

OFS Capital Corp  
Form 10-Q  
November 06, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended September 30, 2015**

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

**COMMISSION FILE NUMBER: 814-00813**

**OFS CAPITAL CORPORATION**

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

**Delaware 46-1339639**  
**(State or other jurisdiction of (I.R.S. Employer**  
**incorporation or organization) Identification No.)**

**10 S. Wacker Drive, Suite 2500**

**Chicago, Illinois 60606**

**(Address of principal executive office)**

**(847) 734-2060**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  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 12b-2 of the Exchange Act). Yes  No

The number of shares of the issuer's Common Stock, \$0.01 par value, outstanding as of November 3, 2015 was 9,690,129.

**OFS CAPITAL CORPORATION**

**TABLE OF CONTENTS**

<u>PART I. FINANCIAL INFORMATION</u>	3
Item 1. <u>Unaudited Financial Statements</u>	3
<u>Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014</u>	3
<u>Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2015 and 2014</u>	4
<u>Consolidated Statements of Changes in Net Assets for the Nine Months Ended September 30, 2015 and 2014</u>	5
<u>Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2015 and 2014</u>	6
<u>Consolidated Schedules of Investments as of September 30, 2015 and December 31, 2014</u>	7
<u>Notes to Unaudited Consolidated Financial Statements</u>	16
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	36
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	58
Item 4. <u>Controls and Procedures</u>	58
 <u>PART II. OTHER INFORMATION</u>	 59
Item 1. <u>Legal Proceedings</u>	59
Item 1A. <u>Risk Factors</u>	59
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	59
Item 3. <u>Defaults Upon Senior Securities</u>	59
Item 4. <u>Mine Safety Disclosures</u>	59
Item 5. <u>Other Information</u>	59
Item 6. <u>Exhibits</u>	60
<u>SIGNATURES</u>	61

**PART I. FINANCIAL INFORMATION****Item 1. Unaudited Financial Statements****OFS Capital Corporation and Subsidiaries****Consolidated Balance Sheets (unaudited)****(Dollar amounts in thousands, except per share data)**

	September 30, 2015	December 31, 2014
Assets		
Investments, at fair value		
Non-control/non-affiliate investments (cost of \$192,464 and \$258,004, respectively)	\$ 188,884	\$ 254,666
Affiliate investments (cost of \$54,843 and \$55,569, respectively)	58,336	57,568
Total investments at fair value	247,220	312,234
Cash and cash equivalents	41,508	12,447
Interest receivable	602	676
Receivable from investment sold	-	7,223
Prepaid expenses and other assets	378	556
Intangible asset, net of accumulated amortization of \$356 and \$209, respectively	2,144	2,291
Goodwill	1,077	1,077
Deferred financing closing costs, net of accumulated amortization of \$315 and \$2,540, respectively	3,525	4,972
Total assets	\$ 296,454	\$ 341,476
Liabilities		
Accrued professional fees	\$ 433	\$ 462
Interest payable	348	1,315
Management and incentive fees payable	2,028	1,229
Administration fee payable	281	273
Payable for investment purchased	2,970	-
Other payables	184	247
Deferred loan fee revenue	211	572
SBA debentures payable	149,880	127,295
Revolving line of credit	-	72,612
Total liabilities	156,335	204,005

Commitments and Contingencies (Note 7)

Edgar Filing: OFS Capital Corp - Form 10-Q

Net Assets

Preferred stock, par value of \$0.01 per share, 2,000,000 shares authorized, 0 shares issued and outstanding as of September 30, 2015 and December 31, 2014	-	-
Common stock, par value of \$0.01 per share, 100,000,000 shares authorized, 9,690,129 and 9,650,834 shares issued and outstanding as of September 30, 2015 and December 31, 2014, respectively	97	97
Paid-in capital in excess of par	143,830	143,381
Distributions in excess of net investment income	(8,276	) (7,844
Accumulated net realized gain (loss)	3,466	(844
Net unrealized appreciation on investments	1,002	2,681
Total net assets	140,119	137,471
Total liabilities and net assets	\$ 296,454	\$ 341,476
Number of shares outstanding	9,690,129	9,650,834
Net asset value per share	\$ 14.46	\$ 14.24

See Notes to Unaudited Consolidated Financial Statements.

**OFS Capital Corporation and Subsidiaries****Consolidated Statements of Operations (unaudited)****(Dollar amounts in thousands, except per share data)**

	Three Months Ended September		Nine Months Ended September	
	30,	2014	30,	2014
	2015		2015	
Investment income				
Interest income				
Non-control/non-affiliate investments	\$ 5,387	\$ 4,420	\$ 17,319	\$ 11,730
Affiliate investments	1,308	896	4,062	2,515
Control investment	-	277	-	843
Total interest income	6,695	5,593	21,381	15,088
Dividend income				
Non-control/non-affiliate investments	185	-	333	-
Affiliate investments	406	335	1,016	394
Total dividend income	591	335	1,349	394
Fee income				
Non-control/non-affiliate investments	310	205	448	213
Affiliate investments	92	89	213	147
Control investment	-	(25	) -	25
Total fee income	402	269	661	385
Total investment income	7,688	6,197	23,391	15,867
Expenses				
Interest expense	1,089	1,001	3,642	2,989
Amortization and write-off of deferred financing closing costs (see Note 8)	96	167	2,004	469
Amortization of intangible asset	48	49	146	161
Management fees	1,120	543	4,101	2,341
Incentive fee	908	723	1,514	723
Professional fees	262	382	857	1,112
Administration fee	281	212	1,148	972
General and administrative expenses	254	227	848	708
Total expenses	4,058	3,304	14,260	9,475
Net investment income	3,630	2,893	9,131	6,392

Edgar Filing: OFS Capital Corp - Form 10-Q

Net realized and unrealized gain (loss) on investments				
Net realized gain on non-control/non-affiliate investments	254	17	3,132	17
Net realized gain on affiliate investments	-	-	1,471	28
Net change in unrealized appreciation/depreciation on non-control/non-affiliate investments	(2,115 )	427	(3,173 )	106
Net change in unrealized appreciation/depreciation on affiliate investments	(348 )	964	1,494	1,591
Net change in unrealized depreciation on control investment	-	(466 )	-	(1,691 )
Net realized and unrealized gain (loss) on investments	(2,209 )	942	2,924	51
Net increase in net assets resulting from operations	\$ 1,421	\$ 3,835	\$ 12,055	\$ 6,443
Net investment income per common share - basic and diluted	\$ 0.38	\$ 0.30	\$ 0.94	\$ 0.66
Net increase in net assets resulting from operations per common share - basic and diluted	\$ 0.15	\$ 0.40	\$ 1.25	\$ 0.67
Dividends and distributions declared per common share	\$ 0.34	\$ 0.34	\$ 1.02	\$ 1.02
Basic and diluted weighted average shares outstanding	9,675,930	9,635,943	9,663,418	9,633,214

See Notes to Unaudited Consolidated Financial Statements.

## OFS Capital Corporation and Subsidiaries

**Consolidated Statements of Changes in Net Assets (unaudited)**  
**(Dollar amounts in thousands)**

	Common Stock Shares	Par	Paid-in Capital in Excess of Par	Distributions in Excess of Net Investment Income	Accumulated Net Realized Gain (Loss)	Net Unrealized Appreciation (Depreciation) on Investments	Total Net Assets
Balance at January 1, 2014	9,629,797	\$96	\$143,126	\$ (4,103 )	\$ 2,742	\$ (1,483 )	\$140,378
Net increase in net assets resulting from operations	-	-	-	6,392	45	6	6,443
Stock issued in connection with dividend reinvestment plan	8,264	-	105	-	-	-	105
Dividends and distributions (1)	-	-	-	(9,780 )	(45 )	-	(9,825 )
Balance at September 30, 2014	9,638,061	\$96	\$143,231	\$ (7,491 )	\$ 2,742	\$ (1,477 )	\$137,101
Balance at January 1, 2015	9,650,834	\$97	\$143,381	\$ (7,844 )	\$ (844 )	\$ 2,681	\$137,471
Net increase in net assets resulting from operations	-	-	-	9,131	4,603	(1,679 )	12,055
Stock issued in connection with dividend reinvestment plan	39,295	-	449	-	-	-	449
Dividends and distributions (1)	-	-	-	(9,563 )	(293 )	-	(9,856 )
Balance at September 30, 2015	9,690,129	\$97	\$143,830	\$ (8,276 )	\$ 3,466	\$ 1,002	\$140,119

If the tax characteristics of these distributions were determined as of September 30, 2015 and 2014, the Company estimated that approximately 86%, 1% and 13% of the distributions would have represented ordinary income, (1) capital gains, and return of capital, respectively, as of September 30, 2015, and approximately 66% and 34% would have represented ordinary income and return of capital, respectively, as of September 30, 2014. See Note 10 - Financial Highlights for detailed disclosure of the tax characteristics of these distributions.

See Notes to Unaudited Consolidated Financial Statements.





**OFS Capital Corporation and Subsidiaries****Consolidated Statements of Cash Flows (unaudited)****(Dollar amounts in thousands)**

	Nine Months Ended September 30,	
	2015	2014
<b>Cash Flows From Operating Activities</b>		
Net increase in net assets resulting from operations	\$ 12,055	\$ 6,443
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by (used in) operating activities:		
Amortization and write-off of deferred financing closing costs	2,004	469
Amortization of discounts and premiums	(913 )	(895 )
Amortization of deferred loan fee revenue	(448 )	(199 )
Amortization of intangible assets	146	161
Cash collection of deferred loan fee revenue	58	294
Payment-in-kind interest and dividends	(1,983 )	(765 )
Reversal of payment-in-kind interest income on non-accrual loans	-	64
Net realized gain on non-control/non-affiliate investments	(3,132 )	(17 )
Net realized gain on affiliate investments	(1,471 )	(28 )
Net change in unrealized appreciation/depreciation on non-control/non-affiliate investments	3,173	(106 )
Net change in unrealized appreciation/depreciation on affiliate investments	(1,494 )	(1,591 )
Net change in unrealized depreciation on control investment	-	1,691
Purchase of portfolio investments	(78,578 )	(90,662 )
Proceeds from principal payments on portfolio investments	61,904	59,132
Proceeds from sale or redemption of portfolio investments	97,687	9,493
Cash distribution received from equity investment	51	11
Changes in operating assets and liabilities:		
Interest receivable	66	(46 )
Prepaid expenses and other assets	157	95
Accrued professional fees	(29 )	(117 )
Due to/from affiliated entities, net	-	218
Interest payable	(967 )	(240 )
Management and incentive fees payable	800	1,590
Administration fee payable	8	692
Other payables	(47 )	(81 )
Net cash provided by (used in) operating activities	89,047	(14,394 )
<b>Cash Flows From Investing Activities</b>		

Edgar Filing: OFS Capital Corp - Form 10-Q

Change in restricted cash	-	450
Net cash provided by investing activities	-	450
<b>Cash Flows From Financing Activities</b>		
Net repayment of advances from affiliated entities	-	(15 )
Cash dividends and distributions paid	(9,407 )	(9,720 )
Borrowings under the revolving line of credit	1,217	16,138
Repayments under the revolving line of credit	(73,829 )	(40,330 )
Draw down on SBA debentures	22,585	35,375
Change in other liabilities	-	83
Deferred financing closing costs paid	(548 )	(1,684 )
Deferred common stock offering costs paid	(4 )	(184 )
Net cash used in financing activities	(59,986 )	(337 )
Net increase (decrease) in cash and cash equivalents	29,061	(14,281 )
Cash and cash equivalents — beginning of period	12,447	28,569
Cash and cash equivalents — end of period	\$ 41,508	\$ 14,288
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid during the period for interest	\$ 4,609	\$ 3,228
<b>Supplemental Disclosure of Noncash Financing and Investing Activities:</b>		
Dividends and distributions paid by issuance of common stock	\$ 449	\$ 105
Accrued deferred common stock offering costs	-	2

See Notes to Unaudited Consolidated Financial Statements.

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments (unaudited)

September 30, 2015

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value	P o N A
<u>Non-control/Non-affiliate Investments</u>								
Aerospace & Defense								
Aero-Metric, Inc.	Senior Secured Term Loan	6.75% cash / 2.0% PIK	(L +7.50%)	8/27/17	\$2,597	\$2,585	\$2,483	
					2,597	2,585	2,483	
Banking, Finance, Insurance & Real Estate								
Accurate Group Holdings, Inc.	Subordinated Loan	12.50%	N/A	8/23/18	10,000	10,056	10,100	
H.D. Vest, Inc. (4)	Senior Secured Term Loan	9.25%	(L +8.25%)	3/17/21	6,000	5,945	5,988	
MYI Acquiror Limited (4)	Senior Secured Term Loan A	5.75%	(L +4.50%)	5/28/19	4,838	4,823	4,755	
Confie Seguros Holdings II Co.	Senior Secured Term Loan	10.25%	(L +9.00%)	5/8/19	4,000	3,962	3,924	
					24,838	24,786	24,767	
Capital Equipment								
Elgin Fasteners Group	Senior Secured Term Loan	6.00%	(L +4.75%)	8/26/16	4,582	4,557	4,526	
Stancor, L.P.	Senior Secured Term Loan	8.75%	(L +8.00%)	8/19/19	13,500	13,408	13,246	
	1,250,000 Class A Units in SCT Holdings, LLC					1,364	1,360	
					13,500	14,772	14,606	
					18,082	19,329	19,132	

Edgar Filing: OFS Capital Corp - Form 10-Q

Chemicals, Plastics & Rubber

Inhance Technologies Holdings LLC	Senior Secured Term Loan A	5.50%	(L +4.50%)	2/7/18	2,279	2,270	2,199
VanDeMark Chemical Inc.	Senior Secured Term Loan	6.50%	(L +5.25%)	11/30/17	2,578	2,555	2,549
					4,857	4,825	4,748

Construction & Building

Nudo Products, Inc.	Subordinated Loan	12.00% cash / 2.5% PIK	N/A	1/29/20	11,253	11,175	11,478
					11,253	11,175	11,478

Consumer goods:  
Non-durable

Phoenix Brands LLC (5)	Senior Secured Term Loan A	9.25%	(L +7.75%)	1/31/16	1,189	1,187	1,088
					1,189	1,187	1,088

Containers, Packaging & Glass

Ranpak Corp.	Senior Secured Term Loan	8.25%	(L +7.25%)	10/3/22	2,000	1,995	1,995
					2,000	1,995	1,995

Healthcare & Pharmaceuticals

HealthFusion, Inc.	Senior Secured Loan	13.00%	N/A	10/7/18	5,750	5,698	5,865
	Common Stock Warrants (1,646,666 shares)					-	809
					5,750	5,698	6,674

Intrafusion Holding Corp. (6)	Senior Secured Term Loan B	12.82%	(P +5.75%)	9/25/20	14,250	14,193	14,193
Maverick Healthcare Equity, LLC	Preferred Equity (1,250,000 units)					1,109	1,355
	Class A Common Equity (1,250,000 units)					-	-
					-	1,109	1,355

Physiotherapy Associates Holding, Inc.	Senior Secured Term Loan	9.50%	(L +8.50%)	6/4/22	1,000	990	973
Community Intervention Services, Inc. (f/k/a South Bay Mental Health Center, Inc.)	Subordinated Loan	10.0% cash / 3.0% PIK	N/A	1/16/21	6,621	6,557	6,557
Strata Pathology Services, Inc. (5)	Senior Secured Term Loan	11.75%	(P +8.50%)	6/30/16	4,037	3,988	84
United Biologics Holdings, LLC	Subordinated Loan	12.0% cash / 2.0% PIK	N/A	3/5/17	4,083	4,047	3,486
	Class A-1 Units (2,686 units) and Kicker Units (2,015)					9	-

Edgar Filing: OFS Capital Corp - Form 10-Q

	units)							
	Class A-1 Warrants (2,272 units) and Kicker Warrants (1,704 units)					8	-	-
	Class A Warrants (10,160 units)					67	-	-
	Class B Warrants (15,238 units)					7	-	-
					4,083	4,138	3,486	2,292
					35,741	36,673	33,322	2,292
High Tech Industries B+B SmartWorx Inc. (f/k/a B&B Electronics Manufacturing Company)	Senior Secured Term Loan A	6.50%	(L +5.00%)	3/31/16	2,303	2,303	2,292	2,292
					2,303	2,303	2,292	2,292

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments (unaudited) - Continued

September 30, 2015

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value
Non-control/Non-affiliate Investments - Continued							
Hotel, Gaming & Leisure							
TravelCLICK, Inc.	Senior Secured Term Loan	8.75%	(L +7.75%)	11/6/21	3,000	2,970	2,970
					3,000	2,970	2,970
Media: Advertising, Printing & Publishing							
Jobson Healthcare Information, LLC	Senior Secured Term Loan Warrants (1,056,428 member units)	10.13% cash / 2.795% PIK	(L +8.13%)	7/21/19	14,758	14,450	14,113
						454	448
					14,758	14,904	14,561
Media: Diversified & Production							
A.C.T. Lighting, Inc.	Subordinated Loan	12.00% cash / 2.0% PIK	N/A	7/24/19	3,556	3,539	3,607
					3,556	3,539	3,607
Metals & Mining							
All Metals Holding, LLC	Senior Secured Term Loan Common Equity (1.96% member interest)	10.50%	N/A	12/31/19	10,000	9,855	9,955
						69	231
					10,000	9,924	10,186
Services: Business							

Edgar Filing: OFS Capital Corp - Form 10-Q

BCC Software, LLC	Senior Secured Revolver	N/A	(L +8.00%)	6/20/19	-	(12 )	(27 )	(2)
	Senior Secured Term Loan	9.00%	(L +8.00%)	6/20/19	6,617	6,543	6,453	
					6,617	6,531	6,426	
Caddie Master Enterprises, Inc.	Senior Secured Term Loan	10.00%	(L +9.00%)	12/31/20	9,743	9,211	9,189	
	Common Stock Warrants (78.97 shares)					550	789	
					9,743	9,761	9,978	
C7 Data Centers, Inc. (7)	Senior Secured Term Loan	13.36%	(L +8.50%)	6/22/20	11,850	11,826	11,637	
Riveron Consulting, LLC	Subordinated Loan	13.25%	N/A	3/25/20	10,000	9,910	9,783	
Sentry Centers Holdings, LLC	Senior Secured Loan	14.00%	N/A	5/29/20	6,105	6,007	5,999	
					44,315	44,035	43,823	
Services: Consumer								
smarTours, LLC	Senior Secured Loan	9.25%	N/A	10/11/18	2,979	2,940	2,966	
	Preferred Equity A (500,000 units)					439	733	
					2,979	3,379	3,699	
Southern Technical Institute, LLC	Subordinated Loan	10.75%	(L +9.75%)	12/2/20	5,000	4,978	4,909	
					7,979	8,357	8,608	
Telecommunications								
NHR Holdings, LLC	Senior Secured Term Loan A	5.50%	(L +4.25%)	11/30/18	1,940	1,925	1,899	
	Senior Secured Term Loan B	5.50%	(L +4.25%)	11/30/18	1,967	1,952	1,925	
					3,907	3,877	3,824	
Total Non-control/Non-affiliate Investments					190,375	192,464	188,884	



## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments (unaudited) - Continued

September 30, 2015

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value
Affiliate Investments							
Aerospace & Defense							
Malabar International	Subordinated Loan	12.5% cash / 2.5% PIK	N/A	5/21/17	7,403	7,446	7,545
	Preferred Stock (1,644 shares)					4,283	5,454
					7,403	11,729	12,999
Capital Equipment							
TRS Services, LLC	Senior Secured Term Loan	9.50%	(L +8.50%)	12/10/19	10,395	10,319	10,266
	Delayed Draw Senior Secured Term Loan	9.50%	(L +8.50%)	12/10/19	743	739	734
	3,000,000 Class A Units in IGT Holdings, LLC					2,707	2,648
	3,000,000 Common Units in IGT Holdings, LLC					572	121
					11,138	14,337	13,769
Consumer goods: Non-durable							
Master Cutlery, LLC	Senior Secured Term Loan	13.00%	N/A	4/17/20	4,789	4,762	4,771
	3,723 Preferred Equity A units in MC Parent, LLC.				-	3,751	3,081
	15,564 Common Equity units in				-	-	311

Edgar Filing: OFS Capital Corp - Form 10-Q

		MC Parent, LLC.						
Healthcare & Pharmaceuticals					4,789	8,513	8,163	
Pfanstiehl Holdings, Inc.	Subordinated Loan	13.50%	N/A	9/29/18	3,788	3,857	3,826	
	Class A Common Equity (400 shares)					217	1,825	
Services: Business					3,788	4,074	5,651	
Contract Datascan Holdings, Inc.	Subordinated Loan	12.00%	N/A	2/5/21	5,350	5,324	5,324	
	Preferred Equity A (2,463 shares)					2,618	2,659	
	Common Equity (9,069 shares)					-	409	
					5,350	7,942	8,392	
NeoSystems Corp.	Subordinated Loan	10.5% cash / 2.25% PIK	N/A	8/13/19	4,618	4,583	4,641	
	Convertible Preferred Stock (521,962 shares)					1,109	2,365	
						4,618	5,692	7,006
Tangible Software, Inc.	Senior Secured Loan	4%	N/A	6/17/16	2,639	2,556	2,356	
	Common Equity (1,285,854 shares)					-	-	
						2,639	2,556	2,356
					12,607	16,190	17,754	
Total Affiliate Investments					39,725	54,843	58,336	
Total Investments					230,100	247,307	247,220	

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments (unaudited) - Continued

September 30, 2015

(Dollar amounts in thousands)

Name of Portfolio Company	Investment Type	Principal Amount	Cost	Fair Value	Percent of Net Assets
<u>Money Market</u>					
US Bank Money Market Deposit Account	Money Market	N/A	41,113 (3)	41,113 (3)	29.3
Total Money Market			41,113	41,113	29.3
Total Investments and Money Market (United States)		\$230,100	\$288,420	\$288,333	205.8 %

The majority of the investments bear interest at a rate that may be determined by reference to LIBOR (L) or Prime (P) and which is reset daily, quarterly or semi-annually. For each investment, the Company has provided the spread over LIBOR and current interest rate in effect at September 30, 2015. Certain investments are subject to a LIBOR or Prime interest rate floor.

