | 42,257,692 |
| Earnings per share – basic and diluted: | $ | 1.67 |

**Exhibit 21.1**

**Subsidiaries of Solar Capital Ltd.**

The following list sets forth our consolidated subsidiaries, the state or country under whose laws the subsidiaries are organized, and the percentage of voting securities or membership interests owned by us in each such subsidiary:

NEFCORP LLC (Delaware) – 100%

NEFPASS LLC (Delaware) – 100%

SLRC ADI Corp. (Delaware) – 100%

The subsidiaries listed above are consolidated for financial reporting purposes. We may also be deemed to control certain portfolio companies.

**Exhibit 31.1**

**Certification Pursuant to Section 302**

**Certification of Chief Executive Officer**

I, Michael S. Gross, Chief Executive Officer of Solar Capital Ltd., certify that:

1. I have reviewed this annual report on Form 10-K of Solar Capital Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated this 22nd day of February 2018.

By: /S/ MICHAEL S. GROSS

**Michael S. Gross**
**Chief Executive Officer**

**Exhibit 31.2**

**Certification Pursuant to Section 302**

**Certification of Chief Financial Officer**

I, Richard L. Peteka, Chief Financial Officer of Solar Capital Ltd., certify that:

1. I have reviewed this annual report on Form 10-K of Solar Capital Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated this 22nd day of February 2018.

By: /S/ RICHARD L. PETEKA

**Richard L. Peteka**
**Chief Financial Officer**

**Exhibit 32.1**

**Certification of Chief Executive Officer**
**Pursuant to**
**Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)**

In connection with the Annual Report on Form 10-K for the year ended December 31, 2017 (the "Report") of Solar Capital Ltd. (the "Registrant"), as filed with the Securities and Exchange Commission on the date hereof, I, Michael S. Gross, the Chief Executive Officer of the Registrant, hereby certify, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/S/ MICHAEL S. GROSS

**Name:** **Michael S. Gross**
**Date:** **February 22, 2018**

**Exhibit 32.2**

**Certification of Chief Financial Officer**
**Pursuant to**
**Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)**

In connection with the Annual Report on Form 10-K for the year ended December 31, 2017 (the "Report") of Solar Capital Ltd. (the "Registrant"), as filed with the Securities and Exchange Commission on the date hereof, I, Richard L. Peteka, the Chief Financial Officer of the Registrant, hereby certify, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/S/ RICHARD L. PETEKA

**Name:** **Richard L. Peteka**
**Date:** **February 22, 2018**

Exhibit 99.1

# Crystal Financial LLC

**(A Delaware Limited Liability Company)**
**Consolidated Financial Statements**
**Years Ended December 31, 2017 and**
**December 31, 2016**

**Crystal Financial LLC**
**(A Delaware Limited Liability Company)**
**Index**
**Years Ended December 31, 2017 and December 31, 2016**


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RSM

**Independent Auditor's Report**

**RSM US LLP**

To the Board of Directors and Member of
Crystal Financial LLC

**Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Crystal Financial LLC and its subsidiary (the "Company") which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of operations, changes in redeemable ownership units and member's equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements, (collectively, the financial statements).

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

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

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

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

RSM US LLP

Boston, Massachusetts
February 13, 2018

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**Crystal Financial LLC**
**Consolidated Balance Sheets**
**December 31, 2017 and December 31, 2016**

| | 2017 | 2016 |
|---|---|---|
| **Assets:** | | |
| Cash and cash equivalents | $ 109,133,330 | $ 46,404,011 |
| Restricted cash | 3,014,347 | 6,123,931 |
| Loan interest and fees receivable | 1,801,045 | 2,825,689 |
| Loans | 300,594,941 | 368,410,505 |
| Less: Unearned fee income | (4,775,168) | (6,898,566) |
| Allowance for loan losses | (5,664,442) | (7,272,856) |
| Total loans, net | 290,155,331 | 354,239,083 |
| Fixed assets, net | 70,138 | 132,780 |
| Tradename | 3,700,000 | 14,520,000 |
| Goodwill | 5,156,542 | 5,156,542 |
| Investment in Crystal Financial SBIC LP | 31,308,731 | 25,980,843 |
| Loan to Crystal Financial SBIC LP | 1,025,000 | 620,000 |
| Other assets | 3,100,558 | 3,729,228 |
| **Total assets** | $ 448,465,022 | $ 459,732,107 |
| **Liabilities:** | | |
| Revolving credit facility | $ 176,454,049 | $ 175,421,650 |
| Accrued expenses | 11,061,381 | 10,329,469 |
| Distributions payable | 7,900,000 | 7,900,000 |
| Other liabilities | 1,444,227 | 2,374,839 |
| Collateral held for borrower obligations | 1,144,186 | 2,035,925 |
| **Total liabilities** | 198,003,843 | 198,061,883 |
| **Commitments and Contingencies (Note 6)** | | |
| **Member's equity:** | | |
| Class A units | 279,191,400 | 279,191,400 |
| Accumulated deficit | (28,730,221) | (17,521,176) |
| Total member's equity | 250,461,179 | 261,670,224 |
| **Total liabilities, redeemable ownership units and member's equity** | $ 448,465,022 | $ 459,732,107 |

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

**Crystal Financial LLC**
**Consolidated Statements of Operations**
**Years Ended December 31, 2017 and December 31, 2016**

| | 2017 | 2016 |
|---|---|---|
| **Net interest income:** | | |
| Interest income | $ 50,886,443 | $ 65,172,678 |
| Interest expense | 9,348,138 | 11,126,106 |
| Net interest income | 41,538,305 | 54,046,572 |
| Provision (credit) for loan losses | (1,712,817) | 6,990,235 |
| Net interest income after provision for loan losses | 43,251,122 | 47,056,337 |
| **Operating expenses:** | | |
| Compensation and benefits | 11,040,654 | 14,422,013 |
| Occupancy and equipment | 872,372 | 863,676 |
| General and administrative expenses | 2,042,947 | 1,978,322 |
| Total operating expenses | 13,955,973 | 17,264,011 |
| **Other income (expense):** | | |
| Interest in earnings of equity method investee | 1,859,739 | 4,269,660 |
| Tradename impairment | (10,820,000) | — |
| Total other income (expense), net | (8,960,261) | 4,269,660 |
| Realized loss from foreign currency transactions, net | (2,789,448) | (38,090) |
| Realized loss from hedging, net | (534,582) | (252,622) |
| Unrealized gain from foreign currency translations, net | 3,740,410 | 533,530 |
| Unrealized loss from hedging, net | (360,313) | (206,163) |
| **Net income** | $ 20,390,955 | $ 34,098,641 |

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

**Crystal Financial LLC**
**Consolidated Statements of Changes in Redeemable Ownership Units and Member's Equity**
**Years Ended December 31, 2017 and December 31, 2016**

| | Redeemable Ownership Units | Member's Equity | | | Total Redeemable Ownership Units and Member's Equity |
|---|---|---|---|---|---|
| | | Class A Units | Accumulated Deficit | Total Member's Equity | |
| **Balance, December 31, 2015** | $ 5,270,115 | $273,885,845 | $(20,097,647) | $253,788,198 | $ 259,058,313 |
| Distributions | — | — | (31,950,438) | (31,950,438) | (31,950,438) |
| Net income | — | — | 34,098,641 | 34,098,641 | 34,098,641 |
| Issuance of redeemable ownership units | 463,708 | — | — | — | 463,708 |
| Redemption of redeemable ownership units | (5,736,973) | 5,305,555 | 431,418 | 5,736,973 | — |
| Adjustment of redeemable ownership units to redemption value | 3,150 | — | (3,150) | (3,150) | — |
| **Balance, December 31, 2016** | — | 279,191,400 | (17,521,176) | 261,670,224 | 261,670,224 |
| Distributions | — | — | (31,600,000) | (31,600,000) | (31,600,000) |
| Net income | — | — | 20,390,955 | 20,390,955 | 20,390,955 |
| **Balance, December 31, 2017** | $ — | $279,191,400 | $(28,730,221) | $250,461,179 | $ 250,461,179 |

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

**Crystal Financial LLC**
**Consolidated Statements of Cash Flows**
**Years Ended December 31, 2017 and December 31, 2016**

| | 2017 | 2016 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net income | $ 20,390,955 | $ 34,098,641 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision (credit) for loan losses | (1,712,817) | 6,990,235 |
| Accretion of original issue discount | (92,084) | (36,400) |
| Amortization of deferred financing costs | 611,883 | 606,043 |
| Tradename impairment | 10,820,000 | — |
| Depreciation and amortization | 104,489 | 169,105 |
| Paid-in-kind interest and fee income | (339,053) | (750,521) |
| Interest in earnings of equity method investee | (1,859,739) | (4,269,660) |
| Unrealized gain on foreign currency transactions | (3,740,410) | (533,530) |
| Realized loss on foreign currency transactions | 2,789,448 | 38,091 |
| Unrealized loss on hedging transactions | 360,313 | 206,163 |
| Realized loss on hedging transactions | 534,582 | 252,622 |
| Proceeds received at termination of hedge contracts | 471,574 | — |
| Payments made at settlement of hedge contracts | (1,006,156) | (252,622) |
| Net change in loan interest and fees receivable | 985,328 | 4,593,293 |
| Net change in other assets | 1,229,786 | 873,624 |
| Net change in unearned fees | (2,134,188) | (1,625,063) |
| Net change in accrued expenses | 731,912 | 4,003,734 |
| Net change in other liabilities | (1,628,420) | 522,991 |
| Net cash provided by operating activities | 26,517,403 | 44,886,746 |
| **Cash flows from investing activities:** | | |
| Purchases of fixed assets | (26,131) | (109,007) |
| Investment in term loans | (178,482,853) | (153,245,679) |
| Repayment of term loans | 255,427,731 | 233,756,501 |
| Lending on revolving lines of credit, net | (5,996,458) | (7,688,646) |
| Net change in restricted cash | 4,431,921 | 5,390,831 |
| Repayment of (lending on) loan to Crystal Financial SBIC LP, net | (405,000) | 10,584,000 |
| Investment in Crystal Financial SBIC LP | (7,447,344) | (3,798,493) |
| Distributions received from Crystal Financial SBIC LP | 3,979,195 | 3,861,325 |
| Net change in collateral held for borrower obligations | (891,739) | (7,910,297) |
| Net cash provided by investing activities | 70,589,322 | 80,840,535 |
| **Cash flows from financing activities:** | | |
| Net paydowns from borrowings on revolving credit facility | (2,764,265) | (56,861,199) |
| Distributions to members | (31,600,000) | (32,090,149) |
| Issuance of redeemable ownership units | — | 463,708 |
| Payment of debt issue costs | (7,527) | (51,134) |
| Payment of capital lease obligations | (5,614) | (5,426) |
| Net cash used in financing activities | (34,377,406) | (88,544,200) |
| Net change in cash and cash equivalents | 62,729,319 | 37,183,081 |
| Cash and cash equivalents at beginning of year | 46,404,011 | 9,220,930 |
| Cash and cash equivalents at end of year | $ 109,133,330 | $ 46,404,011 |
| **Supplemental disclosure of cash flow information:** | | |
| Cash paid for interest | $ 8,651,493 | $ 10,579,021 |

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

## 1. Organization

Crystal Financial LLC ("Crystal Financial" or the "Company"), along with its wholly owned subsidiary, Crystal Financial SPV LLC ("Crystal Financial SPV"), is a commercial finance company that primarily originates, underwrites, and manages secured debt to middle market companies within various industries. The Company was formed in the state of Delaware on March 18, 2010.

