Golub Capital BDC, Inc. Form 10-Q May 05, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
DESCRIPTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended March 31, 2016
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O.D.
<u>OR</u>
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number 814-00794
Golub Capital BDC, Inc.

(Exact name of registrant as specified in its charter)

Delaware 27-2326940

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

150 South Wacker Drive, Suite 800

Chicago, IL 60606

(Address of principal executive offices)

(312) 205-5050

(Registrant's telephone number, including area code)

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 b No o

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 o No o

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer b Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company o

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

As of May 5, 2016, the Registrant had 51,511,221 shares of common stock, \$0.001 par value, outstanding.

Part I. Financial Information

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Consolidated Statements of Financial Condition

(In thousands, except share and per share data)

Assets	March 31, 2016 (unaudited)	September 30, 2015
Investments, at fair value		
Non-controlled/non-affiliate company investments	\$ 1,485,073	\$ 1,425,325
Non-controlled affiliate company investments	9,610	5,523
Controlled affiliate company investments	117,019	98,936
Total investments, at fair value (amortized cost of \$1,601,440 and \$1,517,314,	1 (11 702	1 500 704
respectively)	1,611,702	1,529,784
Cash and cash equivalents	5,335	5,468
Restricted cash and cash equivalents	36,863	92,016
Interest receivable	6,021	5,700
Receivable from investments sold	4,822	-
Other assets	272	458
Total Assets	\$ 1,665,015	\$ 1,633,426
Liabilities		
Debt	\$ 840,050	\$ 813,250
Less unamortized debt issuance costs	6,454	7,624
Debt less unamortized debt issuance costs	833,596	805,626
Secured borrowings, at fair value (proceeds of \$330 and \$351, respectively)	334	355
Interest payable	3,136	2,722
Management and incentive fees payable	9,590	11,754
Accounts payable and accrued expenses	2,053	2,042
Accrued trustee fees	56	57
Total Liabilities	848,765	822,556
Commitments and contingencies (Note 8)	010,702	022,550
Net Assets		
Preferred stock, par value \$0.001 per share, 1,000,000 shares authorized, zero		
shares issued and outstanding as of March 31, 2016 and September 30, 2015	-	-
Common stock, par value \$0.001 per share, 100,000,000 shares authorized,		
51,511,221 and 51,300,193 shares issued and outstanding as of March 31, 2016	51	51
and September 30, 2015, respectively	51	31
Paid in capital in excess of par	794,135	790,713
Undistributed net investment income	3,239	4,230
Net unrealized appreciation (depreciation) on investments and secured		
borrowings	12,927	15,134

Net realized gain (loss) on investments	5,898	742
Total Net Assets	816,250	810,870
Total Liabilities and Total Net Assets	\$ 1,665,015	\$ 1,633,426
Number of common shares outstanding	51,511,221	51,300,193
Net asset value per common share	\$ 15.85	\$ 15.80

See Notes to Consolidated Financial Statements.

Consolidated Statements of Operations (unaudited)

(In thousands, except share and per share data)

	Three months e 2016	ended March 31, 2015	Six months en 2016	ded March 31, 2015
Investment income	2016	2015	2010	2013
From non-controlled/non-affiliate company				
investments:				
Interest income	\$ 27,322	\$ 26,837	\$54,889	\$53,606
Dividend income	51	63	282	81
Fee income Total investment income from	474	595	774	803
non-controlled/non-affiliate company investments	27,847	27,495	55,945	54,490
From non-controlled affiliate company investments:				
Interest income	21	-	21	-
Total investment income from non-controlled affiliate company investments	21	-	21	-
From controlled affiliate company investments:				
Interest income	1,767	652	3,393	1,202
Dividend income	1,127	314	1,903	314
Total investment income from controlled affiliate company investments	2,894	966	5,296	1,516
Total investment income	30,762	28,461	61,262	56,006
Expenses				
Interest and other debt financing expenses	6,833	6,017	13,564	11,711
Base management fee	5,405	4,855	10,719	9,676
Incentive fee Professional fees	180 700	2,258 840	1,951 1,431	3,329 1,469
Administrative service fee	609	584	1,431	1,409
General and administrative expenses	136	153	285	319
Total expenses	13,863	14,707	29,062	27,695
Net investment income - before excise tax	16,899	13,754	32,200	28,311
Excise tax	31	-	333	-
Net investment income - after excise tax	16,868	13,754	31,867	28,311

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Net gain (loss) on investments and secured borrowings Net realized gain (loss) on investments:								
Non-controlled/non-affiliate company investments	178		4,523		2,434		6,249	
Non-controlled affiliate company investments	-		-		2,722		-	
Net realized gain (loss) on investments	178		4,523		5,156		6,249	
Net change in unrealized appreciation (depreciation) on investments:								
Non-controlled/non-affiliate company investments	1,118		(1,009)	2,949		(2,421)
Non-controlled affiliate company investments	(4,142)	344		(2,799)	671	
Controlled affiliate company investments	155		248		(2,357)	222	
Net change in unrealized appreciation (depreciation) on investments	(2,869)	(417)	(2,207)	(1,528)
Net change in unrealized depreciation (appreciation) on secured borrowings	-		1		-		1	
Net gain (loss) on investments and secured borrowings	(2,691)	4,107		2,949		4,722	
Net increase in net assets resulting from operations	\$ 14,177		\$ 17,861		\$34,816		\$33,033	
Per Common Share Data								
Basic and diluted earnings per common share	\$0.28		\$ 0.38		\$0.68		\$0.70	
Dividends and distributions declared per common share	\$ 0.32		\$ 0.32		\$0.64		\$0.64	
Basic and diluted weighted average common shares outstanding	51,382,676		47,174,501		51,342,514		47,147,555	

See Notes to Consolidated Financial Statements.