(2) The negative fair value is the result of the unfunded commitment being valued below par.

(3) Included in cash and cash equivalents on the consolidated balance sheets.

Indicates assets that the Company deems not "qualifying assets" under Section 55(a) of the Investment Company Act of 1940, as amended. Qualifying assets must represent at least 70% of the Company's total assets at the time of acquisition of any additional non-qualifying assets.

(5) Non-accrual loan. Strata Pathology Services, Inc. was settled on October 2, 2015.

SBIC I LP has entered into a contractual arrangement whereby, subject to certain conditions being satisfied, it has agreed, with respect to the Senior Secured Tem Loan B, to receive its payment after the repayment of certain lenders pursuant to a payment waterfall. With respect to Intrafusion Holding Corp., the all-in interest rate of 12.82% at September 30, 2015 included an interest rate of 3.82% per annum as specified under the contractual arrangement SBIC I LP entered into with the co-lenders in connection with the credit agreement.

(7) SBIC I LP has entered into a contractual arrangement whereby, subject to certain conditions being satisfied, it has agreed, with respect to the Senior Secured Tem Loan, to receive its payment after the repayment of certain lenders pursuant to a payment waterfall. With respect to C7 Data Centers, Inc., the all-in interest rate of 13.36% at September 30, 2015 included an interest rate of 3.85% per annum as specified under the contractual arrangement

SBIC I LP entered into with the co-lenders in connection with the credit agreement.

See Notes to Unaudited Consolidated Financial Statements.

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments

December 31, 2014

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value	Perce of Net Ass
Non-control/Non-affiliate Investments								
Aerospace & Defense								
Aero-Metric, Inc.	Senior Secured Term Loan	8.75%	(L +7.50%)	8/27/17	\$2,644	\$2,622	\$2,619	1.9
Whitcraft LLC	Senior Secured Term Loan	6.50%	(L +5.00%)	12/16/15	3,788	3,775	3,712	2.7
					6,432	6,397	6,331	4.6
Banking, Finance, Insurance & Real Estate								
Accurate Group Holdings, Inc. (4)	Subordinated Loan	12.50%	N/A	6/11/18	10,000	10,071	10,071	7.3
Captive Resources Midco LLC	Senior Secured Term Loan	6.50%	(L +5.00%)	1/2/19	4,804	4,757	4,646	3.4
CSI Financial Services, LLC (5)	Senior Secured Term Loan	7.00%	(L +5.75%)	12/12/18	3,207	3,174	3,173	2.3
MYI Acquiror Limited (5)	Senior Secured Term Loan A	5.75%	(L +4.50%)	5/28/19	4,875	4,848	4,826	3.5
Townsend Acquisition LLC	Senior Secured Term Loan	5.25%	(L +4.25%)	5/21/20	4,330	4,296	4,278	3.1
					27,216	27,146	26,994	19.1
Capital Equipment								
Dorner MFG, Corp.	Senior Secured Term Loan	5.75%	(L +4.50%)	6/15/17	3,062	3,032	2,974	2.2
Elgin Fasteners Group	Senior Secured Term Loan	6.00%	(L +4.75%)	8/26/16	4,679	4,632	4,616	3.4
Stancor, Inc. (4)	Senior Secured Term Loan	8.75%	(L +8.00%)	8/19/19	13,500	13,391	13,395	9.7

Edgar Filing: OFS Capital Corp - Form 10-Q

	1,250,000 Class A Units in SCT Holdings, LLC					1,250	1,287	0.9
					13,500	14,641	14,682	10.3
					21,241	22,305	22,272	16.3
Chemicals, Plastics & Rubber								
Actagro, LLC	Senior Secured Term Loan	5.50%	(L +4.25%)	12/30/16	3,201	3,182	3,117	2.3
Accella Holdings LLC (f/k/a Dash Materials LLC)	Senior Secured Term Loan	5.50%	(L +4.50%)	4/30/19	3,424	3,413	3,424	2.5
ICM Products Inc	Senior Secured Term Loan	5.50%	(L +4.50%)	3/31/19	2,068	2,045	1,952	1.4
Inhance Technologies Holdings LLC	Senior Secured Term Loan A	5.50%	(L +4.50%)	2/7/18	2,371	2,357	2,271	1.7
KODA Distribution Group, Inc.	Senior Secured Term Loan A	6.00%	(L +5.00%)	4/9/18	3,835	3,822	3,787	2.7
VanDeMark Chemical Inc.	Senior Secured Term Loan	6.50%	(L +5.25%)	11/30/17	2,681	2,650	2,636	1.9
					17,580	17,469	17,187	12.8
Construction & Building								
Jameson LLC	Senior Secured Term Loan	7.50%	(L +5.50%)	1/31/17	1,529	1,525	1,529	1.1
Nudo Products, Inc. (4)	Subordinated Loan	12.00% cash / 1.75% PIK	N/A	1/29/20	11,045	10,953	10,953	7.9
					12,574	12,478	12,482	9.0
Consumer goods: Non-durable								
Phoenix Brands LLC	Senior Secured Term Loan A	7.25%	(L +5.75%)	1/31/16	1,319	1,314	1,230	0.9
					1,319	1,314	1,230	0.9
Containers, Packaging & Glass								
Mold-Rite Plastics, LLC	Senior Secured Term Loan	5.50%	(L +4.25%)	6/30/16	4,009	3,990	3,962	2.9
					4,009	3,990	3,962	2.9
Energy: Oil & Gas								
ANS Distributing, INC.	Senior Secured Term Loan	8.00%	(L +6.50%)	11/1/17	2,810	2,778	2,810	2.0
					2,810	2,778	2,810	2.0
Environmental Industries								
Apex Companies, LLC.	Senior Secured Term Loan	5.50%	(L +4.50%)	3/28/19	3,714	3,695	3,506	2.6
JWC Environmental, LLC.	Senior Secured Term Loan	6.00%	(L +4.50%)	8/3/16	3,863	3,850	3,810	2.8
					7,577	7,545	7,316	5.4

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments - Continued

December 31, 2014

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value
Non-control/Non-affiliate Investments - Continued							
Healthcare & Pharmaceuticals							
Behavioral Health Group	Senior Secured Term Loan A	5.75%	(L +4.50%)	8/18/16	4,552	4,537	4,473
Elements Behavioral Health, Inc.	Senior Secured Term Loan A	5.75%	(L +4.75%)	2/12/19	4,694	4,665	4,665
HealthFusion, Inc. (4)	Senior Secured Loan	13.00%	N/A	10/7/18	5,750	5,685	5,882
	Common Stock Warrants (1,646,666 shares)					-	498
					5,750	5,685	6,380
Hygenic Corporation	Senior Secured Term Loan	6.00%	(L +4.75%)	10/11/18	4,684	4,640	4,671
Intrafusion Holding Corp. (4)(10)	Senior Secured Term Loan B	13.58%	(L +9.00%)	6/13/18	2,000	2,016	2,016
Maverick Healthcare Equity, LLC (4)	Preferred Equity (1,250,000 units)					900	900
Maverick Healthcare Equity, LLC (4)	Class A Common Equity (1,250,000 units)					-	-
Vention Medical, Inc. (f/k/a MedTech Group, Inc.)	Senior Secured Term Loan	6.25%	(L +5.25%)	12/31/18	4,575	4,552	4,552
South Bay Mental Health Center, Inc. (4)	Subordinated Loan	12.0% cash / 2.5% PIK	N/A	10/12/17	3,030	3,030	3,027
Strata Pathology Services, Inc. (6)	Senior Secured Term Loan	11.00%	(L +9.50%)	6/30/16	4,037	3,988	801

Edgar Filing: OFS Capital Corp - Form 10-Q

Studer Group LLC	Senior Secured Term Loan	6.00%	(L +4.75%)	7/31/18	3,448	3,430	3,322
United Biologics Holdings, LLC (4)	Subordinated Loan	12.0% cash / 2.0% PIK	N/A	3/5/17	4,183	4,126	4,181
	Class A-1 Units (2,686 units) and Kicker Units (2,015 units)					9	22
	Class A-1 Warrants (2,272 units) and Kicker Warrants (1,704 units)					8	19
	Class A Warrants (10,160 units)					67	74
	Class B Warrants (15,238 units)					7	38
					4,183	4,217	4,334
					40,953	41,660	39,141
High Tech Industries							
Anaren, Inc. (4)	Senior Secured Term Loan	5.50%	(L +4.50%)	2/18/21	2,970	2,944	2,923
B&B Electronics Manufacturing Company	Senior Secured Term Loan A	6.50%	(L +5.00%)	4/4/15	2,440	2,437	2,426
OnePath Systems, LLC	Senior Secured Term Loan	7.50%	(L +6.00%)	6/6/17	2,220	2,198	2,220
					7,630	7,579	7,569
Media: Advertising, Printing & Publishing							
Content Marketing, LLC	Senior Secured Term Loan	7.50%	(L +6.25%)	12/21/17	3,039	3,012	3,039
Jobson Healthcare Information, LLC (4)	Senior Secured Term Loan Warrants (1,056,428 member units)	10.13% cash / 2.795% PIK	(L +8.13%)	7/21/19	14,704	14,329	14,141
						454	384
					14,704	14,783	14,525
Media Source	Senior Secured Term Loan	5.25%	(L +4.25%)	7/16/19	2,386	2,364	2,348
					20,129	20,159	19,912
Media: Broadcasting & Subscription							
Campus Televideo, Inc.	Senior Secured Term Loan	7.25%	(L +5.75%)	10/23/17	3,592	3,542	3,590
					3,592	3,542	3,590
Media: Diversified & Production							
A.C.T. Lighting, Inc. (4)	Subordinated Loan	12.00% cash / 2.0% PIK	N/A	7/24/19	3,502	3,482	3,482



Edgar Filing: OFS Capital Corp - Form 10-Q

					3,502	3,482	3,482
Metals & Mining							
All Metals Holding, LLC(4)	Senior Secured Term Loan	10.50%	N/A	12/31/19	14,000	13,763	13,763
	Common Equity (2.75% member interest)					97	97
					14,000	13,860	13,860
Retail							
Tharpe Company, Inc.	Senior Secured Term Loan	6.00%	(L +4.75%)	10/19/17	3,589	3,559	3,555
					3,589	3,559	3,555

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments - Continued

December 31, 2014

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value
Non-control/Non-affiliate Investments - Continued							
Services: Business							
Accuvant Finance, LLC (4)	Senior Secured Initial Loans	7.00%	(P +3.75%)	10/22/20	5,970	5,917	5,970
BCC Software, LLC (4)	Senior Secured Revolver	N/A	(L +8.00%)	6/19/19	-	(15 )	(24 )
BCC Software, LLC (4)	Senior Secured Term Loan	9.00%	(L +8.00%)	6/19/19	6,913	6,820	6,758
Caddie Master Enterprises, Inc. (4)	Senior Secured Term Loan	10.00%	(L +9.00%)	12/31/20	10,500	9,845	9,845
	Common Stock Warrants (78.97 shares)					550	550
					10,500	10,395	10,395
C7 Data Centers, Inc. (4)	Senior Secured Term Loan	9.50%	(L +7.50%)	9/30/19	7,234	7,234	7,274
C7 Data Centers, Inc. (4)	Senior Secured Line of Credit	9.50%	(L +7.50%)	9/30/19	500	500	503
Community Investors, Inc. (4)(8)	Senior Secured Term Loan	11.86%	(L +7.25%)	9/30/19	8,500	8,420	8,420
	Common Stock (560 shares)					1	1
	Preferred Stock A (59,258 shares)					60	155
	Preferred Stock A-1 (27,737					66	72

Edgar Filing: OFS Capital Corp - Form 10-Q

	shares) Preferred Stock A-2 (16,888 shares)					44	44
					8,500	8,591	8,692
Revspring Inc. (f/k/a Dantom Systems, Inc.)	Senior Secured Term Loan	5.50%	(L +4.25%)	8/3/17	4,454	4,434	4,454
Young Innovations, Inc.	Senior Secured Term Loan A	5.25%	(L +4.25%)	1/30/19	2,663	2,636	2,630
					46,734	46,512	46,652
Services: Consumer smarTours, LLC (4)	Senior Secured Loan Preferred Equity A (500,000 units)	9.25%	N/A	10/11/18	3,905	3,842	3,901
						489	671
					3,905	4,331	4,572
Southern Technical Institute, LLC (4)	Subordinated Loan	10.75%	(L +9.75%)	12/2/20	5,000	4,975	4,975
					8,905	9,306	9,547
Telecommunications Barcodes LLC	Senior Secured Term Loan	7.25%	(P +4.00%)	12/9/19	2,815	2,791	2,791
NHR Holdings, LLC	Senior Secured Term Loan A	5.50%	(L +4.25%)	11/30/18	2,072	2,052	1,978
NHR Holdings, LLC	Senior Secured Term Loan B	5.50%	(L +4.25%)	11/30/18	2,100	2,080	2,005
					6,987	6,923	6,774
Total Non-control/Non-affiliate Investments					256,779	258,004	254,666

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments - Continued

December 31, 2014

(Dollar amounts in thousands)

Industry Name of Portfolio Company	Investment Type	Interest Rate (1)	Spread Above Index (1)	Maturity	Principal Amount	Cost	Fair Value
Affiliate Investments							
Aerospace & Defense							
Malabar International (4)	Subordinated Loan	12.5% cash / 2.5% PIK	N/A	5/21/17	7,264	7,328	7,376
	Preferred Stock (1,644 shares)					4,283	4,404
					7,264	11,611	11,780
Capital Equipment							
TRS Services, LLC (4)	Initial Senior Term Loan	9.50%	(L +8.50%)	12/10/19	10,474	10,383	10,383
TRS Services, LLC (4)	Delayed Draw Senior Term Loan	9.50%	(L +8.50%)	12/10/19	499	495	495
	3,000,000 Class A Units in IGT Holdings, LLC					3,020	3,020
	3,000,000 Common Units in IGT Holdings, LLC					-	-
					10,973	13,898	13,898
Healthcare & Pharmaceuticals							
Pfanstiehl Holdings, Inc (4)	Subordinated Loan	12.0% cash / 1.5% PIK	N/A	9/29/18	3,788	3,874	3,864
	Class A Common Equity (400 shares)					217	1,070
					3,788	4,091	4,934
Services: Business		10.75%	(L +9.75%)	12/17/18	9,265	9,192	9,129

Edgar Filing: OFS Capital Corp - Form 10-Q

Contract Datascan Holdings, Inc. (4)(9)	Senior Secured Term Loan B Preferred Equity A (2,463 shares)					2,351	2,468
	Preferred Equity B (382 shares)					483	446
	Common Equity (9,069 shares)					-	-
					9,265	12,026	12,043
NeoSystems Corp. (4)	Subordinated Loan Convertible Preferred Stock (521,962 shares)	10.5% cash / 2.25% PIK	N/A	8/13/19	4,540	4,498	4,524
						1,029	1,292
					4,540	5,527	5,816
Sentry Centers Holdings, LLC (4)	Senior Secured Loan	14.00%	N/A	6/28/18	5,075	4,969	5,104
	Senior Secured Loan	14.00%	N/A	1/15/16	1,000	979	1,010
	Preferred Equity A (83 units)					-	520
					6,075	5,948	6,634
Tangible Software, Inc. (4)(11)	Senior Secured Loan	4%	N/A	6/17/16	2,639	2,468	2,463
	Common Equity (1,285,864 shares)					-	-
					2,639	2,468	2,463
					22,519	25,969	26,956
Total Affiliate Investments					44,544	55,569	57,568
Total Investments					301,323	313,573	312,234

## OFS Capital Corporation and Subsidiaries

## Consolidated Schedule of Investments - Continued

December 31, 2014

(Dollar amounts in thousands)

Name of Portfolio Company	Investment Type	Principal Amount	Cost	Fair Value	Percent of Net Assets
Money Market					
WF Prime INVT MM #1752 (7)	Money Market	N/A	1,039 (3)	1,039 (3)	0.8
US Bank Money Market Deposit Account	Money Market	N/A	8,570 (3)	8,570 (3)	6.2
Total Money Market			9,609	9,609	7.0
Total Investments and Money Market (United States)		\$ 301,323	\$ 323,182	\$ 321,843	234.1 %

The majority of the investments bear interest at a rate that may be determined by reference to LIBOR (L) or Prime (P) and which is reset daily, quarterly or semi-annually. For each investment, we have provided the spread over (1) LIBOR and current interest rate in effect at December 31, 2014. Certain investments are subject to a LIBOR or Prime interest rate floor.

(2) The negative fair value is the result of the unfunded commitment being valued below par.

(3) Included in cash and cash equivalents on the consolidated balance sheets.

(4) Investments held by SBIC I LP. All other investments were held by OFS Capital WM, and were pledged as collateral under the OFS Capital WM credit facility.

Indicates assets that the Company deems not "qualifying assets" under Section 55(a) of the Investment Company (5) Act of 1940, as amended. Qualifying assets must represent at least 70% of the Company's total assets at the time of acquisition of any additional non-qualifying assets.

(6) Non-accrual loan.

(7) Money market accounts held by OFS Capital WM, and pledged as collateral under the OFS Capital WM credit facility.

(8) SBIC I LP has entered into a contractual arrangement whereby, subject to certain conditions being satisfied, it has agreed, with respect to the Senior Secured Term Loan, to receive its payment after the repayment of certain lenders pursuant to a payment waterfall. With respect to Community Investors, Inc., the all-in interest rate of 11.86% at December 31, 2014 included an interest rate of 3.61% per annum as specified under the contractual arrangement

SBIC I LP entered into with the co-lenders in connection with the credit agreement.

(9) SBIC I LP has entered into a contractual arrangement whereby, subject to certain conditions being satisfied, it has agreed, with respect to the Senior Secured Term Loan B, to receive its payment after the repayment of certain lenders pursuant to a payment waterfall.

(10) SBIC I LP has entered into a contractual arrangement whereby, subject to certain conditions being satisfied, it has agreed, with respect to the Senior Secured Tem Loan B, to receive its payment after the repayment of certain lenders pursuant to a payment waterfall. With respect to Intrafusion Holding Corp., the all-in interest rate of 13.58% at December 31, 2014 included an interest rate of 3.08% per annum as specified under the contractual arrangement SBIC I LP entered into with the co-lenders in connection with the credit agreement.

(11) The original debt and equity investments, with a total cost basis of \$8,992, were restructured on December 17, 2014, as a result of which SBIC I LP received a cash payment of \$2,943, a new note with a fair value of \$2,463 on the restructuring date and at December 31, 2014, and common stock in Tangible Software, Inc valued at zero at the restructuring date and at December 31, 2014. In connection with this restructuring, SBIC I LP recognized a loss of \$3,586. The post-restructured investments were classified as affiliate investments and the new debt investment was deemed an accrual loan as of December 31, 2014.

See Notes to Unaudited Consolidated Financial Statements.

## **OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### **Note 1. Organization**

OFS Capital Corporation (“OFS Capital”, the “Company”, or “we”) is a Delaware corporation formed on November 7, 2012 and is an externally managed, closed-end, non-diversified management investment company. The Company 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, for income tax purposes, the Company, other than its tax blocker entity (see below), has elected to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”).

From time to time, the term OFS Capital, the Company, or we may be used herein to refer to OFS Capital Corporation, individually, or OFS Capital Corporation and/or its subsidiaries either collectively or individually, as well as, with respect to all periods prior to the initial public offering (“IPO”) date, OFS Capital, LLC (for income tax purposes, these terms only refer to the RIC reporting group).

On November 7, 2012, the Company priced its IPO, selling 6,666,667 shares of its common stock at a public offering price of \$15 per share and raising \$100,000 in gross proceeds. Immediately prior to the IPO, on November 7, 2012, OFS Capital, LLC converted from a limited liability company to a corporation, as a result of which the sole membership interest held in OFS Capital, LLC by Orchard First Source Asset Management, LLC (“OFSAM”) prior to the conversion was exchanged for 2,912,024 shares of common stock in the Company.

