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

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**FORM 10-Q**

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**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarter Ended September 30, 2017

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number: 814-00754

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**SOLAR CAPITAL LTD.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State of Incorporation)

**500 Park Avenue**  
**New York, N.Y.**  
(Address of principal executive offices)

**26-1381340**  
(I.R.S. Employer  
Identification No.)

**10022**  
(Zip Code)

**(212) 993-1670**

(Registrant's telephone number, including area code)

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 Exchange Act). Yes  No

The number of shares of the registrant's Common Stock, \$.01 par value, outstanding as of November 1, 2017 was 42,260,826.

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**SOLAR CAPITAL LTD.**  
**FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2017**  
**TABLE OF CONTENTS**

	<u>PAGE</u>	
<b>PART I. FINANCIAL INFORMATION</b>		
Item 1.	<a href="#">Financial Statements</a>	
	<a href="#">Consolidated Statements of Assets and Liabilities as of September 30, 2017 (unaudited) and December 31, 2016</a>	3
	<a href="#">Consolidated Statements of Operations for the three and nine months ended September 30, 2017 (unaudited) and the three and nine months ended September 30, 2016 (unaudited)</a>	4
	<a href="#">Consolidated Statements of Changes in Net Assets for the nine months ended September 30, 2017 (unaudited) and the year ended December 31, 2016</a>	5
	<a href="#">Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 (unaudited) and the nine months ended September 30, 2016 (unaudited)</a>	6
	<a href="#">Consolidated Schedule of Investments as of September 30, 2017 (unaudited)</a>	7
	<a href="#">Consolidated Schedule of Investments as of December 31, 2016</a>	12
	<a href="#">Notes to Consolidated Financial Statements (unaudited)</a>	16
	<a href="#">Report of Independent Registered Public Accounting Firm</a>	45
Item 2.	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	46
Item 3.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	72
Item 4.	<a href="#">Controls and Procedures</a>	72
<b>PART II. OTHER INFORMATION</b>		
Item 1.	<a href="#">Legal Proceedings</a>	73
Item 1A.	<a href="#">Risk Factors</a>	73
Item 2.	<a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	73
Item 3.	<a href="#">Defaults Upon Senior Securities</a>	73
Item 4.	<a href="#">Mine Safety Disclosures</a>	73
Item 5.	<a href="#">Other Information</a>	73
Item 6.	<a href="#">Exhibits</a>	73
	<a href="#">Signatures</a>	76

**PART I. FINANCIAL INFORMATION**

In this Quarterly Report, “Solar Capital”, “Company”, “Fund”, “we”, “us”, and “our” refer to Solar Capital Ltd. unless the context states otherwise.

**Item 1. Financial Statements**

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

	September 30, 2017 (unaudited)	December 31, 2016
<b>Assets</b>		
Investments at fair value:		
Companies less than 5% owned (cost: \$769,203 and \$815,955, respectively)	\$ 764,354	\$ 804,783
Companies 5% to 25% owned (cost: \$0 and \$8,511, respectively)	—	777
Companies more than 25% owned (cost: \$608,496 and \$477,491, respectively)	627,609	499,218
Cash	5,765	2,152
Cash equivalents (cost: \$199,679 and \$309,894, respectively)	199,679	309,894
Receivable for investments sold	7,925	13,602
Interest receivable	7,497	8,079
Dividends receivable	13,650	10,952
Other receivable	390	54
Prepaid expenses and other assets	1,193	1,036
<b>Total assets</b>	<b>\$ 1,628,062</b>	<b>\$ 1,650,547</b>
<b>Liabilities</b>		
Revolving credit facility (see notes 6 and 8)	\$ 175,000	\$ 115,200
Unsecured senior notes due 2022 (see notes 6 and 8)	150,000	50,000
Unsecured senior notes due 2042 (\$100,000 and \$100,000 face amounts, respectively, reported net of unamortized debt issuance costs of \$2,804 and \$2,886, respectively. See note 8)	97,196	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	199,680	309,894
Management fee payable (see note 3)	6,751	6,870
Performance-based incentive fee payable (see note 3)	4,329	4,412
Interest payable (see note 8)	4,390	2,225
Administrative services expense payable (see note 3)	2,092	3,289
Other liabilities and accrued expenses	537	1,137
<b>Total liabilities</b>	<b>\$ 706,879</b>	<b>\$ 732,040</b>
Commitments and contingencies (see notes 12, 13, 14 and 15)		
<b>Net Assets</b>		
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	990,011	989,732
Distributions in excess of net investment income	(12,831)	(11,847)
Accumulated net realized loss	(70,684)	(62,621)
Net unrealized appreciation	14,264	2,821
<b>Total net assets</b>	<b>\$ 921,183</b>	<b>\$ 918,507</b>
<b>Net Asset Value Per Share</b>	<b>\$ 21.80</b>	<b>\$ 21.74</b>

See notes to consolidated financial statements.

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

	Three months ended		Nine months ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
<b>INVESTMENT INCOME:</b>				
Interest:				
Companies less than 5% owned	\$ 21,465	\$ 29,076	\$ 64,882	\$ 83,375
Companies more than 25% owned	293	429	935	1,437
Dividends:				
Companies less than 5% owned	5	1	21	1
Companies more than 25% owned	13,726	9,852	37,080	29,604
Other income:				
Companies less than 5% owned	264	403	993	702
Companies more than 25% owned	394	37	516	81
Total investment income	<u>36,147</u>	<u>39,798</u>	<u>104,427</u>	<u>115,200</u>
<b>EXPENSES:</b>				
Management fees (see note 3)	\$ 6,751	\$ 7,318	\$ 20,037	\$ 21,245
Performance-based incentive fees (see note 3)	4,329	4,251	12,395	13,363
Interest and other credit facility expenses (see note 8)	5,348	8,519	15,974	19,083
Administrative services expense (see note 3)	1,346	1,617	3,994	4,417
Other general and administrative expenses	1,058	1,089	2,303	3,640
Total expenses	<u>18,832</u>	<u>22,794</u>	<u>54,703</u>	<u>61,748</u>
Net investment income	<u>\$ 17,315</u>	<u>\$ 17,004</u>	<u>\$ 49,724</u>	<u>\$ 53,452</u>
<b>REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, CASH EQUIVALENTS AND FOREIGN CURRENCIES:</b>				
Net realized gain (loss) on investments and cash equivalents:				
Companies less than 5% owned	\$ (28)	\$ 469	\$ 470	\$ 507
Companies 5% to 25% owned	(8,515)	301	(8,534)	201
Net realized gain (loss) on investments and cash equivalents	<u>(8,543)</u>	<u>770</u>	<u>(8,064)</u>	<u>708</u>
Net realized gain (loss) on foreign currencies				
Net realized gain (loss)	<u>2</u>	<u>(1)</u>	<u>1</u>	<u>1</u>
Net change in unrealized gain (loss) on investments and cash equivalents:				
Companies less than 5% owned	1,061	6,615	6,324	25,609
Companies 5% to 25% owned	8,511	(67)	7,734	60
Companies more than 25% owned	(1,182)	1,298	(2,614)	9,141
Net change in unrealized gain (loss) on investments and cash equivalents	<u>8,390</u>	<u>7,846</u>	<u>11,444</u>	<u>34,810</u>
Net change in unrealized loss on foreign currencies				
Net change in unrealized gain (loss)	<u>(1)</u>	<u>—</u>	<u>(1)</u>	<u>—</u>
Net realized and unrealized gain (loss) on investments, cash equivalents and foreign currencies	<u>(152)</u>	<u>8,615</u>	<u>3,380</u>	<u>35,519</u>
<b>NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>				
	<u>\$ 17,163</u>	<u>\$ 25,619</u>	<u>\$ 53,104</u>	<u>\$ 88,971</u>
<b>EARNINGS PER SHARE (see note 5)</b>				
	<u>\$ 0.41</u>	<u>\$ 0.61</u>	<u>\$ 1.26</u>	<u>\$ 2.11</u>

See notes to consolidated financial statements.

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

	Nine months ended September 30, 2017 (unaudited)	Year ended December 31, 2016
<b>Increase in net assets resulting from operations:</b>		
Net investment income	\$ 49,724	\$ 71,101
Net realized gain (loss)	(8,063)	776
Net change in unrealized gain	11,443	34,938
Net increase in net assets resulting from operations	<u>53,104</u>	<u>106,815</u>
<b>Distributions to stockholders:</b>		
From net investment income	(50,708)	(67,598)
<b>Capital transactions (see note 17):</b>		
Reinvestment of distributions	280	—
Repurchases of common stock	—	(3,408)
Net increase (decrease) in net assets resulting from capital transactions	<u>280</u>	<u>(3,408)</u>
Total increase in net assets	2,676	35,809
Net assets at beginning of period	918,507	882,698
Net assets at end of period(1)	<u>\$ 921,183</u>	<u>\$ 918,507</u>
<b>Capital stock activity:</b>		
Common stock issued from reinvestment of distributions	12,301	—
Common stock repurchased	—	(216,237)
Net increase (decrease) from capital stock activity	<u>12,301</u>	<u>(216,237)</u>

(1) Includes overdistributed net investment income of (\$12,831) and (\$11,847), respectively.

See notes to consolidated financial statements.

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

	Nine months ended	
	September 30, 2017	September 30, 2016
<b>Cash Flows from Operating Activities:</b>		
<b>Net increase in net assets resulting from operations</b>	\$ 53,104	\$ 88,971
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by (used in) operating activities:		
Net realized (gain) loss on investments and cash equivalents	8,064	(708)
Net realized gain on foreign currencies	(1)	(1)
Net change in unrealized (gain) loss on investments and cash equivalents	(11,444)	(34,810)
Net change in unrealized loss on foreign currencies	1	—
<b>(Increase) decrease in operating assets:</b>		
Purchase of investments	(351,516)	(372,727)
Proceeds from disposition of investments	267,739	358,767
Capitalization of payment-in-kind interest	(201)	—
Collections of payment-in-kind interest	173	243
Receivable for investments sold	5,677	2,006
Interest receivable	582	(328)
Dividends receivable	(2,698)	(1,266)
Other receivable	(336)	(29)
Prepaid expenses and other assets	(157)	(84)
<b>Increase (decrease) in operating liabilities:</b>		
Payable for investments and cash equivalents purchased	(110,214)	14,957
Management fee payable	(119)	795
Performance-based incentive fee payable	(83)	2,843
Administrative services expense payable	(1,197)	64
Interest payable	2,165	1,048
Other liabilities and accrued expenses	(600)	694
<b>Net Cash Provided by (Used in) Operating Activities</b>	<u>(141,061)</u>	<u>60,435</u>
<b>Cash Flows from Financing Activities:</b>		
Cash distributions paid	(50,423)	(50,785)
Proceeds from issuance of unsecured debt	100,000	—
Deferred financing costs	82	83
Repurchase of common stock	—	(3,408)
Proceeds from secured borrowings	452,200	570,000
Repayment of secured borrowings	(467,400)	(560,200)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<u>34,459</u>	<u>(44,310)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(106,602)	16,125
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	312,046	277,570
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<u>\$ 205,444</u>	<u>\$ 293,695</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	<u>\$ 13,809</u>	<u>\$ 18,035</u>

Non-cash financing activities consist of the reinvestment of distributions of \$280 and \$0 for the nine months ended September 30, 2017 and 2016, respectively.