Consolidated Statements of Changes in Net Assets (unaudited)

(In thousands, except share data)

	Common Sto	ock	Paid in Capital		Net Unrealized Appreciation (Depreciation on				
		Par	in Excess	Undistributed Net	Investments and		Net Realized Gain		Total
	Shares	Amou	nof Par	Investment Income	Secured Borrowings		(Loss) on Investments		Net Assets
Balance at September 30, 2014	47,119,498	\$ 47	\$ 720,479	\$ 3,627	\$ 12,694	\$	\$ (4,108)	\$732,739
Net increase in net assets resulting from operations Distributions to stockholders:	_	-	-	28,311	(1,527)	6,249		33,033
Stock issued in connection with dividend reinvestment plan	105,714	-	1,793	-	-		-		1,793
Distributions from net investment income	-	-	-	(30,173)	-		-		(30,173)
Total increase (decrease) for the period ended March 31, 2015	105,714	-	1,793	(1,862)	(1,527)	6,249		4,653
Balance at March 31, 2015	47,225,212	\$ 47	\$ 722,272	\$ 1,765	\$ 11,167	\$	\$ 2,141		\$737,392
Balance at September 30, 2015	51,300,193	\$ 51	\$ 790,713	\$ 4,230	\$ 15,134	\$	\$ 742		\$810,870
Net increase in net assets resulting from operations Distributions to stockholders:	_	-	-	31,867	(2,207)	5,156		34,816
Stock issued in connection with dividend reinvestment plan	211,028	-	3,422	-	-		-		3,422
Distributions from net investment income	-	-	-	(32,858)	-		-		(32,858)
	211,028	-	3,422	(991)	(2,207)	5,156		5,380

Total increase (decrease) for the period ended March 31, 2016 Balance at March 31,

Balance at March 31, 51,511,221 \$ 51 \$ 794,135 \$ 3,239 \$ 12,927 \$ 5,898 \$ 816,250

See Notes to Consolidated Financial Statements.

Consolidated Statements of Cash Flows (unaudited)

	~	_		_
	Six months			1,
	2016		2015	
Cash flows from operating activities	***		.	
Net increase in net assets resulting from operations	\$ 34,816		\$ 33,033	
Adjustments to reconcile net increase in net assets resulting from operations to net cash	l			
(used in) provided by operating activities:				
Amortization of debt issuance costs	2,250		2,135	
Accretion of discounts and amortization of premiums	(3,686)	(3,489)
Net realized (gain) loss on investments	(5,156)	(6,249)
Net change in unrealized (appreciation) depreciation on investments	2,207		1,528	
Net change in unrealized appreciation (depreciation) on secured borrowings	-		(1)
Proceeds from (fundings of) revolving loans, net	(4,681)	(4,261)
Fundings of investments	(318,255)	(290,334)
Proceeds from principal payments and sales of portfolio investments	247,969		227,939	
PIK interest	(316)	(584)
Changes in operating assets and liabilities:				
Interest receivable	(321)	(156)
Receivable for investments sold	(4,822)	(8,232)
Other assets	186		52	
Interest payable	414		(585)
Management and incentive fees payable	(2,164)	(1,293)
Accounts payable and accrued expenses	11		155	
Accrued trustee fees	(1)	2	
Net cash (used in) provided by operating activities	(51,549)	(50,340)
The basis (account) provided by operating activities	(61,61)	,	(00,010	,
Cash flows from investing activities				
Net change in restricted cash and cash equivalents	55,153		20,338	
Net cash (used in) provided by investing activities	55,153		20,338	
Cash flows from financing activities				
Borrowings on debt	161,750		110,100	
Repayments of debt	(134,950)	(52,800)
Capitalized debt issuance costs	(1,080)	(968)
Repayments on secured borrowings	(21)	(17)
Dividends and distributions paid	(29,436)	(28,380)
Net cash (used in) provided by financing activities	(3,737)	27,935	,
		,	,	
Net change in cash and cash equivalents	(133)	(2,067)
-	*			

Cash and cash equivalents, beginning of period	5,468	5,135
Cash and cash equivalents, end of period	\$ 5,335	\$ 3,068
Supplemental information: Cash paid during the period for interest Dividends and distributions declared during the period	\$ 10,892 32,858	\$ 10,152 30,173

See Notes to Consolidated Financial Statements.

Consolidated Schedule of Investments (unaudited)

March 31, 2016

		Spread					Pero	centa	ge
	Investment	Above	Interest	Maturity	Principal / Par (\$),	Amortized	of		Fair
	Type	Index (1)	Rate ⁽²⁾	Date	Shares/Univ	tsCdst	Net Ass		Value
Investments Non-controlled/non-affiliate company investments Debt investments Aerospace and Defense	÷								
ILC Dover, LP	One stop	P + 6.00%	9.50 %	03/2019	\$781	\$771	0.1	%	\$630
ILC Dover, LP*^#	One stop	P + 6.00%	9.50 %	03/2020	17,888	17,729	1.9	ı	15,205
ILC Industries, Inc.(4)	One stop	L + 6.00%	N/A (5)	07/2020	-	(20) -		-
ILC Industries, Inc.*^#	One stop	L + 6.00%	7.00 %	07/2020	22,556	22,428	2.8	i	22,556
Loar Group Inc.#	Senior loan	L + 4.75%	5.75 %	01/2022	2,244	2,205	0.3	i	2,233
NTS Technical Systems ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	06/2021	-	(92) -		-
NTS Technical Systems*^#	One stop	L + 6.00%	7.00 %	06/2021	26,308	25,910	3.2	,	26,308
NTS Technical Systems ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	06/2021	-	(43) -		-
Tresys Technology Holdings, Inc.	One stop	L + 6.75%	8.00 %	12/2017	349	346	-		349
Tresys Technology Holdings, Inc. ⁽⁶⁾	One stop	L + 6.75%	8.00 %	12/2017	3,899	3,845	0.1		1,170
Whiteraft LLC ⁽⁴⁾	One stop	L + 6.50%	N/A (5)	05/2020	-	(1) -		-
Whiteraft LLC*^	One stop	L + 6.50%	7.50 %	05/2020	13,572	13,458	1.7	,	13,572
Automobile		2.2 3 / 2			87,597	86,536	10.	1	82,023

