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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 Quarterly Period Ended August 31, 2014

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

Commission File Number: 1-33376

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**SARATOGA INVESTMENT CORP.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**20-8700615**  
(I.R.S. Employer  
Identification No.)

**535 Madison Avenue**  
**New York, New York**  
(Address of principal executive office)

**10022**  
(Zip Code)

**(212) 906-7800**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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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 (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input checked="" type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>

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, \$0.001 par value, outstanding as of October 14, 2014 was 5,379,616.

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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

## Saratoga Investment Corp.

## Consolidated Statements of Assets and Liabilities

	As of	
	August 31, 2014 (unaudited)	February 28, 2014
<b>ASSETS</b>		
Investments at fair value		
Non-control/non-affiliate investments (amortized cost of \$215,422,798 and \$185,266,607, respectively)	\$ 216,229,627	\$ 186,275,106
Control investments (cost of \$16,555,808 and \$16,555,808, respectively)	20,090,075	19,569,596
Total investments at fair value (amortized cost of \$231,978,606 and \$201,822,415, respectively)	236,319,702	205,844,702
Cash and cash equivalents	271,378	3,293,898
Cash and cash equivalents, reserve accounts	3,215,671	3,293,113
Interest receivable (net of reserve of \$184,818 and \$150,058, respectively)	3,314,407	2,571,853
Deferred debt financing costs, net	3,879,035	4,008,704
Management fee receivable	167,031	150,106
Other assets	62,769	14,461
Total assets	<u>\$ 247,229,993</u>	<u>\$ 219,176,837</u>
<b>LIABILITIES</b>		
Revolving credit facility	\$ 8,900,000	\$ —
SBA debentures payable	64,000,000	50,000,000
Notes payable	48,300,000	48,300,000
Management and incentive fees payable	4,221,591	3,856,962
Accounts payable and accrued expenses	536,355	824,568
Interest and debt fees payable	1,036,073	873,135
Due to manager	418,154	398,154
Total liabilities	<u>\$ 127,412,173</u>	<u>\$ 104,252,819</u>
Commitments and contingencies (See Note 7)		
<b>NET ASSETS</b>		
Common stock, par value \$.001, 100,000,000 common shares authorized, 5,379,616 and 5,379,616 common shares issued and outstanding, respectively	\$ 5,380	\$ 5,380
Capital in excess of par value	184,851,154	184,851,154
Distribution in excess of net investment income	(25,494,426)	(29,627,578)
Accumulated net realized loss from investments and derivatives	(43,885,384)	(44,327,225)
Net unrealized appreciation on investments and derivatives	4,341,096	4,022,287
Total Net Assets	<u>119,817,820</u>	<u>114,924,018</u>
Total liabilities and Net Assets	<u>\$ 247,229,993</u>	<u>\$ 219,176,837</u>
<b>NET ASSET VALUE PER SHARE</b>	<u>\$ 22.27</u>	<u>\$ 21.36</u>

See accompanying notes to consolidated financial statements.

**Saratoga Investment Corp.****Consolidated Statements of Operations****(unaudited)**

	For the three months ended		For the six months ended	
	August 31		August 31	
	2014	2013	2014	2013
<b>INVESTMENT INCOME</b>				
Interest from investments				
Non-control/Non-affiliate investments	\$5,047,571	\$ 3,385,362	\$ 9,755,465	\$ 7,254,826
Payment-in-kind interest income from Non-control/Non-affiliate investments	329,614	296,802	582,542	472,923
Control investments	660,031	1,109,535	1,301,369	2,235,539
Total interest income	6,037,216	4,791,699	11,639,376	9,963,288
Interest from cash and cash equivalents	1,120	3,959	1,714	5,865
Management fee income	375,459	480,750	767,493	978,841
Other income	61,495	111,300	210,830	457,476
Total investment income	6,475,290	5,387,708	12,619,413	11,405,470
<b>EXPENSES</b>				
Interest and debt financing expenses	1,809,516	1,603,581	3,597,103	2,731,436
Base management fees	1,037,186	811,106	2,005,665	1,547,822
Professional fees	275,933	235,191	711,307	566,255
Administrator expenses	250,000	250,000	500,000	500,000
Incentive management fees	789,714	(39,770)	1,170,617	781,352
Insurance	84,127	119,234	168,614	239,229
Directors fees and expenses	55,586	45,000	108,761	96,000
General & administrative	100,568	91,425	224,194	189,786
Other expense	—	75	—	12,035
Total expenses	4,402,630	3,115,842	8,486,261	6,663,915
<b>NET INVESTMENT INCOME</b>	<u>2,072,660</u>	<u>2,271,866</u>	<u>4,133,152</u>	<u>4,741,555</u>
<b>REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:</b>				
Net realized gain from investments	360,161	545,642	441,841	1,074,942
Net unrealized appreciation (depreciation) on investments	703,506	(2,858,805)	318,809	(2,057,943)
Net gain/(loss) on investments	<u>1,063,667</u>	<u>(2,313,163)</u>	<u>760,650</u>	<u>(983,001)</u>
<b>NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS</b>	<u>\$3,136,327</u>	<u>\$ (41,297)</u>	<u>\$ 4,893,802</u>	<u>\$ 3,758,554</u>
<b>WEIGHTED AVERAGE - BASIC AND DILUTED EARNINGS (LOSS) PER COMMON SHARE</b>	\$ 0.58	\$ (0.01)	\$ 0.91	\$ 0.79
<b>WEIGHTED AVERAGE COMMON STOCK OUTSTANDING - BASIC AND DILUTED</b>	5,379,616	4,730,116	5,379,616	4,730,116

See accompanying notes to consolidated financial statements.

**Saratoga Investment Corp.**  
**Consolidated Schedule of Investments**  
**August 31, 2014**  
**(unaudited)**

Company	Industry	Investment Interest Rate / Maturity	Principal/ Number of Shares	Cost	Fair Value (c)	% of Net Assets
<b>Non-control/Non-affiliated investments - 180.5% (b)</b>						
National Truck Protection Co., Inc. (d), (g)	Automotive	Common Stock	1,116	\$ 1,000,000	\$ 1,473,053	1.2%
National Truck Protection Co., Inc. (d)	Automotive	First Lien Term Loan 15.50% Cash, 9/13/2018	\$ 7,737,848	7,737,848	7,737,848	6.5%
Take 5 Oil Change, L.L.C. (d), (g)	Automotive	Common Stock	7,128	712,800	1,460,954	1.2%
		Total Automotive		9,450,648	10,671,855	8.9%
Legacy Cabinets Holdings (d), (g)	Building Products	Common Stock Voting A-1	2,535	220,900	1,199,055	1.0%
Legacy Cabinets Holdings (d), (g)	Building Products	Common Stock Voting B-1	1,600	139,424	756,800	0.6%
		Total Building Products		360,324	1,955,855	1.6%
BMC Software, Inc. (d)	Business Services	First Lien Term Loan 5.00% Cash, 9/10/2020	\$ 5,761,667	5,713,227	5,742,077	4.8%
Dispensing Dynamics International (d)	Business Services	Senior Secured Note 12.50% Cash, 1/1/2018	\$ 7,000,000	6,897,469	7,560,000	6.3%
Easy Ice, LLC (d)	Business Services	First Lien Term Loan 14.00% (11.00% Cash/3.00% PIK), 3/29/2018	\$ 7,603,228	7,603,231	7,603,228	6.3%
Emily Street Enterprises, L.L.C.	Business Services	Senior Secured Note 12.00% (11.00% Cash/1.00% PIK), 12/28/2017	\$ 5,792,538	5,709,596	5,792,538	4.8%
Emily Street Enterprises, L.L.C. (g)	Business Services	Warrant Membership Interests	49,318	400,000	385,174	0.3%
Help/Systems Holdings, Inc.(Help/Systems, LLC) (d)	Business Services	First Lien Term Loan 5.50% Cash, 6/28/2019	\$ 3,970,000	3,936,883	3,930,300	3.3%
Help/Systems Holdings, Inc.(Help/Systems, LLC) (d)	Business Services	Second Lien Term Loan 9.50% Cash, 6/28/2020	\$ 2,000,000	1,973,818	2,000,000	1.7%
Knowland Technology Holdings, L.L.C.	Business Services	First Lien Term Loan 11.00% Cash, 11/29/2017	\$ 5,259,171	5,215,608	5,259,171	4.4%
Vector Controls Holding Co., LLC (d)	Business Services	First Lien Term Loan, 14.00% (12.00% Cash/2.00% PIK), 3/6/2018	\$ 9,340,061	9,195,124	9,340,061	7.8%
Vector Controls Holding Co., LLC (d), (g)	Business Services	Warrants to Purchase Limited Liability Company Interests	101	—	87,600	0.1%
		Total Business Services		46,644,956	47,700,149	39.8%
Targus Group International, Inc. (d)	Consumer Products	First Lien Term Loan 11.00% Cash, 5/24/2016	\$ 3,661,247	3,612,910	3,503,447	2.9%
Targus Holdings, Inc. (d), (g)	Consumer Products	Common Stock	62,413	566,765	—	0.0%
Targus Holdings, Inc. (d)	Consumer Products	Unsecured Note 10.00% PIK, 6/14/2019	\$ 2,054,158	2,054,158	1,499,104	1.3%
Targus Holdings, Inc. (d)	Consumer Products	Unsecured Note 16.00% Cash, 10/26/2018	\$ 399,152	394,283	375,489	0.3%
		Total Consumer Products		6,628,116	5,378,040	4.5%
Avionte Holdings, LLC (g)	Consumer Services	Common Stock	100,000	100,000	139,000	0.1%
Avionte Holdings, LLC	Consumer Services	First Lien Term Loan 8.25% Cash, 1/8/2019	\$ 3,000,000	2,946,920	3,000,000	2.5%
CFF Acquisition L.L.C. (d)	Consumer Services	First Lien Term Loan 7.50% Cash, 7/31/2015	\$ 996,679	990,974	996,679	0.9%
Expedited Travel L.L.C.	Consumer Services	First Lien Term Loan 9.00% Cash, 12/28/2017	\$ 3,830,000	3,768,632	3,830,000	3.2%
PrePaid Legal Services, Inc. (d)	Consumer Services	First Lien Term Loan	\$ 3,951,613	3,917,123	3,950,427	3.3%

		6.25% Cash, 7/1/2019					
PrePaid Legal Services, Inc. (d)	Consumer Services	Second Lien Term Loan 9.75% Cash, 7/1/2020	\$ 5,000,000	4,933,418	5,047,000	4.2%	
		Total Consumer Services		16,657,067	16,963,106	14.2%	
M/C Acquisition Corp., L.L.C. (d), (g)	Education	Class A Common Stock	544,761	30,241	—	0.0%	
M/C Acquisition Corp., L.L.C. (d)	Education	First Lien Term Loan 1.00% Cash, 3/13/14	\$ 2,444,027	1,295,285	100,597	0.1%	
		Total Education		1,325,526	100,597	0.1%	
Group Dekko, Inc. (d)	Electronics	Second Lien Term Loan 11.00% (10.00% Cash/1.00% PIK), 5/1/2016	\$ 6,935,934	6,935,934	6,554,458	5.5%	
		Total Electronics		6,935,934	6,554,458	5.5%	
USS Parent Holding Corp. (d), (g)	Environmental	Non Voting Common Stock	765	133,002	244,698	0.2%	

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USS Parent Holding Corp. (d), (g)	Environmental	Voting Common Stock		17,396	3,025,798	5,566,864	4.7%
		Total Environmental			3,158,800	5,811,562	4.9%
DS Waters of America, Inc. (d)	Food and Beverage	First Lien Term Loan 5.25% Cash, 8/30/2020	\$ 2,481,250	2,459,770	2,487,453	2.2%	
TB Corp. (d)	Food and Beverage	First Lien Term Loan 5.75% Cash, 6/19/2018	\$ 5,076,203	5,064,962	5,076,203	4.2%	
TB Corp. (d)	Food and Beverage	Unsecured Note 13.50% (12.00% Cash/1.50% PIK), 12/20/2018	\$ 2,546,121	2,517,122	2,546,121	2.1%	
TM Restaurant Group L.L.C.	Food and Beverage	First Lien Term Loan 7.75% Cash, 7/16/2017	\$ 2,808,190	2,808,190	2,802,855	2.3%	
		Total Food and Beverage			12,850,044	12,912,632	10.8%
Bristol Hospice, LLC	Healthcare Services	Senior Secured Note 11.00%(10.00% Cash/1.00% PIK), 11/29/2018	\$ 5,486,532	5,390,528	5,486,532	4.6%	
IDOC, LLC	Healthcare Services	First Lien Term Loan 9.75% Cash, 8/2/2017	\$13,831,583	13,831,583	13,831,583	11.5%	
Oceans Acquisition, Inc.	Healthcare Services	First Lien Term A Loan 10.75% Cash, 12/27/2017	\$ 6,246,226	6,154,475	6,121,301	5.1%	
Oceans Acquisition, Inc.	Healthcare Services	First Lien Term B Loan 10.75% Cash, 12/27/2017	\$ 1,000,000	991,202	980,000	0.8%	
Roscoe Medical, Inc. (d), (g)	Healthcare Services	Common Stock	5,000	500,000	446,800	0.4%	
Roscoe Medical, Inc.	Healthcare Services	Second Lien Term Loan 11.25% Cash, 9/26/2019	\$ 4,200,000	4,123,141	4,160,100	3.5%	
Smile Brands Group Inc. (d)	Healthcare Services	First Lien Term Loan 7.50% Cash, 8/16/2019	\$ 4,466,250	4,390,964	4,354,594	3.6%	
Surgical Specialties Corporation (US), Inc. (d)	Healthcare Services	First Lien Term Loan 7.25% Cash, 8/22/2018	\$ 2,375,000	2,355,380	2,369,063	2.0%	
Zest Holdings, LLC (d)	Healthcare Services	First Lien Term Loan 6.50% Cash, 8/16/2020	\$ 4,466,250	4,377,323	4,477,416	3.7%	
		Total Healthcare Services			42,114,596	42,227,389	35.2%
McMillin Companies L.L.C. (d), (g)	Homebuilding	Senior Secured Note 0% Cash, 12/31/2013	\$ 550,000	558,434	410,740	0.3%	
		Total Homebuilding			558,434	410,740	0.3%
Distribution International, Inc. (d)	Manufacturing	First Lien Term Loan 7.50% Cash, 7/16/2019	\$ 5,940,000	5,888,342	5,940,000	5.0%	
		Total Manufacturing			5,888,342	5,940,000	5.0%
HMN Holdco, LLC	Media	First Lien Term Loan 14.00% Cash, 5/16/2019	\$ 9,540,696	9,360,503	9,206,771	7.7%	
HMN Holdco, LLC (g)	Media	Warrants to Purchase Limited Liability Company Interests (Common)	57,783	—	179,127	0.1%	
HMN Holdco, LLC (g)	Media	Warrants to Purchase Limited Liability Company Interests	8,139	—	67,798	0.1%	
		Total Media			9,360,503	9,453,696	7.9%
Elyria Foundry Company, L.L.C. (d)	Metals	Senior Secured Note 17.00% (13.00% Cash/4.00% PIK), 9/14/2014	\$ 8,859,616	8,859,614	5,785,311	4.8%	
Elyria Foundry Company, L.L.C. (d), (g)	Metals	Warrants to Purchase Limited Liability Company Interests (2008)	7,000	20	—	0.0%	
Elyria Foundry Company, L.L.C. (d), (g)	Metals	Warrants to Purchase Limited Liability Company Interests (2013)	18,227	—	—	0.0%	
		Total Metals			8,859,634	5,785,311	4.8%
Network Communications, Inc. (d), (g)	Publishing	Common Stock	380,572	—	—	0.0%	
Network Communications, Inc. (d)	Publishing	Unsecured Notes 8.60% PIK, 1/14/2020	\$ 2,657,971	2,299,254	1,488,510	1.2%	
		Total Publishing			2,299,254	1,488,510	1.2%
Community Investors, Inc. (g)	Software	Common Stock	1,282	1,282	2,449	0.0%	
Community Investors, Inc.	Software	First Lien Term Loan 9.75% Cash, 5/9/2018	\$ 6,896,042	6,784,964	6,896,042	5.8%	
Community Investors, Inc.	Software	Revolver	\$ 166,667	—	—	0.0%	
Community Investors, Inc. (g)	Software	Preferred Stock	63,463	149,138	121,214	0.1%	
Community Investors, Inc. (g)	Software	Preferred Stock - A Shares	135,584	135,584	258,965	0.2%	
Identity Automation Systems (g)	Software	Common Stock Class A Units	232,616	232,616	232,616	0.2%	
Identity Automation Systems	Software	First Lien Term Loan 10.25% Cash, 8/25/2019	\$ 5,000,000	4,950,321	5,000,000	4.2%	
Pen-Link, Ltd. (d)	Software	Second Lien Term Loan 12.50% Cash, 5/26/2019	\$11,500,000	11,294,269	11,500,000	9.6%	
		Total Software			23,548,174	24,011,286	20.1%

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Censis Technologies, Inc.	Technology	First Lien Term Loan B 11.00% Cash, 7/24/2019	\$ 12,000,000	11,761,173	11,760,000	9.8%
Censis Technologies, Inc. (g), (h)	Technology	Limited Partner Interests		999	999,000	0.8%
					<u>12,760,173</u>	<u>10.6%</u>
<b>Total Technology</b>					<u>12,760,173</u>	<u>10.6%</u>
Advanced Air & Heat of Florida, LLC	Utilities	First Lien Term Loan 10.00% Cash, 1/31/2019	\$ 6,105,441	6,022,273	6,105,441	5.1%
					<u>6,022,273</u>	<u>5.1%</u>
<b>Total Utilities</b>					<u>6,022,273</u>	<u>5.1%</u>
<b>Sub Total Non-control/Non-affiliated investments</b>					<u>215,422,798</u>	<u>180.5%</u>
<b>Control investments – 16.8% (b)</b>					<u>16,555,808</u>	<u>16.8%</u>
Saratoga Investment Corp. CLO 2013-1, Ltd. (a), (d), (e), (f)	Structured Finance Securities	Other/Structured Finance Securities 16.01%, 10/17/2023	\$ 30,000,000	16,555,808	20,090,075	16.8%
<b>Sub Total Control investments</b>					<u>16,555,808</u>	<u>16.8%</u>
<b>TOTAL INVESTMENTS – 197.3% (b)</b>					<u>\$231,978,606</u>	<u>197.3%</u>

- (a) Represents a non-qualifying investment as defined under Section 55 (a) of the Investment Company Act of 1940, as amended. Non-qualifying assets represent 8.5% of the Company's portfolio at fair value. As a BDC, the Company can only invest 30% of its portfolio in non-qualifying assets.
- (b) Percentages are based on net assets of \$119,817,820 as of August 31, 2014.
- (c) Because there is no readily available market value for these investments, the fair value of these investments is approved in good faith by our board of directors (see Note 3 to the consolidated financial statements).
- (d) These securities are pledged as collateral under a senior secured revolving credit facility (see Note 6 to the consolidated financial statements).
- (e) This investment does not have a stated interest rate that is payable thereon. As a result, the 16.01% interest rate in the table above represents the interest rate currently earned on the investment cost and is based on the current cash interest and other income generated by the investment.
- (f) As defined in the Investment Company Act, we "Control" this portfolio company because we own more than 25% of the portfolio company's outstanding voting securities. Transactions during the period in which the issuer was both an Affiliate and a portfolio company that we Control are as follows:

Company	Purchases	Redemptions	Sales (cost)	Interest Income	Management fee income	Net Realized gains/(losses)	Net Unrealized gains/(losses)
Saratoga Investment Corp. CLO 2013-1, Ltd.	\$ —	\$ —	\$ —	\$ 1,301,369	\$ 767,493	\$ —	\$ 3,534,267

- (g) Non-income producing at August 31, 2014.
- (h) Includes securities issued by an affiliate of the company.

**Saratoga Investment Corp.**

**Consolidated Schedule of Investments**

**February 28, 2014**

Company	Industry	Investment Interest Rate / Maturity	Principal/ Number of Shares	Cost	Fair Value (c)	% of Net Assets
<b>Non-control/Non-affiliated investments - 162.1% (b)</b>						
PATS Aircraft, LLC (d), (g)	Aerospace	Common Stock	51,813	\$ 89,636	\$ 89,636	0.1%
PATS Aircraft, LLC (d)	Aerospace	First Lien Term Loan 8.50% Cash, 10/6/2016	\$ 254,598	254,598	254,598	0.2%
		Total Aerospace		344,234	344,234	0.3%
National Truck Protection Co., Inc. (d), (g)	Automotive	Common Stock	1,116	1,000,000	1,152,531	1.0%
National Truck Protection Co., Inc. (d)	Automotive	First Lien Term Loan 15.50% Cash, 9/13/2018	\$ 8,250,000	8,250,000	8,250,000	7.2%
Take 5 Oil Change, L.L.C. (d), (g)	Automotive	Common Stock	7,128	712,800	1,217,747	1.1%
		Total Automotive		9,962,800	10,620,278	9.3%
Legacy Cabinets Holdings (d), (g)	Building Products	Common Stock Voting A-1	2,535	220,900	552,351	0.5%
Legacy Cabinets Holdings (d), (g)	Building Products	Common Stock Voting B-1	1,600	139,424	348,624	0.3%
		Total Building Products		360,324	900,975	0.8%
ARSloane Acquisition, LLC (d)	Business Services	First Lien Term Loan 7.50% Cash, 10/1/2019	\$ 997,500	988,200	1,004,981	0.9%
BMC Software, Inc. (d)	Business Services	First Lien Term Loan 5.00% Cash, 9/10/2020	\$ 6,000,000	5,943,801	6,013,800	5.2%
Dispensing Dynamics International (d)	Business Services	Senior Secured Note 12.50% Cash, 1/1/2018	\$ 7,000,000	6,882,278	7,525,000	6.5%
Easy Ice, LLC (d)	Business Services	First Lien Term Loan 14.00% (11.00% Cash/3.00% PIK), 3/29/2018	\$ 7,507,024	7,387,970	7,507,024	6.5%
Emily Street Enterprises, L.L.C.	Business Services	Senior Secured Note 12.00% (11.00% Cash/1.00% PIK), 12/28/2017	\$ 5,767,983	5,680,703	5,767,983	5.0%
Emily Street Enterprises, L.L.C. (g)	Business Services	Warrant Membership Interests	49,318	400,000	601,679	0.5%
Help/Systems Holdings, Inc.(Help/Systems, LLC) (d)	Business Services	First Lien Term Loan 5.50% Cash, 6/28/2019	\$ 3,990,000	3,954,385	3,960,075	3.5%
Help/Systems Holdings, Inc.(Help/Systems, LLC) (d)	Business Services	Second Lien Term Loan 9.50% Cash, 6/28/2020	\$ 2,000,000	1,972,758	2,000,000	1.7%
Knowland Technology Holdings, L.L.C.	Business Services	First Lien Term Loan 11.00% Cash, 11/29/2017	\$ 6,200,000	6,107,034	6,200,000	5.4%
Trinet HR Corporation (SOI Holdings, Inc.) (d)	Business Services	First Lien Term Loan 5.00% Cash, 8/20/2020	\$ 4,987,500	4,941,335	5,018,921	4.4%
Trinet HR Corporation (SOI Holdings, Inc.) (d)	Business Services	Second Lien Term Loan 8.75% Cash, 2/20/2021	\$ 2,500,000	2,453,145	2,518,750	2.2%
Vector Controls Holding Co., LLC (d)	Business Services	First Lien Term Loan, 14.00% (12.00% Cash/2.00% PIK), 3/6/2018	\$ 9,261,074	9,115,415	9,075,853	7.9%
Vector Controls Holding Co., LLC (d), (g)	Business Services	Warrants to Purchase Limited Liability Company Interests	101	—	136,217	0.1%
		Total Business Services		55,827,024	57,330,283	49.8%
Targus Group International, Inc. (d)	Consumer Products	First Lien Term Loan 11.00% Cash, 5/24/2016	\$ 3,738,369	3,704,766	3,663,602	3.2%

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Company	Industry	Investment Interest Rate / Maturity	Principal/ Number of Shares	Cost	Fair Value (c)	% of Net Assets
Targus Holdings, Inc. (d), (g)	Consumer Products	Common Stock	62,413	566,765	730,232	0.6%
Targus Holdings, Inc. (d)	Consumer Products	Unsecured Note 10.00% PIK, 6/14/2019	\$ 2,054,158	2,054,158	1,387,848	1.2%
Targus Holdings, Inc. (d)	Consumer Products	Unsecured Note 16.00% Cash, 10/26/2018	\$ 384,577	379,471	336,505	0.3%
		Total Consumer Products		6,705,160	6,118,187	5.3%
Avionte Holdings, LLC (g)	Consumer Services	Common Stock	\$ 100,000	100,000	100,000	0.1%
Avionte Holdings, LLC	Consumer Services	First Lien Term Loan 9.75% Cash, 1/8/2019	\$ 3,000,000	2,940,000	3,000,000	2.6%
CFF Acquisition L.L.C. (d)	Consumer Services	First Lien Term Loan 7.50% Cash, 7/31/2015	\$ 1,319,891	1,273,596	1,319,891	1.1%
Expedited Travel L.L.C.	Consumer Services	First Lien Term Loan 9.00% Cash, 12/28/2017	\$ 4,580,000	4,501,104	4,580,000	4.0%
PrePaid Legal Services, Inc. (d)	Consumer Services	First Lien Term Loan 6.25% Cash, 7/1/2019	\$ 4,274,194	4,236,035	4,247,694	3.7%
PrePaid Legal Services, Inc. (d)	Consumer Services	Second Lien Term Loan 9.75% Cash, 7/1/2020	\$ 5,000,000	4,931,888	5,044,000	4.4%
		Total Consumer Services		17,982,623	18,291,585	15.9%
M/C Acquisition Corp., L.L.C. (d), (g)	Education	Class A Common Stock	544,761	30,241	—	0.0%
M/C Acquisition Corp., L.L.C. (d)	Education	First Lien Term Loan 1.00% Cash, 3/13/14	\$ 2,512,184	1,358,250	90,128	0.1%
		Total Education		1,388,491	90,128	0.1%
Group Dekko, Inc. (d)	Electronics	Second Lien Term Loan 11.00% (10.00% Cash/1.00% PIK), 5/1/2016	\$ 6,901,547	6,901,547	6,741,431	5.9%
		Total Electronics		6,901,547	6,741,431	5.9%
USS Parent Holding Corp. (d), (g)	Environmental	Non Voting Common Stock	765	133,002	220,992	0.2%
USS Parent Holding Corp. (d), (g)	Environmental	Voting Common Stock	17,396	3,025,798	5,027,574	4.4%
		Total Environmental		3,158,800	5,248,566	4.6%
DS Waters of America, Inc. (d)	Food and Beverage	First Lien Term Loan 5.25% Cash, 8/30/2020	\$ 2,493,750	2,470,506	2,531,156	2.2%
HOA Restaurant Group, L.L.C. (d)	Food and Beverage	Senior Secured Note 11.25% Cash, 4/1/2017	\$ 4,000,000	3,918,437	4,240,000	3.7%
TB Corp. (d)	Food and Beverage	First Lien Term Loan 5.75% Cash, 6/19/2018	\$ 5,101,971	5,082,013	5,127,481	4.5%
TB Corp. (d)	Food and Beverage	Unsecured Note 13.50% (12.00% Cash/1.50% PIK), 12/20/2018	\$ 2,543,154	2,513,130	2,555,870	2.2%
TM Restaurant Group L.L.C.	Food and Beverage	First Lien Term Loan 7.75% Cash, 7/16/2017	\$ 2,845,690	2,831,271	2,831,462	2.5%
		Total Food and Beverage		16,815,357	17,285,969	15.1%
Bristol Hospice, LLC	Healthcare Services	Senior Secured Note 11.00% (10.00% Cash/1.00% PIK), 11/29/2018	\$ 5,509,782	5,405,325	5,509,782	4.8%
Oceans Acquisition, Inc.	Healthcare Services	First Lien Term A Loan 10.75% Cash,	\$ 6,373,113	6,273,020	6,373,113	5.6%