On September 28, 2010, OFS Capital, LLC became the 100% equity owner of OFS Capital WM, LLC (“OFS Capital WM”). On September 29, 2011, OFS Capital, LLC became the primary beneficiary in OFS SBIC I, LP (“SBIC I LP”), a variable interest entity (“VIE”) under the applicable provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification Topic 810, “Consolidation”. On May 10, 2012, upon SBIC I LP’s receipt of a Small Business Investment Company (“SBIC”) license, OFS Capital, LLC became an approximately 68% limited partner in SBIC I LP. On December 4, 2013, the Company acquired the remaining limited partnership interests in SBIC I LP, as well as the remaining membership interests in OFS SBIC I GP, LLC (“SBIC I GP”), the general partner of SBIC I LP that holds 1% of the limited partnership interest in SBIC I LP (the “SBIC Acquisitions”). As a result of the acquisitions, SBIC I LP and SBIC I GP became wholly owned subsidiaries of the Company effective December 4, 2013.



On January 8, 2015, in order to comply with certain requirements necessary to maintain the Company's RIC status, it formed FQSR II, LLC ("FQSR"), a Delaware limited liability company and wholly owned subsidiary of the Company, to hold an equity investment in a portfolio company. The equity investment was sold in May 2015. As of September 30, 2015, FQSR had nominal assets and liabilities. For income tax purposes, FQSR has elected to be taxed as a C corporation and is excluded from the Company's RIC tax reporting group.

The Company's investment strategy is to focus primarily on debt investments and, to a lesser extent, equity investments primarily in middle-market companies in the United States. The Company has entered into an investment advisory and management agreement with OFS Capital Management, LLC ("OFS Capital Management" or the "Investment Advisor"), under which the Investment Advisor manages the day-to-day operations of, and provides investment advisory services to, the Company (see Note 4 for more details).

## Note 2. Summary of Significant Accounting Policies

**Basis of presentation:** The accompanying interim consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and pursuant to the requirements for reporting on Form 10-Q, ASC Topic 946, *Financial Services – Investment Companies* ("ASC Topic 946"), and Article 6 or 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for annual financial statements. In the opinion of management, the consolidated financial statements reflect all adjustments consisting only of normal recurring accruals and adjustments. All intercompany balances and transactions have been eliminated. Certain prior period amounts have been reclassified to conform to the current period presentation. The December 31, 2014 consolidated balance sheet was derived from the audited balance sheet included in the Company's annual report on Form 10-K for the year ended December 31, 2014.

**Principles of consolidation:** The Company's September 30, 2015 consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries OFS Capital WM, SBIC I LP, SBIC I GP and FQSR. The Company consolidates an affiliated subsidiary if it owns more than 50 percent of the subsidiary's equity and holds the controlling financial interest in such subsidiary. The Company also consolidates a VIE if it is the primary beneficiary in the VIE.

**Fair value of financial instruments:** The Company applies fair value to substantially all of its financial instruments in accordance with Accounting Standards Codification Topic 820, "Fair Value Measurements and Disclosures" ("ASC Topic 820"). ASC Topic 820 defines fair value, establishes a framework used to measure fair value and requires disclosures for fair value measurements. In accordance with ASC Topic 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three level fair value hierarchy. Fair value is a market-based measure considered from the perspective of the market participant that holds the financial instrument rather than an entity specific measure. Therefore, when market assumptions are not readily available, the Company's own assumptions reflect those that management believes market participants would use in pricing the financial instrument at the measurement date.



## OFS Capital Corporation and Subsidiaries

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### Note 2. Summary of Significant Accounting Policies (Continued)

The availability of observable inputs can vary depending on the financial instrument and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new, whether the product is traded on an active exchange or in the secondary market, and the current market conditions. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for financial instruments classified as Level 3 (i.e., those instruments valued using non-observable inputs).

Changes to the valuation policy are reviewed by management and the Company's board of directors (the "Board") to confirm that the changes are justified. As the Company's investments change, markets change, new products develop and the pricing for products becomes more or less transparent, the Company will continue to refine its valuation methodologies.

See Note 6 for more detailed disclosures of the Company's fair value measurements of its financial instruments.

**Investment classification:** The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, "Control Investments" are defined as investments in those companies where the Company owns more than 25% of the voting securities of such company or has rights to maintain greater than 50% of the board representation. Under the 1940 Act, "Affiliate Investments" are defined as investments in those companies where the Company owns between 5% and 25% of the voting securities of such company. "Non-Control/Non-Affiliate Investments" are those that neither qualify as Control Investments nor Affiliate Investments.

**Investment risks:** The Company's investments are subject to a variety of risks. These risks may include, but are not limited to the following:

*Market risk* - Market risk represents the potential loss that can be caused by a change in the fair value of the financial instrument due to market changes.

*Credit risk* - Credit risk represents the risk that the Company would incur if the counterparties failed to perform pursuant to the terms of their agreements with the Company.

*Liquidity risk* - Liquidity risk represents the possibility that the Company may not be able to rapidly adjust the size of its positions in times of high volatility and financial stress at a reasonable price.

*Interest rate risk* - Interest rate risk represents the likelihood that a change in interest rates could have an adverse impact on the fair value of an interest-bearing financial instrument.

*Prepayment risk* - Certain of the Company's debt investments allow for prepayment of principal without penalty. Downward changes in interest rates may cause prepayments to occur at a faster than expected rate, thereby effectively shortening the maturity of the debt investments and making the instrument less likely to be an income producing instrument.

*Off-Balance sheet risk* - Some of the Company's financial instruments contain off-balance sheet risk. Generally, these financial instruments represent future commitments to purchase other financial instruments at specific terms at specific future dates.

**Use of estimates:** The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could significantly differ from those estimates.

**Reportable segments:** In accordance with segment guidance set by Accounting Standards Codification 280, "Segment Reporting" ("ASC Topic 280"), the Company has determined that it has a single reportable segment and single operating segment structure.

**Cash and cash equivalents:** Cash and cash equivalents consist of cash and highly liquid investments not held for resale with original maturities at the time of acquisition of three months or less. The Company places its cash in financial institutions and at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits.



## **OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### **Note 2. Summary of Significant Accounting Policies (Continued)**

#### **Revenue recognition:**

*Interest Income:* Interest income is accrued based upon the outstanding principal amount and contractual interest terms of the debt investments. Recognized interest income, if payable monthly or quarterly, is reflected as interest receivable until collected. Recognized interest income that is instead added to the principal balance and generally becomes due at maturity or at some other stipulated date (“PIK interest”) is reflected in the investment account. The Company accrues interest income until certain events take place, which may place a loan into a non-accrual status (see below). The Company will not accrue PIK interest if the portfolio company valuation indicates that the PIK interest is not collectible. Loan origination fees, original issue discount (“OID”), market discount or premium, and loan amendment fees (collectively, “net loan origination fees”) are capitalized, and the Company accretes or amortizes such amounts on a straight-line basis over the life of the loan as additional interest income. When the Company receives a loan principal payment, the OID related to the paid principal is accelerated and recognized in interest income. This method is not materially different than the effective interest rate method. Unamortized OID is reflected in the investment account and unamortized loan amendment fees are reflected as deferred loan fee revenue. All other interest income is recorded into income when earned. Further, in connection with the Company’s debt investments, the Company will sometimes receive warrants or similar no cost equity-related securities (“Warrants”). The Company determines the cost basis of Warrants based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and Warrants received. Any resulting difference between the face amount of the debt and its recorded fair value resulting from the assignment of value to the Warrants is treated as OID, and accreted into interest income as described above.

As of September 30, 2015 and December 31, 2014, unamortized net loan origination fees on debt investments amounted to \$2,336 and \$3,706, respectively. For the three and nine months ended September 30, 2015, the Company recognized net loan origination fee income of \$333 and \$1,340, respectively. For the three and nine months ended September 30, 2014, the Company recognized net loan origination fee income of \$488 and \$1,094, respectively. For the three and nine months ended September 30, 2015, the Company recognized PIK interest income in the amount of \$330 and \$931, respectively. For the three and nine months ended September 30, 2014, the Company recognized PIK interest income in the amount of \$161 and \$399, respectively. To maintain its status as a RIC, the Company includes non-cash interest income in the amounts that must be paid out to its shareholders in the form of distributions.

*Dividend Income:* Dividend income on common stock, generally payable in cash, is recorded at the time dividends are declared or at the point an obligation exists for the portfolio company to make a distribution supported by tax-basis earnings and profits. Dividend income on preferred equity is accrued as earned. Such dividends on preferred equity securities could be payable in cash or in additional preferred securities and are generally not payable unless declared or upon liquidation. Declared dividends payable in cash are reflected as dividend receivables until collected. Dividends payable in additional preferred securities or contractually earned but not declared (“PIK dividends”) are reflected in the investment account. The Company stops accruing PIK dividends on its preferred equity securities when it is determined that the dividend is not collectible. The Company assesses the collectability of the PIK dividends based on factors including the fair value of the preferred equity security, the valuation of the portfolio company’s enterprise value, and proceeds expected to be received over the life of the investments. In addition, the Company may receive distributions from certain of its investments taxed as flow through entities. Each such distribution is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, the Company will not record distributions from investments taxed as flow through entities as dividend income unless there are sufficient accumulated tax-basis earning and profits prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment. For the three and nine months ended September 30, 2015, the Company recognized preferred dividend income of \$506 and \$1,264, respectively, of which \$426 and \$1,052, respectively, was contractually earned but not declared. For the three and nine months ended September 30, 2014, the Company recognized preferred dividend income of \$335 and \$394, respectively, of which \$302 was contractually earned but not declared during such periods. For the three and nine months ended September 30, 2015, the Company recognized common stock dividends of \$85. The Company did not recognize common stock dividends for the three and nine months ended September 30, 2014.

*Fee Income:* The Company may generate revenue in the form of commitment, structuring or due diligence fees, fees for providing managerial assistance, consulting fees, and other contractual fees. Such revenue is recognized as the related services are rendered and amounted to \$401 and \$661, for the three and nine months ended September 30, 2015, respectively. For the three and nine months ended September 30, 2014, the Company recognized fee income of \$270 and \$385, respectively.

*Net Realized and Unrealized Gain or Loss on Investments:* Investment transactions are accounted for on a trade-date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the cost basis of the investment, without regard to unrealized gains or losses previously recognized. Investments are recorded at fair value. The Company’s Board determines the fair value of its portfolio investments. After recording all appropriate interest, dividend, and other income, some of which is reflected in the investment account as described above, the Company reports changes in fair value of investments that are measured at fair value as a component of the net changes in unrealized appreciation/depreciation on investments in the consolidated statements of operations.

## OFS Capital Corporation and Subsidiaries

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### Note 2. Summary of Significant Accounting Policies (Continued)

*Non-accrual loans:* Loans on which the accrual of interest income has been discontinued are designated as non-accrual loans, and non-accrual loans are further designated to be accounted for under either a non-accrual cash method or a non-accrual cost recovery method. Loans are generally placed on non-accrual status when a loan either: (i) is delinquent for 90 days or more on principal or interest based on contractual terms of the loan (unless well secured and in the process of collection), or (ii) in the opinion of the Company's management, there is reasonable doubt about the collectability. When loans are placed on non-accrual status, all interest previously accrued but not collected, other than PIK interest that has already been contractually added to the principal balance, is reversed against current period interest income. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Interest accruals are resumed on non-accrual loans only when they are brought current with respect to interest and principal and when, in the judgment of management, the loans are estimated to be fully collectible as to all principal and interest. At September 30, 2015, the Company had two non-accrual loans which were accounted for as non-accrual cash method loans with an aggregate fair value of \$1,172, one of which was settled on October 2, 2015 (cost and fair value was \$3,988 and \$84, respectively, at September 30, 2015). At December 31, 2014, the Company had one non-accrual loan which was accounted for as a non-accrual cash method loan with an aggregate fair value of \$801.

**Income taxes:** The Company has elected to be treated as a RIC under Subchapter M of the Code and operates in a manner so as to qualify for the tax treatment applicable to RICs. In order to qualify as a RIC, among other things, the Company is required to meet certain source of income and asset diversification requirements and timely distribute to its shareholders at least 90% of investment company taxable income, as defined by the Code, for each year. The Company has made, and intends to continue to make, the requisite distributions to its shareholders, which will generally relieve the Company from U.S. federal income taxes with respect to all income distributed to its shareholders.

Depending on the level of taxable income earned in a tax year, the Company may choose to retain taxable income in excess of current year dividend distributions into the next tax year in an amount less than what would trigger payments of federal income tax under Subchapter M of the Code. The Company would then pay a 4% excise tax on such income, as required. To the extent that the Company determines its estimated current year annual taxable income may exceed estimated current year dividend distributions, the Company accrues excise tax on estimated excess taxable income as taxable income is earned. At September 30, 2015 and December 31, 2014, no U.S. federal excise tax was accrued.



FQSR has elected to be taxed as a C corporation and will be subject to U.S. federal income taxes on its taxable income. FQSR accounts for income taxes under the asset and liabilities method. For the three and nine months ended September 30, 2015, all related accounting is immaterial.

The Company accounts for income taxes in conformity with Accounting Standards Codification 740, "Income Taxes" ("ASC Topic 740"). ASC Topic 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements. ASC Topic 740 requires the evaluation of tax positions taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" to be sustained by the applicable tax authority. Tax benefits of positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense in the current year. It is the Company's policy to recognize accrued interest and penalties related to uncertain tax benefits in income tax expense. There were no material uncertain income tax positions at September 30, 2015 and December 31, 2014. The current and prior three tax years remain subject to examination by U.S. federal and most state tax authorities.

**Dividends and distributions:** Dividends and distributions to common shareholders are recorded on the declaration date. The timing of dividends and distributions as well as the amount to be paid out as a dividend or distribution is determined by the Board each quarter and is generally based upon the earnings estimated by management. Net realized capital gains, if any, are distributed at least annually, although the Company may decide to retain such capital gains for investment. Dividends paid in excess of net investment income and realized gains are considered returns of capital to shareholders.

The Company has adopted a dividend reinvestment plan ("DRIP") that provides for reinvestment of any distributions the Company declares in cash on behalf of its shareholders, unless a shareholder elects to receive cash. As a result, if the Board authorizes and the Company declares a cash distribution, then shareholders who have not "opted out" of the DRIP will have their cash distribution automatically reinvested in additional shares of the Company's common stock, rather than receiving the cash dividend or distribution.

The Company may use newly issued shares under the guidelines of the DRIP, or the Company may purchase shares in the open market in connection with its obligations under the plan.

## **OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### **Note 2. Summary of Significant Accounting Policies (Continued)**

**Deferred common stock offering costs:** The Company defers costs related to its public offerings, including costs incurred in connection with the filing of shelf registration statements which allow for a delayed public offering. These costs include professional fees, registration costs, printing, and other miscellaneous offering costs. Deferred common stock offering costs related to a specific equity raise are charged against the proceeds from that equity raise when received. Deferred offering costs related to a continuous offering are ratably charged to paid-in capital as securities are sold under the shelf registration statement. As of September 30, 2015 and December 31, 2014, the Company had incurred \$301 and \$297, respectively, of deferred common stock offering costs related to a universal shelf registration statement filed on November 19, 2014, which was declared effective on December 30, 2014 and replaced a previously filed shelf registration statement (filed on June 12, 2014 and declared effective on August 7, 2014). All of these deferred costs are included in prepaid expenses and other assets on the consolidated balance sheets as no equity was raised under the registration statement as of September 30, 2015.

**Deferred financing closing costs:** Deferred financing closing costs represent fees and other direct incremental costs incurred in connection with the Company's borrowings. These amounts are amortized over the estimated average life of the borrowings. Write-offs of deferred financing closing costs occur when the borrowing capacity on the Company's revolving line of credit is permanently reduced or the Company's SBA debentures are repaid prior to maturity. As of September 30, 2015 and December 31, 2014, unamortized deferred financing closing costs recorded by the Company amounted to \$3,525 and \$4,972, respectively. For the three and nine months ended September 30, 2015, the Company recorded amortization and write-off of deferred financing closing costs in the amount of \$96 and \$2,004, respectively. For the three and nine months ended September 30, 2014, the Company recorded amortization and write-off of deferred financing closing costs in the amount of \$167 and \$469, respectively.

**Goodwill:** Goodwill represents the excess of the purchase price of an acquired business over the fair value amounts assigned to assets and liabilities assumed in the business combination. On December 4, 2013, in connection with the SBIC Acquisitions, the Company recorded goodwill in the amount of \$1,077.

Goodwill is evaluated for impairment at least annually as of October 1 and can be tested more frequently if an event occurs or circumstances change that may reduce the fair value of a reporting unit below its carrying value.

ASU 2011-08, *Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment*, which amends ASC Topic 350, “Intangibles – Goodwill and Other”, states that an entity may first elect to assess qualitative factors to determine if it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill (“Step -0-”; or “qualitative assessment”). If based on the results of Step -0-, it is more likely than not that the fair value of a reporting unit is less than its carrying amount, an entity must proceed to the quantitative two-step analysis. An entity may also elect to bypass Step -0- and proceed directly to the quantitative two-step analysis.

The quantitative goodwill impairment test is a two-step analysis. First, the fair value of the reporting unit is compared to its book value (“Step-one”). If the fair value of the reporting unit is less than its book value, the entity then performs a hypothetical purchase price allocation based on the reporting unit’s fair value to determine the reporting unit’s implied goodwill (“Step-two”). Goodwill impairment exists in Step-two when the implied fair value of goodwill is less than the carrying value of goodwill. The implied fair value of goodwill is determined based on the difference between the fair value of the reporting unit determined in Step-one and the fair value allocated to the identifiable assets, including unrecognized intangible assets, and liabilities of the reporting unit.

A significant amount of judgment is required in performing goodwill impairment analysis. In determining whether to elect the qualitative assessment, management decides based on qualitative information whether it is more than 50% likely that the fair value of a reporting unit is less than its carrying amount, otherwise the quantitative two-step impairment analysis is performed. When using the qualitative approach, the Company considers macroeconomic factors such as industry and market conditions, reporting unit-specific events, actual financial performance, and management's future business expectations. In addition, the Company analyzes the difference between the carrying value of its single reporting unit, which includes most of its assets carried at fair value, and the Company’s total market capitalization taking into account certain factors including control premium.

For the three and nine months ended September 30, 2015, the Company did not record any impairment of goodwill.

**Intangible asset:** In connection with the SBIC Acquisitions, the Company recorded an intangible asset attributable to the SBIC license that SBIC I LP holds in the amount of \$2,500. The Company is amortizing this intangible asset over its estimated useful life, which was determined to be approximately 13 years. The estimated amortization expense for the remaining three months of 2015 is \$49. The Company expects annual amortization expense of its intangible asset to be \$195 for each of the four years ended December 31, 2019 and \$1,315 thereafter.

The Company tests its intangible asset for impairment if events or circumstances suggest that the asset carrying value may not be fully recoverable. For the three and nine months ended September 30, 2015, the Company did not recognize any impairment charge for its intangible asset.

## OFS Capital Corporation and Subsidiaries

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### Note 2. Summary of Significant Accounting Policies (Continued)

**Interest expense:** Interest expense is recognized on the accrual basis.

**Concentration of credit risk:** Aside from its debt instruments, financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits at financial institutions. At various times during the year, the Company may exceed the federally insured limits. To mitigate this risk, the Company places cash deposits only with high credit quality institutions. Management believes the risk of loss is minimal.

**Recent accounting pronouncements:** In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”), which supersedes nearly all existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP. The standard is effective for annual periods beginning after December 15, 2017, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The Company is currently evaluating the impact of its pending adoption of ASU 2014-09 on the Company’s consolidated financial statements and has not yet determined the method by which it will adopt the standard in 2018.

In August 2014, the FASB issued ASU 2014-15, *Disclosures of Uncertainties about an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”). ASU 2014-15 provides guidance regarding management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and if such doubt exists, requires specific disclosures. ASU 2014-15 is effective for annual periods ending after December 15, 2016 and is not expected to have a significant impact on the Company’s consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, *Consolidation: Amendments to the Consolidation Analysis* (“ASU 2015-02”). ASU 2015-02 modifies existing consolidation guidance for reporting organizations that are required to

evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and requires either a retrospective or a modified retrospective approach to adoption. Early adoption is permitted. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements, as well as the available transition methods.

In March 2015, the FASB issued ASU 2015-03, *Interest – Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). ASU 2015-03 changes the presentation of debt issuance costs in the financial statements where an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. ASU 2015-03 did not specifically address presentation or subsequent measurement of debt issuance costs related to line of credit arrangements. In response, the FASB issued ASU 2015-15 to incorporate the views of the Securities and Exchange Commission’s (“SEC”), which, given the absence of authoritative guidance within ASU 2015-03 for debt issuance costs related to line of credit arrangements, the SEC would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line of credit arrangement. ASU 2015-03 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 and requires a retrospective approach to adoption and applicable disclosures for a change in an accounting principle. Early adoption is permitted. This standard will have a balance sheet and statement of operations reclassification impact and disclosure impact on the Company’s consolidated financial statements.