American Driveline Systems, Inc.	Senior loan	P + 4.75%	8.25 %	03/2020	25	18	-	16	
American Driveline Systems, Inc.*	Senior loan	L + 5.75%	6.75 %	03/2020	1,807	1,761	0.2	1,717	
American Driveline Systems, Inc.^	Senior loan	L + 5.75%	6.75 %	03/2020	233	228	-	228	
CH Hold Corp. (Caliber Collision)*#	Senior loan	L + 5.25%	6.25 %	11/2019	5,170	5,127	0.6	5,170	
Dent Wizard International Corporation*	Senior loan	L + 4.75%	5.75 %	04/2020	2,482	2,471	0.3	2,482	
Integrated Supply Network, LLC ⁽⁴⁾	Senior loan	L + 5.25%	N/A (5)	02/2020	-	(8)	-	-	
Integrated Supply Network, LLC*^	Senior loan	L + 5.25%	6.25 %	02/2020	6,942	6,862	0.9	6,942	
K&N Engineering, Inc. ⁽⁴⁾	Senior loan	L + 4.25%	N/A (5)	07/2019	-	(3)	-	(3)
K&N Engineering, Inc.^	Senior loan	L + 4.25%	5.25 %	07/2019	2,869	2,837	0.4	2,811	
K&N Engineering, Inc.^	Senior loan	L + 4.25%	5.25 %	07/2019	135	123	-	133	
T5 Merger Corporation ⁽⁴⁾	One stop	L + 6.25%	N/A (5)	03/2022	-	(2)	-	(1)
T5 Merger Corporation^	One stop	L + 6.25%	7.25 %	03/2022	2,400	2,358	0.3	2,376	
Banking					22,063	21,772	2.7	21,871	
HedgeServ Holding L.P. ⁽⁴⁾	One stop	L + 8.00%	N/A (5)	02/2019	-	(5)	-	-	
HedgeServ Holding L.P.*^#	One stop	L + 8.00%	7.00% cash/2.00 PIK	%02/2019	17,353	17,258	2.1	17,353	
Beverage, Food and					17,353	17,253	2.1	17,353	
Tobacco		T.							
Abita Brewing Co., L.L.C.	One stop	L + 5.75%	6.75 %	04/2021	8	7	-	8	
Abita Brewing Co., L.L.C.	One stop	L + 5.75%	6.75 %	04/2021	8,033	7,898	1.0	8,033	
ABP Corporation	Senior loan	P + 3.50%	7.25 %	09/2018	209	205	-	209	
ABP Corporation*	Senior loan	L + 4.75%	6.00 %	09/2018	4,721	4,682	0.6	4,721	
Atkins Nutritionals, Inc*^#	One stop	L + 5.00%	6.25 %	01/2019	16,872	16,726	2.1	16,872	
Atkins Nutritionals, Inc*^	One stop	L + 8.50%	9.75 %	04/2019	21,636	21,429	2.7	21,636	
C. J. Foods, Inc. ⁽⁴⁾	One stop	L + 5.50%	N/A (5)	05/2019	-	(6)	-	-	
C. J. Foods, Inc.	One stop	L + 5.50%	6.50 %	05/2019	668	660	0.1	668	

		L + 5.50%							
Candy Intermediate Holdings, Inc. (Ferrara Candy)^	Senior loan	L + 6.25%	7.50 %	06/2018	4,813	4,751		0.6	4,825
Firebirds International, LLC ⁽⁴⁾	One stop	L + 5.75%	N/A (5)	05/2018	-	(1)	-	-
Firebirds International, LLC*	One stop	L + 5.75%	7.00 %	05/2018	1,079	1,071		0.1	1,079
Firebirds International, LLC*	One stop	L + 5.75%	7.00 %	05/2018	303	300		-	303
Firebirds International, LLC ⁽⁴⁾	One stop	L + 5.75%	N/A (5)	05/2018	-	(3)	-	-
First Watch Restaurants, Inc.	One stop	P + 5.00%	8.50 %	12/2020	1,634	1,625		0.2	1,634
First Watch Restaurants, Inc.*^#	One stop	L + 6.00%	7.00 %	12/2020	25,727	25,491		3.1	25,727
First Watch Restaurants, Inc. ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	12/2020	-	(11)	-	-
First Watch Restaurants, Inc. ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	12/2020	-	(11)	-	-
First Watch Restaurants, Inc. ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	12/2020	-	(9)	-	-
Hopdoddy Holdings, LLC	One stop	L + 8.00%	N/A (5)	08/2020	-	-		-	-
Hopdoddy Holdings, LLC	One stop	L + 8.00%	9.00 %	08/2020	663	651		0.1	663
Hopdoddy Holdings, LLC ⁽⁴⁾	•	L + 8.00%	N/A (5)	08/2020	-	(3)	-	-
IT'SUGAR LLC	Subordinated debt	N/A	8.00 %	10/2017	1,707	1,707		0.2	1,911
Northern Brewer, LLC	One stop	P + 5.25%	8.75 %	02/2018	699	692		0.1	647
Northern Brewer, LLC	One stop	L + 6.50%	8.07 %	02/2018	6,002	5,935		0.7	5,552
Smashburger Finance LLC ⁽⁴⁾	Senior loan	L + 5.50%	N/A (5)	05/2018	-	(2)	-	-
Smashburger Finance LLC	Senior loan	L + 5.50%	6.75 %	05/2018	87	87		-	87
Surfside Coffee Company LLC	One stop	L + 5.25%	6.25 %	06/2020	21	20		-	21
Surfside Coffee Company LLC^	One stop	L + 5.25%	6.25 %	06/2020	4,492	4,454		0.5	4,492
Surfside Coffee Company LLC	One stop	L + 5.25%	6.25 %	06/2020	131	123		-	131
Tate's Bake Shop, Inc.#	Senior loan	L + 5.00%	6.00 %	08/2019	600	595		0.1	600
The Original Cakerie Ltd. (7)(8)	Senior loan	L + 5.00%	N/A (5)	12/2020	-	-		-	-
The Original Cakerie Ltd.# ⁽⁷⁾⁽⁸⁾	Senior loan	L + 5.00%	6.00 %	12/2020	1,652	1,636		0.2	1,652

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Uinta Brewing Company	One stop	L + 7.00%	8.00 %	08/2019	678	673	0.1	666
Uinta Brewing Company^	One stop	L + 7.00%	8.00 %	08/2019	3,195	3,174	0.4	3,147
United Craft Brews LLC	One stop	L + 6.25%	7.25 %	03/2020	1,084	1,070	0.1	1,084
United Craft Brews LLC	One stop	L + 6.25%	7.25 %	03/2020	539	526	0.1	539
United Craft Brews LLC	One stop	L + 6.25%	7.25 %	03/2020	12,097	11,884	1.5	12,097
					122,526	121,171	15.0	122,180

See Notes to Consolidated Financial Statements.