Oceans Acquisition, Inc.	Healthcare Services	12/27/2017 First Lien Term B Loan 10.75% Cash, 12/27/2017	\$ 500,000	490,224	500,000	0.4%
Smile Brands Group Inc. (d)	Healthcare Services	First Lien Term Loan 7.50% Cash, 8/16/2019	\$ 4,488,750	4,406,559	4,488,750	3.9%
Surgical Specialties Corporation (US), Inc. (d)	Healthcare Services	First Lien Term Loan 7.25% Cash, 8/22/2018	\$ 2,437,500	2,415,591	2,449,688	2.1%
Zest Holdings, LLC (d)	Healthcare Services	First Lien Term Loan 6.50% Cash, 8/16/2020	\$ 4,488,750	4,405,073	4,488,750	3.9%
		Total Healthcare Services		<u>23,395,792</u>	<u>23,810,083</u>	<u>20.7%</u>

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Company	Industry	Investment Interest Rate / Maturity	Principal/ Number of Shares	Cost	Fair Value (e)	% of Net Assets
McMillin Companies L.L.C. (d), (g)	Homebuilding	Senior Secured Note 0% Cash, 12/31/2013	\$ 550,000	558,434	344,355	0.3%
		Total Homebuilding		558,434	344,355	0.3%
Distribution International, Inc. (d)	Manufacturing	First Lien Term Loan 7.50% Cash, 7/16/2019	\$ 5,970,000	5,916,094	5,970,000	5.2%
		Total Manufacturing		5,916,094	5,970,000	5.2%
Elyria Foundry Company, L.L.C. (d)	Metals	Senior Secured Note 17.00% (13.00% Cash/4.00% PIK), 9/14/2014	\$ 8,859,614	8,859,614	6,644,711	5.8%
Elyria Foundry Company, L.L.C. (d), (g)	Metals	Warrants to Purchase Limited Liability Company Interests (2008)	7,000	20	—	0.0%
Elyria Foundry Company, L.L.C. (d), (g)	Metals	Warrants to Purchase Limited Liability Company Interests (2013)	18,227	—	—	0.0%
		Total Metals		8,859,634	6,644,711	5.8%
Network Communications, Inc. (d), (g)	Publishing	Common Stock	380,572	—	—	0.0%
Network Communications, Inc. (d)	Publishing	Unsecured Notes 8.60% PIK, 1/14/2020	\$ 2,601,736	2,202,168	1,190,888	1.0%
		Total Publishing		2,202,168	1,190,888	1.0%
Community Investors, Inc. (g)	Software	Common Stock	1,282	1,282	1,449	0.0%
Community Investors, Inc.	Software	First Lien Term Loan 9.75% Cash, 5/9/2018	\$ 6,983,333	6,863,915	6,983,333	6.1%
Community Investors, Inc.	Software	Revolver	\$ 166,667	—	—	0.0%
Community Investors, Inc. (g)	Software	Preferred Stock	135,584	135,584	153,210	0.1%
Pen-Link, Ltd.	Software	Second Lien Term Loan 12.50% Cash, 5/26/2019	\$ 11,500,000	11,280,887	11,500,000	10.0%
		Total Software		18,281,668	18,637,992	16.2%
Advanced Air & Heat of Florida, LLC	Utilities	First Lien Term Loan 10.00% Cash, 1/31/2019	\$ 6,705,441	6,606,457	6,705,441	5.8%
		Total Utilities		6,606,457	6,705,441	5.8%
<b>Sub Total Non-control/ Non-affiliated investments</b>				<b>185,266,607</b>	<b>186,275,106</b>	<b>162.1%</b>
<b>Control investments - 17.0% (b)</b>						
Saratoga Investment Corp. CLO 2013-1, Ltd. (a), (d), (e), (f)	Structured Finance Securities	Other/Structured Finance Securities 15.16%, 10/17/2023	\$ 30,000,000	16,555,808	19,569,596	17.0%
<b>Sub Total Control investments</b>				<b>16,555,808</b>	<b>19,569,596</b>	<b>17.0%</b>
<b>TOTAL INVESTMENTS - 179.1% (b)</b>				<b>\$201,822,415</b>	<b>\$205,844,702</b>	<b>179.1%</b>

- (a) Represents a non-qualifying investment as defined under Section 55 (a) of the Investment Company Act of 1940, as amended. Non-qualifying assets represent 9.5% of the Company's portfolio at fair value. As a BDC, the Company can only invest 30% of its portfolio in non-qualifying assets.
- (b) Percentages are based on net assets of \$114,924,018 as of February 28, 2014.
- (c) Because there is no readily available market value for these investments, the fair value of these investments is approved in good faith by our board of directors (see Note 3 to the consolidated financial statements).
- (d) These securities are pledged as collateral under a senior secured revolving credit facility (see Note 6 to the consolidated financial statements).
- (e) This investment does not have a stated interest rate that is payable thereon. As a result, the 15.16% interest rate in the table above represents the interest rate currently earned on the investment cost and is based on the current cash interest and other income generated by the investment.
- (f) As defined in the Investment Company Act, we "Control" this portfolio company because we own more than 25% of the portfolio company's outstanding voting securities. Transactions during the period in which the issuer was both an Affiliate and a portfolio company that we Control are as follows:

Company	Purchases	Redemptions	Sales (cost)	Interest Income	Management fee income	Net Realized gains/(losses)	Net Unrealized gains/(losses)
Saratoga Investment Corp. CLO 2013-1, Ltd.	\$ —	\$ —	\$ —	\$3,410,868	\$1,775,141	\$ —	\$ 3,013,788

- (g) Non-income producing at February 28, 2014.

**Saratoga Investment Corp.****Consolidated Statements of Changes in Net Assets****(unaudited)**

	<u>For the six months ended August 31, 2014</u>	<u>For the six months ended August 31, 2013</u>
<b>INCREASE FROM OPERATIONS:</b>		
Net investment income	\$ 4,133,152	\$ 4,741,555
Net realized gain from investments	441,841	1,074,942
Net unrealized appreciation (depreciation) on investments	<u>318,809</u>	<u>(2,057,943)</u>
Net increase in net assets from operations	<u>4,893,802</u>	<u>3,758,554</u>
Total increase in net assets	4,893,802	3,758,554
Net assets at beginning of period	<u>114,924,018</u>	<u>108,686,761</u>
Net assets at end of period	<u>\$ 119,817,820</u>	<u>\$ 112,445,315</u>
Net asset value per common share	\$ 22.27	\$ 23.77
Common shares outstanding at end of period	5,379,616	4,730,116
Distribution in excess of net investment income	\$ (25,494,426)	\$ (19,781,396)

See accompanying notes to consolidated financial statements.

**Saratoga Investment Corp.**  
**Consolidated Statements of Cash Flows**  
**(unaudited)**

	<u>For the six months ended August 31, 2014</u>	<u>For the six months ended August 31, 2013</u>
<b>Operating activities</b>		
NET INCREASE IN NET ASSETS FROM OPERATIONS	\$ 4,893,802	\$ 3,758,554
ADJUSTMENTS TO RECONCILE NET INCREASE IN NET ASSETS FROM OPERATIONS TO NET CASH USED BY OPERATING ACTIVITIES:		
Paid-in-kind interest income	(371,527)	(472,923)
Net accretion of discount on investments	(382,571)	(224,598)
Amortization of deferred debt financing costs	512,481	419,294
Net realized gain from investments	(441,841)	(1,074,942)
Net unrealized (appreciation) depreciation on investments	(318,809)	2,057,943
Proceeds from sale and redemption of investments	24,387,382	54,849,577
Purchase of investments	(53,347,634)	(87,854,349)
(Increase) decrease in operating assets:		
Cash and cash equivalents, reserve accounts	77,442	(4,506,556)
Interest receivable	(742,554)	828,945
Due from manager	—	(4,929)
Management fee receivable	(16,925)	17,331
Other assets	(48,308)	(7,938)
Receivable from unsettled trades	—	316,489
Increase (decrease) in operating liabilities:		
Payable for unsettled trades	—	16,270,000
Management and incentive fees payable	364,629	977,424
Accounts payable and accrued expenses	(288,213)	66,602
Interest and debt fees payable	162,938	487,255
Due to manager	20,000	85,888
NET CASH USED BY OPERATING ACTIVITIES	<u>(25,539,708)</u>	<u>(14,010,933)</u>
<b>Financing activities</b>		
Borrowings on debt	27,600,000	4,000,000
Paydowns on debt	(4,700,000)	(24,300,000)
Issuance of notes	—	48,300,000
Debt financing cost	(382,812)	(2,579,309)
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>22,517,188</u>	<u>25,420,691</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,022,520)	11,409,758
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	3,293,898	149,025
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 271,378</u>	<u>\$ 11,558,783</u>
Supplemental Information:		
Interest paid during the period	\$ 2,921,683	\$ 1,824,887
Supplemental non-cash information:		
Paid-in-kind interest income	\$ 371,527	\$ 472,923
Net accretion of discount on investments	\$ 382,571	\$ 224,598
Amortization of deferred debt financing costs	\$ 512,481	\$ 419,294

See accompanying notes to consolidated financial statements.

**SARATOGA INVESTMENT CORP.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**August 31, 2014**

**(unaudited)**

**Note 1. Organization and Basis of Presentation**

Saratoga Investment Corp. (the “Company”, “we”, “our” and “us”) is a non-diversified closed end management investment company incorporated in Maryland that has elected to be treated and is regulated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “1940 Act”). We commenced operations on March 23, 2007 as GSC Investment Corp. and completed our initial public offering (“IPO”) on March 28, 2007. We have elected to be treated as a regulated investment company (“RIC”) under subchapter M of the Internal Revenue Code (the “Code”). We expect to continue to qualify and to elect to be treated for tax purposes as a RIC. Our investment objective is to generate current income and, to a lesser extent, capital appreciation from our investments.

GSC Investment, LLC (the “LLC”) was organized in May 2006 as a Maryland limited liability company. As of February 28, 2007, the LLC had not yet commenced its operations and investment activities.

On March 21, 2007, the Company was incorporated and concurrently therewith the LLC was merged with and into the Company, with the Company as the surviving entity, in accordance with the procedure for such merger in the LLC’s limited liability company agreement and Maryland law. In connection with such merger, each outstanding limited liability company interest of the LLC was converted into a share of common stock of the Company.

On July 30, 2010, the Company changed its name from “GSC Investment Corp.” to “Saratoga Investment Corp.” in conjunction with the transaction described in “Note 13. Recapitalization Transaction” below.

We are externally managed and advised by our investment adviser, Saratoga Investment Advisors, LLC (the “Manager”), pursuant an investment advisory and management agreement dated July 30, 2010 (the “Management Agreement”). Prior to July 30, 2010, we were managed and advised by GSCP (NJ), L.P.

On March 28, 2012, our wholly-owned subsidiary, Saratoga Investment Corp. SBIC, LP (“SBIC LP”), received a Small Business Investment Company (“SBIC”) license from the Small Business Administration (“SBA”).

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) and include the accounts of the Company its special purpose financing subsidiary, Saratoga Investment Funding, LLC (previously known as GSC Investment Funding LLC) and SBIC LP. All intercompany accounts and transactions have been eliminated in consolidation. All references made to the “Company,” “we,” and “us” herein include Saratoga Investment Corp. and its consolidated subsidiaries, except as stated otherwise.

**Note 2. Summary of Significant Accounting Policies**

**Use of Estimates in the Preparation of Financial Statements**

The preparation of the accompanying consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and income, gains (losses) and expenses during the period reported. Actual results could differ materially from those estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents include short-term, liquid investments in a money market fund. Cash and cash equivalents are carried at cost which approximates fair value. Per section 12(d)(1)(A) of the 1940 Act, the Company may not invest in another registered investment company such as, a money market fund if such investment would cause the Company to exceed any of the following limitations:

- we were to own more than 3.0% of the total outstanding voting stock of the money market fund;

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- we were to hold securities in the money market fund having an aggregate value in excess of 5.0% of the value of our total assets; or
- we were to hold securities in money market funds and other registered investment companies and BDCs having an aggregate value in excess of 10.0% of the value of our total assets.

### **Cash and Cash Equivalents, Reserve Accounts**

Cash and cash equivalents, reserve accounts include amounts held in designated bank accounts in the form of cash and short-term liquid investments in money market funds representing payments received on secured investments or other reserved amounts associated with our \$45.0 million senior secured revolving credit facility with Madison Capital Funding LLC. The Company is required to use these amounts to pay interest expense, reduce borrowings, or pay other amounts in accordance with the terms of the senior secured revolving credit facility.

### **Investment Classification**

The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, “Control Investments” are defined as investments in companies in which we own more than 25.0% of the voting securities or maintain greater than 50.0% of the board representation. Under the 1940 Act, “Affiliated Investments” are defined as those non-control investments in companies in which we own between 5.0% and 25.0% of the voting securities. Under the 1940 Act, “Non-affiliated Investments” are defined as investments that are neither Control Investments nor Affiliated Investments.

### **Investment Valuation**

The Company accounts for its investments at fair value in accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements and Disclosures* (“ASC 820”). ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements. ASC 820 requires the Company to assume that its investments are to be sold at the statement of assets and liabilities date in the principal market to independent market participants, or in the absence of a principal market, in the most advantageous market, which may be a hypothetical market. Market participants are defined as buyers and sellers in the principal or most advantageous market that are independent, knowledgeable, and willing and able to transact.

Investments for which market quotations are readily available are fair valued at such market quotations obtained from independent third party pricing services and market makers subject to any decision by our board of directors to approve a fair value determination to reflect significant events affecting the value of these investments. We value investments for which market quotations are not readily available at fair value as approved, in good faith, by our board of directors based on input from our Manager, the audit committee of our board of directors and a third party independent valuation firm. Determinations of fair value may involve subjective judgments and estimates. The types of factors that may be considered in determining the fair value of our investments include the nature and realizable value of any collateral, the portfolio company’s ability to make payments, market yield trend analysis, the markets in which the portfolio company does business, comparison to publicly traded companies, discounted cash flow and other relevant factors.

We undertake a multi-step valuation process each quarter when valuing investments for which market quotations are not readily available, as described below:

- Each investment is initially valued by the responsible investment professionals of our Manager and preliminary valuation conclusions are documented and discussed with the senior management of our Manager; and
- An independent valuation firm engaged by our board of directors reviews approximately one quarter of these preliminary valuations each quarter so that the valuation of each investment for which market quotes are not readily available is reviewed by the independent valuation firm at least annually.

In addition, all our investments are subject to the following valuation process:

- The audit committee of our board of directors reviews each preliminary valuation and our Manager and independent valuation firm (if applicable) will supplement the preliminary valuation to reflect any comments provided by the audit committee; and

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- Our board of directors discusses the valuations and approves the fair value of each investment, in good faith, based on the input of our Manager, independent valuation firm (to the extent applicable) and the audit committee of our board of directors.

Our investment in Saratoga Investment Corp. CLO 2013-1, Ltd. (“Saratoga CLO”) is carried at fair value, which is based on a discounted cash flow model that utilizes prepayment, re-investment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow, and comparable yields for equity interests in collateralized loan obligation funds similar to Saratoga CLO, when available, as determined by our Manager and recommended to our board of directors. Specifically, we use Intex cash flow models, or an appropriate substitute, to form the basis for the valuation of our investment in Saratoga CLO. The models use a set of assumptions including projected default rates, recovery rates, reinvestment rate and prepayment rates in order to arrive at estimated valuations. The assumptions are based on available market data and projections provided by third parties as well as management estimates. We use the output from the Intex models (i.e., the estimated cash flows) to perform a discounted cash flows analysis on expected future cash flows to determine a valuation for our investment in Saratoga CLO.

Because such valuations, and particularly valuations of private investments and private companies, are inherently uncertain, they may fluctuate over short periods of time and may be based on estimates. The determination of fair value may differ materially from the values that would have been used if a ready market for these investments existed. Our net asset value could be materially affected if the determinations regarding the fair value of our investments were materially higher or lower than the values that we ultimately realize upon the disposal of such investments.

### **Investment Transactions and Income Recognition**

Purchases and sales of investments and the related realized gains or losses are recorded on a trade-date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis to the extent that such amounts are expected to be collected. The Company stops accruing interest on its investments when it is determined that interest is no longer collectible. Discounts and premiums on investments purchased are accreted/amortized over the life of the respective investment using the effective yield method. The amortized cost of investments represents the original cost adjusted for the accretion of discounts and amortizations of premium on investments.

Loans are generally placed on non-accrual status when there is reasonable doubt that principal or interest will be collected. Accrued interest is generally reserved when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as a reduction in principal depending upon management’s judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management’s judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection.

Interest income on our investment in Saratoga CLO is recorded using the effective interest method in accordance with the provisions of ASC Topic 325-40, *Investments-Other, Beneficial Interests in Securitized Financial Assets*, (“ASC 325-40”), based on the anticipated yield and the estimated cash flows over the projected life of the investment. Yields are revised when there are changes in actual or estimated cash flows due to changes in prepayments and/or re-investments, credit losses or asset pricing. Changes in estimated yield are recognized as an adjustment to the estimated yield over the remaining life of the investment from the date the estimated yield was changed.

### **Paid-in-Kind Interest**

The Company holds debt investments in its portfolio that contain a payment-in-kind (“PIK”) interest provision. The PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is generally recorded on the accrual basis to the extent such amounts are expected to be collected. We stop accruing PIK interest if we do not expect the issuer to be able to pay all principal and interest when due.

### **Deferred Debt Financing Costs**

Financing costs incurred in connection with our credit facility are deferred and amortized using the straight line method over the life of their respective facilities. Financing costs incurred in connection with our SBA debentures are deferred and amortized using the effective yield method over the life of the debentures.

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### **Contingencies**

In the ordinary course of its business, the Company may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Company. Based on its history and experience, management feels that the likelihood of such an event is remote.

In the ordinary course of business, the Company may directly or indirectly be a defendant or plaintiff in legal actions with respect to bankruptcy, insolvency or other types of proceedings. Such lawsuits may involve claims that could adversely affect the value of certain financial instruments owned by the Company.

### **Income Taxes**

The Company has filed an election to be treated for tax purposes as a RIC under Subchapter M of the Code and, among other things, intends to make the requisite distributions to its stockholders which will relieve the Company from federal income taxes. Therefore, no provision has been recorded for federal income taxes.

In order to qualify as a RIC, among other requirements, the Company is required to timely distribute to its stockholders at least 90.0% of its investment company taxable income, as defined by the Code, for each fiscal tax year. The Company will be subject to a nondeductible U.S. federal excise tax of 4.0% on undistributed income if it does not distribute at least 98.0% of its ordinary income in any calendar year and 98.2% of its capital gain net income for each one-year period ending on October 31.

Depending on the level of taxable income earned in a tax year, the Company may choose to carry forward taxable income in excess of current year dividend distributions into the next tax year and pay a 4.0% 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 dividend distributions for excise tax purposes, the Company accrues excise tax, if any, on estimated excess taxable income as taxable income is earned.

In accordance with certain applicable Treasury regulations and private letter rulings issued by the Internal Revenue Service, a RIC may treat a distribution of its own stock as fulfilling its RIC distribution requirements if each stockholder may elect to receive his or her entire distribution in either cash or stock of the RIC subject to a limitation on the aggregate amount of cash to be distributed to all stockholders, which limitation must be at least 20.0% of the aggregate declared distribution. If too many stockholders elect to receive cash, each stockholder electing to receive cash will receive a pro rata amount of cash (with the balance of the distribution paid in stock). In no event will any stockholder, electing to receive cash, receive less than 20.0% of his or her entire distribution in cash. If these and certain other requirements are met, for U.S. federal income tax purposes, the amount of the dividend paid in stock will be equal to the amount of cash that could have been received instead of stock.

ASC 740, *Income Taxes*, (“ASC 740”), provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company’s tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. Tax positions deemed to meet a “more-likely-than-not” threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the consolidated statements of operations. During the fiscal year ended February 28, 2014, the Company did not incur any interest or penalties. Although we file federal and state tax returns, our major tax jurisdiction is federal. The 2011, 2012 and 2013 federal tax years for the Company remain subject to examination by the IRS. As of August 31, 2014 and February 28, 2014, there were no uncertain tax positions.

### **Dividends**

Dividends to common stockholders are recorded on the ex-dividend date. The amount to be paid out as a dividend is determined by the board of directors. Net realized capital gains, if any, are generally distributed at least annually, although we may decide to retain such capital gains for reinvestment.

We have adopted a dividend reinvestment plan (“DRIP”) that provides for reinvestment of our dividend distributions on behalf of our stockholders unless a stockholder elects to receive cash. As a result, if our board of directors authorizes, and we declare, a cash dividend, then our stockholders who have not “opted out” of our dividend reinvestment plan will have their cash dividends automatically reinvested in additional shares of our common stock, rather than receiving the cash dividends. We have the option to satisfy the share requirements of the DRIP through the issuance of new shares of common stock or through open market purchases of common stock by the DRIP plan administrator.

## Capital Gains Incentive Fee

The Company records an expense accrual on the consolidated statements of operations, relating to the capital gains incentive fee payable on the consolidated statements of assets and liabilities, by the Company to its investment adviser when the unrealized gains on its investments exceed all realized capital losses on its investments given the fact that a capital gains incentive fee would be owed to the investment adviser if the Company were to liquidate its investment portfolio at such time. The actual incentive fee payable to the Company's investment adviser related to capital gains will be determined and payable in arrears at the end of each fiscal year and will include only realized capital gains for the period.

## New Accounting Pronouncements

In June 2014, the FASB issued ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*, ("ASU 2014-11"). ASU 2014-11 makes limited changes to the accounting for repurchase agreements, clarifies when repurchase agreements and securities lending transactions should be accounted for as secured borrowings, and requires additional disclosures regarding these types of transactions. The guidance is effective for fiscal years beginning on or after December 15, 2014, and for interim periods within those fiscal years. Management is currently evaluating the impact these changes will have on the Company's consolidated financial statement disclosures.

## Risk Management

In the ordinary course of its business, the Company manages a variety of risks, including market risk and credit risk. Market risk is the risk of potential adverse changes to the value of investments because of changes in market conditions such as interest rate movements and volatility in investment prices.

Credit risk is the risk of default or non-performance by portfolio companies, equivalent to the investment's carrying amount.

The Company is also exposed to credit risk related to maintaining all of its cash and cash equivalents, including those in reserve accounts, at a major financial institution and credit risk related to any of its derivative counterparties.

The Company has investments in lower rated and comparable quality unrated high yield bonds and bank loans. Investments in high yield investments are accompanied by a greater degree of credit risk. The risk of loss due to default by the issuer is significantly greater for holders of high yield securities, because such investments are generally unsecured and are often subordinated to other creditors of the issuer.

## Note 3. Investments

As noted above, the Company values all investments in accordance with ASC 820. ASC 820 requires enhanced disclosures about assets and liabilities that are measured and reported at fair value. As defined in ASC 820, fair value is 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.

ASC 820 establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability of inputs used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Based on the observability of the inputs used in the valuation techniques, the Company is required to provide disclosures on fair value measurements according to the fair value hierarchy. The fair value hierarchy ranks the observability of the inputs used to determine fair values. Investments carried at fair value are classified and disclosed in one of the following three categories:

- Level 1—Valuations based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2—Valuations based on inputs other than quoted prices in active markets, which are either directly or indirectly observable.
- Level 3—Valuations based on inputs that are unobservable and significant to the overall fair value measurement. The inputs used in the determination of fair value may require significant management judgment or estimation. Such information may be the result of consensus pricing information or broker quotes which include a disclaimer that the

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broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimer would result in classification as Level 3 asset, assuming no additional corroborating evidence.

In addition to using the above inputs in investment valuations, the Company continues to employ the valuation policy approved by the board of directors that is consistent with ASC 820 and the 1940 Act (see Note 2). Consistent with our Company's valuation policy, we evaluate the source of inputs, including any markets in which our investments are trading, in determining fair value.

The following table presents fair value measurements of investments, by major class, as of August 31, 2014 (dollars in thousands), according to the fair value hierarchy:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Middle market loans	\$ —	\$ —	\$ 26,814	\$ 26,814
First lien term loans	—	—	115,589	115,589
Second lien term loans	—	—	29,262	29,262
Senior secured notes	—	—	25,035	25,035
Unsecured notes	—	—	5,909	5,909
Structured finance securities	—	—	20,090	20,090
Equity interest	—	—	13,621	13,621
Total	\$ —	\$ —	\$236,320	\$236,320

The following table presents fair value measurements of investments, by major class, as of February 28, 2014 (dollars in thousands), according to the fair value hierarchy:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Middle market loans	\$ —	\$ —	\$ 32,390	\$ 32,390
First lien term loans	—	—	80,246	80,246
Second lien term loans	—	—	27,804	27,804
Senior secured notes	—	—	30,032	30,032
Unsecured notes	—	—	5,471	5,471
Structured finance securities	—	—	19,570	19,570
Equity interest	—	—	10,332	10,332
Total	\$ —	\$ —	\$205,845	\$205,845

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the six months ended August 31, 2014 (dollars in thousands):

	Middle market loans	First lien term loans	Second lien term loans	Senior secured notes	Unsecured notes	Structured finance securities	Common stock/equities	Total
Balance as of February 28, 2014	\$32,390	\$ 80,246	\$ 27,804	\$30,032	\$ 5,471	\$ 19,570	\$10,332	\$205,845
Net unrealized gains (losses)	(256)	(395)	(263)	(1,108)	322	520	1,499	319
Purchases and other adjustments to cost	28	40,446	11,175	76	116	—	2,260	54,101
Sales and redemptions	(5,383)	(5,155)	(9,500)	(4,253)	—	—	(96)	(24,387)
Net realized gains/(losses) from investments	35	447	46	288	—	—	(374)	442
Balance as of August 31, 2014	\$26,814	\$115,589	\$ 29,262	\$25,035	\$ 5,909	\$ 20,090	\$13,621	\$236,320

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The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the six months ended August 31, 2013 (dollars in thousands):

	Middle market loans	First lien term loans	Second lien term loans	Senior secured notes	Unsecured notes	Structured finance securities	Common stock/equities	Total
Balance as of February 28, 2013	\$ —	\$ 83,792	\$ 9,571	\$23,305	\$ 4,874	\$ 25,517	\$ 8,021	\$155,080
Net unrealized gains (losses)	222	38	(29)	(122)	432	(3,635)	1,037	(2,057)
Purchases and other adjustments to cost	37,013	32,924	9,400	8,938	127	—	150	88,552
Sales and redemptions	—	(41,650)	(3,030)	(7,728)	—	(2,140)	(301)	(54,849)
Net realized gains from investments	—	403	370	—	—	—	301	1,074
Balance as of August 31, 2013	<u>\$37,235</u>	<u>\$ 75,507</u>	<u>\$ 16,282</u>	<u>\$24,393</u>	<u>\$ 5,433</u>	<u>\$ 19,742</u>	<u>\$ 9,208</u>	<u>\$187,800</u>

Purchases and other adjustments to cost include purchases of new investments at cost, effects of refinancing/restructuring, accretion/amortization of income from discount/premium on debt securities, and PIK.

Sales and redemptions represent net proceeds received from investments sold, and principal paydowns received, during the period.

