UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-K

(Mark One)

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

For the fiscal year ended September 30, 2010

OR

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

Commission file number 814-00237

GLADSTONE CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

Maryland *(State or other jurisdiction of incorporation or organization)*	**54-2040781** *(I.R.S. Employer Identification No.)*
1521 Westbranch Drive, Suite 200 **McLean, Virginia** *(Address of principal executive offices)*	**22102** *(Zip Code)*

(703) 287-5800
(Registrant's telephone number, including area code)

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

Common Stock, $0.001 par value per share *(Title of each Class)*	Nasdaq Global Select Market *(Name of exchange on which registered)*

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☐ NO ☐

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

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

Large accelerated filer ☐	Accelerated filer ☑	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12 b-2 of the Exchange Act). YES ☐ NO ☑.

The aggregate market value of the voting stock held by non-affiliates of the Registrant on March 31, 2010, based on the closing price on that date of $11.80 on the Nasdaq Global Select Market, was $232,849,483. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been treated as affiliates. There were 21,039,242 shares of the Registrant's Common Stock, $0.001 par value per share, outstanding as of November 22, 2010.

Documents Incorporated by Reference. Portions of the Registrant's Proxy Statement relating to the Registrant's 2011 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K as indicated herein.

GLADSTONE CAPITAL CORPORATION

FORM 10-K FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2010

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FORWARD-LOOKING STATEMENTS

All statements contained herein, other than historical facts, may constitute "forward-looking statements." These statements may relate to, among other things, future events or our future performance or financial condition. In some cases, you can identify forward-looking statements by terminology such as "may," "might," "believe," "will," "provided," "anticipate," "future," "could," "growth," "plan," "intend," "expect," "should," "would," "if," "seek," "possible," "potential," "likely" or the negative of such terms or comparable terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: (1) further adverse changes in the economy and the capital markets; (2) risks associated with negotiation and consummation of pending and future transactions; (3) the loss of one or more of our executive officers, in particular David Gladstone, Terry Lee Brubaker, or George Stelljes III; (4) changes in our business strategy; (5) availability, terms and deployment of capital; (6) changes in our industry, interest rates, exchange rates or the general economy; (7) the degree and nature of our competition; and (8) those factors described in the "Risk Factors" section of this Form 10-K. We caution readers not to place undue reliance on any such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Form 10-K.

PART I

(Dollar amounts in thousands, unless otherwise indicated)

In this Annual Report on Form 10-K, or Annual Report, the "Company," "we," "us," and "our" refer to Gladstone Capital Corporation and its wholly-owned subsidiaries unless the context otherwise indicates.

Item 1. *Business*

Overview

We were incorporated under the General Corporation Laws of the State of Maryland on May 30, 2001 and completed our initial public offering on August 24, 2001. We operate as a closed-end, non-diversified management investment company, and we have elected to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). In addition, for tax purposes we have elected to be treated as a regulated investment company ("RIC") under the Internal Revenue Code of 1986, as amended (the "Code").

We seek to achieve a high level of current income by investing in debt securities, consisting primarily of senior notes, senior subordinated notes and junior subordinated notes, of established private businesses that are substantially owned by leveraged buyout funds, individual investors or are family-owned businesses, with a particular focus on senior notes. In addition, we may acquire from others existing loans that meet this profile. We also seek to provide our stockholders with long-term capital growth through appreciation in the value of warrants or other equity instruments that we may receive when we make loans.

We seek to invest in small and medium-sized private U.S. businesses that meet certain criteria, including some but not necessarily all of the following: the potential for growth in cash flow, adequate assets for loan collateral, experienced management teams with a significant ownership interest in the borrower, profitable operations based on the borrower's cash flow, reasonable capitalization of the borrower (usually by leveraged buyout funds or venture capital funds) and the potential to realize appreciation and gain liquidity in our equity positions, if any. We anticipate that liquidity in our equity position will be achieved through a merger or acquisition of the borrower, a public offering of the borrower's stock or by exercising our right to require the borrower to repurchase our warrants. However, there can be no assurance that we will always have these rights. We seek to lend to borrowers that need funds to finance growth, restructure their balance sheets or effect a change of control.

We seek to invest primarily in three categories of loans of private companies:

- *Senior Loans.* We seek to invest a portion of our assets in senior notes of borrowers. Using its assets and cash flow as collateral, the borrower typically uses senior notes to cover a substantial portion of the funding needed to operate. Senior lenders are exposed to the least risk of all providers of debt because they command a senior position with respect to scheduled interest and principal payments and assets of the borrower. However, unlike senior subordinated and junior subordinated lenders, these senior lenders typically do not receive any stock, warrants to purchase stock of the borrowers or other yield enhancements. As such, they generally do not participate in the equity appreciation of the value of the business. Senior notes may include revolving lines of credit, senior term loans, senior syndicated loans and senior last-out tranche loans.
- *Senior Subordinated Loans.* We seek to invest a portion of our assets in senior subordinated notes, which include second lien notes. Holders of senior subordinated notes are subordinated to the rights of holders of senior debt in their right to receive principal and interest payments or, in the case of last out tranches of senior debt, liquidation proceeds from the borrower. As a result, senior subordinated notes are riskier than senior notes. Although such loans are sometimes secured by significant collateral (assets of the borrower), the lender is largely dependent on the borrower's cash flow for repayment. Additionally, lenders may receive warrants to acquire shares of stock in borrowers or other yield enhancements in connection with these loans. Senior subordinated notes include second lien loans and syndicated second lien loans.
- *Junior Subordinated Loans.* We also seek to invest a small portion of our assets in junior subordinated notes, which include mezzanine notes. Holders of junior subordinated notes are subordinated to the rights of the holders of senior debt and senior subordinated debt in their rights to receive principal and interest payments from the borrower and the assets of the borrower. The risk profile of junior subordinated notes is high, which permits the junior subordinated lender to obtain higher interest rates and more equity and equity-like compensation.

We may also receive yield enhancements in connection with many of our loans, which may include warrants to purchase stock or success fees.

Investment Concentrations

At September 30, 2010, we had aggregate investments in 39 portfolio companies, and approximately 67.1% of the aggregate fair value of such investments was senior term loans, approximately 31.9% was senior subordinated term loans, no investments were in junior subordinated loans and approximately 1.0% was in equity securities. The following table outlines our investments by type at September 30, 2010 and 2009:

	September 30, 2010		September 30, 2009	
	Cost	Fair Value	Cost	Fair Value
Senior Term Loans	$ 200,041	$ 172,596	$ 240,172	$ 212,290
Senior Subordinated Term Loans	93,987	81,899	118,743	105,794
Preferred Equity	444	387	2,028	—
Common Equity/Equivalents	3,744	2,227	3,450	2,885
Total Investments	$ 298,216	$ 257,109	$ 364,393	$ 320,969

Investments at fair value consisted of the following industry classifications as of September 30, 2010 and 2009:

Industry Classification	September 30, 2010 Fair Value	September 30, 2010 Percentage of Total Investments	September 30, 2009 Fair Value	September 30, 2009 Percentage of Total Investments
Broadcast (TV & Radio)	$ 44,562	17.3%	$ 43,403	13.5%
Healthcare, Education & Childcare	41,098	16.0%	58,054	18.1%
Printing & Publishing	37,705	14.7%	37,864	11.8%
Electronics	25,080	9.8%	27,899	8.7%
Mining, Steel, Iron & Non-Precious Metals	24,343	9.5%	21,926	6.8%
Retail Stores	19,620	7.6%	23,669	7.4%
Buildings & Real Estate	12,454	4.8%	12,882	4.0%
Home & Office Furnishings	10,666	4.1%	16,744	5.2%
Automobile	9,868	3.8%	7,999	2.5%
Personal & Non-durable Consumer Products	9,230	3.6%	8,714	2.7%
Machinery	8,719	3.4%	9,202	2.9%
Chemicals, Plastics & Rubber	7,044	2.7%	15,884	4.9%
Leisure, Amusement, Movies & Entertainment	3,994	1.6%	5,091	1.6%
Diversified/Conglomerate Manufacturing	2,042	0.8%	1,236	0.4%
Aerospace & Defense	400	0.2%	1,857	0.6%
Farming & Agriculture	284	0.1%	9,309	2.9%
Diversified Natural Resources, Precious Metals & Minerals	—	—	13,589	4.2%
Cargo Transport	—	—	5,427	1.7%
Textiles & Leather	—	—	220	0.1%
Total	$ 257,109	100.0%	$ 320,969	100.0%

The investments at fair value were included in the following geographic regions of the United States at September 30, 2010 and 2009:

Geographic Region	September 30, 2010 Fair Value	September 30, 2010 Percent of Total Investments	September 30, 2009 Fair Value	September 30, 2009 Percentage of Total Investments
Midwest	$ 142,357	55.4%	$ 172,263	53.7%
West	59,892	23.3%	65,678	20.5%
Northeast	22,913	8.9%	14,170	4.4%
Mid-Atlantic	14,482	5.6%	28,437	8.8%
Southeast	11,038	4.3%	34,708	10.8%
U.S. Territory	6,427	2.5%	5,713	1.8%
	$ 257,109	100.0%	$ 320,969	100.0%

The geographic region indicates the location of the headquarters for our portfolio companies. A portfolio company may have a number of other business locations in other geographic regions.

Our loans typically range from $5 million to $20 million, generally mature in no more than seven years and accrue interest at a fixed or variable rate that exceeds the prime rate. Because the majority of the loans in our portfolio consist of term debt of private companies that typically cannot or will not expend the resources to have their debt securities rated by a credit rating agency, we expect that most, if not all, of the debt securities we acquire will be unrated. Accordingly, we cannot accurately predict what ratings these loans might receive if they were in fact rated, and thus cannot determine whether or not they could be considered “investment grade” quality.

We hold our loan investment portfolio through our wholly-owned subsidiary, Gladstone Business Loan, LLC (“Business Loan”).

Our Investment Adviser and Administrator

Gladstone Management Corporation (our “Adviser”) is led by a management team which has extensive experience in our lines of business. Gladstone Administration, LLC (the “Administrator”), an affiliate of our Adviser, employs our chief financial officer, chief compliance officer, internal counsel, treasurer and their respective staffs. Excluding our chief financial officer, all of our executive officers are officers or directors, or both, of our Adviser and our Administrator.

Our Adviser and Administrator also provide investment advisory and administrative services, respectively, to our affiliates Gladstone Commercial Corporation (“Gladstone Commercial”), a publicly traded real estate investment trust; Gladstone Investment Corporation (“Gladstone Investment”), a publicly traded BDC and RIC; Gladstone Partners Fund, L.P., a private partnership fund formed primarily to co-invest with us and Gladstone Investment; Gladstone Land Corporation, a private agricultural real estate company owned by David Gladstone, our chairman and chief executive officer, and Gladstone Lending Corporation (“Gladstone Lending”), a private corporation that has filed a registration statement on Form N-2 with the SEC. The majority of our executive officers serve as either directors or executive officers, or both, of our Adviser, our Administrator, Gladstone Commercial, Gladstone Investment and Gladstone Lending. In the future, our Adviser and Administrator may provide investment advisory and administrative services, respectively, to other funds, both public and private.

We have been externally managed by our Adviser pursuant to an investment advisory agreement since October 1, 2004. Our Adviser was organized as a corporation under the laws of the State of Delaware on July 2, 2002 and is a registered investment adviser under the Investment Advisers Act of 1940, as amended. Our Adviser and Administrator are headquartered in McLean, Virginia, a suburb of Washington, D.C., and have offices in New York, New Jersey, Illinois, Connecticut, Texas and Georgia.

Our Investment Strategy

Our strategy is to make loans at favorable interest rates to small and medium-sized businesses. Our Adviser uses the loan referral networks of Mr. David Gladstone, our chairman and chief executive officer, Mr. Terry Brubaker, our vice chairman, chief operating officer and secretary, and Mr. George Stelljes III, our president and chief investment officer, and of its managing directors to identify and make senior and subordinated loans to borrowers that need funds to finance growth, restructure their balance sheets or effect a change of control. We believe that our business strategy will enable us to achieve a high level of current income by investing in debt securities, consisting primarily of senior notes, senior subordinated notes and junior subordinated notes of established private businesses that are backed by leveraged buyout funds, venture capital funds or others. In addition, from time to time we might acquire existing loans that meet this profile from leveraged buyout funds, venture capital funds and others. We also seek to provide our stockholders with long-term capital growth through the appreciation in the value of warrants or other equity instruments that we might receive when we make loans.

We target small and medium-sized private businesses that meet certain criteria, including some but not necessarily all of the following: the potential for growth in cash flow, adequate assets for loan collateral, experienced management teams with a significant ownership interest in the borrower, profitable operations based on the borrower’s cash flow, reasonable capitalization of the borrower (usually by leveraged buyout funds or venture capital funds) and the potential to realize appreciation and gain liquidity in our equity position, if any. We may achieve liquidity in an equity position through a merger or acquisition of the borrower, a public offering of the borrower's stock or by exercising our right to require the borrower to repurchase our warrants, although we cannot assure you that we will always have these rights. We can also achieve a similar effect by requiring the borrower to pay us conditional interest, which we refer to as a success fee, upon the occurrence of certain events. Success fees are dependent upon the success of the borrower and the occurrence of a triggering event, and are paid in lieu of warrants to purchase common stock of the borrower.

Investment Process

Overview of Investment and Approval Process

To originate investments, our Adviser's investment professionals use an extensive referral network comprised primarily of venture capitalists, leveraged buyout funds, investment bankers, attorneys, accountants, commercial bankers and business brokers. Our Adviser's investment professionals review informational packages from these and other sources in search of potential financing opportunities. If a potential opportunity matches our investment objectives, the investment professionals will seek an initial screening of the opportunity from our Adviser's investment committee which is composed of Messrs. Gladstone, Brubaker and Stelljes. If the prospective portfolio company passes this initial screening, the investment professionals conduct a due diligence investigation and create a detailed profile summarizing the prospective portfolio company's historical financial statements, industry and management team and analyzing its conformity to our general investment criteria. The investment professionals then present this profile to our Adviser's investment committee, which must approve each investment. Further, each financing is available for review by the members of our Board of Directors, a majority of whom are not "interested persons" as defined in Section 2(a)(19) of the 1940 Act.

Prospective Portfolio Company Characteristics

We have identified certain characteristics that we believe are important in identifying and investing in prospective portfolio companies. The criteria listed below provide general guidelines for our investment decisions, although not all of these criteria may be met by each portfolio company.

- *Value-and-Income Orientation and Positive Cash Flow.* Our investment philosophy places a premium on fundamental analysis from an investor's perspective and has a distinct value-and-income orientation. In seeking value, we focus on companies in which we can invest at relatively low multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA"), and that have positive operating cash flow at the time of investment. In seeking income, we seek to invest in companies that generate relatively stable and high percentage of sales and cash flow to provide some assurance that they will be able to service their debt and pay any required distributions on preferred stock. Typically, we do not expect to invest in start-up companies or companies with speculative business plans.
- *Experienced Management.* We generally require that our portfolio companies have experienced management teams. We also require the portfolio companies to have in place proper incentives to induce management to succeed and act in concert with our interests as investors, including having significant equity or other interests in the financial performance of their companies.
- *Strong Competitive Position in an Industry.* We seek to invest in target companies that have developed strong market positions within their respective markets and that we believe are well-positioned to capitalize on growth opportunities. We seek companies that demonstrate significant competitive advantages versus their competitors, which we believe will help to protect their market positions and profitability.
- *Exit Strategy.* We seek to invest in companies that we believe will provide a stable stream of earnings and cash flow that is sufficient to repay the loans we make to them and to reinvest in their respective businesses. We expect that such internally generated cash flow, which will allow our portfolio

companies to pay interest on, and repay the principal of, our investments, will be a key means by which we exit from our investments over time. In addition, we also seek to invest in companies whose business models and expected future cash flows offer attractive possibilities for capital appreciation on any equity interests we may obtain or retain. These capital appreciation possibilities include strategic acquisitions by other industry participants or financial buyers, initial public offerings of common stock, or other capital market transactions.

- *Liquidation Value of Assets.* The prospective liquidation value of the assets, if any, collateralizing loans in which we invest is an important factor in our investment analysis. We emphasize both tangible assets, such as accounts receivable, inventory, equipment, and real estate and intangible assets, such as intellectual property, customer lists, networks, databases, although the relative weight we place on these assets will vary by company and industry.

Extensive Due Diligence

Our Adviser conducts what we believe are extensive due diligence investigations of our prospective portfolio companies and investment opportunities. The due diligence investigation may begin with a review of publicly available information and will generally include some or all of the following:

- a review of the prospective portfolio company's historical and projected financial information;
- visits to the prospective portfolio company's business site(s);
- interviews with the prospective portfolio company's management, employees, customers and vendors;
- review of all loan documents;
- background checks on the prospective portfolio company's management team; and
- research on the prospective portfolio company's products, services or particular industry.

Upon completion of a due diligence investigation and a decision to proceed with an investment, our Adviser's investment professionals who have primary responsibility for the investment present the investment opportunity to our Adviser's investment committee, which consists of Messrs. Gladstone, Brubaker and Stelljes. The investment committee determines whether to pursue the potential investment. Additional due diligence of a potential investment may be conducted on our behalf by attorneys and independent accountants, as well as other outside advisers, prior to the closing of the investment, as appropriate.

We also rely on the long-term relationships that our Adviser's investment professionals have with venture capitalists, leveraged buyout funds, investment bankers, commercial bankers and business brokers, and on the extensive direct experiences of our executive officers and managing directors in providing debt and equity capital to small and medium-sized private businesses.

Investment Structure

We typically invest in senior, senior subordinated and junior subordinated loans. Our loans typically range from $5 million to $20 million, although the size of our investments may vary as our capital base changes. Our loans generally mature within seven years and accrue interest at a variable rate that exceeds the London Interbank Offer Rate ("LIBOR") and prime rates. In the past, some of our loans have had a provision that calls for some portion of the interest payments to be deferred and added to the principal balance so that the interest is paid, together with the principal, at maturity. This form of deferred interest is often called "paid in kind" ("PIK") interest. When earned, we record PIK interest as interest income and add the PIK interest to the principal balance of the loans. As of September 30, 2010, one loan in our portfolio contained a PIK provision.

To the extent possible, our loans generally are collateralized by a security interest in the borrower's assets. In senior and subordinated loans, we do not usually have the first claim on these assets. Interest payments on loans we make will generally be made monthly or quarterly (except to the extent of any PIK interest) with amortization of principal generally being deferred for several years. The principal amount of the loans and any accrued but unpaid interest will generally become due at maturity at five to seven years. We seek to make loans that are accompanied by warrants to purchase stock in the borrowers or other yield enhancement features, such as success fees. Any warrants that we receive will typically have an exercise price equal to the fair value of the portfolio company's common stock at the time of the loan and entitle us to purchase a modest percentage of the borrower's stock. Success fees are conditional interest that is paid if the borrower is successful. The success fee is calculated as additional interest on the loan and is paid upon the occurrence of certain triggering events, such as the sale of the borrower. If the event or events do not occur, no success fee will be paid.

From time to time, a portfolio company may request additional financing, providing us with additional lending opportunities. We will consider such requests for additional financing under the criteria we have established for initial investments and we anticipate that any debt securities we acquire in a follow-on financing will have characteristics comparable to those issued in the original financing. In some situations, our failure, inability or decision not to make a follow-on investment may be detrimental to the operations or survival of a portfolio company, and thus may jeopardize our investment in that borrower.

As noted above, we expect to receive yield enhancements in connection with many of our loans, which may include warrants to purchase stock or success fees. If a financing is successful, not only will our debt securities have been repaid with interest, but we will be in a position to realize a gain on the accompanying equity interests or other yield enhancements. The opportunity to realize such gain may occur if the borrower is sold to new owners or if it makes a public offering of its stock. In most cases, we will not have the right to require a borrower to undergo an initial public offering by registering securities under the Securities Act of 1933, as amended, (the "Securities Act"), but we generally will have the right to sell our equity interests in any subsequent public offering by the borrower. Even when we have the right to participate in a borrower's public offering, the underwriters might insist, particularly if we own a large amount of equity securities, that we retain all or a substantial portion of our shares for a specified period of time. Moreover, we may decide not to sell an equity position even when we have the right and the opportunity to do so. Thus, although we expect to dispose of an equity interest after a certain time, situations may arise in which we hold equity securities for a longer period.

Risk Management

We seek to limit the downside risk of our investments by:

- making investments with an expected total return (including both interest and potential equity appreciation) that we believe compensates us for the credit risk of the investment;
- seeking collateral or superior positions in the portfolio company's capital structure where possible;
- incorporating put rights and call protection into the investment structure where possible; and
- negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility as possible in managing their businesses, consistent with the preservation of our capital.

Temporary Investments

Pending investment in private companies, we invest our otherwise uninvested cash primarily in cash, cash items, government securities or high-quality debt securities maturing in one year or less from the time of investment, to which we refer collectively as temporary investments, so that at least 70% of our assets are "qualifying assets" for purposes of the business development company provisions of the 1940 Act. For information regarding regulations to which we are subject and the definition of "qualifying assets," see "— Regulation as a Business Development Company — Qualifying Assets."

Hedging Strategies

Although it has not yet happened, nor do we expect this to happen in the near future, when one of our portfolio companies goes public, we may undertake hedging strategies with regard to any equity interests that we may have in that company. We may mitigate risks associated with the volatility of publicly traded securities by, for example, selling securities short or writing or buying call or put options. Hedging against a decline in the value of such investments in public companies would not eliminate fluctuations in the values of such investments or prevent losses if the values of such investments decline, but would establish or enhance a hedging strategy to seek to protect our investment in such securities. Therefore, by engaging in hedging transactions, we seek to moderate the decline in the value of our hedged investments in public companies. However, such hedging transactions would also limit our opportunity to gain from an increase in the value of our investment in the public company. In the future, we may enter into hedging transactions, such as interest rate cap agreements, in connection with the borrowings that we make under our line of credit. To date, we do not hold any interest rate cap agreements. Hedging strategies can pose risks to us and our stockholders, however we believe that such activities are manageable because they will be limited to only a portion of our portfolio.

Section 12(a)(3) of the 1940 Act prohibits us from effecting a short sale of any security "in contravention of such rules and regulations or orders as the [SEC] may prescribe as necessary or appropriate in the public interest or for the protection of investors . . ." However, to date, the SEC has not promulgated regulations under this statute. It is possible that such regulations could be promulgated in the future in a way that would require us to change any hedging strategies that we may adopt. In addition, our ability to engage in short sales may be limited by the 1940 Act's leverage limitations. We will only engage in hedging activities in compliance with applicable laws and regulations.

Competitive Advantages

A large number of entities compete with us and make the types of investments that we seek to make in small and medium-sized privately-owned businesses. Such competitors include private equity funds, leveraged buyout funds, venture capital funds, investment banks and other equity and non-equity based investment funds, and other financing sources, including traditional financial services companies such as commercial banks. Many of our competitors are substantially larger than we are and have considerably greater funding sources that are not available to us. In addition, certain of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments, establish more relationships and build their market shares. Furthermore, many of these competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company. However, we believe that we have the following competitive advantages over other providers of financing to small and mid-sized businesses.

Management Expertise

David Gladstone, our chairman and chief executive officer, is also the chairman and chief executive officer of our Adviser and its affiliated companies, (the "Gladstone Companies"), and has been involved in all aspects of the Gladstone Companies' investment activities, including serving as a member of our Adviser's investment committee. Terry Lee Brubaker is our vice chairman, chief operating officer and secretary, and has substantial experience in acquisitions and operations of companies. George Stelljes III is our president and chief investment officer and has extensive experience in leveraged finance. Messrs. Gladstone, Brubaker and Stelljes have principal management responsibility for our Adviser as its senior executive officers. These individuals dedicate a significant portion of their time to managing our investment portfolio. Our senior management has extensive experience providing capital to small and mid-sized companies and has worked together for more than 10 years. In addition, we have access to the resources and expertise of our Adviser's investment professionals and supporting staff who possess a broad range of transactional, financial, managerial and investment skills.

Increased Access to Investment Opportunities Developed Through Proprietary Research Capability and an Extensive Network of Contacts

Our Adviser seeks to identify potential investments both through active origination and due diligence and through its dialogue with numerous management teams, members of the financial community and potential corporate partners with whom our Adviser's investment professionals have long-term relationships. We believe that our Adviser's investment professionals have developed a broad network of contacts within the investment, commercial banking, private equity and investment management communities, and that their reputation in investment management enables us to identify well-positioned prospective portfolio companies which provide attractive investment opportunities. Additionally, our Adviser expects to generate information from its professionals' network of accountants, consultants, lawyers and management teams of portfolio companies and other companies.

Disciplined, Value and Income-Oriented Investment Philosophy with a Focus on Preservation of Capital

In making its investment decisions, our Adviser focuses on the risk and reward profile of each prospective portfolio company, seeking to minimize the risk of capital loss without foregoing the potential for capital appreciation. We expect our Adviser to use the same value and income-oriented investment philosophy that its professionals use in the management of the other Gladstone Companies and to commit resources to management of downside exposure. Our Adviser's approach seeks to reduce our risk in investments by using some or all of the following approaches:

- focusing on companies with good market positions, established management teams and good cash flow;
- investing in businesses with experienced management teams;
- engaging in extensive due diligence from the perspective of a long-term investor;
- investing at low price-to-cash flow multiples; or
- adopting flexible transaction structures by drawing on the experience of the investment professionals of our Adviser and its affiliates.

Longer Investment Horizon with Attractive Publicly Traded Model

Unlike private equity and venture capital funds that are typically organized as finite-life partnerships, we are not subject to standard periodic capital return requirements. The partnership agreements of most private equity and venture capital funds typically provide that these funds may only invest investors' capital once and must return all capital and realized gains to investors within a finite time period, often seven to ten years. These provisions often force private equity and venture capital funds to seek returns on their investments by causing their portfolio companies to pursue mergers, public equity offerings, or other liquidity events more quickly than might otherwise be optimal or desirable, potentially resulting in both a lower overall return to investors and an adverse impact on their portfolio companies. We believe that our flexibility to make investments with a long-term view and without the capital return requirements of traditional private investment vehicles provides us with the opportunity to achieve greater long-term returns on invested capital.

Flexible Transaction Structuring

We believe our management team's broad expertise and its ability to draw upon many years of combined experience enables our Adviser to identify, assess, and structure investments successfully across all levels of a company's capital structure and manage potential risk and return at all stages of the economic cycle. We are not subject to many of the regulatory limitations that govern traditional lending institutions such as banks. As a result, we are flexible in selecting and structuring investments, adjusting investment criteria and transaction structures, and, in some cases, the types of securities in which we invest. We believe that this approach enables our Adviser to identify attractive investment opportunities that will continue to generate current income and capital gain potential throughout the economic cycle, including during turbulent periods in the capital markets. One example of our flexibility is our ability to exchange our publicly-traded stock for the stock of an acquisition target in a tax-free reorganization under the Code. After completing an acquisition in such an exchange, we can restructure the capital of the small company to include senior and subordinated debt.

Leverage

For the purpose of making investments other than temporary investments and to take advantage of favorable interest rates, we intend to issue senior debt securities (including borrowings under our current line of credit) up to the maximum amount permitted by the 1940 Act. The 1940 Act currently permits us to issue senior debt securities and preferred stock, to which we refer collectively as senior securities, in amounts such that our asset coverage, as defined in the 1940 Act, is at least 200% after each issuance of senior securities. We may also incur such indebtedness to repurchase our common stock. As a result of issuing senior securities, we are exposed to the risks of leverage. Although borrowing money for investments increases the potential for gain, it also increases the risk of a loss. A decrease in the value of our investments will have a greater impact on the value of our common stock to the extent that we have borrowed money to make investments. There is a possibility that the costs of borrowing could exceed the income we receive on the investments we make with such borrowed funds. In addition, our ability to pay distributions or incur additional indebtedness would be restricted if asset coverage is less than twice our indebtedness. If the value of our assets declines, we might be unable to satisfy that test. If this happens, we may be required to liquidate a portion of our loan portfolio and repay a portion of our indebtedness at a time when a sale may be disadvantageous. Furthermore, any amounts that we use to service our indebtedness will not be available for distributions to our stockholders. Our Board of Directors is authorized to provide for the issuance of preferred stock with such preferences, powers, rights and privileges as it deems appropriate, provided that such an issuance adheres to the requirements of the 1940 Act. See "— Regulation as a Business Development Company — Asset Coverage" for a discussion of our leveraging constraints.

Ongoing Relationships with and Monitoring of Portfolio Companies

Monitoring

Our Adviser's investment professionals, led by Terry Lee Brubaker, our chief operating officer, monitor the financial trends of each portfolio company on an ongoing basis to determine if each is meeting its respective business plans and to assess the appropriate course of action for each company. We monitor the status and performance of each portfolio company and use it to evaluate the overall performance of our portfolio.

Our Adviser employs various methods of evaluating and monitoring the performance of each of our portfolio companies, which include some or all of following:

- assessment of success in the portfolio company's overall adherence to its business plan and compliance with covenants;
- attendance at and participation in meetings of the portfolio company's board of directors;
- periodic contact, including formal update interviews with portfolio company management, and, if appropriate, the financial or strategic sponsor;
- comparison with other companies in the portfolio company's industry; and
- review of monthly and quarterly financial statements and financial projections for portfolio companies.

Managerial Assistance and Services

As a business development company, we make available significant managerial assistance to our portfolio companies and provide other services to such portfolio companies. Neither we nor our Adviser currently receives fees in connection with the managerial assistance we make available. At times, our Adviser provides other services to certain of our portfolio companies and it receives fees for these other services, certain of which are credited by 50% against the investment advisory fees that we pay our Adviser.

Valuation Process

The following is a general description of the steps we take each quarter to determine the value of our investment portfolio. We value our investments in accordance with the requirements of the 1940 Act. We value securities for which market quotations are readily available at their market value. We value all other securities and assets at fair value as determined in good faith by our Board of Directors. In determining the value of our investments, our Adviser has established an investment valuation policy (the "Policy"). The Policy has been approved by our Board of Directors and each quarter the Board of Directors reviews whether our Adviser has applied the Policy consistently and votes whether or not to accept the recommended valuation of our investment portfolio. Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been obtained had a ready market for the securities existed. Investments for which market quotations are readily available are recorded in our financial statements at such market quotations. With respect to any investments for which market quotations are not readily available, we perform the following valuation process each quarter:

- Our quarterly valuation process begins with each portfolio company or investment being initially assessed by our Adviser's investment professionals responsible for the investment, using the Policy.
- Preliminary valuation conclusions are then discussed with our management, and documented, along with any independent opinions of value provided by Standard & Poor's Securities Evaluations, Inc. ("SPSE"), for review by our Board of Directors.
- Our Board of Directors reviews this documentation and discusses the input of our Adviser, management, and the opinions of value of SPSE to arrive at a determination for the aggregate fair value of our portfolio of investments.

Our valuation policies, procedures and processes are more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies — Investment Valuation."

Investment Advisory and Management Agreements

We are externally managed pursuant to contractual arrangements with our Adviser and Administrator, under which our Adviser and Administrator employ all of our personnel and pay our payroll, benefits, and general expenses directly. On October 1, 2006, we entered into an amended and restated investment advisory agreement with our Adviser (the "Advisory Agreement") and an administration agreement with our Administrator (the "Administration Agreement"). On July 7, 2010, our Board of Directors renewed the Advisory Agreement and the Administration Agreement through August 31, 2011. The management services and fees in effect under the Advisory Agreement are described below. In addition to the fees described below, certain fees received by our Adviser from our portfolio companies were 100% credited, prior to April 1, 2007, or 50% credited effective April 1, 2007, against the investment advisory fee. In addition, we pay our direct expenses including, but not limited to, directors' fees, legal and accounting fees and stockholder related expenses under the Advisory Agreement.

Base Management Fee

The base management fee is computed and payable quarterly and is assessed at an annual rate of 2.0% computed on the basis of the value of our average gross assets at the end of the two most recently completed quarters, which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings. Overall, the base management fee cannot exceed 2.0% of total assets (as reduced by cash and cash equivalents pledged to creditors) during any given fiscal year. In addition, the following three items are potential adjustments to the base management fee calculation.

- *Loan Servicing Fees*

Our Adviser also services the loans held by our wholly-owned subsidiary, Gladstone Business Loan, LLC ("Business Loan"), in return for which our Advisor receives a 2.0% annual fee based on the monthly aggregate outstanding balance of loans pledged under our line of credit. Since we own these loans, all loan servicing fees paid to our Adviser are treated as reductions directly against the 2.0% base management fee under the Advisory Agreement.

- *Portfolio Company Fees*

Under the Advisory Agreement, our Adviser has also provided and continues to provide managerial assistance and other services to our portfolio companies and may receive fees for services other than managerial assistance. 50% of certain of these fees are credited against the base management fee that we would otherwise be required to pay to our Adviser.

- *Senior Syndicated Loan Fee Waiver*

Our Board of Directors accepted an unconditional and irrevocable voluntary waiver from the Adviser to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations, for the years ended September 30, 2010 and 2009.

Incentive Fee

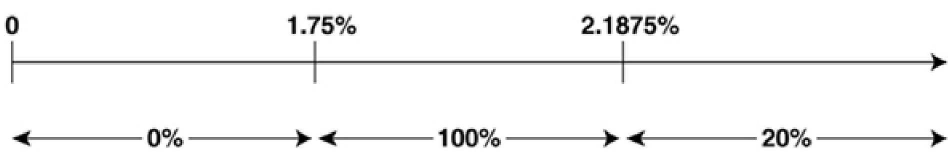
The incentive fee consists of two parts: an income-based incentive fee and a capital gains-based incentive fee.

The income-based incentive fee rewards the Adviser if our quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets (the "hurdle rate"). We will pay the Adviser an income-based incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the hurdle rate (7% annualized);
- 100% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 20% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

Quarterly Incentive Fee Based on Net Investment Income

Pre-incentive fee net investment income
(expressed as a percentage of the value of net assets)



Percentage of pre-incentive fee net investment income
allocated to income-related portion of incentive fee

The second part of the incentive fee is a capital gains-based incentive fee that is determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date), and equals 20% of our realized capital gains as of the end of the fiscal year. In determining the capital gains-based incentive fee payable to our Adviser, we calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since our inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in our portfolio. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since our inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since our inception. Aggregate unrealized capital depreciation equals the sum of the difference, if negative, between the valuation of each investment as of the applicable calculation date and the original cost of such investment. At the end of the applicable year, the amount of capital gains that serves as the basis for our calculation of the capital gains-based incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to our portfolio of investments. If this number is positive at the end of such year, then the capital gains-based incentive fee for such year equals 20% of such amount, less the aggregate amount of any capital gains-based incentive fees paid in respect of our portfolio in all prior years.

Administration Agreement

Under the Administration Agreement, we pay separately for administrative services. The Administration Agreement provides for payments equal to our allocable portion of the Administrator's overhead expenses in performing its obligations under the Administration Agreement including, but not limited to, rent and our allocable portion of the salaries and benefits expenses of our chief financial officer, chief compliance officer, internal counsel, treasurer and their respective staffs. Our allocable portion of expenses is primarily derived by multiplying our Administrator's total expenses by the percentage of our average total assets (the total assets at the beginning and end of each quarter) in comparison to the average total assets of all companies managed by our Adviser under similar agreements.

Material U.S. Federal Income Tax Considerations

Regulated Investment Company Status

To maintain the qualification for treatment as a RIC under Subchapter M of the Code, we must distribute to our stockholders, for each taxable year, at least 90% of our investment company taxable income, which is generally our ordinary income plus short-term capital gains. We refer to this as the annual distribution requirement. We must also meet several additional requirements, including:

- *Business Development Company Status.* At all times during the taxable year, we must maintain our status as a business development company.
- *Income source requirements.* At least 90% of our gross income for each taxable year must be from dividends, interest, payments with respect to securities loans, gains from sales or other dispositions of securities or other income derived with respect to our business of investing in securities, and net income derived from an interest in a qualified publicly traded partnership.
- *Asset diversification requirements.* As of the close of each quarter of our taxable year: (1) at least 50% of the value of our assets must consist of cash, cash items, U.S. government securities, the securities of other regulated investment companies and other securities to the extent that (a) we do not hold more than 10% of the outstanding voting securities of an issuer of such other securities and (b) such other securities of any one issuer do not represent more than 5% of our total assets, and (2) no more than 25% of the value of our total assets may be invested in the securities of one issuer (other than U.S. government securities or the securities of other regulated investment companies), or of two or more issuers that are controlled by us and are engaged in the same or similar or related trades or businesses or in the securities of one or more qualified publicly traded partnerships.

Failure to Qualify as a RIC. If we are unable to qualify for treatment as a RIC, we will be subject to tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would we be required to make such distributions. Distributions would be taxable to our stockholders as dividend income to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, corporate distributees would be eligible for the dividends received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's tax basis, and then as a gain realized from the sale or exchange of property. If we fail to meet the RIC requirements for more than two consecutive years and then seek to requalify as a RIC, we would be required to recognize a gain to the extent of any unrealized appreciation on our assets unless we make a special election to pay corporate-level tax on any such unrealized appreciation recognized during the succeeding 10-year period. Absent such special election, any gain we recognized would be deemed distributed to our stockholders as a taxable distribution.

Qualification as a RIC. If we qualify as a RIC and distribute to stockholders each year in a timely manner at least 90% of our investment company taxable income, we will not be subject to federal income tax on the portion of our taxable income and gains we distribute to stockholders. We would, however, be subject to a 4% nondeductible federal excise tax if we do not distribute, actually or on a deemed basis, 98% of our income, including both ordinary income and capital gains. The excise tax would apply only to the amount by which 98% of our income exceeds the amount of income we distribute, actually or on a deemed basis, to stockholders. We will be subject to regular corporate income tax, currently at rates up to 35%, on any undistributed income, including both ordinary income and capital gains. We intend to retain some or all of our capital gains, but to designate the retained amount as a deemed distribution. In that case, among other consequences, we will pay tax on the retained amount, each stockholder will be required to include its share of the deemed distribution in income as if it had been actually distributed to the stockholder and the stockholder will be entitled to claim a credit or refund equal to its allocable share of the tax we pay on the retained capital gain. The amount of the deemed distribution net of such tax will be added to the stockholder's cost basis for its common stock. Since we expect to pay tax on any retained capital gains at our regular corporate capital gain tax rate, and since that rate is in excess of the maximum rate currently payable by individuals on long-term capital gains, the amount of tax that individual stockholders will be treated as having paid will exceed the tax they owe on the capital gain dividend and such excess may be claimed as a credit or refund against the stockholder's other tax obligations. A stockholder that is not subject to U.S. federal income tax or tax on long-term capital gains would be required to file a U.S. federal income tax return on the appropriate form in order to claim a refund for the taxes we paid. In order to utilize the deemed distribution approach, we must provide written notice to the stockholders prior to the expiration of 60 days after the close of the relevant tax year. We will also be subject to alternative minimum tax, but any tax preference items would be apportioned between us and our stockholders in the same proportion that distributions, other than capital gain dividends, paid to each stockholder bear to our taxable income determined without regard to the dividends paid deduction.

If we acquire debt obligations that were originally issued at a discount, which would generally include loans we make that are accompanied by warrants, that bear interest at rates that are not either fixed rates or certain qualified variable rates or that are not unconditionally payable at least annually over the life of the obligation, we will be required to include in taxable income each year a portion of the original issue discount ("OID") that accrues over the life of the obligation. Such OID will be included in our investment company taxable income even though we receive no cash corresponding to such discount amount. As a result, we may be required to make additional distributions corresponding to such OID amounts in order to satisfy the annual distribution requirement and to continue to qualify as a RIC or to avoid the 4% excise tax. In this event, we may be required to sell temporary investments or other assets to meet the RIC distribution requirements. For the year ended September 30, 2010, we incurred $21 of OID income.

Taxation of Our U.S. Stockholders

Distributions. For any period during which we qualify for treatment as a RIC for federal income tax purposes, distributions to our stockholders attributable to our investment company taxable income generally will be taxable as ordinary income to stockholders to the extent of our current or accumulated earnings and profits. Any distributions in excess of our earnings and profits will first be treated as a return of capital to the extent of the stockholder's adjusted basis in his or her shares of common stock and thereafter as gain from the sale of shares of our common stock. Distributions of our long-term capital gains, designated by us as such, will be taxable to stockholders as long-term capital gains regardless of the stockholder's holding period for its common stock and whether the distributions are paid in cash or invested in additional common stock. Corporate stockholders are generally eligible for the 70% dividends received deduction with respect to ordinary income, but not to capital gains dividends to the extent such amount designated by us does not exceed the dividends received by us from domestic corporations. Any dividend declared by us in October, November or December of any calendar year, payable to stockholders of record on a specified date in such a month and actually paid during January of the following year, will be treated as if it were paid by us and received by the stockholders on December 31 of the previous year. In addition, we may elect to relate a dividend back to the prior taxable year if we (1) declare such dividend prior to the due date for filing our return for that taxable year, (2) make the election in that return, and (3) distribute the amount in the 12-month period following the close of the taxable year but not later than the first regular dividend payment following the declaration. Any such election will not alter the general rule that a stockholder will be treated as receiving a dividend in the taxable year in which the distribution is made, subject to the October, November, December rule described above.