Prior to 2016, the Company was owned by both Solar Capital Ltd. ("Solar") and Crystal Management LP. During 2016, Solar purchased Crystal Management LP's 1.7% outstanding ownership interest (see Note 5). At December 31, 2017 and December 31, 2016, Solar owns 100% of the outstanding ownership units of the Company.

The Company is based in Boston, Massachusetts with an office and employees in Atlanta, Georgia.

## 2. Summary of Significant Accounting Policies

The following is a summary of significant accounting policies adopted by the Company:

### Basis of Accounting

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

### Principles of Consolidation

The consolidated financial statements include the accounts of Crystal Financial and its wholly-owned subsidiary Crystal Financial SPV. All inter-company investments, accounts and transactions have been eliminated in these consolidated financial statements.

### Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Estimates most susceptible to change include the allowance for loan losses, the valuation of intangible assets as determined during impairment testing and the fair value of the Company's derivative instrument, which was renewed and subsequently terminated during the year ended December 31, 2017. Actual results could differ materially from those estimates.

### Reclassification

Certain prior period amounts may have been reclassified to conform to the current period presentation.

### Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. The Company held no cash equivalents at December 31, 2017 or December 31, 2016. Cash includes all deposits held at banks. Deposits in excess of amounts insured by the Federal Deposit Insurance Corporation ("FDIC") are exposed to loss in the event of nonperformance by the institution. The Company has had cash deposits in excess of the FDIC insurance coverage and has not experienced any losses on such accounts.

**Restricted Cash**

Restricted cash consists of interest and fees collected on those loans held within Crystal Financial SPV that serve as collateral against the Company's outstanding line of credit. Upon receipt, these funds are restricted from the Company's access until the fifteenth of the following month. Also included in restricted cash may be funds that serve as collateral against loans outstanding to certain borrowers as well as funds that serve as collateral to outstanding letters of credit.

**Loans**

The Company typically classifies all loans as held to maturity. Loans funded by the Company are recorded at the amount of unpaid principal, net of unearned fees, discounts and the allowance for loan losses in the Company's consolidated balance sheets.

Interest income is recorded on the accrual basis in accordance with the terms of the respective loan. Generally, interest is not accrued on loans with interest or principal payments 90 days or greater past due or on other loans when management believes collection is doubtful. Loans considered impaired, as defined below, are non-accruing. When a loan is placed on nonaccrual status, all interest previously accrued, but not collected, is reversed against current interest income and all future proceeds received will generally be applied against principal or interest, in the judgment of management. Interest on loans classified as nonaccrual is accounted for on the cash basis or cost-recovery method, until qualifying for return to accrual status. Loans are generally returned to accrual status when all of the principal and interest amounts contractually due are brought current and future payments are reasonably assured. At December 31, 2017 and December 31, 2016, there are no interest or principal payments considered to be past due.

**Allowance for Loan Losses**

The allowance for loan losses is maintained at the amount estimated to be sufficient to absorb probable losses, net of recoveries, inherent in the loan portfolio at year end. Internal credit ratings assigned to the loans are periodically evaluated and adjusted to reflect the current credit risk of the loan. In accordance with applicable guidance, for loans not deemed to be impaired, management assigns a general loan allowance based on the borrower's overall risk rating. All loans in the Company's portfolio are individually evaluated when determining the overall risk rating. The risk ratings are derived upon consideration of a number of factors related to both the borrower and the borrower's facility, with those factors related to the borrower's facility being the key determinant of the overall risk rating. Risk factors of the borrower that are considered include asset and earnings quality, historical and projected financial performance, borrowing liquidity and/or access to capital. Risk factors of the facility that are considered include collateral coverage and the facility's position within the overall capital structure. Upon consideration of each of the aforementioned factors, among others, the Company assigns each loan a borrower risk rating and a facility risk rating, which are then collectively used in developing the overall risk rating. The overall risk rating corresponds with an applicable reserve percentage which is applied to the face value of the loan in order to determine the Company's allowance for loan losses. In establishing the applicable reserve percentages, the Company considers various factors including historical industry loss experience, the credit profile of the Company's borrowers as well as economic trends and conditions.

Specific allowances for loan losses are generally applied to impaired loans and are typically measured based on a comparison of the recorded carrying value of the loan to the present value of the loan's expected cash flow using the loan's effective interest rate, the loan's estimated market price or the estimated fair value of the underlying collateral, if the loan is collateral-dependent. Loans are charged off against the allowance at the earlier of either the substantial completion of the liquidation of assets securing the loan, or when senior management deems the loan to be permanently impaired.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due in accordance with the contractual terms of the loan agreement. All loans are individually evaluated for impairment according to the Company's normal loan review process, including overall credit evaluation, nonaccrual status and payment experience. Loans identified as impaired are further evaluated to determine the estimated extent of impairment.

At December 31, 2017, management deemed two loans, with aggregate principal balances outstanding of $4,997,842, to be impaired. Reserves totaling $404,230 have been applied against the two loans deemed to be impaired at December 31, 2017, of which $6,966 relates to the unfunded commitment on one of the impaired loans. Both borrowers continue to pay contractual interest payments when due. Accordingly, $193,519 of interest payments received during the year have been applied against the outstanding loan balances.

During 2016, management considered two loans in the portfolio to be impaired. The amount of each loan deemed to be uncollectible was charged off against the allowance during 2016. The aggregate loan balances written off, net of unamortized fees, totaled $23,028,932. As both of the loans that were deemed to be impaired during 2016 were written off during the year, management did not consider any loans in the portfolio to be impaired at December 31, 2016.

During the period in which the loans were considered to be impaired, the Company's average recorded investment in the impaired loans totaled and $5,093,983 and $28,831,624 during the year ended December 31, 2017 and December 31, 2016, respectively.

Depending on the assigned internal risk rating, loans are classified as either Pass or Criticized. Generally, once a loan is classified as Criticized, a specific reserve analysis is required. Two loans, totaling $4,997,842, are classified as Criticized at December 31, 2017. No loans were classified as Criticized at December 31, 2016.

The Company also maintains an allowance on unfunded revolver and delayed draw term loan commitments. At December 31, 2017 and December 31, 2016, an allowance of $139,949 and $244,352, respectively, was recorded relating to these commitments. This amount is recorded as a component of other liabilities on the Company's consolidated balance sheets with changes recorded in the provision for loan losses on the Company's consolidated statements of operations. The methodology for determining the allowance for unfunded revolver and delayed draw term loan commitments is consistent with the methodology used for determining the allowance for loan losses, with the exception that only 40% of the applicable reserve percentage is applied against the unfunded commitments.

The summary of changes in the allowance for loan losses relating to funded commitments for the years ended December 31, 2017 and December 31, 2016 is as follows:

| | Year Ended December 31, 2017 | | |
|---|---|---|---|
| | Revolvers | Term Loans | Total |
| Balance, beginning of period | $ 29,599 | $ 7,243,257 | $ 7,272,856 |
| Provision (credit) for loan losses-general | 121,013 | (2,126,691) | (2,005,678) |
| Provision for loan losses-specific | 41,576 | 355,688 | 397,264 |
| Charge-offs, net of recoveries | — | — | — |
| Balance, end of period | $ 192,188 | $ 5,472,254 | $ 5,664,442 |
| Balance, end of period-general | $ 150,612 | $ 5,116,566 | $ 5,267,178 |
| Balance, end of period-specific | $ 41,576 | $ 355,688 | $ 397,264 |
| **Loans** | | | |
| Loans collectively evaluated with general allowance | $ 6,092,215 | $ 289,504,884 | $ 295,597,099 |
| Loans individually evaluated with specific allowance | 831,525 | 4,166,317 | 4,997,842 |
| Total loans | $ 6,923,740 | $ 293,671,201 | $ 300,594,941 |

| | Year Ended December 31, 2016 | | |
|---|---|---|---|
| | Revolvers | Term Loans | Total |
| Balance, beginning of period | $ 511,648 | $ 22,659,160 | $ 23,170,808 |
| Provision (credit) for loan losses-general | (340,058) | (1,095,783) | (1,435,841) |
| Provision for loan losses-specific | 3,275,115 | 5,291,706 | 8,566,821 |
| Charge-offs, net of recoveries | (3,417,106) | (19,611,826) | (23,028,932) |
| Balance, end of period | $ 29,599 | $ 7,243,257 | $ 7,272,856 |
| Balance, end of period-general | $ 29,599 | $ 7,243,257 | $ 7,272,856 |
| Balance, end of period-specific | $ — | $ — | $ — |
| **Loans** | | | |
| Loans collectively evaluated with general allowance | $ 845,696 | $ 367,564,809 | $ 368,410,505 |
| Loans individually evaluated with specific allowance | — | — | — |
| Total loans | $ 845,696 | $ 367,564,809 | $ 368,410,505 |

## Deferred Financing Fees

Deferred financing fees represent fees and other direct incremental costs incurred in connection with the Company's borrowings against its revolving credit facility (see Note 3). These amounts are amortized using the straight-line method into earnings as interest expense ratably over the contractual term of the facility. Net deferred financing fees totaled $1,509,299 and $2,113,802 at December 31, 2017 and December 31, 2016 and are included as a component of other assets on the accompanying consolidated balance sheets.

**Tradename Intangible Asset**

The Company was purchased by Solar and various employees of the Company on December 28, 2012 (the "Acquisition Date"). On the Acquisition Date, identified intangible assets included $14,520,000 related to the Crystal Financial tradename. The tradename has an indefinite life and therefore is not amortized. The Company reviews its intangible assets for impairment on an annual basis, at the end of the third quarter, or whenever events or changes in circumstances indicate that the book value of the asset may not be recoverable. When considering whether or not the tradename is impaired, the Company utilizes both qualitative and quantitative factors. The qualitative assessment involves determining whether events or circumstances exist that indicate that it is more likely than not that the intangible asset is impaired. If the qualitative assessment indicates that it is more likely than not that the intangible asset is impaired, or if the Company elects to not perform a qualitative assessment, then a quantitative assessment is performed, in which the Company is required to perform a recoverability test. An intangible asset is considered impaired if the carrying value of the asset exceeds the estimated fair value of the asset.

To estimate fair value, management primarily utilizes the relief from royalty method, which is an income approach. The income approach states that the value of an intangible asset is the present value of the future economic benefits that are generated by its ownership. Based on factors such as the projected revenue stream associated with the tradename, the estimated royalty rate, estimated long term growth rates, and discount rates, the fair value of the tradename is estimated to be $3,700,000 at December 31, 2017. Accordingly, an impairment charge totaling $10,820,000 was recorded during 2017. The Company did not record an impairment charge during the year ended December 31, 2016.

**Goodwill**

In connection with the acquisition, the Company recorded goodwill equal to the excess of the purchase price over the fair value of assets acquired and liabilities assumed. Goodwill recognized on the Acquisition Date totaled $5,156,542. The Company assesses the realizability of goodwill annually at the end of the third quarter, or more frequently if events or circumstances indicate that impairment may exist.