### **Note 3. OFS Capital WM Asset Sale and Related Transactions**

On May 28, 2015, the Company and OFS Capital WM entered into a Loan Portfolio Purchase Agreement with Madison Capital Funding LLC (“Madison”), pursuant to which OFS Capital WM sold 20 senior secured debt investments with an aggregate outstanding principal balance of \$67,807 to Madison (the “WM Asset Sale”) for cash proceeds of \$67,309. Madison is an affiliated entity of MCF Capital Management, LLC (“MCF”), which was the loan manager for OFS Capital WM prior to the WM Asset Sale under a Loan and Security Agreement among OFS Capital WM, MCF, Wells Fargo Securities, LLC, each of the Lenders from time to time party thereto, and Wells Fargo Delaware Trust Company, N.A. (the “Loan and Security Agreement”).

In connection with the WM Asset Sale, OFS Capital WM recognized a realized gain of \$2,696, and reversed previously recorded net unrealized appreciation associated with the sold assets in the total amount of \$2,139. The realized gain pertained primarily to the net unrealized depreciation embedded in the sold assets prior to OFS Capital’s IPO.

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 3. OFS Capital WM Asset Sale and Related Transactions (Continued)**

On May 28, 2015, pursuant to the Loan and Security Agreement, the Company applied \$52,414 from the sale proceeds of the WM Asset Sale to pay in full and retire OFS Capital WM's secured revolving credit facility with Wells Fargo Bank, N.A. ("WM Credit Facility"). As a result of the termination of the WM Credit Facility, the Company wrote-off the remaining related unamortized deferred financing closing costs of \$1,216 on the revolving line of credit.

The following unaudited pro forma presentation for the three and nine months ended September 30, 2015 and 2014 assumes the WM Asset Sale and WM Credit Facility payoff took place on January 1, 2014. The unaudited pro forma presentation is not intended to represent or be indicative of the consolidated results of operations that the Company would have reported had the WM Asset Sale and WM Credit Facility payoff been completed on the date indicated and should not be taken as representative of the Company's future consolidated results of operations or financial position. The pro forma adjustments reflected below primarily include a) the elimination of the actual realized and unrealized gains and losses recorded upon the May 2015 sale and the deferred financing closing costs write-off resulting from the actual WM Credit Facility payoff, b) the elimination of the previously recorded investment income and unrealized gains and losses on the sold investments during the periods presented, c) the elimination of related interest expense under the WM Credit Facility during the periods presented, and d) adjustments to base management fee and incentive fee expenses during the presented periods resulting from the pro forma fair value of investments and net investment income.

	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
	Historical	Pro Forma	Historical	Pro Forma
Total investment income	\$ 7,688	\$ 7,688	\$ 23,391	\$ 21,320
Total expenses	4,058	4,058	14,260	11,882
Net investment income	3,630	3,630	9,131	9,438
Net realized and unrealized gain (loss) on investments	(2,209 )	(2,209 )	2,924	228
Net increase in net assets resulting from operations	\$ 1,421	\$ 1,421	\$ 12,055	\$ 9,666
Net increase in net assets resulting from operations per common - basic and diluted	\$ 0.15	\$ 0.15	\$ 1.25	\$ 1.00

Edgar Filing: OFS Capital Corp - Form 10-Q

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	Historical	Pro Forma	Historical	Pro Forma
Total investment income	\$ 6,197	\$ 5,014	\$ 15,867	\$ 12,186
Total expenses	3,304	1,508	9,475	5,920
Net investment income	2,893	3,506	6,392	6,266
Net realized and unrealized gain on investments	942	474	51	588
Net increase in net assets resulting from operations	\$ 3,835	\$ 3,980	\$ 6,443	\$ 6,854
Net increase in net assets resulting from operations per common - basic and diluted	\$ 0.40	\$ 0.41	\$ 0.67	\$ 0.71

The aggregate principal, amortized cost, and fair value of the senior secured debt investments included in the WM Asset Sale, which are included on the consolidated balance sheet as of December 31, 2014 was \$69,773, \$69,298, and \$68,829, respectively.

On May 28, 2015, in connection with the WM Asset Sale, the Company entered into a Loan Administration Services Agreement with Madison pursuant to which Madison will provide loan servicing and other administrative services to OFS Capital WM with respect to certain of its remaining loan assets. In return for its loan administration services, Madison will receive a quarterly loan administration fee of 0.25% per annum based on the average daily principal balances of the loan assets for such quarter. For the three and nine months ended September 30, 2015, the Company incurred loan administration fee expense of \$15 and \$20, respectively.

#### Note 4. Related Party Transactions

**Investment Advisory and Management Agreement:** On November 7, 2012, OFS Capital entered into an Investment Advisory and Management Agreement (“Advisory Agreement”) with OFS Capital Management, the Company’s Investment Advisor, under which the Investment Advisor manages the day-to-day operations of, and provides investment advisory services to, OFS Capital. Under the terms of the Advisory Agreement and subject to the overall supervision of the Company’s Board, the Investment Advisor is responsible for sourcing potential investments, conducting research and diligence on potential investments and equity sponsors, analyzing investment opportunities, structuring investments and monitoring investments and portfolio companies on an ongoing basis. The Investment Advisor is a subsidiary of OFSAM and a registered investment advisor under the Investment Advisers Act of 1940, as amended.

## **OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### **Note 4. Related Party Transactions (Continued)**

The Investment Advisor's services under the Advisory Agreement are not exclusive to the Company and the Investment Advisor is free to furnish similar services to other entities so long as its services to the Company are not impaired. The Investment Advisor receives fees for providing services, consisting of two components: a base management fee and an incentive fee. From the completion of the Company's IPO through October 31, 2013, the base management fee was calculated at an annual rate of 0.875% based on the average value of the Company's total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) at the end of the two most recently completed calendar quarters. Beginning on November 1, 2013 and through March 31, 2014, pursuant to the Advisory Agreement, the base management fee was calculated at an annual rate of 1.75% based on the average value of the Company's total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) at the end of the two most recently completed calendar quarters, adjusted for any share issuances or repurchases during the quarter. The Investment Advisor has excluded the value of the intangible asset and goodwill resulting from the SBIC Acquisitions from the base management fee calculation.

On May 5, 2014, the Investment Advisor agreed to reduce its base management fee by two-thirds for the nine months commencing April 1, 2014 and ending December 31, 2014. Specifically, for the second, third, and fourth quarters of fiscal 2014, the Investment Advisor reduced its base management fee from 0.4375% per quarter to 0.145833% per quarter of the average value of the Company's total assets (other than cash, cash equivalents, and the intangible asset and goodwill resulting from the SBIC Acquisitions, but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) at the end of the two most recently completed calendar quarters. The purpose of this was to reduce the effective annual base management fee payable to the Investment Advisor pursuant to the terms of the Advisory Agreement by 50% for the 2014 fiscal year. Accordingly, the effective annual base management fee for the 2014 fiscal year was equal to 50% of the 1.75% required by the Advisory Agreement with the Investment Advisor, or not greater than 0.875%. The Investment Advisor informed the Company that this reduction was made for the benefit of the Company's shareholders to take into account unforeseen delays in completing the SBIC Acquisitions. The base management fee resumed to its 1.75% annual rate on January 1, 2015.

The base management fee is payable quarterly in arrears. For the three and nine months ended September 30, 2015, the base management fee expense was \$1,120 and \$3,813, respectively. For the three and nine months ended September 30, 2014, the base management fee expense was \$370 and \$1,750, respectively.



The incentive fee has two parts. The first part is calculated and payable quarterly in arrears based on the Company's pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees or other fees received from portfolio companies) accrued during the calendar quarter, minus operating expenses for the quarter (including the base management fee, expenses payable under the Administration Agreement (as defined below), and any interest expense and any dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest or dividend feature (such as OID, debt instruments with PIK interest, equity investments with accruing or PIK dividend and zero coupon securities), accrued income that the Company has not yet received in cash.

Pre-incentive fee net investment income is expressed as a rate of return on the value of the Company's net assets (defined as total assets less indebtedness and before taking into account any incentive fees payable during the period) at the end of the immediately preceding calendar quarter. The incentive fee with respect to the pre-incentive fee net investment income is 20.0% of the amount, if any, by which the pre-incentive fee net investment income for the immediately preceding calendar quarter exceeds a 2.0% (which is 8.0% annualized) hurdle rate and a "catch-up" provision measured as of the end of each calendar quarter. Under this provision, in any calendar quarter, the Investment Advisor receives no incentive fee until the net investment income equals the hurdle rate of 2.0%, but then receives, as a "catch-up," 100.0% of the 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 2.5%. The effect of this provision is that, if pre-incentive fee net investment income exceeds 2.5% in any calendar quarter, the Investment Advisor will receive 20.0% of the pre-incentive fee net investment income.

Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Because of the structure of the incentive fee, it is possible that the Company may pay an incentive fee in a quarter in which the Company incurs a loss. For example, if the Company receives pre-incentive fee net investment income in excess of the quarterly minimum hurdle rate, the Company will pay the applicable incentive fee even if the Company has incurred a loss in that quarter due to realized and unrealized capital losses. The Company's net investment income used to calculate this part of the incentive fee is also included in the amount of the Company's gross assets used to calculate the base management fee. These calculations are appropriately prorated for any period of less than three months and adjusted for any share issuances or repurchases during such quarter.

## OFs Capital Corporation and Subsidiaries

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### Note 4. Related Party Transactions (Continued)

The second part of the incentive fee (the “Capital Gain Fee”) is determined and payable in arrears as of the end of each calendar year (or upon termination of the Advisory Agreement, as of the termination date), commencing on December 31, 2012, and equals 20.0% of the Company’s aggregate realized capital gains, if any, on a cumulative basis from the date of the election to be a BDC through the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation through the end of such year, less all previous amounts paid in respect of the capital gain incentive fee; provided that the incentive fee determined as of December 31, 2012 was calculated for a period of shorter than twelve calendar months to take into account any realized capital gains computed net of all realized capital losses and unrealized capital depreciation for the period beginning on the date of the Company’s election to be a BDC and ending December 31, 2012.

The Company accrues the Capital Gain Fee if, on a cumulative basis, the sum of net realized capital gains and (losses) plus net unrealized appreciation and (depreciation) is positive. The Investment Advisor has excluded from the Capital Gain Fee calculation any realized gain with respect to (1) the step acquisitions resulting from the SBIC Acquisitions, and (2) the WM Asset Sale.

The Company incurred incentive fee expense of \$908 and \$1,514 for the three and nine months ended September 30, 2015, respectively. For both the three and nine months ended September 30, 2014, incentive fee expense was \$723.

**Administration Agreement:** On November 7, 2012, OFS Capital entered into an administration agreement (“Administration Agreement”) with OFS Capital Services, LLC (“OFS Capital Services” or the “Administrator”), a wholly-owned subsidiary of OFSAM. Pursuant to the Administration Agreement, the Administrator furnishes the Company with office facilities and equipment, necessary software licenses and subscriptions, and clerical, bookkeeping and record keeping services at such facilities. Under the Administration Agreement, the Administrator performs, or oversees the performance of, the Company’s required administrative services, which include being responsible for the financial records that the Company is required to maintain and preparing reports to its shareholders and all other reports and materials required to be filed with the SEC or any other regulatory authority. In addition, the Administrator assists the Company in determining and publishing its net asset value, oversees the preparation and filing of its tax returns and the printing and dissemination of reports to its shareholders, and generally oversees the payment of the Company’s expenses and the performance of administrative and professional services rendered to the Company by others. Under the Administration Agreement, the Administrator also provides managerial assistance on the Company’s behalf to those portfolio companies that have accepted the Company’s offer to provide such assistance.

Payment under the Administration Agreement is equal to an amount based upon the Company's allocable portion of the Administrator's overhead in performing its obligations under the Administration Agreement, including, but not limited to, rent, information technology services and the Company's allocable portion of the cost of its officers, including its chief executive officer, chief financial officer, chief compliance officer, chief accounting officer, and their respective staffs. For the three and nine months ended September 30, 2015, the Company incurred an administration fee expense of \$281 and \$1,148, respectively. For the three and nine months ended September 30, 2014, the Company incurred an administration fee expense of \$212 and \$972, respectively.

**Note 5. Investments**

At September 30, 2015, investments consisted of the following:

	Principal	Cost	Fair Value
Senior secured debt investments	\$ 158,428	\$ 156,502	\$ 151,366
Subordinated debt investments	71,672	71,472	71,256
Equity investments	N/A	19,333	24,598
Total	\$ 230,100	\$ 247,307	\$ 247,220

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 5. Investments (Continued)**

At September 30, 2015, the Company's investments were all domiciled in the United States and the industry compositions of the Company's portfolio were as follows:

	Cost		Fair Value	
Services: Business	\$60,225	24.4 %	\$61,577	24.9 %
Capital Equipment	33,666	13.6	32,901	13.3
Healthcare & Pharmaceuticals	40,747	16.5	38,973	15.8
Banking, Finance, Insurance & Real Estate	24,786	10.0	24,767	10.0
Media: Advertising, Printing & Publishing	14,904	6.0	14,561	5.9
Aerospace & Defense	14,314	5.8	15,482	6.3
Construction & Building	11,175	4.5	11,478	4.6
Metals & Mining	9,924	4.0	10,186	4.1
Consumer goods: Non-durable	9,700	3.9	9,251	3.7
Services: Consumer	8,357	3.4	8,608	3.5
Chemicals, Plastics & Rubber	4,825	2.0	4,748	1.9
Telecommunications	3,877	1.6	3,824	1.5
Media: Diversified & Production	3,539	1.4	3,607	1.6
Hotel, Gaming & Leisure	2,970	1.2	2,970	1.2
High Tech Industries	2,303	0.9	2,292	0.9
Containers, Packaging & Glass	1,995	0.8	1,995	0.8
	\$247,307	100.0%	\$247,220	100.0%

At December 31, 2014, investments consisted of the following:

	Principal	Cost	Fair Value
Senior secured debt investments	\$248,971	\$245,851	\$241,749
Subordinated debt investments	52,352	52,337	52,453
Equity investments	N/A	15,385	18,032
Total	\$301,323	\$313,573	\$312,234

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 5. Investments (Continued)**

At December 31, 2014, the Company's investments were all domiciled in the United States and the industry compositions of the Company's portfolio were as follows:

	Cost		Fair Value	
Services: Business	\$72,481	23.1 %	\$ 73,608	23.6 %
Healthcare & Pharmaceuticals	45,751	14.6	44,075	14.1
Capital Equipment	36,203	11.6	36,170	11.6
Banking, Finance, Insurance & Real Estate	27,146	8.7	26,994	8.7
Media: Advertising, Printing & Publishing	20,159	6.4	19,912	6.4
Aerospace & Defense	18,008	5.7	18,111	5.8
Chemicals, Plastics & Rubber	17,469	5.6	17,187	5.5
Metals & Mining	13,860	4.4	13,860	4.4
Construction & Building	12,478	4.0	12,482	4.0
Services: Consumer	9,306	3.0	9,547	3.1
High Tech Industries	7,579	2.4	7,569	2.4
Environmental Industries	7,545	2.4	7,316	2.3
Telecommunications	6,923	2.2	6,774	2.2
Containers, Packaging & Glass	3,990	1.3	3,962	1.3
Media: Broadcasting & Subscription	3,542	1.1	3,590	1.1
Retail	3,559	1.1	3,555	1.1
Media: Diversified & Production	3,482	1.1	3,482	1.1
Energy: Oil & Gas	2,778	0.9	2,810	0.9
Consumer goods: Non-durable	1,314	0.4	1,230	0.4
	\$313,573	100.0%	\$ 312,234	100.0%

**Note 6. Fair Value of Financial Instruments**

Investments for which sufficient market quotations are readily available are valued at such market quotations. The Company may also obtain indicative prices with respect to certain of its investments from pricing services or brokers or dealers in order to value such investments. There is not a readily available market value for many of the Company's investments; those debt and equity securities that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by the Board. The Company values such investments at

fair value as determined in good faith by the Board using a documented valuation policy and a consistently applied valuation process. The Company's valuation of each of its assets for which sufficient market quotations are not readily available is reviewed by one or more independent third-party valuation firms at least once every 12 months.

The Board is ultimately and solely responsible for determining the fair value of the portfolio investments that are not publicly traded, whose market prices are not readily available on a quarterly basis or any other situation where portfolio investments require a fair value determination.

With respect to investments for which sufficient market quotations are not readily available or for which no or an insufficient number of indicative prices from pricing services or brokers or dealers have been received, the Board undertakes, on a quarterly basis, unless otherwise noted, a multi-step valuation process, as described below:

## OFS Capital Corporation and Subsidiaries

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### Note 6. Fair Value of Financial Instruments (Continued)

- For each debt investment, a basic credit rating review process is completed. The risk rating on every credit facility is reviewed and either reaffirmed or revised by the Investment Advisor's investment committee.
  - Each portfolio company or investment is valued by an investment professional.
- The preliminary valuations are documented and are then submitted to the Investment Advisor's investment committee for ratification.

Third-party valuation firm(s) are engaged to provide valuation services as requested, by reviewing the investment committee's preliminary valuations. The Investment Advisor's investment committee's preliminary fair value conclusions on each of the Company's assets for which sufficient market quotations are not readily available is reviewed and assessed by a third-party valuation firm at least once in every 12-month period, and more often as determined by the audit committee of the Company's Board or required by the Company's valuation policy. Such valuation assessment may be in the form of positive assurance, range of values or other valuation method based on the discretion of the Company's Board.

The audit committee of the Company's Board reviews the preliminary valuations of the Investment Advisor's investment committee and independent valuation firms and, if appropriate, recommends the approval of the valuations by the Board.

The Company's Board discusses valuations and determines the fair value of each investment in the portfolio in good faith based on the input of the Investment Advisor, the audit committee and, where appropriate, the respective independent valuation firms.

The Company follows ASC Topic 820 for measuring fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and sets out a fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Inputs are broadly defined under ASC Topic 820 as assumptions market participants would use in pricing an asset or liability. The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2: Inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly. If the Level 2 asset or liability has a specified term, a Level 2 input must be observable for substantially the full term of the asset or liability. Level 2 inputs include the following: (i) quoted prices for similar assets or liabilities

in active markets, (ii) quoted prices for identical or similar assets or liabilities in markets that are not active, (iii) inputs other than quoted prices that are observable for the asset or liability, and (iv) inputs that are derived principally from or corroborated by observable market data.

Level 3: Inputs are unobservable for the asset or liability and include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information under the circumstances and may require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The Company assesses the levels of the investments at each measurement date, and transfers between levels are recognized on the subsequent measurement date closest in time to the actual date of the event or change in circumstances that caused the transfer. There were no transfers among Level 1, 2 and 3 for the nine months ended September 30, 2015 and 2014. The following sections describe the valuation techniques used by the Company to measure different financial instruments at fair value and include the levels within the fair value hierarchy in which the financial instruments are categorized.

Investments for which prices are not observable by the Company are generally private investments in the debt and equity securities of operating companies. The primary analytical method used to estimate the fair value of these Level 3 investments is the discounted cash flow method (although a liquidation analysis, option theoretical, or other methodology may be used when more appropriate). The discounted cash flow approach to determine fair value (or a range of fair values) involves applying an appropriate discount rate(s) to the estimated future cash flows using various relevant factors depending on investment type, including the latest arm's length or market transactions involving the subject security, a benchmark credit spread or other indication of market yields, assumed growth rate (in cash flows), company performance, and capitalization rates/multiples (for determining terminal values of underlying portfolio companies). The valuation based on the inputs determined to be the most reasonable and probable is used as the fair value of the investment. The determination of fair value using these methodologies may take into consideration a range of factors including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance, financing transactions subsequent to the acquisition of the investment and anticipated financing transactions after the valuation date. Application of these valuation methodologies involves a significant degree of judgment by management. Fair values of new investments or investments where an arm's length transaction occurred in the same security are generally assumed to be equal to their cost for up to three months after their initial purchase.



## **OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### **Note 6. Fair Value of Financial Instruments (Continued)**

To assess the reasonableness of the discounted cash flow approach, with respect to the fair value of equity securities, including warrants in portfolio companies, the Company may also consider the values as determined using the market approach—that is, through analyzing and applying to the underlying portfolio companies, market valuation multiples of publicly-traded firms engaged in businesses similar to those of the portfolio companies. The market approach to determining the fair value of a portfolio company's equity security (or securities) will typically involve: (1) applying to the portfolio company's trailing twelve months (or current year projected) EBITDA a low to high range of enterprise value to EBITDA multiples that are derived from an analysis of publicly-traded comparable companies or the portfolio company's entry multiple in order to arrive at a range of enterprise values for the portfolio company; (2) subtracting from the range of calculated enterprise values the outstanding balances of any debt or equity securities that would be senior in right of payment to the equity securities held by the Company; and (3) multiplying the range of equity values derived therefrom by the Company's ownership share of such equity tranche in order to arrive at a range of fair values for the Company's equity security (or securities). Application of these valuation methodologies involves a significant degree of judgment by management.

Equity in a portfolio company that invests in loans will typically be valued by arriving at a fair value of such vehicle's loan assets (plus, when appropriate, the carrying value of certain other assets), and deducting the book value or fair value (as appropriate) of such vehicle's liabilities to arrive at a fair value for the equity. When appropriate, in order to recognize value that would be created by growth opportunities of such portfolio company, equity in a portfolio company may also be valued by taking into consideration the magnitude, timing, and effective life of its expected future investments in loans.