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited)**  
**September 30, 2017**  
**(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
<b>Senior Secured Loans — 76.4%</b>									
<b>Bank Debt/Senior Secured Loans</b>									
AccentCare, Inc. (12)	Health Care Providers & Services	L+950	1.00%	10.82%	9/3/2015	9/3/2022	\$ 10,000	\$ 9,864	\$ 9,900
Aegis Toxicology Sciences Corporation (12)	Health Care Providers & Services	L+850	1.00%	9.83%	2/20/2014	8/24/2021	31,000	30,584	30,380
American Teleconferencing Services, Ltd. (PGI) (12).	Communications Equipment	L+650	1.00%	7.78%	5/5/2016	12/8/2021	21,924	21,374	21,486
Amerilife Group, LLC (12)	Insurance	L+875	1.00%	9.98%	7/9/2015	1/10/2023	15,000	14,766	14,850
Argo Turboserve Corporation & Argo Tech, LLC ††(12)	Air Freight & Logistics	L+1425 (11)	—	15.57%	5/2/2014	5/2/2018	11,799	11,459	11,799
AviatorCap SII, LLC I (3)(12)	Aerospace & Defense	—	—	12.00%	5/31/2011	1/31/2019	142	142	142
Bishop Lifting Products, Inc. (8)(12).	Trading Companies & Distributors	L+800	1.00%	9.24%	3/24/2014	3/27/2022	25,000	24,849	22,813
Datapipe, Inc. (12)	IT Services	L+800	1.00%	9.31%	8/14/2014	9/15/2019	27,000	26,723	27,270
DISA Holdings Acquisition Subsidiary Corp. (12)	Professional Services	L+850	1.00%	9.80%	12/9/2014	6/9/2021	51,476	50,979	51,476
Easyfinancial Services, Inc. (5)(6)(12)	Consumer Finance	BA+699	1.00%	8.31%	9/27/2012	10/4/2019	CS 10,000	9,261	8,014
Falmouth Group Holdings Corp. (AMPAC) (12)	Chemicals	L+675	1.00%	7.99%	12/7/2015	12/14/2021	\$ 9,467	9,430	9,467
Global Tel*Link Corporation	Communications Equipment	L+375	1.25%	5.33%	11/6/2015	5/23/2020	7,215	6,134	7,299
Global Tel*Link Corporation	Communications Equipment	L+775	1.25%	9.08%	5/21/2013	11/23/2020	18,500	18,304	18,469
Greystone Select Holdings LLC & Greystone & Co., Inc. (12)	Thrifths & Mortgage Finance	L+800	1.00%	9.26%	3/29/2017	4/17/2024	20,000	19,810	20,000
IHS Intermediate, Inc. (12)	Health Care Providers & Services	L+825	1.00%	9.56%	6/19/2015	7/20/2022	25,000	24,623	24,500
K2 Pure Solutions NoCal, L.P. (12)	Chemicals	L+900	1.00%	10.24%	8/19/2013	2/19/2021	7,475	7,393	7,232
Kore Wireless Group, Inc. (12)	Wireless Telecommunication Services	L+825	1.00%	9.58%	9/12/2014	3/12/2021	55,500	54,824	54,390
MRI Software LLC (12)	Software	L+600	1.00%	7.32%	6/7/2017	6/30/2023	15,210	15,061	15,058
PhyMed Management LLC (12)	Health Care Providers & Services	L+875	1.00%	10.07%	12/18/2015	5/18/2021	32,321	31,376	31,352
Rug Doctor LLC (3)(12)	Diversified Consumer Services	L+975	1.50%	11.25%	12/23/2013	12/31/2018	9,111	8,995	9,111
Salient Partners, L.P. (12)	Asset Management	L+850	1.00%	8.80%	6/10/2015	6/9/2021	14,180	13,989	14,180
Southern Auto Finance Company (6)(12)	Consumer Finance	—	—	11.15%	10/19/2011	12/4/2018	25,000	24,881	24,750
The Octave Music Group, Inc. (fka TouchTunes) (12)	Media	L+825	1.00%	9.57%	5/28/2015	5/27/2022	14,000	13,845	14,000
Varilease Finance, Inc. (12)	Multi-Sector Holdings	L+825	1.00%	9.55%	8/22/2014	8/24/2020	48,000	47,511	48,000
<b>Total Bank Debt/Senior Secured Loans</b>								<b>\$496,177</b>	<b>\$495,938</b>
<b>Life Science Senior Secured Loans</b>									
Achaogen, Inc. (6)(12)	Pharmaceuticals	L+699	1.00%	8.23%	8/5/2015	8/5/2019	23,958	\$ 24,728	\$ 24,917
aTyr Pharma, Inc. (12)	Pharmaceuticals	P+410	—	8.35%	11/18/2016	11/18/2020	7,500	7,472	7,575
Axcella Health Inc. (12)	Pharmaceuticals	L+880	—	10.04%	8/7/2015	8/31/2019	20,000	20,520	20,500
Breathe Technologies, Inc. (12)	Health Care Equipment & Supplies	L+830	—	9.54%	11/5/2015	11/5/2019	15,000	15,423	14,625
CardioDx, Inc. (12)	Health Care Providers & Services	P+670	—	10.95%	6/18/2015	4/1/2019	4,750	5,190	5,106
CardioFocus, Inc. (12)	Health Care Equipment & Supplies	L+750	—	8.73%	3/31/2017	7/1/2020	4,300	4,289	4,300
Cardiva Medical, Inc. (12)	Health Care Equipment & Supplies	L+865	—	9.89%	2/2/2017	2/2/2021	6,000	6,089	6,030
CAS Medical Systems, Inc. (12)	Health Care Equipment & Supplies	L+875	—	9.99%	6/30/2016	7/1/2020	6,000	6,063	6,045
Cianna Medical, Inc. (12)	Health Care Equipment & Supplies	L+900	—	10.24%	9/28/2016	9/28/2020	7,500	7,576	7,556
Clinical Ink, Inc. (12)	Health Care Technology	L+850	0.70%	9.74%	3/8/2016	3/8/2020	5,417	5,466	5,417
Conventus Orthopaedics, Inc. (12).	Health Care Equipment & Supplies	L+865	—	9.88%	6/15/2016	6/1/2020	5,250	5,263	5,093
Delphinus Medical Technologies, Inc. (12)	Health Care Equipment & Supplies	L+850	—	9.73%	8/18/2017	9/1/2021	3,750	3,647	3,675
Lumeris Solutions Company, LLC (12)	Health Care Technology	L+860	0.25%	9.83%	3/22/2017	2/1/2020	16,000	16,058	16,080
Mitralign, Inc. (12)	Health Care Equipment & Supplies	—	—	9.48%	4/22/2016	12/1/2018	1,042	1,036	1,036
Nabsys 2.0 LLC (12)	Life Sciences Tools & Services	—	—	8.90%	4/22/2016	10/13/2018	2,992	3,248	3,082
PQ Bypass, Inc. (12)	Health Care Equipment & Supplies	L+885	—	10.09%	4/21/2016	4/21/2020	5,000	4,992	4,975
Rapid Micro Biosystems, Inc. (12)	Life Sciences Tools & Services	L+880	—	10.04%	6/30/2015	6/30/2019	15,360	16,039	15,130
scPharmaceuticals, Inc. (12)	Pharmaceuticals	L+845	—	9.68%	5/23/2017	5/1/2021	5,000	4,938	4,925
Scynexis, Inc. (12)	Pharmaceuticals	L+849	—	9.72%	9/30/2016	9/30/2020	15,000	14,988	14,850
SentreHeart, Inc. (12)	Health Care Equipment & Supplies	L+885	—	10.09%	11/15/2016	11/15/2020	10,000	9,913	9,950
Sunesis Pharmaceuticals, Inc. (12)	Pharmaceuticals	L+854	—	9.77%	3/31/2016	4/1/2020	3,750	3,748	3,769
Trevi Therapeutics, Inc. (12)	Pharmaceuticals	L+775	—	8.99%	12/29/2014	6/29/2018	3,438	3,771	3,635
Vapotherm, Inc. (12)	Health Care Equipment & Supplies	L+899	—	10.23%	11/16/2016	5/16/2021	20,000	19,978	19,950
<b>Total Life Science Senior Secured Loans</b>								<b>\$210,435</b>	<b>\$208,221</b>
<b>Total Senior Secured Loans</b>								<b>\$706,612</b>	<b>\$704,159</b>

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share/unit amounts)**

Description	Industry	Interest Rate (1)	Acquisition Date	Maturity Date	Par Amount	Cost	Fair Value
<b>Equipment Financing—23.1%</b>							
Althoff Crane Service, Inc. (12)(14)	Commercial Services & Supplies	10.55%	7/31/2017	6/8/2022	\$ 1,564	\$ 1,564	\$ 1,564
BB578, LLC (12)(14)	Media	10.00%	7/31/2017	11/1/2021	832	832	836
Beverly Hills Limo and Corporate Coach, Inc. (12)(14)	Road & Rail	10.34%	7/31/2017	2/28/2018	136	136	135
Blue Star Materials II, LLC (12)(14)	Construction Materials	39.06%	7/31/2017	5/1/2018	170	170	170
Carl R. Bieber, Inc. (12)(14)	Hotels, Restaurants & Leisure	9.92%	7/31/2017	1/13/2024	1,417	1,417	1,413
Central Freight Lines, Inc. (12)(14)	Road & Rail	7.16%	7/31/2017	1/14/2024	2,043	2,043	2,043
Cfactor Leasing Corp. & CZM USA, Corp. (12)(14)	Machinery	12.00-12.12%	7/31/2017	5/31/2019-1/15/2021	2,979	2,979	3,027
Family First Freight, LLC (12)(14)	Road & Rail	10.11%	7/31/2017	1/22/2022	530	530	529
Haljoe Coaches USA, LLC (12)(14)	Road & Rail	8.12-8.57%	7/31/2017	7/1/2022-11/15/2022	5,348	5,348	5,348
Knight Transfer Services, Inc. & Dumpstr Xpress, Inc. (12)(14)	Commercial Services & Supplies	12.05-12.76%	7/31/2017	4/11/2020-4/30/2020	930	930	945
Logicorp Enterprises, LLC (12)(14)	Road & Rail	12.18%	7/31/2017	2/3/2021	4,214	4,214	4,214
Marcal Manufacturing, LLC dba Soundview Paper Company, LLC (12)(14)	Paper & Forest Products	12.91-12.98%	7/31/2017	7/30/2022-10/25/2022	1,720	1,720	1,720
Meridian Consulting I Corp, Inc. (12)(14)	Hotels, Restaurants & Leisure	10.72%	7/31/2017	12/4/2021	3,874	3,874	3,901
Moore Freight Service, Inc. (12)(14)	Road & Rail	10.22%	7/31/2017	6/20/2019	870	870	870
Mountain Air Helicopters, Inc. (12)(14)	Commercial Services & Supplies	10.00%	7/31/2017	4/30/2022	1,942	1,942	1,942
OKK Equipment, LLC (12)(14)	Commercial Services & Supplies	10.15%	7/31/2017	8/27/2023	732	732	733
Reston Limousine & Travel Service, Inc. (12)(14)	Road & Rail	11.81%	9/13/2017	10/1/2021	1,955	1,984	1,984
Roscco Crane & Rigging, Inc. (12)(14)	Commercial Services & Supplies	11.53%	8/25/2017	9/1/2022	739	739	739
Royal Coach Lines, Inc. (12)(14)	Road & Rail	10.03%	7/31/2017	8/28/2018	514	514	509
RVR Air Charter, LLC & RVR Aviation, LLC (12)(14)	Airlines	12.00%	7/31/2017	1/1/2022	1,609	1,609	1,609
Santek Environmental, LLC (12)(14)	Commercial Services & Supplies	10.00%	7/31/2017	3/1/2021	166	166	163
Santek Environmental of Alabama, LLC (12)(14)	Commercial Services & Supplies	8.95-10.00%	7/31/2017	12/18/2020-11/29/2021	270	270	268
Sidelines Tree Service LLC (12)(14)	Diversified Consumer Services	10.31%-10.52%	7/31/2017	8/1/2022-10/1/2022	543	545	546
Southern Nevada Oral & Maxillofacial Surgery, LLC (12)(14)	Health Care Providers & Services	12.00%	7/31/2017	3/1/2024	1,548	1,548	1,548
ST Coaches, LLC (12)(14)	Road & Rail	8.23-8.72%	7/31/2017	10/1/2022-11/18/2022	3,779	3,779	3,779
Sturgeon Services International Inc. (12)(14)	Energy Equipment & Services	17.07%	7/31/2017	2/28/2022	2,317	2,317	2,328
Sun-Tech Leasing of Texas, L.P. (12)(14)	Road & Rail	8.68-17.37%	7/31/2017	5/4/2018-7/25/2021	1,624	1,624	1,619
Superior Transportation, Inc. (12)(14)	Road & Rail	9.77-10.26%	7/31/2017	4/23/2022-11/25/2022	3,628	3,628	3,628
The Smedley Company & Smedley Services, Inc. (12)(14)	Commercial Services & Supplies	11.63%	7/31/2017	2/10/2024	3,190	3,190	3,190
Tornado Bus Company (12)(14)	Road & Rail	10.78%	7/31/2017	9/1/2021	2,862	2,862	2,853
Waste Services of Tennessee, LLC (12)(14)	Commercial Services & Supplies	8.95-10.15%	7/31/2017	2/7/2021-11/29/2021	1,040	1,040	1,038
Waste Services of Texas, LLC (12)(14)	Commercial Services & Supplies	8.95%	7/31/2017	12/6/2021	200	200	200
WJV658, LLC (12)(14)	Airlines	8.50%	7/31/2017	7/1/2022	8,587	8,587	8,587
W.P.M., Inc., WPM-Southern, LLC, WPM Construction Services, Inc. (12)(14)	Construction & Engineering	7.50%	7/31/2017	10/1/2022	4,175	4,175	4,175
					<b>Shares/Units</b>		
NEF Holdings, LLC Equity Interests (3)(12)(13)	Multi-Sector Holdings		7/31/2017		200	145,000	145,000
<b>Total Equipment Financing</b>						<b>\$213,078</b>	<b>\$213,153</b>
<b>Preferred Equity—1.5%</b>							
SOAGG LLC (3)(6)(7)	Aerospace & Defense	8.00%	12/14/2010	6/30/2020	4,577	\$ 4,577	\$ 4,900
SOINT, LLC (3)(6)(7)	Aerospace & Defense	15.00%	6/8/2012	6/30/2020	83,808	8,381	8,750
<b>Total Preferred Equity</b>						<b>\$ 12,958</b>	<b>\$ 13,650</b>

See notes to consolidated financial statements.