Consolidated Schedule of Investments (unaudited) - (continued)

March 31, 2016

		Spread			Dainainal		Perce	entage
	Investment	Above	Interest	Maturity	Principal / Par (\$),	Amortize	eoof	Fair
	Type	Index (1)	Rate ⁽²⁾	Date	Shares/U	nCitss(t)	Net Asse	Value ts
Broadcasting and Entertainment TouchTunes Interactive Networks, Inc.^	Senior loan	L + 4.75%	5.75 %	05/2021	1,484	1,478	0.2	1,485
Building and Real Estate								
Accruent, LLC*	One stop	L + 6.25%	7.27 %	11/2019	4,697	4,663	0.6	4,697
Brooks Equipment Company, LLC (4)	One stop	L + 5.00%	N/A (5)	08/2020	-	(15)	-	-
Brooks Equipment Company, LLC*^	One stop	L + 5.00%	6.00 %	08/2020	23,967	23,706	2.9	23,967
ITEL Laboratories, Inc. ⁽⁴⁾	Senior loan	L + 4.75%	N/A (5)	06/2018	-	(1)	-	-
ITEL Laboratories, Inc.*	Senior loan	L + 4.75%	6.00 %	06/2018	637	633	0.1	637
Cargo Transport					29,301	28,986	3.6	29,301
Worldwide Express Operations, LLC*^	Senior loan	L + 5.00%	6.00 %	07/2019	4,900	4,851	0.6	4,851
Worldwide Express Operations, LLC ⁽⁴⁾	Senior loan	L + 5.00%	N/A (5)	07/2019	-	(1)		(1)
Containers, Packaging and Glass					4,900	4,850	0.6	4,850
Fort Dearborn Company*^	Senior loan	L + 4.25%	5.25 %	10/2017	538	536	0.1	538
Fort Dearborn Company*^	Senior loan	L + 4.75%	5.75 %	10/2018	2,577	2,567	0.3	2,577
Packaging Coordinators, Inc.*	Senior loan	L + 4.25%	5.25 %	08/2021	2,836	2,814	0.3	2,810
Packaging Coordinators, Inc.			9.00 %	08/2022	10,000	9,920	1.2	9,450

	Second lien	L + 8.00%			15,951	15,837	1.9	15,375
Diversified Conglomerate Manufacturing					13,931	13,037	1.9	13,373
Chase Industries, Inc.#	One stop	L + 5.75%	6.75 %	09/2020	3,376	3,340	0.4	3,376
Chase Industries, Inc.	One stop	L + 5.75%	6.75 %	09/2020	234	218	-	234
Chase Industries, Inc.*^#	One stop	L + 5.75%	6.75 %	09/2020	20,774	20,620	2.6	20,774
Harvey Tool Company, LLC	Senior loan	L + 5.00%	N/A (5)	03/2019	-	-	-	-
Harvey Tool Company, LLC*	Senior loan	L + 5.00%	6.01 %	03/2020	3,123	3,096	0.4	3,123
Inventus Power, Inc ⁽⁴⁾	One stop	L + 5.50%	N/A (5)	04/2020	-	(3)	-	(21)
Inventus Power, Inc*^	One stop	L + 5.50%	6.50 %	04/2020	8,547	8,498	1.0	8,205
Onicon Incorporated ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	04/2020	-	(5)	-	-
Onicon Incorporated*#	One stop	L + 6.00%	7.07 %	04/2020	9,168	9,103	1.1	9,168
Plex Systems, Inc. ⁽⁴⁾	One stop	L + 7.50%	N/A (5)	06/2018	-	(26)	-	-
Plex Systems, Inc.*^	One stop	L + 7.50%	8.75 %	06/2018	18,797	18,441	2.3	18,797
Sunless Merger Sub, Inc.	Senior loan	P + 4.00%	7.50 %	07/2016	247	247	-	238
Sunless Merger Sub, Inc.	Senior loan	L + 5.25%	6.50 %	07/2016	1,534	1,536	0.2	1,380
Diversified Conglomerate Service					65,800	65,065	8.0	65,274
Accellos, Inc. ⁽⁴⁾	One stop	L + 5.75%	N/A (5)	07/2020	-	(15)	-	-
Accellos, Inc.*^#	One stop	L + 5.75%	6.75 %	07/2020	31,960	31,675	3.9	31,960
Actiance, Inc.	One stop	L + 9.00%	N/A (5)	04/2018	-	-	-	-
Actiance, Inc.*^	One stop	L + 9.00%	10.00%	04/2018	2,502	2,427	0.3	2,502
Agility Recovery Solutions Inc. (4)	One stop	L + 6.50%	N/A (5)	03/2020	-	(7)	-	(7)
Agility Recovery Solutions Inc.*^	One stop	L + 6.50%	7.50 %	03/2020	14,163	13,998	1.7	14,021
Bomgar Corporation ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	09/2020	-	(18)	-	-
Bomgar Corporation*	One stop	L + 6.00%	7.00 %	09/2020	29,491	29,060	3.6	29,491
Daxko, LLC ⁽⁴⁾	One stop	L + 5.75%	N/A (5)	03/2020	-	(22)	-	-