Due to the inherent uncertainty of determining the fair value of Level 3 investments that do not have a readily available market value, the fair value of the investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values that may ultimately be received or settled. Further, such investments are generally subject to legal and other restrictions or otherwise are less liquid than publicly traded instruments. If the Company were required to liquidate a portfolio investment in a forced or liquidation sale, the Company might realize significantly less than the value at which such investment had previously been recorded.

The Company's investments are subject to a variety of risks (see Investment Risks in Note 2 for details).

The following tables provide quantitative information about the Company's Level 3 fair value measurements of the Company's investments as of September 30, 2015 and December 31, 2014. In addition to the techniques and inputs noted in the tables below, according to the Company's valuation policy, the Company may also use other valuation techniques and methodologies when determining the Company's fair value measurements. The table below is not intended to be all-inclusive but rather provides information on the significant Level 3 inputs as they relate to the Company's fair value measurements.

	<b>Fair Value at September 30, 2015</b>	Valuation techniques	Unobservable inputs	<b>Range (Weighted average)</b>
Debt investments:				
Senior secured	\$ 151,366	Discounted cash flow	Discount rates	6.80% - 22.50% (11.61%)
			EBITDA multiples	4.21x - 10.74x (7.40x)
Subordinated	71,256	Discounted cash flow	Discount rates	12.11% - 20.00% (13.85%)
			EBITDA multiples	3.94x - 8.72x (6.49x)
Equity investments				
	24,598	Discounted cash flow	Discount rates	13.82% - 30.00%
			EBITDA multiples	3.98x - 9.48x
		Market approach	EBITDA multiples	3.98x - 15.98x

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 6. Fair Value of Financial Instruments (Continued)**

	<b>Fair Value at December 31, 2014</b>	Valuation techniques	Unobservable inputs	<b>Range (Weighted average)</b>
Debt investments:				
Senior secured	\$ 241,749	Discounted cash flow	Discount rates EBITDA multiples	5.75% - 25.00% (9.46%) 4.30x - 10.87x (7.24x)
Subordinated	52,453	Discounted cash flow	Discount rates EBITDA multiples	12.78% - 15.00% (14.21%) 3.98x - 5.55x (5.43x)
Equity investments	18,032	Discounted cash flow Market approach	Discount rates EBITDA multiples EBITDA multiples	12.25% - 35.00% 3.98x - 9.48x 3.56x - 14.74x

Changes in credit quality (which could impact the discount rate), as well as changes in EBITDA multiples, among other things, could have a significant impact on fair values, with the fair value of a particular debt investment susceptible to change in inverse relation to the changes in the discount rate. Changes in EBITDA multiples, as well as changes in the discount rate, could have a significant impact on fair values, with the fair value of an equity investment susceptible to change in tandem with the changes in EBITDA multiples, and in inverse relation to changes in the discount rate.

Investments measured at fair value on a recurring basis are categorized in the tables below based upon the lowest level of significant input to the valuations as of September 30, 2015 and as of December 31, 2014.

Description	September 30, 2015 Fair Value Measurements Using			
	(Level I)	(Level II)	(Level III)	Total
Assets:				
Senior secured debt investments	\$-	\$ -	\$ 151,366	\$151,366
Subordinated debt investments	-	-	71,256	71,256

Edgar Filing: OFS Capital Corp - Form 10-Q

Equity investments	-	-	24,598	24,598
Money market funds *	41,113	-	-	41,113
Total	\$41,113	\$ -	\$ 247,220	\$ 288,333

\* included in cash and cash equivalents on the consolidated balance sheet.

Description	September 30, 2015			
	Fair Value Measurements Using			
	(Level I)	(Level II)	(Level III)	Total
Assets:				
Non-control/non-affiliate investments	\$-	\$ -	\$ 188,884	\$ 188,884
Affiliate investments	-	-	58,336	58,336
Money market funds *	41,113	-	-	41,113
Total	\$41,113	\$ -	\$ 247,220	\$ 288,333

\* included in cash and cash equivalents on the consolidated balance sheet.

As of September 30, 2015, the Company had loans to 38 portfolio companies, of which 68% were senior secured loans and 32% were subordinated loans, at fair value, as well as equity investments in 15 of these portfolio companies. The Company also held an equity investment in one additional portfolio company in which it solely held an equity interest at September 30, 2015.

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 6. Fair Value of Financial Instruments (Continued)**

Description	December 31, 2014 Fair Value Measurements Using			
	(Level I)	(Level II)	(Level III)	Total
Assets:				
Senior secured debt investments	\$-	\$ -	\$ 241,749	\$ 241,749
Subordinated debt investments	-	-	52,453	52,453
Equity investments	-	-	18,032	18,032
Money market funds *	9,609	-	-	9,609
Total	\$9,609	\$ -	\$ 312,234	\$ 321,843

\* included in cash and cash equivalents on the consolidated balance sheet.

Description	December 31, 2014 Fair Value Measurements Using			
	(Level I)	(Level II)	(Level III)	Total
Assets:				
Non-control/non-affiliate investments	\$-	\$ -	\$ 254,666	\$ 254,666
Affiliate investments	-	-	57,568	57,568
Money market funds *	9,609	-	-	9,609
Total	\$9,609	\$ -	\$ 312,234	\$ 321,843

\* included in cash and cash equivalents on the consolidated balance sheet.

Edgar Filing: OFS Capital Corp - Form 10-Q

As of December 31, 2014, the Company had loans to 61 portfolio companies, of which 82% were senior secured loans and 18% were subordinated loans, at fair value, as well as equity investments in 15 of these portfolio companies. The Company also held equity investments in one additional portfolio company in which it solely held equity interests at December 31, 2014.

The following tables present changes in investments measured at fair value using Level 3 inputs for the nine months ended September 30, 2015 and 2014:

	For the Nine Months Ended September 30, 2015			
	Senior Secured Investments	Subordinated Debt Investments	Equity Investments	Total
Level 3 assets, beginning of period	\$ 241,749	\$ 52,453	\$ 18,032	\$ 312,234
Net realized gain on non-control/non-affiliate investments	2,947	-	185	3,132
Net realized gain on affiliate investments	-	-	1,471	1,471
Net change in unrealized appreciation/depreciation on non-control/non-affiliate investments	(3,618 )	(394 )	839	(3,173 )
Net change in unrealized appreciation/depreciation on affiliate investments	(345 )	61	1,778	1,494
Purchase of portfolio investments	54,087	21,757	5,704	81,548
Capitalized PIK interest, dividends, and fees	366	602	1,052	2,020
Proceeds from principal payments on portfolio investments	(58,625 )	(3,279 )	-	(61,904 )
Sale or redemption of portfolio investments	(86,096 )	-	(4,368 )	(90,464 )
Cash distribution received from equity investments	-	-	(51 )	(51 )
Amortization of discounts and premium	901	12	-	913
Conversion from equity to debt	-	44	(44 )	-
Level 3 assets, end of period	\$ 151,366	\$ 71,256	\$ 24,598	\$ 247,220

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 6. Fair Value of Financial Instruments (Continued)**

	For the Nine Months Ended September 30, 2014			
	<b>Senior Secured Investments</b>	<b>Subordinated Debt Investments</b>	<b>Equity Investments</b>	Total
Level 3 assets, beginning of period	\$ 221,546	\$ 9,008	\$ 7,365	\$ 237,919
Net realized gain on affiliate investments	28	-	-	28
Net realized gain on non-control/non-affiliate investments	-	17	-	17
Net change in unrealized appreciation/depreciation on non-control/non-affiliate investments	(407 )	-	513	106
Net change in unrealized appreciation/depreciation on affiliate investments	288	40	1,263	1,591
Net change in unrealized depreciation on control investment	(1,691 )	-	-	(1,691 )
Purchase of portfolio investments	78,173	9,445	3,044	90,662
Capitalized PIK interest, dividends and fees	352	205	302	859
Reversal of PIK interest on non-acrual loans	(64 )	-	-	(64 )
Proceeds from principal payments on portfolio investments	(59,132 )	-	-	(59,132 )
Sale of portfolio investments	(5,000 )	-	-	(5,000 )
Cash distribution received from equity investments	-	-	(11 )	(11 )
Amortization of discounts and premium	933	(38 )	-	895
Level 3 assets, end of period	\$ 235,026	\$ 18,677	\$ 12,476	\$ 266,179

The net change in unrealized depreciation for the nine months ended September 30, 2015 and 2014, reported within the net change in unrealized appreciation/depreciation on investments in the Company's consolidated statements of operations attributable to the Company's Level 3 assets held at September 30, 2015 and 2014, was \$1,306 and \$154, respectively.

The Company discloses fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. Certain financial instruments are excluded from the disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The information presented should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a portion of the Company's assets and liabilities. Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful.

As of September 30, 2015 and December 31, 2014, the carrying value of the Company's financial instruments, including its debt obligations under its SBA debentures payable, as well as the revolving line of credit (which was terminated on May 28, 2015; see Note 3), approximated their estimated fair value.

### **Note 7. Commitments and Contingencies**

At September 30, 2015, the Company had \$4,586 of total unfunded commitments for four portfolio companies, consisting of \$4,222 of unfunded debt commitments and \$364 of unfunded equity commitments. At December 31, 2014, the Company had \$7,836 of total unfunded commitments for six portfolio companies, consisting of \$7,472 of unfunded debt commitments and \$364 of unfunded equity commitments. The Company maintains sufficient cash on hand to fund such unfunded commitments.

From time to time, the Company is involved in legal proceedings in the normal course of its business. Although the outcome of such litigation cannot be predicted with any certainty, management is of the opinion, based on the advice of legal counsel, that final disposition of any litigation should not have a material adverse effect on the financial position of the Company.

Additionally, the Company is subject to periodic inspection by regulators to assess compliance with applicable regulations related to being a BDC and SBIC I LP is subject to periodic inspections by the SBA. Management believes that the Company is in material compliance with such regulations and inspection results do not indicate otherwise.

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties that provide general indemnifications. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not occurred. The Company believes the risk of any material obligation under these indemnifications to be low.



## **OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

### **Note 8. Revolving Line of Credit**

Prior to the termination of the WM Credit Facility on May 28, 2015 (see Note 3), OFS Capital WM had a \$75,000 secured revolving credit facility, as amended from time to time, with Wells Fargo. The WM Credit Facility was secured by all eligible loans acquired by OFS Capital WM, and had a maturity date of December 31, 2018 and a reinvestment period through December 31, 2015. The interest rate on outstanding borrowings was the London Interbank Offered Rate (“LIBOR”) plus 2.50% per annum. The minimum equity requirement was set at \$35,000.

The investments held by OFS Capital WM, prior to the termination of the WM Credit Facility, were serviced by MCF, as the loan manager, pursuant to the Loan and Security Agreement. Under the WM Credit Facility, the loan manager charged both a senior and subordinated management fee to OFS Capital WM for its services, each at 0.25% per annum of the assigned value of the underlying portfolio investments, plus an accrued fee that was deferred until the earlier of the end of the investment period of the portfolio investments or termination of the Loan and Security Agreement. For the three and nine months ended September 30, 2015, the Company incurred management fee expense of \$0 and \$288, respectively, to the loan manager. For the three and nine months ended September 30, 2014, the Company incurred management fee expense of \$173 and \$590, respectively, to the loan manager.

The interest rate on the outstanding borrowings at December 31, 2014 was 2.76%. The unused commitment fee on the WM Credit Facility was (1) 0.5% per annum of the first \$25,000 of the unused facility and (2) 2% per annum of the balance in excess of \$25,000 and was included in interest expense on the consolidated statement of operations. For the three and nine months ended September 30, 2015, interest expense on the revolving line of credit totaled \$0 and \$787, respectively. For the three and nine months ended September 30, 2014, interest expense on the revolving line of credit totaled \$724 and \$2,276, respectively.

Deferred financing closing costs, net of accumulated amortization, on the WM Credit Facility as of December 31, 2014 were \$1,803. For the three and nine months ended September 30, 2015, amortization and write-off of deferred financing closing costs on the revolving line of credit totaled \$0 and \$1,803, respectively. For the three and nine months ended September 30, 2014, amortization and write-off of deferred financing closing costs on the revolving line of credit totaled \$153 and \$455, respectively. Write-offs of deferred financing closing costs occurred when the credit facility’s commitment was permanently reduced. On March 12, 2015, OFS Capital WM elected to permanently reduce the maximum facility on the WM Credit Facility from \$100,000 to \$75,000, resulting in a write-off of deferred financing closing costs of \$430 (no costs were incurred in connection with this facility reduction). As a result of the termination of the WM Credit Facility, on May 28, 2015, the Company wrote off the remaining unamortized deferred

financing closing costs of \$1,216 (see Note 3).

#### **Note 9. SBA Debentures Payable**

Upon the completion of the SBIC Acquisitions, effective December 4, 2013, the Company consolidated the financial statements of SBIC I LP into its own and SBIC I LP's SBA-guaranteed debentures payable are reflected on the Company's consolidated balance sheets.

The SBIC license allows SBIC I LP to obtain leverage by issuing SBA-guaranteed debentures, subject to issuance of a capital commitment by the SBA and customary procedures. These debentures are non-recourse to the Company, have interest payable semi-annually and a ten-year maturity. The interest rate is fixed at the time of issuance at a market-driven spread over U.S. Treasury Notes with ten-year maturities.

Under present SBIC regulations, the maximum amount of SBA-guaranteed debt that may be issued by a single SBIC licensee is \$150,000. An SBIC fund may borrow up to two times the amount of its regulatory capital, subject to customary regulatory requirements. As of September 30, 2015, SBIC I LP had fully drawn the \$149,880 of leverage commitments from the SBA. As of December 31, 2014, SBIC I LP had leverage commitments of \$149,880 from the SBA, and \$127,295 of outstanding SBA-guaranteed debentures, leaving incremental borrowing capacity of \$22,585.

In January 2015, the Company filed an application with the SBA for a second SBIC license, which, if approved, would provide up to \$75,000 in additional SBA debentures for the funding of the Company's future investments, upon its contribution of at least \$37,500 in additional regulatory capital and subject to the issuance of a leverage commitment by the SBA and customary procedures. There can be no assurance as to whether or when this application will be approved by the SBA.

On a stand-alone basis, SBIC I LP held \$242,490 and \$215,728 in assets at September 30, 2015 and December 31, 2014, respectively, which accounted for approximately 82% and 63% of the Company's total consolidated assets at September 30, 2015 and December 31, 2014, respectively.

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 9. SBA Debentures Payable (Continued)**

The following table shows the Company's outstanding SBA debentures payable as of September 30, 2015 and December 31, 2014:

Pooling Date	Maturity Date	Fixed Interest Rate	September 30, 2015	December 31, 2014
September 19, 2012	September 1, 2022	3.049	% \$ 14,000	\$ 14,000
September 25, 2013	September 1, 2023	4.448	7,000	7,000
March 26, 2014	March 1, 2024	3.995	5,000	5,000
September 24, 2014	September 1, 2024	3.819	4,110	4,110
September 24, 2014	September 1, 2024	3.370	31,265	31,265
March 25, 2015	March 1, 2025	2.872	65,920	65,920
September 23, 2015	September 1, 2025	3.184	22,585	-
Total SBA debentures outstanding			\$ 149,880	\$ 127,295

The Company received exemptive relief from the SEC effective November 26, 2013. The exemptive relief allows OFS Capital to exclude SBA guaranteed debentures from the definition of senior securities in the statutory 200% asset coverage ratio under the 1940 Act, allowing for greater capital deployment.

The weighted average fixed interest rate on the SBA debentures as of September 30, 2015 and December 31, 2014 was 3.18% and 3.50%, respectively. For the three and nine months ended September 30, 2015, interest expense on the SBA debentures was \$1,089 and \$2,855, respectively. For the three and nine months ended September 30, 2014, interest expense on the SBA debentures was \$277 and \$713, respectively.

Deferred financing closing costs, net of accumulated amortization, on SBA-guaranteed debentures as of September 30, 2015 and December 31, 2014 were \$3,515 and \$3,169, respectively. For the three and nine months ended September 30, 2015, amortization of deferred financing closing costs on SBA-guaranteed debentures totaled \$96 and \$200, respectively. For both the three and nine months ended September 30, 2014, amortization of deferred financing closing costs on SBA-guaranteed debentures totaled \$14.



**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 10. Financial Highlights**

The financial highlights for the Company are as follows:

	Three Months September 30, 2015		2014		Nine Months September 30, 2015		2014								
Per share data:															
Net asset value at beginning of period	\$14.66		\$14.17		\$14.24		\$14.58								
Distributions (7)															
Dividends from ordinary income	(0.33	)	(7)	(0.30	)	(7)	(0.88	)	(7)						
Dividends from capital gains	(0.01	)		-		(0.01	)	-							
Return of capital	-		(0.04	)		(0.13	)	(0.35	)						
Net investment income	0.38		0.30		0.94		0.66								
Net realized gain on non-control/non-affiliate investments	0.03		-		0.32		-								
Net realized gain on affiliate investments	-		-		0.15		-								
Net change in unrealized appreciation/depreciation on non-control/non-affiliate investments	(0.23	)		0.04		(0.32	)	0.01							
Net change in unrealized appreciation/depreciation on affiliate investments	(0.04	)		0.10		0.15		0.17							
Net change in unrealized depreciation on control investment	-		(0.05		)	-		(0.18		)					
Net asset value at end of period	\$14.46		\$14.22		\$14.46		\$14.22								
Per share market value, end of period															
Total return based on market value	(11.8	)	%	(1)	(4.5	)	%	(1)	(4.4	)	%	(1)	2.0	%	(1)
Shares outstanding at end of period	9,690,129		9,638,061		9,690,129		9,638,061								
Ratios to average net assets:															
Expense without incentive fees	8.9	%	(2)	7.5	%	(2)	12.2	%	(2)	8.5	%	(2)			
Incentive fees	2.6	%	(2)	2.1	%	(2)	1.5	%	(2)	0.7	%	(2)			
Total expenses	11.5	%	(2)	9.6	%	(2)	13.7	%	(2)	9.2	%	(2)			
Net investment income without incentive fees	12.8	%	(2)	10.5	%	(2)	10.2	%	(2)	6.9	%	(2)			
Average net asset value	\$140,980	(3)	\$136,809	(4)	\$139,250	(5)	\$138,296	(6)							

- (1) Calculation is ending market value less beginning market value, adjusting for dividends and distributions.
- (2) Annualized.
- (3) Based on average net asset values at June 30, 2015 and September 30, 2015.
- (4) Based on average net asset values at June 30, 2014 and September 30, 2014.
- (5) Based on average net asset values at December 31, 2014, March 31, 2015, June 30, 2015 and September 30, 2015.
- (6) Based on average net asset values at December 31, 2013, March 31, 2014, June 30, 2014 and September 30, 2014.
- (7) The components of the distributions are estimated and presented on an income tax basis.

#### **Note 11. Dividends and Distributions**

The Company has elected to be taxed as a RIC under Subchapter M of the Code. In order to maintain its status as a RIC, it is required to distribute annually to its shareholders at least 90% of its investment company taxable income, as defined by the Code. To avoid a 4% excise tax on undistributed earnings, the Company is required to distribute each calendar year the sum of (i) 98% of its ordinary income for such calendar year (ii) 98.2% of its net capital gains for the one-year period ending October 31 of that calendar year (iii) any income recognized, but not distributed, in preceding years and on which the Company paid no federal income tax. The Company intends to make distributions to shareholders on a quarterly basis of substantially all of its net investment income. In addition, although the Company intends to make distributions of net realized capital gains, if any, at least annually, out of assets legally available for such distributions, it may in the future decide to retain such capital gains for investment.

In addition, the Company may be limited in its ability to make distributions due to the BDC asset coverage test for borrowings applicable to the Company as a BDC under the 1940 Act.

**OFS Capital Corporation and Subsidiaries**

Notes to Unaudited Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

**Note 11. Dividends and Distributions (Continued)**

The following table summarizes distributions declared and paid for the nine months ended September 30, 2015 and 2014:

Date Declared	Record Date	Payment Date	Amount Per Share (1)	Cash Distribution	DRIP Shares Issued	DRIP Shares Value
Nine Months Ended September 30, 2014						
January 21, 2014	January 31, 2014	February 14, 2014	\$ 0.34	\$ 3,240	2,656	\$ 34
May 7, 2014	June 16, 2014	June 30, 2014	0.34	3,230	3,467	45
August 7, 2014	September 16, 2014	September 30, 2014	0.34	3,250	2,141	26
			\$ 1.02	\$ 9,720	8,264	\$ 105
Nine Months Ended September 30, 2015						
March 4, 2015	March 17, 2015	March 31, 2015	\$ 0.34	\$ 3,133	12,106	\$ 148
May 4, 2015	June 16, 2015	June 30, 2015	0.34	3,132	12,834	154
August 6, 2015	September 16, 2015	September 30, 2015	0.34	3,142	14,355	147
			\$ 1.02	\$ 9,407	39,295	\$ 449

The determination of the tax attributes of our distributions is made annually as of the end of the Company's fiscal year based upon its taxable income for the full year and distributions paid for the full year. If the tax characteristics (1) of these distributions were determined as of September 30, 2015, June 30, 2015, March 31, 2015, September 30, 2014, June 30, 2014, and March 31, 2014, the Company estimated that approximately \$0.13, \$0.15, \$0.07, \$0.35, \$0.31 and \$0.19, respectively would have represented a return of capital.