In general, the tax rates applicable to our distributions other than distributions designated as capital gain distributions will be the standard ordinary income tax rates, and not the lower federal income tax rate applicable to "qualified dividend income." If we distribute dividends that are attributable to actual dividend income received by us that is eligible to be, and is, designated by us as qualified dividend income, such dividends would be eligible for such lower federal income tax rate. For this purpose, "qualified dividend income" means dividends received by us from United States corporations and qualifying foreign corporations, provided that both we and the stockholder recipient of our dividend satisfy certain holding period and other requirements in respect of our shares (in the case of our stockholder) and the stock of such corporations (in our case). However, we do not anticipate receiving or distributing a significant amount of qualified dividend income. Unless further legislative action is taken, the preferential treatment for qualified dividend income will expire for taxable years beginning after December 31, 2010.

If a stockholder participates in our dividend reinvestment plan, any distributions reinvested under the plan will be taxable to the stockholder to the same extent, and with the same character, as if the stockholder had received the distribution in cash. The stockholder will have an adjusted basis in the additional common shares purchased through the plan equal to the amount of the reinvested distribution. The additional shares will have a new holding period commencing on the day following the day on which the shares are credited to the stockholder's account.

Sale of Our Shares. A U.S. stockholder generally will recognize taxable gain or loss if the U.S. stockholder sells or otherwise disposes of his, her or its shares of our common stock. Any gain arising from such sale or disposition generally will be treated as long-term capital gain or loss if the U.S. stockholder has held his, her or its shares for more than one year. Otherwise, it will be classified as short-term capital gain or loss. However, any capital loss arising from the sale or disposition of shares of our common stock held for six months or less will be treated as long-term capital loss to the extent of the amount of capital gain dividends received, or undistributed capital gain deemed received, with respect to such shares. Under the tax laws in effect as of the date of this filing, individual U.S. stockholders are subject to a maximum federal income tax rate of 15% on their net capital gain (i.e. the excess of realized net long-term capital gain over realized net short-term capital loss for a taxable year) including any long-term capital gain derived from an investment in our shares. Such rate is lower than the maximum rate on ordinary income currently payable by individuals. Corporate U.S. stockholders currently are subject to federal income tax on net capital gain at the same rates applied to their ordinary income (currently up to a maximum of 35%). Capital losses are subject to limitations on use for both corporate and non-corporate stockholders.

Backup Withholding. We may be required to withhold federal income tax, or backup withholding, currently at a rate of 28%, from all taxable distributions to any non-corporate U.S. stockholder (1) who fails to furnish us with a correct taxpayer identification number or a certificate that such stockholder is exempt from backup withholding, or (2) with respect to whom the Internal Revenue Service ("IRS") notifies us that such stockholder has failed to properly report certain interest and dividend income to the IRS and to respond to notices to that effect. An individual's taxpayer identification number is generally his or her social security number. Any amount withheld under backup withholding is allowed as a credit against the U.S. stockholder’s federal income tax liability, provided that proper information is provided to the IRS.

Regulation as a Business Development Company

We are a closed-end, non-diversified management investment company that has elected to be regulated as a business development company under Section 54 of the 1940 Act. As such, we are subject to regulation under the 1940 Act. The 1940 Act contains prohibitions and restrictions relating to transactions between business development companies and their affiliates, principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors be persons other than “interested persons,” as defined in the 1940 Act. In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a business development company unless approved by a majority of our outstanding “voting securities,” as defined in the 1940 Act.

We intend to conduct our business so as to retain our status as a business development company. A business development company may use capital provided by public stockholders and from other sources to invest in long-term private investments in businesses. A business development company provides stockholders the ability to retain the liquidity of a publicly traded stock while sharing in the possible benefits, if any, of investing in primarily privately owned companies. In general, a business development company must have been organized and have its principal place of business in the United States and must be operated for the purpose of making investments in qualifying assets, as described in Section 55(a) (1) - (3) of the 1940 Act.

Qualifying Assets

Under the 1940 Act, a business development company may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets, other than certain interests in furniture, equipment, real estate, or leasehold improvements (“operating assets”) represent at least 70% of the company’s total assets, exclusive of operating assets.

Asset Coverage

We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least 200% immediately after each such issuance. In addition, while senior securities are outstanding, we must make provisions to prohibit any distribution to our stockholders or the repurchase of such securities or shares unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary purposes. The 1940 Act requires, among other things, that (1) immediately after issuance and before any dividend or distribution is made with respect to our common stock or before any purchase of our common stock is made, the preferred stock, together with all other senior securities, must not exceed an amount equal to 50% of our total assets after deducting the amount of such dividend, distribution or purchase price, as the case may be, and (2) the holders of shares of preferred stock, if any are issued, must be entitled as a class to elect two directors at all times and to elect a majority of the directors if dividends on the preferred stock are in arrears by two years or more.

Significant Managerial Assistance

A business development company generally must make available significant managerial assistance to issuers of certain of its portfolio securities that the business development company counts as a qualifying asset for the 70% test described above. Making available significant managerial assistance means, among other things, any arrangement whereby the business development company, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. Significant managerial assistance also includes the exercise of a controlling influence over the management and policies of the portfolio company. However, with respect to certain, but not all such securities, where the business development company purchases such securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance, or the business development company may exercise such control jointly.

Investment Policies

We seek to achieve a high level of current income and capital gains through investments in debt securities and preferred and common stock that we acquired in connection with buyout and other recapitalizations. The following investment policies, along with these investment objectives, may not be changed without the approval of our Board of Directors:

- We will at all times conduct our business so as to retain our status as a business development company. In order to retain that status, we must be operated for the purpose of investing in certain categories of qualifying assets. In addition, we may not acquire any assets (other than non-investment assets necessary and appropriate to our operations as a business development company or qualifying assets) if, after giving effect to such acquisition, the value of our "qualifying assets" is less than 70% of the value of our total assets. We anticipate that the securities we seek to acquire, as well as temporary investments, will generally be qualifying assets.
- We will at all times endeavor to conduct our business so as to retain our status as a RIC under the Code. In order to do so, we must meet income source, asset diversification and annual distribution requirements. We may issue senior securities, such as debt or preferred stock, to the extent permitted by the 1940 Act for the purpose of making investments, to fund share repurchases, or for temporary emergency or other purposes.

With the exception of our policy to conduct our business as a business development company, these policies are not fundamental and may be changed without stockholder approval.

Code of Ethics

We and our Adviser have each adopted a code of ethics and business conduct applicable to our officers, directors and all employees of our Adviser and our Administrator that complies with the guidelines set forth in Item 406 of Regulation S-K of the Securities Act. As required by the 1940 Act, this code establishes procedures for personal investments, restricts certain transactions by our personnel and requires the reporting of certain transactions and holdings by our personnel. A copy of this code is available for review, free of charge, at our website at www.GladstoneCapital.com. We intend to provide any required disclosure of any amendments to or waivers of the provisions of this code by posting information regarding any such amendment or waiver to our website within four days of its effectiveness.

Compliance Policies and Procedures

We and our Adviser have adopted and implemented written policies and procedures reasonably designed to prevent violation of the federal securities laws, and our Board of Directors is required to review these compliance policies and procedures annually to assess their adequacy and the effectiveness of their implementation. We have designated a chief compliance officer, John Dellafiora, Jr., who also serves as chief compliance officer for our Adviser.

Staffing

We do not currently have any employees and do not expect to have any employees in the foreseeable future. Currently, services necessary for our business are provided by individuals who are employees of our Adviser and our Administrator pursuant to the terms of the Advisory Agreement and the Administration Agreement, respectively. Excluding our chief financial officer, each of our executive officers is an employee or officer, or both, of our Adviser and our Administrator. No employee of our Adviser or our Administrator will dedicate all of his or her time to us. However, we expect that 25-30 full time employees of our Adviser and our Administrator will spend substantial time on our matters during the remainder of calendar year 2010 and all of calendar year 2011. To the extent we acquire more investments, we anticipate that the number of employees of our Adviser and our Administrator who devote time to our matters will increase.

As of November 19, 2010, our Adviser and our Administrator collectively had 52 full-time employees. A breakdown of these employees is summarized by functional area in the table below:

Number of Individuals	Functional Area
10	Executive Management
33	Investment Management, Portfolio Management and Due Diligence
9	Administration, Accounting, Compliance, Human Resources, Legal and Treasury

Available Information

Copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments, if any, to those reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are available free of charge through our website at www.GladstoneCapital.com. A request for any of these reports may also be submitted to us by sending a written request addressed to Investor Relations Manager, Gladstone Capital Corporation, 1521 Westbranch Drive, Suite 200, McLean, VA 22102, or by calling our toll-free investor relations line at 1-866-366-5745. The public may read and copy materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Item 1A. *Risk Factors*

An investment in our securities involves a number of significant risks and other factors relating to our structure and investment objectives. As a result, we cannot assure you that we will achieve our investment objectives. You should consider carefully the following information before making an investment in our securities.

Risks Related to the Economy

The current state of the economy and the capital markets increases the possibility of adverse effects on our financial position and results of operations. Continued economic adversity could impair our portfolio companies' financial positions and operating results and affect the industries in which we invest, which could, in turn, harm our operating results. Continued adversity in the capital markets could impact our ability to raise capital and reduce our volume of new investments.

The United States is beginning to recover from the recession that largely began in late 2007. Despite signs of economic improvement and stabilization in both the equity and debt markets, however, conditions within the global credit markets generally continue to experience dislocation and stress. As a result, we do not know if adverse conditions will again intensify, and we are unable to gauge the full extent to which the disruptions will affect us. The longer these uncertain conditions persist, the greater the probability that these factors could continue to increase our costs of, and significantly limit our access to, debt and equity capital and, thus, have an adverse effect on our operations and financial results. Many of our portfolio companies, as well as those companies that we evaluate for investment, are impacted by these economic conditions, and if these conditions persist, it may affect their ability to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering.

The uncertain economic conditions have affected the availability of credit generally. Our current credit facility limits our distributions to stockholders and as a result we decreased our monthly cash distribution rate by 50% starting with the April 2009 distributions in an effort to more closely align our distributions to our net investment income. We do not know when market conditions will stabilize, if adverse conditions will intensify or the full extent to which the disruptions will continue to affect us. Also, it is possible that persistent instability of the financial markets could have other unforeseen material effects on our business.

We may experience fluctuations in our quarterly and annual results based on the impact of inflation in the United States.

The majority of our portfolio companies are in industries that are directly impacted by inflation, such as consumer goods and services and manufacturing. Our portfolio companies may not be able to pass on to customers increases in their costs of operations which could greatly affect their operating results, impacting their ability to repay our loans. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future unrealized losses and therefore reduce our net assets resulting from operations.

Risks Related to Our External Management

We are dependent upon our key management personnel and the key management personnel of our Adviser, particularly David Gladstone, George Stelljes III and Terry Lee Brubaker, and on the continued operations of our Adviser, for our future success.

We have no employees. Our chief executive officer, president and chief investment officer, chief operating officer and chief financial officer, and the employees of our Adviser, do not spend all of their time managing our activities and our investment portfolio. We are particularly dependent upon David Gladstone, George Stelljes III and Terry Lee Brubaker in this regard. Our executive officers and the employees of our Adviser allocate some, and in some cases a material portion, of their time to businesses and activities that are not related to our business. We have no separate facilities and are completely reliant on our Adviser, which has significant discretion as to the implementation and execution of our business strategies and risk management practices. We are subject to the risk of discontinuation of our Adviser's operations or termination of the Advisory Agreement and the risk that, upon such event, no suitable replacement will be found. We believe that our success depends to a significant extent upon our Adviser and that discontinuation of its operations could have a material adverse effect on our ability to achieve our investment objectives.

Our incentive fee may induce our Adviser to make certain investments, including speculative investments.

The management compensation structure that has been implemented under the Advisory Agreement may cause our Adviser to invest in high-risk investments or take other risks. In addition to its management fee, our Adviser is entitled under the Advisory Agreement to receive incentive compensation based in part upon our achievement of specified levels of income. In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on net income may lead our Adviser to place undue emphasis on the maximization of net income at the expense of other criteria, such as preservation of capital, maintaining sufficient liquidity, or management of credit risk or market risk, in order to achieve higher incentive compensation. Investments with higher yield potential are generally riskier or more speculative. This could result in increased risk to the value of our investment portfolio.

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

The Advisory Agreement entitles our Adviser to incentive compensation for each fiscal quarter in an amount equal to a percentage of the excess of our investment income for that quarter (before deducting incentive compensation, net operating losses and certain other items) above a threshold return for that quarter. When calculating our incentive compensation, our pre-incentive fee net investment income excludes realized and unrealized capital losses that we may incur in the fiscal quarter, even if such capital losses result in a net loss on our statement of operations for that quarter. Thus, we may be required to pay our Adviser incentive compensation for a fiscal quarter even if there is a decline in the value of our portfolio or we incur a net loss for that quarter. For additional information on incentive compensation under the Advisory Agreement with our

Adviser, see "Business — Investment Advisory and Management Agreements — Management services and fees under the Advisory Agreement."

Our Adviser's failure to identify and invest in securities that meet our investment criteria or perform its responsibilities under the Advisory Agreement may adversely affect our ability for future growth.

Our ability to achieve our investment objectives will depend on our ability to grow, which in turn will depend on our Adviser's ability to identify and invest in securities that meet our investment criteria. Accomplishing this result on a cost-effective basis will be largely a function of our Adviser's structuring of the investment process, its ability to provide competent and efficient services to us, and our access to financing on acceptable terms. The senior management team of our Adviser has substantial responsibilities under the Advisory Agreement. In order to grow, our Adviser will need to hire, train, supervise, and manage new employees successfully. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition, and results of operations.

There are significant potential conflicts of interest which could impact our investment returns.

Our executive officers and directors, and the officers and directors of our Adviser, serve or may serve as officers, directors, or principals of entities that operate in the same or a related line of business as we do or of investment funds managed by our affiliates. Accordingly, they may have obligations to investors in those entities, the fulfillment of which might not be in the best interests of us or our stockholders. For example, Mr. Gladstone, our chairman and chief executive officer, is the chairman of the board and chief executive officer of our Adviser, Gladstone Investment and Gladstone Commercial and the sole stockholder of Gladstone Land. In addition, Mr. Brubaker, our vice chairman, chief operating officer and secretary is the vice chairman, chief operating officer and secretary of our Adviser, Gladstone Investment and Gladstone Commercial. Mr. Stelljes, our president and chief investment officer, is also the president and chief investment officer of our Adviser and Gladstone Commercial and vice chairman and chief investment officer of Gladstone Investment. Moreover, our Adviser may establish or sponsor other investment vehicles which from time to time may have potentially overlapping investment objectives with those of ours and accordingly may invest in, whether principally or secondarily, asset classes similar to those we target. While our Adviser generally has broad authority to make investments on behalf of the investment vehicles that it advises, our Adviser has adopted investment allocation procedures to address these potential conflicts and intends to direct investment opportunities to the Gladstone affiliate with the investment strategy that most closely fits the investment opportunity. Nevertheless, the management of our Adviser may face conflicts in the allocation of investment opportunities to other entities managed by our Adviser. As a result, it is possible that we may not be given the opportunity to participate in certain investments made by other members of the Gladstone Companies or investment funds managed by investment managers affiliated with our Adviser.

In certain circumstances, we may make investments in a portfolio company in which one of our affiliates has or will have an investment, subject to satisfaction of any regulatory restrictions and, where required, to the prior approval of our Board of Directors. As of September 30, 2010, our Board of Directors has approved the following types of co-investment transactions:

- Our affiliate, Gladstone Commercial, may lease property to portfolio companies that we do not control under certain circumstances. We may pursue such transactions only if (i) the portfolio company is not controlled by us or any of our affiliates, (ii) the portfolio company satisfies the tenant underwriting criteria of Gladstone Commercial, and (iii) the transaction is approved by a majority of our independent directors and a majority of the independent directors of Gladstone Commercial. We expect that any such negotiations between Gladstone Commercial and our portfolio companies would result in lease terms consistent with the terms that the portfolio companies would be likely to receive were they not portfolio companies of ours.
- We may invest simultaneously with our affiliate Gladstone Investment in senior syndicated loans whereby neither we nor any affiliate has the ability to dictate the terms of the loans.

- Additionally, pursuant to an exemptive order granted by the Securities and Exchange Commission, our Adviser may sponsor a private investment fund to co-invest with us or Gladstone Investment in accordance with the terms and conditions of the order.

Certain of our officers, who are also officers of our Adviser, may from time to time serve as directors of certain of our portfolio companies. If an officer serves in such capacity with one of our portfolio companies, such officer will owe fiduciary duties to all stockholders of the portfolio company, which duties may from time to time conflict with the interests of our stockholders.

In the course of our investing activities, we will pay management and incentive fees to our Adviser and will reimburse our Administrator for certain expenses it incurs. As a result, investors in our common stock will invest on a "gross" basis and receive distributions on a "net" basis after expenses, resulting in, among other things, a lower rate of return than one might achieve through our investors themselves making direct investments. As a result of this arrangement, there may be times when the management team of our Adviser has interests that differ from those of our stockholders, giving rise to a conflict. In addition, as a business development company, we make available significant managerial assistance to our portfolio companies and provide other services to such portfolio companies. Although, neither we nor our Adviser currently receives fees in connection with managerial assistance, our Adviser provides other services to our portfolio companies and receives fees for these other services. For example, certain of our portfolio companies contract directly with our Adviser for the provision of consulting services.

Our Adviser is not obligated to provide a waiver of the base management fee, which could negatively impact our earnings and our ability to maintain our current level of distributions to our stockholders.

The Advisory Agreement provides for a base management fee based on our gross assets. Since our 2008 fiscal year, our Board of Directors has accepted on a quarterly basis voluntary, unconditional and irrevocable waivers to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5% to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations, and any waived fees may not be recouped by our Adviser in the future. However, our Adviser is not required to issue these or other waivers of fees under the Advisory Agreement, and to the extent our investment portfolio grows in the future, we expect these fees will increase. If our Adviser does not issue these waivers in future quarters, it could negatively impact our earnings and may compromise our ability to maintain our current level of distributions to our stockholders, which could have a material adverse impact on our stock price.

Our business model is dependent upon developing and sustaining strong referral relationships with investment bankers, business brokers and other intermediaries.

We are dependent upon informal relationships with investment bankers, business brokers and traditional lending institutions to provide us with deal flow. If we fail to maintain our relationship with such funds or institutions, or if we fail to establish strong referral relationships with other funds, we will not be able to grow our portfolio of loans and fully execute our business plan.

Risks Related to Our External Financing

Because of the limited amount of committed funding under our credit facility, we will have limited ability to fund new investments if we are unable to expand the facility.

In recent years, creditors have significantly curtailed their lending to business development companies, including us. In March 2010, we entered into a fourth amended and restated credit agreement providing for a revolving line of credit (the "Credit Facility"). Committed funding under the Credit Facility is $127.0 million. The Credit Facility may be expanded up to $202.0 million through the addition of other committed lenders to the facility. However, if additional lenders are unwilling to join the facility on its terms, we will be unable to expand the facility and thus will continue to have limited availability to finance new investments under our line of credit. The Credit Facility matures on March 15, 2012, and, if the facility is not renewed or extended by this date, all principal and interest will be due and payable on March 15, 2013. As of September 30, 2010, we had $16.8 million drawn and outstanding under the Credit Facility.

There can be no guarantee that we will be able to renew, extend or replace the Credit Facility upon its maturity on terms that are favorable to us, if at all. Our ability to expand the Credit Facility, and to obtain replacement financing at the time of maturity, will be constrained by then-current economic conditions affecting the credit markets. In the event that we are not able to expand the Credit Facility, or to renew, extend or refinance the Credit Facility at the time of its maturity, this could have a material adverse effect on our liquidity and ability to fund new investments, our ability to make distributions to our stockholders and our ability to qualify as a RIC under the Code.

Our business plan is dependent upon external financing, which is constrained by the limitations of the 1940 Act.

Our business requires a substantial amount of cash to operate and grow. We may acquire such additional capital from the following sources:

- *Senior Securities.* We may issue debt securities, other evidences of indebtedness (including borrowings under our line of credit) and possibly senior common stock and preferred stock, up to the maximum amount permitted by the 1940 Act. The 1940 Act currently permits us, as a business development company, to issue debt securities, senior common stock and preferred stock, which we refer to collectively as senior securities, in amounts such that our asset coverage, as defined in the 1940 Act, is at least 200% after each issuance of senior securities. As a result of issuing senior securities, we will be exposed to the risks associated with leverage. Although borrowing money for investments increases the potential for gain, it also increases the risk of a loss. A decrease in the value of our investments will have a greater impact on the value of our common stock to the extent that we have borrowed money to make investments. There is a possibility that the costs of borrowing could exceed the income we receive on the investments we make with such borrowed funds. In addition, our ability to pay distributions or incur additional indebtedness would be restricted if asset coverage is not at least twice our indebtedness. If the value of our assets declines, we might be unable to satisfy that test. If this happens, we may be required to liquidate a portion of our loan portfolio and repay a portion of our indebtedness at a time when a sale, to the extent possible given the limited market for many of our investments, may be disadvantageous. Furthermore, any amounts that we use to service our indebtedness will not be available for distributions to our stockholders.
- *Common Stock.* Because we are constrained in our ability to issue debt for the reasons given above, we are dependent on the issuance of equity as a financing source. If we raise additional funds by issuing more common stock or senior securities convertible into or exchangeable for our common stock, the percentage ownership of our stockholders at the time of the issuance would decrease and our common stock may experience dilution. In addition, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock. In addition, under the 1940 Act, we will generally not be able to issue additional shares of our common stock at a price below net asset value per share to purchasers, other than to our existing stockholders through a rights offering, without first obtaining the approval of our stockholders and our independent directors. If we were to sell shares of our common stock below our then current net asset value per share, such sales would result in an immediate dilution to the net asset value per share. This dilution would occur as a result of the sale of shares at a price below the then current net asset value per share of our common stock and a proportionately greater decrease in a stockholder’s interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. For example, if we issue and sell an additional 10% of our common stock at a 5% discount from net asset value, a stockholder who does not participate in that offering for its proportionate interest will suffer net asset value dilution of up to 0.5% or $5 per $1,000 of net asset value. This imposes constraints on our ability to raise capital when our common stock is trading at below net asset value, as it has for the last year.

A change in interest rates may adversely affect our profitability.

We anticipate using a combination of equity and long-term and short-term borrowings to finance our investment activities. As a result, a portion of our income will depend upon the difference between the rate at which we borrow funds and the rate at which we loan these funds. Higher interest rates on our borrowings will decrease the overall return on our portfolio.

Ultimately, we expect approximately 80% of the loans in our portfolio to be at variable rates determined on the basis of the LIBOR, and approximately 20% to be at fixed rates. As of September 30, 2010, our portfolio had approximately 82% of the total loan cost value at variable rates with floors, approximately 8% of the total of the loan cost value at variable rates without a floor or ceiling and approximately 10% of the total loan portfolio cost basis at fixed rates.

In addition to regulatory limitations on our ability to raise capital, our Credit Facility contains various covenants which, if not complied with, could accelerate our repayment obligations under the facility, thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay distributions.

We will have a continuing need for capital to finance our loans. In order to maintain RIC status, we are required to distribute to our stockholders at least 90% of our ordinary income and short-term capital gains on an annual basis. Accordingly, such earnings will not be available to fund additional loans. Therefore, we are party to the Credit Facility, which provides us with a revolving credit line facility of $127.0 million, of which $110.2 million was available for borrowings as of September 30, 2010. The Credit Facility permits us to fund additional loans and investments as long as we are within the conditions set out in the credit agreement. Current market conditions have forced us to write down the value of a portion of our assets as required by the 1940 Act and fair value accounting rules. These are not realized losses, but constitute adjustment in asset values for purposes of financial reporting and for collateral value for the Credit Facility. As assets are marked down in value, the amount we can borrow on the Credit Facility decreases.

As a result of the Credit Facility, we are subject to certain limitations on the type of loan investments we make, including restrictions on geographic concentrations, sector concentrations, loan size, dividend payout, payment frequency and status, and average life. The credit agreement also requires us to comply with other financial and operational covenants, which require us to, among other things, maintain certain financial ratios, including asset and interest coverage and a minimum net worth. As of September 30, 2010, we were in compliance with these covenants, however, our continued compliance with these covenants depends on many factors, some of which are beyond our control. In particular, depreciation in the valuation of our assets, which valuation is subject to changing market conditions that remain very volatile, affects our ability to comply with these covenants. During the year ended September 30, 2010, net unrealized appreciation on our investments was approximately $2.3 million, compared to $9.5 million unrealized appreciation during the prior fiscal year. Given the continued deterioration in the capital markets, the cumulative unrealized depreciation in our portfolio may increase in future periods and threaten our ability to comply with the covenants under the Credit Facility. Accordingly, there are no assurances that we will continue to comply with these covenants. Under the Credit Facility, we are also required to maintain our status as a BDC under the 1940 Act and as a RIC under the Code. Our failure to satisfy these covenants could result in foreclosure by our lenders, which would accelerate our repayment obligations under the facility and thereby have a material adverse effect on our business, liquidity, financial condition, results of operations and ability to pay distributions to our stockholders.

Risks Related to Our Investments

We operate in a highly competitive market for investment opportunities.

A large number of entities compete with us and make the types of investments that we seek to make in small and mid-sized companies. We compete with public and private buyout funds, commercial and investment banks, commercial financing companies, and, to the extent they provide an alternative form of financing, hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which would allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company. The competitive pressures we face could have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective. We do not seek to compete based on the interest rates we offer, and we believe that some of our competitors may make loans with interest rates that will be comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms, and structure. However, if we match our competitors' pricing, terms, and structure, we may experience decreased net interest income and increased risk of credit loss.

Our investments in small and medium-sized portfolio companies are extremely risky and could cause you to lose all or a part of your investment.

Investments in small and medium-sized portfolio companies are subject to a number of significant risks including the following:

- *Small and medium-sized businesses are likely to have greater exposure to economic downturns than larger businesses.* Our portfolio companies may have fewer resources than larger businesses. Therefore, current uncertain economic conditions and any future economic downturns or recessions are more likely to have a material adverse effect on them. If one of our portfolio companies is adversely impacted by a recession, its ability to repay our loan or engage in a liquidity event, such as a sale, recapitalization or initial public offering, would be diminished. Moreover, in light of our current near-term strategy of preserving capital, our inability to make additional investments in our portfolio companies at a time when they need capital may increase their exposure to the risks of current uncertain economic conditions and future economic downturns.
- *Small and medium-sized businesses may have limited financial resources and may not be able to repay the loans we make to them. Our strategy includes providing financing to portfolio companies that typically is not readily available to them.* While we believe that this provides an attractive opportunity for us to generate profits, this may make it difficult for the portfolio companies to repay their loans to us upon maturity. A borrower's ability to repay its loan may be adversely affected by numerous factors, including the failure to meet its business plan, a downturn in its industry, or negative economic conditions. A deterioration in a borrower's financial condition and prospects usually will be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of us realizing on any guarantees we may have obtained from the borrower's management. As of September 30, 2010, six investments were on non-accrual. While we are working with the portfolio companies to improve their profitability and cash flows, there can be no assurance that our efforts will prove successful. Although we will sometimes seek to be the senior, secured lender to a borrower, in most of our loans we expect to be subordinated to a senior lender, and our interest in any collateral would, accordingly, likely be subordinate to another lender's security interest.
- *Small and medium-sized businesses typically have narrower product lines and smaller market shares than large businesses.* Because our target portfolio companies are smaller businesses, they will tend to be more vulnerable to competitors' actions and market conditions, as well as general economic downturns. In addition, our portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing, and other capabilities and a larger number of qualified managerial, and technical personnel.
- *There is generally little or no publicly available information about these businesses.* Because we seek to invest in privately owned businesses, there is generally little or no publicly available operating and financial information about our potential portfolio companies. As a result, we rely on our officers, our Adviser, and its employees and consultants to perform due diligence investigations of these portfolio

companies, their operations, and their prospects. We may not learn all of the material information we need to know regarding these businesses through our investigations.

- *Small and medium-sized businesses generally have less predictable operating results.* We expect that our portfolio companies may have significant variations in their operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, may otherwise have a weak financial position, or may be adversely affected by changes in the business cycle. Our portfolio companies may not meet net income, cash flow, and other coverage tests typically imposed by their senior lenders. A borrower's failure to satisfy financial or operating covenants imposed by senior lenders could lead to defaults and, potentially, foreclosure on its senior credit facility, which could additionally trigger cross-defaults in other agreements. If this were to occur, it is possible that the borrower's ability to repay our loan would be jeopardized.
- *Small and medium-sized businesses are more likely to be dependent on one or two persons.* Typically, the success of a small or medium-sized business also depends on the management talents and efforts of one or two persons or a small group of persons. The death, disability, or resignation of one or more of these persons could have a material adverse impact on our borrower and, in turn, on us.
- *Small and medium-sized businesses may have limited operating histories.* While we intend to target stable companies with proven track records, we may make loans to new companies that meet our other investment criteria. Portfolio companies with limited operating histories will be exposed to all of the operating risks that new businesses face and may be particularly susceptible to, among other risks, market downturns, competitive pressures and the departure of key executive officers.

We may not be able to replace lost income due to the reduction in the size of our portfolio and as a result, we may have to reduce our distributions to stockholders.

Since September 30, 2009, the cost basis of our portfolio has experienced a net decrease of 18%. The decrease in the size of our portfolio was driven predominantly by repayments and sales during the year ended September 30, 2010 totaling approximately $85.6 million. The decrease in our portfolio has resulted in a reduction of income-producing assets which has reduced our income and may result in reduced income in future periods if we are unable to reinvest our cash in comparable income producing assets. Even though this lost income is partially offset by a reduction in interest expense due to reduced borrowings outstanding under our Credit Facility and, to a lesser extent, reduced operating expenses, we still have experienced a net decrease in our net investment income as a result of these sales. While we intend to reinvest our cash as quickly as possible into income and capital gain-generating assets, there is no guarantee that that we will be able to do so or that we will able to do so at yields comparable to the assets that we have recently sold. If we are unable to reinvest our cash and replace our lost income, we may need to reduce our distributions to stockholders.

Because a large percentage of the loans we make and equity securities we receive when we make loans are not publicly traded, there is uncertainty regarding the value of our privately held securities that could adversely affect our determination of our net asset value.

A large percentage of our portfolio investments are, and we expect will continue to be, in the form of securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. Our Board of Directors has established an investment valuation policy and consistently applied valuation procedures used to determine the fair value of these securities quarterly. These procedures for the determination of value of many of our debt securities rely on the opinions of value submitted to us by SPSE, the use of internally developed discounted cash flow, or DCF, methodologies, or internal methodologies based on the total enterprise value, or TEV, of the issuer used for certain of our equity investments. SPSE will only evaluate the debt portion of our investments for which we specifically request evaluation, and SPSE may decline to make requested evaluations for any reason in its sole discretion. However, to date, SPSE has accepted each of our requests for evaluation.

Our use of these fair value methods is inherently subjective and is based on estimates and assumptions of each security. In the event that we are required to sell a security, we may ultimately sell for an amount materially less than the estimated fair value calculated by SPSE, TEV or the DCF methodology.

Our procedures also include provisions whereby our Adviser will establish the fair value of any equity securities we may hold where SPSE or third-party agent banks are unable to provide evaluations. The types of factors that may be considered in determining the fair value of our debt and equity securities include some or all of the following:

- the nature and realizable value of any collateral;
- the portfolio company's earnings and cash flows and its ability to make payments on its obligations;
- the markets in which the portfolio company does business;
- the comparison to publicly traded companies; and
- discounted cash flow and other relevant factors.

Because such valuations, particularly valuations of private securities and private companies, are not susceptible to precise determination, may fluctuate over short periods of time, and may be based on estimates, our determinations of fair value may differ from the values that might have actually resulted had a readily available market for these securities been available.

A portion of our assets are, and will continue to be, comprised of equity securities that are valued based on internal assessment using our own valuation methods approved by our Board of Directors, without the input of SPSE or any other third-party evaluator. We believe that our equity valuation methods reflect those regularly used as standards by other professionals in our industry who value equity securities. However, determination of fair value for securities that are not publicly traded, whether or not we use the recommendations of an independent third-party evaluator, necessarily involves the exercise of subjective judgment. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

The lack of liquidity of our privately held investments may adversely affect our business.

We will generally make investments in private companies whose securities are not traded in any public market. Substantially all of the investments we presently hold and the investments we expect to acquire in the future are, and will be, subject to legal and other restrictions on resale and will otherwise be less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to quickly obtain cash equal to the value at which we record our investments if the need arises. This could cause us to miss important investment opportunities. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may record substantial realized losses upon liquidation. We may also face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we, our Adviser, or our respective officers, employees or affiliates have material non-public information regarding such portfolio company.

Due to the uncertainty inherent in valuing these securities, our determinations of fair value may differ materially from the values that could be obtained if a ready market for these securities existed. Our net asset value could be materially affected if our determinations regarding the fair value of our investments are materially different from the values that we ultimately realize upon our disposal of such securities.

Our financial results could be negatively affected if a significant portfolio investment fails to perform as expected.

Our total investment in companies may be significant individually or in the aggregate. As a result, if a significant investment in one or more companies fails to perform as expected, our financial results could be more negatively affected and the magnitude of the loss could be more significant than if we had made smaller investments in more companies.

When we are a debt or minority equity investor in a portfolio company, which we expect will generally be the case, we may not be in a position to control the entity, and its management may make decisions that could decrease the value of our investment.

We anticipate that most of our investments will continue to be either debt or minority equity investments in our portfolio companies. Therefore, we are and will remain subject to risk that a portfolio company may make business decisions with which we disagree, and the shareholders and management of such company may take risks or otherwise act in ways that do not serve our best interests. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings. In addition, we will generally not be in a position to control any portfolio company by investing in its debt securities.

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

We invest primarily in debt securities issued by our portfolio companies. In some cases portfolio companies will be permitted to have other debt that ranks equally with, or senior to, the debt securities in which we invest. By their terms, such debt instruments may provide that the holders thereof are entitled to receive payment of interest and principal on or before the dates on which we are entitled to receive payments in respect of the debt securities in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization, or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such senior creditors, such portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equally with debt securities in which we invest, we would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization, or bankruptcy of a portfolio company.

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

In addition to risks associated with delays in investing our capital, we are also subject to the risk that investments that we make in our portfolio companies may be repaid prior to maturity. For the year ended September 30, 2010, we received principal payments prior to maturity of $59.7 million. We will first use any proceeds from prepayments to repay any borrowings outstanding on our credit facility. In the event that funds remain after repayment of our outstanding borrowings, then we will generally reinvest these proceeds in government securities, pending their future investment in new debt and/or equity securities. These government securities will typically have substantially lower yields than the debt securities being prepaid and we could experience significant delays in reinvesting these amounts. As a result, our results of operations could be materially adversely affected if one or more of our portfolio companies elects to prepay amounts owed to us. Additionally, prepayments could negatively impact our return on equity, which could result in a decline in the market price of our common stock.

Higher taxation of our portfolio companies may impact our quarterly and annual operating results.

The recession’s adverse effect on federal, state, and municipality revenues may induce these government entities to raise various taxes to make up for lost revenues. Additional taxation may have an adverse affect on our portfolio companies’ earnings and reduce their ability to repay our loans to them, thus affecting our quarterly and annual operating results.

Our portfolio is concentrated in a limited number of companies and industries, which subjects us to an increased risk of significant loss if any one of these companies does not repay us or if the industries experience downturns.

As of September 30, 2010 we had loans outstanding to 39 portfolio companies. A consequence of a limited number of investments is that the aggregate returns we realize may be substantially adversely affected by the unfavorable performance of a small number of such loans or a substantial write-down of any one investment. Beyond our regulatory and income tax diversification requirements, we do not have fixed guidelines for industry concentration and our investments could potentially be concentrated in relatively few industries. In addition, while we do not intend to invest 25.0% or more of our total assets in a particular industry or group of industries at the time of investment, it is possible that as the values of our portfolio companies change, one industry or a group of industries may comprise in excess of 25.0% of the value of our total assets. As of September 30, 2010, 17.3% of our total assets were invested in broadcast companies, 16.0% were invested in healthcare, education and childcare companies, and 14.7% were invested in printing and publishing companies. As a result, a downturn in an industry in which we have invested a significant portion of our total assets could have a materially adverse effect on us.

Our investments are typically long term and will require several years to realize liquidation events.

Since we generally make five to seven year term loans and hold our loans and related warrants or other equity positions until the loans mature, you should not expect realization events, if any, to occur over the near term. In addition, we expect that any warrants or other equity positions that we receive when we make loans may require several years to appreciate in value and we cannot give any assurance that such appreciation will occur.

The disposition of our investments may result in contingent liabilities.

Currently, all of our investments involve private securities. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the underlying portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

There may be circumstances where our debt investments could be subordinated to claims of other creditors or we could be subject to lender liability claims.

Even though we have structured some of our investments as senior loans, if one of our portfolio companies were to go bankrupt, depending on the facts and circumstances, including the extent to which we actually provided managerial assistance to that portfolio company, a bankruptcy court might re-characterize our debt investments and subordinate all, or a portion, of our claims to that of other creditors. Holders of debt instruments ranking senior to our investments typically would be entitled to receive payment in full before we receive any distributions. After repaying such senior creditors, such portfolio company may not have any remaining assets to use to repay its obligation to us. We may also be subject to lender liability claims for actions taken by us with respect to a borrower’s business or in instances in which we exercised control over the borrower. It is possible that we could become subject to a lender’s liability claim, including as a result of actions taken in rendering significant managerial assistance.

Portfolio company litigation could result in additional costs and the diversion of management time and resources.

In the course of providing significant managerial assistance to certain of our portfolio companies, our executive officers sometimes serve as directors on the boards of such companies. To the extent that litigation arises out of our investments in these companies, such executive officers may be named as defendants in such litigation, which could result in additional costs and the diversion of management time and resources.

We may not realize gains from our equity investments and other yield enhancements.

When we make a subordinated loan, we may receive warrants to purchase stock issued by the borrower or other yield enhancements, such as success fees. Our goal is to ultimately dispose of these equity interests and realize gains upon our disposition of such interests. We expect that, over time, the gains we realize on these warrants and other yield enhancements will offset any losses we experience on loan defaults. However, any warrants we receive may not appreciate in value and, in fact, may decline in value and any other yield enhancements, such as success fees, may not be realized. Accordingly, we may not be able to realize gains from our equity interests or other yield enhancements and any gains we do recognize may not be sufficient to offset losses we experience on our loan portfolio.

Any unrealized depreciation we experience on our investment portfolio may be an indication of future realized losses, which could reduce our income available for distribution.

As a business development company we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by or under the direction of our Board of Directors. Decreases in the market values or fair values of our investments will be recorded as unrealized depreciation. Since our inception, we have, at times, incurred a cumulative net unrealized depreciation of our portfolio. Any unrealized depreciation in our investment portfolio could result in realized losses in the future and ultimately in reductions of our income available for distribution to stockholders in future periods.

Risks Related to Our Regulation and Structure

We will be subject to corporate-level tax if we are unable to satisfy Code requirements for RIC qualification.

To maintain our qualification as a RIC, we must meet income source, asset diversification, and annual distribution requirements. The annual distribution requirement is satisfied if we distribute at least 90% of our ordinary income and short-term capital gains to our stockholders on an annual basis. Because we use leverage, we are subject to certain asset coverage ratio requirements under the 1940 Act and could, under certain circumstances, be restricted from making distributions necessary to qualify as a RIC. Warrants we receive with respect to debt investments will create “original issue discount,” which we must recognize as ordinary income, increasing the amounts we are required to distribute to maintain RIC status. Because such warrants will not produce distributable cash for us at the same time as we are required to make distributions in respect of the related original issue discount, we will need to use cash from other sources to satisfy such distribution requirements. The asset diversification requirements must be met at the end of each calendar quarter. If we fail to meet these tests, we may need to quickly dispose of certain investments to prevent the loss of RIC status. Since most of our investments will be illiquid, such dispositions, if even possible, may not be made at prices advantageous to us and, in fact, may result in substantial losses. If we fail to qualify as a RIC for any reason and become fully subject to corporate income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distribution, and the actual amount distributed. Such a failure would have a material adverse effect on us and our shares. For additional information regarding asset coverage ratio and RIC requirements, see “Business — Competitive Advantages — Leverage” and “Business — Material U.S. Federal Income Tax Considerations — Regulated Investment Company Status.”