**SOLAR CAPITAL LTD.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share/unit amounts)**

Description	Industry	Acquisition Date	Shares/Units	Cost	Fair Value
<b>Common Equity/Equity Interests/Warrants—50.1%</b>					
Ark Real Estate Partners LP (2)(3)(12)*	Diversified Real Estate Activities	3/12/2007	—	\$ 527	\$ 263
Ark Real Estate Partners II LP (2)(3)(12)*	Diversified Real Estate Activities	10/23/2012	—	12	6
aTyr Pharma, Inc. Warrants (12)*	Pharmaceuticals	11/18/2016	68,604	89	157
B Riley Financial Inc. (6)	Research & Consulting Services	3/16/2007	38,015	2,684	648
CardioDx, Inc. Warrants (12)*	Health Care Providers & Services	6/18/2015	39,863	129	—
CardioFocus, Inc. Warrants (12)*	Health Care Equipment & Supplies	3/31/2017	357,643	42	37
CAS Medical Systems, Inc. Warrants (12)*	Health Care Equipment & Supplies	6/30/2016	48,491	38	2
Cianna Medical, Inc. Warrants (12)*	Health Care Equipment & Supplies	9/28/2016	112,158	47	41
Conventus Orthopaedics, Inc. Warrants (12)*	Health Care Equipment & Supplies	6/15/2016	157,500	65	46
Crystal Financial LLC (3)(6)(12)	Diversified Financial Services	12/28/2012	280,303	280,737	304,700
Delphinus Medical Technologies, Inc. Warrants (12)*	Health Care Equipment & Supplies	8/18/2017	380,904	74	66
Essence Group Holdings Corporation (Lumeris) Warrants (12)*	Health Care Technology	3/22/2017	208,000	63	163
PQ Bypass, Inc. Warrants (12)*	Health Care Equipment & Supplies	4/21/2016	176,471	70	41
RD Holdco Inc. (Rug Doctor) (3)(12)*	Diversified Consumer Services	12/23/2013	231,177	15,683	10,075
RD Holdco Inc. (Rug Doctor) Class B (3)(12)*	Diversified Consumer Services	12/23/2013	522	5,216	5,216
RD Holdco Inc. (Rug Doctor) Warrants (3)(12)*	Diversified Consumer Services	12/23/2013	30,370	381	34
Scynexis, Inc. Warrants (12)*	Pharmaceuticals	9/30/2016	122,435	105	7
Senior Secured Unitranche Loan Program LLC (3)(6)(12)	Asset Management	11/25/2015	—	90,591	90,282
Senior Secured Unitranche Loan Program II LLC (3)(6)(12)	Asset Management	8/5/2016	—	48,254	49,130
SentreHeart, Inc. Warrants (12)*	Health Care Equipment & Supplies	11/15/2016	261,825	126	85
Sunesis Pharmaceuticals, Inc. Warrants (12)*	Pharmaceuticals	3/31/2016	104,001	118	2
<b>Total Common Equity/Equity Interests/Warrants</b>				<b>\$ 445,051</b>	<b>\$ 461,001</b>
<b>Total Investments (9)—151.1%</b>				<b>\$1,377,699</b>	<b>\$1,391,963</b>
<b>Par Amount</b>					
<b>Cash Equivalents—21.7%</b>					
U.S. Treasury Bill, 11/30/2017	Government	9/29/2017	\$ 200,000	\$ 199,679	\$ 199,679
<b>Total Investments &amp; Cash Equivalents—172.8%</b>				<b>\$1,577,378</b>	<b>\$1,591,642</b>
Liabilities in Excess of Other Assets—(7.8%)					(670,459)
<b>Net Assets—100.0%</b>					<b>\$ 921,183</b>

- (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 September 30, 2017.
- (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 (unaudited) (continued)**  
**September 30, 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 nine months ended September 30, 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 September 30, 2017
Ark Real Estate Partners LP	\$ 336	\$ —	\$ —	\$ —	\$ (73)	\$ —	\$ 263
Ark Real Estate Partners II LP	8	—	—	—	(2)	—	6
AviatorCap SII, LLC I	497	—	355	—	—	29	142
Crystal Financial LLC	305,000	—	—	—	(300)	23,700	304,700
NEF Holdings, LLC	—	145,000	—	—	—	2,395	145,000
RD Holdco Inc. (Rug Doctor, common equity)	13,574	—	—	—	(3,499)	—	10,075
RD Holdco Inc. (Rug Doctor, class B)	5,216	—	—	—	—	—	5,216
RD Holdco Inc. (Rug Doctor, warrants)	168	—	—	—	(134)	—	34
Rug Doctor LLC	9,111	—	—	—	(69)	860	9,111
Senior Secured Unitranche Loan Program LLC ("SSLP")	100,653	—	11,288	—	917	6,414	90,282
Senior Secured Unitranche Loan Program II LLC ("SSLP II")	47,363	4,436	3,145	—	476	3,805	49,130
SOAGG LLC	5,806	—	1,046	—	140	305	4,900
SOINT, LLC	2,386	—	2,386	—	(6)	60	—
SOINT, LLC (preferred equity)	9,100	—	286	—	(64)	963	8,750
	<u>\$ 499,218</u>	<u>\$ 149,436</u>	<u>\$ 18,506</u>	<u>\$ —</u>	<u>\$ (2,614)</u>	<u>\$ 38,531</u>	<u>\$ 627,609</u>

(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 nine months ended September 30, 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 September 30, 2017
Direct Buy Inc. (common equity)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Direct Buy Inc. (senior secured loan)	777	333	11,439	(8,511)	7,734	—	—
DSW Group Holdings LLC	—	—	—	(23) <sup>†</sup>	—	—	—
	<u>\$ 777</u>	<u>\$ 333</u>	<u>\$ 11,439</u>	<u>\$ (8,534)</u>	<u>\$ 7,734</u>	<u>\$ —</u>	<u>\$ —</u>

- (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 September 30, 2017, on a fair value basis, non-qualifying assets in the portfolio represented 31.4% 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 \$8,367; aggregate gross unrealized appreciation and depreciation for federal tax purposes is \$27,570 and \$19,203, respectively, based on a tax cost of \$1,383,596. 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.
- (11) Spread is 12.25% Cash / 2.00% PIK.

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands)**

- (12) Investment valued using significant unobservable inputs.  
(13) NEF Holdings, LLC is held through NEFCORP LLC, a wholly-owned consolidated taxable subsidiary and NEFPASS LLC, a wholly-owned consolidated subsidiary.  
(14) Indicates an investment that is wholly held by Solar Capital Ltd. through NEFPASS LLC.  
\* Non-income producing security.  
† Represents estimated change in receivable balance.  
†† Investment contains a payment-in-kind (“PIK”) feature.

<b>Industry Classification</b>	<b>Percentage of Total Investments (at fair value) as of September 30, 2017</b>
Diversified Financial Services (Crystal Financial LLC)	21.9%
Multi-Sector Holdings (includes NEF Holdings, LLC)	13.9%
Asset Management (includes SSLP and SSLP II)	11.0%
Health Care Providers & Services	7.4%
Health Care Equipment & Supplies	6.0%
Pharmaceuticals	5.7%
Wireless Telecommunication Services	3.9%
Professional Services	3.7%
Communications Equipment	3.4%
Consumer Finance	2.3%
Road & Rail	2.0%
IT Services	2.0%
Diversified Consumer Services	1.8%
Trading Companies & Distributors	1.6%
Health Care Technology	1.5%
Thriffs & Mortgage Finance	1.4%
Life Sciences Tools & Services	1.3%
Chemicals	1.2%
Software	1.1%
Insurance	1.1%
Media	1.1%
Aerospace & Defense	1.0%
Air Freight & Logistics	0.9%
Commercial Services & Supplies	0.8%
Airlines	0.7%
Hotels, Restaurants & Leisure	0.4%
Construction & Engineering	0.3%
Machinery	0.2%
Energy Equipment & Services	0.2%
Paper & Forest Products	0.1%
Research & Consulting Services	0.1%
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
<b>Bank Debt/Senior Secured Loans—</b>									
<b>85.8%</b>									
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
Entegron, 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.	Thriffs & 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
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

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	Spread Above Index (10)	LIBOR Floor	Interest Rate (1)	Acquisition Date	Maturity Date	Par Amount	Cost	Fair Value
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
<b>Total Bank Debt/Senior Secured Loans</b>								<b>\$804,917</b>	<b>\$788,254</b>
<b>Subordinated Debt/Corporate Notes—3.1%</b>									
Aleagus Technologies Holdings Corp.	Health Care Technology	L+1200	1.00%	13.00%	6/24/2012	2/15/2019	28,200	\$ 27,937	\$ 28,059
							<b>Shares/Units</b>		
<b>Preferred Equity—1.6%</b>									
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
<b>Total Preferred Equity</b>								<b>\$ 14,289</b>	<b>\$ 14,906</b>
<b>Common Equity/Equity Interests/Warrants—51.6%</b>									
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
<b>Total Common Equity/Equity Interests/Warrants</b>								<b>\$ 454,814</b>	<b>\$ 473,559</b>
<b>Total Investments (9)—142.1%</b>								<b>\$1,301,957</b>	<b>\$1,304,778</b>
							<b>Par Amount</b>		
<b>Cash Equivalents—33.7%</b>									
U.S. Treasury Bill	Government				12/29/2016	2/2/2017	\$ 310,000	\$ 309,894	\$ 309,894
<b>Total Investments &amp; Cash Equivalents—175.8%</b>								<b>\$ 1,611,851</b>	<b>\$ 1,614,672</b>
<b>Liabilities in Excess of Other Assets—(75.8%)</b>									<b>(696,165)</b>
<b>Net Assets—100.0%</b>									<b>\$ 918,507</b>

See notes to consolidated financial statements.

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

- (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.
- (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
	<u>\$ 424,570</u>	<u>\$ 118,923</u>	<u>\$ 51,680</u>	<u>\$ (30)</u>	<u>\$ 42,614</u>	<u>\$ 499,218</u>

- (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†	—	—
	<u>\$ 1,233</u>	<u>\$ 1,238</u>	<u>\$ —</u>	<u>\$ 197</u>	<u>\$ —</u>	<u>\$ 777</u>

- (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.

See notes to consolidated financial statements.

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

<b>Industry Classification</b>	<b>Percentage of Total Investments (at fair value) as of December 31, 2016</b>
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	<u>100.0%</u>

See notes to consolidated financial statements.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**  
**September 30, 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 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, 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 U.S. generally accepted accounting principles ("GAAP"), and include the accounts of the Company and its 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.

Interim consolidated financial statements are prepared in accordance with GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Regulation S-X, as appropriate. Accordingly, they may not include all of the information and notes required by GAAP for annual consolidated financial statements. GAAP requires management to make estimates and assumptions that affect the reported



**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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.

In the opinion of management, all adjustments, which are of a normal recurring nature, considered necessary for the fair presentation of our consolidated 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.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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 nine months ended September 30, 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

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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.

- (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 annually. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP.
- (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 (unaudited) (continued)**  
**September 30, 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 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") intended 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.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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.

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; (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

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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 three and nine months ended September 30, 2017 and 2016.

For the three and nine months ended September 30, 2017, the Company recognized \$6,751 and \$20,037, respectively, in base management fees and \$4,329 and \$12,395, respectively, in performance-based incentive fees. For the three and nine months ended September 30, 2016, the Company recognized \$7,318 and \$21,245, respectively, in base management fees and \$4,251 and \$13,363, respectively, in performance-based incentive fees.

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 three and nine months ended September 30, 2017, the Company recognized expenses under the Administration Agreement of \$1,346 and \$3,994, respectively. For the three and nine months ended September 30, 2016, the Company recognized expenses under the Administration Agreement of \$1,617 and \$4,417, respectively. No managerial assistance fees were accrued or collected for the three and nine months ended September 30, 2017 and 2016.

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

At September 30, 2017, the Company's total net assets and net asset value per share were \$921,183 and \$21.80, respectively. This compares to total net assets and net asset value per share at December 31, 2016 of \$918,507 and \$21.74, respectively.

#### **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 three and nine months ended September 30, 2017 and 2016:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
<u>Earnings per share (basic &amp; diluted)</u>				
Numerator—net increase in net assets resulting from operations:	\$ 17,163	\$ 25,619	\$ 53,104	\$ 88,971
Denominator—weighted average shares:	42,260,826	42,248,525	42,256,636	42,261,372
Earnings per share:	\$ 0.41	\$ 0.61	\$ 1.26	\$ 2.11

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**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).

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.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

The following tables present the balances of assets and liabilities measured at fair value on a recurring basis, as of September 30, 2017 and December 31, 2016:

**Fair Value Measurements**  
**As of September 30, 2017**

	Level 1	Level 2	Level 3	Measured at Net Asset Value*	Total
<b>Assets:</b>					
Senior Secured Loans	\$ —	\$25,768	\$ 678,391	\$ —	\$ 704,159
Equipment Financing	—	—	213,153	—	213,153
Preferred Equity	—	—	13,650	—	13,650
Common Equity/Equity Interests/Warrants	648	—	320,941	139,412	461,001
Total Investments	<u>\$ 648</u>	<u>\$25,768</u>	<u>\$1,226,135</u>	<u>\$ 139,412</u>	<u>\$1,391,963</u>
<b>Liabilities:</b>					
Credit Facility and 2022 Unsecured Notes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 375,000</u>	<u>\$ —</u>	<u>\$ 375,000</u>

\* 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 13 & 14, 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.

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

	Level 1	Level 2	Level 3	Measured at Net Asset Value*	Total
<b>Assets:</b>					
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	<u>\$ 701</u>	<u>\$28,744</u>	<u>\$1,127,317</u>	<u>\$ 148,016</u>	<u>\$1,304,778</u>
<b>Liabilities:</b>					
Credit Facility, Senior Secured Notes and 2022 Unsecured Notes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 290,200</u>	<u>\$ —</u>	<u>\$ 290,200</u>



**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

\* 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 following tables provide a summary of the changes in fair value of Level 3 assets and liabilities for the nine months ended September 30, 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 September 30, 2017 and December 31, 2016:

**Fair Value Measurements Using Level 3 Inputs**

	<u>Senior Secured Loans</u>	<u>Equipment Financing</u>	<u>Subordinated Debt/ Corporate Notes</u>	<u>Preferred Equity</u>	<u>Common Equity/ Equity Interests/ Warrants</u>
<b>Fair value, December 31, 2016</b>	\$ 759,510	\$ —	\$ 28,059	\$ 14,906	\$ 324,842
Total gains or losses included in earnings:					
Net realized gain (loss)	(8,093)	—	—	—	—
Net change in unrealized gain (loss)	14,236	76	(122)	75	(4,133)
Purchase of investment securities	131,764	214,938	36	—	232
Proceeds from dispositions of investment securities.	(219,026)	(1,861)	(27,973)	(1,331)	—
Transfers in/out of Level 3	—	—	—	—	—
<b>Fair value, September 30, 2017</b>	<u>\$ 678,391</u>	<u>\$ 213,153</u>	<u>\$ —</u>	<u>\$ 13,650</u>	<u>\$ 320,941</u>
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)	<u>\$ 6,943</u>	<u>\$ 76</u>	<u>\$ —</u>	<u>\$ 75</u>	<u>\$ (4,133)</u>

During the nine months ended September 30, 2017, there were no transfers in and out of Levels 1 and 2.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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 nine months ended September 30, 2017:

	For the nine months ended September 30, 2017
<b>Credit Facility, Senior Secured Notes and 2022 Unsecured Notes</b>	
Beginning fair value	\$ 290,200
Net realized (gain) loss	—
Net change in unrealized (gain) loss	—
Borrowings	552,200
Repayments	(467,400)
Transfers in/out of Level 3	—
Ending fair value	<u>\$ 375,000</u>

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 September 30, 2017, there were borrowings of \$225,000 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
<b>Fair value, December 31, 2015</b>	\$ 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	—	—	—	—
<b>Fair value, December 31, 2016</b>	<u>\$ 759,510</u>	<u>\$ 28,059</u>	<u>\$ 14,906</u>	<u>\$ 324,842</u>
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)	<u>\$ 6,943</u>	<u>\$ 602</u>	<u>\$ (452)</u>	<u>\$ 8,362</u>

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

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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:

	<b>For the year ended December 31, 2016</b>
<b><u>Credit Facility, Senior Secured Notes and 2022 Unsecured Notes</u></b>	
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	<u>\$ 290,200</u>

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.