Daxko, LLC*^#	One stop	L + 5.75%	6.75 % 03/2	2020 28,	943 2	28,631	3.5	28,943
DTI Holdco, Inc.#	Senior loan	L + 5.00%	6.00 % 08/2	2020 8,3	02 8	3,236	1.0	8,302
HealthcareSource HR, Inc. ⁽⁴⁾	One stop	L + 6.75%	N/A (5) 05/2	2020 -	((1)) -	-
HealthcareSource HR, Inc.#	One stop	L + 6.75%	7.75 % 05/2	2020 17,	814 1	17,462	2.2	17,814
Host Analytics, Inc. (4)	One stop	N/A	N/A (5) 02/2	2020 -	((5)) -	-
Host Analytics, Inc.	One stop	N/A	8.50% cash/2.25 % 2/2 PIK	2020 2,9	94 2	2,954	0.4	2,994
Integration Appliance, Inc.(4)	One stop	L + 8.25%	N/A (5) 09/2	2018 -	((10) -	(9)
Integration Appliance, Inc.	One stop	L + 8.25%	9.50 % 09/2	2020 5,3	96 5	5,296	0.6	5,342
Integration Appliance, Inc.	One stop	L + 8.25%	9.50 % 09/2	2020 7,9	13 7	7,753	1.0	7,834
Integration Appliance, Inc.*	One stop	L + 8.25%	9.50 % 09/2	2020 719	7	708	0.1	712
Integration Appliance, Inc.*^	One stop	L + 8.25%	9.50 % 09/2	2020 16,	123 1	15,969	2.0	15,962
Mediaocean LLC#	Senior loan	L + 4.75%	5.75 % 08/2	2022 167	7 1	164	-	167
NetSmart Technologies, Inc.	One stop	P + 4.25%	7.75 % 02/2	2019 1,0	45 1	1,030	0.1	1,045
NetSmart Technologies, Inc.^#	One stop	L + 5.25%	6.25 % 02/2	2019 14,	741 1	14,634	1.8	14,741
Secure-24, LLC ⁽⁴⁾	One stop	L + 6.00%	N/A (5) 08/2	2017 -	((2)) -	-
Secure-24, LLC*	One stop	L + 6.00%	7.25 % 08/2	2017 9,9	76 9	9,891	1.2	9,976
Secure-24, LLC^	One stop	L + 6.00%	7.25 % 08/2	2017 1,4	59 1	1,450	0.2	1,459
Severin Acquisition, LLC^	Senior loan	L + 5.00%	6.00 % 07/2	2021 798	3 7	791	0.1	798
Severin Acquisition, LLC^	Senior loan	L + 5.38%	6.38 % 07/2	2021 897	7 8	388	0.1	911
Source Medical Solutions, Inc.	Second lien	L + 8.00%	9.00 % 03/2	2018 9,2	94 9	9,211	1.1	8,829
Steelwedge Software, Inc. ⁽⁵⁾	One stop	L + 10.00%	N/A (5) 09/2	2020 -	-		-	-
Steelwedge Software, Inc.^	One stop	L + 10.00%	9.00% cash/2.00 % 9/2 PIK	2020 2,1	74 2	2,087	0.3	2,174
TA MHI Buyer, Inc. (5)	One stop	L + 6.50%	N/A (5) 09/2	2021 -	-		-	-
TA MHI Buyer, Inc.^	One stop	L + 6.50%	7.50 % 09/2	2021 8,2	74 8	3,208	1.0	8,274
TA MHI Buyer, Inc.^	One stop	L + 6.50%	7.50 % 09/2	2021 239) 2	236	-	239

Trintech, Inc. (4)	One stop	L + 5.75%	N/A (5)	10/2021	-	(1) -	-
Trintech, Inc.*#	One stop	L + 5.75%	6.75 %	10/2021	7,341	7,257 0.9	7,341
Vendavo, Inc. ⁽⁴⁾	One stop	L + 8.50%	N/A (5)	10/2019	-	(11) -	-
Vendavo, Inc.	One stop	L + 8.50%	9.50 %	10/2019	15,501	15,254 1.9	15,501
Vendor Credentialing Service LLC ⁽⁴⁾	One stop	L + 6.00%	N/A (5)	11/2021	-	(1) -	-

See Notes to Consolidated Financial Statements.

Consolidated Schedule of Investments (unaudited) - (continued)

March 31, 2016

		Spread					Percei	ntage
	Investment	Above	Interest	Maturity	Principal / Par (\$),	Amortize	d of	Fair
	Type	Index (1)	Rate ⁽²⁾	Date	Shares/Ur	ni C s63t	Net Assets	Value
Vendor Credentialing Service LLC	One stop	L + 6.00%	7.00 %	11/2021	10,246	9,998	1.3	10,246
Vitalyst, LLC	Senior loan	P + 4.25%	7.75 %	09/2017	66	65	-	58
Vitalyst, LLC	Senior loan	L + 5.25%	6.50 %	09/2017	1,481	1,475	0.2	1,437
Electronics					250,019	246,715	30.5	249,05
Appriss Holdings, Inc.	Senior loan	L + 4.75%	5.75 %	11/2020	902	868	0.1	902
Appriss Holdings, Inc.*#	Senior loan	L + 4.75%	5.75 %	11/2020	20,842	20,595	2.6	20,842
Compusearch Software Holdings, Inc.^	Senior loan	L + 4.50%	5.50 %	05/2021	1,315	1,312	0.2	1,315
ECI Acquisition Holdings, Inc. (4)	One stop	L + 6.25%	N/A (5)	03/2019	-	(11) -	-
ECI Acquisition Holdings, Inc.*^#	One stop	L + 6.25%	7.25 %	03/2019	21,779	21,537	2.7	21,779
ECI Acquisition Holdings, Inc.	One stop	L + 6.25%	7.25 %	03/2019	1,410	1,395	0.2	1,410
Gamma Technologies, LLC ⁽⁴⁾	One stop	L + 5.50%	N/A (5)	06/2021	-	(1)) -	-
Gamma Technologies, LLC ^{*#}	One stop	L + 5.50%	6.50 %	06/2021	18,092	17,935	2.2	18,092
Park Place Technologies LLC ⁽⁴⁾	One stop	L + 5.25%	N/A (5)	06/2022	-	(2)) -	-
Park Place Technologies LLC*#	One stop	L + 5.25%	6.25 %	06/2022	12,529	12,349	1.5	12,529
Sloan Company, Inc., The	One stop	L + 6.25%	7.25 %	04/2020	31	30	-	23
Sloan Company, Inc., The#	One stop	0.23 /0	7.25 %	04/2020	7,551	7,474	0.8	6,419