From time to time, some of our debt investments may include success fees that would generate payments to us if the business underlying such a debt investment is ultimately sold. Because the satisfaction of these success fees, and the ultimate payment of these fees, is uncertain, to date we have not recognized any of these success fees as income, either for financial accounting or tax purposes, until the time that the success fees have actually been paid. We have recently sought a determination from the IRS that it agrees with our tax treatment. If the IRS were to disagree with this approach, we would be required to accrue these amounts as investment company taxable income, including an immediate accrual of amounts related to success fees that were not accrued in prior periods. As a result, we would be required to distribute such amounts to our stockholders in order to maintain RIC status.

Changes in laws or regulations governing our operations, or changes in the interpretation thereof, and any failure by us to comply with laws or regulations governing our operations may adversely affect our business.

We and our portfolio companies are subject to regulation by laws at the local, state and federal levels. These laws and regulations, as well as their interpretation, may be changed from time to time. Accordingly, any change in these laws or regulations, or their interpretation, or any failure by us or our portfolio companies to comply with these laws or regulations may adversely affect our business. For additional information regarding the regulations to which we are subject, see “Material U.S. Federal Income Tax Considerations — Regulated Investment Company Status” and “Regulation as a Business Development Company.”

We are subject to restrictions that may discourage a change of control. Certain provisions contained in our articles of incorporation and Maryland law may prohibit or restrict a change of control and adversely impact the price of our shares.

Our Board of Directors is divided into three classes, with the term of the directors in each class expiring every third year. At each annual meeting of stockholders, the successors to the class of directors whose term expires at such meeting will be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. After election, a director may only be removed by our stockholders for cause. Election of directors for staggered terms with limited rights to remove directors makes it more difficult for a hostile bidder to acquire control of us. The existence of this provision may negatively impact the price of our securities and may discourage third-party bids to acquire our securities. This provision may reduce any premiums paid to stockholders in a change in control transaction.

Certain provisions of Maryland law applicable to us prohibit business combinations with:

- any person who beneficially owns 10% or more of the voting power of our common stock (an “interested stockholder”);
- an affiliate of ours who at any time within the two-year period prior to the date in question was an interested stockholder; or
- an affiliate of an interested stockholder.

These prohibitions last for five years after the most recent date on which the interested stockholder became an interested stockholder. Thereafter, any business combination with the interested stockholder must be recommended by our board of directors and approved by the affirmative vote of at least 80% of the votes entitled to be cast by holders of our outstanding shares of common stock and two-thirds of the votes entitled to be cast by holders of our common stock other than shares held by the interested stockholder. These requirements could have the effect of inhibiting a change in control even if a change in control were in our stockholders’ interest. These provisions of Maryland law do not apply, however, to business combinations that are approved or exempted by our Board of Directors prior to the time that someone becomes an interested stockholder.

Our articles of incorporation permit our Board of Directors to issue up to 50,000,000 shares of capital stock. In addition, our Board of Directors, without any action by our stockholders, may amend our articles of incorporation from time to time to increase or decrease the aggregate number of shares or the number of shares of any class or series of stock that we have authority to issue. Our Board of Directors may classify or reclassify any unissued common stock or preferred stock and establish the preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms or conditions of redemption of any such stock. Thus, our Board of Directors could authorize the issuance of senior common stock or preferred stock with terms and conditions that could have a priority as to distributions and amounts payable upon liquidation over the rights of the holders of our common stock. Senior Common Stock or Preferred stock could also have the effect of delaying, deferring or preventing a change in control of us, including an extraordinary transaction (such as a merger, tender offer or sale of all or substantially all of our assets) that might provide a premium price for holders of our common stock.

Risks Related to an Investment in Our Common Stock

We may experience fluctuations in our quarterly and annual operating results.

We may experience fluctuations in our quarterly and annual operating results due to a number of factors, including, among others, variations in our investment income, the interest rates payable on the debt securities we acquire, the default rates on such securities, the level of our expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the level of our expenses, the degree to which we encounter competition in our markets, and general economic conditions, including the impacts of inflation. The majority of our portfolio companies are in industries that are directly impacted by inflation, such as manufacturing and consumer goods and services. Our portfolio companies may not be able to pass on to customers increases in their costs of production which could greatly affect their operating results, impacting their ability to repay our loans. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future realized and unrealized losses and therefore reduce our net assets resulting from operations. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

There is a risk that you may not receive distributions.

Our current intention is to distribute at least 90% of our ordinary income and short-term capital gains to our stockholders on a quarterly basis by paying monthly distributions. On an annual basis, we intend to distribute net long-term capital gains, after giving effect to any prior year realized losses that are carried forward, by paying a one-time distribution. However, our Board of Directors may determine in certain cases to retain net realized long-term capital gains through a "deemed distribution" to supplement our equity capital and support the growth of our portfolio.

Distributions by us have included and may in the future include a return of capital.

Our Board of Directors declares monthly distributions based on estimates of net investment income for each fiscal year, which may differ, and in the past have differed, from actual results. Because our distributions are based on estimates of net investment income that may differ from actual results, future distributions payable to our stockholders may also include a return of capital. Moreover, to the extent that we distribute amounts that exceed our accumulated earnings and profits, these distributions constitute a return of capital. A return of capital represents a return of a stockholder's original investment in shares of our stock and should not be confused with a distribution from earnings and profits. Although return of capital distributions may not be taxable, such distributions may increase an investor's tax liability for capital gains upon the sale of our shares by reducing the investor's tax basis for such shares. Such returns of capital reduce our asset base and also adversely impact our ability to raise debt capital as a result of the leverage restrictions under the 1940 Act, which could have a material adverse impact on our ability to make new investments.

The market price of our shares may fluctuate significantly.

The trading price of our common stock may fluctuate substantially. The extreme volatility and disruption that have affected the capital and credit markets for over a year have reached unprecedented levels in recent months We have experienced greater than usual stock price volatility.

The market price and marketability of our shares may from time to time be significantly affected by numerous factors, including many over which we have no control and that may not be directly related to us. These factors include, but are not limited to, the following:

- general economic trends and other external factors;
- price and volume fluctuations in the stock market from time to time, which are often unrelated to the operating performance of particular companies;

- significant volatility in the market price and trading volume of shares of RICs, business development companies or other companies in our sector, which is not necessarily related to the operating performance of these companies;
- changes in regulatory policies or tax guidelines, particularly with respect to RICs or business development companies;
- loss of business development company status;
- loss of RIC status;
- changes in our earnings or variations in our operating results;
- changes in the value of our portfolio of investments;
- any shortfall in our revenue or net income or any increase in losses from levels expected by securities analysts;
- departure of key personnel;
- operating performance of companies comparable to us;
- short-selling pressure with respect to our shares or business development companies generally;
- the announcement of proposed, or completed, offerings of our securities, including a rights offering; and
- loss of a major funding source.

Fluctuations in the trading prices of our shares may adversely affect the liquidity of the trading market for our shares and, if we seek to raise capital through future equity financings, our ability to raise such equity capital.

The issuance of subscription rights to our existing stockholders may dilute the ownership and voting powers by existing stockholders in our common stock, dilute the net asset value of their shares and have a material adverse effect on the trading price of our common stock.

There are significant capital raising constraints applicable to us under the 1940 Act when our stock is trading below its net asset value per share. In the event that we issue subscription rights to our existing stockholders, there is a significant possibility that the rights offering will dilute the ownership interest and voting power of stockholders who do not fully exercise their subscription rights. Stockholders who do not fully exercise their subscription rights should expect that they will, upon completion of the rights offering, own a smaller proportional interest in the Company than would otherwise be the case if they fully exercised their subscription rights. In addition, because the subscription price of the rights offering is likely to be less than the Company's most recently determined net asset value per share, our stockholders are likely to experience an immediate dilution of the per share net asset value of their shares as a result of the offer. As a result of these factors, any future rights offerings of our common stock, or our announcement of our intention to conduct a rights offering, could have a material adverse impact on the trading price of our common stock.

Shares of closed-end investment companies frequently trade at a discount from net asset value.

Shares of closed-end investment companies frequently trade at a discount from net asset value. Since our inception, our common stock has at times traded above net asset value, and at times traded below net asset value. During the past year, our common stock has traded consistently, and at times significantly, below net asset value. Subsequent to September 30, 2010, our stock has traded at discounts of up to 7% of our net asset value as of September 30, 2010. This characteristic of shares of closed-end investment companies is separate and distinct from the risk that our net asset value per share will decline. As with any stock, the price of our shares will fluctuate with market conditions and other factors. If shares are sold, the price received may be more or less than the original investment. Whether investors will realize gains or losses upon the sale of our shares will not depend directly upon our net asset value, but will depend upon the market price of the shares at the time of sale. Since the market price of our shares will be affected by such factors as the relative demand for and supply of the shares in the market, general market and economic conditions and other factors beyond our control, we cannot predict whether the shares will trade at, below or above our net asset value. Under the 1940 Act, we are generally not able to issue additional shares of our common stock at a price below net asset value per share to purchasers other than our existing stockholders through a rights offering without first obtaining the approval of our stockholders and our independent directors. Additionally, at times when our stock is trading below its net asset value per share, our dividend yield may exceed the weighted average returns that we would expect to realize on new investments that would be made with the proceeds from the sale of such stock, making it unlikely that we would determine to issue additional shares in such circumstances. Thus, for as long as our common stock trades below net asset value we will be subject to significant constraints on our ability to raise capital through the issuance of common stock. Additionally, an extended period of time in which we are unable to raise capital may restrict our ability to grow and adversely impact our ability to increase or maintain our distributions.

Stockholders may incur dilution if we sell shares of our common stock in one or more offerings at prices below the then current net asset value per share of our common stock.

At our most recent annual meeting, our stockholders approved a proposal designed to allow us to access the capital markets in a way that we were previously unable to as a result of restrictions that, absent stockholder approval, apply to business development companies under the 1940 Act. Specifically, our stockholders approved a proposal that authorizes us to sell shares of our common stock below the then current net asset value per share of our common stock in one or more offerings for a period of one year. At the upcoming annual stockholders meeting scheduled for February 17, 2011, our stockholders will again be asked to vote in favor of renewing this proposal for another year. During the past year, our common stock has traded consistently, and at times significantly, below net asset value. Any decision to sell shares of our common stock below the then current net asset value per share of our common stock would be subject to the determination by our Board of Directors that such issuance is in our and our stockholders' best interests.

If we were to sell shares of our common stock below net asset value per share, such sales would result in an immediate dilution to the net asset value per share. This dilution would occur as a result of the sale of shares at a price below the then current net asset value per share of our common stock and a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. The greater the difference between the sale price and the net asset value per share at the time of the offering, the more significant the dilutive impact would be. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect, if any, cannot be currently predicted. However, if for example, we sold an additional 10% of our common stock at a 5% discount from net asset value, a stockholder who did not participate in that offering for its proportionate interest would suffer net asset value dilution of up to 0.5% or $5 per $1,000 of net asset value.

Other Risks

We could face losses and potential liability if intrusion, viruses or similar disruptions to our technology jeopardize our confidential information, whether through breach of our network security or otherwise.

Maintaining our network security is of critical importance because our systems store highly confidential financial models and portfolio company information. Although we have implemented, and will continue to implement, security measures, our technology platform is and will continue to be vulnerable to intrusion, computer viruses or similar disruptive problems caused by transmission from unauthorized users. The misappropriation of proprietary information could expose us to a risk of loss or litigation.

Terrorist attacks, acts of war, or national disasters may affect any market for our common stock, impact the businesses in which we invest, and harm our business, operating results, and financial conditions.

Terrorist acts, acts of war, or national disasters have created, and continue to create, economic and political uncertainties and have contributed to global economic instability. Future terrorist activities, military or security operations, or national disasters could further weaken the domestic/global economies and create additional uncertainties, which may negatively impact the businesses in which we invest directly or indirectly and, in turn, could have a material adverse impact on our business, operating results, and financial condition. Losses from terrorist attacks and national disasters are generally uninsurable.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

We do not own any real estate or other physical properties materially important to our operations. Gladstone Management Corporation is the current leaseholder of all properties in which we operate. We occupy these premises pursuant to our Advisory and Administration Agreements with our Adviser and Administrator, respectively. Our Adviser and Administrator are headquartered in McLean, Virginia and our Adviser also has operations in New York, New Jersey, Illinois, Connecticut, Texas and Georgia.

Item 3. *Legal Proceedings*

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us.

Item 4. *Removed and Reserved*

PART II

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

Our common stock is traded on the Nasdaq Global Select Market under the symbol "GLAD." The following table reflects, by quarter, the high and low closing prices per share of our common stock on the Nasdaq Global Select Market, the closing sale price as a percentage of net asset value ("NAV") and quarterly dividends declared per share for each fiscal quarter during the last two fiscal years. Amounts presented for each fiscal quarter of 2010 and 2009 represent the cumulative amount of the dividends declared for the months composing such quarter.

	Quarter Ended	NAV(1)	Closing Sales Price High	Closing Sales Price Low	Premium (Discount) of High to NAV(2)	Premium (Discount) of Low to NAV(2)	Declared Dividends
FY 2010	09/30/10	$11.85	$12.34	$10.30	4%	(13)%	$ 0.210
	06/30/10	11.81	13.94	10.09	18%	(15)%	0.210
	03/31/10	12.10	12.19	7.19	1%	(41)%	0.210
	12/31/09	11.92	9.49	7.50	(20)%	(37)%	0.210
FY 2009	09/30/09	11.81	10.40	7.17	(12)%	(39)%	0.210
	06/30/09	11.86	7.80	5.49	(34)%	(54)%	0.210
	03/31/09	12.10	10.28	5.01	(15)%	(59)%	0.420
	12/31/08	12.04	15.38	5.50	28%	(54)%	0.420

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low sales prices. The NAVs shown are based on outstanding shares at the end of each period.

(2) The premiums (discounts) set forth in these columns represent the high or low, as applicable, closing price per share for the relevant quarter minus the net asset value per share as of the end of such quarter, and therefore may not reflect the premium (discount) to net asset value per share on the date of the high and low closing prices.

As of November 18, 2010, there were approximately 70 stockholders of record of our common stock.

Distributions

We currently intend to distribute in the form of cash distributions a minimum of 90% of our ordinary income and short-term capital gains, if any, on a quarterly basis to our stockholders in the form of monthly distributions. We intend to distribute net long-term capital gains, after giving effect to any prior year realized losses that are carried forward, by paying a one-time distribution. However, our Board of Directors may determine in certain cases to retain net realized long-term capital gains through a "deemed distribution" to supplement our equity capital and support the growth of our portfolio.

Recent Sales of Unregistered Securities

There were no unregistered sales of securities during the fiscal year ended September 30, 2010.

Item 6. *Selected Financial Data*

The following tables summarize our consolidated selected financial data and other data. The consolidated selected financial data for the fiscal years ended September 30, 2010, 2009, 2008, 2007 and 2006 are derived from our audited consolidated financial statements. The other data included in the second table below is unaudited. The data should be read in conjunction with our consolidated financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this report.

CONSOLIDATED SELECTED FINANCIAL AND OTHER DATA

	Year Ended September 30, 2010	2009	2008	2007	2006
	(Dollar amounts in thousands, except per share and per unit data)				
Statement of Operations Data:					
Total Investment Income	$ 35,539	$ 42,618	$ 45,725	$ 36,687	$ 26,900
Total Expenses	$ 17,780	$ 21,587	$ 19,172	$ 14,426	$ 7,447
Net Investment Income	$ 17,759	$ 21,031	$ 26,553	$ 22,261	$ 19,351
Net Gain (Loss) on Investments, Derivative and Borrowings	$ (1,365)	$ (17,248)	$ (47,815)	$ (7,309)	$ 5,079
Net Increase (Decrease) in Net Assets Resulting from Operations	$ 16,394	$ 3,783	$ (21,262)	$ 14,952	$ 24,430
Per Share Data(1):					
Basic:	$ 0.78	$ 0.18	$ (1.08)	$ 1.13	$ 2.15
Diluted:	$ 0.78	$ 0.18	$ (1.08)	$ 1.13	$ 2.10
Cash Distributions Declared Per Share	$ 0.840	$ 1.260	$ 1.680	$ 1.680	$ 1.635
Statement of Assets and Liabilities Data:					
Total Assets	$ 270,518	$ 335,910	$ 425,698	$ 367,729	$ 225,783
Net Assets	$ 249,246	$ 249,076	$ 271,748	$ 220,959	$ 172,570
Net Asset Value Per Share	$ 11.85	$ 11.81	$ 12.89	$ 14.97	$ 14.02
Common Shares Outstanding	21,039,242	21,087,574	21,087,574	14,762,574	12,305,008

	Year Ended September 30,				
	2010	2009	2008	2007	2006
	(Dollar amounts in thousands, except per share and per unit data)				
Senior Securities Data:					
Borrowings under line of credit(2)	$ 17,940	$ 83,350	$ 151,030	$ 144,440	$ 49,993
Asset coverage ratio(3)(4)	1,419%	396%	279%	252%	443%
Asset coverage per unit(4)	$ 14,187	$ 3,963	$ 2,792	$ 2,524	$ 4,435

(1) Per share data for net increase (decrease) in net assets resulting from operations is based on the weighted average common stock outstanding for both basic and diluted.

(2) See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for more information regarding our level of indebtedness.

(3) As a business development company, we are generally required to maintain a ratio of 200% of total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to total borrowings and guaranty commitments.

(4) Asset coverage ratio is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is the asset coverage ratio expressed in terms of dollar amounts per one thousand dollars of indebtedness.

	Year Ended September 30,				
	2010	2009	2008	2007	2006
Other Unaudited Data:					
Number of Portfolio Companies at Year End	39	48	63	56	32
Principal Amount of Loan Originations	$ 23,245	$ 24,911	$ 176,550	$ 261,700	$ 135,955
Principal Amount of Loan Repayments and Investments Sold	$ 85,634	$ 96,693	$ 70,482	$ 121,818	$ 124,010
Weighted Average Yield on Investments(1):	9.88%	9.82%	10.00%	11.22%	12.08%
Total Return(2)	37.46%	(30.94)%	(13.90)%	(4.40)%	5.21%

(1) Weighted average yield on investments equals interest income on investments divided by the annualized weighted average investment balance throughout the year.

(2) Total return equals the increase (decrease) of the ending market value over the beginning market value plus monthly distributions divided by the monthly beginning market value.

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations (dollar amounts in thousands, unless otherwise indicated)***

The following analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the notes thereto contained elsewhere in this Form 10-K.

OVERVIEW

General

We were incorporated under the General Corporation Laws of the State of Maryland on May 30, 2001. Our investment objective is to achieve a high level of current income by investing in debt securities, consisting primarily of senior notes, senior subordinated notes and junior subordinated notes, of established private businesses that are substantially owned by leveraged buyout funds, individual investors or are family-owned businesses, with a particular focus on senior notes. In addition, we may acquire from other funds existing loans that meet this profile. We also seek to provide our stockholders with long-term capital growth through the appreciation in the value of warrants or other equity instruments that we may receive when we make loans.

We operate as a closed-end, non-diversified management investment company, and have elected to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). In addition, for tax purposes we have elected to be treated as a regulated investment company ("RIC") under the Internal Revenue Code of 1986, as amended (the "Code").

We seek to invest in small and medium-sized private U.S. businesses that meet certain criteria, including some but not all of the following: the potential for growth in cash flow, adequate assets for loan collateral, experienced management teams with a significant ownership interest in the borrower, profitable operations based on the borrower's cash flow, reasonable capitalization of the borrower (usually by leveraged buyout funds or venture capital funds) and the potential to realize appreciation and gain liquidity in our equity position, if any. We anticipate that liquidity in our equity position will be achieved through a merger or acquisition of the borrower, a public offering of the borrower's stock or by exercising our right to require the borrower to repurchase our warrants, though there can be no assurance that we will always have these rights. We lend to borrowers that need funds to finance growth, restructure their balance sheets or effect a change of control.

Business Environment

While economic conditions generally appear to be improving somewhat, we remain cautious about a long-term economic recovery. The recent recession generally, and the disruptions in the capital markets in particular, have decreased liquidity and increased our cost of debt and equity capital, where available. The longer these uncertain conditions persist, the greater the probability that these factors could continue to increase our costs of, and significantly limit our access to, debt and equity capital and, thus, have an adverse effect on our operations and financial results. Many of our portfolio companies, as well as those that we evaluate for investment, are impacted by these economic conditions, and if these conditions persist, it may affect their ability to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering. While these conditions are challenging, we have observed an increase in the number of opportunities for new investments consistent with our investing strategy of providing senior term loans to small and medium-sized companies.

Challenges in the current market are intensified for us by certain regulatory limitations under the Code and the 1940 Act, as well as contractual restrictions under the agreement governing our credit facility that further constrain our ability to access the capital markets. To maintain our qualification as a RIC, we must satisfy, among other requirements, an annual distribution requirement to pay out at least 90% of our ordinary income and short-term capital gains to our stockholders on an annual basis. Because we are required to distribute our income in this manner, and because the illiquidity of many of our investments makes it difficult for us to finance new investments through the sale of current investments, our ability to make new investments is highly dependent upon external financing. Our external financing sources include the issuance of equity securities, debt securities or other leverage such as borrowings under our line of credit. Our ability to seek external debt financing, to the extent that it is available under current market conditions, is further subject to the asset coverage limitations of the 1940 Act, which require us to have at least a 200% asset coverage ratio, meaning generally that for every dollar of debt, we must have two dollars of assets.

Market conditions have affected the trading price of our common stock and our ability to finance new investments through the issuance of equity. When our stock is trading below net asset value ("NAV") per share, as it has consistently traded for more than a year, our ability to issue equity is constrained by provisions of the 1940 Act which generally prohibit the issuance and sale of our common stock below NAV per share without stockholder approval other than through sales to our then-existing stockholders pursuant to a rights offering. At our annual meeting of stockholders held on February 18, 2010, stockholders approved a proposal which authorizes us to sell shares of our common stock at a price below our then current NAV per share for a period of one year from the date of approval, provided that our Board of Directors makes certain determinations prior to any such sale. On November 19, 2010, the closing market price of our common stock was $11.50, a 3% discount to our September 30, 2010 NAV per share. At the upcoming annual stockholders meeting scheduled for February 17, 2011, our stockholders will again be asked to vote in favor of renewing this proposal for another year.

The unstable economic conditions may also continue to decrease the value of collateral securing some of our loans, as well as the value of our equity investments, which has impacted and may continue to impact our ability to borrow under our credit facility. Additionally, our credit facility contains covenants regarding the maintenance of certain minimum net worth requirements which are affected by the decrease in value of our portfolio. Failure to meet these requirements would result in a default which, if we are unable to obtain a waiver from our lenders, would result in the acceleration of our repayment obligations under our credit facility. As of September 30, 2010, we were in compliance with all of the facility covenants.

We expect that, given these regulatory and contractual constraints in combination with current market conditions, debt and equity capital may be costly or difficult for us to access. However, we believe that our entry into a new $127,000 credit facility with a two-year term (discussed in detail further below in Financing Highlights) increases our ability to make new investments consistent with our strategy of making conservative investments in businesses that we believe will weather the current economic conditions and will be likely to produce attractive long-term returns for our stockholders.

Syndicated Loan Valuations

In monitoring the market activity during the year ended September 30, 2010, we noted market conditions indicating continued liquidity and a better functioning secondary market for syndicated loans. Therefore, in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, and following our valuation procedures which specify the use of third-party indicative bid quotes for valuing syndicated loans where there is a liquid public market for those loans and market pricing quotes are readily available, third-party bid quotes were used to value the syndicated loans as of September 30, 2010. While there is some liquidity in the public market, other factors exist that cause us to believe that the third-party indicative bid quotes are not representative of Level 2 inputs.

Investment Highlights

Purchases: During the year ended September 30, 2010, we extended $10,580 of investments to three new portfolio companies and $12,665 of investments to existing portfolio companies through revolver draws or the additions of new term notes, for total investments of $23,245.

Repayments: During the year ended September 30, 2010, eight borrowers made unscheduled full payoffs of $58,731, one borrower made an unscheduled partial payoff of $950 and we experienced contractual amortization, revolver repayments and some principal payments received ahead of schedule for an aggregate of $22,885, for total principal repayments of $82,566.

Sales: During the year ended September 30, 2010, we sold three syndicated loans (which resulted in our exit from three portfolio companies) for an aggregate of $3,119 in net proceeds. In addition, we wrote off our investment in Western Directories, which had a cost basis of $2,865.

Since our initial public offering in August 2001, we have made 268 different loans to, or investments in, 129 companies for a total of approximately $972,350, before giving effect to principal repayments on investments and divestitures.

Financing Highlights

On March 15, 2010, through our wholly-owned subsidiary, Gladstone Business Loan, LLC (“Business Loan”), we entered into a fourth amended and restated credit agreement, which provides for a $127,000 revolving line of credit arranged by Key Equipment Finance Inc. as administrative agent (the “Credit Facility”). Branch Banking and Trust Company and ING Capital LLC also joined the Credit Facility as committed lenders. Subject to certain terms and conditions, the Credit Facility may be expanded up to $202 million through the addition of other committed lenders to the facility. The Credit Facility matures on March 15, 2012, and, if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable one year thereafter on March 15, 2013. Advances under the Credit Facility initially bore interest at the 30-day LIBOR (subject to a minimum rate of 2%), plus 4.5% per annum, with a commitment fee of 0.5% per annum on undrawn amounts. However, on November 22, 2010 (the "Amendment Date"), we amended our Credit Facility such that advances bear interest at the 30-day LIBOR (subject to a minimum rate of 1.5%), plus 3.75% per annum, with a commitment fee of 0.5% per annum on undrawn amounts when the facility is drawn more than 50% and 1.0% per annum on undrawn amounts when the facility is drawn less than 50%.

In addition to the annual interest rate on borrowings outstanding , under the terms of the Credit Facility prior to the Amendment Date, we were obligated to pay an annual minimum earnings shortfall fee to the committed lenders on March 15, 2011, which was calculated as the difference between the weighted average of borrowings outstanding under the Credit Facility and 50% of the commitment amount of the Credit Facility, multiplied by 4.5% per annum, less commitment fees paid during the year. However, as a result of the amendment to the Credit Facility, we are no longer obligated to pay an annual minimum earnings shortfall fee. As of September 30, 2010, we had accrued approximately $590 in minimum earnings shortfall fees. On the Amendment Date, we paid a $665 fee.

During the year ended September 30, 2010, we elected to apply ASC 825, "Financial Instruments," specifically to our Credit Facility, which requires us to apply a fair value methodology to the Credit Facility as of September 30, 2010. The Credit Facility was fair valued at $17,940 as of September 30, 2010.

Investment Strategy

Our strategy is to make loans at favorable interest rates to small and medium-sized businesses. Our loans typically range from $5 million to $20 million, although this investment size may vary proportionately as the size of our capital base changes, generally mature in no more than seven years and accrue interest at fixed or variable rates. Because the majority of our portfolio loans consist of term debt of private companies that typically cannot or will not expend the resources to have their debt securities rated by a credit rating agency, we expect that most, if not all, of the debt securities we acquire will be unrated. We cannot accurately predict what ratings these loans might receive if they were rated, and thus cannot determine whether or not they could be considered "investment grade" quality.

Some of our loans may contain a provision that calls for some portion of the interest payments to be deferred and added to the principal balance so that the interest is paid, together with the principal, at maturity. This form of deferred interest is often called "paid in kind" ("PIK") interest and, when earned, we record PIK interest as interest income and add the PIK interest to the principal balance of the loans. We seek to avoid PIK interest with all potential investments under review. As of September 30, 2010, one investment bore PIK interest.

To the extent possible, our loans generally are collateralized by a security interest in the borrower's assets. Interest payments are generally made monthly or quarterly (except to the extent of any PIK interest) with amortization of principal generally being deferred for several years. The principal amount of the loans and any accrued but unpaid interest generally become due at maturity at five to seven years. When we receive a warrant to purchase stock in a borrower in connection with a loan, the warrant will typically have an exercise price equal to the fair value of the portfolio company's common stock at the time of the loan and entitle us to purchase a modest percentage of the borrower's stock.

Original issue discount ("OID") arises when we extend a loan and receive an equity interest in the borrower at the same time. To the extent that the price paid for the equity is not at market value, we must allocate part of the price paid for the loan, to the value of the equity. Then the amount allocated to the equity, the OID, must be amortized over the life of the loan. As with PIK interest, the amortization of OID also produces income that must be recognized for purposes of satisfying the distribution requirements for a RIC under Subchapter M of the Code, whereas the cash is received, if at all, when the equity instrument is sold. We seek to avoid OID with all potential investments under review. As of September 30, 2010, we had four loans with OID income.

In addition, as a BDC under the 1940 Act, we are required to make available significant managerial assistance to our portfolio companies. Our investment adviser, Gladstone Management Corporation (the "Adviser") provides these services on our behalf through its officers who are also our officers. Currently, neither we nor our Adviser charges a fee for managerial assistance, however, if our Adviser does receive fees for managerial assistance, our Adviser will credit the managerial assistance fees to the base management fee due from us to our Adviser.

Our Adviser receives fees for the other services it provides to our portfolio companies. These other fees are typically non-recurring, are recognized as revenue when earned and are generally paid directly to our Adviser by the borrower or potential borrower upon the closing of the investment. The services our Adviser provides to our portfolio companies vary by investment, but generally include a broad array of services, such as investment banking services, arranging bank and equity financing, structuring financing from multiple lenders and investors, reviewing existing credit facilities, restructuring existing investments, raising equity and debt capital from other investors, turnaround management, merger and acquisition services and recruiting new management personnel. When our Adviser receives fees for these services, 50% of certain of those fees are credited against the base management fee that we pay to our Adviser. Any services of this nature subsequent to closing would typically generate a separate fee at the time of completion.

Our Adviser also receives fees for monitoring and reviewing portfolio company investments. These fees are recurring and are generally paid annually or quarterly in advance to our Adviser throughout the life of the investment. Fees of this nature are recorded as revenue by our Adviser when earned and are not credited against the base management fee.

We may receive fees for the origination and closing services we provide to portfolio companies through our Adviser. These fees are paid directly to us and are recognized as revenue upon closing of the originated investment and are reported as fee income in the consolidated statements of operations.

Prior to making an investment, we ordinarily enter into a non-binding term sheet with the potential borrower. These non-binding term sheets are generally subject to a number of conditions, including, but not limited to, the satisfactory completion of our due diligence investigations of the potential borrower's business, reaching agreement on the legal documentation for the loan, and the receipt of all necessary consents. Upon execution of the non-binding term sheet, the potential borrower generally pays the Adviser a non-refundable fee for services rendered by the Adviser through the date of the non-binding term sheet. These fees are received by the Adviser and are offset against the base management fee payable to the Adviser, which has the effect of reducing our expenses to the extent of any such fees received by the Adviser.

In the event that we expend significant effort in considering and negotiating a potential investment that ultimately is not consummated, we generally will seek reimbursement from the proposed borrower for our reasonable expenses incurred in connection with the transaction, including legal fees. Any amounts collected for expenses incurred by the Adviser in connection with unconsummated investments will be reimbursed to the Adviser. Amounts collected for these expenses incurred by us will be reimbursed to us and will be recognized in the period in which such reimbursement is received, however, there can be no guarantee that we will be successful in collecting any such reimbursements.

Our Adviser and Administrator

Our Adviser is led by a management team which has extensive experience in our lines of business. Our Adviser is controlled by David Gladstone, our chairman and chief executive officer. Mr. Gladstone is also the chairman and chief executive officer of our Adviser. Terry Lee Brubaker, our vice chairman, chief operating officer, secretary and director, is a member of the board of directors of our Adviser and its vice chairman and chief operating officer, George Stelljes III, our president, chief investment officer and director, is a member of the board of directors of our Adviser and its president and chief investment officer. Gladstone Administration, LLC (the "Administrator"), an affiliate of our Adviser, employs our chief financial officer, chief compliance officer, internal counsel, treasurer and their respective staffs.

Our Adviser and Administrator also provide investment advisory and administrative services to our affiliates, Gladstone Commercial Corporation, a publicly traded real estate investment trust; Gladstone Investment Corporation, a publicly traded business development company; and Gladstone Land Corporation, a private agricultural real estate company. With the exception of our chief financial officer, all of our executive officers serve as either directors or executive officers, or both, of our Adviser, our Administrator, Gladstone Commercial Corporation and Gladstone Investment Corporation. In the future, our Adviser may provide investment advisory and administrative services to other funds, both public and private, of which it is the sponsor.

Investment Advisory and Management Agreement

Under the amended and restated investment advisory agreement ("Advisory Agreement"), we pay our Adviser an annual base management fee of 2% of our average gross assets, which is defined as total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the two most recently completed calendar quarters and appropriately adjusted for any share issuances or repurchases during the current calendar quarter.

We also pay our Adviser a two-part incentive fee under the Advisory Agreement. The first part of the incentive fee is an income-based incentive fee which rewards our Adviser if our quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets (the "hurdle rate"). The second part of the incentive fee is a capital gains-based incentive fee that is determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date), and equals 20% of our realized capital gains as of the end of the fiscal year. In determining the capital gains-based incentive fee payable to our Adviser, we will calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since our inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in our portfolio. The Adviser did not earn the capital gains-based portion of the incentive fee for the fiscal year ended September 30, 2010.

We pay our direct expenses including, but not limited to, directors' fees, legal and accounting fees, stockholder related expenses, and directors and officers insurance under the Advisory Agreement.

Beginning in April 2006, our Board of Directors has accepted from the Adviser, unconditional and irrevocable voluntarily waivers on a quarterly basis to reduce the annual 2.0% base management fee on senior syndicated loans to 0.5% to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations. In addition to the base management and incentive fees under the Advisory Agreement, 50% of certain fees received by the Adviser from our portfolio companies are credited against the investment advisory fee and paid to the Adviser.

The Adviser services our loan portfolio pursuant to a loan servicing agreement with Business in return for a 1.5% annual fee, based on the monthly aggregate outstanding loan balance of the loans pledged under our credit facility. All fees received by the Adviser from Business Loan are credited toward the 2% base management fee.

Administration Agreement

We have entered into an administration agreement with our Administrator (the "Administration Agreement"), whereby we pay separately for administrative services. The Administration Agreement provides for payments equal to our allocable portion of the Administrator's overhead expenses in performing its obligations under the Administration Agreement including, but not limited to, rent and our allocable portion of the salaries and benefits expenses of our chief financial officer, chief compliance officer, internal counsel, treasurer and their respective staffs. Our allocable portion of expenses is derived by multiplying our Administrator's total expenses by the percentage of our average assets (the total assets at the beginning of each quarter) in comparison to the average total assets of all companies managed by our Adviser under similar agreements. On July 7, 2010, our Board of Directors approved the renewal of this Administration Agreement through August 31, 2011. We expect that the Board of Directors will consider a further one year renewal in July 2011.

RESULTS OF OPERATIONS

COMPARISON OF THE FISCAL YEARS ENDED SEPTEMBER 30, 2010 AND 2009

A comparison of our operating results for the fiscal years ended September 30, 2010 and 2009 is below:

	For the Year Ended September 30,			
	2010	2009	$ Change	% Change
INVESTMENT INCOME				
Interest income				
Non-Control/Non-Affiliate investments	$ 29,938	$ 40,747	$ (10,809)	(26.5)%
Control investments	2,645	933	1,712	183.5%
Cash	1	11	(10)	(90.9)%
Notes receivable from employees	437	468	(31)	(6.6)%
Total interest income	33,021	42,159	(9,138)	(21.7)%
Other income	2,518	459	2,059	448.6%
Total investment income	35,539	42,618	(7,079)	(16.6)%
EXPENSES				
Loan servicing fee (Refer to Note 4)	3,412	5,620	(2,208)	(39.3)%
Base management fee (Refer to Note 4)	2,673	2,005	668	33.3%
Incentive fee (Refer to Note 4)	1,823	3,326	(1,503)	(45.2)%
Administration fee (Refer to Note 4)	807	872	(65)	(7.5)%
Interest expense	4,390	7,949	(3,559)	(44.8)%
Amortization of deferred financing fees	1,490	2,778	(1,288)	(46.4)%
Professional fees	2,101	1,586	515	32.5%
Compensation expense (Refer to Note 4)	245	—	245	NM
Other expenses	1,259	1,131	128	11.3%
Expenses before credit from Adviser	18,200	25,267	(7,067)	(28.0)%
Credit to fees from Adviser (Refer to Note 4)	(420)	(3,680)	3,260	(88.6)%
Total expenses net of credit to credits to fees	17,780	21,587	(3,807)	(17.6)%
NET INVESTMENT INCOME	17,759	21,031	(3,272)	(15.6)%
REALIZED AND UNREALIZED LOSS ON:				
Net realized loss on investments	(2,893)	(26,411)	23,518	(89.0)%
Net unrealized appreciation on investments	2,317	9,513	(7,196)	(75.6)%
Realized loss on settlement of derivative	—	(304)	304	(100.0)%
Net unrealized appreciation on derivative	—	304	(304)	(100.0)%
Net unrealized appreciation on borrowings under line of credit	(789)	(350)	(439)	NM
Net loss on investments, derivative and borrowings under line of credit	(1,365)	(17,248)	15,883	(92.1)%
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	$ 16,394	$ 3,783	$ 12,611	333.4%

NM = Not Meaningful

Investment Income

Investment income for the year ended September 30, 2010 was $35,539 as compared to $42,618 for the year ended September 30, 2009. Interest income from our aggregate investment portfolio decreased for the year ended September 30, 2010 as compared to the prior year. The level of interest income from investments is directly related to the balance, at cost, of the interest-bearing investment portfolio outstanding during the year multiplied by the weighted average yield. The weighted average yield varies from year to year based on the current stated interest rate on interest-bearing investments and the amounts of loans for which interest is not accruing. Interest income from our investments decreased primarily due to the overall reduction in the cost basis of our investments, resulting primarily from the exit of 12 investments during the year ended September 30, 2010. The annualized weighted average yield on our portfolio was 9.9% for the year ended September 30, 2010 as compared to 9.8% for the prior year. As of September 30, 2010, six investments were on non-accrual, for an aggregate of approximately $29,926 at cost, or 10.0% of the aggregate cost of our investment portfolio and as of September 30, 2009, five investments were on non-accrual, for an aggregate of approximately $10,022 at cost, or 2.8% of the aggregate cost of our investment portfolio.

Interest income from Non-Control/Non-Affiliate investments decreased for the year ended September 30, 2010 as compared to the prior year, primarily from an overall decrease in the aggregate cost basis of our Non-Control/Non-Affiliate investments during the year.

Interest income from Control investments increased for the year ended September 30, 2010 as compared to the prior year. The increase was attributable to the Control investments (mainly Defiance and Midwest Metal) held for the entire year ended September 30, 2010, where those same investments were held for only a portion of the year ended September 30, 2009.

Interest income from invested cash was nominal for the years ended September 30, 2010 and 2009.

Interest income from loans to employees, in connection with the exercise of employee stock options, decreased slightly for the year ended September 30, 2010 as compared to the prior year due to principal payments on the employee loans during the year ended September 30, 2010. In addition, during the year ended September 30, 2010, $515 of an employee stock option loan to a former employee of the Adviser was transferred from notes receivable — employees to other assets in connection with the termination of her employment with the Adviser and the later amendment of the loan. The interest on the loan from the time the employee stopped working for the Adviser is included in other income on the accompanying consolidated statement of operations.

Other income increased for the year ended September 30, 2010 as compared to the prior year. Other income includes success fees as well as prepayment fees received upon the full repayment of certain loan investments ahead of contractual maturity and prepayment fees received upon the early unscheduled principal repayments, which was based on a percentage of the outstanding principal amount of the loan at the date of prepayment. Success fees earned during the year ended September 30, 2010 totaled $1,866, which we received from ActivStyle, Anitox, Doe & Ingalls, Saunders, Northern Contours, Tulsa Welding and Visual Edge. Success fees earned during the year ended September 30, 2009 totaled $387, which we received from ActivStyle, Interfilm and It’s Just Lunch.

The following table lists the investment income for the five largest portfolio companies during the respective years:

Year Ended September 30, 2010

Company	Investment Income	% of Total
Sunshine Media	$ 3,254	9.3%
Reliable Biopharma	3,003	8.6%
Westlake Hardware	2,940	8.4%
Midwest Metal (Clinton)#	2,127	6.1%
Winchester	1,589	4.5%
Subtotal	**$ 12,913**	**36.9%**
Other companies	22,036	63.1%
Total income from investments*	**$ 34,949**	**100.0%**

Year Ended September 30, 2009

Company	Investment Income	% of Total
Sunshine Media	$ 3,352	8.0%
Reliable Biopharma	3,073	7.3%
Westlake Hardware	2,417	5.7%
Clinton Holdings	1,888	4.5%
VantaCore	1,696	4.0%
Subtotal	**$ 12,426**	**29.5%**
Other companies	29,711	70.5%
Total income from investments*	**$ 42,137**	**100.0%**

\# During the year ended September 30, 2010 Clinton Holdings was restructured as Midwest Metal.