**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.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

Quantitative information about the Company's Level 3 asset and liability fair value measurements as of September 30, 2017 is summarized in the table below:

	<u>Asset or Liability</u>	<u>Fair Value at September 30, 2017</u>	<u>Principal Valuation Technique/Methodology</u>	<u>Unobservable Input</u>	<u>Range (Weighted Average)</u>
Senior Secured Loans	Asset	\$ 678,391	Yield Analysis	Market Yield	7.7% - 19.5% (11.6%)
Equipment Financing	Asset	\$ 68,153	Yield Analysis	Market Yield	7.2% - 39.1% (10.3%)
		\$ 145,000	Enterprise Value	Return on Equity	11.7% - 11.7% (11.7%)
Preferred Equity	Asset	\$ 13,650	Yield Analysis	Market Yield	6.7% - 14.1% (11.4%)
Common Equity/Equity Interests/Warrants	Asset	\$ 16,241	Enterprise Value	EBITDA Multiple	5.5x - 6.5x (6.3x)
		\$ 304,700	Enterprise Value	Return on Equity	7.2% - 13.2% (13.2%)
Credit Facility	Liability	\$ 225,000	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% - 4.6% (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:

	<u>Asset or Liability</u>	<u>Fair Value at December 31, 2016</u>	<u>Principal Valuation Technique/Methodology</u>	<u>Unobservable Input</u>	<u>Range (Weighted Average)</u>
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%)

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 is exposed to foreign exchange risk through its investments denominated in foreign currencies. The Company may mitigate this risk through the use of foreign currency forward contracts, borrowing in local currency under its Credit Facility, or similar. 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 September 30, 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 September 30, 2017 and December 31, 2016.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**Note 8. Debt**

*Unsecured Senior Notes*

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 will mature on November 15, 2042 and may be 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 bear 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 are direct senior unsecured obligations of the Company.

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 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.

*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 non-extending lenders and terminated their commitments, reducing total outstanding revolving credit commitments by \$110,000 to \$395,000. At September 30, 2017, outstanding USD equivalent borrowings under the Credit Facility totaled \$225,000, composed of \$175,000 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.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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 nine months ended September 30, 2017 and the year ended December 31, 2016 was 4.88% 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 and the 2042 Unsecured Notes (collectively the “Credit Facilities”), if any. During the nine months ended September 30, 2017, the Company expensed \$591 in conjunction with the February 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 issue of the 2022 Unsecured Notes. The maximum amounts borrowed on the Credit Facilities during the nine months ended September 30, 2017 and the year ended December 31, 2016 were \$520,000 and \$610,900, respectively.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**Note 9. Financial Highlights and Senior Securities Table**

The following is a schedule of financial highlights for the nine months ended September 30, 2017 and for the year ended December 31, 2016:

	Nine months ended September 30, 2017 (unaudited)	Year ended December 31, 2016
<b>Per Share Data: (a)</b>		
Net asset value, beginning of year	\$ 21.74	\$ 20.79
Net investment income	1.18	1.68
Net realized and unrealized gain	0.08	0.84
Net increase in net assets resulting from operations	1.26	2.52
<b>Distributions to stockholders:</b>		
From net investment income	(1.20)	(1.60)
Anti-dilution	—	0.03
Net asset value, end of period	\$ 21.80	\$ 21.74
Per share market value, end of period	\$ 21.64	\$ 20.82
Total Return (b)	9.71%	37.49%
Net assets, end of period	\$ 921,183	\$ 918,507
Shares outstanding, end of period	42,260,826	42,248,525
<b>Ratios to average net assets (c):</b>		
Net investment income	5.41%	7.91%
Operating expenses	4.21%	6.25%
Interest and other credit facility expenses*	1.74%	2.73%
Total expenses	5.95%	8.98%
Average debt outstanding	\$ 389,145	\$ 495,795
Portfolio turnover ratio	20.5%	31.0%

(a) Calculated using the average shares outstanding method.

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

(c) Not annualized for periods less than one year.

\* Ratios shown without the non-recurring costs associated with the amendment of the Credit Facility and establishment of the 2022 Unsecured Notes would be 1.67% and 2.39%, respectively for the periods shown.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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.

<b>Class and Year</b>	<b>Total Amount Outstanding (1)</b>	<b>Asset Coverage Per Unit (2)</b>	<b>Involuntary Liquidating Preference Per Unit (3)</b>	<b>Average Market Value Per Unit (4)</b>
<b>Revolving Credit Facility</b>				
Fiscal 2017 (through September 30, 2017)	\$ 175,000	\$ 1,083	—	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
<b>2022 Unsecured Notes</b>				
Fiscal 2017 (through September 30, 2017)	\$ 150,000	\$ 928	—	N/A
Fiscal 2016	50,000	430	—	N/A
<b>2042 Unsecured Notes</b>				
Fiscal 2017 (through September 30, 2017)	\$ 100,000	\$ 619	—	\$ 1,014
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
<b>Senior Secured Notes</b>				
Fiscal 2017 (through September 30, 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
<b>Term Loans</b>				
Fiscal 2017 (through September 30, 2017)	\$ 50,000	\$ 309	—	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
<b>Total Senior Securities</b>				
Fiscal 2017 (through September 30, 2017)	\$ 475,000	\$ 2,939	—	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



**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

- 
- (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 September 30, 2017, asset coverage was 293.9%.
  - (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 are 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 \$101,360, \$100,175, \$98,196, \$94,301, \$93,392, and \$92,302, respectively.

**Note 10. 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 September 30, 2017 Crystal Financial LLC had 27 funded commitments to 24 different issuers with a total par value of approximately \$369,324 on total assets of \$459,401. 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 September 30, 2017 and December 31, 2016, the largest loan outstanding totaled \$40,069 and \$36,255, respectively. For the same periods, the average exposure per issuer was \$15,389 and \$14,751, respectively. Crystal Financial LLC’s credit facility, which is non-recourse to Solar Capital, had approximately \$175,744 and \$175,422 of borrowings outstanding at September 30, 2017 and December 31, 2016, respectively. For the three months ended September 30, 2017 and 2016, Crystal Financial LLC had net income of \$7,749 and \$4,720, respectively, on gross income of \$11,716 and \$15,941, respectively. For the nine months ended September 30, 2017 and 2016, Crystal Financial LLC had net income of \$23,619 and \$22,384, respectively, on gross income of \$39,755 and \$49,004, respectively. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions. The latest audited financial statements for Crystal Financial LLC were attached to our most recent Form 10-K filing with the SEC.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**Note 11. 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. 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 for the year ended December 31, 2016 was \$3,408. On October 7, 2016, the Company's stock repurchase program expired.

**Note 12. Commitments and Contingencies**

The Company had unfunded debt and equity commitments to various delayed draw loans as well as to Crystal Financial LLC. The total amount of these unfunded commitments as of September 30, 2017 and December 31, 2016 is \$54,874 and \$64,013, respectively, comprised of the following:

	September 30, 2017	December 31, 2016
Crystal Financial LLC	\$ 44,263	\$ 44,263
Delphinus Medical Technologies, Inc.	3,750	—
aTyr Pharma, Inc	2,500	5,000
MRI Software LLC	2,361	—
CardioFocus, Inc	2,000	—
Vapotherm, Inc	—	10,000
SentreHeart, Inc	—	2,500
Conventus Orthopaedics, Inc.	—	2,250
<b>Total Commitments*</b>	<b>\$ 54,874</b>	<b>\$ 64,013</b>

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

As of September 30, 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

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

Program LLC (“SSLP”) disclosed in Note 13, Senior Secured Unitranche Loan Program II LLC (“SSLP II”) disclosed in Note 14 and Solar Life Science Program LLC (“LSJV”) disclosed in Note 15.

**Note 13. 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 \$71,798 and \$67,148 of borrowings outstanding as of September 30, 2017 and December 31, 2016, respectively. As of September 30, 2017 and December 31, 2016, the Company and Voya had contributed combined equity capital in the amount of \$103,533 and \$116,433, respectively. Of the \$103,533 of contributed equity capital at September 30, 2017, the Company contributed \$29,884 in the form of investments and \$60,707 in the form of cash and Voya contributed \$12,942 in the form of cash. As of September 30, 2017, the Company and Voya’s remaining commitments to SSLP totaled \$84,409 and \$12,058, 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 September 30, 2017 and December 31, 2016, SSLP had total assets of \$178,585 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 three months ended September 30, 2017 and September 30, 2016, SSLP invested \$1,694 in 2 portfolio companies and \$5,194 in 2 portfolio companies, respectively. Investments prepaid

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

totaled \$2,574 for the three months ended September 30, 2017 and \$364 for the three months ended September 30, 2016. At September 30, 2017 and December 31, 2016, the weighted average yield of SSLP's portfolio was 7.7% and 7.4%, respectively, measured at fair value and 7.8% and 7.5%, respectively, measured at cost.

**SSLP Portfolio as of September 30, 2017**

<b>Description</b>	<b>Industry</b>	<b>Spread Above Index (1)</b>	<b>LIBOR Floor</b>	<b>Interest Rate (2)</b>	<b>Maturity Date</b>	<b>Par Amount</b>	<b>Cost</b>	<b>Fair Value (3)</b>
AccentCare, Inc.	Health Care Providers & Services	L+575	1.00%	7.08%	9/3/21	\$12,652	\$ 12,616	\$ 12,652
Alera Group Intermediate Holdings, Inc.	Insurance	L+550	1.00%	6.74%	12/30/22	14,644	14,512	14,607
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.32%	8/1/21	3,167	3,142	3,167
Empower Payments Acquisition, Inc. (RevSpring)	Professional Services	L+550	1.00%	6.83%	11/30/23	13,771	13,521	13,771
Falmouth Group Holdings Corp. (AMPAC) (4)	Chemicals	L+675	1.00%	7.99%	12/14/21	32,271	31,905	32,271
Island Medical Management Holdings, LLC	Health Care Providers & Services	L+550	1.00%	6.83%	9/1/22	13,743	13,614	13,606
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.80%	7/5/22	23,288	22,995	23,114
PPT Management Holdings, LLC	Health Care Providers & Services	L+600	1.00%	7.33%	12/16/22	11,910	11,804	11,672
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+425	1.00%	5.58%	11/25/21	1,925	1,911	1,925
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+829	1.00%	9.62%	11/25/21	22,250	21,913	21,805
VetCor Professional Practices LLC	Health Care Facilities	L+600	1.00%	7.33%	4/20/21	23,606	23,460	23,369
							<u>\$171,393</u>	<u>\$171,959</u>

- (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 September 30, 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 (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**SSLP Portfolio as of December 31, 2016 (audited)**

<u>Description</u>	<u>Industry</u>	<u>Spread Above Index (1)</u>	<u>LIBOR Floor</u>	<u>Interest Rate (2)</u>	<u>Maturity Date</u>	<u>Par Amount</u>	<u>Cost</u>	<u>Fair Value (3)</u>
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
							<u>\$180,233</u>	<u>\$180,490</u>

- (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 (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

Below is certain summarized financial information for SSLP as of September 30, 2017 and December 31, 2016 and for the three and nine months ended September 30, 2017 and 2016:

	September 30, 2017	December 31, 2016 (audited)
<b>Selected Balance Sheet Information for SSLP:</b>		
Investments at fair value (cost \$171,393 and \$180,233, respectively)	\$ 171,959	\$ 180,490
Cash and other assets.	6,626	4,326
Total assets	\$ 178,585	\$ 184,816
Debt outstanding	\$ 71,798	\$ 67,148
Distributions payable	2,286	1,688
Interest payable and other credit facility related expenses	1,108	660
Accrued expenses and other payables	213	287
Total liabilities	\$ 75,405	\$ 69,783
Members' equity	\$ 103,180	\$ 115,033
Total liabilities and members' equity	\$ 178,585	\$ 184,816

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
<b>Selected Income Statement Information for SSLP:</b>				
Interest income	\$ 3,495	\$ 2,615	\$ 10,730	\$ 6,374
Service fees*	\$ 28	\$ 23	\$ 89	\$ 58
Interest and other credit facility expenses	1,109	582**	2,795	3,233**
Other general and administrative expenses	21	37	96	102
Total expenses	1,158	642	2,980	3,393
Net investment income	\$ 2,337	\$ 1,973	\$ 7,750	\$ 2,981
Realized gain on investments	—	—	127	—
Net change in unrealized gain on investments	88	251	310	159
Net realized and unrealized gain on investments	88	251	437	159
Net income	\$ 2,425	\$ 2,224	\$ 8,187	\$ 3,140

\* 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 periods shown. For the three and nine months ended September 30, 2016, these amounts totaled \$140 and \$2,788, respectively.