The net change in unrealized gain/(loss) for the six months ended August 31, 2014 and 2013, on investments held as of August 31, 2014 and 2013, was \$734,740 and \$(2,349,502), respectively, and is included in net unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of assets as of August 31, 2014 were as follows (dollars in thousands):

	Fair Value	Valuation Technique	Unobservable Input	Range	Weighted Average Yield
Middle market loans	\$ 26,814	Market Comparables	Third-Party Bid	97.5 - 100.3	99.4%
First lien term loans	115,589	Market Comparables	Market Yield (%)	5.5% - 15.7%	11.2%
			EBITDA		
			Multiples (x)	3.0x	3.0x
			Third-Party Bid	83.7 - 101.0	96.1%
Second lien term loans	29,262	Market Comparables	Market Yield (%)	8.8% - 14.8%	12.2%
			Third-Party Bid	100.0 — 101.9	101.3%
Senior secured notes	25,035	Market Comparables	Market Yield (%)	11.0% - 42.5%	12.6%
			EBITDA		
			Multiples (x)	5.0x	5.0x
			Third-Party Bid	108.0	108.0%
Unsecured notes	5,909	Market Comparables	Market Yield (%)	13.2% - 22.2%	17.0%
Structured finance securities	20,090	Discounted Cash Flow	Discount Rate (%)	7.5%	7.5%
Equity interests	13,621	Market Comparables	EBITDA		
			Multiples (x)	6.3x — 14.0x	8.1x

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of assets as of February 28, 2014 were as follows (dollars in thousands):

	Fair Value	Valuation Technique	Unobservable Input	Range	Weighted Average Yield
Middle market loans	\$ 32,390	Market Comparables	Third-Party Bid	99.5 - 100.6	100.1%
First lien term loans	80,246	Market Comparables	Market Yield (%)	5.1% - 15.5%	10.4%
			EBITDA		
			Multiples (x)	3.0x	3.0x
			Third-Party Bid	83.3 - 101.5	97.0%
Second lien term loans	27,804	Market Comparables	Market Yield (%)	9.6% - 12.5%	11.7%
			Third-Party Bid	100.0 — 101.8	101.1%
Senior secured notes	30,032	Market Comparables	Market Yield (%)	11.0% - 42.5%	12.4%
			EBITDA		
			Multiples (x)	5.0x	5.0x
			Third-Party Bid	106.0 - 107.5	107.0%
Unsecured notes	5,471	Market Comparables	Market Yield (%)	12.8% - 20.3%	16.5%
Structured finance securities	19,570	Discounted Cash Flow	Discount Rate (%)	9.0%	9.0%
Equity interests	10,332	Market Comparables	EBITDA		
			Multiples (x)	6.3x — 12.0x	7.8x

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For investments utilizing a market comparables valuation technique, a significant increase (decrease) in the market yield, in isolation, would result in a significantly lower (higher) fair value measurement, and a significant increase (decrease) in any of the EBITDA valuation multiples, in isolation, would result in a significantly higher (lower) fair value measurement. For investments utilizing a discounted cash flow valuation technique, a significant increase (decrease) in the discount rate, in isolation, would result in a significantly lower (higher) fair value measurement.

The composition of the Company's investments as of August 31, 2014, at amortized cost and fair value were as follows (dollars in thousands):

	<u>Investments at Amortized Cost</u>	<u>Amortized Cost Percentage of Total Portfolio</u>	<u>Investments at Fair Value</u>	<u>Fair Value Percentage of Total Portfolio</u>
Middle market loans	\$ 26,662	11.5%	\$ 26,814	11.3%
First lien term loans	116,473	50.2	115,589	48.9
Second lien term loans	29,261	12.6	29,262	12.4
Senior secured notes	27,416	11.8	25,035	10.6
Unsecured notes	7,265	3.2	5,909	2.5
Structured finance securities	16,556	7.1	20,090	8.5
Equity interest	8,346	3.6	13,621	5.8
Total	<u>\$ 231,979</u>	<u>100.0%</u>	<u>\$ 236,320</u>	<u>100.0%</u>

The composition of the Company's investments as of February 28, 2014, at amortized cost and fair value were as follows (dollars in thousands):

	<u>Investments at Amortized Cost</u>	<u>Amortized Cost Percentage of Total Portfolio</u>	<u>Investments at Fair Value</u>	<u>Fair Value Percentage of Total Portfolio</u>
Middle market loans	\$ 31,983	15.8%	\$ 32,390	15.7%
First lien term loans	80,734	40.0	80,246	39.0
Second lien term loans	27,540	13.6	27,804	13.5
Senior secured notes	31,304	15.6	30,032	14.6
Unsecured notes	7,149	3.5	5,471	2.7
Structured finance securities	16,556	8.2	19,570	9.5
Equity interest	6,556	3.3	10,332	5.0
Total	<u>\$ 201,822</u>	<u>100.0%</u>	<u>\$ 205,845</u>	<u>100.0%</u>

For loans and debt securities for which market quotations are not available, we determine their fair value based on third party indicative broker quotes, where available, or the assumptions that a hypothetical market participant would use to value the security in a current hypothetical sale using a market yield valuation methodology. In applying the market yield valuation methodology, we determine the fair value based on such factors as market participant assumptions including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. If, in our judgment, the market yield methodology is not sufficient or appropriate, we may use additional methodologies such as an asset liquidation or expected recovery model.

For equity securities of portfolio companies and partnership interests, we determine the fair value based on the market approach with value then attributed to equity or equity like securities using the enterprise value waterfall valuation methodology. Under the enterprise value waterfall valuation methodology, we determine the enterprise fair value of the portfolio company and then waterfall the enterprise value over the portfolio company's securities in order of their preference relative to one another. To estimate the enterprise value of the portfolio company, we weigh some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value. The methodologies for performing investments may be based on, among other things: valuations of comparable public companies, recent sales of private and public comparable companies, discounting the forecasted cash flows of the portfolio company, third party valuations of the portfolio company, considering offers from third parties to buy the company, estimating the value to potential strategic buyers and considering

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the value of recent investments in the equity securities of the portfolio company. For non-performing investments, we may estimate the liquidation or collateral value of the portfolio company's assets and liabilities. We also take into account historical and anticipated financial results.

Our investment in Saratoga CLO is carried at fair value, which is based on a discounted cash flow model that utilizes prepayment, re-investment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow, and comparable yields for equity interests in collateralized loan obligation funds similar to Saratoga CLO, when available, as determined by our Manager and recommended to our board of directors. Specifically, we use Intex cash flow models, or an appropriate substitute, to form the basis for the valuation of our investment in Saratoga CLO. The models use a set of assumptions including projected default rates, recovery rates, reinvestment rate and prepayment rates in order to arrive at estimated valuations. The assumptions are based on available market data and projections provided by third parties as well as management estimates. We use the output from the Intex models (i.e., the estimated cash flows) to perform a discounted cash flows analysis on expected future cash flows to determine a valuation for our investment in Saratoga CLO at August 31, 2014. The significant inputs for the valuation model include:

- Default rates: 2.0%
- Recovery rates: 35-75%
- Prepayment rate: 25.0%
- Reinvestment rate / price: L+375bps / \$99.75

The Company and SBIC are both considered to be investment companies for financial reporting purposes and have applied the guidance in Topic 946, "Financial Services — Investment Companies". There have been no changes to the Company or SBIC's status as investment companies during the quarterly period ended August 31, 2014.

### **Note 4. Investment in Saratoga Investment Corp. CLO 2013-1, Ltd. ("Saratoga CLO")**

On January 22, 2008, we invested \$30.0 million in all of the outstanding subordinated notes of GSC Investment Corp. CLO 2007, Ltd., a collateralized loan obligation fund managed by us that invests primarily in senior secured loans. Additionally, we entered into a collateral management agreement with GSC Investment Corp. CLO 2007, Ltd. pursuant to which we act as collateral manager to it. The Saratoga CLO was refinanced in October 2013 and its reinvestment period ends in October 2016. The Saratoga CLO remains 100% owned and managed by Saratoga Investment Corp. We receive a base management fee of 0.25% and a subordinated management fee of 0.25% of the Fee Basis Amount at the beginning of the Collection Period, paid quarterly to the extent of available proceeds. We are also entitled to an incentive management fee equal to 20.0% of the remaining interest proceeds and principal proceeds, if any, after the subordinated notes have realized the incentive management fee target return of 12.0%, in accordance with the Priority of Payments after making the prior distributions on the relevant payment date. For the three months ended August 31, 2014 and August 31, 2013, we accrued \$0.4 million and \$0.5 million in management fee income, respectively, and \$0.7 million and \$1.1 million in interest income, respectively, from Saratoga CLO. For the six months ended August 31, 2014 and August 31, 2013, we accrued \$0.8 million and \$1.0 million in management fee income, respectively, and \$1.3 million and \$2.2 million in interest income, respectively, from Saratoga CLO. We did not accrue any amounts related to the incentive management fee as the 12.0% hurdle rate has not yet been achieved.

At August 31, 2014, the Company determined that the fair value of its investment in the subordinated notes of Saratoga CLO was \$20.1 million. The Company determines the fair value of its investment in the subordinated notes of Saratoga CLO based on the present value of the projected future cash flows of the subordinated notes over the life of Saratoga CLO. At August 31, 2014, Saratoga CLO had investments with a principal balance of \$304.4 million and a weighted average spread over LIBOR of 4.1%, and had debt with a principal balance of \$282.4 million with a weighted average spread over LIBOR of 1.8%. As a result, Saratoga CLO earns a "spread" between the interest income it receives on its investments and the interest expense it pays on its debt and other operating expenses, which is distributed quarterly to the Company as the holder of its subordinated notes. At August 31, 2014, the total "spread", or projected future cash flows of the subordinated notes, over the life of Saratoga CLO was \$24.3 million, which had a present value of approximately \$20.9 million, using a 7.5% discount rate.

Below is certain financial information from the separate unaudited financial statements of Saratoga CLO as of August 31, 2014 and February 28, 2014, pursuant to Rule 3-09 of SEC rules Regulation S-X, and for the three and six months ended August 31, 2014 and August 31, 2013.

## Saratoga Investment Corp. CLO 2013-1, Ltd.

## Statements of Assets and Liabilities

	As of	
	August 31, 2014 (unaudited)	February 28, 2014
<b>ASSETS</b>		
Investments		
Fair Value Loans (amortized cost of \$302,554,790 and \$299,137,566, respectively)	\$ 301,019,691	\$ 300,491,077
Total investments at fair value (amortized cost of \$302,554,790 and \$299,137,566, respectively)	301,019,691	300,491,077
Cash and cash equivalents	2,809,601	8,018,933
Receivable from open trades	2,223,951	1,801,266
Interest receivable	1,293,973	1,450,952
Deferred debt financing costs, net	2,054,114	2,166,633
Other assets	91,331	91,336
Total assets	<u>\$ 309,492,661</u>	<u>\$ 314,020,197</u>
<b>LIABILITIES</b>		
Interest payable	\$ 668,293	\$ 622,476
Payable from open trades	7,427,661	9,445,000
Accrued base management fee	83,515	75,053
Accrued subordinated management fee	83,515	75,053
Class X Notes—SIC CLO 2013-1, Ltd.	—	1,666,666
Class A-1 Notes—SIC CLO 2013-1, Ltd.	170,000,000	170,000,000
Discount on Class A-1 Notes—SIC CLO 2013-1, Ltd.	(1,583,109)	(1,671,864)
Class A-2 Notes—SIC CLO 2013-1, Ltd.	20,000,000	20,000,000
Discount on Class A-2 Notes—SIC CLO 2013-1, Ltd.	(164,100)	(173,300)
Class B Notes—SIC CLO 2013-1, Ltd.	44,800,000	44,800,000
Discount on Class B Notes—SIC CLO 2013-1, Ltd.	(1,065,994)	(1,125,757)
Class C Notes—SIC CLO 2013-1, Ltd.	16,000,000	16,000,000
Discount on Class C Notes—SIC CLO 2013-1, Ltd.	(663,693)	(700,902)
Class D Notes—SIC CLO 2013-1, Ltd.	14,000,000	14,000,000
Discount on Class D Notes—SIC CLO 2013-1, Ltd.	(861,525)	(909,825)
Class E Notes—SIC CLO 2013-1, Ltd.	13,100,000	13,100,000
Discount on Class E Notes—SIC CLO 2013-1, Ltd.	(1,624,225)	(1,715,285)
Class F Notes—SIC CLO 2013-1, Ltd.	4,500,000	4,500,000
Discount on Class F Notes—SIC CLO 2013-1, Ltd.	(590,760)	(623,880)
Subordinated Notes	30,000,000	30,000,000
Total liabilities	<u>\$ 314,109,578</u>	<u>\$ 317,363,435</u>
Commitments and contingencies		
<b>NET ASSETS</b>		
Ordinary equity, par value \$1.00, 250 ordinary shares authorized, 250 and 250 issued and outstanding, respectively	\$ 250	\$ 250
Accumulated gain (loss)	(3,343,489)	838,567
Net loss	(1,273,678)	(4,182,055)
Total net assets	<u>(4,616,917)</u>	<u>(3,343,238)</u>
Total liabilities and net assets	<u>\$ 309,492,661</u>	<u>\$ 314,020,197</u>

## Saratoga Investment Corp. CLO 2013-1, Ltd.

## Statements of Operations

(unaudited)

	For the three months ended		For the six months ended	
	August 31		August 31	
	2014	2013	2014	2013
<b>INVESTMENT INCOME</b>				
Interest from investments	\$ 3,323,320	\$ 4,201,548	\$ 6,480,838	\$ 8,607,828
Interest from cash and cash equivalents	562	1,295	838	4,451
Other income	42,007	325,629	140,930	677,266
Total investment income	<u>3,365,889</u>	<u>4,528,472</u>	<u>6,622,606</u>	<u>9,289,545</u>
<b>EXPENSES</b>				
Interest expense	1,997,155	1,472,007	4,124,139	3,037,996
Professional fees	24,142	208,576	94,360	324,928
Miscellaneous fee expense	3,263	8,681	26,396	160,791
Base management fee	187,730	96,150	383,747	195,768
Subordinated management fee	187,730	384,601	383,747	783,073
Trustee expenses	27,313	23,839	53,928	48,371
Amortization expense	239,963	254,427	479,926	508,854
Total expenses	<u>2,667,296</u>	<u>2,448,281</u>	<u>5,546,243</u>	<u>5,059,781</u>
NET INVESTMENT INCOME	<u>698,593</u>	<u>2,080,191</u>	<u>1,076,363</u>	<u>4,229,764</u>
<b>REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:</b>				
Net realized gain on investments	147,951	213,058	528,570	451,600
Net unrealized depreciation on investments	<u>(1,425,262)</u>	<u>(4,139,484)</u>	<u>(2,878,611)</u>	<u>(3,499,811)</u>
Net loss on investments	<u>(1,277,311)</u>	<u>(3,926,426)</u>	<u>(2,350,041)</u>	<u>(3,048,211)</u>
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	<u>\$ (578,718)</u>	<u>\$ (1,846,235)</u>	<u>\$ (1,273,678)</u>	<u>\$ 1,181,553</u>

**Saratoga Investment Corp. CLO 2013-1 Ltd.**
**Schedule of Investments**
**August 31, 2014**
**(unaudited)**

<b>Issuer Name</b>	<b>Industry</b>	<b>Asset Name</b>	<b>Asset Type</b>	<b>Current Rate</b>	<b>Maturity Date</b>	<b>Principal</b>	<b>Cost</b>	<b>Fair Value</b>
24 Hour Holdings III LLC	Leisure Goods/ Activities/Movies	Term Loan	Loan	3.75%	5/28/2021	\$ 500,000	\$ 495,123	\$ 498,750
Academy, LTD.	Retailers (Except Food and Drugs)	Initial Term Loan (2012)	Loan	4.50%	8/3/2018	1,950,262	1,939,947	1,944,412
Acosta Holdco.	Media	Term Loan B	Loan	5.00%	8/13/2021	2,000,000	1,985,000	2,007,500
Acosta, Inc.	Food Products	Term B Loan (2013)	Loan	4.25%	3/1/2018	4,141,844	4,092,120	4,133,436
Aderant North America, Inc.	Business Equipment and Services	Term Loan (First Lien)	Loan	5.25%	12/20/2018	3,260,898	3,260,898	3,264,974
Advantage Sales	Business Equipment and Services	Term Loan	Loan	4.25%	7/25/2021	1,935,484	1,934,245	1,916,129
Aegis Toxicology Science Corporation	Healthcare	Term B Loan	Loan	5.50%	2/24/2021	1,000,000	1,000,000	1,003,750
Aeroflex Incorporated	Aerospace and Defense	Tranche B-1 Term Loan	Loan	4.50%	1/18/2019	3,208,854	3,195,483	3,204,843
Akorn, Inc.	Healthcare	Term Loan B	Loan	4.50%	4/16/2021	500,000	497,769	498,750
Albertson's	Retailers (Except Food and Drugs)	Term Loan B-4	Loan	5.50%	8/25/2021	1,000,000	985,000	1,002,080
Alere Inc. (fka IM US Holdings, LLC)	Healthcare	Incremental B-1 Term Loan	Loan	4.25%	6/30/2017	1,949,993	1,949,993	1,939,034
American Tire Distributors	Automotive	Term Loan	Loan	5.75%	6/1/2018	498,988	498,988	499,612
Anchor Glass	Containers/Glass Products	Term Loan	Loan	3.25%	5/16/2021	2,000,000	1,995,000	1,998,760
Applied Systems, Inc.	Business Equipment and Services	Initial Term Loan (First Lien)	Loan	4.25%	1/25/2021	497,500	496,392	494,545
Aramark Corporation	Food Products	LC-2 Facility	Loan	3.69%	7/26/2016	79,187	79,187	78,692
Aramark Corporation	Food Products	LC-3 Facility	Loan	3.69%	7/26/2016	43,961	43,961	43,686
Aramark Corporation	Food Products	U.S. Term F Loan	Loan	3.25%	2/24/2021	3,198,521	3,198,521	3,148,944
ARG IH Corp	Food Services	Term Loan	Loan	4.75%	11/15/2020	497,500	496,469	497,500
Asurion, LLC (fka Asurion Corporation)	Insurance	Incremental Tranche B-1 Term Loan	Loan	5.00%	5/24/2019	5,480,487	5,434,635	5,481,638
Auction.Com, LLC	Business Equipment and Services	Term Loan A-4	Loan	4.40%	2/28/2017	914,567	913,866	905,422
Avantor Performance Materials Holdings, Inc.	Chemicals/Plastics	Term Loan	Loan	5.25%	6/26/2017	4,454,250	4,442,046	4,454,250
Avast Software	Electronics/Electric	Term Loan	Loan	4.00%	3/20/2020	1,975,000	1,972,619	1,975,000
AZ Chem US Inc.	Chemicals/Plastics	Term Loan	Loan	5.25%	12/22/2017	492,466	490,056	493,608
Bass Pro Group, LLC	Retailers (Except Food and Drugs)	New Term Loan	Loan	3.75%	11/20/2019	496,174	495,632	492,041
Bayonne Energy Center	Oil & Gas	Term Loan B	Loan	4.50%	8/19/2021	1,000,000	995,008	1,000,000
Belmond Hotels	Lodging & Casinos	Term Loan	Loan	4.00%	3/19/2021	498,750	496,353	497,503
Berry Plastics Corporation	Chemicals/Plastics	Term E Loan	Loan	3.75%	1/6/2021	1,496,250	1,493,014	1,479,836
Big Heart Pet Brands (fka Del Monte Corporation)	Food/Drug Retailers	Initial Term Loan	Loan	3.50%	3/9/2020	2,992,500	3,013,405	2,937,648
Biomet, Inc.	Healthcare	Dollar Term B-2 Loan	Loan	3.65%	7/25/2017	1,840,718	1,840,718	1,836,116
BJ's Wholesale Club, Inc.	Food/Drug Retailers	New 2013 (November) Replacement Loan (First Lien)	Loan	4.50%	9/26/2019	1,497,500	1,496,307	1,483,558
Bombardier Recreational Products Inc.	Leisure Goods/ Activities/Movies	Term B Loan	Loan	4.00%	1/30/2019	754,286	749,824	745,332
Brickman Group Ltd. LLC, The	Brokers/Dealers/ Investment Houses	Initial Term Loan (First Lien)	Loan	4.00%	12/18/2020	1,498,750	1,485,345	1,470,963
Brock Holdings III, Inc.	Industrial Equipment	Term Loan (First Lien)	Loan	6.00%	3/16/2017	1,949,171	1,966,066	1,950,399
Burlington Coat Factory Warehouse Corporation	Retailers (Except Food and Drugs)	Term B-2 Loan	Loan	4.25%	2/23/2017	2,000,000	1,990,010	1,990,000
BWAY	Leisure Goods/ Activities/Movies	Term Loan B	Loan	5.50%	8/14/2020	1,000,000	990,072	1,004,170
Camp International Holding Company	Aerospace and Defense	2013 Replacement Term Loan (First Lien)	Loan	4.75%	5/31/2019	1,970,023	1,976,344	1,970,023
Capital Automotive L.P.	Conglomerate	Tranche B-1 Term Loan Facility	Loan	4.00%	4/10/2019	2,090,570	2,095,324	2,083,775
Capsugel Holdings US, Inc.	Drugs	Initial Term Loan	Loan	3.50%	8/1/2018	3,110,785	3,104,540	3,082,259
Catalent Pharma Solutions	Drugs	Initial Term B Loan	Loan	3.50%	9/15/2021	500,000	497,561	499,645
Ceasars Entertainment Corp.	Lodging & Casinos	Term B-7 Loan	Loan	6.25%	3/1/2017	1,000,000	993,142	973,910
Celanese US Holdings LLC	Chemicals/Plastics	Dollar Term C-2 Commitment	Loan	2.25%	10/31/2016	2,165,387	2,188,463	2,165,387
Cengage Learning	Publishing	Term Loan	Loan	7.00%	3/31/2020	2,244,375	2,275,315	2,251,669
Charter Communications Operating, LLC	Cable and Satellite Television	Term F Loan	Loan	3.00%	12/31/2020	2,669,226	2,659,702	2,581,996
CHS/Community Health Systems, Inc.	Healthcare	2017 Term Loan	Loan	3.48%	1/25/2017	1,103,364	1,074,608	1,100,727

Company Name	Industry	Loan Type	Loan Structure	Interest Rate	Start Date	Original Amount	Current Balance	Remaining Balance
CHS/Community Health Systems, Inc.	Healthcare	E Loan	2021 Term D Loan	4.25%	1/27/2021	2,940,830	2,853,404	2,939,418
Cinedigm Digital Funding I, LLC	Business Equipment and Services	Term Loan	Loan	3.75%	2/28/2018	702,747	697,657	702,747
CITGO Petroleum	Oil & Gas	Term Loan B	Loan	4.50%	7/29/2021	500,000	495,047	500,625
Covanta Energy Corporation	Ecological Services and Equipment	Term Loan	Loan	3.25%	3/28/2019	331,667	330,203	329,491
CPI International Acquisition, Inc. (f/k/a Catalyst Holdings, Inc.)	Electronics/Electric	Term B Loan	Loan	4.25%	4/7/2021	3,613,444	3,613,444	3,593,859
Crosby US Acquisition Corp.	Industrial Equipment	Initial Term Loan (First Lien)	Loan	4.00%	11/23/2020	746,250	745,404	739,720
Crown Castle Operating Company	Telecommunications/Cellular	Extended Incremental Tranche B-2 Term Loan	Loan	3.00%	1/31/2021	2,447,895	2,445,617	2,422,657
Culligan International Company	Conglomerate	Dollar Loan (First Lien)	Loan	6.25%	12/19/2017	783,162	740,581	773,204
Culligan International Company	Conglomerate	Dollar Loan (Second Lien)	Loan	9.50%	6/19/2018	783,650	741,308	730,299
Cumulus Media Holdings Inc.	Broadcast Radio and Television	Term Loan	Loan	4.25%	12/23/2020	492,315	487,783	489,484
Custom Sensors	Industrial Equipment	Term Loan	Loan	4.50%	6/18/2021	500,000	498,800	497,500
DaVita HealthCare Partners Inc. (fka DaVita Inc.)	Healthcare	Tranche B Term Loan	Loan	4.50%	10/20/2016	500,000	497,534	496,815
DCS Business Services, Inc.	Financial Intermediaries	Term B Loan	Loan	7.25%	3/19/2018	3,477,807	3,450,350	3,390,862
Dealertrack Technologies, Inc.	Leisure Goods/Activities/Movies	Term B Loan	Loan	3.50%	2/26/2021	477,011	475,941	474,425
Dell International LLC	Retailers (Except Food and Drugs)	Term B Loan	Loan	4.50%	4/29/2020	1,985,000	1,974,309	1,971,363
Delos Finance SARL	Financial Intermediaries	Term Loan	Loan	3.50%	3/6/2021	500,000	497,626	495,625
Delta 2 (Lux) S.a.r.l.	Lodging & Casinos	Term Loan B-3	Loan	4.75%	7/30/2021	1,000,000	995,017	994,290
Deluxe Entertainment Service Group, Inc.	Leisure Goods/Activities/Movies	Term Loan (First Lien)	Loan	6.50%	2/28/2020	1,993,750	1,995,044	1,983,781
Devix	Chemicals/Plastics	Term Loan	Loan	4.25%	4/30/2021	250,000	247,593	250,000
Devix	Chemicals/Plastics	Term Loan (Second Lien)	Loan	8.00%	5/2/2022	500,000	497,630	498,000
Diamond Resorts International	Lodging & Casinos	Term Loan	Loan	5.50%	5/9/2021	1,000,000	995,141	1,002,500
Drew Marine Group Inc.	Chemicals/Plastics	Term Loan (First Lien)	Loan	4.50%	11/19/2020	1,497,500	1,503,089	1,503,116
Dunkin' Brands, Inc.	Food Services	Term B-4 Loan	Loan	3.25%	2/7/2021	3,942,384	3,933,660	3,857,150
Education Management LLC	Leisure Goods/Activities/Movies	Tranche C-2 Term Loan	Loan	4.25%	6/1/2016	3,860,726	3,759,583	2,440,172
EIG Investors Corp.	Business Equipment and Services	Term Loan	Loan	5.00%	11/8/2019	992,500	988,161	991,259
Emerald Performance Materials, LLC	Chemicals/Plastics	Term Loan (First Lien)	Loan	4.50%	8/1/2021	500,000	497,515	497,500
Emerald Performance Materials, LLC	Chemicals/Plastics	Term Loan (Second Lien)	Loan	7.75%	8/1/2022	500,000	497,500	496,250
EnergySolutions, LLC	Oil & Gas	Term Loan B	Loan	6.75%	5/29/2020	1,000,000	980,709	1,004,380
Enviromental Resources Management	Business Equipment and Services	Term Loan	Loan	5.00%	5/16/2021	1,000,000	990,621	1,000,000
Evergreen Acqco 1 LP	Retailers (Except Food and Drugs)	New Term Loan	Loan	5.00%	7/9/2019	980,044	976,268	979,799
EWT Holdings III Corp. (fka WTG Holdings III Corp.)	Industrial Equipment	Term Loan (First Lien)	Loan	4.75%	1/15/2021	995,000	990,648	991,687
Federal-Mogul Corporation	Automotive	Tranche C Term Loan	Loan	4.75%	4/15/2021	3,000,000	2,985,847	2,986,260
First Data Corporation	Financial Intermediaries	2017 Second New Dollar Term Loan	Loan	4.15%	3/24/2017	2,111,028	2,015,273	2,094,541
First Data Corporation	Financial Intermediaries	2018 Dollar Term Loan	Loan	4.15%	3/23/2018	2,290,451	2,228,007	2,254,674
Fitness International, LLC	Leisure Goods/Activities/Movies	Term Loan B	Loan	5.50%	7/1/2020	1,500,000	1,488,994	1,483,125
FMG Resources (August 2006) Pty LTD (FMG America Finance, Inc.)	Nonferrous Metals/Minerals	Loan	Loan	3.75%	6/28/2019	1,992,500	1,992,008	1,972,954
Four Seasons Holdings Inc.	Lodging & Casinos	Term Loan (First Lien)	Loan	3.50%	6/29/2020	496,250	496,250	492,776
Garda World Security Corporation	Business Equipment and Services	Term B Delayed Draw Loan	Loan	4.00%	11/6/2020	202,176	201,269	200,787
Garda World Security Corporation	Business Equipment and Services	Term B Loan	Loan	4.00%	11/6/2020	790,324	786,877	784,895
Gardner Denver, Inc.	Oil & Gas	Initial Dollar Term Loan	Loan	4.25%	7/30/2020	2,488,750	2,478,058	2,470,358
Gates Global LLC	Leisure Goods/Activities/Movies	Term Loan (First Lien)	Loan	4.25%	7/2/2021	500,000	495,109	494,030
Generac Power Systems, Inc.	Industrial Equipment	Term Loan B	Loan	3.25%	5/29/2020	857,504	842,443	842,498
General Nutrition Centers, Inc.	Retailers (Except Food and Drugs)	Amended Tranche B Term Loan	Loan	3.25%	3/4/2019	4,732,124	4,715,732	4,669,424
Global Tel*Link Corporation	Business Equipment and Services	Term Loan (First Lien)	Loan	5.00%	5/26/2020	2,770,614	2,761,855	2,749,834
Goodyear Tire & Rubber Company, The	Chemicals/Plastics	Loan (Second Lien)	Loan	4.75%	4/30/2019	4,000,000	3,951,481	4,006,000
Grosvenor Capital Management Holdings, LP	Brokers/Dealers/Investment Houses	Initial Term Loan	Loan	3.75%	1/4/2021	3,482,500	3,466,019	3,449,138
Harland Clarke Holdings Corp. (fka Clarke American Corp.)	Publishing	Tranche B-4 Term Loan	Loan	6.00%	8/2/2019	493,750	491,629	499,922
HCA Inc.	Healthcare	Tranche B-4 Term Loan	Loan	2.94%	5/1/2018	5,691,680	5,400,424	5,664,132
Hertz Corporation, The	Automotive	Tranche B-1 Term Loan	Loan	3.75%	3/12/2018	2,955,000	2,989,719	2,938,393
Hologic, Inc.	Healthcare	Refinancing Tranche A Term Loan	Loan	2.15%	8/1/2017	2,250,000	2,245,260	2,240,865
Hoofmaster Group, Inc.	Containers/Glass	Term Loan	Loan	5.25%	5/8/2020	2,000,000	1,980,684	1,995,000