The Company adopted ASU 2017-04, *Intangibles- Goodwill and Other (Topic 350)* ("ASU 2017-04"), during the year ended December 31, 2017. ASU 2017-04 eliminates the requirement of a Company to perform a two-step impairment test when determining the amount, if any, of goodwill impairment. In accordance with ASU 2017-04, the Company performed step one of the goodwill impairment test, which indicated that the fair value of the reporting entity was in excess of its carrying value.

As part of the step one testing for goodwill impairment, the fair value of the reporting unit is estimated by applying weighted percentages to the calculated fair values of the Company derived using both the income and market approaches. Under the income approach, the fair value is determined using a discounted cash flow analysis, which involves significant estimates and assumptions, including market conditions, discount rates, and projections of future cash flows. Using the market approach, the fair value is estimated by using comparable publicly traded companies, whose values are known, as a benchmark to establish an estimate of a multiple that is then applied to the Company.

In accordance with the updated guidance, the Company continues to have the option to perform a qualitative goodwill impairment assessment before determining whether to proceed to step one of the impairment test. Further, the requirement for a reporting unit with a zero or negative carrying amount to perform a qualitative assessment is eliminated.

For the years ended December 31, 2017 and December 31, 2016, a quantitative assessment was performed. In both years, the step one testing for goodwill impairment indicated that the fair value of the reporting unit exceeded its carrying value. As such, no impairment was recorded.

**Interest Income**

Interest income is recorded on the accrual basis to the extent that such amounts are expected to be collected. In accordance with the Company's policy, accrued interest is evaluated periodically for collectability. The Company stops accruing interest on loans when it is determined that all amounts contractually owed to the Company are unlikely to be collected. The Company stopped accruing interest on two loans in the portfolio at December 31, 2017. Interest was accruing on all loans in the Company's portfolio at December 31, 2016. All other accrued interest recognized is deemed to be collectible at December 31, 2017 and December 31, 2016.

**Fee Income Recognition**

Certain loans in the Company's portfolio have been issued at a discount. This discount is accreted into income and added to the value of the loan over its contractual life using the effective interest method. Income related to the accretion of this discount totals $92,084 and $36,400 during 2017 and 2016.

Nonrefundable loan fees and costs associated with the origination or purchase of loans are deferred and included in loans, net, in the consolidated balance sheets. These commitment fees, as well as certain other fees charged to borrowers, such as amendment and prepayment fees, are recorded in interest income, after receipt, over the remaining life of the loan using a method which approximates the interest method. Unused line fees are recorded in interest income when received. Unamortized fees totaling $4,775,168 and $6,898,566 are recorded as a component of unearned fee income on the accompanying consolidated balance sheets at December 31, 2017 and December 31, 2016, respectively.

**Property and Equipment**

Property and equipment includes furniture and fixtures, computer equipment and software, which are carried at cost. Such items are depreciated or amortized on a straight-line basis over the following useful lives:

| | |
|---|---|
| Furniture and fixtures | 5-7 years |
| Computer equipment | 3-5 years |
| Computer software | 3 years |
| Leasehold improvements | shorter of remaining lease term or the asset's estimated useful life |

The cost basis of the Company's property and equipment as well as the accumulated depreciation at December 31, 2017 and December 31, 2016, is as follows:

| | December 31, | |
|---|---|---|
| | 2017 | 2016 |
| Capital leases | $ 21,989 | $ 21,989 |
| Furniture and fixtures | 26,954 | 26,954 |
| Computer equipment | 156,900 | 160,315 |
| Computer software | 42,499 | 44,682 |
| Leasehold improvements | 145,080 | 145,080 |
| | $ 393,422 | $ 399,020 |
| Less: Accumulated depreciation | (323,284) | (266,240) |
| | $ 70,138 | $ 132,780 |

Depreciation expense of $88,772 and $146,905 was recognized during the years ended December 31, 2017 and December 31, 2016, and is included as a component of occupancy and equipment expenses on the accompanying consolidated statements of operations.

**Redeemable Ownership Units**

Until July 28, 2016, certain of the outstanding ownership units of the Company owned by Crystal Management LP contained put options, which were not legally detachable or separately exercisable. As the exercise of these options was not entirely within the control of the Company, the units were recorded as redeemable ownership units within temporary equity, in the accompanying consolidated financial statements.

These units were recorded at the greater of their carrying value or their redemption value, which was determined as the fair value of the units, as defined in the Crystal Financial Operating Agreement, as of the balance sheet dates. Changes in the redemption value of these units was recorded as a component of redeemable ownership units, with the offset recorded to retained earnings, in the accompanying consolidated financial statements.

All of the redeemable ownership units were purchased by Solar effective July 28, 2016 as part of the Contribution and Acquisition Agreement (see Note 5).

**Foreign Currency**

The functional currency of the Company is the US Dollar. At December 31, 2017, the Company had one loan in its portfolio denominated in a foreign currency. At December 31, 2016, the Company had three loans denominated in foreign currencies in its portfolio. The Company also has the ability to borrow foreign currency denominated funds under its revolving line of credit (see Note 3). Gains and losses arising from exchange rate fluctuations on transactions denominated in currencies other than the US Dollar are included in earnings as incurred. The Company recorded unrealized gains on foreign currency translations totaling $3,740,410 and $533,530 and realized losses of $2,789,448 and $38,090 during the years ended December 31, 2017 and December 31, 2016, respectively.

**Derivative Instruments and Hedging Activities**

The Company records the fair value of its derivative instruments in the accompanying consolidated balance sheets at their fair values (see Note 8). The Company's policy is to not designate the hedge transactions that it

enters into as effective hedges. As such, changes in the fair value of the instruments are recorded as a component of earnings in the consolidated statements of operations.

The Company did not have any derivative instruments outstanding at December 31, 2017. At December 31, 2016, the Company was party to one derivative instrument, a forward contract, which was entered into to hedge the risk of foreign exchange fluctuations on one of the foreign currency denominated loans in its portfolio. The forward contract hedges the principal to be exchanged at maturity of the loan. The counterparty for the Company's derivative instrument is Deutsche Bank AG.

The Company accounts for derivative transactions until the contract expires or is terminated. At expiration or termination, the gain or loss on the transaction is recorded as a component of realized gain or loss from hedging. During the year ended December 31, 2017, the outstanding derivative contract was terminated as the underlying loan receivable that it hedged was paid off prior to its maturity date. Net realized losses recorded on hedging transactions totaled $534,582 and $252,622 during 2017 and 2016.

There are no derivative instruments outstanding at December 31, 2017. The following table details the derivative instruments outstanding at December 31, 2016:

**December 31, 2016:**

| Contract | Notional Amount | Contract Term | Balance Sheet Location | Fair Value | Unrealized Gain (Loss) |
|---|---|---|---|---|---|
| Assets: | | | | | |
| Forward contract | CAD 22,500,000 | September 28, 2016-September 28, 2017 | Other assets | 360,313 | 360,313 |

### Distributions

Distributions to members are recorded as of the date of declaration and are approved by the Company's Board of Managers. Distributions totaling $7,900,000 have been declared by the Company at both December 31, 2017 and December 31, 2016, but were not paid until subsequent to each respective year end.

### Income Taxes

With Solar's acquisition of all outstanding employee ownership units, the Company became a single member LLC treated as a disregarded entity for tax purposes effective July 28, 2016. The members of Crystal Financial are individually liable for the taxes, if any, on their share of Crystal Financial's income and expenses.

The Company applies the provisions of Financial Accounting Standards Board ("FASB") Accounting Standard Codification 740-10 ("ASC 740-10"), *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Accounting Standard Codification 740.* ASC 740-10 provides a comprehensive model for the recognition, measurement and disclosure of uncertain income tax positions. The Company recognizes the tax effect of certain tax positions when it is more likely than not that the tax position will sustain upon examination, based solely on the technical merits of the tax position. As of December 31, 2017 and December 31, 2016, the Company does not have any uncertain tax positions that meet the recognition or measurement criteria of ASC 740-10.

As a disregarded entity, the Company has no obligation to file a U.S. federal return for tax periods beginning after July 28, 2016. The Company does however continue to file certain state tax returns. As of December 31, 2017, the Company is subject to examination by the Internal Revenue Service and certain state tax authorities for tax years beginning after December 31, 2013 and through July 28, 2016. The return filed for the period ended December 31, 2013 is subject to examination by two state tax authorities. Beginning on July 28, 2016 the entity has no federal filing obligation and, as a result, has no federal returns subject to examination.

**Recently Issued Accounting Pronouncements**

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606).* ASU 2014-09 provides a framework that replaces existing revenue recognition guidance and is effective for the Company for its fiscal year beginning after December 15, 2017. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides a five-step process to achieve this core principle. The majority of the Company's revenue streams, including interest and fee income associated with the origination or purchase of loans, are outside the scope of the new guidance and will therefore not be impacted with the implementation of the new standard. Agency fees, which are annual fees earned by the Company in exchange for providing administrative and collateral monitoring services, and unused line fees are within the scope of ASU 2014-09. Currently, the Company recognizes income on agency fees ratably over the one-year period as administrative and monitoring services are performed, which is consistent with the updated guidance. The Company recognizes income on unused line fees ratably over the period that the unfunded commitment exists, which is also consistent with the updated guidance. Accordingly, the adoption of ASU 2014-09 will not have a material impact on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments- Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities,* which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for the Company for its fiscal year beginning after December 15, 2017. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842).* ASU 2016-02 amends existing guidance related to the accounting for leases. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term greater than twelve months, regardless of their classification. Leases with a term of twelve months or less will be accounted for in a manner similar to existing guidance for operating leases today. ASU 2016-02 will be effective for the Company for its fiscal year beginning after December 15, 2018. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments- Credit Losses (Topic 326).* ASU 2016-13 sets forth a current expected credit loss ("CECL") model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. ASU 2016-13 will be effective for the Company for its fiscal year beginning after December 31, 2019. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230).* ASU 2016-15 provides guidance on the classification of certain cash receipts and cash payments for presentation in the statement of cash flows. ASU 2016-15 will be effective for the Company for its fiscal year beginning after December 15, 2017. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230).* ASU 2016-18 requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash. Therefore, amounts generally described as restricted cash will be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for the Company for its fiscal year beginning after December 15, 2017. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business.* ASU 2017-01 provides a new framework for entities to determine whether a set of assets and activities (together referred to as "a set") is a business. The amendments set forth in this ASU will assist entities when evaluating whether transactions should be accounted for as acquisitions (or disposals) of businesses or assets. The definition of a business directly impacts other areas of accounting, including disposals, goodwill, and consolidation. ASU 2017-01 is effective for the Company for its fiscal year beginning after December 15, 2017. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

## 3. Debt Obligations and Financings

### Revolving Credit Facility

On May 12, 2011, the Company entered into a Loan Financing and Servicing Agreement (the "Credit Agreement") with Deutsche Bank AG (the "Lender") in the form of a revolving credit facility. During 2013, 2016 and 2017, respectively, Citibank, N.A., Citizens Business Capital and Everbank Commercial Finance, Inc. (together with Deutsche Bank AG, the "Lenders") were assigned a portion of the outstanding commitment and became named lenders in the Credit Agreement.