**Note 14. 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

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

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 \$49,188 and \$32,950 of borrowings outstanding as of September 30, 2017 and December 31, 2016, respectively. As of September 30, 2017 and December 31, 2016, the Company and WFI contributed combined equity capital in the amount of \$59,831 and \$58,231, respectively. Of the \$59,831 of contributed equity capital at September 30, 2017, the Company contributed \$43,498 in the form of investments and \$4,756 in the form of cash and WFI contributed \$11,577 in the form of cash. As of September 30, 2017, the Company and WFI’s remaining commitments to SSLP II totaled \$26,769 and \$6,423, 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 September 30, 2017 and December 31, 2016, SSLP II had total assets of \$121,778 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 three months ended September 30, 2017, SSLP II invested \$11,668 in 5 portfolio companies. For the period August 5, 2016 (commencement of operations) through September 30, 2016, SSLP II invested \$65,630 in 8 portfolio companies. Investments prepaid totaled \$1,380 for the three months ended September 30, 2017. Investments prepaid for the period August 5, 2016 (commencement of operations) through September 30, 2016 totaled \$266. At September 30, 2017 and December 31, 2016, the weighted average yield of SSLP II’s portfolio was 7.7% and 7.6%, respectively, measured at fair value and 8.0% and 7.9%, respectively, measured at cost.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**SSLP II Portfolio as of September 30, 2017**

<b>Description</b>	<b>Industry</b>	<b>Spread Above Index (1)</b>	<b>LIBOR Floor</b>	<b>Interest Rate (2)</b>	<b>Maturity Date</b>	<b>Par Amount</b>	<b>Cost</b>	<b>Fair Value (3)</b>
AccentCare, Inc.	Health Care Providers & Services	L+575	1.00%	7.08%	9/3/21	\$ 6,913	\$ 6,882	\$ 6,913
Alera Group Intermediate Holdings, Inc.	Insurance	L+550	1.00%	6.74%	12/30/22	5,491	5,442	5,478
American Teleconferencing Services, Ltd. (PGI) (4)	Communications Equipment	L+650	1.00%	7.78%	12/8/21	14,048	12,888	13,767
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.32%	8/1/21	1,583	1,571	1,583
Empower Payments Acquisition, Inc. (RevSpring)	Professional Services	L+550	1.00%	6.83%	11/30/23	6,885	6,761	6,885
Falmouth Group Holdings Corp. (AMPAC) (4)	Chemicals	L+675	1.00%	7.99%	12/14/21	10,193	10,193	10,193
Global Holdings LLC & Payment Concepts LLC	Consumer Finance	L+650	1.00%	7.82%	5/5/22	8,750	8,587	8,575
Island Medical Management Holdings, LLC (4)	Health Care Providers & Services	L+550	1.00%	6.83%	9/1/22	6,872	6,807	6,803
Logix Holding Company, LLC	Communications Equipment	L+575	1.00%	6.98%	11/30/24	9,375	9,281	9,281
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.80%	7/5/22	10,247	10,116	10,170
PetVet Care Centers, LLC	Health Care Facilities	L+600	1.00%	7.31%	6/8/23	3,104	3,074	3,073
Polycom, Inc.	Communications Equipment	L+525	1.00%	6.48%	9/27/23	10,324	9,962	10,476
PPT Management Holdings, LLC	Health Care Providers & Services	L+600	1.00%	7.33%	12/16/22	9,925	9,837	9,727
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+425	1.00%	5.58%	11/25/21	770	770	770
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+829	1.00%	9.62%	11/25/21	8,900	8,767	8,722
VetCor Professional Practices LLC	Health Care Facilities	L+600	1.00%	7.33%	4/20/21	5,554	5,459	5,499
							<u>\$116,397</u>	<u>\$117,915</u>

- (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 September 30, 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 (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**SSLP II Portfolio as of December 31, 2016 (audited)**

<b>Description</b>	<b>Industry</b>	<b>Spread Above Index (1)</b>	<b>LIBOR Floor</b>	<b>Interest Rate (2)</b>	<b>Maturity Date</b>	<b>Par Amount</b>	<b>Cost</b>	<b>Fair Value (3)</b>
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
							<u>\$90,406</u>	<u>\$91,797</u>

- (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 (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

Below is certain summarized financial information for SSLP II as of September 30, 2017 and December 31, 2016, for the three and nine months ended September 30, 2017 and for the period August 5, 2016 (commencement of operations) through September 30, 2016:

	September 30, 2017	December 31, 2016 (audited)
<b>Selected Balance Sheet Information for SSLP II:</b>		
Investments at fair value (cost \$116,397 and \$90,406, respectively)	\$ 117,915	\$ 91,797
Cash and other assets.	3,863	1,670
Total assets	<u>\$ 121,778</u>	<u>\$ 93,467</u>
Debt outstanding	\$ 49,188	\$ 32,950
Payable for investments purchased	9,281	—
Distributions payable	1,614	1,460
Interest payable and other credit facility related expenses	581	147
Accrued expenses and other payables	196	183
Total liabilities	<u>\$ 60,860</u>	<u>\$ 34,740</u>
Members' equity	<u>\$ 60,918</u>	<u>\$ 58,727</u>
Total liabilities and members' equity	<u><u>\$ 121,778</u></u>	<u><u>\$ 93,467</u></u>

	Three months ended September 30, 2017	For the period August 5, 2016 (commencement of operations) through September 30, 2016	Nine months ended September 30, 2017
<b>Selected Income Statement Information for SSLP II:</b>			
Interest income	\$ 2,363	\$ 710	\$ 6,616
Service fees*	\$ 28	\$ 9	\$ 80
Interest and other credit facility expenses.	558	—	1,496
Other general and administrative expenses	20	68	85
Total expenses	<u>\$ 606</u>	<u>\$ 77</u>	<u>\$ 1,661</u>
Net investment income	<u>\$ 1,757</u>	<u>\$ 633</u>	<u>\$ 4,955</u>
Realized gain on investments	—	—	46
Net change in unrealized gain (loss) on investments	<u>(297)</u>	<u>1,218</u>	<u>128</u>
Net realized and unrealized gain (loss) on investments	<u>(297)</u>	<u>1,218</u>	<u>174</u>
Net income	<u><u>\$ 1,460</u></u>	<u><u>\$ 1,851</u></u>	<u><u>\$ 5,129</u></u>

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

**Note 15. 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 September 30, 2017, LSJV has not commenced operations.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

**Note 16. 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 September 30, 2017, NEF had 242 funded equipment-backed leases and loans to 115 different customers with a total net investment in leases and loans of approximately \$254,850 on total assets of \$297,668. As of September 30, 2017, the largest position outstanding totaled \$15,891. For the same period, the average exposure per customer was \$2,216. NEF’s credit facility, which is non-recourse to Solar Capital, had approximately \$70,776 of borrowings outstanding at September 30, 2017. The securitization notes balance on September 30, 2017 was \$85,762. Since the acquisition on July 31, 2017 and through September 30, 2017, NEF had net income of \$2,466 on gross income of \$6,004. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions.

**Note 17. Capital Share Transactions**

As of September 30, 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	
	Nine months ended September 30, 2017	Year ended December 31, 2016	Nine months ended September 30, 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)	<u>12,301</u>	<u>(216,237)</u>	<u>\$ 280</u>	<u>(\$ 3,408)</u>

**Note 18. 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.

On October 24, 2017, the Company issued notice of its intent to redeem \$25,000 of the 2042 Unsecured Notes on November 24, 2017.

On November 2, 2017, our Board declared a quarterly distribution of \$0.40 per share payable on January 4, 2018 to holders of record as of December 21, 2017.

**SOLAR CAPITAL LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**  
**September 30, 2017**  
**(in thousands, except share amounts)**

On November 2, 2017, our Board declared a quarterly distribution of \$0.41 per share payable on April 3, 2018 to holders of record as of March 22, 2018.

On November 2, 2017, our Board amended the First Amended and Restated Investment Advisory and Management Agreement Between Solar Capital Ltd. and Solar Capital Partners, LLC in order to lower the base management fee payable thereunder from 2.0% per annum to 1.75% per annum, to be effective as of January 1, 2018.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Solar Capital Ltd.:

We have reviewed the accompanying consolidated statement of assets and liabilities, including the consolidated schedule of investments, of Solar Capital Ltd. (the “Company”) as of September 30, 2017, the related consolidated statements of operations for the three-month and nine-month periods ended September 30, 2017 and 2016, the related consolidated statement of changes in net assets for the nine-month period ended September 30, 2017, and the related consolidated statements of cash flows for the nine-month periods ended September 30, 2017 and 2016. These consolidated interim financial statements are the responsibility of the Company’s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated interim financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of assets and liabilities, including the consolidated schedule of investments, of Solar Capital Ltd., as of December 31, 2016 and the related consolidated statements of operations, changes in net assets, and cash flows for the year ended December 31, 2016, and in our report dated February 22, 2017, we expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP  
New York, New York  
November 2, 2017

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

*The information contained in this section should be read in conjunction with our 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

## [Table of Contents](#)

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 September 30, 2017, the Investment Adviser has directly invested approximately \$6.6 billion in more than 310 different portfolio companies since 2006. Over the same period, the Investment Adviser completed transactions with more than 185 different financial sponsors.

### **Recent Developments**

On October 24, 2017, the Company issued notice of its intent to redeem \$25 million of the 2042 Unsecured Notes on November 24, 2017.

On November 2, 2017, our Board declared a quarterly distribution of \$0.40 per share payable on January 4, 2018 to holders of record as of December 21, 2017.

On November 2, 2017, our Board declared a quarterly distribution of \$0.41 per share payable on April 3, 2018 to holders of record as of March 22, 2018.

On November 2, 2017, our Board amended the First Amended and Restated Investment Advisory and Management Agreement between Solar Capital Ltd. and Solar Capital Partners, LLC in order to lower the base management fee payable thereunder from 2.0% per annum to 1.75% per annum, to be effective as of January 1, 2018.

### **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 any administrative support staff.



## [Table of Contents](#)

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 three months ended September 30, 2017, we invested approximately \$226.1 million across 37 portfolio companies. This compares to investing approximately \$138.9 million in 8 portfolio companies for the three months ended September 30, 2016. Investments sold, prepaid or repaid during the three months ended September 30, 2017 totaled approximately \$55.7 million versus approximately \$273.6 million for the three months ended September 30, 2016.

At September 30, 2017, our portfolio consisted of 88 portfolio companies and was invested 50.6% in senior secured loans, 15.3% in equipment financing, 1.0% in preferred equity and 33.1% in common equity/equity interests and warrants (of which 21.9% is Crystal Financial LLC, 6.5% is Senior Secured Unitranche Loan Program LLC and 3.5% is Senior Secured Unitranche Loan Program II LLC) measured at fair value versus 66 portfolio companies invested 63.3% in senior secured loans, 2.1% in subordinated debt, 1.1% in preferred equity and 33.5% in common equity/equity interests and warrants (of which 22.2% is Crystal Financial LLC, 6.2% is Senior Secured Unitranche Loan Program LLC and 3.3% is Senior Secured Unitranche Loan Program II LLC) measured at fair value at September 30, 2016.

At September 30, 2017, 81.4% or \$1,119.3 million of our income producing investment portfolio\* is floating rate and 18.6% or \$255.8 million is fixed rate, measured at fair value. At September 30, 2016, 94.0% or \$1,257.0 million of our income producing investment portfolio\* was floating rate and 6.0% or \$80.2 million was fixed rate, measured at fair value. As of September 30, 2017, no issuers were on non-accrual status. As of September 30, 2016, we had one issuer on non-accrual status.

Since inception through September 30, 2017, Solar Capital and its predecessor companies have invested approximately \$5.1 billion in more than 200 portfolio companies. Over the same period, Solar Capital has completed transactions with more than 140 different financial sponsors.

\* 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.

### **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 September 30, 2017, Crystal Financial LLC had 27 funded commitments to 24 different issuers with a total par value of approximately \$369.3 million on total assets of \$459.4 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 September 30, 2017 and December 31, 2016, the largest loan outstanding totaling \$40.1 million and \$36.3 million, respectively. For the same periods, the average exposure per issuer was \$15.4 million and \$14.8 million, respectively. Crystal Financial LLC's credit facility, which is non-recourse to Solar Capital, had approximately \$175.7 million and \$175.4 million of borrowings outstanding at September 30, 2017 and December 31, 2016, respectively. For the three months ended September 30, 2017 and September 30, 2016, Crystal Financial LLC had net income of \$7.7 million and \$4.7 million, respectively, on gross income of \$11.7 million and \$15.9 million, respectively. For the nine months ended September 30, 2017 and September 30, 2016, Crystal Financial LLC had net income of \$23.6 million and \$22.4 million, respectively, on gross income of \$39.8 million and \$49.0 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 able to maintain consistent dividend payments to us.

#### **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 September 30, 2017, NEF had 242 funded equipment-backed leases and loans to 115 different customers with a total net investment in leases and loans of approximately \$254.8 million on total assets of \$297.7 million. As of September 30, 2017, the largest position outstanding totaled \$15.9 million. For the same period, the average exposure per customer was \$2.2 million. NEF's credit facility, which is non-recourse to Solar Capital, had approximately \$70.8 million of borrowings outstanding at September 30, 2017. The securitization notes balance on September 30, 2017 was \$85.8 million. Since the acquisition on July 31, 2017 and through September 30, 2017, NEF had net income of \$2.5 million on gross income of \$6.0 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 Holdings, LLC funded commitments, the timing of originations, and the repayments of financings, the Company cannot guarantee that NEF Holdings, LLC will be able to maintain consistent dividend payments to us.

#### **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

## [Table of Contents](#)

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 \$71.8 and \$67.1 million of borrowings outstanding as of September 30, 2017 and December 31, 2016, respectively. As of September 30, 2017 and December 31, 2016, the Company and Voya had contributed combined equity capital in the amount of \$103.5 million and \$116.4 million, respectively. Of the \$103.5 million of contributed equity capital at September 30, 2017, the Company contributed \$29.9 million in the form of investments and \$60.7 million in the form of cash and Voya contributed \$12.9 million in the form of cash. As of September 30, 2017, the Company and Voya’s remaining commitments to SSLP totaled \$84.4 million and \$12.1 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 September 30, 2017 and December 31, 2016, SSLP had total assets of \$178.6 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 three months ended September 30, 2017 and 2016, SSLP invested \$1.7 million in 2 portfolio companies and \$5.2 million in 2 portfolio companies, respectively. Investments prepaid totaled \$2.6 million and \$0.4 million, respectively, for the three months ended September 30, 2017 and 2016. At September 30, 2017 and December 31, 2016, the weighted average yield of SSLP’s portfolio was 7.7% and 7.4%, respectively, measured at fair value and 7.8% and 7.5%, respectively, measured at cost.