		L + 6.25%					
Sovos Compliance (4)	One stop	L + 6.75%	N/A ⁽⁵⁾ 03/2022	-	(1)	-	(1
Sovos Compliance*	One stop	L + 6.75%	7.75 % 03/2022	4,930	4,845	0.6	4,856
Sparta Holding Corporation ⁽⁴⁾	One stop	L + 5.50%	N/A ⁽⁵⁾ 07/2020	-	(27)	-	-
Sparta Holding Corporation*^#	One stop	L + 5.50%	6.50 % 07/2020	22,309	22,107	2.7	22,309
Syncsort Incorporated ⁽⁴⁾	One stop	L + 5.50%	N/A ⁽⁵⁾ 11/2021	-	(2)	-	-
Syncsort Incorporated*^#	One stop	L + 5.50%	6.50 % 11/2021	16,693	16,379	2.0	16,693
Systems Maintenance Services Holding, Inc.^	Senior loan	L + 4.00%	5.00 % 10/2019	2,610	2,602	0.3	2,610
Watchfire Enterprises, Inc.	Second lien	L + 8.00%	9.00 % 10/2021	9,435	9,259	1.2	9,435
Grocery				140,428	138,643	17.1	139,21
MyWebGrocer, Inc.	One stop	L + 8.75%	10.00% 05/2018	1,586	1,577	0.2	1,586
MyWebGrocer, Inc.^	One stop	L + 8.75%	10.00% 05/2018	14,271	14,145	1.7	14,271
Teasdale Quality Foods, Inc.#	Senior loan	L + 4.75%	5.77 % 10/2020	557	552	0.1	566
Healthcare, Education and Childcare				16,414	16,274	2.0	16,423
Active Day, Inc. (4)	One stop	L + 6.00%	N/A ⁽⁵⁾ 12/2021	-	(2)	-	-
Active Day, Inc.	One stop	L + 6.00%	7.00 % 12/2021	13,606	13,252	1.7	13,606
Active Day, Inc. ⁽⁴⁾	One stop	L + 6.00%	N/A ⁽⁵⁾ 12/2021	-	(40)	-	-
Agilitas USA, Inc.^	Senior loan	L + 4.00%	5.00 % 10/2020	2,125	2,109	0.3	2,125
Aris Teleradiology Company, LLC	Senior loan	L + 4.75%	N/A ⁽⁵⁾ 03/2021	-	-	-	-
Aris Teleradiology Company, LLC*	Senior loan	L + 4.75%	5.75 % 03/2021	946	936	0.1	936
Avalign Technologies, Inc.^	Senior loan	L + 4.50%	5.50 % 07/2021	1,136	1,131	0.1	1,136
Avatar International, LLC	One stop	L + 7.89%	6.19% cash/2.95@9/2016 PIK	658	657	0.1	658
Avatar International, LLC*(6)	One stop	L + 7.89%	6.19% cash/2.95@9/2016 PIK	7,641	7,615	0.3	2,560
Avatar International, LLC#(6)	One stop	L + 7.89%	6.19% cash/2.95 % 9/2016 PIK	1,648	1,644	0.1	552

BIORECLAMATIONIVT, LLC (4)	One stop	L + 6.25%	N/A	(5)	01/2021	-	(2)	-	-
BIORECLAMATIONIVT, LLC *^#	One stop	L + 6.25%	7.25	%	01/2021	14,464	14,223	1.8	14,464
California Cryobank, LLC	One stop	P + 4.25%	7.75	%	08/2019	22	20	-	22
California Cryobank, LLC^	One stop	L + 5.50%	6.50	%	08/2019	1,550	1,540	0.2	1,550
California Cryobank, LLC	One stop	L + 5.50%	6.50	%	08/2019	43	42	-	43
Certara L.P. ⁽⁴⁾	One stop	L + 6.25%	N/A	(5)	12/2018	-	(12)	-	-
Certara L.P.*^#	One stop	L + 6.25%	7.25	%	12/2018	30,694	30,447	3.8	30,694
CPI Buyer, LLC (Cole-Parmer)*^	Senior loan	L + 4.50%	5.50	%	08/2021	7,900	7,658	0.9	7,574
Curo Health Services LLC#	Senior loan	L + 5.50%	6.50	%	02/2022	1,980	1,963	0.2	1,964
DCA Investment Holding, LLC	One stop	P + 4.25%	7.75	%	07/2021	372	356	-	359
DCA Investment Holding, LLC*^#	One stop	L + 5.25%	6.25	%	07/2021	19,063	18,693	2.3	18,872
DCA Investment Holding, LLC*^#	One stop	L + 5.25%	6.25	%	07/2021	13,672	13,513	1.7	13,536
Deca Dental Management LLC	One stop	L + 6.25%	7.25	%	07/2020	37	36	-	37
Deca Dental Management LLC	One stop	L + 6.25%	7.25	%	07/2020	183	173	-	183
Deca Dental Management LLC*^	One stop	L + 6.25%	7.25	%	07/2020	4,168	4,114	0.5	4,168
Delta Educational Systems*	Senior loan	P + 4.75%	8.25	%	12/2016	1,483	1,477	0.2	1,260
Delta Educational Systems ⁽⁴⁾	Senior loan	L + 6.00%	N/A	(5)	12/2016	-	-	-	(7
Dental Holdings Corporation	One stop	P + 4.25%	7.75	%	02/2020	184	173	-	184
Dental Holdings Corporation	One stop	L + 5.50%	6.50	%	02/2020	7,638	7,500	0.9	7,638
Dental Holdings Corporation	One stop	L + 5.50%	6.50	%	02/2020	630	616	0.1	630
Encore GC Acquisition, LLC ⁽⁴⁾	Senior loan	L + 5.25%	N/A	(5)	01/2020	-	(8)	-	(14
Encore GC Acquisition, LLC*^	Senior loan	L + 5.25%	6.25	%	01/2020	4,796	4,731	0.6	4,701
eSolutions, Inc. ⁽⁴⁾	One stop	L + 6.50%	N/A	(5)	03/2022	-	(1)	-	(1
eSolutions, Inc.	One stop	L + 6.50%	7.50	%	03/2022	13,141	12,849	1.6	13,009
G & H Wire Company, Inc.	One stop	P + 4.50%	8.00	%	12/2017	250	246	-	250
G & H Wire Company, Inc.*^	One stop	4.30%	6.75	%	12/2017	13,224	13,156	1.6	13,224