* Includes interest and other income from Non-Control and Control investments.

Operating Expenses

Operating expenses, net of credits from the Adviser for fees earned and voluntary irrevocable and unconditional waivers to the base management and incentive fees, decreased for the year ended September 30, 2010 as compared to the prior year. This reduction was primarily due to a decrease in interest expense and amortization of deferred financing fees incurred in connection with the Credit Facility, which were partially offset by an increase in professional fees.

Loan servicing fees decreased for the year ended September 30, 2010 as compared to the prior year. These fees were incurred in connection with a loan servicing agreement between Business Loan and our Adviser, which is based on the size and mix of the portfolio. The decrease was primarily due to the reduction in the size of our investment portfolio. Due to voluntary, irrevocable and unconditional waivers in place during these years, senior syndicated loans incurred a 0.5% annual fee, whereas proprietary loans incurred a 1.5% annual fee. All of these fees were reduced against the amount of the base management fee due to our Adviser.

Base management fee (which is net of loan servicing fees) increased for the year ended September 30, 2010 as compared to the prior year. However, the gross management fee (consisting of the loan servicing fees plus the base management fee) decreased from the prior year as shown below:

	Year Ended	
	September 30, 2010	September 30, 2009
Loan servicing fee	$ 3,412	$ 5,620
Base management fee	2,673	2,005
Gross management fee	$ 6,085	$ 7,625

Gross management fee decreased due to fewer total assets held during the year ended September 30, 2010. The base management fee is computed quarterly as described under “Investment Advisory and Management Agreement” in Note 4 of the notes to the accompanying consolidated financial statements, and is summarized in the table below:

	Year Ended	
	September 30, 2010	September 30, 2009
Base management fee(1)	$ 2,673	$ 2,005
Credit for fees received by Adviser from the portfolio companies	(213)	(89)
Fee reduction for the voluntary, irrevocable and unconditional waiver of 2% fee on senior syndicated loans to 0.5%(2)	(42)	(265)
Net base management fee	$ 2,418	$ 1,651

(1) Base management fee is net of loan servicing fees per the terms of the Advisory Agreement.

(2) The board of our Adviser voluntarily, irrevocably and unconditionally waived on a quarterly basis the annual 2% base management fee to 0.5% for senior syndicated loan participations for the years ended September 30, 2010 and 2009. Fees waived cannot be recouped by the Adviser in the future.

Incentive fee decreased for the year ended September 30, 2010 as compared to the prior year. The board of our Adviser voluntarily, irrevocably and unconditionally waived a portion of the incentive fee for the year ended September 30, 2010 and the entire incentive fee for the year ended September 30, 2009. The incentive fee and associated credits are summarized in the table below:

	Year Ended	
	September 30, 2010	September 30, 2009
Incentive fee	$ 1,823	$ 3,326
Credit from voluntary, irrevocable and unconditional waiver issued by Adviser's board of directors	(165)	(3,326)
Net incentive fee	$ 1,658	$ —

Administration fee decreased for the year ended September 30, 2010 as compared to the prior year, due to a decrease of administration staff and related expenses, as well as a decrease in our total assets in comparison to the total assets of all companies managed by our Adviser under similar agreements. The calculation of the administration fee is described in detail under "Investment Advisory and Management Agreement" in Note 4 of the notes to the accompanying consolidated financial statements.

Interest expense decreased for the year ended September 30, 2010 as compared to the prior year due primarily to decreased borrowings under our line of credit during the year ended September 30, 2010. The balance for the year ended September 30, 2010 included $590 of the minimum earnings shortfall fee that was accrued as of September 30, 2010.

Amortization of deferred financing fees decreased for the year ended September 30, 2010 as compared to the prior year due to significant one-time costs related to the termination of our prior credit facility and transition to the Credit Facility, resulting in increased amortization of deferred financing fees during the year ended September 30, 2009 as compared to the year ended September 30, 2010.

Compensation expense increased for the year ended September 30, 2010 as compared to the prior year due to the conversion of stock option loans of two former employees from recourse to non-recourse loans. The conversions were non-cash transactions and were accounted for as repurchases of the shares previously received by the employees upon exercise of the stock options in exchange for the non-recourse notes. The repurchases were accounted for as treasury stock transactions at the fair value of the shares, totaling $420. Since the value of the stock option loans totaled $665, we recorded compensation expense of $245.

Other operating expenses (including professional fees, stockholder related costs, director's fees, insurance and other direct expenses) increased for the year ended September 30, 2010 as compared to the prior year, due primarily to legal fees incurred in connection with certain portfolio loans during the year ended September 30, 2010 and an increase in the provision for uncollectible receivables from portfolio companies.

Realized Loss and Unrealized Appreciation (Depreciation) on Investments

Realized Losses

For the year ended September 30, 2010, we recorded a net realized loss on investments of $2,893, which consisted of $4,259 of losses from three syndicated loan sales (Gold Toe, Kinetek and Wesco), the Western Directories write-off, and the CCS payoff, offset by a $1,366 gain from the ACE Expediters payoff. For the year ended September 30, 2009, we recorded a net realized loss on investments of $26,411, which consisted of $15,029 of losses from the sale of several syndicated loans and one non-syndicated loan, a $9,409 write-off of the Badanco loan, and a $2,000 write-off of a portion of the Greatwide second lien syndicated loan, partially offset by a $27 gain from the Country Road payoff.

Unrealized Appreciation (Depreciation)

Net unrealized appreciation (depreciation) on investments is the net change in the fair value of our investment portfolio during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains and losses are actually realized. The net unrealized appreciation for the years ended September 30, 2010 and 2009 consisted of the following:

	Year Ended	
	September 30, 2010	September 30, 2009
Reversal of previously recorded unrealized depreciation upon realization of losses	$ 6,411	$ 24,531
Appreciation from Control investments	1,098	1,564
Depreciation from Non-Control/Non-Affiliate investments	(5,192)	(16,582)
Net unrealized appreciation on investments	$ 2,317	$ 9,513

The primary driver of our net unrealized appreciation for the years ended September 30, 2010 and 2009 was the reversal of previously recorded unrealized depreciation on our exited investments. Our Control investments also experienced unrealized appreciation due to an increase in certain comparable multiples. However, our Non-Control investments experienced unrealized depreciation, which was due primarily to a reduction in certain comparable multiples and the performance of some of our portfolio companies used to estimate the fair value of our investments. Although our investment portfolio appreciated during the year ended September 30, 2010, our entire portfolio was fair valued at 86% of cost as of September 30, 2010. The cumulative unrealized depreciation of our investments does not have an impact on our current ability to pay distributions to stockholders; however, it may be an indication of future realized losses, which could ultimately reduce our income available for distribution.

Realized Loss and Unrealized Appreciation on Derivative

For the year ended September 30, 2009, we realized a loss of $304 due to the expiration of the interest rate cap in February 2009. In addition, we recorded unrealized appreciation on derivative of $304, which resulted from the reversal of previously recorded unrealized depreciation when the loss was realized during the year.

Net Unrealized Appreciation on Borrowings under Line of Credit

Net unrealized appreciation on borrowings under line of credit is the net change in the fair value of our line of credit borrowings during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains and losses are realized. The net unrealized appreciation on borrowings under line of credit for the years ended September 30, 2010 and 2009 were $789 and $350, respectively. We elected to apply ASC 825, "Financial Instruments," which requires that we apply a fair value methodology to the Credit Facility. We estimated the fair value of the Credit Facility using estimates of value provided by an independent third party and our own assumptions in the absence of observable market data, including estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. The Credit Facility was fair valued at $17,940 and $83,350 as of September 30, 2010 and 2009, respectively. As a result, we recorded unrealized appreciation of $789 and $350 for the years ended September 30, 2010 and 2009, respectively.

Net Increase in Net Assets from Operations

For the year ended September 30, 2010, we realized a net increase in net assets resulting from operations of $16,394 as a result of the factors discussed above. For the year ended September 30, 2009, we realized a net increase in net assets resulting from operations of $3,783. Our net increase in net assets resulting from operations per basic and diluted weighted average common share for the years ended September 30, 2010 and 2009 were $0.78 and $0.18, respectively.

COMPARISON OF THE FISCAL YEARS ENDED SEPTEMBER 30, 2009 AND 2008

A comparison of our operating results for the fiscal years ended September 30, 2009 and 2008 is below:

	For the Year Ended September 30,			
	2009	2008	$ Change	% Change
INVESTMENT INCOME				
Interest income				
Non-Control/Non-Affiliate investments	$ 40,747	$ 43,734	$ (2,987)	(6.8)%
Control investments	933	64	869	1,357.8%
Cash	11	335	(324)	(96.7)%
Notes receivable from employees	468	471	(3)	(0.6)%
Total interest income	42,159	44,604	(2,445)	(5.5)%
Other income	459	1,121	(662)	(59.1)%
Total investment income	42,618	45,725	(3,107)	(6.8)%
EXPENSES				
Loan servicing fee	5,620	6,117	(497)	(8.1)%
Base management fee	2,005	2,212	(207)	(9.4)%
Incentive fee	3,326	5,311	(1,985)	(37.4)%
Administration fee	872	985	(113)	(11.5)%
Interest expense	7,949	8,284	(335)	(4.0)%
Amortization of deferred financing fees	2,778	1,534	1,244	81.1%
Professional fees	1,586	911	675	74.1%
Other expenses	1,131	1,215	(84)	(6.9)%
Expenses before credit from Adviser	25,267	26,569	(1,302)	(4.9)%
Credit to base management and incentive fees from Adviser	(3,680)	(7,397)	3,717	(50.3)%
Total expenses net of credit to base management and incentive fees	21,587	19,172	2,415	12.6%
NET INVESTMENT INCOME	21,031	26,553	(5,522)	(20.8)%
REALIZED AND UNREALIZED GAIN (LOSS) ON:				
Net realized loss on investments	(26,411)	(787)	(25,624)	3,255.9%
Net unrealized appreciation (depreciation) on investments	9,513	(47,023)	56,536	(120.2)%
Realized (loss) gain on settlement of derivative	(304)	7	(311)	(4,442.9)%
Net unrealized appreciation (depreciation) on derivative	304	(12)	316	(2,633.3)%
Net unrealized appreciation on borrowings under line of credit	(350)	—	(350)	NM
Net loss on investments, derivative and borrowings under line of credit	(17,248)	(47,815)	30,567	(63.9)%
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	$ 3,783	$ (21,262)	25,045	(117.8)%

NM = Not Meaningful

Investment Income

Investment income for the year ended September 30, 2009 was $42,618 as compared to $45,725 for the year ended September 30, 2008. Interest income from our aggregate investment portfolio decreased for the year ended September 30, 2009 as compared to the prior year. The level of interest income from investments is directly related to the balance, at cost, of the interest-bearing investment portfolio outstanding during the year multiplied by the weighted average yield. The weighted average yield varies from year to year based on the current stated interest rate on interest-bearing investments and the amounts of loans for which interest is not accruing. Interest income from our investments decreased primarily due to the overall reduction in the cost basis of our investments, resulting primarily from the exit of 15 investments during the year ended September 30, 2009, as well as a slight decrease in the weighted average yield on our portfolio. The annualized weighted average yield on our portfolio was 9.8% for the year ended September 30, 2009 as compared to 10.0% for the prior year. As of September 30, 2009, five investments were on non-accrual, for an aggregate of approximately $10,022 at cost, or 2.8% of the aggregate cost of our investment portfolio and as of September 30, 2008, three investments were on non-accrual for an aggregate of approximately $13,098 at cost, or 2.8% of the aggregate cost of our investment portfolio.

Interest income from Non-Control/Non-Affiliate investments decreased for the year ended September 30, 2009 as compared to the prior year, primarily from an overall decrease in the aggregate cost basis of our Non-Control/Non-Affiliate investments during the year.

Interest income from Control investments increased for the year ended September 30, 2009 as compared to the prior year. The increase was attributable to four additional Control investments held during the year ended September 30, 2009, which were converted from Non-Control/Non-Affiliate investments.

Interest income from invested cash decreased for the year ended September 30, 2009 as compared to the prior year. Interest income came from the following sources:

	Year Ended	
	September 30, 2009	September 30, 2008
Interest earned on Gladstone Capital account(1)	$ —	$ 50
Interest earned on Business Loan custodial account(2)	10	199
Interest earned on Gladstone Financial account(3)	1	86
Total interest income from invested cash	$ 11	$ 335

(1) Interest earned on our Gladstone Capital account during the year ended September 30, 2008 resulted from proceeds received from the equity offerings completed during the fiscal year that were held in the account prior to being invested or used to pay down the line of credit.

(2) Interest earned on our Business Loan custodial account during the year ended September 30, 2008 resulted from large cash amounts held in the account prior to disbursement. During this fiscal year, we had $140,817 of originations to new portfolio companies.

(3) Interest earned on our Gladstone Financial account during the year ended September 30, 2008 resulted from the U.S. Treasury bill that was held with an original maturity of six months.

Interest income from loans to our employees, in connection with the exercise of employee stock options, decreased slightly for the year ended September 30, 2009 as compared to the prior year due to principal payments on the employee loans during the current year.

Other income decreased for the year ended September 30, 2009 as compared to the prior year. The income for the prior year consisted of prepayment penalty fees received upon the full repayment of certain loan investments ahead of contractual maturity and prepayment fees received upon the early unscheduled principal repayments, which was based on a percentage of the outstanding principal amount of the loan at the date of prepayment. In addition, the success fees earned during the year ended September 30, 2009 totaled $387, compared to $998 earned in the prior year. Success fees earned during the year ended September 30, 2009 resulted from refinancings by ActivStyle and It's Just Lunch and an amendment by Interfilm. Success fees earned during the year ended September 30, 2008 resulted from refinancings by Defiance and Westlake Hardware and a full repayment from Express Courier.

The following table lists the investment income for the five largest portfolio companies during the respective years:

Year Ended September 30, 2009

Company	Interest Income	% of Total
Sunshine Media	$ 3,377	8.0%
Reliable Biopharma	3,076	7.3%
Westlake Hardware	2,451	5.8%
Clinton Holdings	1,899	4.5%
VantaCore	1,705	4.0%
Subtotal	**$ 12,508**	**29.6%**
Other companies	29,629	70.4%
Total income from investments*	**$ 42,137**	**100.0%**

Year Ended September 30, 2008

Company	Interest Income	% of Total
Sunshine Media	$ 2,939	6.5%
Reliable Biopharma	2,871	6.4%
Westlake Hardware	2,860	6.4%
Clinton Holdings	1,903	4.2%
Winchester Electronics	1,401	3.1%
Subtotal	**$ 11,974**	**26.6%**
Other companies	32,945	73.4%
Total income from investments*	**$ 44,919**	**100.0%**

* Includes interest and other income from Non-Control and Control investments.

Operating Expenses

Operating expenses, net of credits from the Adviser for fees earned and voluntary irrevocable and unconditional waivers to the base management and incentive fees, increased for the year ended September 30, 2009 as compared to the prior year primarily due to an increase in professional fees and amortization of deferred financing fees incurred in connection with our previous credit facility with Deutsche Bank AG (the “DB Facility”) and a new credit facility.

Loan servicing fees decreased for the year ended September 30, 2009 as compared to the prior year. These fees were incurred in connection with a loan servicing agreement between Business Loan and our Adviser, which is based on the size and mix of the portfolio. The decrease was primarily due to the reduction in the size of our investment portfolio. Due to voluntary, irrevocable and unconditional waivers in place during these years, senior syndicated loans incurred a 0.5% annual fee, whereas proprietary loans incurred a 1.5% annual fee. All of these fees were reduced against the amount of the base management fee due to our Adviser.

Base management fee decreased for the year ended September 30, 2009 as compared to the prior year, which is reflective of fewer total assets held during the year ended September 30, 2009. Furthermore, due to the liquidation of the majority of our syndicated loans, the credit received against the gross base management fee for investments in syndicated loans has also been reduced. The base management fee is computed quarterly as described under “Investment Advisory and Management Agreement” in Note 4 to the accompanying consolidated financial statements, and is summarized in the table below:

	Year Ended	
	September 30, 2009	September 30, 2008
Base management fee(1)	$ 2,005	$ 2,212
Credit for fees received by Adviser from the portfolio companies	(89)	(1,678)
Fee reduction for the voluntary, irrevocable and unconditional waiver of 2% fee on senior syndicated loans to 0.5%(2)	(265)	(408)
Net base management fee	$ 1,651	$ 126

(1) Base management fee is net of loan servicing fees per the terms of the Advisory Agreement.

(2) The board of our Adviser voluntarily, irrevocably and unconditionally waived on a quarterly basis the annual 2% base management fee to 0.5% for senior syndicated loan participations for the years ended September 30, 2009 and 2008. Fees waived cannot be recouped by the Adviser in the future.

Incentive fee decreased for the year ended September 30, 2009 as compared to the prior year. The board of our Adviser voluntarily, irrevocably and unconditionally waived on a quarterly basis the entire incentive fee for each quarter of the years ended September 30, 2009 and 2008. The incentive fee and associated credits are summarized in the table below:

	Year Ended	
	September 30, 2009	September 30, 2008
Incentive fee	$ 3,326	$ 5,311
Credit from voluntary, irrevocable and unconditional waiver issued by Adviser’s board of directors	(3,326)	(5,311)
Net incentive fee	$ —	$ —

Administration fee decreased for the year ended September 30, 2009 as compared to the prior year, due to a decrease of administration staff and related expenses, as well as a decrease in our total assets in comparison to the total assets of all companies managed by our Adviser under similar agreements. The calculation of the administrative fee is described in detail under “Investment Advisory and Management Agreement” in Note 4 of the notes to the accompanying consolidated financial statements.

Interest expense decreased for the year ended September 30, 2009 as compared to the prior year due primarily to decreased borrowings under our line of credit during the year ended September 30, 2009, partially offset by a higher weighted average annual interest cost, which is determined by using the annual stated interest rate plus commitment and other fees, plus the amortization of deferred financing fees dividend by the weighted average debt outstanding.

Other operating expenses (including deferred financing fees, stockholder related costs, directors’ fees, insurance and other expenses) increased over the prior year driven by amortization of additional fees incurred with amending the DB Facility and our entry into a new credit facility and legal fees incurred in connection with troubled loans during the year ended September 30, 2009.

Realized Loss and Unrealized Appreciation (Depreciation) on Investments

Realized Losses

The realized loss for the year ended September 30, 2009 consisted of a $15,029 loss from the sale of several syndicated loans and one non-syndicated loan, a $9,409 write-off of the Badanco loan, and a $2,000 write-off of a portion of the Greatwide second lien syndicated loan, partially offset by a $27 gain from the Country Road payoff. Net realized loss on investments during the year ended September 30, 2008 resulted from the partial sale of the senior subordinated term loan of Greatwide Logistics, as well as the unamortized investment acquisition costs related to the Anitox and Macfadden loans, which were repaid in full during the year.

Unrealized Appreciation (Depreciation)

Net unrealized appreciation (depreciation) on investments is the net change in the fair value of our investment portfolio during the year, including the reversal of previously recorded unrealized appreciation or depreciation when gains and losses are realized. The net unrealized appreciation (depreciation) for the years ended September 30, 2009 and 2008 were $9,513 and ($47,023), respectively.

The primary drivers of our net unrealized appreciation for the year ended September 30, 2009 were the reversal of previously recorded unrealized depreciation on our exited investments ($24,531) and the unrealized appreciation of our Control investments ($1,564), offset by unrealized depreciation of our Non-Control investments ($16,582). Our Non-Control investments experienced unrealized depreciation, which was due primarily to a reduction in certain comparable multiples and the performance of some of our portfolio companies used to estimate the fair value of our investments. For the year ended September 30, 2008, the unrealized depreciation resulted from the fair value decrease in our investments, most notably LocalTel, Greatwide, U.S. Healthcare and Visual Edge. We believe that our investment portfolio was valued at a depreciated value due primarily to the general instability of the loan markets and, to a lesser extent, the use of a modified valuation procedure for our non-control/non-affiliate investments. Consistent with the Board's ongoing review and analysis of appropriate valuation procedures, and in consideration of the fair value measurements of ASC 820 adopted on October 1, 2008, the Board of Directors modified our valuation procedure so that the debt portion of bundled investments in non-controlled companies is based on opinions of value provided by Standard & Poor's Securities Evaluations, Inc. ("SPSE"). This change in valuation estimate accounted for $2,887, or 6.1%, of the net unrealized depreciation for the year ended September 30, 2008.

Although our investment portfolio had depreciation, our entire portfolio was fair valued at 88% of cost as of September 30, 2009. The cumulative unrealized depreciation of our investments does not have an impact on our current ability to pay distributions to stockholders; however, it may be an indication of future realized losses, which could ultimately reduce our income available for distribution.

Realized and Unrealized (Loss) Gain on Derivative

For the year ended September 30, 2009, we recorded a realized loss the settlement of our derivative of $304, due to the expiration of our interest rate cap agreement in February 2009. In addition, we recorded net unrealized appreciation on derivative of $304, which resulted from the reversal of previously recorded unrealized depreciation when the loss was realized. We did not receive any interest rate cap agreement payments during the period from October 2008 through February 2009 as a result of the one-month LIBOR having a downward trend. During the year ended September 30, 2008, we received interest rate cap agreement payments of only $7 as a result of the one-month LIBOR having a downward trend. We received payments when the one-month LIBOR was over 5%. In addition, we recorded net unrealized depreciation of $12, due to a decrease in the fair market value of our interest rate cap agreement.

Net Unrealized Appreciation on Borrowings under Line of Credit

Unrealized appreciation on borrowings under line of credit is the net change in the fair value of our line of credit borrowings during the year, including the reversal of previously recorded unrealized appreciation or depreciation when gains and losses are realized. During the year ended September 30, 2009, we elected to apply ASC 825, "Financial Instruments," which requires that we apply a fair value methodology to the credit facility. We estimated the fair value of the credit facility using estimates of value provided by an independent third party and our own assumptions in the absence of observable market data, including estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. The credit facility was fair valued at $83,350 as of September 30, 2009, and an unrealized appreciation of $350 was recorded for the year ended September 30, 2009.

Net Increase (Decrease) in Net Assets from Operations

For the year ended September 30, 2009, we realized a net increase in net assets resulting from operations of $3,783 as a result of the factors discussed above. For the year ended September 30, 2008, we realized a net decrease in net assets resulting from operations of $21,262. Our net increase (decrease) in net assets resulting from operations per basic and diluted weighted average common share for the years ended September 30, 2009 and 2008 were $0.18 and ($1.08), respectively.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Net cash provided by operating activities for the years ended September 30, 2010 and 2009 were $86,501 and $95,521, and consisted primarily of proceeds received from the principal payments received from existing investments, partially offset by the purchase of new investments. In contrast, net cash used in operating activities for the year ended September 30, 2008 was $80,218, and consisted of the purchase of new investments, partially offset by principal loan repayments.

As of September 30, 2010, we had investments in debt securities, or loans to or syndicated participations in 39 private companies with a cost basis totaling $298,216. As of September 30, 2009, we had investments in debt securities, or loans to or syndicated participations in 48 private companies with a cost basis totaling $364,393. The following table summarizes our total portfolio investment activity during the years ended September 30, 2010 and 2009:

	Year Ended September 30,	
	2010	2009
Beginning investment portfolio at fair value	$ 320,969	$ 407,933
New investments	23,245	24,911
Principal repayments (including repayment of PIK)	(82,566)	(47,490)
Proceeds from sales	(3,119)	(49,203)
Increase in investment balance due to PIK	53	166
Increase in investment balance due to rolled-over interest	529	1,455
Loan impairment / contra-investment	(715)	—
Net unrealized appreciation (depreciation)(1)	2,317	9,513
Net realized loss	(2,893)	(26,411)
Amortization of premiums and discounts	(711)	95
Ending investment portfolio at fair value	$ 257,109	$ 320,969

(1) Includes the reversal of unrealized depreciation due to investment exits for the years ended September 30, 2010 and 2009 of $6,411 and $24,835, respectively.

During the fiscal years ended September 30, 2010, 2009 and 2008, the following investment activity occurred during each quarter of the respective fiscal year:

Quarter Ended	New Investments(1)	Principal Repayments(2)	Proceeds from Sales/Exits(3)	Net Gain (Loss) on Disposal
September 30, 2010	$ 14,193	$ 25,615	$ —	$ —
June 30, 2010	2,171	18,482	—	(2,865)
March 31, 2010	4,817	23,065	337	892
December 31, 2009	2,064	15,404	2,782	(920)
Total fiscal year 2010	$ 23,245	$ 82,566	$ 3,119	$ (2,893)
September 30, 2009	$ 1,221	$ 4,071	$ 7,241	$ (12,086)
June 30, 2009	6,975	15,439	39,750	(10,594)
March 31, 2009	8,013	13,053	—	(2,000)
December 31, 2008	8,702	14,927	2,212	(1,731)
Total fiscal year 2009	$ 24,911	$ 47,490	$ 49,203	$ (26,411)
September 30, 2008	$ 39,048	$ 21,381	$ 1,299	$ (701)
June 30, 2008	43,678	40,755	—	(86)
March 31, 2008	20,483	3,000	—	—
December 31, 2007	73,341	4,047	—	—
Total fiscal year 2008	$ 176,550	$ 69,183	$ 1,299	$ (787)

(1) New Investments:

Quarter Ended	New Investments Companies	New Investments Investments	Disbursements to Existing Portfolio Companies	Total Disbursements
September 30, 2010	1(a)	$ 10,000	$ 4,193	$ 14,193
June 30, 2010	1(b)	400	1,771	2,171
March 31, 2010	—	—	4,817	4,817
December 31, 2009	1(c)	180	1,884	2,064
Total fiscal year 2010	3	$ 10,580	$ 12,665	$ 23,245
September 30, 2009	—	$ —	$ 1,221	$ 1,221
June 30, 2009	—	—	6,975	6,975
March 31, 2009	—	—	8,013	8,013
December 31, 2008	—	—	8,702	8,702
Total fiscal year 2009	—	$ —	$ 24,911	$ 24,911
September 30, 2008	3(d)	$ 33,375	$ 5,673	$ 39,048
June 30, 2008	3(e)	35,750	7,928	43,678
March 31, 2008	1(f)	13,700	6,783	20,483
December 31, 2007	5(g)	57,992	15,349	73,341
Total fiscal year 2008	12	$ 140,817	$ 35,733	$ 176,550

(a) Airvana Network Solutions

(b) FedCap Partners

(c) Northstar Broadband

(d) AKQA, VantaCore and Tulsa Welding School

(e) Saunders, Legend and BAS Broadcasting

(f) ACE Expediters

(g) Interfilm, Reliable, Lindmark, GS Maritime and GFRC

(2) Principal Repayments *(including repayment of PIK previously applied to principal balance)*:

Quarter Ended	Number of Companies Fully Exited	Unscheduled Principal Repayments(*)	Scheduled Principal Repayments	Total Principal Repayments	Net Gain on Sale/Exit(#)
September 30, 2010	2(a)	$ 14,135	$ 11,480	$ 25,615	$ —
June 30, 2010	1(b)	13,590	4,892	18,482	—
March 31, 2010	4(c)	18,902	4,163	23,065	1,055
December 31, 2009	1(d)	13,054	2,350	15,404	—
Total fiscal year 2010	8	$ 59,681	$ 22,885	$ 82,566	$ 1,055
September 30, 2009	—	$ —	$ 4,071	$ 4,071	$ —
June 30, 2009	1(e)	10,449	4,990	15,439	—
March 31, 2009	—(f)	7,813	5,240	13,053	—
December 31, 2008	2(g)	6,966	7,961	14,927	—
Total fiscal year 2009	3	$ 25,228	$ 22,262	$ 47,490	$ —
September 30, 2008	2(h)	$ 12,797	$ 8,584	$ 21,381	$ —
June 30, 2008	3(i)	28,134	12,621	40,755	—
March 31, 2008	—(j)	500	2,500	3,000	—
December 31, 2007	—	—	4,047	4,047	—
Total fiscal year 2008	5	$ 41,431	$ 27,752	$ 69,183	$ —

(*) Includes principal payments due to excess cash flows, covenant violations, exits, refinancing, etc.

(#) Net gain on principal repayments of $1,055 plus the net loss on sales/exits of $3,948 (per footnote 3 below) equals net loss of $2,893, which is included on the consolidated statement of operations for the year ended September 30, 2010.

(a) Full payoff from Anitox and Doe and Ingalls

(b) Full payoff from VantaCore.

(c) Full payoff from ACE Expediters (which resulted in a gain on the warrants), ActivStyle, CCS and Visual Edge.

(d) Full payoff from Tulsa Welding and partial payoff from BAS Broadcasting senior term debt (last out tranche).

(e) Full payoff from Multi-Ag Media ($1,687), partial payoff from Saunders line of credit ($2,500) and refinancing from ActivStyle ($6,262).

(f) Refinancing from ACE Expediters and Sunburst media.

(g) Full payoff from Community Media and Country Road.

(h) Full payoff from Express Courier International and Meteor Holding.

(i) Full payoff from Macfadden Performing Arts, Reading Broadcasting and SCS ($25,074) and partial payoff from Anitox Senior Real Estate Term Debt ($3,060).

(j) Partial payoff from Risk Metrics Senior Subordinated Term Debt.

(3) Loan Sales / Exits:

Quarter Ended	Number of Companies Fully Exited	Proceeds Received	Position (Principal) Exited	Unamortized Loan Costs(*)	Net (Loss) Gain on Exit(#)
September 30, 2010	—	$ —	$ —	$ —	$ —
June 30, 2010	1(a)	—	(2,865)	—	(2,865)
March 31, 2010	1(b)	337	(500)	—	(163)
December 31, 2009	2(c)	2,782	(3,685)	(17)	(920)
Total fiscal year 2010	4	$ 3,119	$ (7,050)	$ (17)	$ (3,948)
September 30, 2009	3(d)	$ 7,241	$ (19,321)	$ (6)	$ (12,086)
June 30, 2009	8(e)	39,750	(52,295)	1,951	(10,594)
March 31, 2009	1(f)	—	(2,000)	—	(2,000)
December 31, 2008	—(g)	2,212	(3,950)	7	(1,731)
Total fiscal year 2009	12	$ 49,203	$ (77,566)	$ 1,952	$ (26,411)
September 30, 2008	—(h)	$ 1,299	$ (2,000)	$ —	$ (701)
June 30, 2008	—	—	—	(86)	(86)
March 31, 2008	—	—	—	—	—
December 31, 2007	—	—	—	—	—
Total fiscal year 2008	—	$ 1,299	$ (2,000)	$ (86)	$ (787)

(*) Includes balance of premiums, discounts and acquisition cost at time of exit.

(#) Net gain on principal repayments of $1,055 (per footnote 2 above) plus the net loss on sales/exits of $3,948 equals net loss of $2,893, which is included on the consolidated statement of operations for the year ended September 30, 2010.

(a) Write-off of Western Directories line of credit, preferred stock and common stock.

(b) Complete sale of Gold Toe senior subordinated syndicated loan.

(c) Complete sale of Kinetek senior term syndicated loan and Wesco Holdings senior subordinated syndicated loan.

(d) Full sale of CHG and John Henry syndicated loans, write-off of Badanco loan, and partial sale of Kinetek syndicated loan (senior subordinated debt).

(e) Full sale of 8 loans (7 syndicated and 1 non-syndicated) and partial sale of CHG, GTM and Wesco syndicated loans (senior term debt).

(f) Write-off of Greatwide syndicated loan (senior subordinated term debt).

(g) Partial sale of Greatwide Logistics syndicated loan (senior term debt).

(h) Partial sale of Greatwide Logistics syndicated loan (senior subordinated term debt).

The following table summarizes the contractual principal repayment and maturity of our investment portfolio by fiscal year, assuming no voluntary prepayments.

Fiscal Year Ending September 30,	Amount
2011	$ 59,575
2012	72,201
2013	124,496
2014	31,840
2015	6,850
Total Contractual Repayments	$ 294,962
Investments in equity securities	4,189
Unamortized premiums, discounts and investment acquisition costs on debt securities	(935)
Total	$ 298,216

Investing Activities

Net cash provided by investing activities for the fiscal year ended September 30, 2008 was $2,484 for the redemption of a U.S. Treasury Bill with an original maturity of six months. The U.S. Treasury Bill was purchased in 2007 with proceeds from our initial stock purchase in our wholly-owned subsidiary, Gladstone Financial Corporation (previously known as Gladstone SSBIC Corporation).

Financing Activities

Net cash used in financing activities for the fiscal year ended September 30, 2010 was $84,043 and mainly consisted of net payments on the Credit Facility of $91,100, distribution payments of $17,690 and financing fees of $1,525 associated with the Credit Facility, which was entered into on March 15, 2010.

Net cash used in financing activities for the fiscal year ended September 30, 2009 was $96,738 and mainly consisted of net payments on our line of credit of $68,030, distribution payments of $26,570 and financing fees of $2,103 associated with the Credit Facility which was entered into on May 15, 2009.

Net cash provided by financing activities for the fiscal year ended September 30, 2008 was $75,388 and mainly consisted of net borrowings on our line of credit of $6,590, proceeds of $105,374, net of offering costs, from the issuance of common stock and distribution payments of $33,379.

Distributions

In order to qualify as a RIC and to avoid corporate level tax on the income we distribute to our stockholders, we are required, under Subchapter M of the Code, to distribute at least 90% of our ordinary income and short-term capital gains to our stockholders on an annual basis. In accordance with these requirements, we declared and paid monthly cash dividends of $0.14 per common share for each month from October 2008 through March 2009 and $0.07 per common share for each month from April 2009 through September 2010. We declared and paid monthly cash dividends of $0.14 per common share during each month of the fiscal year ended September 30, 2008.

For the year ended September 30, 2010, our distribution payments were approximately $17,690. We declared these distributions based on our estimates of net investment income for the fiscal year. Our investment pace was slower than expected and, consequently, our net investment income was lower than our original estimates. A portion of the distributions declared during fiscal 2010 is expected to be treated as a return of capital to our stockholders.

Section 19(a) Disclosure

Our Board of Directors estimates the source of the distributions at the time of their declaration as required by Section 19(a) of the 1940 Act. On a monthly basis, if required under Section 19(a), we post a

Section 19(a) notice through the Depository Trust Company's Legal Notice System ("LENS") and also send to our registered stockholders a written Section 19(a) notice along with the payment of dividends for any payment which includes a dividend estimated to be paid from any other source other than net investment income. The estimates of the source of the distribution are interim estimates based on GAAP that are subject to revision, and the exact character of the distributions for tax purposes cannot be determined until the final books and records are finalized for the calendar year. Following the calendar year end, after definitive information has been determined by us, if we have made distributions of taxable income (or return of capital), we will deliver a Form 1099-DIV to our stockholders specifying such amount and the tax characterization of such amount. Therefore, these estimates are made solely in order to comply with the requirements of Section 19(a) of the 1940 Act and should not be relied upon for tax reporting or any other purposes and could differ significantly from the actual character of distributions for tax purposes.

The following GAAP estimates were made by the Board of Directors during the quarter ended September 30, 2010:

Month Ended	Ordinary Income	Return of Capital*	Total Dividend
July 31, 2010	$ 0.068	$ 0.002	$ 0.070
August 31, 2010	0.069	0.001	0.070
September 30, 2010	0.069	0.001	0.070

Because our Board of Directors declares dividends at the beginning of a quarter, it is difficult to estimate how much of our monthly dividends and distributions, based on GAAP, will come from ordinary income, capital gains and returns of capital. Subsequent to the quarter ended September 30, 2010, the following corrections were made to the above listed estimates for that quarter:

Month Ended	Ordinary Income	Return of Capital*	Total Dividend
July 31, 3010	$ 0.094	$ (0.024)	$ 0.070
August 31, 2010	0.070	0.000	0.070
September 30, 2010	0.046	0.024	0.070

* A positive number under Return of Capital indicates a return of capital was estimated whereas a negative number indicates that a surplus of income above the distribution was estimated.

Tax Information for the Year Ended September 30, 2010

We are providing this information as required by the Internal Revenue Code. The amounts shown may differ from those elsewhere in this report because of differences between tax and financial reporting requirements.

Our distributions to stockholders included $0 from long-term capital gains, subject to the 15% rate gains category.

For taxable non-corporate stockholders, none of our income represents qualified dividend income subject to the 15% rate category. For corporatestockholders, none of our income qualifies for the dividends received deduction.

Issuance of Equity

On October 20, 2009, we filed a registration statement on Form N-2 with the SEC, which was declared effective on January 28, 2010. The registration statement permits us to issue, through one or more transactions, up to an aggregate of $300 million in securities, consisting of common stock, senior common stock, preferred stock, subscription rights, debt securities and warrants to purchase common stock, or a combination of these securities.

We anticipate issuing equity securities to obtain additional capital in the future. However, we cannot determine the terms of any future equity issuances or whether we will be able to issue equity on terms favorable to us, or at all. Additionally, when our common stock is trading below NAV, as it has consistently traded for most of the last 18 months, we will have regulatory constraints under the 1940 Act on our ability to obtain additional capital in this manner. Generally, the 1940 Act provides that we may not issue and sell our common stock at a price below our NAV per share, other than to our then existing stockholders pursuant to a rights offering, without first obtaining approval from our stockholders and our independent directors. As of September 30, 2010, our NAV per share was $11.85 and as of November 19, 2010 our closing market price was $11.50 per share. To the extent that our common stock trades at a market price below our NAV per share, we will generally be precluded from raising equity capital through public offerings of our common stock, other than pursuant to stockholder approval or a rights offering. The asset coverage requirement of a BDC under the 1940 Act effectively limits our ratio of debt to equity to 1:1. To the extent that we are unable to raise capital through the issuance of equity, our ability to raise capital through the issuance of debt may also be inhibited to the extent of our regulatory debt to equity ratio limits.

At our Annual Meeting of Stockholders held on February 18, 2010, our stockholders approved a proposal that authorizes us to sell shares of our common stock at a price below our then current NAV per share for a period of one year, provided that our Board of Directors makes certain determinations prior to any such sale. We have not issued any common stock since February 2008.

On May 17, 2010, we and our Adviser entered into an equity distribution agreement (the “Equity Agreement”) with BB&T Capital Markets, a division of Scott & Stringfellow, LLC (the “Agent”) under which we may, from time to time, issue and sell through the Agent up to 2,000,000 shares of our common stock (the “Shares”) based upon instructions from us. Sales of Shares through the Agent, if any, will be executed by means of either ordinary brokers’ transactions on the Nasdaq Global Select Market or such other sales of the Shares as shall be agreed by us and the Agent. The compensation payable to the Agent for sales of Shares with respect to which the Agent acts as sales agent shall be equal to 2% of the gross sales price of the Shares for amounts of Shares sold pursuant to the Equity Agreement. To date, we have not issued any Shares pursuant to the Equity Agreement.

Revolving Credit Facility

On March 15, 2010, we entered into a fourth amended and restated credit agreement which currently provides for a $127,000 revolving line of credit. Advances under the Credit Facility initially bore interest at the 30-day LIBOR (subject to a minimum rate of 2.0%), plus 4.5% per annum, with a commitment fee of 0.5% per annum on undrawn amounts. However, on November 2010 (the “Amendment Date”), we amended our Credit Facility such that advances bear interest at the 30-day LIBOR (subject to a minimum rate of 1.5%), plus 3.75% per annum, with a commitment fee of 0.5% per annum on undrawn amounts when the facility is drawn more than 50% and 1.0% per annum on undrawn amounts when the facility is drawn less than 50%. Subject to certain terms and conditions, the Credit Facility may be expanded up to $202,000 through the addition of other committed lenders to the facility. As of September 30, 2010, there was a cost basis of approximately $16,800 of borrowings outstanding under the Credit Facility at an average interest rate of 6.5%. As of November 19, 2010, there was a cost basis of approximately $19,600 of borrowings outstanding. We expect that the Credit Facility will allow us to increase the rate of our investment activity and grow the size of our investment portfolio. Available borrowings are subject to various constraints imposed under the Credit Facility, based on the aggregate loan balance pledged by us. Interest is payable monthly during the term of the Credit Facility. The Credit Facility matures on March 15, 2012, and, if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable on March 15, 2013. In addition, if the Credit Facility is not renewed on or before March 15, 2012, we will be required to use all principal collections from our loans to pay outstanding principal on the Credit Facility.

In addition to the annual interest rate on borrowings outstanding, under the terms of the Credit Facility prior to the Amendment Date, we were obligated to pay an annual minimum earnings shortfall fee to the committed lenders on March 15, 2011, which was calculated as the difference between the weighted average of borrowings outstanding under the Credit Facility and 50% of the commitment amount of the Credit Facility, multiplied by 4.5% per annum, less commitment fees paid during the year. As of September 30, 2010, we had accrued approximately $590 in minimum earnings shortfall fees. However, as a result of the amendment to the

Credit Facility, we are no longer obligated to pay an annual minimum earnings shortfall fee. On the Amendment Date, we paid a $665 fee.