**SSLP Portfolio as of September 30, 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+575	1.00%	7.08%	9/3/21	\$ 12,652	\$ 12,616	\$ 12,652
Alera Group Intermediate Holdings, Inc.	Insurance	L+550	1.00%	6.74%	12/30/22	14,644	14,512	14,607
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.32%	8/1/21	3,167	3,142	3,167
Empower Payments Acquisition, Inc. (RevSpring)	Professional Services	L+550	1.00%	6.83%	11/30/23	13,771	13,521	13,771
Falmouth Group Holdings Corp. (AMPAC) (4)	Chemicals	L+675	1.00%	7.99%	12/14/21	32,271	31,905	32,271
Island Medical Management Holdings, LLC	Health Care Providers & Services	L+550	1.00%	6.83%	9/1/22	13,743	13,614	13,606
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.80%	7/5/22	23,288	22,995	23,114
PPT Management Holdings, LLC	Health Care Providers & Services	L+600	1.00%	7.33%	12/16/22	11,910	11,804	11,672
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+425	1.00%	5.58%	11/25/21	1,925	1,911	1,925
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+829	1.00%	9.62%	11/25/21	22,250	21,913	21,805
VetCor Professional Practices LLC	Health Care Facilities	L+600	1.00%	7.33%	4/20/21	23,606	23,460	23,369
							<u>\$171,393</u>	<u>\$171,959</u>

- (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 September 30, 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 (audited) (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
							<u>\$180,233</u>	<u>\$180,490</u>

## Table of Contents

- (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 September 30, 2017 and December 31, 2016 and for the three and nine months ended September 30, 2017 and 2016:

	September 30, 2017	December 31, 2016 (audited)
<b>Selected Balance Sheet Information for SSLP (in thousands):</b>		
Investments at fair value (cost \$171,393 and \$180,233, respectively)	\$ 171,959	\$ 180,490
Cash and other assets	6,626	4,326
Total assets	<u>\$ 178,585</u>	<u>\$ 184,816</u>
Debt outstanding	\$ 71,798	\$ 67,148
Distributions payable	2,286	1,688
Interest payable and other credit facility related expenses	1,108	660
Accrued expenses and other payables	213	287
Total liabilities	<u>\$ 75,405</u>	<u>\$ 69,783</u>
Members’ equity	<u>\$ 103,180</u>	<u>\$ 115,033</u>
Total liabilities and members’ equity	<u>\$ 178,585</u>	<u>\$ 184,816</u>

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
<b>Selected Income Statement Information for SSLP (in thousands):</b>				
Interest income	\$ 3,495	\$ 2,615	\$ 10,730	\$ 6,374
Service fees*	\$ 28	\$ 23	\$ 89	\$ 58
Interest and other credit facility expenses	1,109	582**	2,795	3,233**
Other general and administrative expenses	21	37	96	102
Total expenses	<u>1,158</u>	<u>642</u>	<u>2,980</u>	<u>3,393</u>
Net investment income	<u>\$ 2,337</u>	<u>\$ 1,973</u>	<u>\$ 7,750</u>	<u>\$ 2,981</u>
Realized gain on investments	—	—	127	—
Net change in unrealized gain on investments	88	251	310	159
Net realized and unrealized gain on investments	<u>88</u>	<u>251</u>	<u>437</u>	<u>159</u>
Net income	<u>\$ 2,425</u>	<u>\$ 2,224</u>	<u>\$ 8,187</u>	<u>\$ 3,140</u>

\* 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 periods shown. For the three and nine months ended September 30, 2016, these amounts totaled \$140 and \$2,788, respectively.

### 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 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 \$75.0 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 \$49.2 million and \$33.0 million of borrowings outstanding as of September 30, 2017 and December 31, 2016, respectively. As of September 30, 2017 and December 31, 2016, the Company and WFI contributed combined equity capital in the amount of \$59.8 million and \$58.2 million, respectively. Of the \$59.8 million of contributed equity capital at September 30, 2017, the Company contributed \$43.5 million in the form of investments and \$4.7 million in the form of cash and WFI contributed \$11.6 million in the form of cash. As of September 30, 2017, the Company and WFI’s remaining commitments to SSLP II totaled \$26.8 million and \$6.4 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 September 30, 2017 and December 31, 2016, SSLP II had total assets of \$121.8 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 three months ended September 30, 2017, SSLP II invested \$11.7 million in 5 portfolio companies. For the period August 5, 2016 (commencement of operations) through September 30, 2016, SSLP II invested \$65.6 million in 8 portfolio companies. Investments prepaid totaled \$1.4 million for the three months ended September 30, 2017. Investments prepaid for the period August 5, 2016 (commencement of operations) through September 30, 2016 totaled \$0.3 million. At September 30, 2017 and December 31, 2016, the weighted average yield of SSLP II’s portfolio was 7.7% and 7.6%, respectively, measured at fair value and 8.0% and 7.9%, respectively, measured at cost.

**SSLP II Portfolio as of September 30, 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+575	1.00%	7.08%	9/3/21	\$ 6,913	\$ 6,882	\$ 6,913
Alera Group Intermediate Holdings, Inc.	Insurance	L+550	1.00%	6.74%	12/30/22	5,491	5,442	5,478
American Teleconferencing Services, Ltd. (PGI) (4)	Communications Equipment	L+650	1.00%	7.78%	12/8/21	14,048	12,888	13,767
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.32%	8/1/21	1,583	1,571	1,583
Empower Payments Acquisition, Inc. (RevSpring)	Professional Services	L+550	1.00%	6.83%	11/30/23	6,885	6,761	6,885
Falmouth Group Holdings Corp. (AMPAC) (4)	Chemicals	L+675	1.00%	7.99%	12/14/21	10,193	10,193	10,193
Global Holdings LLC & Payment Concepts LLC	Consumer Finance	L+650	1.00%	7.82%	5/5/22	8,750	8,587	8,575
Island Medical Management Holdings, LLC (4)	Health Care Providers & Services	L+550	1.00%	6.83%	9/1/22	6,872	6,807	6,803
Logix Holding Company, LLC	Communications Equipment	L+575	1.00%	6.98%	11/30/24	9,375	9,281	9,281
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.80%	7/5/22	10,247	10,116	10,170
PetVet Care Centers, LLC	Health Care Facilities	L+600	1.00%	7.31%	6/8/23	3,104	3,074	3,073
Polycom, Inc.	Communications Equipment	L+525	1.00%	6.48%	9/27/23	10,324	9,962	10,476
PPT Management Holdings, LLC	Health Care Providers & Services	L+600	1.00%	7.33%	12/16/22	9,925	9,837	9,727
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+425	1.00%	5.58%	11/25/21	770	770	770
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+829	1.00%	9.62%	11/25/21	8,900	8,767	8,722
VetCor Professional Practices LLC	Health Care Facilities	L+600	1.00%	7.33%	4/20/21	5,554	5,459	5,499
							<u>\$ 116,397</u>	<u>\$ 117,915</u>

- (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 September 30, 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 (audited) (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							
Associated Pathologists, LLC	Equipment	L+650	1.00%	7.50%	12/8/21	14,619	13,244	14,217
	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
							<u>\$90,406</u>	<u>\$ 91,797</u>

- (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.



## [Table of Contents](#)

Below is certain summarized financial information for SSLP II as of September 30, 2017 and December 31, 2016, for the three and nine months ended September 30, 2017 and for the period August 5, 2016 (commencement of operations) through September 30, 2016:

	September 30, 2017	December 31, 2016 (audited)
<b>Selected Balance Sheet Information for SSLP II (in thousands):</b>		
Investments at fair value (cost \$116,397 and \$90,406, respectively)	\$ 117,915	\$ 91,797
Cash and other assets	3,863	1,670
Total assets	\$ 121,778	\$ 93,467
Debt outstanding	\$ 49,188	\$ 32,950
Payable for investments purchased	9,281	—
Distributions payable	1,614	1,460
Interest payable and other credit facility related expenses	581	147
Accrued expenses and other payables	196	183
Total liabilities	\$ 60,860	\$ 34,740
Members' equity	\$ 60,918	\$ 58,727
Total liabilities and members' equity	\$ 121,778	\$ 93,467

	Three months ended September 30, 2017	For the period August 5, 2016 (commencement of operations) through September 30, 2016	Nine months ended September 30, 2017
<b>Selected Income Statement Information for SSLP II (in thousands):</b>			
Interest income	\$ 2,363	\$ 710	\$ 6,616
Service fees*	\$ 28	\$ 9	\$ 80
Interest and other credit facility expenses	558	—	1,496
Other general and administrative expenses	20	68	85
Total expenses	\$ 606	\$ 77	\$ 1,661
Net investment income	\$ 1,757	\$ 633	\$ 4,955
Realized gain on investments	—	—	46
Net change in unrealized gain (loss) on investments	(297)	1,218	128
Net realized and unrealized gain (loss) on investments	(297)	1,218	174
Net income	\$ 1,460	\$ 1,851	\$ 5,129

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

### 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

## [Table of Contents](#)

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.

## [Table of Contents](#)

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 nine months ended September 30, 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 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 three and nine months ended September 30, 2017, capitalized PIK income totaled \$0.1 million and \$0.2 million, respectively. For the three and nine months ended September 30, 2016, there was no capitalized PIK income.

### ***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 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”) intended 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

## [Table of Contents](#)

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 three and nine months ended September 30, 2017 and 2016:

### **Investment Income**

For the three and nine months ended September 30, 2017, gross investment income totaled \$36.1 million and \$104.4 million, respectively. For the three and nine months ended September 30, 2016, gross investment income totaled \$39.8 million and \$115.2 million, respectively. The decrease in gross investment income for the year over year three and nine month periods was primarily due to an increase in the volume of prepayments and other exits which reduced the average size of the income-producing investment portfolio.

### **Expenses**

Expenses totaled \$18.8 million and \$54.7 million, respectively, for the three and nine months ended September 30, 2017, of which \$11.1 million and \$32.4 million, respectively, were base management fees and performance-based incentive fees and \$5.3 million and \$16.0 million, respectively, were interest and other credit facility expenses. Administrative services and other general and administrative expenses totaled \$2.4 million and \$6.3 million, respectively, for the three and nine months ended September 30, 2017. Expenses totaled \$22.8 million and \$61.7 million, respectively, for the three and nine months ended September 30, 2016, of which \$11.6 million and \$34.6 million, respectively, were base management fees and performance-based incentive fees and \$8.5 million and \$19.1 million, respectively, were interest and other credit facility expenses. Administrative services and other general and administrative expenses totaled \$2.7 million and \$8.0 million, respectively, for the three and nine months ended September 30, 2016. Expenses generally consist of management and performance-based incentive fees, 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 for the three and nine months ended September 30, 2017 versus the three and nine months ended September 30, 2016 was primarily due to lower management, performance-based incentive fees and interest expense on a smaller average portfolio size.

### **Net Investment Income**

The Company's net investment income totaled \$17.3 million and \$49.7 million, or \$0.41 and \$1.18, per average share, respectively, for the three and nine months ended September 30, 2017. The Company's net investment income totaled \$17.0 million and \$53.5 million, or \$0.40 and \$1.26, per average share, respectively, for the three and nine months ended September 30, 2016.

### **Net Realized Gain (Loss)**

The Company had investment sales and prepayments totaling approximately \$56 million and \$271 million, respectively, for the three and nine months ended September 30, 2017. Net realized losses over the same periods were \$8.5 million and \$8.1 million, respectively. The Company had investment sales and prepayments totaling approximately \$273 million and \$365 million, respectively, for the three and nine months ended September 30, 2016. Net realized gains over the same periods were \$0.8 million and \$0.7 million, respectively. Net realized losses for the three and nine months ended September 30, 2017 were primarily related to the exit of Direct Buy Inc. from the portfolio. Net realized gains for the three and nine months ended September 30, 2016 were related to the sale of select assets.

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

For the three and nine months ended September 30, 2017, net change in unrealized gain on the Company's assets and liabilities totaled \$8.4 million and \$11.4 million, respectively. For the three and nine months ended September 30, 2016, net change in unrealized gain on the Company's assets and liabilities totaled \$7.8 million and \$34.8 million, respectively. Net unrealized gain for the three months ended September 30, 2017 is primarily due to the reversal of unrealized depreciation on our investment in Direct Buy Inc. due to its exit from the portfolio, as well as appreciation in the value of our investments in Breathe Technologies, Inc. and Aegis Toxicology Sciences Corporation, among others. Partially offsetting the net change in unrealized gain was depreciation on our investments in Rug Doctor, Kore Wireless Group, Inc., American Teleconferencing Services, Ltd. and Crystal Financial LLC, among others. Net unrealized gain for the nine months ended September 30, 2017 is primarily due to the reversal of unrealized depreciation on our investment in Direct Buy Inc. due to its exit from the portfolio, as well as appreciation in the value of our investments in Bishop Lifting Products, Inc., Breathe Technologies, Inc., Aegis Toxicology Sciences Corporation, and Senior Secured Unitranche Loan Program LLC, among others. Partially offsetting the net change in unrealized gain was unrealized depreciation on our investments in Rug Doctor and Kore Wireless Group, Inc., among others. Net unrealized gain for the three months ended September 30, 2016 is primarily due to appreciation in the value of our investments in Global Tel\*Link Corporation, Bishop Lifting Products, Inc., and Senior Secured Unitranche Loan Program II LLC, among others. Partially offsetting the net change in unrealized gain was depreciation on our investments in Breathe Technologies, Inc. and Rug Doctor, among others. Net unrealized gain for the nine months ended September 30, 2016 is primarily due to appreciation in the value of our investments in WireCo Worldgroup Inc., Crystal Financial, LLC, Global Tel\*Link Corporation, Asurion, LLC, Rug Doctor, The Robbins Company and LegalZoom.com, Inc., among others. Partially offsetting the net change in unrealized gain was depreciation on our investments in Senior Secured Unitranche Loan Program LLC, Breathe Technologies, Inc. and Aegis Toxicology Sciences Corporation, among others.

### **Net Increase in Net Assets From Operations**

For the three and nine months ended September 30, 2017, the Company had a net increase in net assets resulting from operations of \$17.2 million and \$53.1 million, respectively. For the same periods, earnings per average share were \$0.41 and \$1.26, respectively. For the three and nine months ended September 30, 2016, the Company had a net increase in net assets resulting from operations of \$25.6 million and \$89.0 million, respectively. For the same periods, earnings per average share were \$0.61 and \$2.11, 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 September 30, 2017, we had a total of \$220.0 million of unused borrowing capacity under the Credit Facility, subject to borrowing base limits.