The commitment on the Company's credit facility was increased from $300,000,000 to $350,000,000 during 2015. The facility commitment may be further increased to an amount up to $450,000,000, subject to lender approval and other customary conditions. The Company has the ability to borrow funds denominated in certain foreign currencies under the facility. The maximum amount available to be borrowed in foreign denominated currencies is the USD equivalent of $70,000,000. During 2017 and 2016, the Company incurred fees and expenses totaling $7,527 and $51,937 in connection with certain amendments to the credit facility.

At December 31, 2017, the amount available to be borrowed under the facility is the lesser of (a) $350,000,000 or (b) the amount calculated and available per the Borrowing Base, as defined in the amended Credit Agreement. Borrowings on the facility bear interest at a rate of 3.15% plus the Lenders' cost of funds, as defined in the Credit Agreement. The applicable cost of funds varies depending on the currency in which the funds are borrowed. At December 31, 2017, the effective rates were between 3.67% and 4.63%. The Company also pays an undrawn fee on unfunded commitments and an administrative agent fee. At December 31, 2017 and December 31, 2016, the USD equivalent of all borrowings outstanding under the facility totaled $176,454,049 and $175,421,650, respectively. The remaining capacity under the facility at December 31, 2017, subject to borrowing base constraints, totals $173,545,951. The facility terminates on the earlier of June 17, 2020 or upon the occurrence of a Facility Termination Event, as defined in the amended Credit Agreement.

Commencing on March 15, 2019 and continuing every three months until the facility's termination date, the Company may be required to make principal pay-downs on certain amounts outstanding. The amount to be paid down is contingent upon the future amount outstanding as well as the amount of future non-mandatory prepayments made on the credit facility.

Cash, as well as those of the Company's loans that are held within Crystal Financial SPV, serve as collateral against the facility. At December 31, 2017 and December 31, 2016, the amount of cash and the face value of loans pledged as collateral were $52,541,818 and $291,157,396, and $36,037,854 and $366,938,410, respectively. The Company has made certain customary representations and warranties under the facility, and is required to comply with various covenants, reporting requirements, and other customary requirements for similar credit facilities. The Credit Agreement includes usual and customary events of default for credit facilities of this nature. The Company was in compliance with all covenants at December 31, 2017 and December 31, 2016.

**Operating and Capital Leases**

The Company leases office space and equipment under various operating and capital lease agreements. Future minimum lease commitments under these leases are as follows:

| | Operating Leases | Capital Leases |
|---|---|---|
| 2018 | $ 802,085 | $6,000 |
| 2019 | 794,742 | 2,500 |
| 2020 | 467,323 | — |
| | $2,064,150 | 8,500 |
| Less: Amount representing interest | | 213 |
| Present value of minimum capital lease payments Including current maturities of $ 5,808 | | $8,287 |

## 4. Related Party Activity

**Investment in Crystal Financial SBIC LP**

On March 15, 2013, Crystal Financial committed $50,750,000 of capital to Crystal Financial SBIC LP (the "Fund") in exchange for a 65.91% limited partner interest. Crystal Financial SBIC LP was established to operate as a small business investment company under the Small Business Investment Company ("SBIC") Act. Of the total amount committed, $21,883,314 and $29,330,658 remain unfunded at December 31, 2017 and December 31, 2016, respectively.

Certain of the managing members of the Fund's general partner, Crystal SBIC GP LLC (the "General Partner"), are also members of Crystal Financial's management team and, until July 28, 2016 (see Note 5), held ownership interests in Crystal Financial LLC through their investments in Crystal Management LP. Crystal Financial and the General Partner have entered into a Services Agreement whereby Crystal Financial provides certain administrative services to the General Partner in exchange for a waiver of the quarterly management fee that it owes to the General Partner. Crystal Financial has also entered into a Loan Agreement with the Fund in order to meet short term capital needs. The total commitment of the Loan Agreement totaled $30,000,000 and $20,000,000 at December 31, 2017 and December 31, 2016. At December 31, 2017 and December 31, 2016, $1,025,000 and $620,000 remains outstanding on the Loan Agreement, respectively. Amounts outstanding on the Loan Agreement accrue interest at Prime plus 0.50%, unless such amount is less than 4.0%, in which case interest accrues at Libor plus 4.00%, up to a maximum of 5.00%. At December 31, 2017, borrowings on the facility accrued interest at 5.00%. Crystal Financial earned interest income on this facility totaling $114,130 and $112,785 during 2017 and 2016, respectively. The Loan Agreement, which was renewed this year, expires on June 18, 2018 and may be extended or renewed at the sole discretion of the Company.

The Company accounts for its limited partner interest in the Fund as an equity method investment in the accompanying consolidated financial statements (see Note 7). Crystal Financial contributed $7,447,344 to the Fund during 2017 and $3,798,493 to the Fund during 2016. Crystal Financial received cash distributions from the Fund totaling $3,979,195 and $3,861,325 during 2017 and 2016, respectively. In accordance with the equity method of accounting, the Company was allocated net income from the Fund totaling $1,859,739 and $4,269,660 for the years ended December 31, 2017 and December 31, 2016. These amounts represent the Company's allocation of the Fund's net income in accordance with the Fund's Limited Partnership Agreement. Crystal Financial's investment in the Fund is recorded as Investment in Crystal Financial SBIC LP in the accompanying consolidated balance sheets and its share of earnings and losses are recorded as Interest in earnings of equity method investee on the consolidated statements of operations.

## 5. Member's Capital

Crystal Financial has issued limited liability company interests, referred to as units. Each unit entitles its holder to one vote on all matters submitted to a vote of the members. The original purchase price of each unit as of the Acquisition Date was $1,000 per unit.

With the payout of the 2013 long-term incentive plan ("LTIP") bonus pool in March 2016 (see Note 6), Crystal Financial employees purchased an incremental 440 ownership units in the Company. The fair value of the units on the date of purchase totaled $463,708.

On July 28, 2016, Solar purchased Crystal Management LP's outstanding ownership interest in the Company, which consisted of 5,303 units, for $5,736,973. With the closing of this transaction, Solar owns 100% of the outstanding equity interest in Crystal Financial. Crystal Capital Financial Holdings LLC was dissolved effective September 30, 2016. Crystal Management LP was dissolved effective December 19, 2016. At December 31, 2017 and December 31, 2016, the Company had 280,303 outstanding ownership units.

## 6. Commitments and Contingencies

The Company is party to financial instruments with off-balance sheet risk including unfunded revolver and delayed draw term loan commitments to certain borrowers.

Under the revolving credit and delayed draw term loans, aggregate unfunded commitments total $16,460,726 and $25,739,917 at December 31, 2017 and December 31, 2016. These agreements have fixed expiration dates. The revolving credit agreements typically require payment of a monthly fee equal to a certain percentage times the unused portion of the revolving line of credit. As the unfunded commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The amount of credit that can be extended under each of the revolving credit agreements and delayed draw term loan agreements is typically limited to the borrower's available collateral, which is used in calculating the borrower's borrowing base at the time of a respective draw.

Effective January 1, 2013, certain employees of Crystal Financial, including members of management, entered into a LTIP agreement. In accordance with the terms of the LTIP agreement, a bonus pool is calculated each calendar year, beginning with the amount calculated in 2014 with respect to results for the year ended December 31, 2013, and is based upon the achievement of certain operating results during the year. The bonus pool calculated and earned for each calendar year will be paid out two years after the year in which the bonus pool is calculated and earned. Accordingly, amounts relating to the year ended December 31, 2014, which were calculated in 2015, were paid out in 2017. The calculated bonus pool is subject to a look-back calculation which could cause the amount that is ultimately paid out to be less than the amount originally calculated. Amounts

recorded pursuant to the LTIP Agreement during the years ended December 31, 2017 and December 31, 2016, are included as a component of accrued expenses on the accompanying consolidated balance sheets and as a component of compensation and benefits expense on the accompanying consolidated statements of operations.

## 7. Variable Interest Entity

On January 1, 2016, the Company adopted ASU 2015-02, *Consolidation- Amendments to the Consolidation Analysis* ("ASU-2015-02") which revised the existing consolidation guidance and required the Company to re-evaluate its investments for the existence of variable interest entities. Under the consolidation guidance, the Company must evaluate (a) whether it holds a variable interest in an entity, (b) whether the entity is a variable interest entity ("VIE") and (c) whether the Company is the primary beneficiary of the VIE. Prior to the adoption of ASU 2015-02, it was determined that Crystal Financial SBIC LP was not a variable interest entity. This conclusion was based on the fact that (a) the partners, as a whole, have sufficient equity at risk to permit Crystal Financial SBIC LP to finance its activities and (b) the partners, as a whole, do not lack the power to direct the activities, the obligation to absorb expected losses, or the right to receive expected returns of Crystal Financial SBIC LP. Upon adoption of the new guidance, the granting of substantive kick-out rights became a key consideration in determining whether a limited partnership is a VIE and whether or not that entity should be consolidated. As the Limited Partnership Agreement does not permit a simple majority of the limited partners of Crystal Financial SBIC LP to exercise kick-out rights, these rights are deemed to not be substantive. Accordingly, Crystal Financial SBIC LP is deemed to be a VIE. In assessing whether or not Crystal Financial, together with its de facto agents, meet the criteria to consolidate the VIE, it was determined that substantially all of the VIE's activities are not conducted on behalf of Crystal Financial. As such, the Company's conclusion to not consolidate Crystal Financial SBIC LP did not change with the adoption of ASU 2015-02.

The following table sets forth the information with respect to the unconsolidated variable interest entity in which the Company holds a variable interest as of December 31, 2017 and December 31, 2016.

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Bridge loan with the VIE included on the Consolidated Balance Sheets | $ 1,025,000 | $ 620,000 |
| Equity interest included on the Consolidated Balance Sheets | 31,308,731 | 25,980,843 |
| Maximum risk of loss (1) | 54,217,045 | 55,931,503 |

(1) includes the equity investment the Company has made, or could be required to make, and amounts outstanding under the Loan Agreement with Crystal Financial SBIC LP.

## 8. Fair Value of Financial Instruments

ASC 820, *Fair Value Measurements* ("ASC 820") establishes a three-level hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1- inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2- inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument

Level 3- inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

There were no financial assets or liabilities measured at fair value on a recurring basis outstanding at December 31, 2017. The following tables present recorded amounts of financial assets measured at fair value on a recurring basis as of December 31, 2016. There were no financial liabilities measured at fair value on a recurring basis outstanding at December 31, 2016.

**December 31, 2016:**

| | Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Value in Consolidated Balance Sheet |
|---|---|---|---|---|
| Assets: | | | | |
| Forward contract | $ — | $ — | $ 360,313 | $ 360,313 |
| Total assets recorded at fair value on a recurring basis | $ — | $ — | $ 360,313 | $ 360,313 |

The fair values of the Company's derivative contracts are obtained from a third party and are subject to review and oversight by management. They were determined using widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the derivatives, such as the period to maturity of each instrument. They use observable and unobservable market based inputs, including interest rate curves and implied volatilities. In addition, the Company considered both its own and its counterparty's risk of nonperformance in determining the fair value of its derivative financial instruments by estimating the current and potential future exposure under the derivative financial instruments that both the Company and the counterparty were at risk for as of the valuation date. The credit risk of the Company and its counterparty was factored into the calculation of the estimated fair value of the derivative contracts.