For the nine months ended September 30, 2015, \$449 of the total \$9,856 paid to shareholders represented DRIP participation, during which the Company satisfied the DRIP participation requirements with the issuance of 39,295 shares at an average value of \$11.43 per share at the date of issuance. For the nine months ended September 30, 2014, \$105 of the total \$9,825 paid to shareholders represented DRIP participation, during which the Company satisfied the DRIP participation requirements with the issuance of 8,264 shares at an average value of \$12.71 per share at the date

of issuance.

Since the Company's IPO, dividends and distributions to shareholders total \$34,401, or \$3.57 per share on a cumulative basis.

Distributions in excess of the Company's current and accumulated profits and earnings would be treated first as a return of capital to the extent of the shareholder's tax basis, and any remaining distributions would be treated as a capital gain. The determination of the tax attributes of the Company's distributions will be made annually as of the end of its fiscal year based upon its taxable income for the full year and distributions paid for the full year. Therefore, a determination made on a quarterly basis may not be representative of the actual tax attributes of the Company's distributions for a full year. Each year, a statement on Form 1099-DIV identifying the source of the distribution will be mailed to the Company's shareholders. For the nine months ended September 30, 2015, approximately \$0.88 per share, \$0.01 per share, and \$0.13 per share of the Company's distributions represented ordinary income, capital gains, and a return of capital to its shareholders, respectively.

#### Note 12. Earnings per Share

The following table summarizes the calculations for basic and diluted net increase in net assets resulting from operations per common share for the three and nine months ended September 30, 2015 and 2014.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net increase in net assets resulting from operations	\$ 1,421	\$ 3,835	\$ 12,055	\$ 6,443
Basic and diluted weighted average shares outstanding	9,675,930	9,635,943	9,663,418	9,633,214
Net increase in net assets resulting from operations per common share - basic and diluted	\$ 0.15	\$ 0.40	\$ 1.25	\$ 0.67

#### Note 13. Subsequent Events

On November 2, 2015, the Company's Board declared a distribution of \$0.34 per share for the fourth quarter of 2015, payable on December 31, 2015 to shareholders of record as of December 17, 2015.



On November 5, 2015, the Company, as borrower, entered into a Business Loan Agreement (“BLA”) with Pacific Western Bank, as lender, to provide OFS Capital with a \$15,000 senior secured revolving credit facility (“PWB Credit Facility”), with maximum availability equal to 50% of the aggregate outstanding principal amount of eligible loans included in the borrowing base and otherwise specified in the BLA. The PWB Credit Facility is guaranteed by OFS Capital WM and secured by all of the Company’s current and future assets excluding assets held by SBIC I LP and the Company’s SBIC I LP and SBIC I GP partnership interests. The BLA matures on November 7, 2017. Advances under the facility will bear interest at a fixed rate per annum equal to 4.75%. The Company paid a \$150 commitment fee in connection with the closing of the PWB Credit Facility.

The BLA contains customary terms and conditions, including, without limitation, affirmative and negative covenants such as information reporting requirements, a minimum tangible net asset value, a minimum quarterly net investment income after incentive fees, and a statutory asset coverage test. The BLA also contains customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change in investment advisor, and the occurrence of a material adverse change in the company’s financial condition.

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

### Forward-Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about us, our current and prospective portfolio investments, our industry, our beliefs, and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "would," "should," "projects," and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

our limited experience operating a business development company, or BDC or a small business investment company, or SBIC, or maintaining our status as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code");

- our dependence on key personnel;
- our ability to maintain or develop referral relationships;
- our ability to replicate historical results;

the ability of OFS Capital Management, LLC, or OFS Advisor, to identify, invest in and monitor companies that meet our investment criteria;

actual and potential conflicts of interest with OFS Advisor and other affiliates of Orchard First Source Asset Management, LLC, or OFSAM, which is the holding company of OFS Advisor and OFS Capital Services, LLC, or OFS Services, and owns approximately 30% of our outstanding shares of common stock;

- constraint on investment due to access to material nonpublic information;

Edgar Filing: OFS Capital Corp - Form 10-Q

- restrictions on our ability to enter into transactions with our affiliates;

• limitations on the amount of debentures guaranteed by the Small Business Administration, or SBA, that may be issued by an SBIC;

- our ability to comply with SBA and BDC regulations and requirements;

- the use of borrowed money to finance a portion of our investments;

- competition for investment opportunities;

- our ability to qualify and maintain our qualification as a RIC and as a BDC;

• the ability of OFS SBIC I LP, or SBIC I LP, and any future portfolio company to make distributions enabling us to meet RIC requirements;

- our ability to raise capital as a BDC;

- the timing, form and amount of any distributions from our portfolio companies;

- the impact of a protracted decline in the liquidity of credit markets on our business;

- the general economy and its impact on the industries in which we invest;

- uncertain valuations of our portfolio investments; and

- the effect of new or modified laws or regulations governing our operations.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this quarterly report on Form 10-Q should not be regarded as a representation by us that our plans and objectives will be achieved. These risks and uncertainties include, among others, those described or identified in “Item 1A. Risk Factors” in our annual report on Form 10-K for our year ended December 31, 2014. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this quarterly report on Form 10-Q.

We have based the forward-looking statements on information available to us on the date of this quarterly report on Form 10-Q. Except as required by the federal securities laws, we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to consult any additional disclosures that we may make directly to you or through reports that we may file with the SEC in the future, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. The forward-looking statements and projections contained in this quarterly report on Form 10-Q are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

The following analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes thereto contained elsewhere in this quarterly report on Form 10-Q.

## **Overview**

We are an externally managed, closed-end, non-diversified management investment company. Our investment objective is to provide our shareholders with both current income and capital appreciation primarily through debt investments and, to a lesser extent, equity investments. Our investment strategy focuses primarily on investments in middle-market companies in the United States. We use the term “middle-market” to refer to companies that may exhibit one or more of the following characteristics: number of employees between 150 and 2,000; revenues between \$15 million and \$300 million; annual earnings before interest, taxes, depreciation and amortization, or EBITDA, between \$3 million and \$50 million; generally, private companies owned by private equity firms or owners/operators; and enterprise value between \$10 million and \$500 million.

As of September 30, 2015, our investment portfolio consisted of outstanding loans of approximately \$230.1 million in aggregate principal amount in 38 portfolio companies, of which \$191.8 million in aggregate principal amount was held by SBIC I LP, our wholly-owned SBIC subsidiary, in 25 portfolio companies. In addition, as of September 30, 2015, SBIC I LP held equity investments of approximately \$24.6 million, at fair value. As of September 30, 2015,

61% of our investment portfolio was comprised of senior secured loans, 29% of subordinated loans and 10% of equity investments, at fair value.

While our investment strategy focuses primarily on middle-market companies in the United States, including senior secured loans, which includes first-lien, second-lien and unitranche loans, as well as subordinated loans, and, to a lesser extent, warrants and other minority equity securities, we also may invest up to 30% of our portfolio in opportunistic investments of non-eligible portfolio companies. Specifically, as part of this 30% basket, we may consider investments in investment funds that are operating pursuant to certain exceptions to the Investment Company Act of 1940, as amended, or the 1940 Act, and in advisers to similar investment funds, as well as in debt of middle-market companies located outside of the United States and debt and equity of public companies that do not meet the definition of eligible portfolio companies because their market capitalization of publicly traded equity securities exceeds the levels provided for in the 1940 Act.

Our investment strategy includes SBIC I LP, which received an SBIC license from the SBA in May 2012. On December 4, 2013, we received approval from the SBA to acquire all of the limited partnership interests in SBIC I LP and all of the ownership interests of its general partner, OFS SBIC I GP, LLC, or SBIC I GP, that were owned or subscribed for by other persons (the “SBIC Acquisitions”). We acquired the interests on December 4, 2013, which resulted in SBIC I LP becoming a wholly-owned subsidiary. The transaction was finalized in January 2014. The SBIC license allows SBIC I LP to receive SBA-guaranteed debenture funding, subject to the issuance of a leverage commitment by the SBA and other customary procedures. SBA leverage funding is subject to SBIC I LP’s payment of certain fees to the SBA, and the ability of SBIC I LP to draw on the commitment is subject to its compliance with SBA regulations and policies, including an audit by the SBA.

On November 26, 2013, we received an exemptive order from the SEC to permit us to exclude the debt of SBIC I LP guaranteed by the SBA from the definition of senior securities in the statutory 200% asset coverage ratio under the 1940 Act, allowing for greater capital deployment.

Our investment activities are managed by OFS Advisor, and supervised by our board of directors, a majority of whom are independent of us, OFS Advisor and its affiliates. Under the Investment Advisory Agreement between us and OFS Advisor, we have agreed to pay OFS Advisor an annual base management fee based on the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity), adjusted for any share issuances or repurchases during the quarter, as well as an incentive fee based on our investment performance. We have excluded the value of the intangible asset and goodwill resulting from the SBIC Acquisitions from the base management fee calculation. We have also entered into an Administration Agreement with OFS Services, our Administrator. Under our Administration Agreement, we have agreed to reimburse OFS Services for our allocable portion (subject to policies reviewed and approved by our independent directors) of overhead and other expenses incurred by OFS Services in performing its obligations under the Administration Agreement.

As a BDC, we must not acquire any assets other than “qualifying assets” specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in “eligible portfolio companies.” Under the relevant SEC rules, the term “eligible portfolio company” includes all private companies, companies whose securities are not listed on a national securities exchange, and certain public companies that have listed their securities on a national securities exchange and have a market capitalization of less than \$250 million, in each case organized in the United States.

We are permitted to borrow money from time to time within the levels permitted by the 1940 Act (which generally allows us to incur leverage for up to 50% of our asset base). We may borrow money when the terms and conditions available are favorable to do so and are aligned with our investment strategy and portfolio composition. The use of borrowed funds or the proceeds of preferred stock to make investments would have its own specific benefits and risks, and all of the costs of borrowing funds or issuing preferred stock would be borne by holders of our common stock.

We have elected to be treated for tax purposes as a RIC under Subchapter M of the Code. To qualify as a RIC, we must, among other things, meet certain source-of-income and assets diversification requirements. Pursuant to these elections, we generally will not have to pay corporate-level taxes on any income we distribute to our shareholders.

On January 8, 2015, in order to comply with certain requirements necessary to maintain the RIC status, we formed FQSR II, LLC (“FQSR”), a Delaware limited liability company and wholly owned subsidiary of OFS Capital, to hold an equity investment in a portfolio company. The equity investment was sold in May 2015. As of September 30, 2015, FQSR had nominal assets and liabilities. FQSR has elected to be taxed as a C corporation and is excluded from our RIC tax reporting group. For income tax purposes, “we”, “OFS Capital”, or the “Company” only refers to the RIC tax reporting group throughout this document.

### **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 amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following items as critical accounting policies:

#### ***Valuation of Portfolio Investments.***

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.

Our investments are carried at fair value in accordance with the 1940 Act and ASC Topic 820. At September 30, 2015, approximately 83% of our total assets represented investments in portfolio companies that are valued at fair value by our board of directors. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value as determined in good faith by the board of directors. Our debt and equity securities are primarily comprised of investments in middle market companies whose securities are not publicly traded. Our investments in these portfolio companies are generally considered Level 3 assets under ASC Topic 820 because the inputs used to value the investments are generally unobservable. As such, we value substantially all of our investments at fair value as determined in good faith by our board of directors pursuant to a consistent valuation policy in accordance with the provisions of ASC Topic 820 and the 1940 Act. Due to the inherent uncertainty in determining the fair value of investments that do not have a readily available market value, the fair value of our investments determined in good faith by our board of directors may differ significantly from the value that would have been used had a readily available market existed for such investments, and the differences could be material.

Our policies relating to the valuation of our portfolio investments are as follows:

Investments for which sufficient market quotations are readily available are valued at such market quotations. We may also obtain indicative prices with respect to certain of our investments from pricing services or brokers or dealers in order to value such investments. There is not a readily available market value for many of our investments; those debt and equity securities that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by our board of directors. We value such investments at fair value as determined in good faith by our board of directors using a documented valuation policy and a consistently applied valuation process. Our valuation of each of our assets for which sufficient market quotations are not readily available is reviewed by one or more independent third-party valuation firms at least once every 12 months.

Our board of directors is ultimately and solely responsible for determining the fair value of the portfolio investments that are not publicly traded, whose market prices are not readily available on a quarterly basis or any other situation where portfolio investments require a fair value determination.

With respect to investments for which sufficient market quotations are not readily available or for which no or an insufficient number of indicative prices from pricing services or brokers or dealers have been received, our board of directors undertakes, on a quarterly basis, unless otherwise noted, a multi-step valuation process, as described below:

For each debt investment, a basic credit rating review process is completed. The risk rating on every credit facility is reviewed and either reaffirmed or revised by OFS Advisor's investment committee, or the Advisor Investment Committee. This process establishes base information for the quarterly valuation process.

- Each portfolio company or investment is valued by an investment professional.

• The preliminary valuations are documented and then submitted to the Advisor Investment Committee for ratification.

Third-party valuation firm(s) are engaged to provide valuation services as requested, by reviewing the investment committee's preliminary valuations. The Investment Advisor's investment committee's preliminary fair value conclusions on each of our assets for which sufficient market quotations are not readily available is reviewed and assessed by a third-party valuation firm at least once in every 12-month period, and more often as determined by the audit committee of our board of directors or required by our valuation policy. Such valuation assessment may be in the form of positive assurance, range of values or other valuation method based on the discretion of our board of directors.

The audit committee of our board of directors reviews the preliminary valuations of the Advisor Investment Committee and independent valuation firms and, if appropriate, recommends the approval of the valuations by the board of directors.

Our board of directors discusses valuations and determines the fair value of each investment in the portfolio in good faith based on the input of OFS Advisor, the audit committee and, where appropriate, the respective independent valuation firms.

We follow ASC Topic 820 for measuring fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and sets out a fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Inputs are broadly defined under ASC Topic 820 as assumptions market participants would use in pricing an asset or liability. The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2: Inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly. If the Level 2 asset or liability has a specified term, a Level 2 input must be observable for substantially the full term of the asset or liability. Level 2 inputs include the following: (i) quoted prices for similar assets or liabilities



in active markets, (ii) quoted prices for identical or similar assets or liabilities in markets that are not active, (iii) inputs other than quoted prices that are observable for the asset or liability, and (iv) inputs that are derived principally from or corroborated by observable market data.

Level 3: Inputs are unobservable for the asset or liability and include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information under the circumstances and may require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. We assess the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The types of factors that we may take into account in fair value pricing our investments include, as relevant, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and cash flows, the markets in which the portfolio company does business, comparison to publicly traded securities and other relevant factors. The primary analytical method used to estimate the fair value of these Level 3 investments is the discounted cash flow method (although a liquidation analysis, option theoretical, or other methodology may be used when more appropriate). The discounted cash flow approach to determine fair value (or a range of fair values) involves applying an appropriate discount rate(s) to the estimated future cash flows using various relevant factors depending on investment type, including the latest arm's length or market transactions involving the subject security, a benchmark credit spread or other indication of market yields, assumed growth rate (in cash flows), company performance, and capitalization rates/multiples (for determining terminal values of underlying portfolio companies). The valuation based on the inputs determined to be the most reasonable and probable is used as the fair value of the investment. The determination of fair value using these methodologies may take into consideration a range of factors including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance, financing transactions subsequent to the acquisition of the investment and anticipated financing transactions after the valuation date. Application of these valuation methodologies involves a significant degree of judgment by management. Fair values of new investments or investments where an arm's length transaction occurred in the same security are generally assumed to be equal to their cost for up to three months after their initial purchase.

To assess the reasonableness of the discounted cash flow approach, with respect to the fair value of equity securities, including warrants in portfolio companies, we consider the values as determined using the market approach—that is, through analyzing and applying to the underlying portfolio companies, market valuation multiples of publicly-traded firms engaged in businesses similar to those of the portfolio companies. The market approach to determining the fair value of a portfolio company's equity security (or securities) will typically involve: (1) applying to the portfolio company's trailing twelve months (or current year projected) EBITDA a low to high range of enterprise value to EBITDA multiples that are derived from an analysis of publicly-traded comparable companies or the portfolio company's entry multiple in order to arrive at a range of enterprise values for the portfolio company; (2) subtracting from the range of calculated enterprise values the outstanding balances of any debt or equity securities that would be senior in right of payment to the equity securities we hold.; and (3) multiplying the range of equity values derived therefrom by our ownership share of such equity tranche in order to arrive at a range of fair values for our equity security (or securities). Application of these valuation methodologies involves a significant degree of judgment by management.

Equity in a portfolio company that invests in loans will typically be valued by arriving at a fair value of such vehicle's loan assets (plus, when appropriate, the carrying value of certain other assets), and deducting the book value or fair value (as appropriate) of such vehicle's liabilities to arrive at a fair value for the equity. When appropriate, in order to recognize value that would be created by growth opportunities of such portfolio company, equity in a portfolio company may also be valued by taking into consideration the magnitude, timing, and effective life of its expected future investments in loans.

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

**Revenue Recognition.** Our revenue recognition policies are as follows:

**Interest Income:** Interest income is accrued based upon the outstanding principal amount and contractual interest terms of the debt investments. Recognized interest income, if payable monthly or quarterly, is reflected as interest receivable until collected. Recognized interest income that is instead added to the principal balance and generally becomes due at maturity or at some other stipulated date ("PIK interest") is reflected in the investment account. We accrue interest income until certain events take place, which may place a loan into a non-accrual status (see below). We will not accrue PIK interest if the portfolio company valuation indicates that the PIK interest is not collectible. Loan origination fees, original issue discount ("OID"), market discount or premium, and loan amendment fees (collectively, "net loan origination fees") are capitalized, and we accrete or amortize such amounts on a straight-line basis over the life of the loan as additional interest income. When we receive a loan principal payment, the OID related to the paid principal is accelerated and recognized in interest income. This method is not materially different than the effective interest rate method. Unamortized OID is reflected in the investment account and unamortized loan amendment fees are reflected as deferred loan fee revenue. All other interest income is recorded into income when

earned. Further, in connection with our debt investments, we will sometimes receive warrants or similar no cost equity-related securities (“Warrants”). We determine the cost basis of Warrants based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and Warrants received. Any resulting difference between the face amount of the debt and its recorded fair value resulting from the assignment of value to the Warrants is treated as OID, and accreted into interest income as described above.

As of September 30, 2015 and December 31, 2014, unamortized discounts and origination fees on debt investments amounted to \$2.3 million and \$3.7 million, respectively. For the three and nine months ended September 30, 2015, we recognized net loan origination fee income of \$0.3 million and \$1.3 million, respectively. For the three and nine months ended September 30, 2014, we recognized net loan origination fee income of \$0.5 million and \$1.1 million, respectively. For the three and nine months ended September 30, 2015, we recognized PIK interest income in the amount of \$0.3 million and \$0.9 million, respectively. For the three and nine months ended September 30, 2014, we recognized PIK interest income in the amount of \$0.2 million and \$0.4 million, respectively. To maintain its status as a RIC, we include non-cash interest income in the amounts that must be paid out to our shareholders in the form of distributions.

*Dividend Income:* Dividend income on common stock, generally payable in cash, is recorded at the time dividends are declared or at the point an obligation exists for the portfolio company to make a distribution supported by tax-basis earnings and profits. Dividend income on preferred equity is accrued as earned. Such dividends on preferred equity securities could be payable in cash or in additional preferred securities and are generally not payable unless declared or upon liquidation. Declared dividends payable in cash are reflected as dividend receivables until collected. Dividends payable in additional preferred securities or contractually earned but not declared (“PIK dividends”) are reflected in the investment account. We stop accruing PIK dividends on our preferred equity securities when it is determined that the dividend is not collectible. We assess the collectability of the PIK dividends based on factors including the fair value of the preferred equity security, the valuation of the portfolio company’s enterprise value, and proceeds expected to be received over the life of the investments. In addition, we may receive distributions from certain of our investments taxed as flow through entities. Each such distribution is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, we will not record distributions from investments taxed as flow through entities as dividend income unless there are sufficient accumulated tax-basis earnings and profits prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment. During the three and nine months ended September 30, 2015, we recognized preferred dividend income of \$0.5 million and \$1.3 million, respectively, of which \$0.4 million and \$1.1 million, respectively, was contractually earned but not declared. During the three and nine months ended September 30, 2014, we recognized preferred dividend income of \$0.3 million and \$0.4 million, respectively, of which \$0.3 million was contractually earned but not declared during such periods. During the three and nine months ended September 30, 2015, we recognized common stock dividend income of \$0.1 million. We did not recognize any common stock dividend income for the three and nine months ended September 30, 2014.

*Fee Income:* We may generate revenue in the form of commitment, structuring or due diligence fees, fees for providing managerial assistance, consulting fees, and other contractual fees. Such revenue is recognized as the related services are rendered and amounted to \$0.4 million and \$0.7 million, for the three and nine months ended September 30, 2015, respectively. For the three and nine months ended September 30, 2014, we recognized fee income of \$0.3 million and \$0.4 million, respectively.