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		L + 5.75%					
Joerns Healthcare, LLC*	One stop	L + 5.00%	6.00 % 05/2020	3,301	3,273	0.4	3,272
Katena Holdings, Inc. (4)	One stop	L + 6.25%	N/A (5) 06/2021	-	(1)	-	-
Katena Holdings, Inc.^	One stop	L + 6.25%	7.25 % 06/2021	8,743	8,663	1.1	8,743
Katena Holdings, Inc. (4)	One stop	L + 6.25%	N/A (5) 06/2021	-	(7)	-	-
Maverick Healthcare Group, LLC*	Senior loan	L + 9.50%	9.25% cash/2.00%2/2016 PIK	1,922	1,910	0.2	1,922
PPT Management, LLC ⁽⁴⁾	One stop	L + 5.00%	N/A (5) 04/2020	-	(7)	-	-
PPT Management, LLC	One stop	L + 5.00%	6.00 % 04/2020	2,457	2,433	0.3	2,457
Premise Health Holding Corp. (4)	One stop	L + 4.50%	N/A (5) 06/2020	-	(18)	-	-
Premise Health Holding Corp.#	One stop	L + 4.50%	5.50 % 06/2020	15,000	14,907	1.8	15,000

See Notes to Consolidated Financial Statements.

Consolidated Schedule of Investments (unaudited) - (continued)

March 31, 2016

		Spread						Percentage	
	Investment	Above	Interest	Maturity	Principal / Par (\$),	Amortiz	ed	of	Fair
	Type	Index (1)	Rate ⁽²⁾	Date	Shares/Ur	i C 69t		Net Assets	Value
Radiology Partners, Inc. ⁽⁴⁾	One stop	L + 5.00%	N/A (5)	09/2020	-	(6)	-	-
Radiology Partners, Inc.*^	One stop	L + 5.00%	6.00 %	09/2020	16,951	16,749		2.1	16,9
Radiology Partners, Inc.	One stop	L + 5.00%	6.00 %	09/2020	1,919	1,885		0.2	1,919
Reliant Pro ReHab, LLC	Senior loan	P + 4.00%	7.50 %	06/2017	129	126		-	129
Reliant Pro ReHab, LLC*	Senior loan	L + 5.00%	6.00 %	06/2017	3,185	3,170		0.4	3,18
Renaissance Pharma (U.S.) Holdings Inc.^	Senior loan	L + 4.00%	5.03 %	05/2018	418	414		0.1	418
RXH Buyer Corporation	One stop	P + 4.75%	8.25 %	09/2021	10	6		-	10
RXH Buyer Corporation ⁽⁴⁾	One stop	L + 5.75%	N/A (5)	09/2021	-	(51)	-	-
RXH Buyer Corporation*^	One stop	L + 5.75%	6.75 %	09/2021	17,524	17,206		2.2	17,52
Sarnova HC, LLC#	Senior loan	L + 4.75%	5.76 %	01/2022	3,740	3,704		0.5	3,70
Southern Anesthesia and Surgical ⁽⁴⁾	One stop	L + 5.50%	N/A (5)	11/2017	-	(5)	-	-
Southern Anesthesia and Surgical	One stop	L + 5.50%	6.50 %	11/2017	5,610	5,558		0.7	5,610
Southern Anesthesia and Surgical [^]	One stop	L + 5.50%	6.50 %	11/2017	2,728	2,708		0.3	2,72
Surgical Information Systems, LLC^	Senior loan	L + 3.00%	4.01 %	09/2018	1,879	1,876		0.2	1,879
U.S. Anesthesia Partners, Inc.#	One stop	L + 5.00%	6.00 %	12/2019	5,927	5,906		0.7	5,92
WIL Research Company, Inc.*		5.00%	5.75 %	02/2018	752	748		0.1	752

	Senior loan	L + 4.50%						
Young Innovations, Inc.*#	Senior loan	L + 4.25%	5.25 %	01/2019	1,742	1,733	0.2	1,742
Young Innovations, Inc.	Senior loan	P + 3.25%	6.75 %	01/2018	52	52	-	51
Zest Holdings, LLC#	Senior loan	L + 4.75%	5.75 %	08/2020	5,309	5,110	0.7	5,309
Home and Office Furnishings, Housewares, and Durable Consumer					262,552	258,847	31.3#	255,
1A Smart Start LLC*	Senior loan	L + 4.75%	5.75 %	02/2022	2,126	2,107	0.2	2,124
Floor & Decor Outlets of America, Inc.*^	One stop	L + 6.50%	7.75 %	05/2019	11,073	11,002	1.4	11,0
Plano Molding Company, LLC*^#	One stop	L + 6.00%	7.00 %	05/2021	18,024	17,871	2.2	18,02
Hotels, Motels, Inns, and Gaming					31,223	30,980	3.8	31,22
Aimbridge Hospitality, LLC^	Senior loan	L + 4.50%	5.75 %	10/2018	827	812	0.1	827
Insurance								
Captive Resources Midco, LLC (4)	One stop	L + 5.75%	N/A (5)	06/2020	-	(20)	-	-
Captive Resources Midco, LLC (4)	One stop	L + 5.75%	N/A (5)	06/2020	-	(18)	-	-
Captive Resources Midco, LLC*^#	One stop	L + 5.75%	6.75 %	06/2020	26,261	25,978	3.2	26,20
Higginbotham Insurance Agency, Inc.*	Senior loan	L + 5.25%	6.25 %	11/2021	1,308	1,295	0.2	1,30
Internet Pipeline, Inc.(4)	One stop	L + 7.25%	N/A (5)	08/2021	-	(1)	-	-
Internet Pipeline, Inc.	One stop	L + 7.25%	8.25 %	08/2022	4,935	4,812	0.6	4,93
Leisure, Amusement, Motion Pictures and Entertainment					32,504	32,046	4.0	32,49
Self Esteem Brands, LLC ⁽⁴⁾	Senior loan	L + 4.00%	N/A (5)	02/2020	-	(3)	-	-
Self Esteem Brands, LLC^	Senior loan	L + 4.00%	5.00 %	02/2020	3,525	3,512	0.4	3,525
Teaching Company, The ⁽⁴⁾	One stop	L + 6.25%	N/A (5)	08/2020	-	(1)	-	-
Teaching Company, The	One stop	L + 6.25%	7.25 %	08/2020	19,021	18,771	2.3	19,02
Titan Fitness, LLC ⁽⁴⁾	One stop	L + 6.50%	N/A (5)	09/2019	-	(15)	-	-
Titan Fitness, LLC ⁽⁴⁾	One stop	L + 6.50%	N/A (5)	09/2019	-	(42)	-	-
Titan Fitness, LLC	One stop	5.2070	8.75 %	09/2019	373	357	0.1	373