Huntsman International LLC	Products Chemicals/Plastics	Extended Term B Loan	Loan	2.69%	4/19/2017	3,880,270	3,852,485	3,863,313
Husky Injection	Business Equipment and Services	Term Loan B	Loan	4.25%	6/30/2021	500,000	497,075	497,500
Ikaria, Inc.	Healthcare	Initial Term Loan (First Lien)	Loan	5.00%	2/12/2021	471,910	469,803	471,419
Infor (US), Inc. (fka Lawson Software Inc.)	Business Equipment and Services	Tranche B-5 Term Loan	Loan	3.75%	6/30/2020	2,222,406	2,203,207	2,188,514

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J. Crew Group, Inc.	Retailers (Except Food and Drugs)	Term B-1 Loan Retired 03/05/2014	Loan						
				4.00%	3/5/2021	970,069	970,068	939,269	
Jazz Acquisition	Aerospace and Defense	First Lien 6/14	Loan	4.50%	6/19/2021	500,000	498,754	497,500	
JFB Firth Rixson Inc.	Industrial Equipment	2013 Replacement Dollar Term Facility Loan	Loan	4.25%	6/30/2017	2,551,360	2,541,993	2,548,170	
Kinetic Concepts, Inc.	Healthcare	Dollar Term D-1 Loan	Loan	4.00%	5/4/2018	487,607	472,811	485,778	
Koosharem, LLC	Business Equipment and Services	Term Loan	Loan	7.50%	4/29/2020	1,000,000	992,822	1,004,380	
La Quinta Holdings, Inc.	Lodging & Casinos	Term Loan (First Lien)	Loan	4.00%	4/14/2021	480,952	478,688	477,648	
Mauser Holdings, Inc.	Containers/Glass Products	Term Loan	Loan	4.50%	8/2/2021	500,000	497,526	496,250	
Michaels Stores, Inc.	Retailers (Except Food and Drugs)	Term B Loan	Loan	3.75%	1/28/2020	493,750	493,750	488,284	
Michaels Stores, Inc.	Retailers (Except Food and Drugs)	Term Loan B-2	Loan	3.75%	1/28/2020	500,000	497,573	495,940	
Microsemi Corporation	Electronics/Electric	Incremental Term Loan	Loan	3.50%	2/19/2020	2,393,981	2,389,500	2,376,027	
Microsemi Corporation	Electronics/Electric	Term Loan	Loan	3.75%	2/19/2020	172,170	172,170	171,524	
Millenium Laboratories	Drugs	Term Loan	Loan	5.25%	4/16/2021	1,500,000	1,485,513	1,492,500	
Mitel US Holdings, Inc.	Telecommunications	Term Loan	Loan	5.25%	1/31/2020	214,164	213,177	214,431	
MPH Acquisition Holdings LLC	Health Insurance	Term Loan	Loan	4.00%	3/31/2021	486,364	485,222	482,628	
MSC Software Corp.	Business Equipment and Services	Term Loan	Loan	4.00%	5/29/2020	1,000,000	990,321	1,001,250	
National CineMedia, LLC	Leisure Goods/ Activities/Movies	Term Loan (2013)	Loan	2.95%	11/26/2019	1,086,207	1,056,330	1,064,483	
National Veterinary Associates	Healthcare	Term Loan B	Loan	4.75%	8/14/2021	1,000,000	995,094	1,002,500	
National Vision, Inc.	Retailers (Except Food and Drugs)	Term Loan (Second Lien)	Loan	6.75%	3/11/2022	250,000	249,690	244,063	
Newsday, LLC	Publishing	Term Loan	Loan	3.69%	10/12/2016	2,215,385	2,213,965	2,215,385	
Nortek, Inc.	Electronics/Electric	Term B Loan	Loan	3.75%	10/30/2020	1,000,000	997,657	994,170	
Novelis, Inc.	Conglomerate	Initial Term Loan	Loan	3.75%	3/10/2017	4,832,525	4,844,857	4,820,444	
NPC International, Inc.	Food Services	Term Loan (2013)	Loan	4.00%	12/28/2018	488,750	488,750	486,712	
NRG Energy, Inc.	Utilities	Term Loan (2013)	Loan	2.75%	7/2/2018	3,880,875	3,858,512	3,820,062	
NuSil Technology LLC.	Chemicals/Plastics	Term Loan	Loan	5.25%	4/7/2017	802,457	802,457	786,408	
OEP Pearl Dutch Acquisition B.V.	Chemicals/Plastics	Initial BV Term Loan	Loan	6.50%	3/30/2018	136,371	135,141	136,882	
Ollie's Bargain Outlet	Retailers (Except Food and Drugs)	Term Loan	Loan	6.00%	9/30/2019	982,101	977,482	982,101	
On Assignment, Inc.	Business Equipment and Services	Initial Term B Loan	Loan	3.50%	5/15/2020	1,311,364	1,302,764	1,305,633	
Onex Carestream Finance LP	Healthcare	Term Loan (First Lien 2013)	Loan	5.00%	6/7/2019	4,282,361	4,263,330	4,279,021	
OpenLink International LLC	Business Equipment and Services	Term B Loan	Loan	6.25%	10/27/2017	975,000	975,000	975,000	
Orbitz Worldwide, Inc.	Business Equipment and Services	Term Loan (First Lien)	Loan	4.50%	4/15/2021	500,000	498,785	498,905	
P.F. Chang's China Bistro, Inc. (Wok Acquisition Corp.)	Food/Drug Retailers	Term Borrowing	Loan	4.25%	6/24/2019	1,455,477	1,443,484	1,419,090	
P2 Upstream Acquisition Co. (P2 Upstream Canada BC ULC)	Business Equipment and Services	Term Loan (First Lien)	Loan	5.00%	10/30/2020	995,000	990,753	998,313	
Paragon Offshore Finance	Oil & Gas	Term Loan B	Loan	3.75%	7/18/2021	750,000	746,314	738,750	
Patheon Inc.	Healthcare & Pharmaceuticals	Term Loan	Loan	4.25%	3/11/2021	3,000,000	2,992,669	2,960,640	
PetCo Animal Supplies, Inc.	Retailers (Except Food and Drugs)	New Loans	Loan	4.00%	11/24/2017	1,477,041	1,476,121	1,471,502	
Pharmaceutical Product Development, Inc. (Jaguar Holdings, LLC)	Conglomerate	2013 Term Loan	Loan	4.00%	12/5/2018	1,950,300	1,925,362	1,941,251	
Phillips-Medisize Corporation	Healthcare	Term Loan	Loan	4.75%	6/16/2021	500,000	497,575	498,125	
Pinnacle Foods Finance LLC	Food Products	New Term Loan G	Loan	3.25%	4/29/2020	2,581,332	2,575,965	2,551,337	
Planet Fitness Holdings LLC	Leisure Goods/ Activities/Movies	Term Loan	Loan	4.75%	3/31/2021	1,496,250	1,489,018	1,492,973	
Polymer Group, Inc.	Chemicals/Plastics	Initial Loan	Loan	5.25%	12/19/2019	497,500	495,282	497,500	
Prestige Brands, Inc.	Drugs	Term B-1 Loan	Loan	3.75%	1/31/2019	435,606	430,604	434,081	
Prestige Brands, Inc.	Leisure Goods/ Activities/Movies	Term Loan	Loan	4.50%	9/3/2021	1,000,000	1,000,000	1,005,000	
Pro Mach, Inc.	Industrial Equipment	Term Loan	Loan	4.50%	7/6/2017	1,891,863	1,883,473	1,895,420	
Progressive Waste Solutions Ltd.	Ecological Services and Equipment	Term B Loan	Loan	3.00%	10/24/2019	496,222	496,222	496,013	
QoL Meds	Healthcare	Term Loan B	Loan	5.50%	7/15/2020	2,000,000	1,990,049	2,005,000	
Quintiles Transnational Corp.	Conglomerate	Term B-3 Loan	Loan	3.75%	6/8/2018	3,681,541	3,649,943	3,652,383	
Redtop Acquisitions Limited	Electronics/Electric	Initial Dollar Term Loan (First Lien)	Loan	4.50%	12/3/2020	497,500	494,218	497,913	
Rexnord LLC/RBS Global, Inc.	Industrial Equipment	Term B Loan	Loan	4.00%	8/21/2020	1,655,137	1,655,137	1,646,630	
Reynolds Group Holdings Inc.	Industrial Equipment	Incremental U.S. Term Loan	Loan	4.00%	12/1/2018	1,970,100	1,970,100	1,962,929	
Rocket Software, Inc.	Business Equipment and Services	Term Loan (First Lien)	Loan	5.75%	2/8/2018	1,916,674	1,896,090	1,916,080	
Rovi Solutions Corporation / Rovi Guides, Inc.	Electronics/Electric	Tranche B-3 Term Loan	Loan	3.50%	3/29/2019	1,500,000	1,492,617	1,486,245	
RPI Finance Trust	Drugs	Term B-2 Term Loan	Loan	3.25%	5/9/2018	5,233,797	5,212,118	5,219,091	
SBP Holdings LP	Industrial	Term Loan	Loan	5.00%	3/27/2021	1,000,000	995,167	1,001,670	

Scitor Corporation	Equipment Business Equipment and Services	(First Lien) Term Loan	Loan	5.00%	2/15/2017	463,977	462,503	459,337
Sensata Technologies B.V./Sensata Technology Finance Company, LLC	Industrial Equipment	Term Loan	Loan	3.25%	5/13/2019	1,517,088	1,517,088	1,515,540
Sensus USA Inc. (fka Sensus Metering Systems)	Utilities	Term Loan (First Lien)	Loan	4.75%	5/9/2017	1,935,040	1,929,701	1,934,228
ServiceMaster Company, The	Conglomerate	Tranche B Term Loan	Loan	4.40%	1/31/2017	2,000,000	1,980,369	1,970,000
Shearers Foods	Food Services	Term Loan (First Lien)	Loan	4.50%	6/30/2021	1,000,000	997,522	995,000
Sonneborn, LLC	Chemicals/Plastics	Initial US Term Loan	Loan	6.50%	3/30/2018	772,768	759,467	775,666
Sophia, L.P.	Electronics/Electric	Term B Loan	Loan	4.00%	7/19/2018	923,543	912,021	917,771
Southwire Company, LLC (f.k.a Southwire Company)	Building and Development	Initial Term Loan	Loan	3.25%	2/10/2021	498,750	497,580	493,972
SRAM, LLC	Industrial Equipment	Term Loan (First Lien)	Loan	5.25%	4/10/2020	3,138,397	3,123,509	3,067,783
SS&C Technologies Holdings Europe S.A.R.L.	Business Equipment and Services	2013 Replacement Term B-2 Loan	Loan	3.25%	6/7/2019	523,600	518,916	522,291
SS&C Technologies, Inc., /Sunshine Acquisition II, Inc.	Business Equipment and Services	2013 Replacement Term B-1 Loan	Loan	3.25%	6/7/2019	54,165	53,675	54,030
Steak 'n Shake Operations, Inc.	Food Services	Term Loan	Loan	4.75%	3/19/2021	997,500	987,960	996,672
STHI Holding	Healthcare	Term Loan	Loan	4.50%	8/6/2021	1,000,000	995,003	995,630
SunGard Data Systems Inc (Solar Capital Corp.)	Conglomerate	Tranche C Term Loan	Loan	3.90%	2/28/2017	285,352	282,591	285,232
SunGard Data Systems Inc (Solar Capital Corp.)	Conglomerate	Tranche E Term Loan	Loan	4.00%	3/9/2020	3,707,953	3,610,543	3,689,413
SuperMedia Inc. (fka Idearc Inc.)	Publishing	Loan	Loan	11.60%	12/30/2016	252,782	244,705	218,183
Syniverse Holdings, Inc.	Telecommunications	Initial Term Loan	Loan	4.00%	4/23/2019	479,913	475,748	474,816
Tamincoco Global Chemical Corporation	Chemicals/Plastics	Initial Tranche B-3 Dollar Term Loan	Loan	3.25%	2/15/2019	1,466,493	1,457,915	1,455,495
Team Health, Inc.	Healthcare	Tranche B Term Loan	Loan	3.75%	6/29/2018	4,365,000	4,349,553	4,343,175
TGI Friday's	Food Services	Term Loan B	Loan	5.25%	7/15/2020	1,000,000	995,076	995,630
TransDigm Inc.	Aerospace and Defense	Tranche C Term Loan	Loan	3.75%	2/28/2020	4,871,784	4,881,456	4,818,341
TransUnion	Financial Intermediaries	Term Loan	Loan	4.00%	4/9/2021	498,750	497,586	495,508
Tricorbraun Inc. (fka Kranson Industries, Inc.)	Containers/Glass Products	Term Loan	Loan	4.00%	5/3/2018	1,902,083	1,893,866	1,897,328
Truven Health Analytics Inc. (fka Thomson Reuters (Healthcare) Inc.)	Healthcare	New Tranche B Term Loan	Loan	4.50%	6/6/2019	490,047	481,472	485,759
Twin River Management	Lodging & Casinos	Term Loan B	Loan	5.25%	7/10/2020	1,000,000	1,002,256	999,170
U.S. Security Associates Holdings, Inc.	Business Equipment and Services	Delayed Draw Loan	Loan	6.00%	7/28/2017	159,332	158,264	158,536
U.S. Security Associates Holdings, Inc.	Business Equipment and Services	Term B Loan	Loan	6.00%	7/28/2017	935,857	930,087	931,177
United Surgical Partners International, Inc.	Healthcare	New Tranche B Term Loan	Loan	4.75%	4/3/2019	2,444,124	2,418,323	2,431,904
Univar Inc.	Chemicals/Plastics	Term B Loan	Loan	5.00%	6/30/2017	3,864,954	3,864,526	3,854,325
Univision Communications Inc.	Telecommunications	Replacement First-Lien Term Loan	Loan	4.00%	3/1/2020	2,962,612	2,945,669	2,938,290
Valeant Pharmaceuticals International, Inc.	Drugs	Series D2 Term Loan B	Loan	3.75%	2/13/2019	2,545,588	2,536,761	2,532,861
Verint Systems Inc.	Business Equipment and Services	Term Loan	Loan	3.50%	9/6/2019	1,264,058	1,259,071	1,258,370
Vertafore, Inc.	Business Equipment and Services	Term Loan (2013)	Loan	4.25%	10/3/2019	2,881,003	2,881,003	2,873,800
Visant Corporation (fka Jostens)	Leisure Goods/Activities/Movies	Tranche B Term Loan (2011)	Loan	5.25%	12/22/2016	3,604,551	3,604,551	3,584,726
Vouvray	Industrial Equipment	Term Loan	Loan	5.00%	6/28/2021	500,000	497,539	500,000
Washington Inventory Service	Business Equipment and Services	U.S. Term Loan (First Lien)	Loan	6.75%	12/20/2018	1,896,034	1,918,563	1,888,924
Wendy's International, Inc	Food Services	Term B Loan	Loan	3.25%	5/15/2019	677,050	670,886	673,184
West Corporation	Telecommunications	Term B-10 Loan	Loan	3.25%	6/30/2018	2,571,560	2,610,717	2,535,738
							<u>\$302,544,790</u>	<u>\$301,019,691</u>

**Saratoga Investment Corp. CLO 2013-1, Ltd.**
**Schedule of Investments**
**February 28, 2014**

<b>Issuer Name</b>	<b>Industry</b>	<b>Asset Name</b>	<b>Asset Type</b>	<b>Current Rate</b>	<b>Maturity Date</b>	<b>Principal</b>	<b>Cost</b>	<b>Fair Value</b>
Academy, LTD.	Retailers (Except Food and Drugs)	Initial Term Loan (2012)	Loan	4.50%	8/3/2018	\$1,960,187	\$1,948,853	\$1,969,969
Acosta, Inc.	Food Products	Term B Loan (2013)	Loan	4.25%	3/2/2018	4,162,740	4,101,035	4,177,310
Aderant North America, Inc.	Business Equipment and Services	Term Loan (First Lien)	Loan	6.25%	12/20/2018	3,473,750	3,470,186	3,482,434
Aegis Toxicology Sciences Corporation	Healthcare	Initial Term Loan (First Lien)	Loan	5.50%	2/24/2021	1,000,000	990,000	990,000
Aegis Toxicology Sciences Corporation	Healthcare	Initial Term Loan (Second Lien)	Loan	9.50%	8/24/2021	500,000	492,500	492,500
Aeroflex Incorporated	Aerospace and Defense	Tranche B-1 Term Loan	Loan	4.50%	11/9/2019	3,208,854	3,194,690	3,223,550
Akorn, Inc.	Healthcare	Term Loan B	Loan	4.50%	11/13/2020	500,000	497,500	503,125
Alere Inc. (fka IM US Holdings, LLC)	Healthcare	Incremental B-1 Term Loan	Loan	4.25%	6/30/2017	1,960,000	1,930,566	1,968,173
Applied Systems, Inc.	Business Equipment and Services	Term Loan	Loan	4.25%	12/8/2016	500,000	498,750	498,750
Aramark Corporation	Food Products	LC-2 Facility	Loan	3.69%	7/26/2016	79,187	79,187	79,206
Aramark Corporation	Food Products	LC-3 Facility	Loan	3.69%	7/26/2016	43,961	43,961	43,971
Aramark Corporation	Food Products	U.S. Term F Loan	Loan	3.25%	2/24/2021	3,206,537	3,206,537	3,207,307
Ardagh Holdings USA Inc. (Ardagh Packaging Finance S.A.)	Containers/Glass Products	Dollar Term Loan	Loan	4.25%	12/17/2019	1,000,000	995,109	1,002,500
ARG IH Corporation	Food Services	Term Loan	Loan	5.00%	11/15/2020	500,000	498,797	502,500
Asurion, LLC (fka Asurion Corporation)	Insurance	Incremental Tranche B-1 Term Loan	Loan	4.50%	5/24/2019	5,508,783	5,462,695	5,516,660
Auction.Com, LLC	Business Equipment and Services	Term Loan A-4	Loan	4.66%	2/28/2017	980,651	979,812	970,845
Autotrader.com, Inc.	Automotive	Tranche B-1 Term Loan	Loan	4.00%	12/15/2016	3,791,778	3,791,778	3,805,997
Avantor Performance Materials Holdings, Inc.	Chemicals/Plastics	Term Loan	Loan	5.25%	6/24/2017	4,875,000	4,861,403	4,875,000
AZ Chem US Inc.	Chemicals/Plastics	Term Loan	Loan	5.25%	12/22/2017	1,355,941	1,329,859	1,362,720
Bass Pro Group, LLC	Retailers (Except Food and Drugs)	New Term Loan	Loan	3.75%	11/20/2019	498,725	498,126	500,715
Berry Plastics Corporation	Chemicals/Plastics	Term E Loan	Loan	3.75%	1/6/2021	1,500,000	1,496,250	1,495,500
Big Heart Pet Brands (fka Del Monte Corporation)	Food/Drug Retailers	Initial Term Loan	Loan	3.50%	3/9/2020	3,000,000	3,022,866	2,999,250
Biomet, Inc.	Healthcare	Dollar Term B-2 Loan	Loan	3.65%	7/25/2017	1,970,137	1,970,137	1,972,797
BJ's Wholesale Club, Inc.	Food/Drug Retailers	New 2013 (November) Replacement Loan (First Lien)	Loan	4.50%	9/26/2019	500,000	497,592	502,750
Bombardier Recreational Products Inc.	Leisure Goods/Activities/Movies	Term B Loan	Loan	4.00%	1/30/2019	754,286	748,080	756,647
Brickman Group Ltd. LLC, The	Brokers/Dealers/Investment Houses	Initial Term Loan (First Lien)	Loan	4.00%	12/18/2020	250,000	248,750	250,937
Brock Holdings III, Inc.	Industrial Equipment	Term Loan (First Lien)	Loan	6.75%	3/16/2017	1,959,839	1,976,826	1,967,188
Burlington Coat Factory Warehouse Corporation	Retailers (Except Food and Drugs)	Term B-2 Loan	Loan	4.25%	2/23/2017	2,660,377	2,653,889	2,675,675
C.H.I. Overhead Doors, Inc.	Building and Development	Term Loan (First Lien)	Loan	5.50%	3/18/2019	2,739,013	2,692,934	2,745,861
Camp International Holding Company	Aerospace and Defense	2013 Replacement Term Loan (First Lien)	Loan	4.75%	5/31/2019	990,000	990,000	999,900
Capital Automotive L.P.	Conglomerate	Tranche B-1 Term Loan Facility	Loan	4.00%	4/10/2019	2,137,369	2,141,920	2,142,712
Capstone Logistics, LLC	Business Equipment and Services	Term Note A	Loan	6.50%	9/16/2016	2,658,626	2,637,550	2,618,899
Capsugel Holdings US, Inc.	Drugs	Initial Term Loan	Loan	3.50%	8/1/2018	3,145,521	3,138,959	3,141,589
Celanese US Holdings LLC	Chemicals/Plastics	Dollar Term C-2 Commitment	Loan	2.25%	10/31/2016	2,176,323	2,201,894	2,192,254
Charter Communications Operating, LLC	Cable and Satellite Television	Term F Loan	Loan	3.00%	12/31/2020	2,682,707	2,672,727	2,666,369
CHS/Community Health Systems, Inc.	Healthcare	2017 Term E Loan	Loan	3.48%	1/25/2017	1,108,908	1,082,718	1,113,987
CHS/Community Health Systems, Inc.	Healthcare	2021 Term D Loan	Loan	4.25%	1/27/2021	2,955,608	2,862,024	2,980,228
Cinedigm Digital Funding I, LLC	Business Equipment and Services	Term Loan	Loan	3.75%	2/28/2018	825,121	820,892	825,121
Covanta Energy Corporation	Ecological Services and Equipment	Term Loan	Loan	3.50%	3/28/2019	491,250	489,468	492,788
CPI International Acquisition, Inc. (f/k/a Catalyst Holdings, Inc.)	Electronics/Electric	Term B Loan	Loan	5.00%	2/13/2017	4,622,500	4,611,092	4,622,500
Crosby US Acquisition Corp.	Industrial Equipment	Initial Term Loan (First Lien)	Loan	4.00%	11/23/2020	750,000	749,094	748,312
Crown Castle Operating Company	Telecommunications/Cellular	Extended	Loan	3.25%	1/31/2019	2,460,196	2,441,025	2,460,316

Culligan International Company	Conglomerate	Incremental Tranche B-2 Term Loan Dollar Loan (First Lien)	Loan	6.25%	12/19/2017	787,658	738,102	734,491
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<b>Issuer Name</b>	<b>Industry</b>	<b>Asset Name</b>	<b>Asset Type</b>	<b>Current Rate</b>	<b>Maturity Date</b>	<b>Principal</b>	<b>Cost</b>	<b>Fair Value</b>
Culligan International Company	Conglomerate	Dollar Loan (Second Lien)	Loan	9.50%	6/19/2018	783,162	732,061	657,856
Cumulus Media Holdings Inc.	Broadcast Radio and Television	Term Loan	Loan	4.25%	12/23/2020	500,000	495,000	502,815
DaVita HealthCare Partners Inc. (fka DaVita Inc.)	Healthcare	Tranche B Term Loan	Loan	4.50%	10/20/2016	3,909,320	3,909,320	3,927,655
DCS Business Services, Inc.	Financial Intermediaries	Term B Loan	Loan	7.25%	3/19/2018	3,831,595	3,792,824	3,735,805
DealerTrack Technologies, Inc.	Computers & Electronics	Term Loan	Loan	3.50%	2/28/2021	500,000	498,750	498,750
Dell International LLC	Retailers (Except Food and Drugs)	Term B Loan	Loan	4.50%	4/29/2020	1,995,000	1,982,818	1,988,935
Delos Finance S.à r.l.	Leasing	Loan	Loan	3.50%	2/26/2021	500,000	497,500	497,500
Deluxe Entertainment Services Group Inc.	Media	Initial Term Loan	Loan	6.50%	2/28/2020	1,000,000	1,000,000	1,000,000
Digitalglobe, Inc.	Ecological Services and Equipment	Term Loan	Loan	3.75%	1/31/2020	248,125	248,125	247,815
Drew Marine Group Inc.	Chemicals/Plastics	Term Loan (First Lien)	Loan	4.50%	11/19/2020	500,000	499,397	502,500
Dunkin' Brands, Inc.	Food Services	Term B-4 Loan	Loan	3.25%	2/7/2021	3,956,731	3,946,925	3,936,948
DynCorp International Inc.	Aerospace and Defense	Term Loan	Loan	6.25%	7/7/2016	486,442	482,619	488,573
Education Management LLC	Leisure Goods/Activities/Movies	Tranche C-2 Term Loan	Loan	4.31%	6/1/2016	3,882,152	3,746,734	3,544,405
EIG Investors Corp.	Business Equipment and Services	Term Loan	Loan	5.00%	11/9/2019	997,500	992,713	1,003,734
Energy Transfer Equity, L.P.	Oil & Gas	Loan	Loan	3.25%	12/2/2019	1,000,000	997,599	998,750
Evergreen Acqco 1 LP	Retailers (Except Food and Drugs)	New Term Loan	Loan	5.00%	7/9/2019	492,516	488,615	493,900
EWT Holdings III Corp. (fka WTG Holdings III Corp.)	Industrial Equipment	Term Loan (First Lien)	Loan	4.75%	1/15/2021	1,000,000	995,084	1,002,500
Federal-Mogul Corporation	Automotive	Tranche B Term Loan	Loan	2.14%	12/29/2014	2,220,981	2,187,068	2,202,747
Federal-Mogul Corporation	Automotive	Tranche C Term Loan	Loan	2.14%	12/28/2015	1,307,032	1,270,847	1,296,301
First Data Corporation	Financial Intermediaries	2017 Second New Dollar Term Loan	Loan	4.20%	3/24/2017	2,111,028	2,010,799	2,109,276
First Data Corporation	Financial Intermediaries	2018 Dollar Term Loan	Loan	4.20%	3/23/2018	2,290,451	2,231,370	2,292,741
FMG Resources (August 2006) Pty LTD (FMG America Finance, Inc.)	Nonferrous Metals/Minerals	Loan	Loan	4.25%	6/28/2019	997,500	995,122	1,006,438
Four Seasons Holdings Inc.	Lodging & Casinos	Term Loan (First Lien)	Loan	3.50%	6/27/2020	498,750	498,750	498,750
Garda World Security Corporation	Business Equipment and Services	Term B Delayed Draw Loan	Loan	4.00%	11/6/2020	203,194	202,218	203,363
Garda World Security Corporation	Business Equipment and Services	Term B Loan	Loan	4.00%	11/6/2020	794,306	790,489	794,965
Gardner Denver, Inc.	Oil & Gas	Initial Dollar Term Loan	Loan	4.25%	7/30/2020	1,496,250	1,485,394	1,489,337
Generac Power Systems, Inc.	Industrial Equipment	Term Loan B	Loan	3.50%	5/31/2020	868,414	852,908	868,258
General Nutrition Centers, Inc.	Retailers (Except Food and Drugs)	Amended Tranche B Term Loan	Loan	3.25%	3/4/2019	4,740,112	4,722,664	4,725,892
Global Tel*Link Corporation	Business Equipment and Services	Term Loan (First Lien)	Loan	5.00%	5/23/2020	1,920,175	1,915,905	1,900,014
Goodyear Tire & Rubber Company, The	Chemicals/Plastics	Loan (Second Lien)	Loan	4.75%	4/30/2019	4,000,000	3,941,039	4,037,000
Grosvenor Capital Management Holdings, LP	Brokers/Dealers/Investment Houses	Initial Term Loan	Loan	3.75%	1/4/2021	3,500,000	3,482,803	3,489,080
Harland Clarke Holdings Corp. (fka Clarke American Corp.)	Publishing	Tranche B-4 Term Loan	Loan	6.00%	8/4/2019	500,000	497,500	500,780
HCA Inc.	Healthcare	Tranche B-4 Term Loan	Loan	2.94%	5/1/2018	5,720,353	5,390,148	5,713,947
Hertz Corporation, The	Automotive	Tranche B-1 Term Loan	Loan	3.75%	3/11/2018	2,970,000	3,005,791	2,973,683
Hologic, Inc.	Healthcare	Refinancing Tranche A Term Loan	Loan	2.19%	8/1/2017	2,312,500	2,307,973	2,313,425
Hunter Defense Technologies, Inc.	Aerospace and Defense	Term Loan	Loan	3.45%	8/22/2014	3,470,285	3,460,723	3,262,068
Huntsman International LLC	Chemicals/Plastics	Extended Term B Loan	Loan	2.73%	4/19/2017	3,920,000	3,892,467	3,919,020
Ikaria, Inc.	Healthcare	Initial Term Loan (First Lien)	Loan	5.00%	2/12/2021	500,000	497,515	502,815
Infor (US), Inc. (fka Lawson Software Inc.)	Business Equipment and Services	Tranche B-5 Term Loan	Loan	3.75%	6/3/2020	1,776,183	1,758,861	1,772,488
Inventiv Health, Inc. (fka Ventive Health, Inc)	Conglomerate	Consolidated Term Loan	Loan	7.50%	8/4/2016	492,090	492,090	491,105
J. Crew Group, Inc.	Retailers (Except Food and Drugs)	Term B-1 Loan Retired 03/05/2014	Loan	4.00%	3/7/2018	972,500	972,500	972,656
JFB Firth Rixson Inc.	Industrial Equipment	2013 Replacement	Loan	4.25%	6/30/2017	2,564,311	2,554,534	2,568,054