The Credit Facility contains covenants that require Business Loan to maintain its status as a separate entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions) and restrict material changes to our credit and collection policies. The facility requires a minimum of 20 obligors in the borrowing base and also limits payments of distributions. As of September 30, 2010, we had 23 obligors and we were in compliance with all of the facility covenants.

Contractual Obligations and Off-Balance Sheet Arrangements

As of September 30, 2010, we had a commitment to purchase a $3,000 syndicated loan, which closed subsequent to September 30, 2010. In addition, we have certain lines of credit with our portfolio companies that have not been fully drawn. Since these lines of credit have expiration dates and we expect many will never be fully drawn, the total line of credit commitment amounts do not necessarily represent future cash requirements. We estimate the fair value of these unused lines of credit commitments as of September 30, 2010 and 2009 to be nominal.

In July 2009, we executed a guaranty of a line of credit agreement between Comerica Bank and Defiance Integrated Technologies, Inc. ("Defiance"), one of our Control investments. If Defiance has a payment default, the guaranty is callable once the bank has reduced its claim by using commercially reasonable efforts to collect through disposition of the Defiance collateral. The guaranty is limited to $250 plus interest on that amount accrued from the date demand payment is made under the guaranty, and all costs incurred by the bank in its collection efforts. As of September 30, 2010, we had not been required to make any payments on the guaranty of the line of credit agreement and we consider the credit risk to be remote.

In accordance with GAAP, the unused portions of the lines of credit commitments are not recorded on the accompanying consolidated statements of assets and liabilities. The following table summarizes the nominal dollar balance of unused line of credit commitments and guarantees as of September 30, 2010 and 2009:

	As of September 30,	
	2010	2009
Unused lines of credit	$9,304	$14,055
Guarantees	250	250

The following table shows our contractual obligations as of September 30, 2010:

	Payments Due by Period				
Contractual Obligations(1)	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years	Total
Line of credit(2)	—	$17,940	—	—	$17,940

(1) Excludes the unused commitments to extend credit to our portfolio companies of $9,304, as discussed above.

(2) Borrowings under the Credit Facility are listed, at fair value, based on the contractual maturity due to the revolving nature of the facility.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported consolidated amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the years reported. Actual results could materially differ from those estimates. Actual results could differ materially from those estimates. We have identified our investment valuation process, which was modified during the year ended September 30, 2010, as our most critical accounting policy.

Investment Valuation

The most significant estimate inherent in the preparation of our consolidated financial statements is the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded.

General Valuation Policy: We value our investments in accordance with the requirements of the 1940 Act. As discussed more fully below, we value securities for which market quotations are readily available and reliable at their market value. We value all other securities and assets at fair value as determined in good faith by our Board of Directors.

We adopted ASC 820 on October 1, 2008. In part, ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. ASC 820 provides a consistent definition of fair value that focuses on exit price in the principal, or most advantageous, market and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. ASC 820 also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

- *Level 1* — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- *Level 2* — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 inputs are in those markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers; and
- *Level 3* — inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those inputs that reflect our own assumptions that market participants would use to price the asset or liability based upon the best available information.

See Note 3, *"Investments"* in the accompanying notes to our consolidated financial statements included elsewhere in this report for additional information regarding fair value measurements and our adoption of ASC 820.

We use generally accepted valuation techniques to value our portfolio unless we have specific information about the value of an investment to determine otherwise. From time to time we may accept an appraisal of a business in which we hold securities. These appraisals are expensive and occur infrequently but provide a third-party valuation opinion that may differ in results, techniques and scopes used to value our investments. When these specific third-party appraisals are engaged or accepted, we would use estimates of value provided by such appraisals and our own assumptions including estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date to value the investment we have in that business.

In determining the value of our investments, our Adviser has established an investment valuation policy (the "Policy"). The Policy has been approved by our Board of Directors, and each quarter our Board of Directors reviews whether our Adviser has applied the Policy consistently and votes whether or not to accept the recommended valuation of our investment portfolio.

The Policy, which is summarized below, applies to the following categories of securities:

- Publicly-traded securities;
- Securities for which a limited market exists; and
- Securities for which no market exists.

Valuation Methods:

Publicly-traded securities: We determine the value of publicly-traded securities based on the closing price for the security on the exchange or securities market on which it is listed and primarily traded on the valuation date. To the extent that we own restricted securities that are not freely tradable, but for which a public market otherwise exists, we will use the market value of that security adjusted for any decrease in value resulting from the restrictive feature.

Securities for which a limited market exists: We value securities that are not traded on an established secondary securities market, but for which a limited market for the security exists, such as certain participations in, or assignments of, syndicated loans, at the quoted bid price. In valuing these assets, we assess trading activity in an asset class, evaluate variances in prices and other market insights to determine if any available quote prices are reliable. If we conclude that quotes based on active markets or trading activity may be relied upon, firm bid prices are requested; however, if a firm bid price is unavailable, we base the value of the security upon the indicative bid price offered by the respective originating syndication agent's trading desk, or secondary desk, on or near the valuation date. To the extent that we use the indicative bid price as a basis for valuing the security, our Adviser may take further steps to consider additional information to validate that price in accordance with the Policy.

In the event these limited markets become illiquid such that market prices are no longer readily available, we will value our syndicated loans using estimated net present values of the future cash flows or discounted cash flows. The use of a discounted cash flow ("DCF") methodology follows that prescribed by ASC 820, which provides guidance on the use of a reporting entity's own assumptions about future cash flows and risk-adjusted discount rates when relevant observable inputs, such as quotes in active markets, are not available. When relevant observable market data does not exist, the alternative outlined in ASC 820 is the use of valuing investments based on DCF. For the purposes of using DCF to provide fair value estimates, we consider multiple inputs such as a risk-adjusted discount rate that incorporates adjustments that market participants would make both for nonperformance and liquidity risks. As such, we develop a modified discount rate approach that incorporates risk premiums including, among others, increased probability of default, or higher loss given default, or increased liquidity risk. The DCF valuations applied to the syndicated loans provide an estimate of what we believe a market participant would pay to purchase a syndicated loan in an active market, thereby establishing a fair value. We will continue to apply the DCF methodology in illiquid markets until quoted prices are available or are deemed reliable based on trading activity.

As of September 30, 2010, we assessed trading activity in syndicated loan assets and determined that there had been a return to market liquidity and a better functioning secondary market for these assets. Thus, firm bid prices or indicative bid prices were used to fair value our remaining syndicated loans at September 30, 2010.

Securities for which no market exists: The valuation methodology for securities for which no market exists falls into three categories: (1) portfolio investments comprised solely of debt securities; (2) portfolio investments in controlled companies comprised of a bundle of securities, which can include debt and equity securities; and (3) portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and equity securities.

(1) *Portfolio investments comprised solely of debt securities:* Debt securities that are not publicly traded on an established securities market, or for which a limited market does not exist ("Non-Public Debt Securities"), and that are issued by portfolio companies where we have no equity or equity-like securities, are fair valued in accordance with the terms of the policy, which utilizes opinions of value submitted to us by SPSE. We may also submit PIK interest to SPSE for their evaluation when it is determined that PIK interest is likely to be received.

In the case of Non-Public Debt Securities, we have engaged SPSE to submit opinions of value for our debt securities that are issued by portfolio companies in which we own no equity, or equity-like securities. SPSE's opinions of value are based on the valuations prepared by our portfolio management team as described below. We request that SPSE also evaluate and assign values to success fees (conditional interest included in some loan securities) when we determine that there is reasonable probability of receiving a success fee on a given loan. SPSE will only evaluate the debt portion of our investments for which we specifically request evaluation, and may decline to make requested evaluations for any reason at its sole discretion. Upon completing our collection of data with respect to the investments (which may include the information described below under "— Credit Information," the risk ratings of the loans described below under "— Loan Grading and Risk Rating" and the factors described hereunder), this valuation data is forwarded to SPSE for review and analysis. SPSE makes its independent assessment of the data that we have assembled and assesses its independent data to form an opinion as to what they consider to be the market values for the securities. With regard to its work, SPSE has issued the following paragraph:

> SPSE provides evaluated price opinions which are reflective of what SPSE believes the bid side of the market would be for each loan after careful review and analysis of descriptive, market and credit information. Each price reflects SPSE's best judgment based upon careful examination of a variety of market factors. Because of fluctuation in the market and in other factors beyond its control, SPSE cannot guarantee these evaluations. The evaluations reflect the market prices, or estimates thereof, on the date specified. The prices are based on comparable market prices for similar securities. Market information has been obtained from reputable secondary market sources. Although these sources are considered reliable, SPSE cannot guarantee their accuracy.

SPSE opinions of value of our debt securities that are issued by portfolio companies where we have no equity or equity-like securities are submitted to our Board of Directors along with our Adviser's supplemental assessment and recommendation regarding valuation of each of these investments. Our Adviser generally accepts the opinion of value given by SPSE, however, in certain limited circumstances, such as when our Adviser may learn new information regarding an investment between the time of submission to SPSE and the date of the Board assessment our Adviser's conclusions as to value may differ from the opinion of value delivered by SPSE. Our Board of Directors then reviews whether our Adviser has followed its established procedures for determinations of fair value, and votes to accept or reject the recommended valuation of our investment portfolio. Our Adviser and our management recommended, and the Board of Directors voted to accept, the opinions of value delivered by SPSE on the loans in our portfolio as denoted on the Schedule of Investments included in our accompanying consolidated financial statements.

Because there is a delay between when we close an investment and when the investment can be evaluated by SPSE, new loans are not valued immediately by SPSE; rather, management makes its own determination about the value of these investments in accordance with our valuation policy using the methods described herein.

(2) *Portfolio investments in controlled companies comprised of a bundle of investments, which can include debt and equity securities:* The fair value of these investments is determined based on the total enterprise value of the portfolio company, or issuer, utilizing a liquidity waterfall approach. For Non-Public Debt Securities and equity or equity-like securities (e.g. preferred equity, common equity, or other equity-like securities) that are purchased together as part of a package, where we have control or could gain control through an option or warrant security, both the debt and equity securities of the portfolio investment would exit in the mergers and acquisitions market as the principal market, generally through a sale or recapitalization of the portfolio company. In accordance with ASC 820-10, we apply the in-use premise of value which assumes the debt and equity securities are sold together. Under this liquidity waterfall approach, we continue to use the enterprise value methodology utilizing a liquidity waterfall approach to determine the fair value of these investments under ASC 820-10 if we have the ability to initiate a sale of a portfolio company as of the measurement date. Under this approach, we first calculate the total enterprise value of the issuer by incorporating some or all of the following factors:

- the issuer's ability to make payments;
- the earnings of the issuer;
- recent sales to third parties of similar securities;

- the comparison to publicly traded securities; and
- discounted cash flow or other pertinent factors.

In gathering the sales to third parties of similar securities, we may reference industry statistics and use outside experts. Once we have estimated the total enterprise value of the issuer, we subtract the value of all the debt securities of the issuer; which are valued at the contractual principal balance. Fair values of these debt securities are discounted for any shortfall of total enterprise value over the total debt outstanding for the issuer. Once the values for all outstanding senior securities (which include the debt securities) have been subtracted from the total enterprise value of the issuer, the remaining amount, if any, is used to determine the value of the issuer's equity or equity-like securities. If, in our Adviser's judgment, the liquidity waterfall approach does not accurately reflect the value of the debt component, our Adviser may recommend that we use a valuation by SPSE or, if that is unavailable, a DCF valuation technique.

(3) *Portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and equity securities:* We value Non-Public Debt Securities that are purchased together with equity or equity-like securities from the same portfolio company, or issuer, for which we do not control or cannot gain control as of the measurement date, using a hypothetical secondary market as our principal market. In accordance with ASC 820-10, we determine the fair value of these debt securities of non-control investments assuming the sale of an individual debt security using the in-exchange premise of value. As such, we estimate the fair value of the debt component using estimates of value provided by SPSE and our own assumptions in the absence of observable market data, including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. Subsequent to June 30, 2009, for equity or equity-like securities of investments for which we do not control or cannot gain control as of the measurement date, we estimate the fair value of the equity using the in-exchange premise of value based on factors such as the overall value of the issuer, the relative fair value of other units of account including debt, or other relative value approaches. Consideration also is given to capital structure and other contractual obligations that may impact the fair value of the equity. Further, we may utilize comparable values of similar companies, recent investments and indices with similar structures and risk characteristics or our own assumptions in the absence of other observable market data and may also employ DCF valuation techniques.

(4) *Portfolio investments comprised of non-publicly traded non-control equity securities of other funds:* We value any uninvested capital of the non-control fund at par value and value any invested capital at the value provided by the non-control fund.

Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been obtained had a ready market for the securities existed, and the differences could be material. Additionally, changes in the market environment and other events that may occur over the life of the investments may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. There is no single standard for determining fair value in good faith, as fair value depends upon circumstances of each individual case. In general, fair value is the amount that we might reasonably expect to receive upon the current sale of the security in an arms-length transaction in the security's principal market.

Valuation Considerations: From time to time, depending on certain circumstances, the Adviser may use the following valuation considerations, including but not limited to:

- the nature and realizable value of the collateral;
- the portfolio company's earnings and cash flows and its ability to make payments on its obligations;
- the markets in which the portfolio company does business;
- the comparison to publicly traded companies; and
- DCF and other relevant factors.

Because such valuations, particularly valuations of private securities and private companies, are not susceptible to precise determination, may fluctuate over short periods of time, and may be based on estimates, our determinations of fair value may differ from the values that might have actually resulted had a readily available market for these securities been available.

Credit Information: Our Adviser monitors a wide variety of key credit statistics that provide information regarding our portfolio companies to help us assess credit quality and portfolio performance. We and our Adviser participate in the periodic board meetings of our portfolio companies in which we hold Control and Affiliate investments and also require them to provide annual audited and monthly unaudited financial statements. Using these statements or comparable information and board discussions, our Adviser calculates and evaluates the credit statistics.

Loan Grading and Risk Rating: As part of our valuation procedures above, we risk rate all of our investments in debt securities. For syndicated loans that have been rated by an NRSRO (as defined in Rule 2a-7 under the 1940 Act), we use the NRSRO's risk rating for such security. For all other debt securities, we use a proprietary risk rating system. Our risk rating system uses a scale of 0 to 10, with 10 being the lowest probability of default. This system is used to estimate the probability of default on debt securities and the probability of loss if there is a default. These types of systems are referred to as risk rating systems and are used by banks and rating agencies. The risk rating system covers both qualitative and quantitative aspects of the business and the securities we hold.

For the debt securities for which we do not use a third-party NRSRO risk rating, we seek to have our risk rating system mirror the risk rating systems of major risk rating organizations, such as those provided by an NRSRO. While we seek to mirror the NRSRO systems, we cannot provide any assurance that our risk rating system will provide the same risk rating as an NRSRO for these securities. The following chart is an estimate of the relationship of our risk rating system to the designations used by two NRSROs as they risk rate debt securities of major companies. Because our system rates debt securities of companies that are unrated by any NRSRO, there can be no assurance that the correlation to the NRSRO set out below is accurate. We believe our risk rating would be significantly higher than a typical NRSRO risk rating because the risk rating of the typical NRSRO is designed for larger businesses. However, our risk rating has been designed to risk rate the securities of smaller businesses that are not rated by a typical NRSRO. Therefore, when we use our risk rating on larger business securities, the risk rating is higher than a typical NRSRO rating. The primary difference between our risk rating and the rating of a typical NRSRO is that our risk rating uses more quantitative determinants and includes qualitative determinants that we believe are not used in the NRSRO rating. It is our understanding that most debt securities of medium-sized companies do not exceed the grade of BBB on an NRSRO scale, so there would be no debt securities in the middle market that would meet the definition of AAA, AA or A. Therefore, our scale begins with the designation 10 as the best risk rating which may be equivalent to a BBB from an NRSRO, however, no assurance can be given that a 10 on our scale is equal to a BBB on an NRSRO scale.

Company's System	**First NRSRO**	**Second NRSRO**	**Description(a)**
>10	Baa2	BBB	Probability of Default (PD) during the next ten years is 4% and the Expected Loss (EL) is 1% or less
10	Baa3	BBB-	PD is 5% and the EL is 1% to 2%
9	Ba1	BB+	PD is 10% and the EL is 2% to 3%
8	Ba2	BB	PD is 16% and the EL is 3% to 4%
7	Ba3	BB-	PD is 17.8% and the EL is 4% to 5%
6	B1	B+	PD is 22% and the EL is 5% to 6.5%
5	B2	B	PD is 25% and the EL is 6.5% to 8%
4	B3	B-	PD is 27% and the EL is 8% to 10%
3	Caa1	CCC+	PD is 30% and the EL is 10% to 13.3%
2	Caa2	CCC	PD is 35% and the EL is 13.3% to 16.7%
1	Caa3	CC	PD is 65% and the EL is 16.7% to 20%
<1	N/A	D	PD is 85% or there is a payment default and the EL is greater than 20%

(a) *The default rates set forth are for a ten year term debt security. If a debt security is less than ten years, then the probability of default is adjusted to a lower percentage for the shorter period, which may move the security higher on our risk rating scale.*

The above scale gives an indication of the probability of default and the magnitude of the loss if there is a default. Our policy is to stop accruing interest on an investment if we determine that interest is no longer collectible. As of September 30, 2010, two Non-Control/Non-Affiliate investments and four Control investments were on non-accrual. As of September 30, 2009, one Non-Control/Non-Affiliate investments and four Control investments were on non-accrual. Additionally, we do not risk rate our equity securities.

The following table lists the risk ratings for all non-syndicated loans in our portfolio at September 30, 2010 and 2009, representing approximately 94% and 96%, respectively, of all loans in our portfolio at the end of each year:

Rating	Sept. 30, 2010	Sept. 30, 2009
Highest	10.0	9.0
Average	6.1	7.1
Weighted Average	5.7	7.2
Lowest	1.0	3.0

The following table lists the risk ratings for all syndicated loans in our portfolio that were not rated by an NRSRO at September 30, 2010 and 2009, representing approximately 2% of all loans in our portfolio at the end of each year:

Rating	Sept. 30, 2010	Sept. 30, 2009
Highest	7.0	7.0
Average	7.0	7.0
Weighted Average	7.0	7.0
Lowest	7.0	7.0

For syndicated loans that are currently rated by an NRSRO, we risk rate such loans in accordance with the risk rating systems of major risk rating organizations, such as those provided by an NRSRO. The following table lists the risk ratings for all syndicated loans in our portfolio that were rated by an NRSRO at September 30, 2010 and 2009, representing approximately 4% and 2%, respectively, of all loans in our portfolio at the end of each year:

Rating	Sept. 30, 2010	Sept. 30, 2009
Highest	B+/B2	B-/B3
Average	B+/B2	CCC+/Caa1
Weighted Average	B+/B2	CCC+/Caa1
Lowest	B2	D/C

Tax Status

We intend to continue to qualify for treatment as a RIC under Subtitle A, Chapter 1 of Subchapter M of the Code. As a RIC, we are not subject to federal income tax on the portion of our taxable income and gains distributed to stockholders. To qualify as a RIC, we must meet certain source-of-income, asset diversification, and annual distribution requirements. Under the annual distribution requirement, we are required to distribute to stockholders at least 90% of our investment company taxable income, as defined by the Code. We have a policy to pay out as distributions up to 100% of that amount.

In an effort to avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year, an amount at least equal to the sum of (1) 98% of our ordinary income for the calendar year, (2) 98% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years.

Revenue Recognition

Interest Income Recognition

Interest income, adjusted for amortization of premiums and acquisition costs, the accretion of discounts and the amortization of amendment fees, is recorded on the accrual basis to the extent that such amounts are expected to be collected. Generally, when a loan becomes 90 days or more past due or if our qualitative assessment indicates that the debtor is unable to service its debt or other obligations, we will place the loan on non-accrual status and cease recognizing interest income on that loan until the borrower has demonstrated the ability and intent to pay contractual amounts due. However, we remain contractually entitled to this interest. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest are paid and, in management's judgment, are likely to remain current, or due to a restructuring such that the interest income is deemed to be collectible. As of September 30, 2010, two Non-Control/Non-Affiliate investments and four Control investments were on non-accrual with an aggregate cost basis of approximately $29,926 or 10.0% of the cost basis of all investments in our portfolio. As of September 30, 2009, one Non-Control/Non-Affiliate investment and four Control investments were on non-accrual with an aggregate cost basis of approximately $10,022 or 2.8% of the cost basis of all investments in our portfolio. Success fees are recorded upon receipt. Success fees are contractually due upon a change of control in a portfolio company and are recorded in Other income in our consolidated statements of operations.

Paid in Kind Interest and Original Issue Discount

One loan in our portfolio contains a PIK provision. The PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as interest income. To maintain our status as a RIC, this non-cash source of income must be paid out to stockholders in the form of distributions, even though we have not yet collected the cash. We recorded PIK income of $53, $166 and $58 for the years ended September 30, 2010, 2009 and 2008, respectively. We also transfer past due interest to the principal balance as stipulated in certain loan amendments with portfolio companies. For the years ended September 30, 2010, 2009 and 2008, we rolled over past due interest to the principal balance of $529, $1,455 and $0, respectively. In addition, we have four OID loans . For the years ended September 30, 2010, 2009 and 2008, we recorded OID income of $21, $206 and $29, respectively.

Recent Accounting Pronouncements

See Note 2, "Summary of Significant Accounting Policies" in the accompanying notes to our consolidated financial statements included elsewhere in this report for a description and our application of recent accounting pronouncements. Our adoption of these recent accounting pronouncements did not have a material effect on our financial position and results of operations.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk (dollar amounts in thousands, unless otherwise indicated)***

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. The prices of securities held by the us may decline in response to certain events, including those directly involving the companies whose securities are owned by us; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and interest rate fluctuations.

The primary risk we believe we are exposed to is interest rate risk. Because we borrow money to make investments, our net investment is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. We use a combination of debt and equity capital to finance our investing activities. We may use interest rate risk management techniques to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act. We have analyzed the potential impact of changes in interest rates on interest income net of interest expense.

While we expect that ultimately approximately 20% of the loans in our portfolio will be made at fixed rates, with approximately 80% made at variable rates, currently substantially all of our investment portfolio is at variable rates. As of September 30, 2010, our portfolio consisted of the following:

82%	variable rates with a floor
8%	variable rates without a floor or ceiling
10%	fixed rate
100%	total

All of our variable-rate loans have rates associated with either the current LIBOR or prime rate.

To illustrate the potential impact of changes in interest rates on our net increase in net assets resulting from operations, we have performed the following analysis, which assumes that our balance sheet remains constant and no further actions are taken to alter our existing interest rate sensitivity.

Basis Point Change	Increase (Decrease) in Interest Income	Increase (Decrease) in Interest Expense(a)	Net Increase (Decrease) in Net Assets Resulting from Operations
Up 200 basis points	$ 639	$ 43	$ 596
Up 100 basis points	246	—	246
Down 100 basis points	(128)	—	(128)
Down 200 basis points	(201)	—	(201)

(a) As of September 30, 2010, the LIBOR was 0.26%; since the Credit Facility interest rate was subject to a 2.0% floor, there is no impact from a 100 basis point increase or decrease.

Although management believes that this analysis is indicative of our existing interest rate sensitivity, it does not adjust for potential changes in credit quality, size and composition of our loan portfolio on the balance sheet and other business developments that could affect net increase in net assets resulting from operations. Accordingly, no assurances can be given that actual results would not differ materially from the results under this hypothetical analysis.

We may also experience risk associated with investing in securities of companies with foreign operations. We currently do not anticipate investing in debt or equity of foreign companies, however, some potential portfolio companies may have operations located outside the United States. These risks include, but are not limited to, fluctuations in foreign currency exchange rates, imposition of foreign taxes, changes in exportation regulations and political and social instability.

Item 8. ***Financial Statements and Supplementary Data***

Index to Consolidated Financial Statements

Report of Management on Internal Controls

To the Stockholders and Board of Directors of Gladstone Capital Corporation:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and include those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and the dispositions of our assets; (2) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, we assessed the effectiveness of our internal control over financial reporting as of September 30, 2010, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on its assessment, management has concluded that our internal control over financial reporting was effective as of September 30, 2010.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2010 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

November 22, 2010

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Gladstone Capital Corporation:

In our opinion, the accompanying consolidated statements of assets and liabilities, including the schedules of investments, and the related statements of operations, changes in net assets and cash flows present fairly, in all material respects, the financial position of Gladstone Capital Corporation and its subsidiaries (the “Company”) at September 30, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2010 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2010, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

/s/ PricewaterhouseCoopers LLP

McLean, VA
November 22, 2010

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES

	September 30, 2010	September 30, 2009
	(Dollar amounts in thousands, except per share data)	
ASSETS		
Non-Control/Non-Affiliate investments (Cost of $244,140 and $312,043, respectively)	$ 223,737	$ 286,997
Control investments (Cost of $54,076 and $52,350, respectively)	33,372	33,972
Total investments at fair value (Cost of $298,216 and $364,393, respectively)	257,109	320,969
Cash	7,734	5,276
Interest receivable — investments in debt securities	2,648	3,048
Interest receivable — employees (Refer to Note 4)	104	85
Due from custodian	255	3,059
Due from Adviser (Refer to Note 4)	—	69
Deferred financing fees	1,266	1,230
Prepaid assets	799	341
Receivables from portfolio companies, less allowance for uncollectible receivables of $322 and $0 at September 30, 2010 and 2009, respectively	289	1,528
Other assets	314	305
TOTAL ASSETS	$ 270,518	$ 335,910
LIABILITIES		
Accounts payable	$ —	$ 67
Interest payable	693	378
Fee due to Administrator (Refer to Note 4)	267	216
Fees due to Adviser (Refer to Note 4)	673	834
Borrowings under line of credit (Cost of $16,800 and $83,000, respectively)	17,940	83,350
Accrued expenses and deferred liabilities	1,426	1,800
Funds held in escrow	273	189
TOTAL LIABILITIES	21,272	86,834
COMMITMENTS AND CONTINGENCIES	—	—
NET ASSETS	$ 249,246	$ 249,076
ANALYSIS OF NET ASSETS		
Common stock, $0.001 par value, 50,000,000 shares authorized and 21,039,242 and 21,087,574 shares issued and outstanding at September 30, 2010 and 2009, respectively	$ 21	$ 21
Capital in excess of par value	326,935	328,203
Notes receivable — employees (Refer to Note 4)	(7,103)	(9,019)
Net unrealized depreciation on investments	(41,108)	(43,425)
Net unrealized appreciation on borrowings under line of credit	(1,140)	(350)
Overdistributed net investment income	(1,103)	—
Accumulated Net Realized Losses	(27,256)	(26,354)
TOTAL NET ASSETS	$ 249,246	$ 249,076
NET ASSETS PER SHARE	$ 11.85	$ 11.81

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THESE CONSOLIDATED FINANCIAL STATEMENTS.

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended September 30, 2010	2009	2008
	(Dollar amounts in thousands, except per share data)		
INVESTMENT INCOME			
Interest income			
Non-Control/Non-Affiliate investments	$ 29,938	$ 40,747	$ 43,734
Control investments	2,645	933	64
Cash	1	11	335
Notes receivable from employees (Refer to Note 4)	437	468	471
Total interest income	33,021	42,159	44,604
Other income	2,518	459	1,121
Total investment income	35,539	42,618	45,725
EXPENSES			
Loan servicing fee (Refer to Note 4)	3,412	5,620	6,117
Base management fee (Refer to Note 4)	2,673	2,005	2,212
Incentive fee (Refer to Note 4)	1,823	3,326	5,311
Administration fee (Refer to Note 4)	807	872	985
Interest expense	4,390	7,949	8,284
Amortization of deferred financing fees	1,490	2,778	1,534
Professional fees	2,101	1,586	911
Compensation expense (Refer to Note 4)	245	—	—
Other expenses	1,259	1,131	1,215
Expenses before credit from Adviser	18,200	25,267	26,569
Credit to fees from Adviser (Refer to Note 4)	(420)	(3,680)	(7,397)
Total expenses net of credit to credits to fees	17,780	21,587	19,172
NET INVESTMENT INCOME	17,759	21,031	26,553
REALIZED AND UNREALIZED LOSS ON:			
Net realized loss on investments	(2,893)	(26,411)	(787)
Net unrealized appreciation (depreciation) on investments	2,317	9,513	(47,023)
Realized (loss) gain on settlement of derivative	—	(304)	7
Net unrealized appreciation (depreciation) on derivative	—	304	(12)
Net unrealized appreciation on borrowings under line of credit	(789)	(350)	—
Net loss on investments, derivative and borrowings under line of credit	(1,365)	(17,248)	(47,815)
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	$ 16,394	$ 3,783	$ (21,262)
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS PER COMMON SHARE			
Basic and Diluted	$ 0.78	$ 0.18	$ (1.08)
WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING			
Basic and Diluted	21,060,351	21,087,574	19,699,796

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

	Year Ended September 30,		
	2010	2009	2008
	(Dollar amounts in thousands)		
Operations:			
Net investment income	$ 17,759	$ 21,031	$ 26,553
Net loss on sale of investments	(2,893)	(26,411)	(787)
Net unrealized appreciation (depreciation) on investments	2,317	9,513	(47,023)
Realized (loss) gain on settlement of derivative	—	(304)	7
Net unrealized appreciation (depreciation) on derivative	—	304	(12)
Net unrealized appreciation on borrowings under line of credit	(789)	(350)	—
Net increase (decrease) in net assets from operations	16,394	3,783	(21,262)
Distributions to stockholders from:			
Net investment income	(16,907)	(20,795)	(25,945)
Long Term Capital Gains	—	(27)	(285)
Return of capital	(783)	(5,748)	(7,149)
Net decrease in net assets from distributions to stockholders	(17,690)	(26,570)	(33,379)
Capital share transactions:			
Issuance of common stock under shelf offering	—	—	106,226
Shelf offering costs	(28)	(41)	(852)
Repayment of principal on employee notes	1,400	6	56
Conversion of former employee stock option loans from recourse to non-recourse	(420)	—	—
Reclassification of principal on employee note	514	150	—
Net increase in net assets from capital share transactions	1,466	115	105,430
Total increase (decrease) in net assets	170	(22,672)	50,789
Net assets at beginning of year	249,076	271,748	220,959
Net assets at end of year	$ 249,246	$ 249,076	$ 271,748

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THESE CONSOLIDATED FINANCIAL STATEMENTS.

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended September 30, 2010	2009	2008
	(Dollar amounts in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES			
Net increase (decrease) in net assets resulting from operations	$ 16,393	$ 3,783	$ (21,262)
Adjustments to reconcile net (decrease) increase in net assets resulting from operations to net cash used in operating activities:			
Purchase of investments	(23,245)	(24,911)	(176,550)
Principal repayments on investments	82,515	47,490	69,183
Proceeds from sale of investments	3,119	49,203	1,299
Repayment of paid in kind interest	51	—	—
Increase in investment balance due to paid in kind interest	(53)	(166)	(58)
Increase in investment balance due to rolled-over interest	(529)	(1,455)	—
Net change in premiums, discounts and amortization	711	(95)	228
Loan impairment / contra-investment	715	—	—
Net realized loss on investments	2,893	26,411	787
Net unrealized (appreciation) depreciation on investments	(2,317)	(9,513)	47,023
Realized loss on settlement of derivative	—	304	—
Net unrealized (appreciation) depreciation on derivative	—	(304)	12
Net unrealized appreciation on borrowings under line of credit	789	350	—
Amortization of deferred financing fees	1,490	2,778	1,534
Change in compensation expense from non-recourse notes	245	—	—
Decrease (increase) in interest receivable	382	546	(1,232)
Decrease (increase) in funds due from custodian	2,804	1,485	(1,313)
(Increase) decrease in prepaid assets	(459)	(35)	31
Decrease (increase) in due from Adviser	69	(69)	—
Decrease in receivables from portfolio companies	1,239	(968)	(480)
Increase in other assets	(3)	123	(10)
(Decrease) increase in accounts payable	(67)	59	2
Increase (decrease) in interest payable	315	(268)	59
(Decrease) increase in accrued expenses and deferred liabilities	(529)	472	537
(Decrease) increase in fees due to Adviser (Refer to Note 4)	(161)	377	(252)
Increase (decrease) in fee due to Administrator (Refer to Note 4)	51	(31)	10
Increase (decrease) in funds held in escrow	83	(45)	234
Net cash provided by (used in) operating activities	86,501	95,521	(80,218)
CASH FLOWS FROM INVESTING ACTIVITIES			
Redemption of U.S. Treasury Bill	—	—	2,484
Net cash provided by investing activities	—	—	2,484
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from the issuance of common shares	—	—	106,226
Shelf offering costs	(28)	(41)	(852)
Borrowings from the line of credit	24,900	48,800	200,618
Repayments on the line of credit	(91,100)	(116,830)	(194,028)
Distributions paid	(17,690)	(26,570)	(33,379)
Receipt of principal on notes receivable — employees (Refer to Note 4)	1,400	6	56
Deferred financing fees	(1,525)	(2,103)	(3,253)
Net cash (used in) provided by financing activities	(84,043)	(96,738)	75,388
NET INCREASE (DECREASE) IN CASH	2,458	(1,217)	(2,346)
CASH, BEGINNING OF YEAR	5,276	6,493	8,839
CASH, END OF YEAR	$ 7,734	$ 5,276	$ 6,493
CASH PAID DURING PERIOD FOR INTEREST	$ 4,075	$ 8,278	$ 8,226
CASH PAID DURING PERIOD FOR TAXES	$ —	$ —	$ 7
NON-CASH FINANCING ACTIVITIES			
Portfolio company payoff proceeds held in escrow (included in other assets and other liabilities)	$ 155	$ —	$ —
Reclassification of principal on employee note (Refer to Note 4)	$ 515	$ 150	$ —
Cancellation of employee note receivable (Refer to Note 4)	$ 420	$ —	$ —

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THESE CONSOLIDATED FINANCIAL STATEMENTS.

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS
SEPTEMBER 30, 2010

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
NON-CONTROL/NON-AFFILIATE INVESTMENTS				
Non-syndicated Loans:				
Access Television Network, Inc.	Service-cable airtime (infomercials)	Senior Term Debt (14.0%, Due 12/2011) (5)	$ 963	$ 809
Allison Publications, LLC	Service-publisher of consumer oriented magazines	Senior Term Debt (10.5%, Due 9/2012)(5)	9,094	8,543
		Senior Term Debt (13.0%, Due 12/2010) (5)	65	64
BAS Broadcasting	Service-radio station operator	Senior Term Debt (11.5%, Due 7/2013)(5)	7,465	6,644
Chinese Yellow Pages Company	Service-publisher of Chinese language directories	Line of Credit, $700 available (7.3%, Due 11/2010)(5)	450	428
		Senior Term Debt (7.3%, Due 11/2010)(5)	333	317
CMI Acquisition, LLC	Service-recycling	Senior Subordinated Term Debt (10.3%, Due 11/2012)(5)	5,972	5,868
FedCap Partners, LLC	Private equity fund	Class A Membership Units(8)	400	400
Finn Corporation	Manufacturing-landscape equipment	Common Stock Warrants(7)(8)	37	284
GFRC Holdings LLC	Manufacturing-glass-fiber reinforced concrete	Senior Term Debt (11.5%, Due 12/2012) (5)	6,111	6,004
		Senior Subordinated Term Debt (14.0%, Due 12/2012)(3)(5)	6,632	6,450
Global Materials Technologies, Inc.	Manufacturing-steel wool products and metal fibers	Senior Term Debt (13.0%, Due 6/2012)(3) (5)	3,560	2,937
Heartland Communications Group	Service-radio station operator	Line of Credit, $100 available (8.5%, Due 3/2013)	—	—
		Line of Credit, $100 available (8.5%, Due 3/2013)	—	—
		Senior Term Debt (8.5%, Due 3/2013)(5)	4,301	2,519
		Common Stock Warrants(7)(8)	66	—
Interfilm Holdings, Inc.	Service-slitter and distributor of plastic films	Senior Term Debt (12.3%, Due 10/2012) (5)	2,400	2,382
International Junior Golf Training Acquisition Company	Service-golf training	Line of Credit, $1,500 available (9.0%, Due 5/2011)(5)	—	—
		Senior Term Debt (8.5%, Due 5/2012)(5)	1,557	1,537
		Senior Term Debt (10.5%, Due 5/2012)(3) (5)	2,500	2,456
KMBQ Corporation	Service-AM/FM radio broadcaster	Line of Credit, $200 available (non-accrual, Due 7/2010)(5)(10)	161	16
		Senior Term Debt (non-accrual, Due 7/2010)(5)(10)	1,921	192
Legend Communications of Wyoming LLC	Service-operator of radio stations	Senior Term Debt (12.0%, Due 6/2013)(5)	9,880	6,422
Newhall Holdings, Inc.	Service-distributor of personal care products and supplements	Line of Credit, $1,350 available (5.0%, Due 12/2012)(5)	1,350	1,269
		Senior Term Debt (5)(5.0%, Due 12/2012)(5)	3,870	3,638
		Senior Term Debt (5.0%, Due 12/2012)(3) (5)	4,648	4,323
		Preferred Equity(7)(8)	—	—
		Common Stock(7)(8)	—	—
Northern Contours, Inc.	Manufacturing-veneer and laminate components	Senior Subordinated Term Debt (13.0%, Due 9/2012)(5)	6,301	5,765

CONSOLIDATED SCHEDULE OF INVESTMENTS — (Continued)

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
Northstar Broadband, LLC	Service-cable TV franchise owner	Senior Term Debt (0.7%, Due 12/2012)(5)	$ 117	$ 102
Pinnacle Treatment Centers, Inc.	Service-Addiction treatment centers	Line of Credit, $500 available (12.0%, Due 10/2010)(5)(12)	150	150
		Senior Term Debt (10.5%, Due 12/2011)(5)	1,950	1,945
		Senior Term Debt (10.5%, Due 12/2011)(3)(5)	7,500	7,481
Precision Acquisition Group Holdings, Inc.	Manufacturing-consumable components for the aluminum industry	Equipment Note (13.0%, Due 10/2010)(5)(13)	1,000	950
		Senior Term Debt (13.0%, Due 10/2010)(5)(13)	4,125	3,919
		Senior Term Debt (13.0%, Due 10/2010)(3)(5)(13)	4,053	3,850
PROFITSystems Acquisition Co.	Service-design and develop ERP software	Line of Credit, $350 available (4.5%, Due 7/2011)	—	—
		Senior Term Debt (8.5%, Due 7/2011)(5)	1,000	940
		Senior Term Debt (10.5%, Due 7/2011)(3)(5)	2,900	2,697
RCS Management Holding Co.	Service-healthcare supplies	Senior Term Debt (9.5%, Due 1/2011)(3)(5)	1,937	1,918
		Senior Term Debt (11.5%, Due 1/2011)(4)(5)	3,060	3,029
Reliable Biopharmaceutical Holdings, Inc.	Manufacturing-pharmaceutical and biochemical intermediates	Line of Credit, $5,000 available (9.0%, Due 10/2010)(5)(14)	1,200	1,188
		Mortgage Note (9.5%, Due 10/2014)(5)	7,255	7,201
		Senior Term Debt (9.0%, Due 10/2012)(5)	1,080	1,069
		Senior Term Debt (11.0%, Due 10/2012)(3)(5)	11,693	11,386
		Senior Subordinated Term Debt (12.0%, Due 10/2013)(5)	6,000	5,730
		Common Stock Warrants(7)(8)	209	—
Saunders & Associates	Manufacturing-equipment provider for frequency control devices	Senior Term Debt (9.8%, Due 5/2013)(5)	8,947	8,935
SCI Cable, Inc.	Service-cable, internet, voice provider	Senior Term Debt (non-accrual, Due 10/2012)(5)(10)	450	140
		Senior Term Debt (non-accrual, Due 10/2012)(5)(10)	2,931	352
Sunburst Media — Louisiana, LLC	Service-radio station operator	Senior Term Debt (10.5%, Due 6/2011)(5)	6,391	5,100
Sunshine Media Holdings	Service-publisher regional B2B trade magazines	Line of credit, $2,000 available (10.5%, Due 2/2011)(5)	1,599	1,499
		Senior Term Debt (10.5%, Due 5/2012)(5)	16,948	15,889
		Senior Term Debt (13.3%, Due 5/2012)(3)(5)	10,700	9,898
Thibaut Acquisition Co.	Service-design and distribute wall covering	Line of Credit, $1,000 available (9.0%, Due 1/2011)(5)	1,000	970
		Senior Term Debt (8.5%, Due 1/2011)(5)	1,075	1,043
		Senior Term Debt (12.0%, Due 1/2011)(3)(5)	3,000	2,888

CONSOLIDATED SCHEDULE OF INVESTMENTS — (Continued)

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
Viapack, Inc.	Manufacturing-polyethylene film	Senior Real Estate Term Debt (10.0%, Due 3/2011)(5)	$ 675	$ 672
		Senior Term Debt (13.0%, Due 3/2011)(3)(5)	4,005	3,990
Westlake Hardware, Inc.	Retail-hardware and variety	Senior Subordinated Term Debt (12.3%, Due 1/2014)(5)	12,000	11,820
		Senior Subordinated Term Debt (13.5%, Due 1/2014)(5)	8,000	7,800
Winchester Electronics	Manufacturing-high bandwidth connectors and cables	Senior Term Debt (5.3%, Due 5/2012)(5)	1,250	1,244
		Senior Term Debt (6.0%, Due 5/2013)(5)	1,686	1,661
		Senior Subordinated Term Debt (14.0%, Due 6/2013)(5)	9,875	9,603
Subtotal — Non-syndicated loans			225,798	206,326
Syndicated Loans:				
Airvana Network Solutions, Inc	Service-telecommunications	Senior Term Debt (11.0%, Due 8/2014)(6)	$ 8,858	$ 8,942
Puerto Rico Cable Acquisition Company, Inc.	Service-telecommunications	Senior Subordinated Term Debt (7.9%, Due 1/2012)(6)	7,159	6,427
WP Evenflo Group Holdings Inc.	Manufacturing-infant and juvenile products	Senior Term Debt (8.0%, Due 2/2013)(6)	1,881	1,655
		Senior Preferred Equity(7)(8)	333	379
		Junior Preferred Equity(7)(8)	111	8
		Common Stock(7)(8)	—	—
Subtotal — Syndicated loans			18,342	17,411
Total Non-Control/Non-Affiliate Investments			**$ 244,140**	**$ 223,737**
CONTROL INVESTMENTS				
BERTL, Inc.	Service-web-based evaluator of digital imaging products	Line of Credit, $1,621 available (non-accrual, Due 10/2010)(7)(10)(11)	$ 1,319	$ —
		Common Stock(7)(8)	424	—
Defiance Integrated Technologies, Inc.	Manufacturing-trucking parts	Senior Term Debt (11.0%, Due 4/2013)(3)(5)	8,325	8,325
		Common Stock(7)(8)	1	1,543
		Guaranty ($250)		
Lindmark Acquisition, LLC	Service-advertising	Senior Subordinated Term Debt (non-accrual, Due 10/2012)(5)(9)(10)	10,000	5,000
		Senior Subordinated Term Debt (non-accrual, Due 12/2010)(5)(9)(10)	2,000	1,000
		Senior Subordinated Term Debt (non-accrual, Due Upon Demand)(5)(9)(10)	1,794	897
		Common Stock(7)(8)	1	—
LocalTel, LLC	Service-yellow pages publishing	Line of credit, $1,850 available (non-accrual, Due 12/2010)(7)(10)	1,698	1,063
		Senior Term Debt (non-accrual, Due 2/2012)(7)(10)	325	—
		Line of Credit, $3,000 available (non-accrual, Due 6/2011)(7)(10)	1,170	—
		Senior Term Debt (non-accrual, Due 6/2011)(7)(10)	2,688	—
		Senior Term Debt (non-accrual, Due 6/2011)(3)(7)(10)	2,750	—
		Common Stock Warrants(7)(8)	—	—

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS — (Continued)

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
Midwest Metal Distribution, Inc.	Distribution-aluminum sheets and stainless steel	Senior Subordinated Term Debt (12.0%, Due 7/2013)(5)	$ 18,254	$ 15,539
		Common Stock(7)(8)	138	—
U.S. Healthcare Communications, Inc.	Service-magazine publisher/ operator	Line of credit, $400 available (non-accrual, Due 12/2010)(7)(10)	269	5
		Line of credit, $450 available (non-accrual, Due 12/2010)(7)(10)	450	—
		Common Stock(7)(8)	2,470	—
Total Control Investments			**$ 54,076**	**$ 33,372**
Total Investments(15)			**$ 298,216**	**$ 257,109**

(1) Certain of the listed securities are issued by affiliate(s) of the indicated portfolio company.