The following tables present a summary of significant unobservable inputs and valuation techniques of the Company's Level 3 fair value measurements at December 31, 2016.

**December 31, 2016**

| | Fair Value | Valuation Techniques | Unobservable Input | Range |
|---|---|---|---|---|
| **Financial assets:** | | | | |
| Forward contracts | 360,313 | Valuation model | Market comparable cost of debt | 6.25%-7.50% |
| | $ 360,313 | | | |

The table below illustrates the change in balance sheet amounts during the years ended December 31, 2017 and December 31, 2016, for financial instruments measured on a recurring basis and classified by the Company as level 3 in the valuation hierarchy. When a determination is made to classify a financial instrument as level 3, the determination is based upon the significance of the unobservable parameters to the overall fair value measurement. Level 3 financial instruments typically include, in addition to the unobservable or level 3

components, observable components. Significant unobservable inputs used in the valuation of the Company's derivative contracts include the Company's credit valuation adjustment as well as various pricing assumptions.

| | Forward contracts |
|---|---|
| **Fair value, December 31, 2015** | $ 566,476 |
| Total gains or losses included in earnings: | |
| Net realized loss | (252,622) |
| Net change in unrealized loss | (206,163) |
| Net proceeds paid at settlement | 252,622 |
| Transfers into Level 3 | — |
| Transfers out of Level 3 | — |
| **Fair value, December 31, 2016** | 360,313 |
| Total gains or losses included in earnings: | |
| Net realized loss | (534,582) |
| Net change in unrealized loss | (360,313) |
| Net proceeds received at termination | (471,574) |
| Net payments made at settlement | 1,006,156 |
| Transfers into Level 3 | — |
| Transfers out of Level 3 | — |
| **Fair value, December 31, 2017** | $ — |

There were no financial instruments classified as or transferred into or out of level 1 or 2 in the fair value hierarchy during the years ended December 31, 2017 or December 31, 2016.

The Company's financial instruments that are not recorded at fair value on a recurring basis consist of cash, restricted cash, interest receivable, loans receivable, its investment in Crystal Financial SBIC LP, derivative instruments, collateral held for borrower obligations and the revolving credit facility. Due to the short-term nature of the Company's cash, restricted cash, interest receivable, and collateral held for borrower obligations, the carrying value approximates fair value.

The Company's loans receivable are recorded at outstanding principal, net of any deferred fees and costs, unamortized purchase discounts and the allowance for loan losses. If the Company elected the fair value option, the estimated fair value of the Company's loans receivable would be derived using among other things, a discounted cash flow methodology, that considers various factors including the type of loan and related collateral, current market yields for similar debt investments, estimated cash flows, as well as a discount rate that reflects the Company's assessment of risk inherent in the cash flow estimates.

If the Company elected the fair value option, the estimated fair value of the Company's revolving credit facility at December 31, 2017 and December 31, 2016, would approximate the carrying value. The fair value is estimated based on consideration of current market interest rates for similar debt instruments. The following table presents the carrying amounts, estimated fair values, and placement in the fair value hierarchy of the Company's long-term financial instruments, at December 31, 2017 and December 31, 2016.

**December 31, 2017**

| | Carrying Amount | Estimated Fair Value | Fair Value Measurements | | |
|---|---|---|---|---|---|
| | | | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Loans receivable | $300,594,941 | $300,239,240 | $ — | $ — | $300,239,240 |
| Investment in Crystal Financial SBIC LP | 31,308,731 | $ 31,308,731 | — | — | 31,308,731 |
| Financial liabilities: | | | | | |
| Revolving credit facility | 176,454,049 | 176,454,049 | — | — | 176,454,049 |

**December 31, 2016**

| | Carrying Amount | Estimated Fair Value | Fair Value Measurements | | |
|---|---|---|---|---|---|
| | | | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Loans receivable | $368,410,505 | $368,410,505 | $ — | $ — | $368,410,505 |
| Investment in Crystal Financial SBIC LP | 25,980,843 | 25,980,843 | — | — | 25,980,843 |
| Financial liabilities: | | | | | |
| Revolving credit facility | 175,421,650 | 175,421,650 | — | — | 175,421,650 |

## 9. Subsequent Events

The Company has evaluated subsequent events through February 13, 2018, the date which the financial statements were available to be issued. Other than those described in the preceding notes, no material subsequent events have occurred through this date.

# CONSOLIDATED FINANCIAL STATEMENTS

**NEF Holdings, LLC and Subsidiaries**
**(A Limited Liability Company)**
**Period from August 1, 2017 to December 31, 2017 (the “Period”)**
**With Independent Auditors’ Report**

**NEF Holdings, LLC and Subsidiaries**
**Consolidated Financial Statements**
**Period Ended December 31, 2017**

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BAKER TILLY

## Independent Auditors' Report

Board of Managers
NEF Holdings, LLC and Subsidiaries

We have audited the accompanying consolidated financial statements of NEF Holdings, LLC and Subsidiaries, which comprise the consolidated statement of financial condition as of December 31, 2017, and the related consolidated statements of operations, comprehensive income, changes in members' capital, and cash flows for the period from August 1, 2017 to December 31, 2017, and the related notes to the consolidated financial statements.

**Management's Responsibility for the Consolidated Financial Statements**

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

**Auditors' Responsibility**

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

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

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

**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NEF Holdings, LLC and Subsidiaries as of December 31, 2017, and the results of their operations and their cash flows for the period from August 1, 2017 to December 31, 2017 in accordance with accounting principles generally accepted in the United States of America.

Philadelphia, Pennsylvania
February 15, 2018

an independent member of
BAKER TILLY
INTERNATIONAL

**NEF Holdings, LLC and Subsidiaries**
**Consolidated Statement of Financial Condition**
**At December 31, 2017**
**(In Thousands)**

| | |
|---|---|
| **Assets** | |
| Cash | $ 15,128 |
| Restricted cash | 5,627 |
| Financing receivables: | |
| Net investment in direct finance leases | 173,403 |
| Secured loans, net | 56,712 |
| | 230,115 |
| Allowance for losses on financing receivables | (7,143) |
| Total financing receivables, net | 222,972 |
| Equipment on lease, net of accumulated depreciation of $165 | 5,031 |
| Equipment off lease - held-for-sale | 1,816 |
| Fixed assets, net of accumulated depreciation of $43 | 227 |
| Goodwill | 29,832 |
| Other assets | 8,850 |
| Total assets | $289,483 |
| **Liabilities and Members' Capital** | |
| Liabilities: | |
| Notes payable | $ 69,962 |
| Senior secured credit facility | 69,852 |
| Accrued expenses | 4,870 |
| Good faith deposits | 1,071 |
| Accounts payable | 407 |
| Other liabilities | 5,134 |
| Total liabilities | 151,296 |
| Members' capital: | |
| Members' capital | 138,187 |
| Total members' capital | 138,187 |
| Total liabilities & members' capital | $289,483 |

*See accompanying notes to the consolidated financial statements.*

**NEF Holdings, LLC and Subsidiaries**
**Consolidated Statement of Operations**
**For the Period Ended December 31, 2017***
**(In Thousands)**

| | |
|---|---|
| **Income:** | |
| Interest income from direct finance leases | $ 8,374 |
| Interest income from secured loans | 2,868 |
| Operating lease income | 599 |
| Other income | 3,727 |
| Total income | 15,568 |
| **Expenses:** | |
| Compensation and benefits | 3,600 |
| Interest expense | 3,243 |
| Provision for losses | 1,678 |
| Professional fees | 594 |
| Occupancy and office expenses | 464 |
| Depreciation | 208 |
| Impairments of equipment off lease | 183 |
| Other expenses | 895 |
| Total expenses | 10,865 |
| Net income | $ 4,703 |

* *From August 1, 2017 to December 31, 2017*

*See accompanying notes to the consolidated financial statements.*

**NEF Holdings, LLC and Subsidiaries**
**Consolidated Statement of Comprehensive Income**
**For the Period Ended December 31, 2017***
**(In Thousands)**

| | |
|---|---|
| Net income | $4,703 |
| Other comprehensive loss: | |
| Derivative instruments designated and qualifying as cash flow hedges: | |
| Change in unrealized holding losses arising during the year | (7) |
| Total other comprehensive loss | (7) |
| Total comprehensive income | $4,696 |

* *From August 1, 2017 to December 31, 2017*

*See accompanying notes to the consolidated financial statements.*

**NEF Holdings, LLC and Subsidiaries**
**Consolidated Statement of Changes in Members' Capital**
**For the Period Ended December 31, 2017***
**(In Thousands)**

| | |
|---|---|
| Members' capital at August 1, 2017 | $139,572 |
| Capital distributions | (6,081) |
| Other comprehensive loss | (7) |
| Net income | 4,703 |
| Members' capital at December 31, 2017 | $138,187 |

* *From August 1, 2017 to December 31, 2017*

*See accompanying notes to the consolidated financial statements.*

**NEF Holdings, LLC and Subsidiaries**
**Consolidated Statement of Cash Flows**
**For the Period Ended December 31, 2017***
**(In Thousands)**

| | |
|---|---|
| **Cash flows from operating activities** | |
| Net income | $ 4,703 |
| Adjustments to reconcile net income to net cash provided by operating activities: | |
| Impairment of equipment off lease | 183 |
| Provision for losses | 1,678 |
| Amortization of deferred financing costs | 533 |
| Amortization of upfront fees received and initial direct costs paid | 65 |
| Depreciation | 208 |
| Amortization of notes payable discounts | 81 |
| Changes in operating assets and liabilities: | |
| Increase in interest receivable and other assets | (4,062) |
| Increase in interest payable | 210 |
| Increase in accrued expenses | 3,061 |
| Increase in good faith deposits | 29 |
| Increase in accounts payable | 241 |
| Increase in other liabilities | 3,489 |
| Net cash provided by operating activities | 10,419 |
| **Cash flows from investing activities** | |
| Sale of secured loans and direct finance leases to an affiliate | 64,456 |
| Investments in secured loans and direct finance leases | (11,041) |
| Collections of principal on secured loans and direct finance leases | 38,387 |
| Non-refundable upfront fees received | 19 |
| Initial direct costs paid | (108) |
| Proceeds from sales of equipment off lease | 2,219 |
| Purchases of fixed assets | (42) |
| Net cash provided by investing activities | 93,890 |
| **Cash flows from financing activities** | |
| Borrowings on credit facility | 35,192 |
| Repayments on credit facility | (103,075) |
| Repayments of notes principal | (24,185) |
| Capital distributions | (6,081) |
| Net cash used in financing activities | (98,149) |
| Net increase in cash and restricted cash | 6,160 |
| Cash and restricted cash at the beginning of period | 14,595 |
| Cash and restricted cash at the end of period | $ 20,755 |
| **Supplemental disclosures of cash flow information** | |
| Interest paid | $ 2,476 |

* *From August 1, 2017 to December 31, 2017*

*See accompanying notes to the consolidated financial statements*

## 1. Organization and Business

NEF Holdings, Inc. was organized on June 7, 2013 as a Delaware corporation and commenced its operations in June 2013. Effective January 1, 2014, NEF Holdings, Inc. converted from a corporation to a limited liability company ("LLC"), NEF Holdings, LLC ("NEF Holdings"), pursuant to Section 18-214 of the Limited Liability Act in the State of Delaware. Subsequent to the close of business on July 31, 2017, NEF Holdings was acquired by Solar Capital Ltd. ("Solar") (see note 4).