		Dollar Term Facility Loan						
Kinetic Concepts, Inc.	Healthcare	Dollar Term D-1 Loan	Loan	4.00%	5/4/2018	490,057	475,404	492,508
La Quinta Intermediate Holdings L.L.C.	Gaming And Hotels	Initial Term Loan	Loan	4.00%	2/19/2021	500,000	500,000	500,000
Michaels Stores, Inc.	Retailers (Except Food and Drugs)	Term B Loan	Loan	3.75%	1/28/2020	496,250	496,250	497,302
Microsemi Corporation	Electronics/ Electric	Incremental Term Loan	Loan	3.75%	2/19/2020	498,750	498,750	499,373
Microsemi Corporation	Electronics/ Electric	Term Loan	Loan	3.50%	2/19/2020	2,393,981	2,389,463	2,398,482

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Issuer Name	Industry	Asset Name	Asset Type	Current Rate	Maturity Date	Principal	Cost	Fair Value
Mitel US Holdings, Inc.	Telecommunications	Term Loan	Loan	5.25%	1/31/2020	250,000	248,753	252,083
National CineMedia, LLC	Leisure Goods/ Activities/Movies	Term Loan (2013)	Loan	2.95%	11/26/2019	1,086,207	1,054,177	1,082,134
Newsday, LLC	Publishing	Term Loan	Loan	3.69%	10/12/2016	2,215,385	2,213,416	2,215,385
Novelis, Inc.	Conglomerate	Initial Term Loan	Loan	3.75%	3/10/2017	4,857,520	4,868,347	4,873,452
NPC International, Inc.	Food Services	Term Loan (2013)	Loan	4.00%	12/28/2018	490,833	490,833	493,597
NRG Energy, Inc.	Utilities	Term Loan (2013)	Loan	2.75%	7/1/2018	3,900,525	3,875,534	3,872,168
NuSil Technology LLC	Chemicals/Plastics	Term Loan	Loan	5.25%	4/7/2017	809,163	809,163	799,558
OEP Pearl Dutch Acquisition B.V.	Chemicals/Plastics	Initial BV Term Loan	Loan	6.50%	3/30/2018	142,422	140,466	143,846
On Assignment, Inc.	Business Equipment and Services	Initial Term B Loan	Loan	3.50%	5/15/2020	1,311,364	1,303,125	1,312,190
Onex Carestream Finance LP	Healthcare	Term Loan (First Lien 2013)	Loan	5.00%	2/25/2017	4,531,159	4,511,264	4,582,135
OpenLink International, Inc.	Computers & Electronics	Replacement Term Loan	Loan	6.25%	10/30/2017	980,000	980,000	980,000
P.F. Chang's China Bistro, Inc. (Wok Acquisition Corp.)	Food/Drug Retailers	Term Borrowing	Loan	5.50%	6/22/2019	1,496,212	1,488,641	1,509,675
P2 Upstream Acquisition Co. (P2 Upstream Canada BC ULC)	Business Equipment and Services	Term Loan (First Lien)	Loan	5.00%	10/30/2020	1,000,000	995,186	1,008,750
Patheon Inc.	Healthcare	Term Loan	Loan	4.25%	3/11/2021	3,000,000	2,992,500	2,990,640
PetCo Animal Supplies, Inc.	Retailers (Except Food and Drugs)	New Loans	Loan	4.00%	11/24/2017	1,484,694	1,483,250	1,489,103
Pharmaceutical Product Development, Inc. (Jaguar Holdings, LLC)	Conglomerate	2013 Term Loan	Loan	4.00%	12/5/2018	1,960,200	1,936,226	1,967,845
Pinnacle Foods Finance LLC	Food Products	New Term Loan G	Loan	3.25%	4/29/2020	4,962,500	4,951,514	4,942,352
Polymer Group, Inc.	Chemicals/Plastics	Initial Loan	Loan	5.25%	12/19/2019	500,000	497,500	501,875
Prestige Brands, Inc.	Drugs	Term B-1 Loan	Loan	3.75%	1/31/2019	435,606	430,195	437,022
Pro Mach, Inc.	Industrial Equipment	Term Loan	Loan	4.50%	7/6/2017	1,945,655	1,934,699	1,955,383
Progressive Waste Solutions Ltd.	Ecological Services and Equipment	Term B Loan	Loan	3.00%	10/24/2019	498,741	498,741	500,486
Quintiles Transnational Corp.	Conglomerate	Term B-3 Loan	Loan	3.75%	6/8/2018	3,681,541	3,646,328	3,685,186
Redtop Acquisitions Limited	Electronics/Electric	Initial Dollar Term Loan (First Lien)	Loan	4.50%	12/3/2020	500,000	496,369	502,915
Rexnord LLC/RBS Global, Inc.	Industrial Equipment	Term B Loan	Loan	4.00%	8/21/2020	1,663,476	1,663,476	1,667,035
Reynolds Group Holdings Inc.	Industrial Equipment	Incremental U.S. Term Loan	Loan	4.00%	12/1/2018	1,980,000	1,980,000	1,993,365
Rocket Software, Inc.	Business Equipment and Services	Term Loan (First Lien)	Loan	5.75%	2/8/2018	1,960,025	1,934,083	1,960,515
Rovi Solutions Corporation / Rovi Guides, Inc.	Electronics/Electric	Tranche A-2 Loan	Loan	2.45%	3/29/2017	1,562,552	1,552,098	1,562,552
Rovi Solutions Corporation / Rovi Guides, Inc.	Electronics/Electric	Tranche B-3 Term Loan	Loan	3.50%	3/29/2019	1,344,450	1,339,560	1,341,088
RPI Finance Trust	Drugs	Term B-2 Term Loan	Loan	3.25%	5/9/2018	5,308,218	5,283,397	5,339,165
Scitor Corporation	Business Equipment and Services	Term Loan	Loan	5.00%	2/15/2017	463,977	462,831	460,354
Sensata Technologies B.V./Sensata Technology Finance Company, LLC	Industrial Equipment	Term Loan	Loan	3.25%	5/12/2019	1,524,730	1,524,730	1,529,106
Sensus USA Inc. (fka Sensus Metering Systems)	Utilities	Term Loan (First Lien)	Loan	5.75%	5/9/2017	1,945,013	1,939,821	1,957,987
ServiceMaster Company, The	Conglomerate	Tranche B Term Loan	Loan	4.45%	1/31/2017	2,822,729	2,830,165	2,825,552
SI Organization, Inc., The	Aerospace and Defense	New Tranche B Term Loan	Loan	5.50%	11/22/2016	3,880,675	3,863,008	3,800,655
Sonneborn, LLC	Chemicals/Plastics	Initial US Term Loan	Loan	6.50%	3/30/2018	807,059	795,976	815,130
Sophia, L.P.	Electronics/Electric	Term B Loan	Loan	4.50%	7/19/2018	928,389	917,174	934,191
Southwire Company, LLC (f.k.a Southwire Company)	Building and Development	Initial Term Loan	Loan	3.25%	2/10/2021	500,000	498,758	499,730
SRA International Inc.	Aerospace and Defense	Term Loan	Loan	6.50%	7/20/2018	3,268,571	3,184,532	3,276,743
SRAM, LLC	Industrial Equipment	Term Loan (First Lien)	Loan	4.01%	4/10/2020	3,304,614	3,278,551	3,304,614
SS&C Technologies Holdings Europe S.A.R.L.	Business Equipment and Services	2013 Replacement Term B-2 Loan	Loan	3.25%	6/7/2019	64,638	64,070	64,839
SS&C Technologies, Inc., /Sunshine Acquisition II, Inc.	Business Equipment and Services	2013 Replacement Term B-1 Loan	Loan	3.25%	6/7/2019	624,838	619,344	626,782
SunCoke Energy, Inc.	Nonferrous Metals/ Minerals	Tranche B Term Loan	Loan	4.00%	7/26/2018	1,367,311	1,359,200	1,367,311
SunGard Data Systems Inc (Solar Capital Corp.)	Conglomerate	Tranche C Term Loan	Loan	3.95%	2/28/2017	304,311	302,167	305,452

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Issuer Name	Industry	Asset Name	Asset Type	Current Rate	Maturity Date	Principal	Cost	Fair Value
SunGard Data Systems Inc (Solar Capital Corp.)	Conglomerate	Tranche E Term Loan	Loan	4.00%	3/8/2020	4,221,845	4,096,936	4,238,944
SuperMedia Inc. (fka Idearc Inc.)	Publishing	Loan	Loan	11.60%	12/30/2016	264,330	257,131	196,762
Syniverse Holdings, Inc.	Telecommunications	Initial Term Loan	Loan	4.00%	4/23/2019	479,913	476,371	480,911
Taminc Global Chemical Corporation	Chemicals/Plastics	Initial Tranche B-3 Dollar Term Loan	Loan	3.25%	2/15/2019	1,473,863	1,464,165	1,473,406
Team Health, Inc.	Healthcare	Tranche B Term Loan	Loan	3.75%	6/29/2018	4,387,500	4,373,856	4,387,500
TECTUM HOLDINGS INC.	Industrial Equipment	Term Loan	Loan	6.50%	12/3/2015	3,800,160	3,788,706	3,762,159
Tomkins, LLC / Tomkins, Inc. (f/k/a Pinafore, LLC / Pinafore, Inc.)	Conglomerate	Term B-2 Loan	Loan	3.75%	9/29/2016	2,356,680	2,360,795	2,361,982
TransDigm Inc.	Aerospace and Defense	Tranche C Term Loan	Loan	3.75%	2/28/2020	4,896,514	4,904,843	4,914,876
Tricorbraun Inc. (fka Kranson Industries, Inc.)	Containers/Glass Products	Term Loan	Loan	4.00%	5/3/2018	1,902,083	1,895,432	1,903,282
Truven Health Analytics Inc. (fka Thomson Reuters (Healthcare) Inc.)	Healthcare	New Tranche B Term Loan	Loan	4.50%	6/6/2019	492,528	484,755	493,513
U.S. Security Associates Holdings, Inc.	Business Equipment and Services	Delayed Draw Loan	Loan	6.00%	7/28/2017	160,148	159,235	160,348
U.S. Security Associates Holdings, Inc.	Business Equipment and Services	Term B Loan	Loan	6.00%	7/28/2017	122,494	122,109	122,648
U.S. Security Associates Holdings, Inc.	Business Equipment and Services	Term B Loan	Loan	6.00%	7/28/2017	818,172	813,513	819,195
U.S. Silica Company	Nonferrous Metals/Minerals	Term Loan	Loan	4.00%	7/23/2020	1,950,200	1,941,292	1,954,256
U.S. Xpress Enterprises, Inc.	Industrial Equipment	Extended Term Loan	Loan	9.38%	11/13/2016	2,805,278	2,766,405	2,777,225
United Surgical Partners International, Inc.	Healthcare	New Tranche B Term Loan	Loan	4.75%	4/3/2019	2,456,500	2,429,626	2,470,821
Univar Inc.	Chemicals/Plastics	Term B Loan	Loan	5.00%	6/30/2017	3,884,944	3,884,238	3,859,225
Univision Communications Inc.	Telecommunications	Replacement First-Lien Term Loan	Loan	4.00%	3/1/2020	2,977,500	2,959,200	2,984,467
UPC Financing Partnership	Broadcast Radio and Television	Facility AF	Loan	4.00%	1/31/2021	1,000,000	974,618	1,002,500
Valeant Pharmaceuticals International, Inc.	Drugs	Series D2 Term Loan B	Loan	3.75%	2/13/2019	2,947,688	2,936,432	2,955,528
Verint Systems Inc.	Business Equipment and Services	Term Loan	Loan	4.00%	9/6/2019	1,900,800	1,892,737	1,904,602
Verint Systems Inc.	Business Equipment and Services	Tranche B Incremental Term Loan	Loan	3.50%	9/6/2019	1,000,000	997,521	1,000,000
Vertafore, Inc.	Business Equipment and Services	Term Loan (2013)	Loan	4.25%	10/3/2019	2,899,621	2,899,621	2,909,770
Visant Corporation (fka Jostens)	Leisure Goods/Activities/Movies	Tranche B Term Loan (2011)	Loan	5.25%	12/22/2016	3,658,446	3,658,446	3,607,008
W.R. Grace & Co.-CONN	Chemicals/Plastics	Delayed Draw Term Loan	Loan	0.00%	2/3/2021	—	(328)	—
W.R. Grace & Co.-CONN	Chemicals/Plastics	U.S. Term Loan	Loan	3.00%	2/3/2021	368,421	367,502	367,828
Washington Inventory Service	Business Equipment and Services	U.S. Term Loan (First Lien)	Loan	6.75%	12/20/2018	1,980,000	2,004,187	1,965,150
Wendy's International, Inc.	Food Services	Term B Loan	Loan	3.25%	5/15/2019	680,470	674,563	679,197
Wesco Aircraft Hardware Corp.	Aerospace/Defense	Tranche B Term Loan	Loan	4.75%	2/28/2021	500,000	498,750	498,750
West Corporation	Telecommunications	Term B-10 Loan	Loan	3.25%	6/30/2018	2,926,111	2,976,179	2,909,666
							<u>\$299,137,566</u>	<u>\$300,491,077</u>

## Note 5. Agreements and Related Party Transactions

On July 30, 2010, the Company entered into the Management Agreement with our Manager. The initial term of the Management Agreement is two years, with automatic, one-year renewals at the end of each year subject to certain approvals by our board of directors and/or our stockholders. On July 10, 2014, our board of directors approved the renewal of the Management Agreement for an additional one-year term. Pursuant to the Management Agreement, our Manager implements our business strategy on a day-to-day basis and performs certain services for us, subject to oversight by our board of directors. Our Manager is responsible for, among other duties, determining investment criteria, sourcing, analyzing and executing investments transactions, asset sales, financings and performing asset management duties. Under the Management Agreement, we have agreed to pay our Manager a management fee for investment advisory and management services consisting of a base management fee and an incentive fee.

The base management fee of 1.75% is calculated based on the average value of our gross assets (other than cash or cash equivalents, but including assets purchased with borrowed funds) at the end of the two most recently completed fiscal quarters, and appropriately adjusted for any share issuances or repurchases during the applicable fiscal quarter.

The incentive fee consists of the following two parts:

The first, payable quarterly in arrears, equals 20.0% of our pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets at the end of the immediately preceding quarter, that exceeds a 1.875% quarterly (7.5% annualized) hurdle rate measured as of the end of each fiscal quarter, subject to a “catch-up” provision. Under this provision, in any fiscal quarter, our Manager receives no incentive fee unless our pre-incentive fee net investment income exceeds the hurdle rate of 1.875%. Our Manager will receive 100.0% of pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than or equal to 2.344% in any fiscal quarter (9.376% annualized); and 20.0% of the amount of the our pre-incentive fee net investment income, if any, that exceeds 2.344% in any fiscal quarter (9.376% annualized).

The second part of the incentive fee is determined and payable in arrears as of the end of each fiscal year (or upon termination of the Management Agreement) and equals 20.0% of our “incentive fee capital gains,” which equals our realized capital gains on a cumulative basis from May 31, 2010 through the end of the year, if any, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fee. Importantly, the capital gains portion of the incentive fee is based on realized gains and realized and unrealized losses from May 31, 2010. Therefore, realized and unrealized losses incurred prior to such time will not be taken into account when calculating the capital gains portion of the incentive fee, and our Manager will be entitled to 20.0% of incentive fee capital gains that arise after May 31, 2010. In addition, for the purpose of the “incentive fee capital gains” calculations, the cost basis for computing realized gains and losses on investments held by us as of May 31, 2010 will equal the fair value of such investments as of such date.

For the three months ended August 31, 2014 and 2013, we incurred \$1.0 million and \$0.8 million in base management fees, respectively. For the three months ended August 31, 2014 and 2013, we accrued \$0.6 million and \$0.1 million in incentive fees related to pre-incentive fee net investment income. For the three months ended August 31, 2014, we accrued \$0.2 million in incentive fees related to capital gains. For the three months ended August 31, 2013, there was a reduction of \$0.2 million in incentive management fees related to capital gains. For the six months ended August 31, 2014 and 2013, we incurred \$2.0 million and \$1.5 million in base management fees, respectively. For the six months ended August 31, 2014 and 2013, we accrued \$0.9 million and \$0.8 million in incentive fees related to pre-incentive fee net investment income. For the six months ended August 31, 2014, we accrued \$0.3 million in incentive management fees related to capital gains. For the six months ended August 31, 2013, we did not accrue incentive management fees related to capital gains. The accrual is calculated using both realized and unrealized capital gains for the period. The actual incentive fee related to capital gains will be determined and payable in arrears at the end of the fiscal year and will include only realized capital gains for the period. As of August 31, 2014, the base management fees accrual was \$1.0 million, and the incentive fees accrual was \$3.2 million and is included in management and incentive fees payable in the accompanying consolidated statements of assets and liabilities. As of February 28, 2014, the base management fees accrual was \$0.9 million and the incentive fees accrual was \$3.0 million and is included in management and incentive fees payable in the accompanying consolidated statements of assets and liabilities.

On July 30, 2010, the Company entered into a separate administration agreement (the “Administration Agreement”) with our Manager, pursuant to which our Manager, as our administrator, has agreed to furnish us with the facilities and administrative services necessary to conduct our day-to-day operations and provide managerial assistance on our behalf to those portfolio companies to which we are required to provide such assistance. The initial term of the Administration Agreement is two years, with automatic, one-year renewals at the end of each year subject to certain approvals by our board of directors and/or our stockholders. The amount of expenses payable or reimbursable thereunder by the Company is capped at \$1.0 million for the initial two year term of the administration agreement. On July 10, 2014, our board of directors approved the renewal of the Administration Agreement for an additional one-year term and determined to maintain the cap on the payment or reimbursement of expenses by the Company thereunder to \$1.0 million for the additional one-year term.

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For the three months ended August 31, 2014 and 2013, we recognized \$0.3 million and \$0.3 million in administrator expenses for the periods, pertaining to bookkeeping, record keeping and other administrative services provided to us in addition to our allocable portion of rent and other overhead related expenses, respectively. For the six months ended August 31, 2014 and 2013, we recognized \$0.5 million and \$0.5 million in administrator expenses for the periods, pertaining to bookkeeping, record keeping and other administrative services provided to us in addition to our allocable portion of rent and other overhead related expenses, respectively. As of August 31, 2014 and February 28, 2014, \$0.4 million and \$0.4 million, respectively, of administrator expenses were accrued and included in due to manager in the accompanying consolidated statements of assets and liabilities.

### **Note 6. Borrowings**

#### ***Credit Facility***

As a BDC, we are only allowed to employ leverage to the extent that our asset coverage, as defined in the 1940 Act, equals at least 200.0% after giving effect to such leverage. The amount of leverage that we employ at any time depends on our assessment of the market and other factors at the time of any proposed borrowing.

On April 11, 2007, we entered into a \$100.0 million revolving securitized credit facility (the “Revolving Facility”). On May 1, 2007, we entered into a \$25.7 million term securitized credit facility (the “Term Facility” and, together with the Revolving Facility, the “Facilities”), which was fully drawn at closing. In December 2007, we consolidated the Facilities by using a draw under the Revolving Facility to repay the Term Facility. In response to the market wide decline in financial asset prices, which negatively affected the value of our portfolio, we terminated the revolving period of the Revolving Facility effective January 14, 2009 and commenced a two-year amortization period during which all principal proceeds from the collateral was used to repay outstanding borrowings. A significant percentage of our total assets had been pledged under the Revolving Facility to secure our obligations thereunder. Under the Revolving Facility, funds were borrowed from or through certain lenders and interest was payable monthly at the greater of the commercial paper rate and our lender’s prime rate plus 4.00% plus a default rate of 2.00% or, if the commercial paper market was unavailable, the greater of the prevailing LIBOR rates and our lender’s prime rate plus 6.00% plus a default rate of 3.00%.

In March 2009, we amended the Revolving Facility to increase the portion of the portfolio that could be invested in “CCC” rated investments in return for an increased interest rate and expedited amortization. As a result of these transactions, we expected to have additional cushion under our borrowing base under the Revolving Facility that would allow us to better manage our capital in times of declining asset prices and market dislocation.

On July 30, 2009, we exceeded the permissible borrowing limit under the Revolving Facility for 30 consecutive days, resulting in an event of default under the Revolving Facility. As a result of this event of default, our lender had the right to accelerate repayment of the outstanding indebtedness under the Revolving Facility and to foreclose and liquidate the collateral pledged thereunder. Acceleration of the outstanding indebtedness and/or liquidation of the collateral could have had a material adverse effect on our liquidity, financial condition and operations.

On July 30, 2010, we used the net proceeds from (i) the stock purchase transaction and (ii) a portion of the funds available to us under the \$45.0 million senior secured revolving credit facility (the “Credit Facility”) with Madison Capital Funding LLC, in each case, described in “Note 13. Recapitalization Transaction” below, to pay the full amount of principal and accrued interest, including default interest, outstanding under the Revolving Facility. As a result, the Revolving Facility was terminated in connection therewith. Substantially all of our total assets, other than those held by SBIC LP, have been pledged under the Credit Facility to secure our obligations thereunder.

On February 24, 2012, we amended our senior secured revolving credit facility with Madison Capital Funding LLC to, among other things:

- expand the borrowing capacity under the credit facility from \$40.0 million to \$45.0 million;
- extend the period during which we may make and repay borrowings under the credit facility from July 30, 2013 to February 24, 2015 (the “Revolving Period”). The Revolving Period may upon the occurrence of an event of default, by action of the lenders or automatically. All borrowings and other amounts payable under the credit facility are due and payable five years after the end of the Revolving Period; and

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- remove the condition that we may not acquire additional loan assets without the prior written consent of Madison Capital Funding LLC.

As of August 31, 2014 and February 28, 2014, there was \$8.9 million and \$0.0 million outstanding under the Credit Facility, respectively, and the Company was in compliance with all of the limitations and requirements of the Credit Facility. The carrying amount of the amount outstanding under the Credit Facility approximates its fair value. \$2.3 million of financing costs related to the Credit Facility have been capitalized and are being amortized over the term of the facility. For the three months ended August 31, 2014 and 2013, we recorded \$0.2 million and \$0.1 million of interest expense related to the Credit Facility, respectively. For the three months ended August 31, 2014 and 2013, we recorded \$0.1 million and \$0.1 million of amortization of deferred financing costs related to the Credit Facility, respectively. The interest rates during the three and six months ended August 31, 2014 on the outstanding borrowings under the Credit Facility were 7.50% and 7.50%, respectively. The interest rates during the three and six months ended August 31, 2013 on the outstanding borrowings under the Credit Facility were 7.50% and 7.50%, respectively. For the six months ended August 31, 2014 and 2013, we recorded \$0.4 million and \$0.6 million of interest expense related to the Credit Facility, respectively. For the six months ended August 31, 2014 and 2013, we recorded \$0.2 million and \$0.2 million of amortization of deferred financing costs related to the Credit Facility, respectively.

The Credit Facility contains limitations as to how borrowed funds may be used, such as restrictions on industry concentrations, asset size, weighted average life, currency denomination and collateral interests. The Credit Facility also includes certain requirements relating to portfolio performance, the violation of which could result in the limit of further advances and, in some cases, result in an event of default, allowing the lenders to accelerate repayment of amounts owed thereunder. The Credit Facility has an eight year term, consisting of a three year period (the "Revolving Period"), under which the Company may make and repay borrowings, and a final maturity five years from the end of the Revolving Period. Availability on the Credit Facility will be subject to a borrowing base calculation, based on, among other things, applicable advance rates (which vary from 50.0% to 75.0% of par or fair value depending on the type of loan asset) and the value of certain "eligible" loan assets included as part of the Borrowing Base. Funds may be borrowed at the greater of the prevailing LIBOR rate and 2.00%, plus an applicable margin of 5.50%. At the Company's option, funds may be borrowed based on an alternative base rate, which in no event will be less than 3.00%, and the applicable margin over such alternative base rate is 4.50%. In addition, the Company will pay the lenders a commitment fee of 0.75% per year on the unused amount of the Credit Facility for the duration of the Revolving Period.

Our borrowing base under the Credit Facility was \$42.2 million subject to the Credit Facility cap of \$45.0 million at August 31, 2014. For purposes of determining the borrowing base, most assets are assigned the values set forth in our most recent Annual Report on Form 10-K or Quarterly Report on Form 10-Q filed with the SEC. Accordingly, the August 31, 2014 borrowing base relies upon the valuations set forth in the Annual Report on Form 10-K for the year ended February 28, 2014. The valuations presented in this Quarterly Report on Form 10-Q will not be incorporated into the borrowing base until after this Quarterly Report on Form 10-Q is filed with the SEC.

### **SBA Debentures**

SBIC LP is able to borrow funds from the SBA against regulatory capital (which approximates equity capital) that is paid in and is subject to customary regulatory requirements including but not limited to an examination by the SBA. As of August 31, 2014, we have funded SBIC LP with \$45.5 million of equity capital, and have \$64.0 million of SBA-guaranteed debentures outstanding. SBA debentures are non-recourse to us, have a 10-year maturity, and may be prepaid at any time without penalty. The interest rate of SBA debentures is fixed at the time of issuance, often referred to as pooling, at a market-driven spread over 10-year U.S. Treasury Notes. SBA current regulations limit the amount that SBIC LP may borrow to a maximum of \$150.0 million, which is up to twice its potential regulatory capital.

SBICs are designed to stimulate the flow of private equity capital to eligible small businesses. Under SBA regulations, SBICs may make loans to eligible small businesses and invest in the equity securities of small businesses. Under present SBA regulations, eligible small businesses include businesses that have a tangible net worth not exceeding \$18.0 million and have average annual fully taxed net income not exceeding \$6.0 million for the two most recent fiscal years. In addition, an SBIC must devote 25.0% of its investment activity to "smaller" concerns as defined by the SBA. A smaller concern is one that has a tangible net worth not exceeding \$6.0 million and has average annual fully taxed net income not exceeding \$2.0 million for the two most recent fiscal years. SBA regulations also provide alternative size standard criteria to determine eligibility, which depend on the industry in which the business is engaged and are based on such factors as the number of employees and gross sales. According to SBA regulations, SBICs may make long-term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services.