		_						
		P + 5.25%						
Titan Fitness, LLC*	One stop	L + 6.50%	7.75 %	09/2019	13,292	13,112	1.6	13,29
Mining Steel Iron and Non Pregious Matels					36,211	35,691	4.4	36,2
Mining, Steel, Iron and Non-Precious Metals Benetech, Inc.	One stop	P +	11 25%	10/2017	152	148	_	20
	•	7.75% L +					0.7	
Benetech, Inc.*	One stop	9.00%	10.25%	10/2017	4,561	4,542 4,690	0.5 0.5	4,013
Oil and Gas					4,713	4,090	0.5	4,033
Drilling Info, Inc. ⁽⁹⁾	One stop	L + 5.00%	N/A (5)	06/2018	-	-	-	-
Drilling Info, Inc. (9)	One stop	L + 5.00%	6.00 %	06/2018	334	332	-	334
Drilling Info, Inc.^	One stop	L + 5.00%	6.00 %	06/2018	881	875	0.1	881
Drilling Info, Inc. (4)(9)	One stop	L + 5.00%	N/A (5)	06/2018	-	(8)	-	-
Personal and Non-Durable Consumer Products					1,215	1,199	0.1	1,21:
Georgica Pine Clothiers, LLC ⁽⁴⁾	One stop	L + 5.50%	N/A (5)	11/2021	-	(1)	-	-
Georgica Pine Clothiers, LLC	One stop	L + 5.50%	6.50 %	11/2021	5,765	5,657	0.7	5,76
The Hygenic Corporation ⁽⁴⁾	Senior loan	L + 5.00%	N/A (5)	10/2019	-	(4)	-	-
The Hygenic Corporation*	Senior loan	L + 5.00%	6.00 %	10/2020	3,259	3,220	0.4	3,259
Massage Envy, LLC ⁽⁴⁾	One stop	L + 7.25%	N/A (5)	09/2018	-	(8)	-	-
Massage Envy, LLC*	One stop	L + 7.25%	8.50 %	09/2018	15,568	15,406	1.9	15,50
Orthotics Holdings, Inc ⁽⁴⁾⁽⁷⁾	One stop	L + 5.00%	N/A (5)	02/2020	-	(1)	-	(7
Orthotics Holdings, Inc*#(7)	One stop	L + 5.00%	6.00 %	02/2020	1,380	1,366	0.1	1,31
Orthotics Holdings, Inc ⁽⁴⁾	One stop	L + 5.00%	N/A (5)	02/2020	-	(14)	-	(70
Orthotics Holdings, Inc ⁽⁴⁾	One stop	L + 5.00%	N/A (5)	02/2020	-	(12)	-	(63
Orthotics Holdings, Inc*#	One stop	L + 5.00%	6.00 %	02/2020	8,418	8,335	1.0	7,990
Team Technologies Acquisition Company ⁽⁴⁾	Senior loan	L + 5.00%	N/A (5)	12/2017	-	(1)	-	(3
Team Technologies Acquisition Company [^]	Senior loan	L + 5.00%	6.25 %	12/2017	4,757	4,736	0.6	4,710
Team Technologies Acquisition Company#	Senior loan	L + 5.50%	6.76 %	12/2017	877	869	0.1	874
					40,024	39,548	4.8	39,34

See Notes to Consolidated Financial Statements.

Consolidated Schedule of Investments (unaudited) - (continued)

March 31, 2016

		Spread				ı	Percentage	
	Investment Above Interest Maturity / Par A (\$),		Amortize	e d f	Fair			
	Type	Index (1)	Rate ⁽²⁾	Date	Shares/U	in the set	Net Asset	Value
Personal, Food and Miscellaneous Services								
Community Veterinary Partners, LLC	One stop	L + 5.50%	N/A (5)	10/2021	-	-	-	-
Community Veterinary Partners, LLC*	One stop	L + 5.50%	6.50 %	10/2021	2,479	2,456	0.3	2,479
Community Veterinary Partners, LLC	One stop	L + 5.50%	6.50 %	10/2021	267	267	-	267
Focus Brands Inc.*^	Second lien	L + 9.00%	10.25%	08/2018	11,195	11,133	1.4	11,195
Ignite Restaurant Group, Inc (Joe's Crab Shack)^	One stop	L + 7.00%	8.00 %	02/2019	4,775	4,727	0.6	4,775
PetVet Care Centers LLC	Senior loan	L + 4.75%	5.75 %	12/2019	68	58	-	68
PetVet Care Centers LLC^	Senior loan	L + 4.75%	5.75 %	12/2020	1,225	1,207	0.2	1,225
PetVet Care Centers LLC^	Senior loan	L + 4.75%	5.75 %	12/2020	5,866	5,773	0.7	