(2) Percentage represents interest rates in effect at September 30, 2010 and due date represents the contractual maturity date.

(3) Last Out Tranche (“LOT”) of senior debt, meaning if the portfolio company is liquidated, the holder of the LOT is paid after the senior debt.

(4) LOT of senior debt, meaning if the portfolio company is liquidated, the holder of the LOT is paid after the senior debt, however, the debt is also junior to another LOT.

(5) Fair value was based on opinions of value submitted by Standard & Poor’s Securities Evaluations, Inc.

(6) Security valued based on the indicative bid price on or near September 30, 2010, offered by the respective syndication agent’s trading desk or secondary desk.

(7) Fair value was based on the total enterprise value of the portfolio company using a liquidity waterfall approach. The Company also considered discounted cash flow methodologies.

(8) Security is non-income producing.

(9) Lindmark’s loan agreement was amended in March 2009 such that any unpaid current interest accrues at a conditional interest rate. The conditional interest is not recorded until paid (see Note 2, “Summary of Significant Accounting Policies — *Interest Income Recognition*”).

(10) BERTL, KMBQ, Lindmark, LocalTel, SCI Cable and U.S. Healthcare are currently past due on interest payments and are on non-accrual.

(11) BERTL’s interest includes paid in kind interest. Please refer to Note 2 “Summary of Significant Accounting Policies.” Subsequent to September 30, 2010, BERTL’s line of credit maturity date was extended to October 2011.

(12) Subsequent to September 30, 2010, Pinnacle’s line of credit maturity date was extended to January 2011.

(13) Subsequent to September 30, 2010, Precision’s equipment note and senior term loan maturity dates were extended to November 2010.

(14) Subsequent to September 30, 2010, Reliable’s line of credit limit was reduced to $3,500, the interest rate floor was increased to 10.0% and the maturity date was extended to January 2011.

(15) Aggregate gross unrealized depreciation for federal income tax purposes is $1,919; aggregate gross unrealized appreciation for federal income tax purposes is $43,023. Net unrealized depreciation is $41,104 based on a tax cost of $298,186.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THESE CONSOLIDATED FINANCIAL STATEMENTS.

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS
SEPTEMBER 30, 2009

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
NON-CONTROL/NON-AFFILIATE INVESTMENTS				
Non-syndicated Loans:				
Access Television Network, Inc.	Service-cable airtime (infomercials)	Senior Term Debt (14.5%, Due 12/2009) (5)(9)	$ 963	$ 868
ACE Expediters, Inc	Service-over-the-ground logistics	Senior Term Debt (13.5%, Due 9/2014)(5) (13)	5,106	4,864
		Common Stock Warrants(8)	200	564
ActivStyle Acquisition Co.	Service-medical products distribution	Senior Term Debt (13.0%, Due 4/2014)(3) (5)	4,000	3,940
Allison Publications, LLC	Service-publisher of consumer oriented magazines	Senior Term Debt (10.0%, Due 9/2012)(5)	9,709	8,746
		Senior Term Debt (13.0%, Due 12/2010) (5)	260	246
Anitox Acquisition Company	Manufacturing-preservatives for animal feed	Line of Credit, $3,000 available (4.5%, Due 1/2010)(5)	1,700	1,681
		Senior Term Debt (8.5%, Due 1/2012)(5)	2,877	2,823
		Senior Term Debt (10.5%, Due 1/2012)(3) (5)	3,688	3,582
BAS Broadcasting	Service-radio station operator	Senior Term Debt (11.5%, Due 7/2013)(5)	7,300	5,840
		Senior Term Debt (12.0%, Due 7/2009)(3) (5)(12)	950	475
CCS, LLC	Service-cable TV franchise owner	Senior Term Debt (non-accrual, Due 8/2008)(5)(10)(12)	631	126
Chinese Yellow Pages Company	Service-publisher of Chinese language directories	Line of Credit, $700 available (7.3%, Due 9/2010)(5)	450	427
		Senior Term Debt (7.3%, Due 9/2010)(5)	518	488
CMI Acquisition, LLC	Service-recycling	Senior Subordinated Term Debt (10.3%, Due 11/2012)(5)	6,233	5,890
Doe & Ingalls Management LLC	Distributor-specialty chemicals	Senior Term Debt (6.8%, Due 11/2010)(5)	2,300	2,266
		Senior Term Debt (7.8%, Due 11/2010)(3) (5)	4,365	4,267
Finn Corporation	Manufacturing-landscape equipment	Common Stock Warrants(8)	37	1,223
GFRC Holdings LLC	Manufacturing-glass-fiber reinforced concrete	Line of Credit, $2,000 available (4.5%, Due 12/2010)	—	—
		Senior Term Debt (9.0%, Due 12/2012)(5)	6,599	6,450
		Senior Subordinated Term Debt (11.5%, Due 12/2012)(3)(5)	6,665	6,432
Global Materials Technologies, Inc.	Manufacturing-steel wool products and metal fibers	Senior Term Debt (13.0%, Due 6/2010)(3) (5)	4,410	3,528
Heartland Communications Group	Service-radio station operator	Senior Term Debt (10.0%, Due 5/2011)(5)	4,567	2,726
Interfilm Holdings, Inc.	Service-slitter and distributor of plastic films	Senior Term Debt (12.3%, Due 10/2012) (5)	4,950	4,715
International Junior Golf Training Acquisition Company	Service-golf training	Line of Credit, $1,500 available (9.0%, Due 5/2010)(5)	700	690
		Senior Term Debt (8.5%, Due 5/2012)(5)	2,120	2,036
		Senior Term Debt (10.5%, Due 5/2012)(3) (5)	2,500	2,366

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
KMBQ Corporation	Service-AM/FM radio broadcaster	Line of Credit, $200 available (11.0%, Due 3/2010)(5)	$ 153	$ 69
		Senior Term Debt (11.0%, Due 3/2010)(5)	1,785	801
Legend Communications of Wyoming LLC	Service-operator of radio stations	Line of Credit, $500 available (12.0%, Due 6/2011)(5)	497	450
		Senior Term Debt (12.0%, Due 6/2013)(5)	9,373	8,482
Newhall Holdings, Inc.	Service-distributor of personal care products and supplements	Line of Credit, $3,000 available (11.3%, Due 5/2010)(5)	1,000	945
		Senior Term Debt (5)(11.3%, Due 5/2012)(5)	3,870	3,657
		Senior Term Debt (14.3%, Due 5/2012)(3)(5)	4,410	4,112
Northern Contours, Inc.	Manufacturing-veneer and laminate components	Senior Subordinated Term Debt (10.0%, Due 5/2010)(5)	6,562	5,414
Pinnacle Treatment Centers, Inc.	Service-Addiction treatment centers	Line of Credit, $500 available (4.5%, Due 12/2009)	—	—
		Senior Term Debt (10.5%, Due 12/2011)(5)	2,750	2,633
		Senior Term Debt (10.5%, Due 12/2011)(3)(5)	7,500	7,059
Precision Acquisition Group Holdings, Inc.	Manufacturing-consumable components for the aluminum industry	Equipment Note (8.5%, Due 10/2011)(5)	1,000	988
		Senior Term Debt (8.5%, Due 10/2010)(5)	4,250	4,192
		Senior Term Debt (11.5%, Due 10/2010)(3)(5)	4,074	4,023
PROFITSystems Acquisition Co.	Service-design and develop ERP software	Line of Credit, $350 available (4.5%, Due 7/2010)	—	—
		Senior Term Debt (8.5%, Due 7/2011)(5)	1,600	1,468
		Senior Term Debt (10.5%, Due 7/2011)(3)(5)	2,900	2,632
RCS Management Holding Co.	Service-healthcare supplies	Senior Term Debt (8.5%, Due 1/2011)(3)(5)	2,437	2,383
		Senior Term Debt (10.5%, Due 1/2011)(4)(5)	3,060	2,949
Reliable Biopharmaceutical Holdings, Inc.	Manufacturing-pharmaceutical and biochemical intermediates	Line of Credit, $5,000 available (9.0%, Due 10/2010)(5)	800	788
		Mortgage Note (9.5%, Due 10/2014)(5)	7,335	7,261
		Senior Term Debt (9.0%, Due 10/2012)(5)	1,530	1,507
		Senior Term Debt (11.0%, Due 10/2012)(3)(5)	11,813	11,518
		Senior Subordinated Term Debt (12.0%, Due 10/2013)(5)	6,000	5,640
		Common Stock Warrants(8)	209	282
Saunders & Associates	Manufacturing-equipment provider for frequency control devices	Senior Term Debt (9.8%, Due 5/2013)(5)	10,780	10,618
SCI Cable, Inc.	Service-cable, internet, voice provider	Senior Term Debt (9.3%, Due 10/2008)(5)(12)	2,881	576
Sunburst Media — Louisiana, LLC	Service-radio station operator	Senior Term Debt (10.5%, Due 6/2011)(5)	6,411	5,817

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS — (Continued)

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
Sunshine Media Holdings	Service-publisher regional B2B trade magazines	Senior Term Debt (11.0%, Due 5/2012)(5)	$ 16,948	$ 15,973
		Senior Term Debt (13.5%, Due 5/2012)(3)(5)	10,700	9,978
Thibaut Acquisition Co.	Service-design and disbribute wall covering	Line of Credit, $1,000 available (9.0%, Due 1/2011)(5)	1,000	933
		Senior Term Debt (8.5%, Due 1/2011)(5)	1,487	1,387
		Senior Term Debt (12.0%, Due 1/2011)(3)(5)	3,000	2,745
Tulsa Welding School	Service-private welding school	Line of credit, $750 available (9.5%, Due 9/2011)	—	—
		Senior Term Debt (9.5%, Due 9/2013)(5)	4,144	4,144
		Senior Term Debt (12.8%, Due 9/2013)(5)	7,960	7,950
VantaCore	Service-acquisition of aggregate quarries	Senior Subordinated Term Debt (12.0%, Due 8/2013)(5)	13,726	13,589
Viapack, Inc.	Manufacturing-polyethylene film	Senior Real Estate Term Debt (10.0%, Due 3/2011)(5)	775	743
		Senior Term Debt (13.0%, Due 3/2011)(3)(5)	4,061	3,893
Visual Edge Technology, Inc.	Service-office equipment distribution	Line of credit, $3,000 available (10.8%, Due 9/2011)(5)	2,981	2,340
		Senior Subordinated Term Debt (15.5%, Due 8/2011)(5)	5,000	3,925
Westlake Hardware, Inc.	Retail-hardware and variety	Senior Subordinated Term Debt (9.0%, Due 1/2011)(5)	15,000	14,269
		Senior Subordinated Term Debt (10.3%, Due 1/2011)(5)	10,000	9,400
Winchester Electronics	Manufacturing-high bandwidth connectors and cables	Senior Term Debt (5.3%, Due 5/2013)(5)	1,147	1,136
		Senior Term Debt (5.7%, Due 5/2013)(5)	1,690	1,642
		Senior Subordinated Term Debt (14.0%, Due 6/2013)(5)	9,925	9,478
Subtotal — Non-syndicated loans			298,322	277,048
Syndicated Loans:				
GTM Holdings, Inc.	Manufacturing-socks	Senior Subordinated Term Debt (11.8%, Due 4/2014)(6)	$ 500	$ 220
Kinetek Acquisition Corp.	Manufacturing-custom engineered motors & controls	Senior Term Debt (3.6%, Due 11/2013)(7)	1,438	925
Puerto Rico Cable Acquisition Company, Inc.	Service-telecommunications	Senior Subordinated Term Debt (7.8%, Due 1/2012)(6)	7,174	5,713
Wesco Holdings, Inc.	Service-aerospace parts and distribution	Senior Subordinated Term Debt (6.0%, Due 3/2014)(7)	2,264	1,856
WP Evenflo Group Holdings Inc.	Manufacturing-infant and juvenile products	Senior Term Debt (8.0%, Due 2/2013)(6)	1,901	1,235
		Senior Preferred Equity(8)	333	—
		Junior Preferred Equity(8)	111	—
		Common Stock(8)	—	—
Subtotal — Syndicated loans			13,721	9,949
Total Non-Control/Non-Affiliate Investments			**$ 312,043**	**$ 286,997**
CONTROL INVESTMENTS				
BERTL, Inc.	Service-web-based evaluator of digital imaging products	Line of Credit, $842 available (non-accrual, Due 10/2009)(10)(13)(15)	$ 930	$ —
		Common Stock(8)(15)	424	—

GLADSTONE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS — (Continued)

Company(1)	Industry	Investment(2)	Cost	Fair Value
			(Dollar amounts in thousands)	
Clinton Holdings, LLC	Distribution-aluminum sheets and stainless steel	Senior Subordinated Term Debt (12.0%, Due 1/2013)(5)(14)	$ 15,500	$ 12,013
		Escrow Funding Note (12.0%, Due 1/2013)(5)(14)	640	496
		Common Stock Warrants(8)(15)	109	—
Defiance Integrated Technologies, Inc.	Manufacturing-trucking parts	Senior Term Debt (11.0%, Due 4/2010)(3)(11)	6,005	6,005
		Senior Term Debt (11.0%, Due 4/2010)(3)(11)	1,178	1,178
		Common Stock(8)(15)	1	816
		Guaranty ($250)		
Lindmark Acquisition, LLC	Service-advertising	Senior Subordinated Term Debt (11.3%, Due 10/2012)(5)(16)	10,000	8,675
		Senior Subordinated Term Debt (11.3%, Due 10/2012)(5)(16)	2,000	1,735
		Senior Subordinated Term Debt (13.0%, Due Upon Demand)(5)(16)	1,553	1,049
		Common Stock(8)(15)	1	—
LocalTel, LLC	Service-yellow pages publishing	Line of credit, $1,250 available (10.0%, Due 7/2010)(15)	1,168	1,168
		Senior Term Debt (12.5%, Due 2/2012)(15)	325	325
		Line of Credit, $3,000 available (non-accrual, Due 6/2010)(10)(15)	1,170	421
		Senior Term Debt (non-accrual, Due 6/2011)(10)(15)	2,688	—
		Senior Term Debt (non-accrual, Due 6/2011)(3)(10)(15)	2,750	—
		Common Stock Warrants(8)(15)	—	—
U.S. Healthcare Communications, Inc.	Service-magazine publisher/ operator	Line of credit, $200 available (non-accrual, Due 3/2010)(10)(15)	169	91
		Line of credit, $450 available (non-accrual, Due 3/2010)(10)(15)	450	—
		Common Stock(8)(15)	2,470	—
Western Directories, Inc.	Service-directory publisher	Line of credit, $1,250 available (non-accrual, Due 12/2009)(10)(15)	1,234	—
		Preferred Stock(8)(15)	1,584	—
		Common Stock(8)(15)	1	—
Total Control Investments			**$ 52,350**	**$ 33,972**
Total Investments(17)			**$ 364,393**	**$ 320,969**

(1) Certain of the listed securities are issued by affiliate(s) of the indicated portfolio company.

(2) Percentage represents interest rates in effect at September 30, 2009 and due date represents the contractual maturity date.

(3) Last Out Tranche ("LOT") of senior debt, meaning if the portfolio company is liquidated, the holder of the LOT is paid after the senior debt.

(4) LOT of senior debt, meaning if the portfolio company is liquidated, the holder of the LOT is paid after the senior debt, however, the debt is also junior to another LOT.

(5) Fair value was based on opinions of value submitted by Standard & Poor's Securities Evaluations, Inc.

(6) Security valued based on the indicative bid price on or near September 30, 2009, offered by the respective syndication agent's trading desk or secondary desk.

(7) Security valued based on the transaction sale price subsequent to September 30, 2009 (see Note 12).

(8) Security is non-income producing.

(9) Access Television includes a success fee with a fair value of $1.

(10) BERTL, CCS, U.S. Healthcare, Western Directories and a portion of LocalTel are currently past due on interest payments and are on non-accrual. BERTL's loan matured in October 2009 and the Company is actively working to recover amounts due under this loan. However, there is no assurance that there will be any recovery of amounts past due.

(11) Fair value of security estimated to be equal to cost due to recent recapitalization.

(12) BAS Broadcasting's loan matured in July 2009, CCS' loan matured in August 2008 and SCI Cable's loan matured in October 2008. The Company is actively working to recover amounts due under these loans, however, there is no assurance that there will be any recovery of amounts past due.

(13) ACE Expediters' interest and BERTL's interest include paid in kind ("PIK") interest. Please refer to Note 2 "Summary of Significant Accounting Policies."

(14) Subsequent to September 30, 2009, Clinton Aluminum's senior subordinated term debt and escrow funding note were combined into one term note, with an interest rate of 12.0% and maturity date of January 2013. In addition, a term loan was entered into for $320, with an interest rate of 12.0% and maturity date of January 2013.

(15) Fair value was based on the total enterprise value of the portfolio company using a liquidity waterfall approach.

(16) Lindmark's loan agreement was amended in March 2009 such that any unpaid current interest accrues at a conditional interest rate. The conditional interest is not recorded until paid (see Note 2, "Summary of Significant Accounting Policies — *Interest Income Recognition*").

(17) Aggregate gross unrealized depreciation for federal income tax purposes is $45,863; aggregate gross unrealized appreciation for federal income tax purposes is $2,439. Net unrealized depreciation is $43,424 based on a tax cost of $364,393.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THESE CONSOLIDATED FINANCIAL STATEMENTS.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(DOLLAR AMOUNTS IN THOUSANDS,
EXCEPT PER SHARE DATA AND AS OTHERWISE INDICATED)**

Note 1. Organization

Gladstone Capital Corporation (the “Company”) was incorporated under the General Corporation Laws of the State of Maryland on May 30, 2001. The Company is a closed-end, non-diversified management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, the Company has elected to be treated for tax purposes as a regulated investment company (“RIC”) under the Internal Revenue Code of 1986, as amended (the “Code”). The Company’s investment objectives are to achieve a high level of current income by investing in debt securities, consisting primarily of senior notes, senior subordinated notes and junior subordinated notes, of established private businesses that are substantially owned by leveraged buyout funds, individual investors or are family-owned businesses, with a particular focus on senior notes. In addition, the Company may acquire from others existing loans that meet this profile.

Gladstone Business Loan, LLC (“Business Loan”), a wholly-owned subsidiary of the Company, was established on February 3, 2003 for the purpose of holding the Company’s portfolio of loan investments. Gladstone Capital Advisers, Inc. is also a wholly-owned subsidiary of the Company, which was established on December 30, 2003.

Northern Virginia SBIC, LP (“Northern Virginia SBIC”) and Northern Virginia SBIC GP, LLC, the general partner of Northern Virginia SBIC, were established on December 4, 2008 as wholly-owned subsidiaries of the Company for the purpose of applying for and holding a license to enable the Company, through Northern Virginia SBIC, to make investments in accordance with the United States Small Business Administration guidelines for small business investment companies.

Gladstone Financial Corporation (“Gladstone Financial”), a wholly-owned subsidiary of the Company, was established on November 21, 2006 for the purpose of holding a license to operate as a Specialized Small Business Investment Company. Gladstone Financial (previously known as Gladstone SSBIC Corporation) acquired this license in February 2007. This will enable the Company, through this subsidiary, to make investments in accordance with the United States Small Business Administration guidelines for specialized small business investment companies.

The financial statements of the subsidiaries are consolidated with those of the Company.

The Company is externally managed by Gladstone Management Corporation (the “Adviser”), an unconsolidated affiliate of the Company.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

Reclassifications

Certain amounts in the prior years’ financial statements have been reclassified to conform to the current year presentation with no effect to net increase in net assets resulting from operations.

Consolidation

Under Article 6 of Regulation S-X under the Securities Act of 1933, as amended, and the authoritative accounting guidance provided by the AICPA Audit and Accounting Guide for Investment Companies, the Company is not permitted to consolidate any subsidiary or other entity that is not an investment company.

Use of Estimates

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") that require management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

Out-of-Period Adjustment

During the year ended September 30, 2010, the Company recorded adjustments to interest income, operating expenses and certain balance sheet accounts to reverse interest income and record additional expenses primarily related to professional fees that were not correctly recorded in prior periods. The net adjustments resulted in reductions of $651 in net investment income for the year ended September 30, 2010, respectively. These adjustments reduced net investment income per share by $0.03 for the year ended September 30, 2010, respectively. These adjustments both individually and in the aggregate were not material to any of the fiscal 2009 interim or full year consolidated financial statements nor were they material to full year fiscal 2010 results.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits and highly liquid investments with original maturities of three months or less when purchased. Cash is carried at cost which approximated fair value as of September 30, 2010 and September 30, 2009. There were no cash equivalents as of September 30, 2010 or September 30, 2009.

Concentration of Credit Risk

The Company places its cash and cash equivalents with financial institutions and, at times, cash held in accounts may exceed the Federal Deposit Insurance Corporation insured limit. The Company seeks to mitigate this risk by depositing funds with major financial institutions.

Classification of Investments

In accordance with the 1940 Act, the Company classifies portfolio investments on its consolidated balance sheets and its consolidated schedules of investments into the following categories:

- *Control Investments* — Investments in which the Company owns more than 25% of the voting securities or has greater than 50% representation on the board of directors;
- *Affiliate Investments* — Investments in which the Company owns between 5% and 25% of the voting securities and has less than 50% representation on the board of directors; and
- *Non-Control/Non-Affiliate Investments* — Investments in which the Company owns less than 5% of the voting securities.

Investment Valuation Policy

The Company carries its investments at market value to the extent that market quotations are readily available and reliable, and otherwise at fair value, as determined in good faith by its Board of Directors. In determining the fair value of the Company's investments, the Adviser has established an investment valuation policy (the "Policy"). The Policy is approved by the Company's Board of Directors and each quarter the Board of Directors reviews whether the Adviser has applied the Policy consistently and votes whether or not to accept the recommended valuation of the Company's investment portfolio.

The Company uses generally accepted valuation techniques to value its portfolio unless the Company has specific information about the value of an investment to determine otherwise. From time to time the Company may accept an appraisal of a business in which the Company holds securities. These appraisals are expensive and occur infrequently but provide a third-party valuation opinion that may differ in results, techniques and scopes used to value the Company's investments. When these specific third-party appraisals are engaged or accepted, the Company uses estimates of value provided by such appraisals and its own assumptions including estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date to value the investment the Company has in that business.

The Policy, which is summarized below, applies to publicly-traded securities, securities for which a limited market exists and securities for which no market exists.

Publicly-traded securities: The Company determines the value of publicly-traded securities based on the closing price for the security on the exchange or securities market on which it is listed and primarily traded on the valuation date. To the extent that the Company owns restricted securities that are not freely tradable, but for which a public market otherwise exists, the Company will use the market value of that security adjusted for any decrease in value resulting from the restrictive feature.

Securities for which a limited market exists: The Company values securities that are not traded on an established secondary securities market, but for which a limited market for the security exists, such as certain participations in, or assignments of, syndicated loans, at the quoted bid price. In valuing these assets, the Company assesses trading activity in an asset class and evaluates variances in prices and other market insights to determine if any available quote prices are reliable. If the Company concludes that quotes based on active markets or trading activity may be relied upon, firm bid prices are requested; however, if a firm bid price is unavailable, the Company bases the value of the security upon the indicative bid price ("IBP") offered by the respective originating syndication agent's trading desk, or secondary desk, on or near the valuation date. To the extent that the Company uses the IBP as a basis for valuing the security, the Adviser may take further steps to consider additional information to validate that price in accordance with the Policy.

In the event these limited markets become illiquid such that market prices are no longer readily available, the Company will value its syndicated loans using alternative methods, such as estimated net present values of the future cash flows or discounted cash flows ("DCF"). The use of a DCF methodology follows that prescribed by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures," which provides guidance on the use of a reporting entity's own assumptions about future cash flows and risk-adjusted discount rates when relevant observable inputs, such as quotes in active markets, are not available. When relevant observable market data does not exist, the alternative outlined in ASC 820 is the use of valuing investments based on DCF. For the purposes of using DCF to provide fair value estimates, the Company considers multiple inputs such as a risk-adjusted discount rate that incorporates adjustments that market participants would make both for nonperformance and liquidity risks. As such, the Company develops a modified discount rate approach that incorporates risk premiums including, among others, increased probability of default, or higher loss given default or increased liquidity risk. The DCF valuations applied to the syndicated loans provide an estimate of what the Company believes a market participant would pay to purchase a syndicated loan in an active market, thereby establishing a fair value. The Company will apply the DCF methodology in illiquid markets until quoted prices are available or are deemed reliable based on trading activity.

As of September 30, 2010, the Company assessed trading activity in its syndicated loan assets and determined that there continued to be market liquidity and a secondary market for these assets. Thus, firm bid prices or IBPs were used to fair value the Company's remaining syndicated loans as of September 30, 2010.

Securities for which no market exists: The valuation methodology for securities for which no market exists falls into three categories: (1) portfolio investments comprised solely of debt securities; (2) portfolio investments in controlled companies comprised of a bundle of securities, which can include debt and equity securities; and (3) portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and equity securities.

(1) *Portfolio investments comprised solely of debt securities:* Debt securities that are not publicly-traded on an established securities market, or for which a limited market does not exist ("Non-Public Debt Securities"), and that are issued by portfolio companies where the Company has no equity or equity-like securities, are fair valued in accordance with the terms of the Policy, which utilizes opinions of value submitted to the Company by Standard & Poor's Securities Evaluations, Inc. ("SPSE"). The Company may also submit paid in kind ("PIK") interest to SPSE for its evaluation when it is determined that PIK interest is likely to be received.

(2) *Portfolio investments in controlled companies comprised of a bundle of investments, which can include debt and equity securities:* The fair value of these investments is determined based on the total enterprise value ("TEV") of the portfolio company, or issuer, utilizing a liquidity waterfall approach under ASC 820 for the Company's Non-Public Debt Securities and equity or equity-like securities (e.g. preferred equity, common equity, or other equity-like securities) that are purchased together as part of a package, where the Company has control or could gain control through an option or warrant security; both the debt and equity securities of the portfolio investment would exit in the mergers and acquisition market as the principal market, generally through a sale or recapitalization of the portfolio company. In accordance with ASC 820, the Company applies the in-use premise of value which assumes the debt and equity securities are sold together. Under this liquidity waterfall approach, the Company first calculates the TEV of the issuer by incorporating some or all of the following factors to determine the TEV of the issuer:

- the issuer's ability to make payments;
- the earnings of the issuer;
- recent sales to third parties of similar securities;
- the comparison to publicly traded securities; and
- DCF or other pertinent factors.

In gathering the sales to third parties of similar securities, the Company may reference industry statistics and use outside experts. Once the Company has estimated the TEV of the issuer, the Company will subtract the value of all the debt securities of the issuer, which are valued at the contractual principal balance. Fair values of these debt securities are discounted for any shortfall of TEV over the total debt outstanding for the issuer. Once the values for all outstanding senior securities (which include the debt securities) have been subtracted from the TEV of the issuer, the remaining amount, if any, is used to determine the value of the issuer's equity or equity-like securities. If, in the Adviser's judgment, the liquidity waterfall approach does not accurately reflect the value of the debt component, the Adviser may recommend that the Company use a valuation by SPSE, or if that is unavailable, a DCF valuation technique.

(3) *Portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and equity securities:* The Company values Non-Public Debt Securities that are purchased together with equity or equity-like securities from the same portfolio company, or issuer, for which the Company does not control or cannot gain control as of the measurement date, using a hypothetical secondary market as the Company's principal market. In accordance with ASC 820, the Company determines its fair value of these debt securities of non-control investments assuming the sale of an individual debt security using the in-exchange premise of value. As such, the Company estimates the fair value of the debt component using estimates of value provided by SPSE and its own assumptions in the absence of observable market data, including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. Subsequent to June 30, 2009, for equity or equity-like securities of investments for which the Company does not control or cannot gain control as of the measurement date, the Company estimates the fair value of the equity using the in-exchange premise of value based on factors such as the overall value of the issuer, the relative fair value of other units of account including debt, or other relative value approaches. Consideration is also given to capital structure and other contractual obligations that

may impact the fair value of the equity. Further, the Company may utilize comparable values of similar companies, recent investments and indices with similar structures and risk characteristics or its own assumptions in the absence of other observable market data and may also employ DCF valuation techniques.

(4) *Portfolio investments comprised of non-publicly traded non-control equity securities of other funds:* The Company values any uninvested capital of the non-control fund at par value and value any invested capital at the value provided by the non-control fund.

Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been obtained had a ready market for the securities existed, and the differences could be material. Additionally, changes in the market environment and other events that may occur over the life of the investments may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. There is no single standard for determining fair value in good faith, as fair value depends upon circumstances of each individual case. In general, fair value is the amount that the Company might reasonably expect to receive upon the current sale of the security in an arms-length transaction in the security's principal market.

Refer to Note 3 for additional information regarding fair value measurements and the Company's adoption of ASC 820.

Interest Income Recognition

Interest income, adjusted for amortization of premiums and acquisition costs and for the accretion of discounts, is recorded on the accrual basis to the extent that such amounts are expected to be collected. Generally, when a loan becomes 90 days or more past due or if the Company's qualitative assessment indicates that the debtor is unable to service its debt or other obligations, the Company will place the loan on non-accrual status and cease recognizing interest income on that loan until the borrower has demonstrated the ability and intent to pay contractual amounts due. However, the Company remains contractually entitled to this interest. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and in management's judgment, are likely to remain current. As of September 30, 2010, two Non-Control/Non-Affiliate investment and four Control investments were on non-accrual with an aggregate cost basis of approximately $29,926, or 10.0% of the cost basis of all loans in the Company's portfolio. As of September 30, 2009, one Non-Control/Non-Affiliate investment and four Control investments were on non-accrual with an aggregate cost basis of approximately $10,022, or 2.8% of the cost basis of all loans in the Company's portfolio. Conditional interest, or a success fee, is recorded when earned or upon full repayment of a loan investment. Success fees are recorded upon receipt. Success fees are contractually due upon a change of control in a portfolio company and are recorded in Other income in the Company's consolidated statements of operations.

Paid in Kind Interest and Original Issue Discount

The Company has one loan in its portfolio which contains a paid in kind ("PIK") provision. The PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as income. To maintain the Company's status as a RIC, this non-cash source of income must be paid out to stockholders in the form of distributions, even though the Company has not yet collected the cash. The Company recorded PIK income of $53, $166 and $58 for the fiscal years ended September 30, 2010, 2009 and 2008, respectively.

The Company also transfers past due interest to the principal balance as stipulated in certain loan amendments with portfolio companies. For the fiscal years ended September 30, 2010, 2009 and 2008, respectively, the Company rolled over past due interest to the principal balance of $529, $1,455 and $0. For the fiscal year ended September 30, 2010, the Company also rolled over past due interest to a portfolio company's principal balance of $715, and then recorded an adjustment against that principal balance since the loan was on non-accrual and the collectability of the additional principal was uncertain. This adjustment had no net impact to the consolidated statement of operations.

The Company has four original issue discount ("OID") loans. The Company recorded OID income of $21, $206 and $0 for the fiscal years ended September 30, 2010, 2009 and 2008, respectively.

Realized Gain or Loss and Unrealized Appreciation or Depreciation of Portfolio Investments

Gains or losses on the sale of investments are calculated by using the specific identification method. Realized gain or loss is recognized when an investment is disposed of and is computed as the difference between the Company's cost basis in the investment at the disposition date and the net proceeds received from such disposition. Unrealized appreciation or depreciation displays the difference between the fair market value of the investment and the cost basis of such investment. The Company must determine the fair value of each individual investment on a quarterly basis and record changes in fair value as unrealized appreciation or depreciation in its consolidated statement of operations.

Costs Related to Shelf Registration Statements

Costs related to shelf registration statement filings are recorded as prepaid assets. These expenses are charged as a reduction of capital upon utilization, in accordance with ASC 946-20, "Investment Company Activities."

Deferred Finance Costs

Costs associated with the Company's line of credit are deferred and amortized over the life of the credit facility. These costs are amortized in the consolidated statement of operations as amortization of deferred financing fees using the straight line method.

Receivables from Portfolio Companies

Receivables from portfolio companies represent non-recurring costs incurred on behalf of the portfolio companies. The Company maintains an allowance for uncollectible receivables from portfolio companies, which is determined based on historical experience and management's expectations of future losses. The Company charges the accounts receivable to the established provision when collection efforts have been exhausted and the receivables are deemed uncollectible. As of September 30, 2010 and 2009, the Company had gross receivables from portfolio companies of $611 and $1,528, respectively. The allowance for uncollectible receivables were $322 and $0 as of September 30, 2010 and 2009, respectively.

Related Party Costs

The Company has entered into an investment advisory and management agreement (the "Advisory Agreement") with the Adviser, which is controlled by the Company's chairman and chief executive officer. In accordance with the Advisory Agreement, the Company pays the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee. The Company has entered into an administration agreement (the "Administration Agreement") with Gladstone Administration, LLC (the "Administrator) whereby it pays separately for administrative services. These fees are accrued when the services are performed and generally paid one month in arrears. Refer to Note 4 for additional information regarding these related party costs and agreements.

Federal Income Taxes

The Company intends to continue to qualify for treatment as a RIC under subchapter M of the Code. As a RIC, the Company will not be subject to federal income tax on the portion of its taxable income and gains distributed to stockholders. To qualify as a RIC, the Company must meet certain source-of-income, asset diversification, and annual distribution requirements. Under the annual distribution requirement, the Company is required to distribute at least 90% of its investment company taxable income, as defined by the Code. The Company intends to distribute at least 90% of its ordinary income, and as a result, no income tax provisions have been recorded. The Company may, but does not intend to, pay out a return of capital.

ASC 740-10, “Income Taxes” 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 authorities. Tax positions not deemed to satisfy the “more-likely-than-not” threshold would be recorded as a tax benefit or expense in the current year. As of September 30, 2010 tax years 2006, 2007, 2008 and 2009 were open. The Company has evaluated the implications of ASC 740, for all open tax years and in all major tax jurisdictions, and determined that there is no material impact on the consolidated financial statements.

Dividends and Distributions

Distributions to stockholders are recorded on the ex-dividend date. The Company is required to pay out at least 90% of its ordinary income and short-term capital gains for each taxable year as a dividend to its stockholders in order to maintain its status as a RIC under Subtitle A, Chapter 1 of Subchapter M of the Code. It is the policy of the Company to pay out as a dividend up to 100% of those amounts. The amount to be paid out as a dividend is determined by the Board of Directors each quarter and is based on the annual earnings estimated by the management of the Company. Based on that estimate, a dividend is declared each quarter and is paid out monthly over the course of the respective quarter. At year-end the Company may pay a bonus dividend, in addition to the monthly dividends, to ensure that it has paid out at least 90% of its ordinary income and short-term capital gains for the year. The Company may retain long-term capital gains, if any, and not pay them out as dividends. If the Company decides to retain long-term capital gains, the portion of the retained capital gains will be subject to a 35% tax.

Recent Accounting Pronouncements

In August 2009, the FASB issued Accounting Standard Update (“ASU”) No. 2009-05, “Fair Value Measurements and Disclosures: Measuring Liabilities at Fair Value.” The update provides clarification to ASC 820 for the valuation techniques required to measure the fair value of liabilities. ASU No. 2009-05 also provides clarification around required inputs to the fair value measurement of a liability and definition of a Level 1 liability. ASU No. 2009-05 is effective for interim and annual periods beginning after August 28, 2009. The Company adopted ASU No. 2009-05 beginning with the quarter ended December 31, 2009. The adoption of this standard did not have a material effect on the Company’s financial position and results of operations.

In September 2009, the FASB issued ASU No. 2009-12, “Measuring Fair Value Measurements and Disclosures: Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent),” that provides additional guidance on how companies should estimate the fair value of certain alternative investments, such as hedge funds, private equity funds and venture capital funds. The fair value of such investments can now be determined using net asset value (“NAV”) as a practical expedient, unless it is probable that the investment will not be sold at a price equal to NAV. In those situations, the practical expedient cannot be used and disclosure of the remaining actions necessary to complete the sale will be required. New disclosures of the attributes of all investments within the scope of the new guidance is required, regardless of whether an entity used the practical expedient to measure the fair value of any of its investments. ASU No. 2009-12 is effective for the first annual or interim reporting period ending after December 15, 2009, with early application permitted. The Company determined that the adoption of this standard did not have a material effect on its financial position and results of operations as of and for the year ended September 30, 2010.

In December 2009, the FASB issued ASU No. 2009-17, “Consolidations: Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities,” that amends the FASB ASC for the issuance of FASB Statement No. 167, “Amendments to FASB Interpretation No. 46(R).” The amendments in this ASU replace the quantitative-based risks and rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which reporting entity has the power to direct the activities of a variable interest entity that most significantly impact such entity’s economic performance and (1) the obligation to absorb losses of such entity or (2) the right to receive benefits from such entity. An approach that is expected to be primarily qualitative will be more effective for identifying which reporting entity has a controlling financial interest in a variable interest entity. The amendments in ASU No. 2009-17 also require additional disclosures about a reporting entity's involvement in variable interest entities, which will enhance the information provided to users of financial statements. ASU No. 2009-17 is effective for annual periods beginning after November 15, 2009. The Company does not believe the adoption of this standard will have a material effect on its financial position and results of operations.