SBIC LP is subject to regulation and oversight by the SBA, including requirements with respect to maintaining certain minimum financial ratios and other covenants. Receipt of an SBIC license does not assure that SBIC LP will receive SBA guaranteed debenture funding, which is dependent upon SBIC LP continuing to be in compliance with SBA regulations and policies. The SBA, as a creditor, will have a superior claim to SBIC LP's assets over our stockholders and debtholders in the event we liquidate SBIC LP or the SBA exercises its remedies under the SBA-guaranteed debentures issued by SBIC LP upon an event of default.

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The Company received exemptive relief from the Securities and Exchange Commission to permit it to exclude the debt of SBIC LP guaranteed by the SBA from the definition of senior securities in the 200.0% asset coverage test under the 1940 Act. This allows the Company increased flexibility under the 200.0% asset coverage test by permitting it to borrow up to \$150.0 million more than it would otherwise be able to absent the receipt of this exemptive relief.

As of August 31, 2014 and February 28, 2014, there was \$64.0 million and \$50.0 million outstanding of SBA debentures, respectively. The carrying amount of the amount outstanding of SBA debentures approximates its fair value. \$2.1 million of financing costs related to the SBA debentures have been capitalized and are being amortized over the term of the commitment and drawdown. For the three and six months ended August 31, 2014, the Company recorded \$0.4 million and \$0.8 million, respectively, of interest expense related to the SBA debentures. For the three and six months ended August 31, 2013, the Company recorded \$0.3 million and \$0.6 million, respectively, of interest expense related to the SBA debentures. For the three and six months ended August 31, 2014, the Company recorded \$0.1 million and \$0.1 million, respectively, of amortization of deferred financing costs related to the SBA debentures. For the three and six months ended August 31, 2013, the Company recorded \$0.05 million and \$0.1 million, respectively, of amortization of deferred financing costs related to the SBA debentures. The weighted average interest rate during the six months ended August 31, 2014 and 2013 on the outstanding borrowings of the SBA debentures was 3.16% and 2.90%, respectively.

## Notes

On May 10, 2013, the Company issued \$42.0 million in aggregate principal amount of 7.50% fixed-rate notes due 2020 (the "Notes"). The Notes will mature on May 31, 2020, and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after May 31, 2016. Interest will be payable quarterly beginning August 15, 2013.

On May 17, 2013, the Company closed an additional \$6.3 million in aggregate principal amount of the Notes, pursuant to the full exercise of the underwriters' option to purchase additional Notes.

As of August 31, 2014, the carrying amount and fair value of the Notes was \$48.3 million and \$49.4 million, respectively. The fair value of the Notes, which are publicly traded, is based upon closing market quotes as of the measurement date and would be classified as a level 1 liability within the fair value hierarchy. As of August 31, 2014, \$2.5 million of financing costs related to the Notes have been capitalized and are being amortized over the term of the Notes. For the three and six months ended August 31, 2014, we recorded \$0.9 million and \$1.8 million, respectively, of interest expense and \$0.1 million and \$0.2 million, respectively, of amortization of deferred financing costs related to the Notes. For the three and six months ended August 31, 2013, we recorded \$0.9 million and \$1.1 million, respectively, of interest expense and \$0.09 million and \$0.1 million, respectively, of amortization of deferred financing costs related to the Notes.

## Note 7. Commitments and Contingencies

### Contractual obligations

The following table shows our payment obligations for repayment of debt and other contractual obligations at August 31, 2014:

	Total (\$ in thousands)	Payment Due by Period			
		Less Than 1 Year	1 - 3 Years	3 - 5 Years	More Than 5 Years
Long-Term Debt Obligations	\$ 121,200	\$ 8,900	\$—	\$—	\$ 112,300

### Off-balance sheet arrangements

The Company's off-balance sheet arrangements consisted of \$13.1 million and \$12.2 million of unfunded commitments to provide debt financing to its portfolio companies or to fund limited partnership interests as of August 31, 2014 and February 28, 2014, respectively. Such commitments are generally up to the Company's discretion to approve, or the satisfaction of certain financial and nonfinancial covenants and involve, to varying degrees, elements of credit risk in excess of the amount recognized in the Company's Consolidated Statement of Assets and Liabilities and are not reflected in the Company's Consolidated Statements of Assets and Liabilities.

**Note 8. Directors Fees**

The independent directors receive an annual fee of \$40,000. They also receive \$2,500 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each board meeting and receive \$1,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each committee meeting. In addition, the chairman of the Audit Committee receives an annual fee of \$5,000 and the chairman of each other committee receives an annual fee of \$2,000 for their additional services in these capacities. In addition, we have purchased directors' and officers' liability insurance on behalf of our directors and officers. Independent directors have the option to receive their directors' fees in the form of our common stock issued at a price per share equal to the greater of net asset value or the market price at the time of payment. No compensation is paid to directors who are "interested persons" of the Company (as such term is defined in the 1940 Act). For the three months ended August 31, 2014 and 2013, we accrued \$0.05 million and \$0.05 million for directors' fees expense, respectively. For the six months ended August 31, 2014 and 2013, we accrued \$0.1 million and \$0.1 million for directors' fees expense, respectively. As of August 31, 2014 and February 28, 2014, \$0.05 million and \$0.05 million in directors' fees expense were unpaid and included in accounts payable and accrued expenses in the consolidated statements of assets and liabilities. As of August 31, 2014, we had not issued any common stock to our directors as compensation for their services.

**Note 9. Stockholders' Equity**

On May 16, 2006, GSC Group, Inc. capitalized the LLC, by contributing \$1,000 in exchange for 67 shares, constituting all of the issued and outstanding shares of the LLC.

On March 20, 2007, the Company issued 95,995.5 and 8,136.2 shares of common stock, priced at \$150.00 per share, to GSC Group and certain individual employees of GSC Group, respectively, in exchange for the general partnership interest and a limited partnership interest in GSC Partners CDO III GP, LP, collectively valued at \$15.6 million. At this time, the 6.7 shares owned by GSC Group in the LLC were exchanged for 6.7 shares of the Company.

On March 28, 2007, the Company completed its IPO of 725,000 shares of common stock, priced at \$150.00 per share, before underwriting discounts and commissions. Total proceeds received from the IPO, net of \$7.1 million in underwriter's discount and commissions, and \$1.0 million in offering costs, were \$100.7 million.

On November 13, 2009, we declared a dividend of \$18.25 per share payable on December 31, 2009. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to \$2.1 million or \$2.50 per share. Based on shareholder elections, the dividend consisted of \$2.1 million in cash and 864,872.5 of newly issued shares of common stock.

On July 30, 2010, our Manager and its affiliates purchased 986,842 shares of common stock at \$15.20 per share. Total proceeds received from this sale were \$15.0 million. See "Note 13. Recapitalization Transaction."

On August 12, 2010, we effected a one-for-ten reverse stock split of our outstanding common stock. As a result of the reverse stock split, every ten shares of our common stock were converted into one share of our common stock. Any fractional shares received as a result of the reverse stock split were redeemed for cash. The total cash payment in lieu of shares was \$230. Immediately after the reverse stock split, we had 2,680,842 shares of our common stock outstanding.

On November 12, 2010, we declared a dividend of \$4.40 per share payable on December 29, 2010. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to approximately \$1.2 million or \$0.44 per share. Based on shareholder elections, the dividend consisted of approximately \$1.2 million in cash and 596,235 shares of common stock.

On November 15, 2011, we declared a dividend of \$3.00 per share payable on December 30, 2011. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to approximately \$2.0 million or \$0.60 per share. Based on shareholder elections, the dividend consisted of approximately \$2.0 million in cash and 599,584 shares of common stock.

On November 9, 2012, the Company declared a dividend of \$4.25 per share payable on December 31, 2012. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to approximately \$3.3 million or \$0.85 per share. Based on shareholder elections, the dividend consisted of approximately \$3.3 million in cash and 853,455 shares of common stock.

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On October 30, 2013, the Company declared a dividend of \$2.65 per share payable on December 27, 2013. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to approximately \$2.5 million or \$0.53 per share. Based on shareholder elections, the dividend consisted of approximately \$2.5 million in cash and 649,500 shares of common stock.

### **Note 10. Earnings Per Share**

In accordance with the provisions of FASB ASC 260, "Earnings per Share" ("ASC 260"), basic earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of shares outstanding during the period. Other potentially dilutive common shares, and the related impact to earnings, are considered when calculating earnings per share on a diluted basis.

The following information sets forth the computation of the weighted average basic and diluted net increase in net assets per share from operations for the three and six months ended August 31, 2014 and 2013 (dollars in thousands except share and per share amounts):

<b>Basic and diluted</b>	<b>For the three months ended</b>		<b>For the six months ended</b>	
	<b>August 31, 2014</b>	<b>August 31, 2013</b>	<b>August 31, 2014</b>	<b>August 31, 2013</b>
Net increase (decrease) in net assets from operations	\$ 3,136	\$ (41)	\$ 4,894	\$ 3,759
Weighted average common shares outstanding	5,379,616	4,730,116	5,379,616	4,730,116
Earnings (loss) per common share-basic and diluted	\$ 0.58	\$ (0.01)	\$ 0.91	\$ 0.79

### **Note 11. Dividend**

The Company did not declare any dividend payments during the quarters ended August 31, 2014 and August 31, 2013.

**Note 12. Financial Highlights**

The following is a schedule of financial highlights for the six months ended August 31, 2014 and 2013:

	<b>For the six months ended</b>	
	<b>August 31, 2014</b>	<b>August 31, 2013</b>
<b>Per share data:</b>		
Net asset value at beginning of period	\$ 21.36	\$ 22.98
Net investment income(1)	0.77	1.00
Net realized and unrealized gains and (losses) on investments and derivatives	0.14	(0.21)
Net increase in net assets from operations	0.91	0.79
Net asset value at end of period	\$ 22.27	\$ 23.77
Net assets at end of period	\$119,817,820	\$112,445,315
Shares outstanding at end of period	5,379,616	4,730,116
Per share market value at end of period	\$ 16.06	\$ 18.31
Total return based on market value(2)	1.31%	7.58%
Total return based on net asset value(3)	4.26%	3.45%
<b>Ratio/Supplemental data:</b>		
Ratio of net investment income to average, net assets(4)	7.09%	8.62%
Ratio of operating expenses to average net assets(4)	6.38%	5.73%
Ratio of incentive management fees to average net assets(4)	2.01%	1.42%
Ratio of debt related expenses to average net assets(4)	6.17%	4.97%
Ratio of total expenses to average net assets(4)	14.56%	12.11%
Portfolio turnover rate(5)	11.35%	32.41%

- (1) Net investment income per share is calculated using the weighted average shares outstanding during the period.
- (2) Total investment return is calculated assuming a purchase of common shares at the current market value on the first day and a sale at the current market value on the last day of the periods reported. Dividends and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Company's dividend reinvestment plan. Total investment return does not reflect brokerage commissions. Total investment returns covering less than a full period are not annualized.
- (3) Total investment return is calculated assuming a purchase of common shares at the current net asset value on the first day and a sale at the current net asset value on the last day of the periods reported. Dividends and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Company's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.
- (4) Ratios are annualized.
- (5) Portfolio turnover rate is calculated using the lesser of year-to-date sales or year-to-date purchases over the average of the invested assets at fair value.

**Note 13. Recapitalization Transaction**

In July 2010, we consummated a recapitalization transaction that was necessitated by the fact that we had exceeded permissible borrowing limits under the Revolving Facility in July 2009, which resulted in an event of default under the Revolving Facility. As a result of the event of default under the Revolving Facility, the lender had the right to accelerate repayment of the outstanding indebtedness under the Revolving Facility and to foreclose and liquidate the collateral pledged thereunder. We engaged the investment banking firm of Stifel, Nicolaus & Company to evaluate strategic transaction opportunities and consider alternatives for us in December 2008. On April 14, 2010, we entered into a stock purchase agreement with our Manager and certain of its affiliates and an assignment, assumption and novation agreement with our Manager, pursuant to which we assumed certain rights and obligations of our Manager under a debt commitment letter our Manager received from Madison Capital Funding LLC, indicating Madison Capital Funding's willingness to provide us with the Credit Facility, subject to the satisfaction of certain terms and conditions. In addition, we and GSCP (NJ), L.P., our then external investment adviser, entered into a termination and release agreement, to be effective as of the closing of the transaction contemplated by the stock purchase agreement, pursuant to which GSCP (NJ), L.P., among other things, agreed to waive any and all accrued and unpaid deferred incentive management fees up to and as of the closing of the transaction contemplated by the stock purchase agreement but continued to be entitled to receive the base management fees earned through the date of the closing of the transaction contemplated by the stock purchase agreement.

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On July 30, 2010, the transactions contemplated by the stock purchase agreement with our Manager and certain of its affiliates was completed, and included the following actions:

- the private sale of shares of our common stock for \$15.0 million in aggregate purchase price to our Manager and certain of its affiliates;
- the closing of the \$40.0 million Credit Facility with Madison Capital Funding;
- the execution of a registration rights agreement with the investors in the private sale transaction, pursuant to which we agreed to file a registration statement with the SEC to register for resale the shares of our common stock sold in the private sale transaction;
- the execution of a trademark license agreement with our Manager pursuant to which our Manager granted us a non-exclusive, royalty-free license to use the “Saratoga” name, for so long as our Manager or one of its affiliates remains our investment adviser;
- replacing GSCP (NJ), L.P. as our investment adviser and administrator with our Manager by executing the Management Agreement, which was approved by our stockholders, and an administration agreement with our Manager;
- the resignations of Robert F. Cummings, Jr. and Richard M. Hayden, both of whom are affiliates of GSCP (NJ) L.P., as members of the board of directors and the election of Christian L. Oberbeck and Richard A. Petrocelli, both of whom are affiliates of our Manager, as members of the board of directors;
- the resignation of all of our then existing executive officers and the appointment by our board of directors of Mr. Oberbeck as our chief executive officer and Mr. Petrocelli as our chief financial officer, secretary and chief compliance officer; and
- our name change from “GSC Investment Corp.” to “Saratoga Investment Corp.”

We used the net proceeds from the private sale transaction and a portion of the funds available to us under the Credit Facility to pay the full amount of principal and accrued interest, including default interest, outstanding under Revolving Facility. The Revolving Facility with Deutsche Bank was terminated in connection with our payment of all amounts outstanding thereunder on July 30, 2010.

### **Note 14. Subsequent Events**

Management has evaluated subsequent events through the date of issuance of the consolidated financial statements included herein. There have been no further subsequent events that occurred during such period that would require disclosure in this Form 10-Q or would be required to be recognized in the consolidated financial statements as of and for the quarter ended August 31, 2014, except as disclosed below.

On September 17, 2014, the Company entered into a second amendment to the Revolving Facility with Madison Capital Funding LLC to, among other things, (1) extend the commitment termination date from February 24, 2015 to September 17, 2017; (2) extend the maturity date of the Revolving Facility from February 24, 2020 to September 17, 2022 (unless terminated sooner upon certain events); (3) reduce the applicable margin rate on base rate borrowings from 4.50% to 3.75%; (4) reduce the applicable margin rate on LIBOR borrowings from 5.50% to 4.75%; (5) reduce the floor on base rate borrowings from 3.00% to 2.25%; and (6) reduce the floor on LIBOR borrowings from 2.00% to 1.25%.

On September 24, 2014, the Company announced that its Board of Directors adopted a new dividend policy to pay a regular quarterly cash dividend to shareholders. The Company will pay a quarterly dividend of \$0.18 per share for the quarter ended August 31, 2014, which will be payable on November 28, 2014 to all stockholders of record at the close of business on November 3, 2014. The second dividend of \$0.22 per share for the quarter ended November 30, 2014, will be payable on February 27, 2015 to all stockholders of record at the close of business on February 2, 2015.

On September 24, 2014, the Board of Directors also adopted a new dividend reinvestment plan (“DRIP”) that provides for the reinvestment of dividends on behalf of its stockholders, unless a stockholder has elected to receive dividends in cash. If the Company declares a dividend, its stockholders who have not “opted out” of the DRIP by the dividend record date will have their dividend automatically reinvested into additional shares of the Company’s common stock.

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On the same day, the Company also announced the approval of an open market share repurchase plan that allows it to repurchase up to 200,000 shares of its common stock at prices below its NAV as reported in its then most recently published financial statements.

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

The following discussion should be read in conjunction with our financial statements and related notes and other financial information appearing elsewhere in this Quarterly Report on Form 10-Q. In addition to historical information, the following discussion and other parts of this Quarterly Report contain forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking information due to the factors discussed under Part I, Item 1A in our Annual Report on Form 10-K for the fiscal year ended February 28, 2014.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements.

The forward-looking statements contained in this Quarterly Report on Form 10-Q 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;
- our regulatory structure and tax treatment, including our ability to operate as a business development company, a small business investment company and a regulated investment company;
- the adequacy of our cash resources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies; and
- the ability of our investment adviser to locate suitable investments for us and to monitor and effectively administer our investments.

You should not place undue reliance on these forward-looking statements. The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

## **OVERVIEW**

We are a Maryland corporation that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “1940 Act”). Our investment objective is to generate current income and, to a lesser extent, capital appreciation from our investments. We invest primarily in leveraged loans and mezzanine debt issued by private U.S. middle market companies, which we define as companies having EBITDA of between \$5 million and \$50 million, both through direct lending and through participation in loan syndicates. We may also invest up to 30.0% of the portfolio in opportunistic investments in order to seek to enhance returns to stockholders. Such investments may include investments in distressed debt, which may include securities of companies in bankruptcy, foreign debt, private equity, securities of public companies that are not thinly traded and structured finance vehicles such as collateralized loan obligation funds. We have elected and qualified to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”).

### ***Corporate History***

We commenced operations, at the time known as GSC Investment Corp., on March 23, 2007 and completed an initial public offering of shares of common stock on March 28, 2007. Prior to July 30, 2010, we were externally managed and advised by GSCP (NJ), L.P., an entity affiliated with GSC Group, Inc. In connection with the consummation of a recapitalization transaction on July 30, 2010, as described below we engaged Saratoga Investment Advisors (“SIA”) to replace GSCP (NJ), L.P. as our investment adviser and changed our name to Saratoga Investment Corp.

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As a result of the event of default under a revolving securitized credit facility with Deutsche Bank we previously had in place, in December 2008 we engaged the investment banking firm of Stifel, Nicolaus & Company to evaluate strategic transaction opportunities and consider alternatives for us. On April 14, 2010, GSC Investment Corp. entered into a stock purchase agreement with Saratoga Investment Advisors and certain of its affiliates and an assignment, assumption and novation agreement with Saratoga Investment Advisors, pursuant to which GSC Investment Corp. assumed certain rights and obligations of Saratoga Investment Advisors under a debt commitment letter Saratoga Investment Advisors received from Madison Capital Funding LLC, which indicated Madison Capital Funding's willingness to provide GSC Investment Corp. with a \$40.0 million senior secured revolving credit facility, subject to the satisfaction of certain terms and conditions. In addition, GSC Investment Corp. and GSCP (NJ), L.P. entered into a termination and release agreement, to be effective as of the closing of the transaction contemplated by the stock purchase agreement, pursuant to which GSCP (NJ), L.P., among other things, agreed to waive any and all accrued and unpaid deferred incentive management fees up to and as of the closing of the transaction contemplated by the stock purchase agreement but continued to be entitled to receive the base management fees earned through the date of the closing of the transaction contemplated by the stock purchase agreement.

On July 30, 2010, the transactions contemplated by the stock purchase agreement with Saratoga Investment Advisors and certain of its affiliates were completed, the private sale of 986,842 shares of our common stock for \$15.0 million in aggregate purchase price to Saratoga Investment Advisors and certain of its affiliates closed, the Company entered into the Credit Facility, and the Company began doing business as Saratoga Investment Corp.

We used the net proceeds from the private sale transaction and a portion of the funds available to us under the Credit Facility to pay the full amount of principal and accrued interest, including default interest, outstanding under our revolving securitized credit facility with Deutsche Bank. The revolving securitized credit facility with Deutsche Bank was terminated in connection with our payment of all amounts outstanding thereunder on July 30, 2010.

On August 12, 2010, we effected a one-for-ten reverse stock split of our outstanding common stock. As a result of the reverse stock split, every ten shares of our common stock were converted into one share of our common stock. Any fractional shares received as a result of the reverse stock split were redeemed for cash. The total cash payment in lieu of shares was \$230. Immediately after the reverse stock split, we had 2,680,842 shares of our common stock outstanding.

In January 2011, we registered for public resale the 982,842 shares of our common stock issued to Saratoga Investment Advisors and certain of its affiliates.

On March 28, 2012, our wholly-owned subsidiary, Saratoga Investment Corp. SBIC, LP ("SBIC LP"), received a Small Business Investment Company ("SBIC") license from the Small Business Administration ("SBA").

In May 2013, we issued \$48.3 million in aggregate principal amount of our 7.50% unsecured notes due 2020 for net proceeds of \$46.1 million after deducting underwriting commissions of \$1.9 million and offering costs of \$0.3 million. The proceeds included the underwriters' full exercise of their overallotment option. Interest on these notes is paid quarterly in arrears on February 15, May 15, August 15 and November 15, at a rate of 7.50% per year, beginning August 15, 2013. The notes mature on May 31, 2020 and may be redeemed in whole or in part at any time or from time to time at our option on or after May 31, 2016. The notes are listed on the NYSE under the trading symbol "SAQ" with a par value of \$25.00 per share.

## **Critical Accounting Policies**

### ***Basis of Presentation***

The preparation of financial statements in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make certain estimates and assumptions affecting amounts reported in the Company's consolidated financial statements. We have identified investment valuation, revenue recognition and the recognition of capital gains incentive fee expense as our most critical accounting estimates. We continuously evaluate our estimates, including those related to the matters described below. These estimates are based on the information that is currently available to us and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ materially from those estimates under different assumptions or conditions. A discussion of our critical accounting policies follows.

### ***Investment Valuation***

The Company accounts for its investments at fair value in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"). ASC 820

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defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements. ASC 820 requires the Company to assume that its investments are to be sold at the statement of assets and liabilities date in the principal market to independent market participants, or in the absence of a principal market, in the most advantageous market, which may be a hypothetical market. Market participants are defined as buyers and sellers in the principal or most advantageous market that are independent, knowledgeable, and willing and able to transact.

Investments for which market quotations are readily available are fair valued at such market quotations obtained from independent third party pricing services and market makers subject to any decision by our board of directors to approve a fair value determination to reflect significant events affecting the value of these investments. We value investments for which market quotations are not readily available at fair value as approved, in good faith, by our board of directors based on input from Saratoga Investment Advisers, the audit committee of our board of directors and a third party independent valuation firm. Determinations of fair value may involve subjective judgments and estimates. The types of factors that may be considered in determining the fair value of our investments include the nature and realizable value of any collateral, the portfolio company's ability to make payments, market yield trend analysis, the markets in which the portfolio company does business, comparison to publicly traded companies, discounted cash flow and other relevant factors. We undertake a multi-step valuation process each quarter when valuing investments for which market quotations are not readily available, as described below:

- Each investment is initially valued by the responsible investment professionals of Saratoga Investment Advisers and preliminary valuation conclusions are documented and discussed with our senior management; and
- An independent valuation firm engaged by our board of directors reviews approximately one quarter of these preliminary valuations each quarter so that the valuation of each investment for which market quotes are not readily available is reviewed by the independent valuation firm at least annually.

In addition, all our investments are subject to the following valuation process:

- The audit committee of our board of directors reviews each preliminary valuation and Saratoga Investment Advisers and independent valuation firm (if applicable) will supplement the preliminary valuation to reflect any comments provided by the audit committee; and
- Our board of directors discusses the valuations and approves the fair value of each investment, in good faith, based on the input of Saratoga Investment Advisers, independent valuation firm (to the extent applicable) and the audit committee of our board of directors.

Our investment in Saratoga Investment Corp. CLO 2013-1, Ltd. ("Saratoga CLO") is carried at fair value, which is based on a discounted cash flow model that utilizes prepayment, re-investment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow, and comparable yields for equity interests in collateralized loan obligation funds similar to Saratoga CLO, when available, as determined by SIA and recommended to our board of directors. Specifically, we use Intex cash flow models, or an appropriate substitute, to form the basis for the valuation of our investment in Saratoga CLO. The models use a set of assumptions including projected default rates, recovery rates, reinvestment rate and prepayment rates in order to arrive at estimated valuations. The assumptions are based on available market data and projections provided by third parties as well as management estimates. We use the output from the Intex models (i.e., the estimated cash flows) to perform a discounted cash flows analysis on expected future cash flows to determine a valuation for our investment in Saratoga CLO.

### **Revenue Recognition**

#### *Income Recognition*

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis to the extent that such amounts are expected to be collected. The Company stops accruing interest on its investments when it is determined that interest is no longer collectible. Discounts and premiums on investments purchased are accreted/amortized over the life of the respective investment using the effective yield method. The amortized cost of investments represents the original cost adjusted for the accretion of discounts and amortizations of premium on investments.

Loans are generally placed on non-accrual status when there is reasonable doubt that principal or interest will be collected. Accrued interest is generally reserved when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as a reduction in principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection.

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Interest income on our investment in Saratoga CLO is recorded using the effective interest method in accordance with the provisions of ASC Topic 325-40, *Investments-Other, Beneficial Interests in Securitized Financial Assets*, based on the anticipated yield and the estimated cash flows over the projected life of the investment. Yields are revised when there are changes in actual or estimated cash flows due to changes in prepayments and/or re-investments, credit losses or asset pricing. Changes in estimated yield are recognized as an adjustment to the estimated yield over the remaining life of the investment from the date the estimated yield was changed.

### *Paid-in-Kind Interest*

The Company holds debt investments in its portfolio that contain a payment-in-kind (“PIK”) interest provision. The PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is generally recorded on the accrual basis to the extent such amounts are expected to be collected. We stop accruing PIK interest if we do not expect the issuer to be able to pay all principal and interest when due.

### *Capital Gains Incentive Fee*

The Company records an expense accrual relating to the capital gains incentive fee payable by the Company to its investment adviser when the unrealized gains on its investments exceed all realized capital losses on its investments given the fact that a capital gains incentive fee would be owed to the investment adviser if the Company were to liquidate its investment portfolio at such time. The actual incentive fee payable to the Company’s investment adviser related to capital gains will be determined and payable in arrears at the end of each fiscal year and will include only realized capital gains for the period.

### *Revenues*

We generate revenue in the form of interest income and capital gains on the debt investments that we hold and capital gains, if any, on equity interests that we may acquire. We expect our debt investments, whether in the form of leveraged loans or mezzanine debt, to have terms of up to ten years, and to bear interest at either a fixed or floating rate. Interest on debt will be payable generally either quarterly or semi-annually. In some cases, our debt investments may provide for a portion of the interest to be PIK. To the extent interest is paid-in-kind, it will be payable through the increase of the principal amount of the obligation by the amount of interest due on the then-outstanding aggregate principal amount of such obligation. The principal amount of the debt and any accrued but unpaid interest will generally become due at the maturity date. In addition, we may generate revenue in the form of commitment, origination, structuring or diligence fees, fees for providing managerial assistance or investment management services and possibly consulting fees. Any such fees will be generated in connection with our investments and recognized as earned. We may also invest in preferred equity securities that pay dividends on a current basis.

On January 22, 2008, we entered into a collateral management agreement with Saratoga CLO, pursuant to which we act as its collateral manager. The Saratoga CLO was refinanced in October 2013 and its reinvestment period ends in October 2016. The Saratoga CLO remains 100% owned and managed by Saratoga Investment Corp. We receive a senior collateral management fee of 0.25% and a subordinate collateral management fee of 0.25% of the outstanding principal amount of Saratoga CLO’s assets, paid quarterly to the extent of available proceeds. We are also entitled to an incentive management fee equal to 20.0% of excess cash flow to the extent the Saratoga CLO subordinated notes receive an internal rate of return equal to or greater than 12.0%.

We recognize interest income on our investment in the subordinated notes of Saratoga CLO using the effective interest method, based on the anticipated yield and the estimated cash flows over the projected life of the investment. Yields are revised when there are changes in actual or estimated cash flows due to changes in prepayments and/or re-investments, credit losses or asset pricing. Changes in estimated yield are recognized as an adjustment to the estimated yield over the remaining life of the investment from the date the estimated yield was changed.