*Net Realized and Unrealized Gain or Loss on Investments:* Investment transactions are accounted for on a trade-date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the cost basis of the investment, without regard to unrealized gains or losses previously recognized. Investments are recorded at fair value. Our Board determines the fair value of our portfolio investments. After recording all appropriate interest, dividend, and other income, some of which is reflected in the investment account as described above, we report changes in fair value of investments that are measured at fair value as a component of the net changes in unrealized appreciation/depreciation on investments in the consolidated statements of operations.

*Non-accrual loans:* Loans on which the accrual of interest income has been discontinued are designated as non-accrual loans, and non-accrual loans are further designated to be accounted for under either a non-accrual cash method or a non-accrual cost recovery method. Loans are generally placed on non-accrual status when a loan either: (i) is delinquent for 90 days or more on principal or interest based on contractual terms of the loan (unless well secured and in the process of collection), or (ii) in the opinion of management, there is reasonable doubt about the collectability. When loans are placed on non-accrual status, all interest previously accrued but not collected, other than PIK interest that has already been contractually added to the principal balance, is reversed against current period interest income. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Interest accruals are resumed on non-accrual loans only when they are brought current with respect to interest and principal and when, in the judgment of management, the loans are estimated to be fully collectible as to all principal and interest. At September 30, 2015, we had two non-accrual loans which were accounted for as non-accrual cash method loans with an aggregate fair value of \$1.2 million, one of which was settled on October 2, 2015 (cost and fair value was \$4.0 million and \$0.1 million, respectively, at September 30, 2015). At December 31, 2014, we had one non-accrual loan which was accounted for as a non-accrual cash method loan with an aggregate fair value of \$0.8 million.

***Principles of consolidation.***

Our September 30, 2015 consolidated unaudited financial statements include the accounts of OFS Capital and its wholly owned subsidiaries, OFS Capital WM, SBIC I LP, SBIC I GP, and FQSR. We consolidate an affiliated subsidiary if we own more than 50 percent of the subsidiary's equity and hold the controlling financial interest in such subsidiary. We also consolidate a variable interest entity ("VIE") if we are the primary beneficiary in the VIE.

## **OFS Capital WM Asset Sale and Related Transactions**

On May 28, 2015, we entered into a Loan Portfolio Purchase Agreement with Madison Capital Funding LLC (“Madison”), pursuant to which we sold 20 senior secured debt investments held by OFS Capital WM with an aggregate outstanding principal balance of \$67.8 million to Madison (the “WM Asset Sale”) for cash proceeds of \$67.3 million. Madison is an affiliated entity of MCF Capital Management, LLC (“MCF”), which was the loan manager for OFS Capital WM prior to the WM Asset Sale under a Loan and Security Agreement among OFS Capital WM, MCF, Wells Fargo Securities, LLC, each of the Lenders from time to time party thereto, and Wells Fargo Delaware Trust Company, N.A. (the “Loan and Security Agreement”).

In connection with the WM Asset Sale, we recognized a realized gain of \$2.7 million and reversed previously recorded net unrealized appreciation associated with the sold assets in the total amount of \$2.1 million. The realized gain pertained primarily to the net unrealized depreciation embedded in the sold assets prior to our IPO.

On May 28, 2015, pursuant to the Loan and Security Agreement, we applied \$52.4 million from the sale proceeds of the WM Asset Sale to pay in full and retire OFS Capital WM’s secured revolving credit facility with Wells Fargo Bank, N.A. (“WM Credit Facility”). As a result of the termination of the WM Credit Facility, we wrote-off the remaining related unamortized deferred financing closing costs of \$1.2 million on the revolving line of credit.

On May 28, 2015, in connection with the WM Asset Sale, we entered into a Loan Administration Services Agreement with Madison pursuant to which Madison will provide loan servicing and other administrative services to OFS Capital WM with respect to certain of its remaining loan assets. In return for its loan administration services, Madison will receive a quarterly loan administration fee of 0.25% per annum based on the average daily principal balances of the loan assets for such quarter. For the three and nine months ended September 30, 2015, we incurred loan administration fee expense of \$15 thousand and \$20 thousand, respectively.

## **Portfolio Composition and Investment Activity**

### *Portfolio Composition*

The total fair value of our investments was approximately \$247.2 million at September 30, 2015 and approximately \$312.2 million at December 31, 2014. Our investment portfolio as of September 30, 2015 consisted of outstanding loans to 38 portfolio companies, totaling approximately \$230.1 million in aggregate principal amount (including SBIC I LP’s \$191.8 million in loans to 25 portfolio companies), of which 69% were senior secured loans and 31% were subordinated loans, as well as \$24.6 million in equity investments, at fair value. At September 30, 2015, our equity investments consisted of \$24.6 million held by SBIC I LP in 15 portfolio companies in which it also held a debt investment and one portfolio company in which it solely held an equity investment. As of September 30, 2015, we had

Edgar Filing: OFS Capital Corp - Form 10-Q

\$4.6 million of unfunded commitments to four portfolio companies, consisting of \$4.2 million of unfunded debt commitments and \$0.4 million of unfunded equity commitments, all of which were commitments of SBIC I LP.

The following table summarizes the composition of our investment portfolio as of September 30, 2015.

	Commitment	Outstanding Principal	Fair Value
(Dollar amounts in thousands)			
Senior secured term loan	\$158,428	\$ 158,428	\$ 151,393
Subordinated term loan	74,800	71,672	71,256
Senior secured revolver	1,094	-	(27 )
Equity investments	24,962	N/A	24,598
	\$259,284	\$ 230,100	\$ 247,220
Total # of Obligors	38	38	38

The following table summarizes the composition of our investment portfolio as of December 31, 2014.

	Commitment	Outstanding Principal	Fair Value
(Dollar amounts in thousands)			
Senior secured term loan	\$252,471	\$ 248,971	\$ 241,773
Subordinated term loan	55,230	52,352	52,453
Senior secured revolver	1,094	-	(24 )
Equity investments	18,396	N/A	18,032
	\$327,191	\$ 301,323	\$ 312,234
Total # of Obligors	61	61	61

Our investment portfolio encompassed a broad range of geographical regions within the United States and industries. The following table provides a regional breakdown of our debt investment portfolio commitments as of September 30, 2015.

	Commitment	Percent
(Dollar amounts in thousands)		
South	\$ 103,577	44.2 %
Northeast	79,077	33.7
West	37,208	15.9
Midwest	14,460	6.2
Total	\$ 234,322	100.0 %

The following table provides a regional breakdown of our debt investment portfolio commitments as of December 31, 2014.

	Commitment	Percent	
	(Dollar amounts in thousands)		
Northeast	\$ 107,769	34.9	%
South	98,814	32.0	
West	63,921	20.7	
Midwest	38,291	12.4	
Total	\$ 308,795	100.0	%

As of September 30, 2015, our debt and equity investment portfolio's three largest industries were: Services: Business, Healthcare & Pharmaceuticals, and Capital Equipment, totaling approximately 55.4% of the investment portfolio. The following table summarizes our investment portfolio commitments by industry as of September 30, 2015.



Industry	As of September 30, 2015		
	Commitment	Percent	
	(Dollar amounts in thousands)		
Services: Business	\$ 66,238	25.5	%
Healthcare & Pharmaceuticals	43,518	16.8	
Capital Equipment	34,099	13.1	
Banking, Finance, Insurance & Real Estate	24,838	9.6	
Aerospace & Defense	15,454	6.0	
Media: Advertising, Printing & Publishing	15,206	5.9	
Construction & Building	11,253	4.3	
Metals & Mining	10,231	3.9	
Consumer goods: Non-durable	9,370	3.6	
Services: Consumer	8,712	3.4	
Chemicals, Plastics & Rubber	4,857	1.8	
Media: Diversified & Production	4,298	1.7	
Telecommunications	3,907	1.5	
Hotel, Gaming & Leisure	3,000	1.2	
High Tech Industries	2,303	0.9	
Containers, Packageing & Glass	2,000	0.8	
	\$ 259,284	100.0	%

As of December 31, 2014, our debt and equity investment portfolio's three largest industries were: Services: Business, Healthcare & Pharmaceuticals, and Capital Equipment, totaling approximately 50.7% of the investment portfolio. The following table summarizes our investment portfolio commitments by industry as of December 31, 2014.

Industry	As of December 31, 2014		
	Commitment	Percent	
	(Dollar amounts in thousands)		
Services: Business	\$ 77,895	23.9	%
Healthcare & Pharmaceuticals	49,862	15.2	
Capital Equipment	38,021	11.6	
Banking, Finance, Insurance & Real Estate	27,216	8.3	
Media: Advertising, Printing & Publishing	20,513	6.3	
Aerospace & Defense	18,100	5.5	
Chemicals, Plastics & Rubber	17,580	5.4	
Metals & Mining	14,097	4.3	
Construction & Building	12,574	3.9	
Services: Consumer	9,576	2.9	
High Tech Industries	7,630	2.3	
Environmental Industries	7,577	2.3	
Telecommunications	6,987	2.1	
Media: Diversified & Production	4,244	1.3	
Containers, Packaging & Glass	4,009	1.2	
Media: Broadcasting & Subscription	3,592	1.1	

Edgar Filing: OFS Capital Corp - Form 10-Q

Retail	3,589	1.1	
Energy: Oil & Gas	2,810	0.9	
Consumer goods: Non-durable	1,319	0.4	
	\$ 327,191	100.0	%

The following tables summarizes our debt investment portfolio by size of exposure as of September 30, 2015 and December 31, 2014.

Debt Investment Size (in millions)	As of September 30, 2015		
	Commitment (Dollar amounts in thousands)	Percent	Number
\$0 - \$3	\$ 22,564	9.6 %	10
\$3 - \$4	11,696	5.0	3
\$4 - \$5	31,628	13.5	7
\$5 - \$10	90,935	38.8	12
> \$10	77,499	33.1	6
	\$ 234,322	100.0 %	38

Debt Investment Size (in millions)	As of December 31, 2014		
	Commitment (Dollar amounts in thousands)	Percent	Number
\$0 - \$3	\$35,555	11.5 %	15
\$3 - \$4	52,486	17.0	15
\$4 - \$5	67,292	21.8	15
\$5 - \$10	77,240	25.0	10
>\$10	76,222	24.7	6
	\$308,795	100.0 %	61

The following table provides a breakdown of our debt investment portfolio by yield and investment category as of September 30, 2015 and December 31, 2014.

Yield to Fair Value	As of September 30, 2015		As of December 31, 2014	
	Senior Secured Debt	Subordinated Debt	Senior Secured Debt	Subordinated Debt
Less than 6%	1.3 %	-	11.3 %	-
6% - 7%	12.1	-	37.8	-
8% - 10%	36.2	-	26.3	-
Greater than 10%	50.4	100.0	24.6	100.0
Total	100.0 %	100.0	100.0 %	100.0 %

*Investment Activity*

For the nine months ended September 30, 2015, we closed new debt investments with eight new portfolio companies for an aggregate principal balance of \$42.7 million, of which \$3.0 million was settled in October 2015. In addition, we made new debt investments of approximately \$33.6 million in six existing portfolio companies. For the nine months ended September 30, 2015, we purchased equity interests of \$5.7 million in two new portfolio companies. For the nine months ended September 30, 2015, we received approximately \$61.9 million in proceeds from principal payments on debt investments, and approximately \$97.7 million in proceeds from investments we sold or redeemed by the portfolio company, of which approximately \$7.2 million pertained to a debt investment we sold in December 2014, \$67.3 million resulted from the WM Asset Sale, and \$3.5 million related to the sale of our equity interests in two portfolio companies which we realized a capital gain of approximately \$1.5 million.

For the three months ended September 30, 2015, we closed new debt investments with two new portfolio companies with an aggregate principal balance of \$5.0 million, of which \$3.0 million was settled in October 2015. In addition, we closed new debt investments with four existing portfolio companies with an aggregate principal balance of \$26.9 million. For the three months ended September 30, 2015, we received approximately \$30.7 million in proceeds from principal payments on debt investments, and approximately \$8.6 million in proceeds from investments we sold or redeemed by the portfolio company, of which \$0.8 million related to the sale of our equity interests in two portfolio companies.

For the nine months ended September 30, 2014, we closed new debt investments with 11 portfolio companies with an aggregate principal balance of \$84.9 million and made follow-on debt investments of approximately \$3.8 million in three existing portfolio companies. In addition, for the nine months ended September 30, 2014, we purchased new equity interests totaling approximately \$2.2 million in two portfolio companies, made a follow-on equity investment of approximately \$0.4 million in one existing portfolio company, and received warrants in connection with a new debt investment in the amount of approximately \$0.5 million. For the nine months ended September 30, 2014, we received approximately \$59.1 million in proceeds from principal payments on debt investments, and approximately \$9.5 million in proceeds from debt investments we sold, of which approximately \$4.5 million pertained to a debt investment we sold in December 2013.

For the three months ended September 30, 2014, we closed new debt investments with seven portfolio companies with an aggregate principal balance of \$61.9 million and made follow-on debt investments of approximately \$3.0 million in two existing portfolio companies. In addition, for the three months ended September 30, 2014, we purchased new equity interests totaling approximately \$2.2 million in two portfolio companies, made a follow-on equity investment of approximately \$0.4 million in one existing portfolio company, and received warrants in connection with a new debt investment in the amount of approximately \$0.5 million. For the three months ended September 30, 2014, we received approximately \$29.4 million in proceeds from principal payments on debt investments, and approximately \$2.0 million in proceeds from debt investments we sold.

#### *Portfolio Credit Ratings*

We categorize debt investments into seven risk categories based on relevant information about the ability of borrowers to service their debt.

1 (Low Risk) – A risk rated 1, or Low Risk, credit is a credit that has most satisfactory asset quality and liquidity, as well as good leverage capacity. It maintains predictable and strong cash flows from operations. The trends and outlook for the credit's operations, balance sheet, and industry are neutral to favorable. Collateral, if appropriate, has maintained value and would be capable of being liquidated on a timely basis. Overall, a 1 rated credit would be considered to be of investment grade quality.

2 (Below Average Risk) – A risk rated 2, or Below Average Risk, credit is a credit that has acceptable asset quality, moderate excess liquidity, and modest leverage capacity. It could have some financial/non-financial weaknesses that are offset by strengths; however, the credit demonstrates an ample current cash flow from operations. The trends and outlook for the credit's operations, balance sheet, and industry are generally positive or neutral to somewhat negative. Collateral, if appropriate, has maintained value and would be capable of being liquidated successfully on a timely basis.

3 (Average) – A risk rated 3, or Average, credit is a credit that has acceptable asset quality, somewhat strained liquidity, and minimal leverage capacity. It is at times characterized by just acceptable cash flows from operations. Under adverse market conditions, carrying the current debt service could pose difficulties for the borrower. The trends and conditions of the credit's operations and balance sheet are neutral to slightly negative.

4 (Special Mention) – A risk rated 4, or Special Mention, credit is a credit with no apparent loss of principal or interest envisioned. Nonetheless, it possesses credit deficiencies or potential weaknesses that deserve management's close and continued attention. The credit's operations and/or balance sheet have demonstrated an adverse trend or deterioration that, while serious, has not reached the point where the liquidation of debt is jeopardized. These weaknesses are generally considered correctable by the borrower in the normal course of business but may, if not checked or corrected, weaken the asset or inadequately protect our credit position.

5 (Substandard) – A risk rated 5, or Substandard, credit is a credit inadequately protected by the current enterprise value or paying capacity of the obligor or of the collateral, if any. These credits have well-defined weaknesses based upon objective evidence, such as recurring or significant decreases in revenues and cash flows. These assets are characterized by the possibility that we may sustain loss if the deficiencies are not corrected. The possibility that liquidation would not be timely (e.g. bankruptcy or foreclosure) requires a Substandard classification even if there is little likelihood of loss.

6 (Doubtful) – A risk rated 6, or Doubtful, credit is a credit with all the weaknesses inherent in those classified as Substandard, with the additional factor that the weaknesses are pronounced to the point that collection or liquidation in full, on the basis of currently existing facts, conditions and values is deemed uncertain. The possibility of loss on a Doubtful asset is high but, because of certain important and reasonably specific pending factors that may strengthen the asset, its classification as an estimated loss is deferred until its more exact status can be determined.

7 (Loss) – A risk rated 7, or Loss, credit is a credit considered almost fully uncollectible and of such little value that its continuance as an asset is not warranted. It is generally a credit that is no longer supported by an operating company, a credit where the majority of our assets have been liquidated or sold and a few assets remain to be sold over many months or even years, or a credit where the remaining collections are expected to be minimal.

The following table shows the classification of our debt investments portfolio by credit rating as of September 30, 2015 and December 31, 2014:

Credit Rating	September 30, 2015		December 31, 2014		
	Debt Investments at Fair Value	% of Debt Investments	Debt Investments at Fair Value	% of Debt Investments	
	(Dollar amounts in thousands)				
1	\$-	-	% \$-	-	%
2	12,657	5.7	13,646	4.6	
3	200,468	90.0	272,387	92.6	
4	4,838	2.2	7,368	2.5	
5	4,575	2.1	-	-	
6	84	-	801	0.3	
7	-	-	-	-	
	\$222,622	100.0	% \$294,202	100.0	%

The following table shows the cost and fair value of our portfolio of investments by asset class as of September 30, 2015 and December 31, 2014.

	September 30, 2015		December 31, 2014	
	Cost	Fair Value	Cost	Fair Value
	(Dollar amounts in thousands)			
Senior Secured				
Performing	\$151,327	\$150,194	\$241,863	\$240,948
Non-Accrual	5,175	1,172	3,988	801
Subordinated				
Performing	71,472	71,256	52,337	52,453
Non-Accrual	-	-	-	-
Equity Investments	19,333	24,598	15,385	18,032
Total	\$247,307	\$247,220	\$313,573	\$312,234

At September 30, 2015 we had two non-accrual loans with a fair value of approximately \$1.2 million. As of December 31, 2014, we had one non-accrual loan with a fair value of approximately \$0.8 million.

As of September 30, 2015, the weighted average yield to fair value of our debt investment portfolio was approximately 11.82% comprised of a weighted average yield to fair value of 10.98% and 13.59% from our senior secured debt investments and subordinated debt investments, respectively. Throughout this document, the weighted average yield on debt investments at fair value is computed as (a) total annual stated interest on accruing loans plus

the annualized accretion of OID and amortization of deferred loan fees divided by (b) total debt investments at fair value excluding assets on non-accrual basis. The weighted average yield on debt investments at fair value is computed as of the balance sheet date.

As of September 30, 2015, floating rate loans comprised 56% of our debt investment portfolio and fixed rate loans comprised 44% of our debt investment portfolio, as a percent of fair value.

Our level of investment activity may vary substantially from period to period depending on various factors, including, but not limited to, the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity, the general economic environment, and the competitive environment for the types of investments we make.

## **Results of Operations**

### ***Key Financial Measures***

The following is a discussion of the key financial measures that management employs in reviewing the performance of our operations.



**Revenues.** We generate revenue in the form of interest income on debt investments, capital gains, and dividend income from our equity investments. Our debt investments typically have a term of three to eight years and bear interest at fixed and floating rates. As of September 30, 2015, floating rate and fixed rate loans comprised 56% and 44% respectively, as a percent of fair value, of our current debt investment portfolio; however, in accordance with our investment strategy, we expect that over time the proportion of fixed rate loans will increase. In some cases, our investments will provide for deferred interest or dividend payment, PIK interest, or PIK dividend, respectively (meaning interest or dividend paid in the form of additional principal amount of the loan or equity security instead of in cash). In addition, we may generate revenue in the form of commitment, structuring or due diligence fees, fees for providing managerial assistance, consulting fees, and other contractual fees. Loan origination fees, OID, market discount or premium, and loan amendment fees are capitalized, and we accrete or amortize such amounts over the life of the loan as interest income. When we receive principal payments on a loan in an amount that exceeds its carrying value, we will also record the excess principal payment as income.

**Expenses.** Our primary operating expenses include interest expense due under our outstanding borrowings, the payment of fees to OFS Advisor under the Investment Advisory Agreement, our allocable portion of overhead expenses under the Administration Agreement and other operating costs described below. Additionally, we will pay interest expense on any outstanding debt under any new credit facility or other debt instrument we may enter into. We will bear all other out-of-pocket costs and expenses of our operations and transactions, whether incurred by us directly or on our behalf by a third party, including:

- the cost of calculating our net asset value, including the cost of any third-party valuation services;
- the cost of effecting sales and repurchases of shares of our common stock and other securities;

fees payable to third parties relating to making investments, including out-of-pocket fees and expenses associated with performing due diligence and reviews of prospective investments;

- transfer agent and custodial fees;
- out-of-pocket fees and expenses associated with marketing efforts;
- federal and state registration fees and any stock exchange listing fees;
- U.S. federal, state, and local taxes;
- independent directors' fees and expenses;

- brokerage commissions;
- fidelity bond, directors' and officers' liability insurance, and other insurance premiums;
- direct costs, such as printing, mailing, and long-distance telephone;
- fees and expenses associated with independent audits and outside legal costs;
- costs associated with our reporting and compliance obligations under the 1940 Act and other applicable U.S. federal and state securities laws; and

other expenses incurred by either OFS Services or us in connection with administering our business, including payments under the Administration Agreement that will be based upon our allocable portion (subject to policies reviewed and approved by our board of directors) of overhead.