In January 2010, the FASB issued ASU No. 2010-06, "Fair Value Measurements and Disclosures," that requires reporting entities to make new disclosures about recurring or nonrecurring fair-value measurements including significant transfers into and out of Level 1 and Level 2 fair-value measurements and information on purchases, sales, issuances, and settlements on a gross basis in the reconciliation of Level 3 fair-value measurements. The FASB also clarified existing fair-value measurement disclosure guidance about the level of disaggregation, inputs, and valuation techniques. The new and revised disclosures are required to be implemented in interim or annual periods beginning after December 15, 2009, except for the gross presentation of the Level 3 rollforward, which is required for annual reporting periods beginning after December 15, 2010. The Company adopted ASU No. 2010-06 during the year ended September 30, 2010. The adoption of this standard did not have a material effect on the Company's financial position and results of operations.

In February 2010, the FASB issued ASU No. 2010-09, "Subsequent Events," that amended its guidance on subsequent events. Securities and Exchange Commission ("SEC") filers are not required to disclose the date through which an entity has evaluated subsequent events. The amended guidance was effective upon issuance for all entities.

In February 2010, the FASB issued ASU 2010-10, "Consolidations" to defer FAS 167, Amendments to FASB Interpretation No. 46(R), for certain investment entities that have the attributes of entities subject to ASC 946 (the "investment company guide"). In addition, the ASU (1) amends the requirements for evaluating whether a decision maker or service contract is a variable interest to clarify that a quantitative approach should not be the sole consideration in assessing the criteria and (2) clarifies that related parties should be considered in applying all of the decision maker and service contract criteria. The Company's adoption of this standard did not have a material effect on its financial position and results of operations.

Note 3. Investments

The Company adopted ASC 820 on October 1, 2008. In part, ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. ASC 820 provides a consistent definition of fair value that focuses on exit price in the principal, or most advantageous, market and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. ASC 820 also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

- *Level 1* — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- *Level 2* — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 inputs are in those markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers; and
- *Level 3* — inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those inputs that reflect the Company's own assumptions that market participants would use to price the asset or liability based upon the best available information.

As of September 30, 2010, all of the Company's assets were valued using Level 3 inputs.

The following tables present the financial instruments carried at fair value as of September 30, 2010 and 2009, by caption on the accompanying consolidated statements of assets and liabilities for each of the three levels of hierarchy:

	As of September 30, 2010			
	Level 1	Level 2	Level 3	Total Fair Value Reported in Consolidated Statements of Assets and Liabilities
Non-Control/Non-Affiliate Investments				
Senior Term Loans	$ —	$ —	$ 163,203	$ 163,203
Senior Subordinated Term Loans	—	—	59,463	59,463
Preferred Equity	—	—	387	387
Common Equity/Equivalents	—	—	684	684
Total investments at fair value	$ —	$ —	$ 223,737	$ 223,737
Control Investments				
Senior Term Loans	$ —	$ —	$ 9,393	$ 9,393
Senior Subordinated Term Loans	—	—	22,436	22,436
Common Equity/Equivalents	—	—	1,543	1,543
Total investments at fair value	$ —	$ —	$ 33,372	$ 33,372
Total investments at fair value	$ —	$ —	$ 257,109	$ 257,109

	As of September 30, 2009			
	Level 1	Level 2	Level 3	Total Fair Value Reported in Consolidated Statements of Assets and Liabilities
Non-Control/Non-Affiliate Investments				
Senior Term Loans	$ —	$ —	$ 203,102	$ 203,102
Senior Subordinated Term Loans	—	—	81,826	81,826
Common Equity/Equivalents	—	—	2,069	2,069
Total investments at fair value	$ —	$ —	$ 286,997	$ 286,997
Control Investments				
Senior Term Loans	$ —	$ —	$ 9,189	$ 9,189
Senior Subordinated Term Loans	—	—	23,967	23,967
Common Equity/Equivalents	—	—	816	816
Total investments at fair value	$ —	$ —	$ 33,972	$ 33,972
Total investments at fair value	$ —	$ —	$ 320,969	$ 320,969

Changes in Level 3 Fair Value Measurements

The following tables provide a roll-forward in the changes in fair value during the year ended September 30, 2010 and 2009 for all investments for which the Company determines fair value using unobservable (Level 3) factors. When a determination is made to classify a financial instrument within Level 3 of the valuation hierarchy, the determination is based upon the significance of the unobservable factors to the overall fair value measurement. However, Level 3 financial instruments typically include, in addition to the unobservable or Level 3 components, observable components (that is, components that are actively quoted and can be validated to external sources). Accordingly, the gains and losses in the tables below include changes in fair value due in part to observable factors that are part of the valuation methodology.

Fair value measurements using unobservable data inputs (Level 3)

Fiscal Year 2010:

Twelve Months Ended September 30, 2010:	Non-Control/ Non-Affiliate Investments	Control Investments	Total
Fair value as of September 30, 2009	$ 286,997	$ 33,972	$ 320,969
Total gains or losses			
Realized losses(a)	(28)	(2,865)	(2,893)
Reversal of prior period depreciation on realization(b)	3,546	2,865	6,411
Unrealized appreciation (depreciation)(b)	1,098	(5,192)	(4,094)
New investments, repayments and settlements(c)			
Issuances/New investments	17,774	4,627	22,401
Settlements/Repayments	(82,531)	(35)	(82,566)
Sales	(3,119)	—	(3,119)
Transfers into/out of Level 3	—	—	—
Fair value as of September 30, 2010	$ 223,737	$ 33,372	$ 257,109

Twelve Months Ended September 30, 2010:	Senior Term Loans	Senior Subordinated Term Loans	Preferred Equity	Common Equity/ Equivalents	Total
Fair value as of September 30, 2009	$ 212,290	$ 105,794	$ —	$ 2,885	$ 320,969
Total gains or losses					
Realized (losses) gains(a)	(2,104)	(571)	(1,584)	1,366	(2,893)
Reversal of prior period depreciation (appreciation) on realization(b)	3,453	1,620	1,584	(246)	6,411
Unrealized (depreciation) appreciation(b)	(3,016)	(758)	386	(706)	(4,094)
New investments, repayments, and settlements, net(c)					
Issuances/New investments	19,551	2,355	—	495	22,401
Settlements/Repayments	(56,653)	(24,347)	—	(1,566)	(82,566)
Sales	(925)	(2,194)	—	—	(3,119)
Transfers into/out of Level 3	—	—	—	—	—
Fair value as of September 30, 2010	$ 172,596	$ 81,899	$ 386	$ 2,228	$ 257,109

Fiscal Year 2009:

Twelve Months Ended September 30, 2009:	Non-Control/ Non-Affiliate Investments	Control Investments	Derivative	Total
Fair value as of September 30, 2008	$ 407,153	$ 780	$ —	$ 407,933
Total gains or losses				
Realized losses(a)	(26,411)	—	(304)	(26,715)
Reversal of prior period depreciation on realization(b)	24,531	—	304	24,835
Unrealized (depreciation) appreciation(b)	(16,582)	1,564	—	(15,018)
New investments, repayments, and settlements, net(c)	(101,694)	31,628	—	(70,066)
Transfers in (out) of Level 3	—	—	—	—
Fair value as of September 30, 2009	$ 286,997	$ 33,972	$ —	$ 320,969

Twelve Months Ended September 30, 2009:	Senior Term Loans	Senior Subordinated Term Loans	Preferred Equity	Common Equity/ Equivalents	Derivative	Total
Fair value as of September 30, 2008	$ 265,297	$ 140,676	$ —	$ 1,960	$ —	$ 407,933
Total gains or losses						
Realized losses(a)	(5,595)	(20,816)	—	—	(304)	(26,715)
Reversal of prior period depreciation on realization(b)	4,773	19,758	—	—	304	24,835
Unrealized (depreciation) appreciation(b)	(43)	(15,455)	(444)	924	—	(15,018)
New investments, repayments, and settlements, net(c)	(52,142)	(18,369)	444	1	—	(70,066)
Transfers into/out of Level 3	—	—	—	—		—
Fair value as of September 30, 2009	$ 212,290	$ 105,794	$ —	$ 2,885	$ —	$ 320,969

(a) Included in net realized loss on investments on the accompanying consolidated statements of operations for the years ended September 30, 2010 and 2009.

(b) Included in unrealized appreciation (depreciation) on investments on the accompanying consolidated statements of operations for the years ended September 30, 2010 and 2009.

(c) Includes increases in the cost basis of investments resulting from new portfolio investments, the amortization of discounts, premiums and closing fees as well as decreases in the cost basis of investments resulting from principal repayments or sales.

Non-Control/Non-Affiliate Investments

As of September 30, 2010 and 2009, the Company held Non-Control/Non-Affiliate investments in the aggregate of approximately $223,737 and $286,997, at fair value, respectively.

Control and Affiliate Investments

As of September 30, 2010 and 2009, the Company held Control investments in the aggregate of approximately $33,372 and $33,972, at fair value, respectively. As of September 30, 2010, the Control investments were comprised of BERTL, Inc. (“BERTL”), Defiance Integrated Technologies, Inc. (“Defiance”), Lindmark Acquisition, LLC ("Lindmark"), LocalTel, LLC ("LocalTel"), Midwest Metal Distribution, Inc ("Midwest Metal") and U.S. Healthcare Communications, Inc. ("U.S. Healthcare").

- *BERTL:* The Company originally purchased a past due debt instrument in MCA Communications, LLC, and the Company accepted a deed in lieu of foreclosure in satisfaction of BERTL's obligations under the debt instrument in September 2007. BERTL is a web-based evaluator of digital imaging products.
- *Defiance:* In July 2009, the Company acquired from the previous owner certain assets of Defiance Acquisition Corp., consisting of tangible and intangible personal property. The Company acquired these assets through a newly formed subsidiary, Defiance, and intends to continue the business under its control. Defiance is a manufacturer of trucking parts.
- *Lindmark:* In March 2009, the Company acquired from the previous owner certain assets of Lindmark Outdoor Advertising, LLC, consisting of all tangible and intangible personal property. The Company acquired these assets through a newly formed subsidiary, Lindmark Holdings Corp., and intends to continue the business under its control. Lindmark is a billboard advertising company.
- *LocalTel:* In July 2008, the Company acquired from the previous owner certain assets of LocalTel, Inc., consisting of all tangible and intangible personal property. The Company acquired these assets through a newly formed subsidiary, LYP Holdings Corp., and intends to continue the business under its control. LocalTel is a publisher of community yellow page directories.
- *Midwest Metal:* In September 2009, the Company took control of certain entities of Clinton Holdings, LLC by exercising contractual rights under the investment documents. In July 2010, the Company acquired stock ownership through a newly formed subsidiary, Gladstone Metal, LLC, and intends to continue the business under its control. Midwest Metal is a metal service center for aluminum and stainless steel products.
- *U.S. Healthcare:* The Company offered at public sale certain assets of U.S. Healthcare Communications, LLC in January 2008, consisting generally of all fixtures of tangible and intangible personal property. The Company acquired these assets in the sale through a newly formed subsidiary, U.S. Healthcare, and intends to continue the business under its control. U.S. Healthcare is a trade magazine operator.

Investment Concentrations

As of September 30, 2010, the Company had aggregate investments in 39 portfolio companies and approximately 67.1% of the aggregate fair value of such investments was senior term loans, approximately 31.9% was senior subordinated term loans, no investments were in junior subordinated loans and approximately 1.0% was in equity securities. The following table outlines the Company's investments by type as of September 30, 2010 and 2009:

	September 30, 2010		September 30, 2009	
	Cost	Fair Value	Cost	Fair Value
Senior Term Loans	$ 200,041	$ 172,596	$ 240,172	$ 212,290
Senior Subordinated Term Loans	93,987	81,899	118,743	105,794
Preferred Equity	444	387	2,028	—
Common Equity/Equivalents	3,744	2,227	3,450	2,885
Total Investments	$ 298,216	$ 257,109	$ 364,393	$ 320,969

Investments at fair value consisted of the following industry classifications as of September 30, 2010 and 2009:

Industry Classification	September 30, 2010 Fair Value	September 30, 2010 Percentage of Total Investments	September 30, 2009 Fair Value	September 30, 2009 Percentage of Total Investments
Broadcast (TV & Radio)	$ 44,562	17.3%	$ 43,403	13.5%
Healthcare, Education & Childcare	41,098	16.0%	58,054	18.1%
Printing & Publishing	37,705	14.7%	37,864	11.8%
Electronics	25,080	9.8%	27,899	8.7%
Mining, Steel, Iron & Non-Precious Metals	24,343	9.5%	21,926	6.8%
Retail Stores	19,620	7.6%	23,669	7.4%
Buildings & Real Estate	12,454	4.8%	12,882	4.0%
Home & Office Furnishings	10,666	4.1%	16,744	5.2%
Automobile	9,868	3.8%	7,999	2.5%
Personal & Non-durable Consumer Products	9,230	3.6%	8,714	2.7%
Machinery	8,719	3.4%	9,202	2.9%
Chemicals, Plastics & Rubber	7,044	2.7%	15,884	4.9%
Leisure, Amusement, Movies & Entertainment	3,994	1.6%	5,091	1.6%
Diversified/Conglomerate Manufacturing	2,042	0.8%	1,236	0.4%
Aerospace & Defense	400	0.2%	1,857	0.6%
Farming & Agriculture	284	0.1%	9,309	2.9%
Diversified Natural Resources, Precious Metals & Minerals	—	—	13,589	4.2%
Cargo Transport	—	—	5,427	1.7%
Textiles & Leather	—	—	220	0.1%
Total	$ 257,109	100.0%	$ 320,969	100.0%

The investments at fair value consisted of the following geographic regions of the United States as of September 30, 2010 and 2009:

Geographic Region	September 30, 2010 Fair Value	September 30, 2010 Percent of Total Investments	September 30, 2009 Fair Value	September 30, 2009 Percentage of Total Investments
Midwest	$ 142,357	55.4%	$ 172,263	53.7%
West	59,892	23.3%	65,678	20.5%
Northeast	22,913	8.9%	14,170	4.4%
Mid-Atlantic	14,482	5.6%	28,437	8.8%
Southeast	11,038	4.3%	34,708	10.8%
U.S. Territory	6,427	2.5%	5,713	1.8%
	$ 257,109	100.0%	$ 320,969	100.0%

The geographic region depicts the location of the headquarters for the Company’s portfolio companies. A portfolio company may have a number of other locations in other geographic regions.

Investment Principal Repayment

The following table summarizes the contractual principal repayment and maturity of the Company's investment portfolio by fiscal year, assuming no voluntary prepayments:

Fiscal Year Ending September 30,	**Amount**
2011	$ 59,575
2012	72,201
2013	124,496
2014	31,840
2015	6,850
Total Contractual Repayments	$ 294,962
Investments in equity securities	4,189
Unamortized premiums, discounts and investment acquisition costs on debt securities	(935)
Total	$ 298,216

Note 4. Related Party Transactions

Loans to Employees

The Company provided loans to employees of the Adviser, who at the time the loans were provided were joint employees of the Company and either the Adviser or the Company's previous investment adviser, Gladstone Capital Advisers, Inc., for the exercise of options under the Company's Amended and Restated 2001 Equity Incentive Plan, which has since been terminated. The loans require the quarterly payment of interest at the market rate in effect at the date of issue, have varying terms not exceeding ten years and have been recorded as a reduction of net assets. The loans are evidenced by full recourse notes that are due upon maturity or 60 days following termination of employment, and the shares of common stock purchased with the proceeds of the loan are posted as collateral. No new loans were issued during the years ended September 30, 2010 or 2009. The Company received $1,400 and $6 of principal repayments during the years ended September 30, 2010 and 2009, respectively. The Company recognized interest income from all employee stock option loans of $437, $468 and $471 for the years ended September 30, 2010, 2009 and 2008, respectively.

During the year ended September 30, 2010, $515 of an employee stock option loan to a former employee of the Adviser was transferred from notes receivable — employees to other assets in connection with the termination of her employment with the Adviser and the later amendment of the loan. The interest on the loan from the time the employee's employment ended with the Adviser is included in other income on the accompanying consolidated statement of operations.

On September 7, 2010, the Company entered into redemption agreements (the "Redemption Agreements") with David Gladstone, the Company's Chairman and Chief Executive Officer, and Laura Gladstone, the daughter of Mr. Gladstone, in connection with the maturity of secured promissory notes executed by Mr. Gladstone and Ms. Gladstone in favor of the Company on August 23, 2001, in the principal amounts of $5,900 and $275 (the "Notes"). Mr. and Ms. Gladstone executed the Notes in payment of the exercise price of certain stock options (the "Options") to acquire shares of the Company's common stock. Concurrently with the execution of the Notes, the Company and Mr. and Ms. Gladstone entered into a Stock Pledge Agreements (the "Pledge Agreements"), pursuant to which Mr. and Ms. Gladstone granted to the Company a first priority security interest in the Pledged Collateral (as defined in the Pledge Agreement), which includes 393,334 and 18,334 shares, respectively, of the Company's common stock that Mr. and Ms. Gladstone acquired pursuant to the exercise of the Options (the "Pledged Shares"). An event of default was triggered under the Notes by virtue of Mr. and Ms. Gladstone's failure to repay the amounts outstanding under the Notes within five business days of August 23, 2010. The Redemption Agreements provide that, pursuant to the terms and conditions thereof, the Company will automatically accept and retire the Pledged Shares in partial or full satisfaction, as applicable, of Mr. and Ms. Gladstone's obligations to the Company under the Notes at such time, if ever, that the trading price of the Company's common stock reaches $15 per share. In entering into the

Redemption Agreements, the Company reserved all of its existing rights under the Notes and the Pledge Agreements, including but not limited to the ability to foreclose on the Pledged Collateral at any time.

Compensation Expense

During the year ended September 30, 2010, the employee stock option loans of two former employees were converted from recourse to non-recourse loans. In connection with these conversions, the Company repurchased and retired the shares of common stock pledged as collateral for the loans, which shares had previously been acquired upon the exercise of the stock options in consideration for the issuance of the loans. The repurchases were accounted for as treasury stock transactions at the fair value of the shares, based on the trading price of the Company's common stock on the date of the transactions, totaling $420. Since the value of the stock option loans totaled $665, the Company recorded non-cash compensation expense of $245.

Investment Advisory and Management Agreement

In accordance with the Advisory Agreement, the Company pays the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee. On July 7, 2010, the Company's Board of Directors approved the renewal of the Advisory Agreement through August 31, 2011.

The following tables summarize the management fees, incentive fees and associated credits reflected in the accompanying consolidated statements of operations:

	Year Ended September 30,		
	2010	**2009**	**2008**
Average total assets subject to base management fee(1)	$ 304,250	$ 381,250	$ 416,450
Multiplied by pro-rated annual base management fee of 2.0%	2.0%	2.0%	2.0%
Unadjusted base management fee	6,085	7,625	8,329
Reduction for loan servicing fees(2)	3,412	5,620	6,117
Base management fee(2)	2,673	2,005	2,212
Credit for fees received by Adviser from the portfolio companies	(213)	(89)	(1,678)
Fee reduction for the voluntary, irrevocable waiver of 2% fee on senior syndicated loans to 0.5% per annum(3)	(42)	(265)	(408)
Net base management fee	$ 2,418	$ 1,651	$ 126
Incentive fee	$ 1,823	$ 3,326	$ 5,311
Credit from voluntary, irrevocable waiver issued by Adviser's board of directors	(165)	(3,326)	(5,311)
Net incentive fee	$ 1,658	$ —	$ —
Credit for fees received by Adviser from the portfolio companies	$ (213)	$ (89)	$ (1,678)
Fee reduction for the voluntary, irrevocable waiver of 2% fee on senior syndicated loans to 0.5% per annum	(42)	(265)	(408)
Incentive fee credit	(165)	(3,326)	(5,311)
Credit to base management and incentive fees from Adviser	$ (420)	$ (3,680)	$ (7,397)

(1) Average total assets subject to the base management fee is defined as total assets, including investments made with proceeds of borrowings, less any uninvested cash and cash equivalents resulting from borrowings, valued at the end of the four most recently completed quarters and appropriately adjusted for any share issuances or repurchases during the current year.

(2) Reflected as a line item on the consolidated statement of operations located elsewhere in this report.

(3) The board of our Adviser voluntarily, irrevocably and unconditionally waived on a quarterly basis the annual 2.0% base management fee to 0.5% for senior syndicated loan participations for the years ended September 30, 2010, 2009 and 2008. Fees waived cannot be recouped by the Adviser in the future.

Base Management Fee

The base management fee is payable quarterly and assessed at a rate of 2.0%, computed on the basis of the Company's average gross assets at the end of the two most recently completed quarters, which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulted from borrowings. In addition, the following three items are adjustments to the base management fee calculation:

- *Loan Servicing Fees*

  The Adviser also services the loans held by Business Loan, in return for which it receives a 2.0% annual fee based on the monthly aggregate outstanding balance of loans pledged under the Company's line of credit. Since the Company owns these loans, all loan servicing fees paid to the Adviser are treated as reductions directly against the 2.0% base management fee under the Advisory Agreement.

- *Senior Syndicated Loan Fee Waiver*

  The Company's Board of Directors accepted an unconditional and irrevocable voluntary waiver from the Adviser to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations, for the years ended September 30, 2010 and 2009.

- *Portfolio Company Fees*

  Under the Advisory Agreement, the Adviser has also provided, and continues to provide, managerial assistance and other services to the Company's portfolio companies and may receive fees for services other than managerial assistance. 50% of certain of these fees are credited against the base management fee that the Company would otherwise be required to pay to the Adviser.

Incentive Fee

The incentive fee consists of two parts: an income-based incentive fee and a capital gains incentive fee. The income-based incentive fee rewards the Adviser if the Company's quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of the Company's net assets (the "hurdle rate"). The Company will pay the Adviser an income-based incentive fee with respect to the Company's pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which its pre-incentive fee net investment income does not exceed the hurdle rate (7% annualized);
- 100% of pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 20% of the amount of pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

The second part of the incentive fee is a capital gains-based incentive fee that is determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date) and equals 20% of the Company's realized capital gains as of the end of the fiscal year. In determining the capital gains-based incentive fee payable to the Adviser, the Company calculates the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since the Company's inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in its portfolio.

In addition to the base management and incentive fees under the Advisory Agreement, certain fees received by the Adviser from the Company's portfolio companies are paid by the Adviser and credited under the Advisory Agreement. Effective April 1, 2007, 50% of certain of the fees received by the Adviser are credited against the base management fee, whereas prior to such date 100% of those fees were credited against the base management fee. In addition, the Company continues to pay its direct expenses including, but not limited to, directors' fees, legal and accounting fees, stockholder related expenses, and directors and officers insurance under the Advisory Agreement.

As a business development company, the Company makes available significant managerial assistance to our portfolio companies and provide other services to such portfolio companies. Although, neither we nor our Adviser currently receives fees in connection with managerial assistance, our Adviser provides other services to our portfolio companies and receives fees for these other services. For example, certain of our portfolio companies contract directly with our Adviser for the provision of consulting services.

Administration Agreement

Under the Administration Agreement, the Company pays separately for administrative services. The Administration Agreement provides for payments equal to the Company's allocable portion of the Administrator's overhead expenses in performing its obligations under the Administration Agreement, including, but not limited to, rent and the allocable portion of salaries and benefits expenses of the Company's chief financial officer, chief compliance officer, internal counsel, treasurer and their respective staffs. For the fiscal years ended September 30, 2010 and 2009, the Company recorded administration fees of $807 and $872, respectively. On July 7, 2010, the Company's Board of Directors approved the renewal of the Administration Agreement with the Administrator through August 31, 2011.

Related Party Fees Due

Amounts due to related parties in the accompanying consolidated statements of assets and liabilities were as follows:

	As of September 30, 2010	As of September 30, 2009
Unpaid base management fee to Adviser	$ 319	$ 617
Unpaid incentive fee to Adviser	158	—
Unpaid loan servicing fees to Adviser	196	217
Total Fees due to Adviser	673	834
Unpaid administration fee due to Administrator	267	216
Total related party fees due	$ 940	$ 1,050

As of September 30, 2010 and September 30, 2009, Due from Adviser totaled $0 and $69, respectively, which included reimbursements for non-recurring costs incurred on behalf of the portfolio companies.

Note 5. Line of Credit

On March 15, 2010, the Company, through Business Loan, entered into a fourth amended and restated credit agreement which currently provides for a $127,000 revolving line of credit arranged by Key Equipment Finance Inc. as administrative agent (the "Credit Facility"). Branch Banking and Trust Company and ING Capital LLC also joined the Credit Facility as committed lenders. Subject to certain terms and conditions, the Credit Facility may be expanded up to $202,000 through the addition of other committed lenders to the facility. Advances under the Credit Facility will generally bear interest at the 30-day London Interbank Offered Rate ("LIBOR") (subject to a minimum rate of 2.0%), plus 4.5% per annum, with a commitment fee of 0.5% per annum on undrawn amounts. As of September 30, 2010, there was a cost basis of approximately $16,800 of borrowings outstanding under the Credit Facility at an average interest rate of 6.5%. Available borrowings are subject to various constraints imposed under the Credit Facility, based on the aggregate loan balance pledged by Business Loan. Interest is payable monthly during the term of the Credit Facility. The Credit Facility matures on March 15, 2012, and, if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable on March 15,

2013. In addition, if the Credit Facility is not renewed on or before March 15, 2012, the Company will be required to use all principal collections from its loans to pay outstanding principal on the Credit Facility.

In addition to the annual interest rate on borrowings outstanding, under the Credit Facility the Company will be obligated to pay an annual minimum earnings shortfall fee to the committed lenders on March 15, 2011. The minimum earnings shortfall fee will be calculated as the difference between the weighted average of borrowings outstanding under the Credit Facility and 50.0% of the commitment amount of the Credit Facility, multiplied by 4.5% per annum, less commitment fees paid during the year. As of September 30, 2010, the Company had accrued approximately $590 in minimum earnings shortfall fees.

The Credit Facility contains covenants that require Business Loan to maintain its status as a separate entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions), and restrict material changes to the Company's credit and collection policies. The facility requires a minimum of 20 obligors in the borrowing base and also limits payments of distributions. As of September 30, 2010, Business Loan had 23 obligors and the Company was in compliance with all of the facility covenants. See Note 13 for a discussion of a recent amendment to the Credit Facility.

Fair Value

The Company elected to apply ASC 825, "Financial Instruments," specifically for the Credit Facility, which was consistent with its application of ASC 820 to its investments. The Company estimated the fair value of the Credit Facility using estimates of value provided by an independent third party and its own assumptions in the absence of observable market data, including estimated remaining life, credit party risk, current market yield and interest rate spreads of similar securities as of the measurement date. The following table presents the Credit Facility carried at fair value as of September 30, 2010 and September 30, 2009, by caption on the accompanying consolidated statements of assets and liabilities for each of the three levels of hierarchy established by ASC 820:

	Borrowings under Line of Credit			
	Level 1	Level 2	Level 3	Total Fair Value Reported in Consolidated Statement of Assets and Liabilities
September 30, 2010	$ —	$ —	$17,940	$ 17,940
September 30, 2009	$ —	$ —	$83,350	$ 83,350

The following table provides a roll-forward in the changes in fair value during the year ended September 30, 2010 and 2009, for the Credit Facility for which the Company determines fair value using unobservable (Level 3) factors. When a determination is made to classify a financial instrument within Level 3 of the valuation hierarchy, the determination is based upon the significance of the unobservable factors to the overall fair value measurement. However, Level 3 financial instruments typically include, in addition to the unobservable or Level 3 components, observable components (that is, components that are actively quoted and can be validated by external sources). Accordingly, the losses in the table below include changes in fair value due in part to observable factors that are part of the valuation methodology.

Fair value measurements using unobservable data inputs (Level 3)

	Year Ended September 30,	
	2010	2009
Fair value as of September 30, 2009 and 2008, respectively(a)	$ 83,350	$ 151,030
Unrealized appreciation(b)	790	350
Borrowings	24,900	48,800
Repayments	(91,100)	(116,830)
Transfers into/out of Level 3	—	—
Fair value as of September 30, 2010 and 2009, respectively	$ 17,940	$ 83,350

(a) ASC 825 was not adopted until the quarter ended June 30, 2009; therefore, the Credit Facility is shown at its principal balance outstanding at September 30, 2008 in the table above.

(b) Included in unrealized appreciation on borrowings under line of credit on the accompanying consolidated statements of operations for the years ended September 30, 2010 and 2009.

The fair value of the collateral under the Credit Facility was approximately $212,571 and $229,033 as of September 30, 2010 and 2009, respectively.

Note 6. Interest Rate Cap Agreement

Pursuant to its previous revolving credit facility (the "DB Facility"), the Company had an interest rate cap agreement, with an initial notional amount of $35,000 at a cost of $304 that effectively limited the interest rate on a portion of the borrowings under the line of credit. The interest rate cap agreement expired in February 2009.

The Company recorded changes in the fair market value of the interest rate cap agreement monthly based on the current market valuation at month end as unrealized depreciation or appreciation on derivative on the Company's consolidated statement of operations. The agreement provided that the Company's floating interest rate or cost of funds on a portion of the portfolio's borrowings would be capped at 5% when the LIBOR was in excess of 5%. During the year ended September 30, 2009, the Company recorded $304 of loss from the interest rate cap agreement, recorded as a realized loss on the settlement of derivative on the Company's consolidated statements of operations. During the year ended September 30, 2008, the Company recorded $7 of income from the interest rate cap agreement, recorded as a realized gain on the settlement of derivative on the Company's consolidated statements of operations.

Note 7. Common Stock Transactions

On October 20, 2009, the Company filed a registration statement on Form N-2 (File No. 333-162592) that was declared effective by the SEC on January 28, 2010 and such registration statement will permit the Company to issue, through one or more transactions, up to an aggregate of $300,000 in securities, consisting of common stock, senior common stock, preferred stock, subscription rights, debt securities and warrants to purchase common stock, or a combination of these securities.

On May 17, 2010, the Company and the Adviser entered into an equity distribution agreement (the "Agreement") with BB&T Capital Markets, a division of Scott & Stringfellow, LLC (the "Agent"), under which the Company may, from time to time, issue and sell through the Agent, as sales agent, up to 2,000,000 shares (the "Shares") of the Company's common stock, par value $0.001 per share, based upon instructions from the Company (including, at a minimum, the number of shares to be offered, the time period during which sales are requested to be made, any limitation on the number of shares that may be sold in any one day and any minimum price below which sales may not be made). Sales of Shares through the Agent, if any, will be executed by means of either ordinary brokers' transactions on the NASDAQ Global Select Market in accordance with Rule 153 under the Securities Act of 1933, as amended, or such other sales of the Shares as shall be agreed by the Company and the Agent. The compensation payable to the Agent for sales of Shares with respect to which the Agent acts as sales agent shall be equal to 2.0% of the gross sales price of the Shares for amounts of Shares sold pursuant to the Agreement. To date, the Company has not issued any shares pursuant to this Agreement.

Transactions in common stock were as follows:

	Shares	Total Value
Balance as of September 30, 2008	21,087,574	$ 334,164
Shelf offering costs	—	(41)
Return of capital statement of position adjustment(1)	—	(5,899)
Balance as of September 30, 2009	21,087,574	$ 328,224
Conversion of recourse to non-recourse loans(2)	—	(420)
Retirement of employee loan shares(3)	(48,332)	—
Shelf offering costs		(28)
Return of capital statement of position adjustment(1)	—	(820)
Balance as of September 30, 2010	21,039,242	$ 326,956

(1) The timing and characterization of certain income and capital gains distributions are determined annually in accordance with federal tax regulations which may differ from GAAP. These differences primarily relate

to items recognized as income for financial statement purposes and realized gains for tax purposes. As a result, net investment income and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. Accordingly, the Company made a reclassification among certain of its capital accounts without impacting the net asset value of the Company.

(2) During the year ended September 30, 2010, the employee stock option loans of two former employees of the Adviser were converted from recourse to non-recourse loans. The conversions were non-cash transactions and were accounted for as repurchases of the shares previously received by the employees of the Adviser upon exercise of the stock options in exchange for the non-recourse notes. The repurchases were accounted for as treasury stock transactions at the fair value of the shares, which totaled $420.

(3) During the year ended September 30, 2010, subsequent to the conversion of the stock option loans of two former employees of the Adviser from recourse to non-recourse, the loans came due when the underlying market value for the collateral reached the outstanding loan amount. As such, and consistent with the loan agreements, the shares pledged as collateral were retired in March 2010. Since these shares were already accounted for during the conversion to non-recourse above, these became non-cash events that did not require journal entries to the financial statements. However, they resulted in a reduction of the number of shares of common stock outstanding.

The following table is a summary of all outstanding notes issued to employees of the Adviser for the exercise of stock options:

Issue Date	Number of Options Exercised	Strike Price of Options Exercised	Amount of Promissory Note Issued to Employees	Outstanding Balance of Employee Loans at 9/30/10	Maturity Date	Interest Rate on Note
Aug-01	393,334	15.00	$ 5,900(1)	$ 5,900	Aug-10	4.90%(2)
Aug-01	18,334	15.00	275(1)	255	Aug-10	4.90%(2)
Aug-01	18,334	15.00	275	275	Aug-11	4.90%
Sep-04	13,332	15.00	200	198	Sep-13	5.00%
Jul-06	13,332	15.00	200	200	Jul-15	8.26%
Jul-06	18,334	15.00	275	275	Jul-15	8.26%
	475,000		$ 7,125	$ 7,103		

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(1) On September 7, 2010, the Company entered into redemption agreements (the “Redemption Agreements”) with David Gladstone, the Company’s Chairman and Chief Executive Officer, and Laura Gladstone, the daughter of Mr. Gladstone, in connection with the maturity of secured promissory notes executed by Mr. Gladstone and Ms. Gladstone in favor of the Company on August 23, 2001, in the principal amounts of $5,900 and $275 (the “Notes”). Mr. and Ms. Gladstone executed the Notes in payment of the exercise price of certain stock options (the “Options”) to acquire shares of the Company’s common stock. Concurrently with the execution of the Notes, the Company and Mr. and Ms. Gladstone entered into a Stock Pledge Agreements (the “Pledge Agreements”), pursuant to which Mr. and Ms. Gladstone granted to the Company a first priority security interest in the Pledged Collateral (as defined in the Pledge Agreement), which includes 393,334 and 18,334 shares, respectively, of the Company’s common stock that Mr. and Ms. Gladstone acquired pursuant to the exercise of the Options (the “Pledged Shares”). An event of default was triggered under the Notes by virtue of Mr. and Ms. Gladstone’s failure to repay the amounts outstanding under the Notes within five business days of August 23, 2010. The Redemption Agreements provide that, pursuant to the terms and conditions thereof, the Company will automatically accept and retire the Pledged Shares in partial or full satisfaction, as applicable, of Mr. and Ms. Gladstone’s obligations to the Company under the Notes at such time, if ever, that the trading price of the Company’s common stock reaches $15 per share. In entering into the Redemption Agreements, the Company reserved all of its existing rights under the Notes and the Pledge Agreements, including but not limited to the ability to foreclose on the Pledged Collateral at any time.

(2) An event of default was triggered under the Note by virtue of the employee's failure to repay the amounts outstanding within five business days of August 23, 2010. As such, the Company charged a default rate of 2% under the Note for periods following the date of default.

In accordance with ASC 505-10-45-2, "Equity," receivables from employees for the issuance of capital stock to employees prior to the receipt of cash payment should be reflected in the balance sheet as a reduction to stockholders' equity. Therefore, these recourse notes were recorded as loans to employees and are included in the equity section of the accompanying consolidated statements of assets and liabilities. As of September 30, 2010, the Company determined that these notes were still recourse.

Note 8. Net Increase (Decrease) in Net Assets Resulting from Operations per Share

The following table sets forth the computation of basic and diluted net increase (decrease) in net assets resulting from operations per share for the fiscal years ended September 30, 2010, 2009 and 2008:

	Year Ended September 30,		
	2010	2009	2008
Numerator for basic and diluted net increase (decrease) in net assets resulting from operations per share	$ 16,394	$ 3,783	$ (21,262)
Denominator for basic and diluted shares	21,060,351	21,087,574	19,699,796
Basic net increase (decrease) in net assets resulting from operations per common share	$ 0.78	$ 0.18	$ (1.08)

Note 9. Distributions

Distributions

The Company is required to pay out as a dividend 90% of its ordinary income and short-term capital gains for each taxable year in order to maintain its status as a RIC under Subtitle A, Chapter 1 of Subchapter M of the Code. It is the policy of the Company to pay out as a dividend up to 100% of those amounts. The amount to be paid out as a dividend is determined by the Board of Directors each quarter and is based on the annual earnings estimated by the management of the Company. Based on that estimate, three monthly dividends are declared each quarter. At year-end the Company may pay a bonus dividend, in addition to the monthly dividends, to ensure that it has paid out at least 90% of its ordinary income and realized net short-term capital gains for the year. Long-term capital gains are composed of success fees, prepayment fees and gains from the sale of securities held for one year or more. The Company may decide to retain long-term capital gains from the sale of securities, if any, and not pay them out as dividends, however, the Board of Directors may decide to declare and pay out capital gains during any fiscal year. If the Company decides to retain long-term capital gains, the portion of the retained capital gains will be subject to a 35% tax. The tax characteristics of all dividends will be reported to stockholders on Form 1099 at the end of each calendar year. The following table lists the per share dividends paid for the fiscal years ended September 30, 2010 and 2009:

Fiscal Year	Record Date	Payment Date	Dividend per Share
2010	October 22, 2009	October 30, 2009	$ 0.070
	November 19, 2009	November 30, 2009	0.070
	December 22, 2009	December 31, 2009	0.070
	January 21, 2010	January 29, 2010	0.070
	February 18, 2010	February 26, 2010	0.070
	March 23, 2010	March 31, 2010	0.070
	April 22, 2010	April 30, 2010	0.070
	May 20, 2010	May 28, 2010	0.070
	June 22, 2010	June 30, 2010	0.070
	July 22, 2010	July 30, 2010	0.070
	August 23, 2010	August 31, 2010	0.070
	September 22, 2010	September 30, 2010	0.070
Annual Total:			$ 0.840

Fiscal Year	Record Date	Payment Date	Dividend per Share
2009	October 23, 2008	October 31, 2008	$ 0.140
	November 19, 2008	November 28, 2008	0.140
	December 22, 2008	December 31, 2008	0.140
	January 22, 2009	January 30, 2009	0.140
	February 19, 2009	February 27, 2009	0.140
	March 23, 2009	March 31, 2009	0.140
	April 27, 2009	May 8, 2009	0.070
	May 29, 2009	June 11, 2009	0.070
	June 22, 2009	June 30, 2009	0.070
	July 23, 2009	July 31, 2009	0.070
	August 21, 2009	August 31, 2009	0.070
	September 22, 2009	September 30, 2009	0.070
Annual Total:			$ 1.260

Aggregate distributions declared and paid for the 2010 and 2009 fiscal years were approximately $17,690 and $26,570, respectively, which were declared based on an estimate of net investment income for each year.

Distribution of Income and Gains Net investment income of the Company is declared and distributed to stockholders monthly. Net realized gains from investment transactions, in excess of available capital loss carryforwards, would be taxable to the Company if not distributed, and, therefore, generally will be distributed at least annually.

The timing and characterization of certain income and capital gains distributions are determined annually in accordance with federal tax regulations which may differ from GAAP. These differences primarily relate to items recognized as income for financial statement purposes and realized gains for tax purposes. As a result, net investment income and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. Accordingly, the Company may periodically make reclassifications among certain of its capital accounts without impacting the net asset value of the Company. Additionally, the following tables also include these adjustments for the years ended September 30, 2010 and 2009, respectively.

The Company's components of net assets on a tax-basis were as follows:

	Year Ended September 30,	
	2010	2009
Common stock	$ 21	$ 21
Paid in capital	326,935	328,203
Notes receivable — employees	(7,103)	(9,019)
Net unrealized depreciation on investments	(41,800)	(43,425)
Net unrealized appreciation on borrowings under line of credit	(1,140)	(350)
Capital loss carryforward	(26,354)	—
Post-October tax loss	(901)	(26,354)
Other temporary differences	(412)	—
Net Assets	$ 249,246	$ 249,076

The Company intends to retain realized gains to the extent of available capital loss carryforwards. As of September 30, 2010 the Company had $26,354 of capital loss carryforwards that expire in 2018.

For the years ended September 30, 2010 and 2009, the Company recorded the following adjustments to reflect tax character. Reclassifications between income and gains primarily relate to the character of prepayment and success fees and accrued interest written off for GAAP purposes. Adjustments to paid-in-capital relate primarily to distributions in excess of net investment income. Results of operations and net assets were not affected by these revisions.