As of December 31, 2017, NEF Holdings had five wholly-owned subsidiaries: Nations Fund I, LLC ("Fund I"), Nations Equipment Finance Funding II, LLC ("Issuer II"), Nations Equipment Finance Funding III, LLC ("Issuer III"), Nations Equipment Finance, LLC ("NEF"), and Nations Tioga, LLC ("Nations Tioga") (collectively, the "Company"). The Company is headquartered in Norwalk, Connecticut.

Nations Fund I, Inc. was organized on September 17, 2010 as a Delaware corporation. Effective January 1, 2014, Nations Fund I, Inc. converted from a corporation to a LLC, Nations Fund I, LLC, pursuant to Section 18-214 of the Limited Liability Act in the State of Delaware. Fund I is a commercial equipment finance company that provides term loans and leases to primarily middle market and privately held companies. Fund I focuses on direct origination of loans and equipment leases secured by equipment collateral, such as trailers, trucks, construction and manufacturing equipment.

During August 2014, NEF Holdings formed Issuer II as a Delaware LLC. Issuer II, a wholly-owned subsidiary of NEF Holdings, was formed as a bankruptcy remote vehicle with the intention to acquire net financing receivables from NEF Holdings in order to leverage these assets through a term securitization and take advantage of a low interest rate market environment.

During November 2015, NEF Holdings formed Issuer III as a Delaware LLC. Issuer III, a wholly-owned subsidiary of NEF Holdings, was formed as a bankruptcy remote vehicle with the intention to acquire net financing receivables from NEF Holdings in order to leverage these assets through term securitization and take advantage of a lower interest rate market environment.

NEF was organized as a limited liability company under the laws of the State of Delaware and commenced operations on August 24, 2010. NEF was formed for the purposes of serving as the investment manager for Fund I and later as the servicer for Issuer II and Issuer III. Services provided by NEF include, among other things, identifying, structuring and negotiating transactions, monitoring, advising and managing investments, exercising control rights, options or warrants, liquidating investments, cash management, accounting, tax, compliance and legal services.

Nations Tioga, a wholly owned subsidiary of NEF Holdings, was organized as a Delaware LLC in December 2016. As of December 31, 2017, no transactions have been originated by Nations Tioga.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). These consolidated financial statements include the accounts of NEF Holdings and its wholly-owned subsidiaries, Fund I, Issuer II, Issuer III, NEF, and Nations Tioga. All significant intercompany balances and transactions are eliminated in consolidation.

**Use of Estimates**

The presentation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that impact the amounts reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions are subject to change in the future as additional information becomes available or as circumstances are modified. Actual results could differ materially from these estimates. Management’s estimates and assumptions are used in estimating an allowance for losses on financing receivables, impairments of equipment off lease, useful lives of leasing equipment, fair values of unguaranteed residual values and purchase accounting valuation adjustments.

**Cash**

At December 31, 2017, the Company’s cash balance totaled $20,755, of which $5,627 was restricted. A substantial portion of the restricted cash balance is maintained for the benefit of the note holders in connection with the Company’s securitizations.

**Secured Loans**

Secured loans, net are reported at the principal amount outstanding, net of non-refundable fees, initial direct costs and accrued interest. Interest income on secured loans is recorded on the accrual basis in accordance with the terms of the respective loan.

Non-refundable loan fees and initial direct costs associated with the origination of loans are deferred and included in secured loans, net in the consolidated statement of financial condition. These fees are recognized as an adjustment to interest income over the contractual life of the loans using the interest method.

**Direct Finance Leases**

Net investment in direct finance leases is reported net of unearned income, deferred non-refundable fees and initial direct costs associated with their origination, and inclusive of guaranteed and unguaranteed residual values. Direct finance leases are usually long-term in nature, typically ranging for a period of three to seven years and include either a nominal or fair market value purchase option at the end of the lease term.

Non-refundable fees received and initial direct costs incurred associated with the origination of direct finance leases are deferred and are recognized as an adjustment to interest income over the contractual life of the direct finance leases using the interest method.

**Recognition of Earned Income on Direct Finance Leases**

The difference between the cost of the equipment and the total finance lease receivable plus, where applicable, the unguaranteed or guaranteed residual value is recorded as unearned income. Unearned income is amortized as earned income over the term of the transaction using the interest method.

**Fixed Assets**

Fixed assets consist of furniture and fixtures, software, computers, leasehold improvements, an automobile, telephone and office equipment, and are stated at cost less accumulated depreciation and amortization. Expenditures for repairs and maintenance are expensed as incurred and are included in other expenses in the Company’s consolidated statement of operations.

Depreciation and amortization of fixed assets are calculated using the straight-line method over their respective useful lives as follows, and recorded in depreciation and amortization in the consolidated statement of operations:

| | Useful Life (Years) |
|---|---|
| Furniture and fixtures | 7 |
| Computers | 5 |
| Telephone | 7 |
| Office equipment | 5 |
| Software | 5 |
| Automobile | 5 |
| Leasehold improvements | Lesser of the life of the asset or the life of the lease |

**Good Faith Deposits**

Good faith deposits represent cash received from the Company’s customers, when the proposal for a potential transaction is signed. These deposits are used to pay expenses such as third party appraisals, document fees and travel and related costs incurred by the Company in connection with the origination of the transaction. If the deposit exceeds the expenses incurred by the Company, the excess amount is refundable to the customer. If the expenses incurred exceed the deposits received, the Company’s customers are liable for the overage. Such overages would be included in other assets on the consolidated statement of financial condition. In the event the Company approves a transaction with a customer and the customer elects not to pursue the transaction, the Company recognizes any remaining good faith deposit into income, as allowed by the agreed upon terms of the signed proposal. Such amounts are included in other income in the consolidated statement of operations.

**Other Income**

Amounts in other income in the consolidated statement of operations primarily include gains on sales of equipment, fees charged for early terminations of financing arrangements and other miscellaneous fees earned in connection with the administration of such financing arrangements and foreign currency translation gains.

**Other Expenses**

Included in other expenses in the consolidated statement of operations are losses on sales of equipment, unreimbursed costs of collections and dispositions of defaulted and repossessed transactions, foreign currency translation losses and other expenses incurred in connection with the administration of financing arrangements.

**Allowance for Losses on Financing Receivables**

The Company maintains an allowance for losses on financing receivables at a level sufficient to absorb probable losses related to its financing receivables as of the date of the consolidated financial statements. In determining its allowance for losses on financing receivables, the Company considers the creditworthiness of the receivables in the portfolio based on internal customer risk ratings, collateral coverage and remaining term to maturity, which are reviewed and updated, as appropriate, on an ongoing basis.

Individually identified non-performing secured loans and direct finance leases are measured based on the specific circumstances of the transaction and a specific allowance is established, if necessary. Amounts determined to be uncollectible are charged directly to provision for losses in the consolidated statement of operations. During the Period, charge-offs of financing receivables totaled $300.

The Company classifies a financing receivable as past due when it is overdue by more than 60 days. As of December 31, 2017, financing receivables with an outstanding balance of $951, $5,756, and $7,671 were between 61-90 days past due, 91-120 days past due and greater than 120 days past due, respectively.

### Non-Accrual Financing Receivables

Income recognition is generally suspended for financing receivables after 90 days of non-payment, or if full recovery becomes doubtful based on the assessment by the Company. Income recognition is resumed when financing receivables are made current. At December 31, 2017, financing receivables with an outstanding balance of $18,637 were on non-accrual of income.

### Equipment on Lease

Leasing equipment is comprised of equipment under operating leases. Leasing equipment is recorded at cost and depreciated on a straight-line basis over the estimated useful life of the equipment. Income is recorded on a straight-line basis over the term of the lease as operating lease income in the consolidated statement of operations.

The estimated useful lives and residual values of the Company's leasing equipment are based on independent third party appraisals and management's judgment. The Company reviews its depreciation policies on a regular basis to determine whether changes have taken place that would suggest that a change in its depreciation policies, useful lives of its equipment or the assigned residual values is warranted. The estimated useful lives of the Company's leasing equipment at December 31, 2017 are as follows:

| | Useful Lives (Years) |
|---|---|
| Truck cranes | 11 |
| Drill units | 15 |
| Rail cars | 30 |

Leasing equipment is tested for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recovered. Key indicators of impairment on leasing equipment include, among other factors, a sustained decrease in operating profitability, a sustained decrease in utilization, or indications of technological obsolescence.

### Equipment off Lease

Equipment off lease arises when the Company repossesses collateral that secured a financing receivable in a customer default scenario. A write-down of the financing receivable is recorded as a charge-off when the carrying amount exceeds the fair value and the difference relates to credit quality. At the time of repossession, the financing receivable is transferred to equipment off lease at the lower of cost or fair value. During the Period, the Company recorded $5 in charge offs, which are included in provisions for losses in the consolidated statement of operations.

A review for impairment of equipment off lease is performed at least annually or when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. During the Period, the Company recorded impairment charges of $183.

At December 31, 2017, equipment off lease totaled $1,816 in the consolidated statement of financial condition. The Company intends to sell such assets and has classified these assets as held for sale in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360, *Property, Plant & Equipment.*

**Derivative Instruments**

The Company manages exposure to interest rate and foreign currency risk through the use of interest rate caps and cross-currency swaps traded in the over-the-counter markets with other financial institutions. The Company does not enter into derivative financial instruments for speculative purposes. Derivative instruments are recognized at fair value in the consolidated statement of financial condition and included in other assets.

Interest rate caps are used to manage the Company's interest rate exposure on its senior secured credit facility. At December 31, 2017, such derivatives had a notional amount of $65,000 and a fair value of $199, which are included in other assets in the consolidated statement of financial condition. Increases in fair value of the interest rate caps totaled $57 during the Period, and are included in interest expense in the consolidated statement of operations.

The Company designates foreign currency derivative instruments, specifically cross-currency swaps, as a hedge of the variability of forecasted cash flows associated with certain financing receivables. On the date the derivative contract is entered into, the Company formally documents all relationships between the hedging instrument and the hedged item, as well as its risk management objective and strategy for undertaking various hedge transactions. Hedge effectiveness is measured at the hedge's inception and, on an on-going basis, to determine whether the derivatives are highly effective in offsetting the changes in cash flows of the hedged item. The Company does not offset fair value amounts recognized for derivative instruments executed with the same counterparty in the consolidated statement of financial position.

Changes in fair value of foreign currency derivatives that are designated and qualify as cash flow hedges, which are highly effective, are recorded in the consolidated statement of comprehensive income until earnings are affected by the variability in cash flows of the designated hedged item. The fair value and any changes in fair value of foreign currency derivatives, which are no longer highly effective or are de-designated, are recorded in other income in the consolidated statement of operations. When it is probable that a forecasted transaction will not occur, the net gain or loss in accumulated other comprehensive income/(loss) is reclassified into earnings.

At December 31, 2017, the Company did not hold any cross currency swaps. Changes in unrealized holding losses of cross currency swaps, which were deemed highly effective, totaled
($7) during the Period and are included in other comprehensive loss in the consolidated statement of comprehensive income.