### *Expenses*

Our primary operating expenses include the payment of investment advisory and management fees, professional fees, directors and officers insurance, fees paid to independent directors and administrator expenses, including our allocable portion of our administrator’s overhead. Our investment advisory and management fees compensate our investment adviser for its work in identifying, evaluating, negotiating, closing and monitoring our investments. We bear all other costs and expenses of our operations and transactions, including those relating to:

- organization;
- calculating our net asset value (including the cost and expenses of any independent valuation firm);

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- expenses incurred by our investment adviser payable to third parties, including agents, consultants or other advisers, in monitoring our financial and legal affairs and in monitoring our investments and performing due diligence on our prospective portfolio companies;
- interest payable on debt, if any, incurred to finance our investments;
- offerings of our common stock and other securities;
- investment advisory and management fees;
- fees payable to third parties, including agents, consultants or other advisers, 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 our common stock 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 governmental bodies (including the SEC and the SBA);
- costs of any reports, proxy statements or other notices to common stockholders including printing costs;
- our 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
- administration fees and all other expenses incurred by us or, if applicable, the administrator in connection with administering our business (including payments under the administration agreement based upon our allocable portion of the administrator's overhead in performing its obligations under an administration agreement, including rent and the allocable portion of the cost of our officers and their respective staffs (including travel expenses)).

Pursuant to the investment advisory and management agreement that we had with GSCP (NJ), L.P., our former investment adviser and administrator, we had agreed to pay GSCP (NJ), L.P. as investment adviser a quarterly base management fee of 1.75% of the average value of our total assets (other than cash or cash equivalents but including assets purchased with borrowed funds) at the end of the two most recently completed fiscal quarters, and appropriately adjusted for any share issuances or repurchases during the applicable fiscal quarter, and an incentive fee.

The incentive fee had two parts:

- A fee, payable quarterly in arrears, equal to 20.0% of our pre-incentive fee net investment income, expressed as a rate of return on the value of the net assets at the end of the immediately preceding quarter, that exceeded a 1.875% quarterly (7.5% annualized) hurdle rate measured as of the end of each fiscal quarter. Under this provision, in any fiscal quarter, our investment adviser received no incentive fee unless our pre-incentive fee net investment income exceeded the hurdle rate of 1.875%. Amounts received as a return of capital were not included in calculating this portion of the incentive fee. Since the hurdle rate was based on net assets, a return of less than the hurdle rate on total assets could still have resulted in an incentive fee.

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- A fee, payable at the end of each fiscal year, equal to 20.0% of our net realized capital gains, if any, computed net of all realized capital losses and unrealized capital depreciation, in each case on a cumulative basis, less the aggregate amount of capital gains incentive fees paid to the investment adviser through such date.

We deferred cash payment of any incentive fee otherwise earned by our former investment adviser if, during the then most recent four full fiscal quarters ending on or prior to the date such payment was to be made, the sum of (a) our aggregate distributions to our stockholders and (b) our change in net assets (defined as total assets less liabilities) (before taking into account any incentive fees payable during that period) was less than 7.5% of our net assets at the beginning of such period. These calculations were appropriately pro-rated for the first three fiscal quarters of operation and adjusted for any share issuances or repurchases during the applicable period. Such incentive fee would become payable on the next date on which such test had been satisfied for the most recent four full fiscal quarters or upon certain terminations of the investment advisory and management agreement. We commenced deferring cash payment of incentive fees during the quarterly period ended August 31, 2007, and continued to defer such payments through the quarterly period ended May 31, 2010. As of July 30, 2010, the date on which GSCP (NJ), L.P. ceased to be our investment adviser and administrator, we owed GSCP (NJ), L.P. \$2.9 million in fees for services previously provided to us; of which \$0.3 million has been paid by us. GSCP (NJ), L.P. agreed to waive payment by us of the remaining \$2.6 million in connection with the consummation of the stock purchase transaction with Saratoga Investment Advisors and certain of its affiliates described elsewhere in this Annual Report.

The terms of the investment advisory and management agreement with Saratoga Investment Advisors, our current investment adviser, are substantially similar to the terms of the investment advisory and management agreement we had entered into with GSCP (NJ), L.P., our former investment adviser, except for the following material distinctions in the fee terms:

- The capital gains portion of the incentive fee was reset with respect to gains and losses from May 31, 2010, and therefore losses and gains incurred prior to such time will not be taken into account when calculating the capital gains fee payable to Saratoga Investment Advisors and, as a result, Saratoga Investment Advisors will be entitled to 20.0% of net gains that arise after May 31, 2010. In addition, the cost basis for computing realized gains and losses on investments held by us as of May 31, 2010 equal the fair value of such investment as of such date. Under the investment advisory and management agreement with our former investment adviser, GSCP (NJ), L.P., the capital gains fee was calculated from March 21, 2007, and the gains were substantially outweighed by losses.
- Under the “catch up” provision, 100.0% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income that exceeds 1.875% (7.5% annualized) but is less than or equal to 2.344% in any fiscal quarter is payable to Saratoga Investment Advisors. This will enable Saratoga Investment Advisors to receive 20.0% of all net investment income as such amount approaches 2.344% in any quarter, and Saratoga Investment Advisors will receive 20.0% of any additional net investment income. Under the investment advisory and management agreement with our former investment adviser, GSCP (NJ), L.P. only received 20.0% of the excess net investment income over 1.875%.
- We will no longer have deferral rights regarding incentive fees in the event that the distributions to stockholders and change in net assets is less than 7.5% for the preceding four fiscal quarters.

To the extent that any of our leveraged loans are denominated in a currency other than U.S. dollars, we may enter into currency hedging contracts to reduce our exposure to fluctuations in currency exchange rates. We may also enter into interest rate hedging agreements. Such hedging activities, which will be subject to compliance with applicable legal requirements, may include the use of interest rate caps, futures, options and forward contracts. Costs incurred in entering into or settling such contracts will be borne by us.

**Portfolio and investment activity**
**Corporate Debt Portfolio Overview**

	At August 31, 2014	At February 28, 2014
	(\$ in millions)	
Number of investments(1)	64	59
Number of portfolio companies(1)	39	37
Average investment size(1)	\$ 3.4	\$ 3.2
Weighted average maturity(1)	3.9yrs	4.3yrs
Number of industries(1)	18	16
Average investment per portfolio company(1)	\$ 5.5	\$ 5.0
Non-performing or delinquent investments(1)	\$ 0.4	\$ 0.3
Fixed rate debt (% of interest bearing portfolio)(2)	\$ 76.6(37.8)%	\$ 70.6(40.1)%
Weighted average current coupon(2)	13.0%	12.5%
Floating rate debt (% of interest bearing portfolio)(2)	\$126.0(62.2)%	\$ 105.4(59.9)%
Weighted average current spread over LIBOR(2)	8.5%	7.3%

(1) Excludes our investment in the subordinated notes of Saratoga CLO.

(2) Excludes our investment in the subordinated notes of Saratoga CLO and investments in common stocks.

During the three months ended August 31, 2014, we made \$31.8 million investments in new or existing portfolio companies and had \$15.7 million in aggregate amount of exits and repayments resulting in net investments of \$16.1 million for the period. During the three months ended August 31, 2013, we made \$54.9 million investments in the new or existing portfolio companies and had \$29.6 million in aggregate amount of exits and repayments resulting in net investments of \$25.3 million for the period.

During the six months ended August 31, 2014, we made \$53.3 million investments in new or existing portfolio companies and had \$24.4 million in aggregate amount of exits and repayments resulting in net investments of \$28.9 million for the period. During the six months ended August 31, 2013, we made \$87.9 million investments in new or existing portfolio companies and had \$54.9 million in aggregate amount of exits and repayments resulting in net investments of \$33.0 million for the period.

Our portfolio composition based on fair value at August 31, 2014 and February 28, 2014 was as follows:

**Portfolio composition**

	At August 31, 2014		At February 28, 2014	
	Percentage of Total Portfolio	Weighted Average Current Yield	Percentage of Total Portfolio	Weighted Average Current Yield
Middle market loans	11.3%	6.5%	15.7%	6.2%
First lien term loans	48.9	11.0	39.0	10.7
Second lien term loans	12.4	11.5	13.5	11.1
Senior secured notes	10.6	14.7	14.6	13.8
Unsecured notes	2.5	14.2	2.7	15.2
Saratoga CLO subordinated notes	8.5	23.9	9.5	18.6
Equity interests	5.8	N/A	5.0	N/A
Total	<u>100.0%</u>	<u>12.2%</u>	<u>100.0%</u>	<u>11.8%</u>

Our investment in the subordinated notes of Saratoga CLO represents a first loss position in a portfolio that, at August 31, 2014 and February 28, 2014, was composed of \$304.4 million and \$301.3 million, respectively, in aggregate principal amount of predominantly senior secured first lien term loans. This investment is subject to unique risks. (See “Risk Factors—Our investment in Saratoga CLO 2013-1 Ltd. constitutes a leveraged investment in a portfolio of predominantly senior secured first lien term loans and is subject to additional risks and volatility” in our Annual Report on Form 10-K for the fiscal year ended February 28, 2014.). We do not consolidate the Saratoga CLO portfolio in our financial statements. Accordingly, the metrics below do not include the underlying Saratoga CLO portfolio investments. However, at August 31, 2014, \$297.6 million or 98.9% of the Saratoga CLO portfolio investments in terms of market value had a CMR (as defined below) color rating of green or yellow and no Saratoga CLO portfolio investments were in default. At February 28, 2014, \$298.9 million or 99.5% of the Saratoga CLO portfolio investments in terms of market value had a CMR color rating of green or yellow and no Saratoga CLO portfolio investments were in default.

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Saratoga Investment Advisors normally grades all of our investments using a credit and monitoring rating system (“CMR”). The CMR consists of a single component: a color rating. The color rating is based on several criteria, including financial and operating strength, probability of default, and restructuring risk. The color ratings are characterized as follows: (Green)—strong credit; (Yellow)—satisfactory credit; (Red)—payment default risk, in payment default and/or significant restructuring activity.

The CMR distribution of our investments at August 31, 2014 and February 28, 2014 was as follows:

***Portfolio CMR distribution***

<u>Color Score</u>	<u>At August 31, 2014</u>		<u>At February 28, 2014</u>	
	<u>Investments at Fair Value</u>	<u>Percentage of Total Portfolio</u>	<u>Investments at Fair Value</u>	<u>Percentage of Total Portfolio</u>
	(\$ in thousands)			
Green	\$ 179,293	75.9%	\$ 159,207	77.4%
Yellow	15,531	6.6	8,466	4.1
Red	7,785	3.3	8,270	4.0
N/A(1)	33,711	14.2	29,902	14.5
<b>Total</b>	<b>\$ 236,320</b>	<b>100.0%</b>	<b>\$ 205,845</b>	<b>100.0%</b>

(1) Comprised of our investment in the subordinated notes of Saratoga CLO and equity interests.

The CMR distribution of Saratoga CLO investments at August 31, 2014 and February 28, 2014 was as follows:

**Portfolio CMR distribution**

Color Score	At August 31, 2014		At February 28, 2014	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
(\$ in thousands)				
Green	\$ 289,563	96.2%	\$ 284,796	94.8%
Yellow	8,068	2.7	14,106	4.7
Red	3,389	1.1	1,589	0.5
Total	<u>\$ 301,020</u>	<u>100.0%</u>	<u>\$ 300,491</u>	<u>100.0%</u>

**Portfolio composition by industry grouping at fair value**

The following table shows the portfolio composition by industry grouping at fair value at August 31, 2014 and February 28, 2014:

	At August 31, 2014		At February 28, 2014	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
(\$ in thousands)				
Business Services	\$ 47,700	20.2%	\$ 57,330	27.9%
Healthcare Services	42,227	17.9	23,810	11.6
Software	24,011	10.2	21,897	10.6
Structured Finance Securities(1)	20,090	8.5	19,570	9.5
Consumer Services	16,963	7.2	21,738	10.5
Food and Beverage	12,913	5.4	17,286	8.4
Technology	12,759	5.4	—	—
Automotive	10,672	4.5	10,621	5.2
Media	9,454	4.0	6,741	3.3
Electronics	6,554	2.8	6,645	3.2
Utilities	6,105	2.6	—	—
Manufacturing	5,940	2.5	5,970	2.9
Environmental	5,812	2.5	1,191	0.6
Metals	5,785	2.4	5,249	2.5
Consumer Products	5,378	2.3	6,118	3.0
Building Products	1,956	0.8	344	0.2
Publishing	1,489	0.6	901	0.4
Homebuilding	411	0.2	344	0.2
Education	101	0.0	—	—
Aerospace	—	—	90	0.0
Total	<u>\$ 236,320</u>	<u>100.0%</u>	<u>\$ 205,845</u>	<u>100.0%</u>

(1) Comprised of our investment in the subordinated notes of Saratoga CLO.

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The following table shows the portfolio composition by industry grouping of Saratoga CLO at fair value at August 31, 2014 and February 28, 2014:

	At August 31, 2014		At February 28, 2014	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
	(\$ in thousands)			
Healthcare	\$ 34,718	11.5%	\$ 37,896	12.6%
Business Equipment and Services	31,543	10.5	28,386	9.4
Chemicals/Plastics	27,214	9.0	26,345	8.8
Conglomerate	19,946	6.6	24,285	8.1
Industrial Equipment	19,160	6.4	24,143	8.0
Retailers (Except Food and Drugs)	17,670	5.9	15,314	5.1
Leisure Goods/Activities/Movies	16,271	5.4	8,990	3.0
Drugs	13,260	4.4	11,873	4.0
Electronics/Electric	12,013	4.0	11,861	4.0
Aerospace and Defense	10,491	3.5	20,465	6.8
Food Products	9,956	3.3	12,450	4.1
Financial Intermediaries	8,731	2.9	8,138	2.7
Food Services	8,502	2.8	5,612	1.9
Automotive	6,424	2.1	10,279	3.4
Containers/Glass Products	6,387	2.1	2,906	1.0
Telecommunications	6,163	2.0	6,627	2.2
Food/Drug Retailers	5,840	1.9	5,012	1.7
Utilities	5,754	1.9	5,830	1.9
Oil and Gas	5,714	1.9	2,488	0.8
Insurance	5,482	1.8	5,517	1.8
Lodging and Casinos	5,438	1.8	499	0.2
Publishing	5,185	1.7	2,913	1.0
Brokers/Dealers/Investment Houses	4,920	1.6	3,740	1.2
Healthcare and Pharmaceuticals	2,961	1.0	—	—
Cable and Satellite Television	2,582	0.9	2,666	0.9
Telecommunications/Cellular	2,423	0.8	2,460	0.8
Media	2,007	0.7	1,000	0.3
Nonferrous Metals/Minerals	1,973	0.7	4,328	1.4
Ecological Services and Equipment	826	0.3	1,241	0.4
Building and Development	494	0.2	3,246	1.1
Broadcast Radio and Television	489	0.2	1,505	0.5
Health Insurance	483	0.2	—	—
Computers and Electronics	—	—	1,479	0.5
Gaming and Hotels	—	—	500	0.2
Leasing	—	—	497	0.2
Total	<u>\$ 301,020</u>	<u>100.0%</u>	<u>\$ 300,491</u>	<u>100.0%</u>

**Portfolio composition by geographic location at fair value**

The following table shows the portfolio composition by geographic location at fair value at August 31, 2014 and February 28, 2014. The geographic composition is determined by the location of the corporate headquarters of the portfolio company.

	At August 31, 2014		At February 28, 2014	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
	(\$ in thousands)			
Southeast	\$ 94,390	39.9%	\$ 83,161	40.4%
Midwest	45,119	19.1	41,453	20.1
Northeast	40,778	17.3	17,191	8.4
West	35,943	15.2	44,470	21.6
Other(1)	20,090	8.5	19,570	9.5
Total	<u>\$ 236,320</u>	<u>100.0%</u>	<u>\$ 205,845</u>	<u>100.0%</u>

(1) Comprised of our investment in the subordinated notes of Saratoga CLO.

**Results of operations**

Operating results for the three and six months ended August 31, 2014 and 2013 are as follows:

	For the three months ended	
	August 31, 2014	August 31, 2013
	(\$ in thousands)	
Total investment income	\$ 6,475	\$ 5,388
Total expenses, net	4,403	3,116
Net investment income	2,072	2,272
Net realized gains	360	546
Net unrealized gains (losses)	704	(2,859)
Net increase/(decrease) in net assets resulting from operations	<u>\$ 3,136</u>	<u>\$ (41)</u>

	For the six months ended	
	August 31, 2014	August 31, 2013
	(\$ in thousands)	
Total investment income	\$ 12,619	\$ 11,406
Total expenses, net	8,486	6,664
Net investment income	4,133	4,742
Net realized gains	442	1,074
Net unrealized gains (losses)	319	(2,057)
Net increase in net assets resulting from operations	<u>\$ 4,894</u>	<u>\$ 3,759</u>

**Investment income**

The composition of our investment income for the three and six months ended August 31, 2014 and 2013 was as follows:

	For the three months ended	
	August 31, 2014	August 31, 2013
	(\$ in thousands)	
Interest from investments	\$ 6,037	\$ 4,792
Management fee income from Saratoga CLO	375	481
Interest from cash and cash equivalents and other income	63	115
Total	<u>\$ 6,475</u>	<u>\$ 5,388</u>

	For the six months ended	
	August 31, 2014	August 31, 2013
	(\$ in thousands)	
Interest from investments	\$ 11,639	\$ 9,963
Management fee income from Saratoga CLO	767	979
Interest from cash and cash equivalents and other income	213	464
Total	<u>\$ 12,619</u>	<u>\$ 11,406</u>

For the three months ended August 31, 2014, total investment income increased \$1.1 million, or 20.2% compared to the three months ended August 31, 2013. Interest income from investments increased \$1.2 million, or 26.0%, to \$6.0 million for the three months ended August 31, 2014, from \$4.8 million for the three months ended August 31, 2013. This reflects an increase of 25.8% in total investments to \$236.3 million at August 31, 2014 from \$187.8 million at August 31, 2013, with the weighted average yield also decreasing to 12.2% from 13.2%.

For the six months ended August 31, 2014, total investment income increased \$1.2 million, or 10.6%, compared to the six months ended August 31, 2013. Interest income from investments increased \$1.6 million, or 16.8%, to \$11.6 million for the six months ended August 31, 2014, from \$10.0 million for the six months ended August 31, 2013. This reflects an increase of 25.8% in total investments to \$236.3 million at August 31, 2014 from \$187.8 million at August 31, 2013, with the weighted average yield also decreasing to 12.2% from 13.2%.

For the three and six months ended August 31, 2014 and 2013, total PIK income was \$0.3 million and \$0.6 million, and \$0.3 million and \$0.5 million, respectively.

The Saratoga CLO was refinanced in October 2013. As a result, proceeds from principal payments in the loan portfolio of Saratoga CLO must now be used to paydown its outstanding notes. Thus, the management fee income and investment income that we receive from Saratoga CLO has declined from historical periods decreasing \$0.1 million, or 21.9%, to \$0.4 million and \$0.2 million, or 21.6%, to \$0.8 million, respectively, for the three and six months ended August 31, 2014 from \$0.5 million and \$1.0 million for the three and six months ended August 31, 2013, respectively.

### **Operating expenses**

The composition of our expenses for the three and six months ended August 31, 2014 and 2013 was as follows:

#### **Operating Expenses**

	For the three months ended	
	August 31, 2014	August 31, 2013
	(\$ in thousands)	
Interest and debt financing expenses	\$ 1,809	\$ 1,604
Base management fees	1,037	811
Professional fees	276	235
Incentive management fees	790	(40)
Administrator expenses	250	250
Insurance	84	119
Directors fees and expenses	56	45
General and administrative and other expenses	101	92
Total expenses	<u>\$ 4,403</u>	<u>\$ 3,116</u>

	For the six months ended	
	August 31, 2014	August 31, 2013
	(\$ in thousands)	
Interest and debt financing expenses	\$ 3,597	\$ 2,731
Base management fees	2,006	1,548
Professional fees	711	566
Incentive management fees	1,171	781
Administrator expenses	500	500
Insurance	168	239
Directors fees and expenses	109	96
General and administrative and other expenses	224	203
Total expenses	<u>\$ 8,486</u>	<u>\$ 6,664</u>

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For the three months ended August 31, 2014, total operating expenses increased \$1.3 million, or 41.3% compared to the three months ended August 31, 2013. For the six months ended August 31, 2014, total operating expenses increased \$1.8 million or 27.3% compared to the six months ended August 31, 2013.

For the three months ended August 31, 2014 and 2013, the increase in interest and credit facility expense is primarily attributable to an increase in the amount of outstanding debt as compared to the prior periods, with higher levels of both the SBA debentures and the revolving credit facility outstanding. For the three months ended August 31, 2014, the weighted average interest rate on our outstanding indebtedness was 5.14% compared to 5.53% for the three months ended August 31, 2013. This decrease was primarily driven by an increase in SBA debentures that carry a lower interest rate.

For the six months ended August 31, 2014 and 2013, the increase in interest and credit facility expense is primarily attributable to an increase in the amount of outstanding debt as compared to the prior periods, with higher levels of both the SBA debentures and the revolving credit facility outstanding. For the six months ended August 31, 2014, the weighted average interest rate on our outstanding indebtedness was 5.22% compared to 4.85% for the six months ended August 31, 2013. This increase was primarily driven by the interest rate on the note issuance.

For the three months ended August 31, 2014, base management fees increased \$0.2 million, or 27.9% compared to the three months ended August 31, 2013. For the six months ended August 31, 2014, base management fees increased \$0.5 million, or 29.6% compared to the six months ended August 31, 2013. The increase in base management fees results from the increase in the average value of our total assets, less cash and cash equivalents, from \$183.9 million to \$235.1 million as of August 31, 2013 and 2014, respectively.

For the three and six months ended August 31, 2014, professional fees increased \$0.04 million or 17.4%, and \$0.1 million, or 25.6%, respectively, compared to the three and six months ended August 31, 2013.

For the three months ended August 31, 2014, incentive management fees increased \$0.8 million to \$0.8 million, compared to a reduction of \$0.04 million for the three months ended August 31, 2013. For the six months ended August 31, 2014, incentive management fees increased \$0.4 million or 49.9% compared to the six months ended August 31, 2013. The increase in incentive management fees is primarily attributable to an increase in accrued incentive fees related to higher net investment income and incentive fee capital gains.

As discussed above, the increase in interest and credit facility expense for the three and six months ended August 31, 2014 and 2013 is primarily attributable to an increase in the amount of outstanding debt as compared to the prior periods. For the six months ended August 31, 2014, the weighted average interest rate on the outstanding borrowings under the Credit Facility and notes payable was 7.50%, however the notes were only issued and outstanding from May 10, 2013, while they were outstanding for the full six months ended August 31, 2014. For the three months ended August 31, 2014 and 2013, the weighted average interest rate on the outstanding borrowings of the SBA debentures was 3.16% and 3.16%, respectively. For the six months ended August 31, 2014 and 2013, the weighted average interest rate on the outstanding borrowings of the SBA debentures was 3.16% and 2.90%, respectively.

### ***Net realized gains/losses on sales of investments***

For the three months ended August 31, 2014, the Company had \$15.7 million of sales, repayments, exits or restructurings resulting in \$0.4 million of net realized gains.

For the six months ended August 31, 2014, the Company had \$24.4 million of sales, repayments, exits or restructurings resulting in \$0.4 million of net realized gains.

For the three months ended August 31, 2013, the Company had \$29.6 million of sales, repayments, exits or restructurings resulting in \$0.5 million of net realized gains.

For the six months ended August 31, 2013, the Company had \$54.9 million of sales, repayments, exits or restructurings resulting in \$1.1 million of net realized gains.

**Net unrealized appreciation/depreciation on investments**

For the three months ended August 31, 2014, our investments had net unrealized appreciation of \$0.7 million versus net unrealized depreciation of \$2.9 million for the three months ended August 31, 2013. For the six months ended August 31, 2014, our investments had net unrealized appreciation of \$0.3 million versus net unrealized depreciation of \$2.1 million for the six months ended August 31, 2013. The most significant cumulative changes in unrealized appreciation and depreciation for the six months ended August 31, 2014, were the following:

**Six Months ended August 31, 2014**

<u>Issuer</u>	<u>Asset Type</u>	<u>Cost</u>	<u>Fair Value</u>	<u>Total Unrealized Appreciation/ (Depreciation)</u>	<u>YTD Change in Unrealized Appreciation/ (Depreciation)</u>
				(\$ in thousands)	
Elyria Foundry Company, LLC	Senior Secured Note	\$ 8,860	\$ 5,785	\$ (3,075)	\$ (859)
Saratoga CLO	Other/ Structured Finance Securities	16,556	20,090	3,534	520
USS Parent Holding Corp.	Voting Common Stock	3,026	5,567	2,541	539

The \$0.9 million of unrealized depreciation in our investment in Elyria Foundry Company, LLC was due to a decline in the company's performance as a result of volume declines from key energy customers.

The \$0.5 million of unrealized appreciation in our investment in the Saratoga CLO subordinated notes was due to a decrease in the discount rate from the previous year end.

The \$0.5 million of unrealized appreciation in our investment in the common stock of USS Parent Holding Corp. was due to the sale of the company to a private equity firm.

The most significant cumulative changes in unrealized appreciation and depreciation for the six months ended August 31, 2013, were the following:

**Six months ended August 31, 2013**

<u>Issuer</u>	<u>Asset Type</u>	<u>Cost</u>	<u>Fair Value</u>	<u>Total Unrealized Appreciation/ (Depreciation)</u>	<u>YTD Change in Unrealized Appreciation/ (Depreciation)</u>
				(\$ in thousands)	
Elyria Foundry Company, LLC	Senior Secured Note	\$ 8,860	\$ 7,147	\$ (1,713)	\$ (1,713)
Saratoga CLO	Other/ Structured Finance Securities	16,805	19,742	2,937	(3,635)
USS Parent Holding Corp.	Voting Common Stock	3,026	4,023	997	1,157

The \$1.7 million of unrealized depreciation in our investment in Elyria Foundry Company, LLC was due to lower operating performance as a result of weaker oil and gas demand.

The \$3.6 million of unrealized depreciation in our investment in the Saratoga CLO subordinated notes was due to lower net present value of projected future cash flows partially offset by a reduction in the investment basis of the subordinated notes.

The \$1.2 million of unrealized appreciation in our investment in the common stock of USS Parent Holding Corp. was due to improved operating performance.

**Changes in net assets resulting from operations**

For the three months ended August 31, 2014, we recorded a net increase in net assets resulting from operations of \$3.1 million versus a net decrease in net assets resulting from operations of \$0.04 million for the three months ended August 31, 2013. Based on 5,379,616 and 4,730,116 weighted average common shares outstanding for the three months ended August 31, 2014 and August 31, 2013, respectively, our per share net increase in net assets resulting from operations was \$0.58 for the three months ended August 31, 2014 versus a per share net decrease in net assets from operations of \$(0.01) for the three months ended August 31, 2013.

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For the six months ended August 31, 2014, we recorded a net increase in net assets resulting from operations of \$4.9 million versus a net increase in net assets resulting from operations of \$3.8 million for the six months ended August 31, 2013. Based on 5,379,616 and 4,730,116 weighted average common shares outstanding for the six months ended August 31, 2014 and August 31, 2013, respectively, our per share net increase in net assets resulting from operations was \$0.91 for the six months ended August 31, 2014 versus a per share net increase in net assets from operations of \$0.79 for the six months ended August 31, 2013.

### **FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

We intend to continue to generate cash primarily from cash flows from operations, including interest earned from our investments in debt in middle market companies, interest earned from the temporary investment of cash in U.S. government securities and other high-quality debt investments that mature in one year or less, future borrowings and future offerings of securities.

Although we expect to fund the growth of our investment portfolio through the net proceeds from SBA debenture drawdowns and future equity offerings, including our dividend reinvestment plan, and issuances of senior securities or future borrowings, to the extent permitted by the 1940 Act, we cannot assure you that our plans to raise capital will be successful. In this regard, because our common stock has historically traded at a price below our current net asset value per share and we are limited in our ability to sell our common stock at a price below net asset value per share, we have been and may continue to be limited in our ability to raise equity capital. Our stockholders approved a proposal at our annual meeting of stockholders held on September 30, 2014 that authorizes us to sell shares of our common stock at an offering price per share to investors that is not less than 85% of our then current net asset value per share in one or more offerings for a period ending on the earlier of September 30, 2015 or the date of our next annual meeting of stockholders. We would need stockholder approval of a similar proposal to issue shares below net asset value per share at any time after the earlier of September 30, 2015 or our next annual meeting of stockholders.