	Year Ended September 30,	
	2010	2009
Overdistributed net investment income	$(1,172)	$ 5,539
Accumulated Net Realized Losses	1,992	360
Paid-in-capital	(820)	(5,899)

The tax character of distributions paid to stockholders by the Company is summarized as follows:

	Year Ended September 30,		
	2010	2009	2008
Distributions from:			
Ordinary Income	$ 16,907	$ 20,795	$ 26,110
Long Term Capital Gains	—	27	120
Return of Capital	783	5,748	7,149
Total Distributions	$ 17,690	$ 26,570	$ 33,379

Note 10. Commitments and Contingencies

As of September 30, 2010, the Company had a commitment to purchase a $3,000 syndicated loan. In addition, the Company has certain lines of credit with its portfolio companies that have not been fully drawn. Since these lines of credit have expiration dates and the Company expects many will never be fully drawn, the total line of credit commitment amounts do not necessarily represent future cash requirements. The Company estimates the fair value of these unused lines of credit commitments as of September 30, 2010 and 2009 to be nominal.

In July 2009, the Company executed a guaranty of a line of credit agreement between Comerica Bank and Defiance, one of its Control investments. If Defiance has a payment default, the guaranty is callable once the bank has reduced its claim by using commercially reasonable efforts to collect through disposition of the Defiance collateral. The guaranty is limited to $250 plus interest on that amount accrued from the date demand payment is made under the guaranty, and all costs incurred by the bank in its collection efforts. As of September 30, 2010, the Company had not been required to make any payments on the guaranty of the line of credit agreement and the Company considers the credit risk to be remote. The Company reports off-balance sheet guarantees on its consolidated schedule of investments, as required by the 1940 Act.

In accordance with GAAP, the unused portions of the lines of credit commitments are not recorded on the accompanying consolidated statements of assets and liabilities. The following table summarizes the nominal dollar balance of unused line of credit commitments and guarantees as of September 30, 2010 and September 30, 2009:

	As of September 30, 2010	As of September 30, 2009
Unused lines of credit	$ 9,304	$ 14,055
Guarantees	250	250

Note 11. Federal and State Income Taxes

The Company has historically operated, and intends to continue to operate, in a manner to qualify for treatment as a RIC under Subchapter M of the Code. As a RIC, the Company is not subject to federal or state income tax on the portion of its taxable income and gains distributed to stockholders. To qualify as a RIC, the Company is required to distribute to its stockholders at least 90% of investment company taxable income, as defined by the Code and as such no income tax provisions have been recorded for the individual companies of Gladstone Capital Corporation and Gladstone Business Loan, LLC.

Note 12. Financial Highlights

	Year Ended September 30, 2010	2009	2008	2007	2006
Per Share Data(1)					
Net asset value at beginning of period	$ 11.81	$ 12.89	$ 14.97	$ 14.02	$ 13.41
Income from investment operations(2)					
Net investment income	0.84	1.00	1.35	1.69	1.70
Net realized loss on the sale of investments	(0.14)	(1.25)	(0.04)	—	(0.08)
Realized loss on settlement of derivative	—	(0.01)	—	—	—
Net unrealized appreciation on derivative	—	0.01	—	—	—
Net unrealized appreciation (depreciation) on investments	0.11	0.45	(2.39)	(0.56)	0.53
Net unrealized appreciation on borrowings under line of credit	(0.03)	(0.02)	—	—	—
Total from investment operations	0.78	0.18	(1.08)	1.13	2.15
Distributions to stockholders from (2)(3)					
Net investment income	(0.80)	(0.99)	(1.31)	(1.48)	(1.64)
Gains	—	—	(0.01)	—	—
Tax return on capital	(0.04)	(0.27)	(0.36)	(0.20)	—
Total distributions	(0.84)	(1.26)	(1.68)	(1.68)	(1.64)
Capital share transactions					
Issuance of common stock under shelf offering	—	—	0.72	1.55	—
Issuance of common stock under stock option plan	—	—	—	—	1.19
Offering costs	—	—	(0.04)	(0.05)	—
Repayment of principal on notes receivable	0.07	—	—	0.06	0.02
Conversion of recourse to non-recourse notes	(0.02)				
Reclassification of principal on employee note	0.02				
Stock compensation expense	—	—	—	—	0.02
Stock surrendered to settle withholding tax obligation	—	—	—	(0.06)	—
Dilutive effect of common stock issuance	—	—	—	—	(1.13)
Anti-dilutive effect of common stock reduction	0.03	—	—	—	—
Total from capital share transactions	0.10	—	0.68	1.50	0.10
Net asset value at end of period	$ 11.85	$ 11.81	$ 12.89	$ 14.97	$ 14.02
Per share market value at beginning of period	$ 8.93	$ 15.24	$ 19.52	$ 22.01	$ 22.55
Per share market value at end of period	$ 11.27	$ 8.93	$ 15.24	$ 19.52	$ 22.01
Total return(4)	37.46%	(30.94)%	(13.90)%	(4.40)%	5.21%
Shares outstanding at end of period	21,039,242	21,087,574	21,087,574	14,762,574	12,305,008
Statement of Assets and Liabilities Data					
Net assets at end of period	$ 249,246	$ 249,076	$ 271,748	$ 220,959	$ 172,570
Average net assets(5)	$ 249,968	$ 253,316	$ 284,304	$ 189,732	$ 155,868
Senior Securities Data					
Borrowing under line of credit	$ 17,940	$ 83,350	$ 151,030	$ 144,440	$ 49,993
Asset coverage ratio(6)(7)	1,419%	396%	279%	252%	443%
Average coverage per unit(7)	$ 14,187	$ 3,963	$ 2,792	$ 2,524	$ 4,435
Ratios/Supplemental Data					
Ratio of expenses to average net assets(8)	7.28%	9.97%	9.34%	10.75%	6.16%
Ratio of net expenses to average net assets(9)	7.11%	8.52%	6.74%	7.60%	4.84%
Ratio of net investment income to average net assets	7.10%	8.30%	9.34%	11.73%	12.42%

(1) Based on actual shares outstanding at the end of the corresponding period.

(2) Based on weighted average basic per share data.

(3) Distributions are determined based on taxable income calculated in accordance with income tax regulations which may differ from amounts determined under accounting principles generally accepted in the United States of America.

(4) Total return equals the change in the ending market value of the Company's common stock from the beginning of the period taking into account distributions reinvested in accordance with the terms of the Company's dividend reinvestment plan. Total return does not take into account distributions that may be characterized as a return of capital. For further information on the estimated character of the Company's distributions please refer to Note 9.

(5) Average net assets are computed using the average of the balance of net assets at the end of each month of the reporting period.

(6) As a business development company, the Company is generally required to maintain a ratio of at least 200% of total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to total borrowings and guaranty commitments.

(7) Asset coverage ratio is the ratio of the carrying value of the Company's total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness (including interest payable and guarantees). Asset coverage per unit is the asset coverage ratio expressed in terms of dollar amounts per one thousand dollars of indebtedness.

(8) Ratio of expenses to average net assets is computed using expenses before credits from Adviser to the base management and incentive fees and including income tax expense.

(9) Ratio of net expenses to average net assets is computed using total expenses net of credits from Adviser to the base management and incentive fees and including income tax expense.

Note 13. Subsequent Events

Distributions

On October 5, 2010, the Company's Board of Directors declared the following monthly cash distributions to stockholders:

Record Date	Payment Date	Dividend per Share
October 21, 2010	October 29, 2010	$ 0.07
November 19, 2010	November 30, 2010	$ 0.07
December 23, 2010	December 31, 2010	$ 0.07

Investment Activity

Subsequent to September 30, 2010, the Company extended $8,366 in revolver draws and investments, including $7,000 for three new syndicated loans (Covad Communications, Global Brass & Copper and HGI Holding). The Company also received $1,775 in scheduled and unscheduled loan repayments.

Credit Facility

On November 22, 2010 (the "Amendment Date"), the Company amended its Credit Facility. Prior to the Amendment Date, advances under the Credit Facility bore interest at LIBOR subject to a minimum rate of 2.0%, plus 4.5% per annum, with a commitment fee of 0.5% per annum on undrawn amounts. As of the Amendment Date, advances under the Credit Facility bear interest at LIBOR subject to a minimum rate of 1.5%, plus 3.75% per annum, with a commitment fee of 0.5% per annum on undrawn amounts when the facility is drawn more than 50% and 1.0% per annum on undrawn amounts when the facility is drawn less than 50%. In addition, effective as of the Amendment Date, the Company is no longer obligated to pay an annual minimum earnings shortfall fee to the committed lenders, which was calculated as the difference between the weighted average of borrowings outstanding under the Credit Facility and 50.0% of the commitment amount of the Credit Facility, multiplied by 4.5% per annum, less commitment fees paid during the year. As of the Amendment Date, the Company paid a $665 fee.

Note 14. Selected Quarterly Data (Unaudited)

	Year Ended September 30, 2010			
	Quarter Ended December 31, 2009	Quarter Ended March 31, 2010	Quarter Ended June 30, 2010	Quarter Ended September 30, 2010
Total Investment Income	$ 9,804	$ 9,814	$ 7,969	$ 7,952
Net Investment Income	4,428	4,474	4,429	4,428
Net Increase (Decrease) in Net Assets Resulting From Operations	6,326	7,980	(1,748)	3,836
Basic and Diluted Earnings (Loss) per Weighted Average Common Share	$ 0.30	$ 0.38	$ (0.08)	$ 0.18

	Year Ended September 30, 2009			
	Quarter Ended December 31, 2008	Quarter Ended March 31, 2009	Quarter Ended June 30, 2009	Quarter Ended September 30, 2009
Total Investment Income	$ 11,808	$10,929	$10,598	$ 9,283
Net Investment Income	5,881	5,555	5,435	4,160
Net (Decrease) Increase in Net Assets Resulting From Operations	(9,103)	10,280	(788)	3,394
Basic and Diluted (Loss) Earnings per Weighted Average Common Share	$ (0.43)	$ 0.48	$ (0.04)	$ 0.17

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

Not applicable.

Item 9A. ***Controls and Procedures.***

a) Disclosure Controls and Procedures

As of September 30, 2010 (the end of the period covered by this report), we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness and design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective in timely alerting management, including the Chief Executive Officer and Chief Financial Officer, of material information about us required to be included in periodic SEC filings. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

b) Management's Annual Report on Internal Control Over Financial Reporting

Refer to the Management's Report on Internal Control over Financial Reporting located in Item 8 of this Form 10-K.

c) Attestation Report of the Registered Public Accounting Firm

Refer to the Report of Independent Registered Public Accounting Firm located in Item 8 of this Form 10-K.

d) Change in Internal Control over Financial Reporting

There were no changes in internal controls for the fiscal quarter ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information.***

Not applicable.

PART III

We will file a definitive Proxy Statement for our 2011 Annual Meeting of Stockholders (the "2011 Proxy Statement") with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of the 2011 Proxy Statement that specifically address the items set forth herein are incorporated by reference.

Item 10. ***Directors, Executive Officers and Corporate Governance***

The information required by Item 10 is hereby incorporated by reference from our 2011 Proxy Statement under the captions "Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance."

Item 11. ***Executive Compensation***

The information required by Item 11 is hereby incorporated by reference from our 2011 Proxy Statement under the captions "Executive Compensation" and "Director Compensation"

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by Item 12 is hereby incorporated by reference from our 2011 Proxy Statement under the caption "Security Ownership of Certain Beneficial Owners and Management."

Item 13. ***Certain Relationships and Related Transactions and Director Independence***

The information required by Item 13 is hereby incorporated by reference from our 2011 Proxy Statement under the captions "Certain Transactions" and "Director Independence."

Item 14. ***Principal Accountant Fees and Services.***

The information required by Item 14 is hereby incorporated by reference from our 2011 Proxy Statement under the caption "Independent Registered Public Accounting Firm Fees."

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

a. ***DOCUMENTS FILED AS PART OF THIS REPORT***

1. The following financial statements are filed herewith:

Report of Management on Internal Controls

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Assets and Liabilities as of September 30, 2010 and September 30, 2009

Consolidated Statements of Operations for the years ended September 30, 2010, September 30, 2009 and September 30, 2008

Consolidated Statements of Changes in Net Assets for the years ended September 30, 2010, September 30, 2009 and September 30, 2008

Consolidated Statements of Cash Flows for the years ended September 30, 2010, September 30, 2009 and September 30, 2008

Consolidated Schedule of Investments as of September 30, 2010

Consolidated Schedule of Investments as of September 30, 2009

Notes to Consolidated Financial Statements

2. Financial statement schedules

- Schedule 12-14 Investments in and Advances to Affiliates

No other financial statement schedules are filed herewith because (1) such schedules are not required or (2) the information has been presented in the aforementioned financial statements.

- Exhibits

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

3.1 Articles of Amendment and Restatement of the Articles of Incorporation, incorporated by reference to Exhibit a.2 to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.

3.2 By-laws, incorporated by reference to Exhibit b to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.

3.3 Amendment to By-laws, incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003 (File No. 814-00237), filed February 17, 2004.

3.4	Second amendment to By-laws, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 814-00237), filed July 10, 2007.
4.1	Form of Direct Registration Transaction Advice for the Company's common stock, par value $0.001 per share, the rights of holders of which are defined in exhibits 3.1 and 3.2, incorporated by reference to Exhibit d to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.
4.2	Specimen Stock Certificate, incorporated by reference to Exhibit d.2 to Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-63700), filed August 23, 2001.
10.1	Promissory Note of David Gladstone in favor of the Company, dated August 23, 2001, incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2001, filed October 4, 2001.
10.2	Custodian Agreement between Gladstone Capital Corporation and The Bank of New York, dated as of May 5, 2006, incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 814-00237), filed August 1, 2006.
10.3*	Amended and Restated Investment Advisory and Management Agreement between Gladstone Capital Corporation and Gladstone Management Corporation, dated as of October 1, 2006 incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 814-00237), filed on October 5, 2006 (renewed on July 7, 2010).
10.4*	Administration Agreement between Gladstone Capital Corporation and Gladstone Administration, LLC, dated as of October 1, 2006 incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 814-00237), filed on October 5, 2006 (renewed on July 7, 2010).
10.5	Second Amended and Restated Credit Agreement by and among Gladstone Business Loan LLC, Deutsche Bank AG, and certain other parties, dated as of June 6, 2008, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 814-00237), filed June 9, 2008.
10.6	Third Amended and Restated Credit Agreement dated as of May 15, 2009 by and among Gladstone Business Loan, LLC as Borrower, Gladstone Management Corporation as Servicer, the Committed Lenders named therein, the CP Lenders named therein, the Managing Agents named therein, and Key Equipment Finance Inc. as Administrative Agent, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 814-00237), filed May 19, 2009.
10.7	Fourth Amended and Restated Credit Agreement dated as of March 15, 2010 by and among Gladstone Business Loan, LLC as Borrower, Gladstone Management Corporation as Servicer, the Committed Lenders named therein, the Managing Agents named therein, and Key Equipment Finance Inc. as Administrative Agent, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 814-00237), filed March 16, 2010.
10.8	Amendment No. 1 to Fourth Amended and Restated Credit Agreement dated as of November 22, 2010 by and among Gladstone Business Loan, LLC as Borrower, Gladstone Management Corporation as Servicer, the Committed Lenders named therein, the Managing Agents named therein, and Key Equipment Finance Inc. as Administrative Agent
10.9	Equity Distribution Agreement, dated as of May 17, 2010, by and among Gladstone Capital Corporation, Gladstone Management Corporation and BB&T Capital Markets, a division of Scott & Stringfellow, LLC, incorporated by reference to Exhibit 2.h.1 to Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-162592), filed on May 17, 2010.
10.10	Redemption Agreement, dated as of September 7, 2010, between Gladstone Capital Corporation and David Gladstone.
11	Computation of Per Share Earnings (included in the notes to the audited financial statements contained in this report).
21	Subsidiaries of the Registrant.
23	Consent of PricewaterhouseCoopers LLP.
31.1	Certification of Chief Executive Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.

* Denotes management contract or compensatory plan or arrangement.

SIGNATURES

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

GLADSTONE CAPITAL CORPORATION

Date: November 22, 2010	By:	/s/ GRESFORD GRAY Gresford Gray Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

Date: November 22, 2010	By:	/s/ DAVID GLADSTONE David Gladstone Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
Date: November 22, 2010	By:	/s/ TERRY LEE BRUBAKER Terry Lee Brubaker Vice Chairman, Chief Operating Officer and Director
Date: November 22, 2010	By:	/s/ GEORGE STELLJES III George Stelljes III President, Chief Investment Officer and Director
Date: November 22, 2010	By:	/s/ DAVID A.R. DULLUM David A.R. Dullum Director
Date: November 22, 2010	By:	/s/ GRESFORD GRAY Gresford Gray Chief Financial Officer (principal financial and accounting officer)
Date: November 22, 2010	By:	/s/ ANTHONY W. PARKER Anthony W. Parker Director
Date: November 22, 2010	By:	/s/ MICHELA A. ENGLISH Michela A. English Director
Date: November 22, 2010	By:	/s/ PAUL ADELGREN Paul Adelgren Director
Date: November 22, 2010	By:	/s/ JOHN OUTLAND John Outland Director
Date: November 22, 2010	By:	/s/ GERARD MEAD Gerard Mead Director

GLADSTONE CAPITAL CORPORATION
INVESTMENTS IN AND ADVANCES TO AFFILIATES

Name of Issuer(1)	Title of Issue or Nature of Indebtedness	Principal Amount of Indebtedness Held at September 30, 2010	Interest Earned for the Year Ended September 30, 2010	Equity in Net Profit (Loss) for the Year Ended September 30, 2010(2)	Value at September 30, 2010
CONTROL INVESTMENTS					
BERTL, Inc.	Line of Credit	$ 1,319	$ —	$ —	$ —
	Common Stock(3)	424	—	—	—
Defiance Integrated	Senior Term Debt	8,325	891	—	8,325
Technologies, Inc.(4)	Common Stock(3)	1	—	—	1,543
Lindmark Acquisition, LLC	Senior Subordinated Term Debt	10,000	(344)	—	5,000
	Senior Subordinated Term Debt	2,000	—	—	1,000
	Senior Subordinated Term Debt	1,794	—	—	897
	Common Stock(3)	1			—
LocalTel, LLC	Line of Credit	1,698	43		1,063
	Senior Term Debt	325	14	—	—
	Line of Credit	1,170	—	—	—
	Senior Term Debt	2,688	(60)	—	—
	Senior Term Debt	2,750	—	—	—
	Common Stock Warrants(3)	—	—	—	—
Midwest Metal Distribution, Inc.(4)(5)	Senior Subordinated Term Debt	18,254	2,115	—	15,539
	Common Stock(3)	138	—	—	—
U.S. Healthcare	Line of Credit	269	—	—	5
Communications, Inc.	Line of Credit	450	—	—	—
	Common Stock(3)	2,470	—	—	—
Western Directories, Inc.(6)	Line of Credit	—	(14)	—	—
	Preferred Stock(2)	—	—	—	—
	Common Stock(2)	—	—	—	—
Total Control Investments		**$ 54,076**	**$ 2,645**	**$ —**	**$ 33,372**

(1) Certain of the listed securities are issued by affiliates(s) of the indicated portfolio company.

(2) Security is non-income producing.

(3) In accordance with Regulation S-X, rule 6-03(c)(i), the Company does not consolidate its portfolio investments. Therefore, no equity in net profit (loss) was recorded as of September 30, 2010.

(4) Some or all of the securities in this portfolio company are pledged as collateral to the Company's Credit Facility.

(5) Clinton Holdings, LLC was restructured in July 2010 and renamed to Midwest Metal Distribution, Inc.

(6) Western Directories, Inc. was written off during the year ended September 30, 2010.

Name of Issuer(1)	Title of Issue or Nature of Indebtedness	Value of Each Item at September 30, 2009	Gross Additions	Gross Reductions	Value of Each Item at September 30, 2010
CONTROL INVESTMENTS					
BERTL, Inc.	Line of Credit	$ —	$ —	$ —	$ —
	Common Stock(2)	—	—	—	—
Defiance Integrated	Senior Term Debt	7,183	1,142	—	8,325
Technologies, Inc.(3)	Common Stock(2)	816	727	—	1,543
Lindmark Acquisition, LLC	Senior Subordinated Term Debt	8,675	—	(3,675)	5,000
	Senior Subordinated Term Debt	1,735	—	(735)	1,000
	Senior Subordinated Term Debt	1,049	585	(737)	897
	Common Stock(2)	—	—	—	—
LocalTel, LLC	Line of Credit	1,168	565	(670)	1,063
	Senior Term Debt	325	—	(325)	—
	Line of Credit	421	—	(421)	—
	Senior Term Debt	—	—	—	—
	Senior Term Debt	—	—	—	—
	Common Stock Warrants(2)	—	—	—	—
Midwest Metal Distribution, Inc.(3)(4)	Senior Subordinated Term Debt	12,013	3,526	—	15,539
	Escrow Funding Note	496	—	(496)	—
	Common Stock Warrants(2)	—	—	—	—
U.S. Healthcare	Line of Credit	91	—	(86)	5
Communications, Inc.	Line of Credit	—	—	—	—
	Common Stock(2)	—	—	—	—
Western Directories, Inc.(5)	Line of Credit	—	—	—	—
	Preferred Stock(2)	—	—	—	—
	Common Stock(2)	—	—	—	—
Total Control Investments		**$ 33,972**	**$ 6,545**	**$ (7,145)**	**$ 33,372**

(1) Certain of the listed securities are issued by affiliates(s) of the indicated portfolio company.

(2) Security is non-income producing.

(3) Some or all of the securities in this portfolio company are pledged as collateral to the Company’s Credit Facility.

(4) Clinton Holdings, LLC was restructured in July 2010 and renamed to Midwest Metal Distribution, Inc.

(5) Western Directories, Inc. was written off during the year ended September 30, 2010.

Exhibit 10.8

Execution Version

AMENDMENT NO. 1
TO
FOURTH AMENDED AND RESTATED CREDIT AGREEMENT

THIS AMENDMENT NO. 1 TO FOURTH AMENDED AND RESTATED CREDIT AGREEMENT (this "Amendment") dated as of November 22, 2010, is entered into among GLADSTONE BUSINESS LOAN, LLC, as Borrower (the "Borrower"), GLADSTONE MANAGEMENT CORPORATION, as Servicer (the "Servicer"), KEYBANK, NATIONAL ASSOCIATION, BRANCH BANKING AND TRUST COMPANY ("BB&T") and ING CAPITAL LLC ("ING"), as Lenders (collectively, the "Lenders"), KEY EQUIPMENT FINANCE INC. ("KEF"), BB&T and ING, as Managing Agents (in such capacity, collectively the "Managing Agents") and KEF, as Administrative Agent (in such capacity, the "Administrative Agent"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the "Credit Agreement" referred to below.

PRELIMINARY STATEMENTS

A. Reference is made to that certain Fourth Amended and Restated Credit Agreement dated as of March 15, 2010 by and among the Borrower, the Servicer, the Lenders, the Managing Agents and the Administrative Agent (as amended, modified, supplemented or otherwise modified prior to the date hereof, the "Credit Agreement").

B. The parties hereto have agreed to amend certain provisions of the Credit Agreement upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises set forth above, and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Amendment. Subject to the satisfaction of the conditions precedent set forth in Section 3 hereof, the Credit Agreement is hereby amended as follows:

(i) The proviso appearing after clause (b) of the definition of "Interest Rate" appearing in Section 1.1 of the Credit Agreement is amended and restated in its entirety to read as follows:

"provided, however, that in no event shall the Interest Rate be less than 1.50% plus the Applicable Margin."

(ii) The definition of "Minimum Earnings Shortfall Amount" appearing in Section 1.1 of the Credit Agreement is deleted in its entirety.

(iii) Clause (xi) of Section 2.8(a) of the Credit Agreement is amended and restated in its entirety to read as follows: "ELEVENTH, [Reserved];".

(iv) Clause (v) of Section 2.8(c) of the Credit Agreement is amended and restated in its entirety to read as follows: "FIFTH, [Reserved];".

SECTION 2. Representations and Warranties. The Borrower and the Servicer each hereby represents and warrants to each of the other parties hereto, that:

(a) this Amendment constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms; and

(b) on the date hereof, before and after giving effect to this Amendment, other than as amended or waived pursuant to this Amendment, no Early Termination Event or Unmatured Termination Event has occurred and is continuing.

SECTION 3. Conditions Precedent. This Amendment shall become effective on the first Business Day (the "Effective Date") on which (a) the Administrative Agent or its counsel has received (x) counterpart signature pages of this Amendment, executed by each of the parties hereto and (y) each of the items listed on Schedule I hereto, in each case, in form and substance satisfactory to the Administrative Agent and (b) each Managing Agent shall have received payment of all fees and expenses due and owing to it by the Borrower under the Transaction Documents on the date hereof.

SECTION 4. Reference to and Effect on the Transaction Documents.

(a) Upon the effectiveness of this Amendment, (i) each reference in the Credit Agreement to "this Credit Agreement", "this Agreement", "hereunder", "hereof", "herein" or words of like import shall mean and be a reference to the Credit Agreement as amended or otherwise modified hereby, and (ii) each reference to the Credit Agreement in any other Transaction Document or any other document, instrument or agreement executed and/or delivered in connection therewith, shall mean and be a reference to the Credit Agreement as amended or otherwise modified hereby.

(b) Except as specifically amended, terminated or otherwise modified above, the terms and conditions of the Credit Agreement, of all other Transaction Documents and any other documents, instruments and agreements executed and/or delivered in connection therewith, shall remain in full force and effect and are hereby ratified and confirmed.

(c) The execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of the Administrative Agent, any Managing Agent or any Lender under the Credit Agreement or any other Transaction Document or any other document, instrument or agreement executed in connection therewith, nor constitute a waiver of any provision contained therein, in each case except as specifically set forth herein.

SECTION 5. Execution in Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of a signature page to this Amendment by telecopier shall be effective as delivery of a manually executed counterpart of this Amendment.

SECTION 6. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 7. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

SECTION 8. Fees and Expenses. The Borrower hereby confirms its agreement to pay on demand all reasonable costs and expenses of the Administrative Agent, Managing Agents or Lenders in connection with the preparation, execution and delivery of this Amendment and any of the other instruments, documents and agreements to be executed and/or delivered in connection herewith, including, without limitation, the reasonable fees and out-of-pocket expenses of counsel to the Administrative Agent, Managing Agents or Lenders with respect thereto.

[Remainder of Page Deliberately Left Blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective officers as of the date first above written.

GLADSTONE BUSINESS LOAN, LLC

By: ____________________________
Name:
Title:

GLADSTONE MANAGEMENT CORPORATION

By: ____________________________
Name:
Title:

Signature Page to Amendment No. 1

KEY EQUIPMENT FINANCE INC., as Administrative Agent and a Managing Agent

By: ______________________________
Name:
Title:

KEYBANK, NATIONAL ASSOCIATION, as a Lender

By: ______________________________
Name:
Title:

BRANCH BANK AND TRUST COMPANY, as a Lender and a Managing Agent

By: ______________________________

Name:

Title:

ING CAPITAL LLC, as a Lender and a Managing Agent

By: ______________________________
Name:
Title:

Schedule I

1. Amended and Restated Fee Letter by and among the Borrower, the Servicer, the Managing Agents and the Administrative Agent
2. Consent Fee Letter by and among the Borrower, the Servicer and BB&T
3. Consent Fee Letter by and among the Borrower, the Servicer and ING
4. Consent Fee Letter by and among the Borrower, the Servicer and KEF
5. Reaffirmation of Performance Guaranty by the Performance Guarantor in favor of the Borrower and the Administrative Agent

Redemption Agreement

This Redemption Agreement (the "***Agreement***") is made and entered into as of September 7, 2010, by and between **Gladstone Capital Corporation**, a Maryland corporation ***("Pledgee"),*** and **David Gladstone** ***("Pledgor")*** (each of Pledgee and Pledgor a ***"Party"*** and collectively, the ***"Parties").***

Recitals

Whereas, in connection with Pledgor's exercise of certain stock options (the ***"Options")*** to acquire shares of Pledgee's common stock, par value $0.01 per share (the "***Common Stock"),*** Pledgor executed that certain Secured Promissory Note (the ***"Note")*** in favor of Pledgee in the principal amount of Five Million Nine Hundred Thousand Ten Dollars ($5,900,010.00) in payment of the exercise price of the Options, thereby acquiring Three Hundred Ninety Three Thousand Three Hundred Thirty Four (393,334) shares of Common Stock (the ***"Initially Pledged Shares");***

Whereas, concurrently with the execution of the Note, Pledgee and Pledgor entered into that certain Stock Pledge Agreement dated as of August 23, 2001 (the ***"Pledge Agreement");***

Whereas, pursuant to Section 1 of the Pledge Agreement, Pledgor granted to Pledgee a first priority security interest in the Pledged Collateral (as defined in the Pledge Agreement), which includes the Initially Pledged Shares and all additional shares received, receivable or otherwise distributed in respect of the Initially Pledged Shares (the "***Additional Pledged Shares"*** and, collectively with the Initially Pledged Shares, the "***Pledged Shares");***

Whereas, an Event of Default occurred under Section 6(a) of the Note by virtue of the failure of Pledgor to repay the amounts outstanding under the Note within five (5) business days of August 23,2010;

Whereas, Pledgor and Pledgee have agreed that, pursuant to the terms and conditions of this Agreement, Pledgee will accept and retire the Pledged Shares in partial or full satisfaction, as applicable, of Pledgor's obligations to Pledgee under the Note (collectively, the ***"Obligations"***); and

Whereas, notwithstanding the foregoing recital, by entering into this Agreement, Pledgor and Pledgee do not intend to alter any of Pledgee's rights and remedies under the Pledge Agreement and at law and equity, including but not limited to its rights under Section 9 of the Pledge Agreement.

Agreement

In consideration of the foregoing and of the mutual promises and covenants set forth below, the parties agree as follows:

1. Pursuant to Section 8.9A-620 of the Virginia Uniform Commercial Code, Pledgee proposes to accept the Pledged Shares in partial or full satisfaction, as applicable, of the

Obligations in accordance with the terms, conditions and procedures set forth on **Schedule** A hereto (in each instance, an "***Automatic Redemption").*** Pledgor hereby consents to that acceptance. In connection with any such Automatic Redemption, effective immediately upon such Automatic Redemption, the outstanding principal amount and any accrued and unpaid interest on the Note shall be automatically reduced to the extent of the product of (A) the number of Pledged Shares redeemed multiplied by (B) the Redemption Price, as defined in **Schedule A** hereto (such product, a "***Redemption Amount").*** In no event shall a Redemption Amount exceed the amount of the outstanding principal amount of, and accrued and unpaid interest on, the Note at the time of such Automatic Redemption. Upon the full satisfaction of the Obligations, this Agreement shall immediately terminate and be of no further effect.

2. Pledgor hereby agrees to execute such documents and to take such further actions as Pledgee deems appropriate to transfer the Pledged Shares into the name of Secured Party and/or such other person or entity as Pledgee deems appropriate and as Pledgee deems appropriate to otherwise achieve the purposes of this Agreement.

3. Representation and Warranties of Pledgor. Effective as of the date hereof, Pledgor hereby represents and warrants to Pledgee as follows:

(a) As of the date hereof, Pledgor is not aware of any material nonpublic information concerning Pledgee or its securities. Pledgor is not entering in this Agreement during a "black out period" pursuant to Pledgee's Code of Ethics and Business Conduct. Pledgor is entering into this Agreement in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5 or Section 10(b) of the Securities Exchange Act of 1934, as amended (the "***Exchange Act"),*** or to evade the compliance with any other federal or state securities laws.

(b) Pledgor has full power and authority to execute and deliver this Agreement, to perform his obligations hereunder, and to consummate the transactions contemplated hereby. This Agreement has been duly authorized, executed and delivered by Pledgor. This Agreement constitutes the legal, valid and binding obligation of Pledgor, enforceable in accordance with its terms, subject to applicable laws affecting creditors' rights and to equitable principles.

(c) The execution and delivery of this Agreement by Pledgor, the consummation of the transactions herein contemplated, and the compliance with the terms of this Agreement will not conflict with, result in the breach of, or constitute a material default under, or require any consent or approval under, any agreement or instrument to which Pledgor is a party or by which he may be bound.

(d) Pledgor is, at the time of delivery of the Pledged Shares to Pledgee hereunder, and at all times which this Agreement is in effect shall be, the sole holder of record and the sole beneficial owner of the Pledged Shares, free and clear of any lien thereon or affecting title thereto, except for the lien created by the Pledge Agreement.

(e) None of the Pledged Shares have been transferred in violation of securities registration, securities disclosure or similar laws of any jurisdiction to which such transfer may be subject with respect to which such transfer could have a material adverse effect.

(f) While this Agreement is in effect, Pledgor agrees not to enter into or alter any corresponding or hedging transaction or position with respect to the Pledged Shares and agrees not to alter or deviate from the terms of this Agreement.

(g) Pledgor represents and warrants that entering in this Agreement and the content hereof do not violate and/or are not inconsistent with Pledgee's trading policies and restrictions for insiders, that the execution of this Agreement and the transactions completed under this Agreement will not contravene any legal provision or any lock up agreement or other agreement or instrument or any judgment, order or decree from any court, governmental body or agency.

(h) Pledgor agrees that Pledgor shall at all times during the performance of this Agreement, comply with all applicable laws, including, without limitation, Section 16 of the Exchange Act and the rules and regulations promulgated thereunder. Pledgor agrees to make all filings, if any, required under Sections 13(d), 13(g) and 16 of the Exchange Act in a timely manner, to the extent any such filings are applicable to Pledgor.

(i) Neither Pledgee, nor any of its officers, directors, stockholders, agents, representatives or affiliates, has made warranties or representations to Pledgor with respect to the income tax consequences of the transactions contemplated by this Agreement.

4. Representations and Warranties of Pledgee. Pledgee hereby represents and warrants to Pledgor as follows:

(a) Pledgee has full power and authority to execute and deliver this Agreement, to perform its obligations hereunder, and to consummate the transactions contemplated hereby. This Agreement has been duly authorized, executed and delivered by Pledgee. Without limiting the generality of the foregoing, this Agreement and any redemption of the Pledged Shares pursuant hereto have been approved by Pledgee's Board of Directors for purposes of exempting such redemptions from the application of Section 16(b) of the Exchange Act. This Agreement constitutes the legal, valid and binding obligation of Pledgee, enforceable in accordance with its terms, subject to applicable laws affecting creditors' rights and to equitable principles.

(b) The execution and delivery of this Agreement by Pledgee, the consummation of the transactions herein contemplated, and the compliance with the terms of this Agreement will not conflict with, result in the breach of, or constitute a material default under, or require any consent or approval under, any agreement or instrument to which Pledgee is a party or by which it may be bound.

5. No Inducements. Neither Pledgee nor any other party has made any oral or written representation, inducement, promise or agreement to Pledgor in connection with the redemption of the Pledged Shares, other than as expressly set forth in this Agreement.

6. Severability. If any provision of this Pledge Agreement is held to be unenforceable for any reason, it shall be adjusted, if possible, rather than voided in order to achieve the intent of the parties to the extent possible. In any event, all other provisions of this Pledge Agreement shall be deemed valid and enforceable to the full extent possible.

7. Assignment; Binding Effect. Subject to the limitations set forth in this Agreement, this Agreement shall be binding upon and inure to the benefit of the executors, administrators, heirs, legal representatives, and successors of the parties hereto.

8. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia.

9. Reservation of Rights. Pledgee hereby expressly reserves all of its rights and remedies under the Pledge Agreement and at law and equity, including but not limited to its rights under Section 9 of the Pledge Agreement. Without limiting the generality of the foregoing, pursuant to and in accordance with the terms of Section 9 of the Pledge Agreement, Pledgee may at any time, at its election, apply, set off, collect or sell in one or more sales, or take such steps as may be necessary to liquidate and reduce to cash in the hands of Pledgee in whole or in part, with or without any previous demands or demand of performance or notice or advertisement, the Pledged Shares.

10. No Modification of Note or Pledge Agreement. The Note and the Pledge Agreement shall continue in full force and effect and be unaltered hereby.

11. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

12. Independent Counsel. The parties acknowledge that this Agreement has been prepared on behalf of Pledgee by Cooley LLP, counsel to Pledgee and that Cooley LLP does not represent, and is not acting on behalf of, Pledgor. Pledgor has been afforded the opportunity to consult with his own counsel with respect to this Agreement.

13. Termination. Pledgor may terminate this Agreement at any time by providing written notice of such termination to Pledgee's board of directors.

14. Amendment. This Agreement may be amended with the prior written approval of both Parties. This Agreement may only be amended (i) during an open "trading window" under Pledgee's Code of Ethics and Business Conduct, and (ii) at a time that Pledgor is not aware of any material nonpublic information concerning Pledgee or its securities. Notwithstanding anything herein to the contrary, any amendment to the Planned Redemptions chart on **Schedule A** hereto shall be agreed upon in writing by Pledgor and each member of Pledgee's special committee of its independent directors, created on July 7, 2010. For the avoidance of doubt, agreement in writing, as it pertains to the amendment of the Planned Redemptions chart on **Schedule A** hereto, shall include agreement to such amendment through or via electronic mail or fax. Any update to the Completed Redemptions chart on Schedule A hereto completed by Pledgee's chief compliance officer or internal counsel shall not constitute an amendment of **Schedule A** or this Agreement.

[Signature Page Follows]

In Witness Whereof, the Parties have executed this Redemption Agreement as of the date first above written.

PLEDGEE:

Gladstone Capital Corporation

By /s/ George Stelljes, III
Name George Stelljes, III
Title President

PLEDGOR:

/s/ David Gladstone
David Gladstone

[Signature Page to Redemption Agreement]

Schedule A

The Pledged Shares will be redeemed pursuant to Section 1 of this Agreement automatically at the intraday high trading price of the Common Stock (the "***Redemption Price"***) after an intraday trading price of the Common Stock reaches or exceeds the Trigger Price (as delineated in the Planned Redemptions chart below) within the relevant Time Frame (as delineated in the Planned Redemptions chart below); *provided, however,* that no more Pledged Shares shall be redeemed pursuant to this Agreement than are necessary to fully satisfy the Obligations. Once the Obligations are fully satisfied, any remaining Planned Redemptions, or portions thereof, as delineated in the chart below, shall be cancelled automatically.

This **Schedule** A shall be amended or updated, as applicable, from time to time by Pledgee's chief compliance officer to reflect any additions to the Completed Redemptions chart or amendments to Planned Redemptions chart approved in accordance with Section 14 of this Agreement. In the absence of Pledgee's chief compliance officer, Pledgee's internal counsel shall be permitted to amend or update this **Schedule** A, as applicable.

Planned Redemptions

Number of Pledged Shares to be Redeemed	Trigger Price	Time Frame
393,334	**$15.00**	**Good Until Cancelled**

Completed Redemptions

Number of Shares Redeemed	Redemption Price	Aggregate Redemption Amount	Redemption Date	Obligation Balance After Redemption

SUBSIDIARIES OF THE REGISTRANT

Gladstone Capital Advisers, Inc. (incorporated in Delaware)

Gladstone Business Loan, LLC (organized in Delaware)

Gladstone Financial Corporation (incorporated in Delaware)

Gladstone SBIC GP, LLC (organized in Delaware)

Gladstone SBIC, LP (formed in Delaware)

Northern Virginia SBIC GP, LLC (organized in Delaware)

Northern Virginia SBIC, LP (formed in Delaware)

BERTL, Inc. (incorporated in Delaware)

Defiance Integrated Technologies, Inc. (incorporated in Delaware)

Gladstone Metal, LLC (organized in Delaware)

Lindmark Holdings Corp. (incorporated in Delaware)

LYP Holdings Corp. (incorporated in Delaware)

U.S. Healthcare Communications, Inc. (incorporated in Delaware)

USHC Legal Inc. (incorporated in New Jersey)

Directories Holdings, Inc. (incorporated in Delaware)

Western Directories, Inc. (incorporated in Delaware)

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-104447) of Gladstone Capital Corporation of our report dated November 22, 2010 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

McLean, VA
November 22, 2010

Exhibit 31.1

CERTIFICATION
Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002

I, David Gladstone, certify that:

1. I have reviewed this annual report on Form 10-K of Gladstone Capital Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a — 15(f) and 15d — 15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 22, 2010

/s/ DAVID GLADSTONE

David Gladstone
Chief Executive Officer

CERTIFICATION
Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002

I, Gresford Gray, certify that:

1. I have reviewed this annual report on Form 10-K of Gladstone Capital Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a — 15(f) and 15d — 15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 22, 2010

/s/ GRESFORD GRAY

Gresford Gray
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer and Chairman of the Board of Gladstone Capital Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. § 1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the fiscal year ended September 30, 2010 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 22, 2010

/s/ DAVID GLADSTONE

David Gladstone
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Financial Officer of Gladstone Capital Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. § 1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the fiscal year ended September 30, 2010 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 22, 2010

/s/ GRESFORD GRAY

Gresford Gray
Chief Financial Officer