**Deferred Financing Costs**

Deferred financing costs represent fees and other incremental costs incurred in connection with the financing of the Company's senior secured credit facility and notes payable. Deferred financing costs for its

senior secured credit facility are amortized using the straight-line method into earnings over the contractual term of the facility. Deferred financing costs for notes payable are amortized into earnings using the effective interest rate method over the contractual terms of the respective notes.

### Debt

Senior secured credit facility represents the Company's borrowings under its long term revolver which are carried at amortized cost, along with the related accrued interest payable and unamortized deferred financing costs.

Notes payable represent the Company's unpaid secured note balance which are carried at amortized cost, net of discounts, along with the related accrued interest payable and unamortized deferred financing costs.

Issuer II's Class B and Issuer III's Class B and C notes were originally issued at discounts. These discounts are amortized using the straight line method over the lives of Issuer II's Class B notes and Issuer III's Class B and Class C notes, respectively.

### Financial Asset Transfers

The Company accounts for transfers of financial assets under FASB ASC 860, *Transfers and Servicing*, utilizing a control oriented, financial components approach to financial asset transfer transactions whereby the Company: (1) recognizes the financial and servicing assets it controls and the liabilities it has incurred; (2) derecognizes financial assets when control has been surrendered; and (3) derecognizes liabilities once they are extinguished. Control is considered to have been surrendered only if: (i) the transferred assets have been isolated from the Company and its creditors, even in the event of bankruptcy or other receivership; (ii) the purchaser has the right to pledge or exchange the transferred assets, or, is a qualifying special purpose entity (as defined) and the holders of beneficial interests in that entity have the right to pledge or exchange those interests; and (iii) the Company does not maintain effective control over the transferred assets through an agreement which both entitles and obligates it to repurchase or redeem those assets prior to maturity, or through an agreement which both entitles or obligates it to repurchase or redeem those assets if they were not readily obtainable elsewhere. If any of these conditions are not met, the Company accounts for the transfer as a secured borrowing.

### Foreign Currencies

Assets and liabilities recorded in foreign currencies are translated at the exchange rate on the date of the consolidated statement of financial condition. Income and expenses are translated at average rates of exchange prevailing during the year. Translation adjustments resulting from this process, which totaled ($6) for the Period, are recorded in other expenses in the consolidated statement of operations. At December 31, 2017, the Company had cash, financing receivables and debt denominated in the Canadian dollar.

### Income Taxes

The Company is a limited liability company and has elected to be taxed as a partnership. Accordingly, the Company is not subject to federal or state income taxes. Taxable income, losses and deductions flow through to the Company's members.

**Contingencies and Commitments**

The Company may be subject to various legal proceedings, claims, and litigation, either asserted or unasserted that arise in the ordinary course of business. Professional legal fees are expensed as incurred. The Company records accruals for contingent losses when such losses are probable and reasonably estimable. In the event that estimates or assumptions prove to differ from actual results, adjustments are made in subsequent periods to reflect more current information.

**Fair Value Measurement**

Fair value is defined as the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction at the measurement date. In determining fair value of financial instruments, the Company uses various valuation approaches which often utilize certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. The inputs can be readily observable, market corroborated or generally unobservable internal inputs. The Company utilizes valuation techniques that rely primarily on observable inputs.

**Goodwill**

Goodwill, which represents the excess of consideration paid for the Company over the fair value of the related assets acquired and liabilities assumed, arose from the acquisition of the Company on July 31, 2017 (see Note 4). The Company assesses goodwill for impairment, annually or more frequently if events or changes in circumstance occur, by comparing the carrying value to its fair value. If the fair value is less than the carrying value, an impairment charge is recorded in that period. For the Period, there were no impairment charges recorded.

**3. New Accounting Pronouncements**

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers.* This guidance provides a single comprehensive revenue recognition framework and supersedes existing revenue recognition guidance. Included in the new principles-based revenue recognition model are changes to the basis for deciding on the timing for revenue recognition. In addition, the standard expands and improves revenue disclosures. In August 2015, the FASB subsequently issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which defers the effective date of ASU 2014-09. After the deferral, ASU 2014-09 is effective retroactively for annual or interim reporting periods beginning after December 15, 2017. The Company is currently evaluating the impact of adopting this new standard on its consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments–Overall: Recognition and Measurement of Financial Assets and Financial Liabilities.* This guidance is intended to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. Among other things, this guidance will eliminate the requirement to disclose fair value of financial instruments measured at amortized cost for non-public entities. This amendment is effective for the Company for fiscal years beginning after December 15, 2018. The Company is currently evaluating the potential impact the new standard will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-2 – *Leases.* This amendment will require companies that lease assets to recognize on the consolidated statement of financial condition the assets and liabilities for the rights and obligations created by those leases. This amendment is effective for the Company for the fiscal year beginning after December 15, 2019. The Company is currently evaluating the potential impact the new standard will have on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 – *Financial Instruments – Credit Losses.* This amendment will require companies to broaden the information considered in developing its expected credit loss estimates on financing receivables measured either individually or collectively. This amendment is effective for the Company for the fiscal year beginning after December 15, 2020. The Company is currently evaluating the potential impact the new standard will have on its consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18 – *Statement of Cash Flows (Restricted Cash).* This amendment requires the statement of cash flows explain the change in the total of cash, cash equivalents and restricted cash. The Company early adopted this guidance, as permitted, and has made the required disclosures in these consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04 – *Intangibles—Goodwill and Other (Topic 350)*. This amendment simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. This amendment is effective for the Company for the fiscal year beginning after December 15, 2021. The Company is currently evaluating the potential impact the new standard will have on its consolidated financial statements.

## 4. Acquisition and Asset Sale

As discussed in Note 1, immediately following the close of business on July 31, 2017, Solar, through its wholly owned subsidiaries, NEFCORP, LLC (“NEFCORP”) and NEFPASS, LLC (“NEFPASS”), acquired all the equity interests in the Company. The assets acquired and liabilities assumed in the acquisition were recorded at their respective fair values. The excess of the purchase price over the fair value of the net assets acquired was recorded as goodwill.

The allocation of the purchase price to the assets acquired and liabilities assumed at the date of acquisition is as follows:

| | |
|---|---|
| Total consideration | $ 139,565 |
| Recognized amounts of identifiable assets acquired and liabilities assumed: | |
| Cash | 14,595 |
| Financing receivables | 252,695 |
| Financing receivables – held for sale | 64,456 |
| Equipment on lease | 5,196 |
| Equipment off lease | 3,189 |
| Fixed assets | 228 |
| Prepaid assets | 112 |
| Other assets | 4,982 |
| Account payable and accrued expenses | (1,975) |
| Senior secured debt facility | (137,350) |
| Notes payable | (93,708) |
| Other liabilities | (2,687) |
| Total identifiable net assets | 109,733 |
| Goodwill | $ 29,832 |

In accordance with the provisions of FASB Topic 805, *Business Combinations*, the fair value of financing receivables and other assets, was determined based on an independent valuation that considered industry risk, as well as interest rate, liquidity, credit and event risks. The fair value of tangible property, including equipment on lease and equipment off lease, was also based on an independent valuation, which utilized a combination of desktop valuations as well a market approach, given a portion of the assets were sold subsequent to acquisition date. The total fair value discount on all identifiable net assets totaled $8,157. As a result of the acquisition, goodwill of $29,832 was recorded in the consolidated statement of financial condition.

Immediately following the acquisition of the equity interest of the Company by two wholly-owned subsidiaries of Solar on July 31, 2017, the Company entered into a purchase and sale agreement with NEFPASS to sell financing receivables of $64,456, which represented the July 31, 2017 fair value of these assets. The financing receivables were sold, without recourse, at their fair value and there was no gain or loss recorded as a result of the sale.

## 5. Financing Receivables

Net investment in direct finance leases consists of the following at December 31, 2017:

| | |
|---|---|
| Gross finance lease receivables | $172,200 |
| Guaranteed residuals | 21,281 |
| Unguaranteed residuals | 23,279 |
| Unearned Income | (40,224) |
| Deferred non-refundable fees collected | (341) |
| Deferred initial direct costs paid | 757 |
| | $176,952 |
| Purchase accounting valuation discount (see note 4) | (3,549) |
| Total net investment in direct finance leases | $173,403 |

Secured loans, net, consist of the following at December 31, 2017:

| | |
|---|---|
| Secured loans, principal | $ 59,640 |
| Accrued interest receivable | 751 |
| Total secured loans, gross | 60,391 |
| Deferred non-refundable fees collected | (736) |
| Deferred initial direct costs paid | 413 |
| | 60,068 |
| Purchase accounting valuation discount (see note 4) | (3,356) |
| Total secured loans, net | $ 56,712 |

Aggregate scheduled payments, contractual maturities including guaranteed residuals and unguaranteed residuals by year on the fixed and floating-rate secured loans and direct finance leases, are as follows:

| | 2018 | 2019 | 2020 | 2021 | 2022 | Thereafter | Total |
|---|---|---|---|---|---|---|---|
| Secured loans: | | | | | | | |
| Fixed rate | $ 8,277 | $15,792 | $ 7,480 | $ 1,975 | $ 1,209 | $ 247 | $ 34,980 |
| Floating rate | 5,785 | 8,356 | 10,519 | — | — | — | 24,660 |
| Direct finance leases | 70,940 | 57,748 | 34,888 | 28,686 | 14,755 | 9,743 | 216,760 |
| Total | $85,002 | $81,896 | $52,887 | $30,661 | $15,964 | $ 9,990 | $ 276,400 |

## 6. Allowance for Losses on Financing Receivables

A financing receivable is considered impaired when it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the agreement. As of December 31, 2017, the Company maintained a specific allowance for losses of $4,169 on financing receivables of $13,329 and a general allowance for losses of $2,974 on the remaining portfolio of financing receivables.

The Company monitors the internal risk rating of each customer. The internal risk rating was developed by the Company and is fully described in the Company's credit policies and procedures. The internal risk rating gives heavy weighting to collateral coverage and fixed charge coverage of the customer. It also takes into

account the customer's leverage as well as subjective factors including industry cyclicality, quality of management and liquidity. The internal risk ratings range from 1 to 8, with 1 being the best and 8 being the worst.

Customer's risk ratings are computed quarterly during a quarterly portfolio review process. If during the life of a transaction, a customer's risk rating is downgraded to a risk rating of 4 or beyond, the Company's credit team follows the procedures for monitoring the credit as specified in the Company's credit policies and procedures.

## 7. Equipment on Lease

At December 31, 2017, equipment under operating leases consists of a cost basis of $5,790, net of accumulated depreciation of $165 and a purchase accounting valuation discount of $594 for a net balance of $5,031. Total depreciation expense relating to equipment under operating leases was $165 for the Period and recorded as depreciation expense on the consolidated statement of operations.