In addition, we intend to distribute to our stockholders substantially all of our taxable income in order to satisfy the distribution requirement applicable to RICs under Subchapter M of the Code. In satisfying this distribution requirement, we have in the past relied on IRS issued private letter rulings concluding that a RIC may treat a distribution of its own stock as fulfilling its RIC distribution requirements if each stockholder may elect to receive his or her entire distribution in either cash or stock of the RIC subject to a limitation on the aggregate amount of cash to be distributed to all stockholders, which limitation must be at least 20% of the aggregate declared distribution. We may rely on these IRS private letter rulings in future periods to satisfy our RIC distribution requirement.

Also, as a BDC, we generally are required to meet a coverage ratio of total assets, less liabilities and indebtedness not represented by senior securities, to total senior securities, which include all of our borrowings and any outstanding preferred stock, of at least 200%. This requirement limits the amount that we may borrow. Our asset coverage ratio, as defined in the 1940 Act, was 309.5% as of August 31, 2014 and 337.9% as of February 28, 2014. To fund growth in our investment portfolio in the future, we anticipate needing to raise additional capital from various sources, including the equity markets and other debt-related markets, which may or may not be available on favorable terms, if at all.

Consequently, we may not have the funds or the ability to fund new investments, to make additional investments in our portfolio companies, to fund our unfunded commitments to portfolio companies or to repay borrowings. Also, the illiquidity of our portfolio investments may make it difficult for us to sell these investments when desired and, if we are required to sell these investments, we may realize significantly less than their recorded value.

#### ***Madison revolving credit facility***

Below is a summary of the terms of the senior secured revolving credit facility we entered into with Madison Capital Funding (the "Credit Facility") on June 30, 2010.

**Availability.** The Company can draw up to the lesser of (i) \$40.0 million (the "Facility Amount") and (ii) the product of the applicable advance rate (which varies from 50.0% to 75.0% depending on the type of loan asset) and the value, determined in accordance with the Credit Facility (the "Adjusted Borrowing Value"), of certain "eligible" loan assets pledged as security for the loan (the "Borrowing Base"), in each case less (a) the amount of any undrawn funding commitments the Company has under any loan asset and which are not covered by amounts in the Unfunded Exposure Account referred to below (the "Unfunded Exposure Amount") and (b) outstanding borrowings. Each loan asset held by the Company as of the date on which the Credit Facility was closed was valued as of that date and each loan asset that the Company acquires after such date will be valued at the lowest of its fair value, its face value (excluding accrued interest) and the purchase price paid for such loan asset. Adjustments to the value of a loan asset will be made to reflect, among other things, changes in its fair value, a default by the obligor on the loan asset, insolvency of the obligor, acceleration of the loan asset, and certain modifications to the terms of the loan asset.

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The Credit Facility contains limitations on the type of loan assets that are “eligible” to be included in the Borrowing Base and as to the concentration level of certain categories of loan assets in the Borrowing Base such as restrictions on geographic and industry concentrations, asset size and quality, payment frequency, status and terms, average life, and collateral interests. In addition, if an asset is to remain an “eligible” loan asset, the Company may not make changes to the payment, amortization, collateral and certain other terms of the loan assets without the consent of the administrative agent that will either result in subordination of the loan asset or be materially adverse to the lenders.

*Collateral.* The Credit Facility is secured by substantially all of the assets of the Company (other than assets held by our SBIC subsidiary) and includes the subordinated notes (“CLO Notes”) issued by Saratoga CLO and the Company’s rights under the CLO Management Agreement (as defined below).

*Interest Rate and Fees.* Under the Credit Facility, funds are borrowed from or through certain lenders at the greater of the prevailing LIBOR rate and 2.00%, plus an applicable margin of 5.50%. At the Company’s option, funds may be borrowed based on an alternative base rate, which in no event will be less than 3.00%, and the applicable margin over such alternative base rate is 4.50%. In addition, the Company pays the lenders a commitment fee of 0.75% per year on the unused amount of the Credit Facility for the duration of the Revolving Period (defined below). Accrued interest and commitment fees are payable monthly. The Company was also obligated to pay certain other fees to the lenders in connection with the closing of the Credit Facility.

*Revolving Period and Maturity Date.* The Company may make and repay borrowings under the Credit Facility for a period of three years following the closing of the Credit Facility (the “Revolving Period”). The Revolving Period may be terminated at an earlier time by the Company or, upon the occurrence of an event of default, by action of the lenders or automatically. All borrowings and other amounts payable under the Credit Facility are due and payable in full five years after the end of the Revolving Period.

*Collateral Tests.* It is a condition precedent to any borrowing under the Credit Facility that the principal amount outstanding under the Credit Facility, after giving effect to the proposed borrowings, not exceed the lesser of the Borrowing Base or the Facility Amount (the “Borrowing Base Test”). In addition to satisfying the Borrowing Base Test, the following tests must also be satisfied (together with Borrowing Base Test, the “Collateral Tests”):

- *Interest Coverage Ratio.* The ratio (expressed as a percentage) of interest collections with respect to pledged loan assets, less certain fees and expenses relating to the Credit Facility, to accrued interest and commitment fees and any breakage costs payable to the lenders under the Credit Facility for the last 6 payment periods must equal at least 175.0%.
- *Overcollateralization Ratio.* The ratio (expressed as a percentage) of the aggregate Adjusted Borrowing Value of “eligible” pledged loan assets plus the fair value of certain ineligible pledged loan assets and the CLO Notes (in each case, subject to certain adjustments) to outstanding borrowings under the Credit Facility plus the Unfunded Exposure Amount must equal at least 200.0%.
- *Weighted Average FMV Test.* The aggregate adjusted or weighted value of “eligible” pledged loan assets as a percentage of the aggregate outstanding principal balance of “eligible” pledged loan assets must be equal to or greater than 72.0% and 80.0% during the one-year periods prior to the first and second anniversary of the closing date, respectively, and 85.0% at all times thereafter.

The Credit Facility also requires payment of outstanding borrowings or replacement of pledged loan assets upon the Company’s breach of its representation and warranty that pledged loan assets included in the Borrowing Base are “eligible” loan assets. Such payments or replacements must equal the lower of the amount by which the Borrowing Base is overstated as a result of such breach or any deficiency under the Collateral Tests at the time of repayment or replacement. Compliance with the Collateral Tests is also a condition to the discretionary sale of pledged loan assets by the Company.

*Priority of Payments.* During the Revolving Period, the priority of payments provisions of the Credit Facility require, after payment of specified fees and expenses and any necessary funding of the Unfunded Exposure Account, that collections of principal from the loan assets and, to the extent that these are insufficient, collections of interest from the loan assets, be applied on each payment date to payment of outstanding borrowings if the Borrowing Base Test, the Overcollateralization Ratio and the Interest Coverage Ratio would not otherwise be met. Similarly, following termination of the Revolving Period, collections of interest are required to be applied, after payment of certain fees and expenses, to cure any deficiencies in the Borrowing Base Test, the Interest Coverage Ratio and the Overcollateralization Ratio as of the relevant payment date.

*Reserve Account.* The Credit Facility requires the Company to set aside an amount equal to the sum of accrued interest, commitment fees and administrative agent fees due and payable on the next succeeding three payment dates (or corresponding to three payment periods). If for any monthly period during which fees and other payments accrue, the aggregate Adjusted Borrowing Value of “eligible” pledged loan assets which do not pay cash interest at least quarterly exceeds 15.0% of the aggregate Adjusted Borrowing Value

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of “eligible” pledged loan assets, the Company is required to set aside such interest and fees due and payable on the next succeeding six payment dates. Amounts in the reserve account can be applied solely to the payment of administrative agent fees, commitment fees, accrued and unpaid interest and any breakage costs payable to the lenders.

*Unfunded Exposure Account.* With respect to revolver or delayed draw loan assets, the Company is required to set aside in a designated account (the “Unfunded Exposure Account”) 100.0% of its outstanding and undrawn funding commitments with respect to such loan assets. The Unfunded Exposure Account is funded at the time the Company acquires a revolver or delayed draw loan asset and requests a related borrowing under the Credit Facility. The Unfunded Exposure Account is funded through a combination of proceeds of the requested borrowing and other Company funds, and if for any reason such amounts are insufficient, through application of the priority of payment provisions described above.

*Operating Expenses.* The priority of payments provision of the Credit Facility provides for the payment of certain operating expenses of the Company out of collections on principal and interest during the Revolving Period and out of collections on interest following the termination of the Revolving Period in accordance with the priority established in such provision. The operating expenses payable pursuant to the priority of payment provisions is limited to \$350,000 for each monthly payment date or \$2.5 million for the immediately preceding period of twelve consecutive monthly payment dates. This ceiling can be increased by the lesser of 5.0% or the percentage increase in the fair market value of all the Company’s assets only on the first monthly payment date to occur after each one-year anniversary following the closing of the Credit Facility. Upon the occurrence of a Manager Event (described below), the consent of the administrative agent is required in order to pay operating expenses through the priority of payments provision.

*Events of Default.* The Credit Facility contains certain negative covenants, customary representations and warranties and affirmative covenants and events of default. The Credit Facility does not contain grace periods for breach by the Company of certain covenants, including, without limitation, preservation of existence, negative pledge, change of name or jurisdiction and separate legal entity status of the Company covenants and certain other customary covenants. Other events of default under the Credit Facility include, among other things, the following:

- an Interest Coverage Ratio of less than 150.0%;
- an Overcollateralization Ratio of less than 175.0%;
- the filing of certain ERISA or tax liens;
- the occurrence of certain “Manager Events” such as:
  - failure by Saratoga Investment Advisors and its affiliates to maintain collectively, directly or indirectly, a cash equity investment in the Company in an amount equal to at least \$5,000,000 at any time prior to the third anniversary of the closing date;
  - failure of the Management Agreement between Saratoga Investment Advisors and the Company to be in full force and effect;
  - indictment or conviction of Saratoga Investment Advisors or any “key person” for a felony offense, or any fraud, embezzlement or misappropriation of funds by Saratoga Investment Advisors or any “key person” and, in the case of “key persons,” without a reputable, experienced individual reasonably satisfactory to Madison Capital Funding appointed to replace such key person within 30 days;
  - resignation, termination, disability or death of a “key person” or failure of any “key person” to provide active participation in Saratoga Investment Advisors’ daily activities, all without a reputable, experienced individual reasonably satisfactory to Madison Capital Funding appointed within 30 days; or
  - occurrence of any event constituting “cause” under the Collateral Management Agreement between the Company and Saratoga CLO (the “CLO Management Agreement”), delivery of a notice under Section 12(c) of the CLO Management Agreement with respect to the removal of the Company as collateral manager or the Company ceases to act as collateral manager under the CLO Management Agreement.

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*Conditions to Acquisitions and Pledges of Loan Assets.* The Credit Facility imposes certain additional conditions to the acquisition and pledge of additional loan assets. Among other things, the Company may not acquire additional loan assets without the prior written consent of the administrative agent until such time that the administrative agent indicates in writing its satisfaction with Saratoga Investment Advisors' policies, personnel and processes relating to the loan assets.

*Fees and Expenses.* The Company paid certain fees and reimbursed Madison Capital Funding for the aggregate amount of all documented, out-of-pocket costs and expenses, including the reasonable fees and expenses of lawyers, incurred by Madison Capital Funding in connection with the Credit Facility and the carrying out of any and all acts contemplated thereunder up to and as of the date of closing of the stock purchase transaction with Saratoga Investment Advisors and certain of its affiliates. These amounts totaled \$2.0 million.

On February 24, 2012, we amended our senior secured revolving credit facility with Madison Capital Funding LLC to, among other things:

- expand the borrowing capacity under the credit facility from \$40.0 million to \$45.0 million;
- extend the Revolving Period from July 30, 2013 to February 24, 2015; and
- remove the condition that we may not acquire additional loan assets without the prior written consent of the administrative agent.

On September 17, 2014, we entered into a second amendment to the Revolving Facility with Madison Capital Funding LLC to, among other things:

- extend the commitment termination date from February 24, 2015 to September 17, 2017;
- extend the maturity date of the Revolving Facility from February 24, 2020 to September 17, 2022 (unless terminated sooner upon certain events);
- reduce the applicable margin rate on base rate borrowings from 4.50% to 3.75%, and on LIBOR borrowings from 5.50% to 4.75%; and
- reduce the floor on base rate borrowings from 3.00% to 2.25%; and on LIBOR borrowings from 2.00% to 1.25%.

As of August 31, 2014, we had \$8.9 million outstanding under the Credit Facility and \$64.0 million SBA-guaranteed debentures outstanding (which are discussed below). As of February 28, 2014 we had no outstanding balance under the Credit Facility and \$50.0 million SBA-guaranteed debentures outstanding. Our borrowing base under the Credit Facility at August 31, 2014 and February 28, 2014 was \$42.2 million, and \$44.6 million, respectively.

Our asset coverage ratio, as defined in the 1940 Act, was 309.5% as of August 31, 2014 and 337.9% as of February 28, 2014.

### ***SBA-guaranteed debentures***

In addition, we, through a wholly-owned subsidiary, sought and obtained a license from the SBA to operate an SBIC. In this regard, on March 28, 2012, our wholly-owned subsidiary, Saratoga Investment Corp. SBIC, LP, received a license from the SBA to operate as an SBIC under Section 301(c) of the Small Business Investment Act of 1958. SBICs are designated to stimulate the flow of private equity capital to eligible small businesses. Under SBA regulations, SBICs may make loans to eligible small businesses and invest in the equity securities of small businesses.

The SBIC license allows our SBIC subsidiary to obtain leverage by issuing SBA-guaranteed debentures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis at a market-driven spread over U.S. Treasury Notes with 10-year maturities.

SBA regulations currently limit the amount that our SBIC subsidiary may borrow to a maximum of \$150 million when it has at least \$75 million in regulatory capital, receives a capital commitment from the SBA and has been through an examination by the SBA subsequent to licensing. As of August 31, 2014, our SBIC subsidiary had \$45.5 million in regulatory capital and \$64.0 million SBA-guaranteed debentures outstanding.

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We received exemptive relief from the Securities and Exchange Commission to permit us to exclude the debt of our SBIC subsidiary guaranteed by the SBA from the definition of senior securities in the 200% asset coverage test under the 1940 Act. This allows us increased flexibility under the 200% asset coverage test by permitting us to borrow up to \$150 million more than we would otherwise be able to absent the receipt of this exemptive relief.

### *Unsecured notes*

In May 2013, we issued \$48.3 million in aggregate principal amount of our 7.50% unsecured notes due 2020 for net proceeds of \$46.1 million after deducting underwriting commissions of \$1.9 million and offering costs of \$0.3 million. The proceeds included the underwriters' full exercise of their over-allotment option. Interest on these notes is paid quarterly in arrears on February 15, May 15, August 15 and November 15, at a rate of 7.50% per year, beginning August 15, 2013. The notes mature on May 31, 2020 and may be redeemed in whole or in part at any time or from time to time at our option on or after May 31, 2016. In connection with the issuance of the notes, we agreed to the following covenants for the period of time during which the notes are outstanding:

- we will not violate (whether or not we are subject to) Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions, but giving effect to any exemptive relief granted to us by the SEC. Currently, these provisions generally prohibit us from making additional borrowings, including through the issuance of additional debt or the sale of additional debt securities, unless our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowings.
- we will not violate (regardless of whether we are subject to) Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions, but giving effect to (i) any exemptive relief granted to us by the SEC and (ii) no-action relief granted by the SEC to another BDC (or to the Company if it determines to seek such similar no-action or other relief) permitting the BDC to declare any cash dividend or distribution notwithstanding the prohibition contained in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act in order to maintain the BDC's status as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986. Currently these provisions generally prohibit us from declaring any cash dividend or distribution upon any class of our capital stock, or purchasing any such capital stock if our asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution or purchase.

The Notes are listed on the NYSE under the trading symbol "SAQ" with a par value of \$25.00 per share.

At August 31, 2014 and February 28, 2014, the fair value of investments, cash and cash equivalents and cash and cash equivalents, securitization accounts were as follows:

	At August 31, 2014		At February 28, 2014	
	Fair Value	Percent of Total	Fair Value	Percent of Total
	(\$ in thousands)			
Cash and cash equivalents	\$ 271	0.1%	\$ 3,294	1.6%
Cash and cash equivalents, securitization accounts	3,216	1.3	3,293	1.6
Middle market loans	26,814	11.2	32,390	15.2
First lien term loans	115,589	48.2	80,246	37.8
Second lien term loans	29,262	12.2	27,804	13.1
Senior secured notes	25,035	10.4	30,032	14.1
Unsecured notes	5,909	2.5	5,471	2.6
Structured finance securities	20,090	8.4	19,570	9.2
Equity Interest	13,621	5.7	10,332	4.8
Total	<u>\$239,807</u>	<u>100.0%</u>	<u>\$212,432</u>	<u>100.0%</u>

On October 30, 2013, our board of directors declared a dividend of \$2.65 per share payable on December 27, 2013, to common stockholders of record on November 13, 2013. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to approximately \$2.5 million or \$0.53 per share.

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Based on shareholder elections, the dividend consisted of approximately \$2.5 million in cash and 649,500 shares of common stock, or 13.7% of our outstanding common stock prior to the dividend payment. The amount of cash elected to be received was greater than the cash limit of 20.0% of the aggregate dividend amount, thus resulting in the payment of a combination of cash and stock to shareholders who elected to receive cash. The number of shares of common stock comprising the stock portion was calculated based on a price of \$15.439 per share, which equaled the volume weighted average trading price per share of the common stock on December 11, 13, and 16, 2013.

On November 9, 2012, our board of directors declared a dividend of \$4.25 per share payable on December 31, 2012, to common stockholders of record on November 20, 2012. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to approximately \$3.3 million or \$0.85 per share.

Based on shareholder elections, the dividend consisted of \$3.3 million in cash and 853,455 shares of common stock, or 22.0% of our outstanding common stock prior to the dividend payment. The amount of cash elected to be received was greater than the cash limit of 20.0% of the aggregate dividend amount, thus resulting in the payment of a combination of cash and stock to shareholders who elected to receive cash. The number of shares of common stock comprising the stock portion was calculated based on a price of \$15.444 per share, which equaled the volume weighted average trading price per share of the common stock on December 14, 17 and 19, 2012.

On November 15, 2011, our board of directors declared a dividend of \$3.00 per share payable on December 30, 2011, to common stockholders of record on November 25, 2011. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to \$2.0 million or \$0.60 per share.

Based on shareholder elections, the dividend consisted of \$2.0 million in cash and 599,584 shares of common stock, or 18.0% of our outstanding common stock prior to the dividend payment. The amount of cash elected to be received was greater than the cash limit of 20.0% of the aggregate dividend amount, thus resulting in the payment of a combination of cash and stock to shareholders who elected to receive cash. The number of shares of common stock comprising the stock portion was calculated based on a price of \$13.117067 per share, which equaled the volume weighted average trading price per share of the common stock on December 20, 21 and 22, 2011.

On November 12, 2010, our board of directors declared a dividend of \$4.40 per share to shareholders payable in cash or shares of our common stock, in accordance with the provisions of the IRS Revenue Procedure 2010-12, which allows a publicly-traded regulated investment company to satisfy its distribution requirements with a distribution paid partly in common stock provided that at least 10.0% of the distribution is payable in cash. The dividend was paid on December 29, 2010 to common shareholders of record on November 19, 2010.

Based on shareholder elections, the dividend consisted of \$1.2 million in cash and 596,235 shares of common stock, or 22.0% of our outstanding common stock prior to the dividend payment. The amount of cash elected to be received was greater than the cash limit of 10.0% of the aggregate dividend amount, thus resulting in the payment of a combination of cash and stock to shareholders who elected to receive cash. The number of shares of common stock comprising the stock portion was calculated based on a price of \$17.8049 per share, which equaled the volume weighted average trading price per share of the common stock on December 20, 21 and 22, 2010.

On November 13, 2009, our board of directors declared a dividend of \$18.25 per share payable on December 31, 2009, to common stockholders of record on November 25, 2009. Shareholders had the option to receive payment of the dividend in cash, shares of common stock, or a combination of cash and shares of common stock, provided that the aggregate cash payable to all shareholders was limited to \$2.1 million or \$0.25 per share.

Based on shareholder elections, the dividend consisted of \$2.1 million in cash and 8,648,725 shares of common stock, or 104.0% of our outstanding common stock prior to the dividend payment. The amount of cash elected to be received was greater than the cash limit of 13.7% of the aggregate dividend amount, thus resulting in the payment of a combination of cash and stock to shareholders who elected to receive cash. The number of shares of common stock comprising the stock portion was calculated based on a price of \$1.5099 per share, which equaled the volume weighted average trading price per share of the common stock on December 24 and 28, 2009.

We cannot provide any assurance that these measures will provide sufficient sources of liquidity to support our operations and growth.

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### Contractual obligations

The following table shows our payment obligations for repayment of debt and other contractual obligations at August 31, 2014:

	Total (\$ in thousands)	Payment Due by Period			
		Less Than 1 Year	1 - 3 Years	3 - 5 Years	More Than 5 Years
Long-Term Debt Obligations	\$ 121,200	\$ 8,900	\$ —	\$ —	\$ 112,300

### Off-balance sheet arrangements

The Company's off-balance sheet arrangements consisted of \$13.1 million and \$12.2 million of unfunded commitments to provide debt financing to its portfolio companies or to fund limited partnership interests as of August 31, 2014 and February 28, 2014, respectively. Such commitments are generally up to the Company's discretion to approve, or the satisfaction of certain financial and nonfinancial covenants and involve, to varying degrees, elements of credit risk in excess of the amount recognized in the Company's Consolidated Statement of Assets and Liabilities and are not reflected in the Company's Consolidated Statements of Assets and Liabilities.

On July 10, 2014, our board of directors appointed Henri J. Steenkamp to serve as our Chief Financial Officer and Chief Compliance Officer. As previously disclosed, Mr. Steenkamp was previously appointed to serve as our Interim Chief Financial Officer and Interim Chief Compliance Officer on March 4, 2014.

On July 10, 2014, our board of directors, including a majority of the independent directors, approved the annual continuation of our investment advisory and management agreement with Saratoga Investment Advisors, LLC. Our board of directors also approved the renewal of the administration agreement with Saratoga Investment Advisors, LLC for an additional one-year term and determined to maintain the cap on the payment or reimbursement of expenses by us thereunder to \$1.0 million for the additional one-year term.

### Recent Developments

On September 17, 2014, we entered into a second amendment to the Revolving Facility with Madison Capital Funding LLC to, among other things, (1) extend the commitment termination date from February 24, 2015 to September 17, 2017; (2) extend the maturity date of the Revolving Facility from February 24, 2020 to September 17, 2022 (unless terminated sooner upon certain events); (3) reduce the applicable margin rate on base rate borrowings from 4.50% to 3.75%; (4) reduce the applicable margin rate on LIBOR borrowings from 5.50% to 4.75%; (5) reduce the floor on base rate borrowings from 3.00% to 2.25%; and (6) reduce the floor on LIBOR borrowings from 2.00% to 1.25%.

On September 24, 2014, the Company announced that its Board of Directors adopted a new dividend policy to pay a regular quarterly cash dividend to shareholders. The Company will pay a quarterly dividend of \$0.18 per share for the quarter ended August 31, 2014, which will be payable on November 28, 2014 to all stockholders of record at the close of business on November 3, 2014. The second dividend of \$0.22 per share for the quarter ended November 30, 2014, will be payable on February 27, 2015 to all stockholders of record at the close of business on February 2, 2015.

On September 24, 2014, the Company also adopted a new dividend reinvestment plan ("DRIP") that provides for the reinvestment of dividends on behalf of its stockholders, unless a stockholder has elected to receive dividends in cash. If the Company declares a dividend, its stockholders who have not "opted out" of the DRIP by the dividend record date will have their dividend automatically reinvested into additional shares of the Company's common stock.

On the same day, the Company also announced the approval of an open market share repurchase plan that allows it to repurchase up to 200,000 shares of its common stock at prices below its NAV as reported in its then most recently published financial statements.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our market risks have not changed materially from the risks reported in our Form 10-K for the year ended February 28, 2014.

### Item 4. Controls and Procedures

- (a) As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, of the effectiveness of

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the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Based on that evaluation, our chief executive officer and our chief financial officer have concluded that our current disclosure controls and procedures are effective in facilitating timely decisions regarding required disclosure of any material information relating to us that is required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934.

- (b) There have been no changes in our internal control over financial reporting that occurred during the quarter ended August 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

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

On August 31, 2012, a complaint was filed in the United States Bankruptcy Court for the Southern District of New York by GSC Acquisition Holdings, LLC against us to recover, among other things, approximately \$2.6 million for the benefit of the estates and the general unsecured creditors of GSC Group, Inc. and its affiliates, including the Company's former investment adviser, GSCP (NJ), L.P. The complaint alleges that the former investment adviser made a constructively fraudulent transfer of \$2.6 million in deferred incentive fees by waiving them in connection with the termination of the Management Agreement with us, and that the termination of the Management Agreement was itself a fraudulent transfer. These transfers, the complaint alleges, were made without receipt of reasonably equivalent value and while the former investment adviser was insolvent. The complaint has not yet been served, and the plaintiff's motion for authority to prosecute the case on behalf of the estates was taken under advisement by the court on October 1, 2012. We opposed that motion. We believe that the claims in this lawsuit are without merit and, if the plaintiff is authorized to proceed, intend to vigorously defend against this action.

Except as discussed above, neither we nor our wholly-owned subsidiaries, Saratoga Investment Funding LLC and Saratoga Investment Corp. SBIC LP, are currently subject to any material legal proceedings.

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

Other than as set forth below, there have been no material changes from the risk factors set forth in our annual report on Form 10-K for the year ended February 28, 2014.

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

Not applicable.

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

Not applicable.

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

Not applicable.

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

On July 10, 2014, our board of directors appointed Henri J. Steenkamp to serve as our Chief Financial Officer and Chief Compliance Officer. As disclosed in Item 5.02 of the Current Report on Form 8-K filed by us on March 7, 2014 (which Form 8-K is incorporated herein by reference), Mr. Steenkamp was previously appointed to serve as our Interim Chief Financial Officer and Interim Chief Compliance Officer.

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**Item 6. Exhibits**

Listed below are the exhibits which are filed as part of this report (according to the number assigned to them in Item 601 of Regulation S-K):

<u>Exhibit Number</u>	<u>Description of Document</u>
31.1*	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)
32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)

\* Submitted herewith.

**SIGNATURES**

Pursuant to the requirements 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.

Date: October 14, 2014

SARATOGA INVESTMENT CORP.

By /s/ CHRISTIAN L. OBERBECK

Christian L. Oberbeck  
Chief Executive Officer

By /s/ HENRI J. STEENKAMP

Henri J. Steenkamp  
Chief Financial Officer and Chief Compliance Officer

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) and 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Christian L. Oberbeck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Saratoga Investment Corp.;

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 company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) 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)) for the company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the company'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 company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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.

Date: October 14, 2014

/s/ CHRISTIAN L. OBERBECK

Christian L. Oberbeck

Chief Executive Officer

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) and 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Henri J. Steenkamp, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Saratoga Investment Corp.;

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 company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) 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)) for the company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the company'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 company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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.

Date: October 14, 2014

/s/ HENRI J. STEENKAMP

Name: Henri J. Steenkamp

*Chief Financial Officer and Chief Compliance Officer*

**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the accompanying Quarterly Report of Saratoga Investment Corp. on Form 10-Q (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Christian L. Oberbeck, the Chief Executive Officer, certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Saratoga Investment Corp.

Date: October 14, 2014

/s/ CHRISTIAN L. OBERBECK

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Name: Christian L. Oberbeck

*Chief Executive Officer*

**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the accompanying Quarterly Report of Saratoga Investment Corp. on Form 10-Q (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Henri J. Steenkamp, the Chief Financial Officer, Chief Compliance Officer and Secretary of Saratoga Investment Corp., certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Saratoga Investment Corp.

Date: October 14, 2014

/s/ HENRI J. STEENKAMP

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Name: Henri J. Steenkamp

*Chief Financial Officer and Chief Compliance Officer*