## [Table of Contents](#)

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 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.

On November 16, 2012, we issued \$100 million in aggregate principal amount of the 2042 Unsecured Notes for net proceeds of \$96.9 million. Interest on the 2042 Unsecured Notes is paid quarterly on February 15, May 15, August 15 and November 15, at a rate of 6.75% per year, commencing on February 15, 2013. The 2042 Unsecured Notes mature on November 15, 2042. The Company may redeem the 2042 Unsecured Notes in whole or in part at any time or from time to time on or after November 15, 2017.

On May 10, 2012, the Company closed a private offering of \$75 million 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.

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 \$200 million in cash equivalents as of September 30, 2017.



## Debt

### *Unsecured Notes*

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 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 million aggregate principal amount of its 2042 Unsecured Notes. The 2042 Unsecured Notes will mature on November 15, 2042 and may be 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 bear 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 are direct senior unsecured obligations of the Company.

### *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 non-extending lenders and terminated their commitments, reducing total outstanding revolving credit commitments by \$110 million to \$395 million. At September 30, 2017, outstanding USD equivalent borrowings under the Credit Facility totaled \$225 million, composed of \$175 million of revolving credit and \$50 million of term loans.

### *Senior Secured Notes*

On May 10, 2012, the Company closed a private offering of \$75 million 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. At September 30, 2017, the Company was in compliance with all financial and operational covenants required by the Credit Facilities.

**Contractual Obligations**

A summary of our significant contractual payment obligations is as follows as of September 30, 2017:

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

	<u>Total</u>	<u>Less than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than 5 Years</u>
Revolving credit facility (1)	\$175.0	\$ —	\$ —	\$ 175.0	\$ —
Unsecured senior notes	250.0	—	—	150.0	100.0
Term Loans	50.0	—	—	50.0	—

(1) As of September 30, 2017, we had a total of \$220.0 million of unused borrowing capacity under our revolving credit facility, subject to borrowing base limits.

## [Table of Contents](#)

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.

<u>Class and Year</u>	<u>Total Amount Outstanding (1)</u>	<u>Asset Coverage Per Unit (2)</u>	<u>Involuntary Liquidating Preference Per Unit (3)</u>	<u>Average Market Value Per Unit (4)</u>
<b>Revolving Credit Facility</b>				
Fiscal 2017 (through September 30, 2017)	\$ 175,000	\$ 1,083	—	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
<b>2022 Unsecured Notes</b>				
Fiscal 2017 (through September 30, 2017)	\$ 150,000	\$ 928	—	N/A
Fiscal 2016	50,000	430	—	N/A
<b>2042 Unsecured Notes</b>				
Fiscal 2017 (through September 30, 2017)	\$ 100,000	\$ 619	—	\$ 1,014
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
<b>Senior Secured Notes</b>				
Fiscal 2017 (through September 30, 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
<b>Term Loans</b>				
Fiscal 2017 (through September 30, 2017)	\$ 50,000	\$ 309	—	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
<b>Total Senior Securities</b>				
Fiscal 2017 (through September 30, 2017)	\$ 475,000	\$ 2,939	—	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

## [Table of Contents](#)

- (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 September 30, 2017, asset coverage was 293.9%.
- (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 are 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 \$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.

**Off-Balance Sheet Arrangements**

The Company had unfunded debt and equity commitments to various delayed draw loans as well as to Crystal Financial LLC. The total amount of these unfunded commitments as of September 30, 2017 and December 31, 2016 is \$54.9 million and \$64.0 million, respectively, comprised of the following:

	<b>September 30, 2017</b>	<b>December 31, 2016</b>
Crystal Financial LLC	\$ 44.3	\$ 44.3
Delphinus Medical Technologies, Inc.	3.7	—
aTyr Pharma, Inc.	2.5	5.0
MRI Software LLC	2.4	—
CardioFocus, Inc.	2.0	—
Vapotherm, Inc.	—	10.0
SentreHeart, Inc.	—	2.5
Conventus Orthopaedics, Inc.	—	2.2
<b>Total Commitments*</b>	<b>\$ 54.9</b>	<b>\$ 64.0</b>

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

As of September 30, 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”), Senior Secured Unitranche Loan Program II LLC (“SSLP II”) and Solar Life Science Program LLC (“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.

## [Table of Contents](#)

### **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:

<u>Date Declared</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Amount</u>
<b>Fiscal 2017</b>			
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
<i>Total 2017</i>			<u>\$ 1.60</u>
<b>Fiscal 2016</b>			
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
<i>Total 2016</i>			<u>\$ 1.60</u>
<b>Fiscal 2015</b>			
November 3, 2015	December 17, 2015	January 6, 2016	\$ 0.40
August 4, 2015	September 24, 2015	October 2, 2015	0.40
May 5, 2015	June 25, 2015	July 1, 2015	0.40
February 25, 2015	March 19, 2015	April 2, 2015	0.40
<i>Total 2015</i>			<u>\$ 1.60</u>

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 status, 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

## [Table of Contents](#)

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 any administrative support staff.
- 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 between Solar Capital Ltd. and Crystal Financial LLC, between Solar Capital Ltd. and Senior Secured Unitranche Loan Program LLC, between Solar Capital Ltd. and SSLP 2016-1, LLC, between Solar Capital Ltd. and Solar Life Science Program LLC, between Solar Capital Ltd. and Senior Secured Unitranche Loan Program II LLC, between Solar Capital Ltd. and SSLP II 2016-1, LLC and between Solar Capital Ltd. 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, Solar Life Science 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 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, including changes in interest rates. During the nine months ended September 30, 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 September 30, 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 September 30, 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 September 30, 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 4. Controls and Procedures

#### (a) Evaluation of Disclosure Controls and Procedures

As of September 30, 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) 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 third quarter of 2017 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.



## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We, Solar Capital Management, LLC and Solar Capital Partners, LLC are not currently subject to any material pending legal proceedings threatened against us. From time to time, we may be a party to certain legal proceedings incidental to the normal course of our business including 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 business, financial condition or results of operations beyond what has been disclosed within these financial statements.

### **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in “Risk Factors” in the April 28, 2017 filing of our Registration Statement on Form N-2, which could materially affect our business, financial condition and/or operating results. The risks described in our Registration Statement on Form N-2 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

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

We did not engage in unregistered sales of securities during the quarter ended September 30, 2017.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

None.

### **Item 6. Exhibits**

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Articles of Amendment and Restatement (1)</a>
3.2	<a href="#">Amended and Restated Bylaws (1)</a>
4.1	<a href="#">Form of Common Stock Certificate (2)</a>
4.2	<a href="#">Indenture, dated as of November 16, 2012, between the Registrant and U.S. Bank National Association as trustee (3)</a>
4.3	<a href="#">First Supplemental Indenture, dated November 16, 2012, relating to the 6.75% Senior Notes due 2042, between the Registrant and U.S. Bank National Association as trustee (3)</a>

## Table of Contents

<u>Exhibit Number</u>	<u>Description</u>
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	<a href="#"><u>Dividend Reinvestment Plan (1)</u></a>
10.2	<a href="#"><u>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)</u></a>
10.3	<a href="#"><u>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)</u></a>
10.4	<a href="#"><u>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)</u></a>
10.5	<a href="#"><u>Second Amended and Restated Investment Advisory and Management Agreement by and between the Registrant and Solar Capital Partners, LLC*</u></a>
10.6	<a href="#"><u>Form of Custodian Agreement (7)</u></a>
10.7	<a href="#"><u>Amended and Restated Administration Agreement by and between Registrant and Solar Capital Management, LLC (6)</u></a>
10.8	<a href="#"><u>Form of Indemnification Agreement by and between Registrant and each of its directors (1)</u></a>
10.9	<a href="#"><u>Trademark License Agreement by and between Registrant and Solar Capital Partners, LLC (1)</u></a>
10.10	<a href="#"><u>Form of Share Purchase Agreement by and between Registrant and Solar Capital Investors II, LLC (2)</u></a>
10.11	<a href="#"><u>Form of Registration Rights Agreement (4)</u></a>
10.12	<a href="#"><u>Form of Subscription Agreement (4)</u></a>
10.13	<a href="#"><u>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)</u></a>
10.14	<a href="#"><u>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 (11)</u></a>
10.15	<a href="#"><u>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 (12)</u></a>
11.1	<a href="#"><u>Computation of Per Share Earnings (included in the notes to the financial statements contained in this report)</u></a>
31.1	<a href="#"><u>Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*</u></a>
31.2	<a href="#"><u>Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*</u></a>
32.1	<a href="#"><u>Certification of Chief Executive Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.*</u></a>
32.2	<a href="#"><u>Certification of Chief Financial Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.*</u></a>

## [Table of Contents](#)

- (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 8-K filed on August 11, 2016.
  - (12) Previously filed in connection with Solar Capital Ltd.'s report on Form 10-Q filed on May 2, 2017.
- \* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on November 2, 2017.

SOLAR CAPITAL LTD.

By: /s/ MICHAEL S. GROSS  
Michael S. Gross  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ RICHARD L. PETEKA  
Richard L. Peteka  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**SECOND AMENDED AND RESTATED  
INVESTMENT ADVISORY AND MANAGEMENT AGREEMENT  
BETWEEN  
SOLAR CAPITAL LTD.  
AND  
SOLAR CAPITAL PARTNERS, LLC**

Agreement (this “Agreement”) made this 2<sup>nd</sup> day of November 2017, by and between SOLAR CAPITAL LTD., a Maryland corporation (“Company”), and SOLAR CAPITAL PARTNERS, LLC, a Delaware limited liability company (the “Adviser”).

WHEREAS, the Company is a closed-end management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “Investment Company Act”);

WHEREAS, the Adviser is an investment adviser that is registered under the Investment Advisers Act of 1940 (the “Advisers Act”);

WHEREAS, the Company and the Adviser are parties to the first amended and restated investment advisory and management agreement, dated August 2, 2016, by and between the Company and the Adviser (the “Prior Agreement”);

WHEREAS, the Company and the Adviser desire to amend and restate the Prior Agreement in order to lower the Base Management Fee (defined below) payable by the Company to the Adviser hereunder from 2.0% per annum to 1.75% per annum, to be effective as of January 1, 2018, and to set forth the terms and conditions for the continued provision by the Adviser of investment advisory services to the Company; and

WHEREAS, the Company’s board of directors has determined that such amendment and restatement will not result in any increase in fees charged to the Company and will not affect the quality and level of service to be provided by the Adviser to the Company.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the parties hereby agree as follows:

**1. Duties of the Adviser.**

(a) The Company hereby employs the Adviser to act as the investment adviser to the Company and to manage the investment and reinvestment of the assets of the Company, subject to the supervision of the Board of Directors of the Company (the “Board”), for the period and upon the terms herein set forth, (i) in accordance with the investment objective, policies and restrictions that are set forth in the Company’s registration statement on Form N-2 (File No. 333-148734) initially filed on January 18, 2008 (as the same shall be amended from time to time, the “Registration Statement”); (ii) in accordance with all other applicable federal and state laws, rules and regulations, and the Company’s charter and by-laws as the same shall be amended from time to time; and (iii) in accordance with the Investment Company Act. Without limiting the generality of the foregoing, the Adviser shall, during the term and subject to the provisions of this Agreement, (i) determine the composition of the portfolio of the Company, the nature and timing of the changes therein and the manner of implementing such changes; (ii) identify, evaluate and negotiate the structure of the investments made by the Company; (iii) close and monitor the Company’s investments; (iv) determine the securities and other assets that the Company will purchase, retain, or sell; (v) perform due diligence on prospective portfolio companies; and (vi) provide the Company with such other investment advisory, research and related services as the Company may, from time to time, reasonably require for the investment of its funds. Subject to the supervision of the Board, the Adviser shall

have the power and authority on behalf of the Company to effectuate its investment decisions for the Company, including the execution and delivery of all documents relating to the Company's investments and the placing of orders for other purchase or sale transactions on behalf of the Company. In the event that the Company determines to acquire debt financing, the Adviser will arrange for such financing on the Company's behalf, subject to the oversight and approval of the Board. If it is necessary for the Adviser to make investments on behalf of the Company through a special purpose vehicle, the Adviser shall have authority to create or arrange for the creation of such special purpose vehicle and to make such investments through such special purpose vehicle (in accordance with the Investment Company Act).

(b) The Adviser hereby accepts such employment and agrees during the term hereof to render the services described herein for the compensation provided herein.

(c) The Adviser is hereby authorized to enter into one or more sub-advisory agreements with other investment advisers (each, a "Sub-Adviser") pursuant to which the Adviser may obtain the services of the Sub-Adviser(s) to assist the Adviser in fulfilling its responsibilities hereunder. Specifically, the Adviser may retain a Sub-Adviser to recommend specific securities or other investments based upon the Company's investment objective and policies, and work, along with the Adviser, in structuring, negotiating, arranging or effecting the acquisition or disposition of such investments and monitoring investments on behalf of the Company, subject to the oversight of the Adviser and the Company. The Company shall be responsible for any compensation payable to any Sub-Adviser. Any sub-advisory agreement entered into by the Adviser shall be in accordance with the requirements of the Investment Company Act and other applicable federal and state law.

(d) The Adviser shall for all purposes herein provided be deemed to be an independent contractor and, except as expressly provided or authorized herein, shall have no authority to act for or represent the Company in any way or otherwise be deemed an agent of the Company.

(e) The Adviser shall keep and preserve for the period required by the Investment Company Act any books and records relevant to the provision of its investment advisory services to the Company and shall specifically maintain all books and records in accordance with Section 31(a) of the Investment Company Act with respect to the Company's portfolio transactions and shall render to the Board such periodic and special reports as the Board may reasonably request. The Adviser agrees that all records that it maintains for the Company are the property of the Company and will surrender promptly to the Company any such records upon the Company's request, provided that the Adviser may retain a copy of such records.