Aggregate scheduled contractual payments to be received by year on equipment under operating leases are as follows:

| | |
|---|---|
| 2018 | $ 629 |
| 2019 | 629 |
| 2020 | 157 |
| | $1,415 |

## 8. Fixed Assets

At December 31, 2017, fixed assets, net consists of the following:

| | |
|---|---|
| Furniture and fixtures | $ 94 |
| Leasehold improvements | 59 |
| Computers | 59 |
| Automobile | 21 |
| Office equipment | 17 |
| Software | 11 |
| Telephone | 9 |
| Fixed assets, gross | 270 |
| Accumulated depreciation | (43) |
| Fixed assets, net | $227 |

Depreciation and amortization expense related to fixed assets totaled $43 for the Period. For the years ending 2018, 2019 and thereafter, the Company will recognize annual amortization expense related to software of $3, $3 and $2, respectively.

## 9. Senior Secured Credit Facility

Senior secured credit facility consists of the following at December 31, 2017:

| | |
|---|---|
| Senior secured credit facility, principal | $71,010 |
| Accrued interest payable | 224 |
| Unamortized deferred financing costs | (1,382) |
| Total senior secured credit facility | $69,852 |

At December 31, 2017, Fund I maintains a revolving credit facility (the "Facility") with total availability of $150,000. Interest is based on the London Interbank Offering Rate ("LIBOR"), plus an applicable margin. The applicable margin ranges from 2.50% to 2.75% based on Fund I's leverage ratio. The leverage ratio represents the ratio of the outstanding balance of the Facility to Fund I's total member's capital, as described in the Facility agreement. All assets of Fund I are pledged as collateral under the Facility. Fund I is also required to pay a 0.375% per annum unused line fee. Included in the total availability is a sublimit of $50,000 that is reserved to fund transactions in Canadian dollars ("CAD"). The Company provides a limited guaranty to the Facility for all interest, fees and expenses that cannot otherwise be charged to Fund I. The Facility is set to mature on July 31, 2021, with the principal payable in full at maturity.

The Facility requires Fund I and the Company to maintain certain periodic financial covenants surrounding capitalization, cash flow and default, delinquency and charge-off ratios. As of December 31, 2017, Fund I and the Company were in full compliance with all the requirements of the Facility.

## 10. Notes Payable

Notes payable at December 31, 2017 are as follows:

| | Issuer II | Issuer III | Total |
|---|---|---|---|
| Class A note principal | $ 1,209 | $27,871 | $29,080 |
| Class B note principal | 11,999 | 11,063 | 23,062 |
| Class C note principal | 10,154 | 9,360 | 19,514 |
| Unamortized discount on Class B notes | (32) | (275) | (307) |
| Unamortized discount on Class C notes | — | (866) | (866) |
| Unamortized deferred financing costs | (247) | (362) | (609) |
| Accrued interest payable | 26 | 62 | 88 |
| Total notes payable | $23,109 | $46,853 | $69,962 |

Issuer II issued $173,127 of equipment contract backed notes ("Issuance II") on October 10, 2014. Issuer II entered into an Indenture with US Bank National Association, as Trustee and Custodian ("Indenture II"), and issued Class A, Class B and Class C notes (collectively "Issuer II Notes"). Indenture II defines the terms of the transaction whereby equipment backed term loans and leases were pledged as collateral to secure the note holders. The Class A notes were rated A by DBRS and A3 by Moody's. The Class B and Class C notes were rated Baa2 and Ba2, respectively, by Moody's. Since inception, Class A notes were upgraded on December 31, 2015 by Moody's and then again on July 31, 2017 by DBRS and Class B notes were upgraded on December 31, 2015 by Moody's. As of December 31, 2017 the Moody's ratings for Class A, Class B and Class notes were A2, BAaa1 and Ba2, respectively, while Class A was rated AAA by DBRS.

Interest on the Issuer II Notes is fixed at 1.558%, 3.276% and 5.227% on the Class A, Class B and Class C notes, respectively. All contractual payments, excluding residuals, on Issuer II's leases and all principal and interest payments on Issuer II's loans are pledged as collateral under Issuance II. Class A notes mature in July 2018, the Class B notes mature in January 2019 and the Class C notes mature in September 2019. The Company incurred fees of $1,917 and other direct and incremental costs in connection with issuance of Issuer II's notes. Issuer II also engaged NEF to act as its servicer (the "Servicer") based on the servicing agreement signed on October 10, 2014.

Issuer III issued $151,469 of equipment contract backed notes ("Issuance III") on February 19, 2016. Issuer III entered into an Indenture with US Bank National Association, as Trustee and Custodian ("Indenture III"), and issued Class A, Class B and Class C notes (collectively "Issuer III Notes"). Indenture III defines the terms of the transaction whereby equipment backed term loans and leases were pledged as collateral to secure the note holders. The Class A notes were rated A by DBRS and A3 by Moody's. The Class B and Class C notes were rated Baa3 and Ba2, respectively, by Moody's. As of December 31, 2017, the DBRS rating for the Class A notes was upgraded to AA.

Interest on the Issuer III Notes is fixed at 3.61%, 4.75% and 5.00% on the Class A, Class B and Class C notes, respectively. All contractual payments, excluding lease residuals, on Issuer III's leases and all principal and interest payments on Issuer III's loans are pledged as collateral under Issuance III. Class A notes mature in February 2021, the Class B notes and Class C notes mature in January 2025. The Company incurred fees of $1,832 and other direct and incremental costs in connection with issuance of Issuer III's notes. Issuer III also engaged NEF to act as its servicer based on the servicing agreement signed on February 19, 2016.

Under the terms of Issuance II and Issuance III, the Issuers are required to maintain certain financial covenants surrounding net losses and delinquencies. As of December 31, 2017, both Issuer II and Issuer III were in full compliance with all covenants.

## 11. Employee Compensation and Benefit Plans

As of December 31, 2017, the Company employed personnel at its headquarters in Norwalk, Connecticut and its sales offices in Florida, Ohio, Texas, Colorado and California. Employee compensation and benefits are comprised of base salaries, discretionary bonuses, health care benefits, employer 401(k) contributions and payroll taxes. As a part of their employment agreements, certain members of senior management are eligible for an annual bonus amount which is calculated as a percentage of their annual salaries, based on the performance of NEF Holdings, as described in their employment agreements.

Effective August 1, 2017, the Company formed a Long Term Incentive Plan ("LTIP") that provides for an annual bonus pool to certain members of senior management based on the Company achieving certain performance criteria. For the Period, the Company has not expensed any amount for the LTIP.

The Company sponsors a 401(k) plan, where the Company contributes 3% of employees' annual earnings up to the maximum annual contribution amount as determined by the Internal Revenue Service.

## 12. Fair Value of Financial Instruments

FASB ASC 820, *Fair Value Measurements* ("ASC 820"), establishes a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect management's market assumptions.

These two types of inputs create the following fair value hierarchy:

*Level 1* – Quoted prices for identical instruments in active markets.

*Level 2* – Observable inputs other than quoted prices in active markets for identical assets and liabilities, such as interest rates and foreign exchange rates that are observable at commonly quoted intervals. Financial assets utilizing Level 2 inputs include currency swaps and interest rate caps.

*Level 3* – Unobservable inputs.

As of December 31, 2017, the Company measured its interest rate caps, at fair value on a recurring basis. Total fair value of such derivative instruments was $199, which was classified as Level 2 in the fair value hierarchy by the Company. The fair value of interest rate caps are measured using discounted cash flow calculations based on observable inputs from the relevant interest/exchange rate curves in effect at December 31, 2017.

ASC 820 also requires that the Company disclose estimated fair values for its financial instruments. No quoted market exists for the Company's financial instruments. Therefore, fair market estimates are based on judgments, risk characteristics of various financial instruments and other factors. Changes in these assumptions could significantly affect the estimates.

The Company estimates the carrying amounts of cash approximated its fair values as of December 31, 2017. Since there is no liquid secondary market for the Company's financing receivables, the Company estimated the fair value of its secured loans and net investment in direct finance leases by comparing the average yield of the portfolio to recent issuances of similar loans and leases. Based on the Company's review of the Amended Facility, which was executed on December 31, 2017, management determined that the carrying value of its senior secured credit facility approximated fair value. The Company examined the pricing of notes payable and determined that current market conditions would slightly impact the fair value of the existing Notes.

The carrying amount and estimated fair values of the Company's financial instruments at December 31, 2017 were as follows:

| | Carrying Amount | Estimated Fair Value |
|---|---|---|
| Financial assets: | | |
| Cash | $ 20,755 | $ 20,755 |
| Net investment in direct finance leases | 173,403 | 177,416 |
| Secured loans, net | 56,712 | 57,150 |
| Financial liabilities: | | |
| Notes payable | $ 69,962 | $ 70,223 |
| Senior secured credit facility | 69,852 | 69,852 |

## 13. Concentration of Credit Risk

Financing receivables subject the Company to credit risk. The Company monitors its portfolios by evaluating each of the customer's financial condition and collateral. The Company's maximum exposure to credit risk at December 31, 2017, without considering the underlying collateral, is represented by the carrying value of the financing receivables in the consolidated statement of financial condition.

The Company monitors its financing receivables for geographic (by collateral location) concentrations. The following table reflects such concentrations as of December 31, 2017:

| **Geographic Concentration** | |
|---|---|
| Texas | $ 51,272 |
| Kansas | 22,298 |
| Alberta (Canada) | 18,248 |
| California | 15,140 |
| Colorado | 9,878 |
| Ohio | 9,626 |
| Tennessee | 9,512 |
| Connecticut | 8,115 |
| Florida | 7,616 |
| North Carolina | 7,126 |
| Pennsylvania | 6,733 |
| Maine | 6,313 |
| New York | 5,396 |
| Nevada | 5,341 |
| Louisiana | 5,188 |
| Kentucky | 4,609 |
| Other U.S. states / Canada | 37,704 |
| Total financing receivables, gross | $ 230,115 |

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are implemented regarding the acceptability of types of collateral and valuation parameters. Typically, the Company obtains access to collateral either through direct ownership or by a first lien security interest.

The Company also monitors its financing receivables for collateral concentrations. The following table reflects such concentrations as of December 31, 2017:

| **Collateral Concentrations** | |
|---|---|
| Aircraft | $ 27,813 |
| Tractors | 25,293 |
| Trailers | 15,892 |
| Trucks | 14,033 |
| Busses | 13,235 |
| Construction equipment | 12,444 |
| Cranes | 11,776 |
| All other | 109,629 |
| Total financing receivables, gross | $ 230,115 |

## 14. Contingencies and Commitments

As of December 31, 2017, the Company had three U.S. and one Canadian revolver financing arrangements with a total outstanding balance of $9,122 and CAD$2,221 respectively, which are included in secured loans, net in the consolidated statement of financial condition. The Company's maximum commitments under the U.S. and Canadian revolvers were $10,000 and CAD$3,000, respectively, as of December 31, 2017.

## 15. Member's Capital

As discussed in Note 1, subsequent to the close of business on July 31, 2017, NEF Holdings was acquired by Solar, through its wholly owned subsidiaries, NEFCORP and NEFPASS. At December 31, 2017, NEFCORP owns 100 Class A units and NEFPASS owns 100 Class B units, which represent the entire capital of the Company.

## 16. Subsequent Events

The Company has evaluated subsequent events through February 15, 2018, the issuing date of the consolidated financial statements.

NEF Investments, LLC ("NEF Investments"), a wholly- owned subsidiary of NEF Holdings, was organized as a Delaware LLC on January 22, 2018. As of the issuing date of the consolidated financial statements, no transactions have been originated by NEF Investments.