## **2. Company's Responsibilities and Expenses Payable by the Company.**

All investment professionals of the Adviser and their respective staffs, when and to the extent engaged in providing investment advisory and management services hereunder, and the compensation and routine overhead expenses of such personnel allocable to such services, will be provided and paid for by the Adviser and not by the Company. The Company will bear all other costs and expenses of its operations, administration and transactions, including (without limitation) those relating to: organization and offering; calculating the Company's net asset value (including the cost and expenses of any independent valuation firm); expenses incurred by the Adviser payable to third parties, including agents, consultants or other advisors, in monitoring financial and legal affairs for the Company and in providing administrative services, monitoring the Company's investments and performing due diligence on its prospective portfolio companies; interest payable on debt, if any, incurred to finance the Company's investments; sales and purchases of the Company's common stock and other securities; investment advisory and management fees; administration fees, if any, payable under the Administration Agreement between the Company and Solar Capital Management, LLC (the "Administrator"), the Company's administrator; fees payable to third parties, including agents, consultants or other advisors, relating to, or associated with, evaluating and making investments; transfer agent and custodial fees; federal and state registration fees; all costs of registration and listing the Company's shares on any securities exchange; federal, state and local taxes; independent Directors' fees and expenses; costs of preparing and filing reports or

other documents required by the Securities and Exchange Commission; costs of any reports, proxy statements or other notices to stockholders, including printing costs; the Company's allocable portion of the fidelity bond, directors and officers/errors and omissions liability insurance, and any other insurance premiums; direct costs and expenses of administration, including printing, mailing, long distance telephone, copying, secretarial and other staff, independent auditors and outside legal costs; and all other expenses incurred by the Company or the Administrator in connection with administering the Company's business, including payments under the Administration Agreement between the Company and the Administrator based upon the Company's allocable portion of the Administrator's overhead 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.

### **3. Compensation of the Adviser.**

The Company agrees to pay, and the Adviser agrees to accept, as compensation for the services provided by the Adviser hereunder, a base management fee ("**Base Management Fee**") and an incentive fee ("**Incentive Fee**") as hereinafter set forth. The Company shall make any payments due hereunder to the Adviser or to the Adviser's designee as the Adviser may otherwise direct. To the extent permitted by applicable law, the Adviser may elect, or the Company may adopt a deferred compensation plan pursuant to which the Adviser may elect, to defer all or a portion of its fees hereunder for a specified period of time.

(a) For the year ending December 31, 2017, the Base Management Fee shall be calculated at an annual rate of 2.00% of the Company's gross assets, excluding temporary assets acquired at the end of each fiscal quarter for purposes of preserving investment flexibility for the next fiscal quarter. Effective as of January 1, 2018, the Base Management Fee shall be calculated at an annual rate of 1.75% of the Company's gross assets, excluding temporary assets acquired at the end of each fiscal quarter for purposes of preserving investment flexibility for 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.

(b) For services rendered under this agreement, the Base Management Fee will be payable quarterly in arrears. The Base Management Fee will be calculated based on the average value of the Company's gross assets at the end of the two most recently completed calendar quarters, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base Management Fees for any partial month or quarter will be appropriately pro-rated.

(c) The Incentive Fee shall consist of two parts, as follows:

- (i) One part will be calculated and payable quarterly in arrears based on the pre-Incentive Fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-Incentive Fee net investment income means interest income, dividend income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees and fees for providing significant managerial assistance or other fees that the Company receives from portfolio companies) accrued by the Company during the calendar quarter, minus the Company's operating expenses for the quarter (including the Base Management Fee, expenses payable under the Administration Agreement to the Administrator, 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, 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 the Company's net assets at the end of the immediately preceding calendar quarter, will be compared to a "hurdle rate" of 1.75% per quarter (7.00% annualized). The Company's

net investment income used to calculate this part of the Incentive Fee is also included in the amount of its gross assets used to calculate the 2.00% base management fee. The Company will pay the Adviser an Incentive Fee with respect to the Company's pre-Incentive Fee net investment income in each calendar quarter as follows: (1) no Incentive Fee in any calendar quarter in which the Company's pre-Incentive Fee net investment income does not exceed the hurdle rate of 1.75%; (2) 100% of the Company'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 (8.75% annualized); this portion of the pre-Incentive Fee net investment income (which exceeds the hurdle but is less than 2.1875%) is referred to herein as the "catch-up." The "catch-up" is meant to provide the Adviser with 20% of the Company's 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 (3) 20% of the amount of the Company's pre-Incentive Fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized) payable to the Adviser (once the hurdle is reached and the catch-up is achieved, 20% of all pre-Incentive Fee investment income thereafter is allocated to the Adviser). These calculations will be appropriately pro-rated for any period of less than three months and adjusted for any share issuances or repurchases during the relevant quarter.

- (ii) The second part of the Incentive Fee (the "Capital Gains Fee") will be determined and payable in arrears as of the end of each calendar year (or upon termination of this Agreement as set forth below), commencing on December 31, 2007, and will equal 20.0% of the Company's 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 amount of any previously paid capital gain Incentive Fees, with respect to each of the investments in the Company's portfolio; provided that the Incentive Fee determined as of December 31, 2007 will be calculated for a period of shorter than twelve calendar months to take into account any realized capital gains computed net of all realized capital losses and unrealized capital depreciation from inception. In the event that this Agreement shall terminate as of a date that is not a calendar year end, the termination date shall be treated as though it were a calendar year end for purposes of calculating and paying a Capital Gains Fee.

### **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) = 0.50%

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

Pre-Incentive Fee net investment income

(investment income – (management fee + other expenses)) = 0.55%

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) = 0.50%

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

Pre-Incentive Fee net investment income

(investment income – (management fee + other expenses)) = 2.00%

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

= 100% × (2.00% – 1.75%)

= 0.25%

### Alternative 3

#### Assumptions

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

Hurdle rate (1) = 1.75%

Management fee (2) = 0.50%

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

Pre-Incentive Fee net investment income

(investment income – (management fee + other expenses)) = 2.30%

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% × (2.3% – 2.1875%))

= 0.4375% + (20% × 0.1125%)

= 0.4375% + 0.0225%

= 0.46%

(1) Represents 7.0% annualized hurdle rate.

(2) Represents 2.0% 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.

(\*) The hypothetical amount of pre-Incentive Fee net investment income shown is based on a percentage of total net assets.

### 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 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 \$35 million
- Year 5: Investment B sold for \$20 million

The Capital Gains Fee, if any, would be:

- Year 1: None
- Year 2: \$5 million Capital Gains 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 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 1 above, if Solar Capital were to be wound up on a date other than December 31<sup>st</sup> 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.

**4. Covenants of the Adviser.**

The Adviser agrees that its activities will at all times be in compliance in all material respects with all applicable federal and state laws governing its operations and investments.

**5. Excess Brokerage Commissions.**

The Adviser is hereby authorized, to the fullest extent now or hereafter permitted by law, to cause the Company to pay a member of a national securities exchange, broker or dealer an amount of commission for effecting a securities transaction in excess of the amount of commission another member of such exchange, broker or dealer would have charged for effecting that transaction, if the Adviser determines in good faith, taking into account such factors as price (including the applicable brokerage commission or dealer spread), size of order, difficulty of execution, and operational facilities of the firm and the firm's risk and skill in positioning blocks of securities, that such amount of commission is reasonable in relation to the value of the brokerage and/or research services provided by such member, broker or dealer, viewed in terms of either that particular transaction or its overall responsibilities with respect to the Company's portfolio, and constitutes the best net results for the Company.

**6. Limitations on the Employment of the Adviser.**

The services of the Adviser to the Company are not exclusive, and the Adviser may engage in any other business or render similar or different services to others including, without limitation, the direct or indirect sponsorship or management of other investment based accounts or commingled pools of capital, however structured, having investment objectives similar to those of the Company, so long as its services to the Company hereunder are not impaired thereby, and nothing in this Agreement shall limit or restrict the right of any manager, partner, officer or employee of the Adviser to engage in any other business or to devote his or her time and attention in part to any other business, whether of a similar or dissimilar nature, or to receive any fees or compensation in connection therewith (including fees for serving as a director of, or providing consulting services to, one or more of the Company's portfolio companies, subject to applicable law). So long as this Agreement or any extension, renewal or amendment remains in effect, the Adviser shall be the only investment adviser for the Company, subject to the Adviser's right to enter into sub-advisory agreements. The Adviser assumes no responsibility under this Agreement other than to render the services called for hereunder. It is understood that directors, officers, employees and stockholders of the Company are or may become interested in the Adviser and its affiliates, as directors, officers, employees, partners, stockholders, members, managers or otherwise, and that the Adviser and directors, officers, employees, partners, stockholders, members and managers of the Adviser and its affiliates are or may become similarly interested in the Company as stockholders or otherwise.

**7. Responsibility of Dual Directors, Officers and/or Employees.**

If any person who is a manager, partner, officer or employee of the Adviser or the Administrator is or becomes a director, officer and/or employee of the Company and acts as such in any business of the Company, then such manager, partner, officer and/or employee of the Adviser or the Administrator shall be deemed to be acting in such capacity solely for the Company, and not as a manager, partner, officer or employee of the Adviser or the Administrator or under the control or direction of the Adviser or the Administrator, even if paid by the Adviser or the Administrator.

**8. Limitation of Liability of the Adviser; Indemnification.**

The Adviser (and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated with the Adviser, including without limitation its sole member and the Administrator and any affiliated person thereof to the extent they are providing services for or otherwise acting

on behalf of the Adviser, Administrator or the Company) shall not be liable to the Company for any action taken or omitted to be taken by the Adviser in connection with the performance of any of its duties or obligations under this Agreement or otherwise as an investment adviser of the Company (except to the extent specified in Section 36(b) of the Investment Company Act concerning loss resulting from a breach of fiduciary duty (as the same is finally determined by judicial proceedings) with respect to the receipt of compensation for services), and the Company shall indemnify, defend and protect the Adviser (and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated with the Adviser, including without limitation its general partner and the Administrator, each of whom shall be deemed a third party beneficiary hereof) (collectively, the “Indemnified Parties”) and hold them harmless from and against all damages, liabilities, costs and expenses (including reasonable attorneys’ fees and amounts reasonably paid in settlement) incurred by the Indemnified Parties in or by reason of any pending, threatened or completed action, suit, investigation or other proceeding (including an action or suit by or in the right of the Company or its security holders) arising out of or otherwise based upon the performance of any of the Adviser’s duties or obligations under this Agreement or otherwise as an investment adviser of the Company. Notwithstanding the preceding sentence of this Section 8 to the contrary, nothing contained herein shall protect or be deemed to protect the Indemnified Parties against or entitle or be deemed to entitle the Indemnified Parties to indemnification in respect of, any liability to the Company or its security holders to which the Indemnified Parties would otherwise be subject by reason of willful misfeasance, bad faith or gross negligence in the performance of the Adviser’s duties or by reason of the reckless disregard of the Adviser’s duties and obligations under this Agreement (as the same shall be determined in accordance with the Investment Company Act and any interpretations or guidance by the Securities and Exchange Commission or its staff thereunder).

**9. Effectiveness, Duration and Termination of Agreement.**

(a) This Agreement shall become effective as of the first date above written. This Agreement may be terminated at any time, without the payment of any penalty, upon not more than 60 days’ written notice, by the vote of a majority of the outstanding voting securities of the Company or by the vote of the Company’s Directors or by the Adviser. The provisions of Section 8 of this Agreement shall remain in full force and effect, and the Adviser shall remain entitled to the benefits thereof, notwithstanding any termination of this Agreement. Further, notwithstanding the termination or expiration of this Agreement as aforesaid, the Adviser shall be entitled to any amounts owed under Section 3 through the date of termination or expiration and Section 8 shall continue in force and effect and apply to the Adviser and its representatives as and to the extent applicable.

(b) This Agreement shall continue automatically for successive annual periods, provided that such continuance is specifically approved at least annually by (A) the vote of the Board, or by the vote of a majority of the outstanding voting securities of the Company and (B) the vote of a majority of the Company’s Directors who are not parties to this Agreement or “interested persons” (as such term is defined in Section 2(a)(19) of the Investment Company Act) of any such party, in accordance with the requirements of the Investment Company Act.

(c) This Agreement will automatically terminate in the event of its “assignment” (as such term is defined for purposes of Section 15(a)(4) of the Investment Company Act).

**10. Notices.**

Any notice under this Agreement shall be given in writing, addressed and delivered or mailed, postage prepaid, to the other party at its principal office.

**11. Amendments.**

This Agreement may be amended by mutual consent, but the consent of the Company must be obtained in conformity with the requirements of the Investment Company Act.

**12. Entire Agreement; Governing Law.**

This Agreement contains the entire agreement of the parties and supersedes all prior agreements, understandings and arrangements with respect to the subject matter hereof. This Agreement shall be construed in accordance with the laws of the State of New York and in accordance with the applicable provisions of the Investment Company Act. In such case, to the extent the applicable laws of the State of New York, or any of the provisions herein, conflict with the provisions of the Investment Company Act, the latter shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed on the date above written.

**SOLAR CAPITAL LTD.**

By: /s/ Michael S. Gross

Name: Michael S. Gross

Title: Chief Executive Officer, President, Chairman of  
the Board and Director

**SOLAR CAPITAL PARTNERS, LLC**

By: /s/ Michael S. Gross

Name: Michael S. Gross

Title: Managing Member

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael S. Gross, Chief Executive Officer of Solar Capital Ltd., certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 officer 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 officer 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 2nd day of November, 2017

/s/ MICHAEL S. GROSS

**Michael S. Gross**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard L. Peteka, Chief Financial Officer of Solar Capital Ltd., certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 officer 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 officer 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 2nd day of November, 2017

/s/ RICHARD L. PETEKA

**Richard L. Peteka**



**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 Quarterly Report on Form 10-Q for the period ended September 30, 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:** November 2, 2017

**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 Quarterly Report on Form 10-Q for the period ended September 30, 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:** November 2, 2017