We do not believe that our historical operating performance is necessarily indicative of our future results of operations that we expect to report in future periods. We are primarily focused on investments in middle-market companies in the United States, including debt investments and, to a lesser extent, equity investments, including warrants and other minority equity securities, which differs to some degree from our historical investment concentration, in senior secured loans to middle-market companies in the United States. Moreover, as a BDC and a RIC, we will also be subject to certain constraints on our operations, including, but not limited to, limitations imposed by the 1940 Act and the Code. In addition, SBIC I LP is subject to regulation and oversight by the SBA. For the reasons described above, the results of operations described below may not necessarily be indicative of the results we expect to report in future periods.

*Comparison of the three and nine month periods ended September 30, 2015 and 2014*

Consolidated operating results for the three and nine month periods ended September 30, 2015 and 2014, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(Amounts in thousands)		(Amounts in thousands)	
Total investment income	\$ 7,688	\$ 6,197	\$ 23,391	\$ 15,867
Total expenses	4,058	3,304	14,260	9,475
Net investment income	3,630	2,893	9,131	6,392
Net realized and unrealized gain (loss) on investments	(2,209 )	942	2,924	51
Net increase in net assets resulting from operations	\$ 1,421	\$ 3,835	\$ 12,055	\$ 6,443

Net income can vary substantially from period to period for various reasons, including the recognition of realized gains and losses and unrealized appreciation and depreciation. As a result, comparisons of net income may not be meaningful.

*Investment Income*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(Amounts in thousands)		(Amounts in thousands)	
Interest income				
Non-control/non-affiliate investments	\$ 5,387	\$ 4,420	\$ 17,319	\$ 11,730
Affiliate investments	1,308	896	4,062	2,515
Control investment	-	277	-	843
Total interest income	6,695	5,593	21,381	15,088
Dividend income				
Non-control/non-affiliate investments	185	-	333	-
Affiliate investments	406	335	1,016	394
Total dividend income	591	335	1,349	394
Fee income				

Edgar Filing: OFS Capital Corp - Form 10-Q

Non-control/non-affiliate investments	310	205	448	213
Affiliate investments	92	89	213	147
Control investment	-	(25	) -	25
Total fee income	402	269	661	385
Total investment income	\$ 7,688	\$ 6,197	\$ 23,391	\$ 15,867

Comparison of Investment Income for the Three Months Ended September 30, 2015 and 2014:

Total investment income increased by approximately \$1.5 million, or 24%, for the three months ended September 30, 2015 as compared to the three months ended September 30, 2014. The \$1.5 million increase in total investment income was due to an increase in interest, dividend, and fee income. The increase in interest income was primarily attributable to a significant increase in debt investments originated by SBIC I LP (“SBIC I LP Investments”) since September 30, 2014, which typically have a higher yield than the debt investments held by OFS Capital WM (“OFS Capital WM Investments”). The increase in dividend income was primarily attributable to an increase in recognized dividend income contractually earned but not declared on certain of our preferred equity investments held by SBIC I LP during the three months ended September 30, 2015. The increase in fee income was attributable to an increase in fee income recognized by SBIC I LP in connection with certain of its debt investments. The increase in total investment income from SBIC I LP Investments was offset by a decrease in interest income from OFS Capital WM Investments due to a decrease in OFS Capital WM Investments since the quarter ended September 30, 2014, including the WM Asset Sale which occurred during the second quarter of 2015.

Comparison of Investment Income for the Nine Months Ended September 30, 2015 and 2014:

Total investment income increased by approximately \$7.5 million, or 47%, for the nine months ended September 30, 2015 as compared to the nine months ended September 30, 2014. The \$7.5 million increase in total investment income was due to an increase in interest income, dividend, and fee income. The increase in interest income was primarily attributable to a significant increase in SBIC I LP Investments since September 30, 2014, which typically have a higher yield than OFS Capital WM Investments. The increase in dividend income was primarily attributable to an increase in recognized dividend income contractually earned but not declared on certain of our preferred equity investments primarily held by SBIC I LP during the nine months ended September 30, 2015. The increase in fee income was primarily attributable to an increase in fee income recognized by SBIC I LP in connection with certain of its debt investments. The increase in total investment income from SBIC I LP Investments was offset by a decrease in interest income from OFS Capital WM investments due to a decrease in OFS Capital WM Investments since the quarter ended September 30, 2014.

*Interest Income*

Comparison of Interest Income for the Three Months Ended September 30, 2015 and 2014:

For the three months ended September 30, 2015, we generated total interest income from non-control/non-affiliate of approximately \$5.4 million, of which approximately \$4.9 million was generated by SBIC I LP Investments and approximately \$0.5 million by OFS Capital WM Investments. For the three months ended September 30, 2014, interest income from non-control/non-affiliate investments was approximately \$4.4 million, of which approximately \$1.7 million was generated by SBIC I LP Investments and \$2.7 million by OFS Capital WM Investments. The increase in interest income from non-control/non-affiliate investments generated by SBIC I LP Investments of approximately \$3.2 million was attributable to an increase in debt investments originated by SBIC I LP since the quarter ended September 30, 2014. The decrease in interest income from non-control/non-affiliate investments generated by OFS Capital WM Investments of approximately \$2.2 million was primarily due to the decrease in OFS Capital WM Investments since the quarter ended September 30, 2014.

SBIC I LP holds all of our affiliate investments. For the three months ended September 30, 2015 and 2014, SBIC I LP generated total interest income from affiliate investments of approximately \$1.3 million and \$0.9 million, respectively. The increase in total interest income from affiliate investments of approximately \$0.4 million was primarily due to an increase in debt investments originated by SBIC I LP since the quarter ended September 30, 2014.

SBIC I LP held our only control investment in Tangible Software, Inc. (“Tangible”) until December 17, 2014, when the Tangible investment was restructured. The post-restructured debt investment was categorized as an affiliate investment. For the three months ended September 30, 2014, SBIC I LP generated total interest income from its control investment in the amount of approximately \$0.3 million.

Comparison of Interest Income for the Nine Months Ended September 30, 2015 and 2014:

For the nine months ended September 30, 2015, we generated total interest income from non-control/non-affiliate investments of approximately \$17.3 million, of which approximately \$13.2 million was generated by SBIC I LP Investments and \$4.1 million by OFS Capital WM Investments. For the nine months ended September 30, 2014, interest income from non-control/non-affiliate investments was approximately \$11.7 million, of which approximately \$2.9 million was generated by SBIC I LP Investments and \$8.8 million by OFS Capital WM Investments. The increase in interest income from non-control/non-affiliate investments generated by SBIC I LP Investments of approximately \$10.3 million was attributable to an increase in debt investments originated by SBIC I LP since the quarter ended September 30, 2014. The decrease in interest income from non-control/non-affiliate investments

## Edgar Filing: OFS Capital Corp - Form 10-Q

generated by OFS Capital WM Investments of approximately \$4.7 million was primarily due to the decrease in OFS Capital WM Investments since the quarter ended September 30, 2014.

SBIC I LP holds all of our affiliate investments. For the nine months ended September 30, 2015 and 2014, SBIC I LP generated total interest income from affiliate investments of approximately \$4.1 million and \$2.5 million, respectively. The increase in total interest income from affiliate investments of approximately \$1.6 million was primarily due to an increase in debt investments originated by SBIC I LP since the quarter ended September 30, 2014.

SBIC I LP held our only control investment in Tangible until December 17, 2014, when the Tangible investment was restructured. The post-restructured debt investment was categorized as an affiliate investment. For the nine months ended September 30, 2014, SBIC I LP generated total interest income from its control investment of approximately \$0.8 million.

### *Dividend Income*

#### Comparison of Dividend Income for the Three Months Ended September 30, 2015 and 2014:

During the three months ended September 30, 2015 and 2014, SBIC I LP generated dividend income of approximately \$0.6 million and \$0.3 million, respectively. The increase of approximately \$0.3 million was primarily due to an increase in recognized dividend income contractually earned but not declared on certain of our preferred equity investments held by SBIC I LP during the three months ended September 30, 2015.

#### Comparison of Dividend Income for the Nine Months Ended September 30, 2015 and 2014:

During the nine months ended September 30, 2015 and 2014, SBIC I LP generated dividend income of approximately \$1.3 million and \$0.4 million, respectively. The increase of approximately \$0.9 million was primarily an increase in recognized dividend income contractually earned but not declared on certain of our preferred equity investments primarily held by SBIC I LP during the nine months ended September 30, 2015.

*Fee Income*Comparison of Fee Income for the Three Months Ended September 30, 2015 and 2014:

During the three months ended September 30, 2015 and 2014, SBIC I LP generated fee income of approximately \$0.4 million and \$0.3 million, respectively. The increase of approximately \$0.1 million was primarily due to an increase in fee income recognized by SBIC I LP in connection with certain of its debt investments.

Comparison of Fee Income for the Nine Months Ended September 30, 2015 and 2014:

During the nine months ended September 30, 2015 and 2014, SBIC I LP generated fee and other income of approximately \$0.7 million and \$0.4 million, respectively. The increase of approximately \$0.3 million was primarily due to an increase in fee income recognized by SBIC I LP in connection with certain of its debt investments.

*Expenses*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(Amounts in thousands)		(Amounts in thousands)	
Interest expense	\$ 1,089	\$ 1,001	\$ 3,642	\$ 2,989
Amortization and write-off of deferred financing closing costs	96	167	2,004	469
Amortization of intangible asset	48	49	146	161
Management fees	1,120	543	4,101	2,341
Incentive fee	908	723	1,514	723
Professional fees	262	382	857	1,112
Administrative fee	281	212	1,148	972
General and administrative expenses	254	227	848	708
Total expenses	\$ 4,058	\$ 3,304	\$ 14,260	\$ 9,475

Comparison of Expenses for the Three Months Ended September 30, 2015 and 2014:

Total expenses increased by approximately \$0.8 million, or 23%, for the three months ended September 30, 2015 as compared to the three months ended September 30, 2014.

Interest expense increased by approximately \$0.1 million for the three months ended September 30, 2015, compared to the three months ended September 30, 2014, due to an increase of approximately \$0.9 million in interest expense incurred on our SBA debentures, which increased substantially at September 30, 2015 compared with the debenture balance at September 30, 2014, offset by a 2015 decrease of approximately \$0.8 million in interest expense on the WM Credit Facility, due to termination of the facility on May 28, 2015.

Amortization and write-off of deferred financing closing costs decreased by approximately \$0.1 million for the three months ended September 30, 2015, compared to the three months ended September 30, 2014. We amortized approximately \$0.1 million of deferred financing closing costs in connection with our SBA debentures for the three months ended September 30, 2015, and approximately \$0.2 million of deferred financing closing costs primarily in connection with the WM Credit Facility for the three months ended September 30, 2014.

Management fee expense totaled approximately \$1.1 million and \$0.5 million for the three months ended September 30, 2015 and 2014, respectively. The increase of approximately \$0.6 million was due to an increase of approximately \$0.8 million of base management fee expense we incurred to OFS Advisor, offset by a decrease of approximately \$0.2 million of loan management fee charged by MCF. The increase in the base management fee expense we incurred to OFS Advisor was primarily due to the reset of our base management fee to 0.4375% per quarter effective January 1, 2015 as compared with 0.145833% effective April 1, 2014. The decrease in the loan management fee charged by MCF was due to the elimination of the loan management fee as a result of the termination of the Loan and Security Agreement on May 28, 2015.

Incentive fee expense totaled approximately \$0.9 million and \$0.7 million for the three months ended September 30, 2015 and 2014, respectively. The increase of approximately \$0.2 million was a result of an increase in our pre-incentive fee net investment income for the quarter ended September 30, 2015, as compared with the quarter ended September 30, 2014.

#### Comparison of Expenses for the Nine Months Ended September 30, 2015 and 2014:

Total expenses increased by approximately \$4.8 million, or 51%, for the nine months ended September 30, 2015 as compared to the nine months ended September 30, 2014.



Interest expense increased by approximately \$0.7 million for the nine months ended September 30, 2015, compared to the nine months ended September 30, 2014, due to an increase of approximately \$2.1 million in interest expense incurred on our SBA debentures, which increased substantially at September 30, 2015 compared with the debenture balance at September 30, 2014, offset by a 2015 decrease of approximately \$1.4 million in interest expense on the WM Credit Facility, primarily due to lower borrowings on the facility in 2015 and the termination of the facility on May 28, 2015.

Amortization and write-off of deferred financing closing costs increased by approximately \$1.5 million for the nine months ended September 30, 2015, compared to the nine months ended September 30, 2014, primarily due to a write-off of deferred financing closing costs in the amount of approximately \$0.4 million in connection with our March 2015 permanent reduction of the WM Credit Facility from \$100.0 million to \$75.0 million, and a write-off of the remaining deferred financing closing costs in the amount of approximately \$1.2 million in connection with our full payoff and retirement of the WM Credit Facility on May 28, 2015.

Management fee expense totaled approximately \$4.1 million for the nine months ended September 30, 2015, consisting of approximately \$3.8 million of base management fee expense we incurred to OFS Advisor and approximately \$0.3 million of loan management fee charged by MCF. Management fee expense totaled approximately \$2.3 million for the nine months ended September 30, 2014, consisting of approximately \$1.7 million of base management fee expense we incurred to OFS Advisor and approximately \$0.6 million of loan management fee charged by MCF. The base management fee to OFS Advisor increased by a total of approximately \$2.1 million, of which approximately \$0.7 million was due to an increase in our average total assets at September 30, 2015, June 30, 2015, March 31, 2015, and December 31, 2014 (“2015 Management Fee Base”), as compared to our average total assets at September 30, 2014, June 30, 2014, March 31, 2014, and December 31, 2013 (“2014 Management Fee Base”), and approximately \$1.4 million was due to the reset of our base management fee to 0.4375% per quarter effective January 1, 2015 as compared with 0.145833% effective April 1, 2014.

Incentive fee expense totaled approximately \$1.5 million and \$0.7 million for the nine months ended September 30, 2015 and 2014, respectively. The increase of approximately \$0.8 million was a result of an increase in our pre-incentive fee net investment income for the applicable quarters during the nine months ended September 30, 2015, as compared with the nine months ended September 30, 2014.

*Net Realized and Unrealized Gain (Loss) on Investments*

Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
	2014		2014
(Amounts in thousands)		(Amounts in thousands)	

Edgar Filing: OFS Capital Corp - Form 10-Q

Net realized gain on non-control/non-affiliate investments	\$ 254		\$ 17		\$ 3,132		\$ 17	
Net realized gain on affiliate investments	-		-		1,471		28	
Net change in unrealized appreciation/depreciation on non-control/non-affiliate investments	(2,115	)	427		(3,173	)	106	
Net change in unrealized appreciation/depreciation on affiliate investments	(348	)	964		1,494		1,591	
Net change in unrealized depreciation on control investment	-		(466	)	-		(1,691	)
Net realized and unrealized gain (loss) on investments	\$ (2,209	)	\$ 942		\$ 2,924		\$ 51	

Comparison of Realized and Unrealized Gain (Loss) on Investments for the Three Months Ended September 30, 2015 and 2014:

For the three months ended September 30, 2015, we recorded net realized gain on non-control/non affiliate investments of approximately \$0.3 million, primarily related to the sale of an equity investment.

For the three months ended September 30, 2015, we recorded net change in unrealized appreciation/depreciation on non-control/non-affiliate investments of approximately \$(2.1) million, consisting of approximately \$(1.7) million on debt investments held by SBIC I LP, and \$(0.4) million on debt investments held by OFS Capital WM (primarily attributable to one of its non-accrual loans which existed at December 31, 2014 and September 30, 2015 and subsequently settled in October 2015). In addition, for the three months ended September 30, 2015, we recorded net change in unrealized appreciation/depreciation on affiliate investments of approximately \$(0.3) million on debt and equity investments held by SBIC I LP.

For the three months ended September 30, 2014, we recorded approximately \$0.4 million of net change in unrealized depreciation on non-control/non-affiliate investments, consisting of approximately \$0.5 million of net change in unrealized depreciation on non-control/non-affiliate investments held by OFS Capital WM, and approximately \$(0.1) million of net change in unrealized depreciation on non-control/non-affiliate investments held by SBIC I LP. In addition, for the three months ended September 30, 2014, we recorded approximately \$1.0 million of net change in unrealized appreciation on affiliate investments held by SBIC I LP, as well as approximately \$(0.5) million of net change in unrealized depreciation on a control investment held by SBIC I LP (Tangible).

Comparison of Realized and Unrealized Gain (Loss) on Investments for the Nine Months Ended September 30, 2015 and 2014:

For the nine months ended September 30, 2015, we recorded net realized gain on non-control/non affiliate investments of approximately \$3.1 million, of which approximately \$2.7 million represented net realized gain in connection with the WM Asset Sale, \$0.2 million resulted from the sale of four of our debt investments, and \$0.2 million resulted from the sale of an equity investment. For the nine months ended September 30, 2015, we recorded

net realized gain on affiliate investments of approximately \$1.5 million related to the sale of two of our equity investments.

For the nine months ended September 30, 2015, we recorded net change in unrealized appreciation/depreciation on non-control/non-affiliate investments of approximately \$(3.2) million, consisting of approximately \$(2.1) million of a reversal of previously recorded net unrealized appreciation associated with the WM Asset Sale, net unrealized depreciation of \$(0.8) million on debt investments held by OFS Capital WM (primarily attributable to one of its non-accrual loans which existed at December 31, 2014 and September 30, 2015 and subsequently settled in October 2015), and approximately \$(0.3) million of net unrealized depreciation on our debt and equity investments held by SBIC I LP. In addition, for the nine months ended September 30, 2015, we recorded net change in unrealized appreciation/depreciation on affiliate of investments of approximately \$1.5 million, consisting of approximately \$2.0 million of net unrealized appreciation on debt and equity investments held by SBIC I LP, offset by approximately \$(0.5) million of a reversal of previously recorded net unrealized appreciation in connection with an equity sale.

For the nine months ended September 30, 2014, we recorded approximately \$0.1 million of net change in unrealized depreciation on non-control/non-affiliate investments, consisting of approximately \$(0.5) million of net change in unrealized depreciation on non-control/non-affiliate investments held by OFS Capital WM, and approximately \$0.6 million of net change in unrealized depreciation on non-control/non-affiliate investments held by SBIC I LP. In addition, for the nine months ended September 30, 2014, we recorded approximately \$1.6 million of net change in unrealized appreciation on affiliate investments held by SBIC I LP, as well as approximately \$(1.7) million of net change in unrealized depreciation on a control investment held by SBIC I LP (Tangible).

## **Financial Condition, Liquidity and Capital Resources**

### ***Cash and Cash Equivalents***

At September 30, 2015 and December 31, 2014, we had cash and cash equivalents of \$41.5 million and \$12.4 million, respectively. During the nine months ended September 30, 2015, we had net cash provided by operating activities of \$89.1 million, primarily due to cash collections of \$97.7 million from sale of our portfolio investments, including \$7.2 million of cash collection from an investment we sold in December 2014, \$67.3 million from the WM Asset Sale, and \$4.4 million from the sale of our equity interests in four portfolio companies, \$61.9 million of cash we received from principal payments on our portfolio investments, as well as our \$12.1 million net increase in net assets resulting from operations. These cash receipts were offset by \$78.6 million of cash we used to purchase portfolio investments.

Net cash used in financing activities was \$(60.0) million for the nine months ended September 30, 2015, primarily attributable to \$22.6 million of draws from our SBA debentures (net of the fees), offset by the \$72.6 million of net repayments on the WM Credit Facility which was paid in full and retired on May 28, 2015 and \$9.4 million of cash we paid in dividends and distributions.

We intend to generate additional cash flows from our operations, future offerings of securities, and future borrowings. Our primary uses of funds are investments in debt and equity investments, interest payments on indebtedness, payment of other expenses, and cash distributions to our shareholders.

### *The WM Credit Facility*

Prior to the termination of the WM Credit Facility on May 28, 2015, OFS Capital WM had a \$75.0 million secured revolving credit facility, as amended from time to time, with Wells Fargo. The WM Credit Facility was secured by all eligible loans acquired by OFS Capital WM, and had a maturity date of December 31, 2018 and a reinvestment period through December 31, 2015. The interest rate on outstanding borrowings was the London Interbank Offered Rate (“LIBOR”) plus 2.50% per annum. The minimum equity requirement was set at \$35.0 million.

The investments held by OFS Capital WM, prior to the termination of the WM Credit Facility, were serviced by MCF, as the loan manager, pursuant to the Loan and Security Agreement. Under the WM Credit Facility, the loan manager charged both a senior and subordinated management fee to OFS Capital WM for its services, each at 0.25% per annum of the assigned value of the underlying portfolio investments, plus an accrued fee that was deferred until the earlier of the end of the investment period of the portfolio investments or termination of the Loan and Security Agreement. For the three and nine months ended September 30, 2015, we incurred management fee expense of zero and \$0.3 million, respectively, to the loan manager. For the three and nine months ended September 30, 2014, we incurred management fee expense of \$0.2 million and \$0.6 million, respectively, to the loan manager.

The interest rate on the outstanding borrowings at December 31, 2014 was 2.76%. The unused commitment fee on the WM Credit Facility was (1) 0.5% per annum of the first \$25.0 million of the unused facility and (2) 2% per annum of the balance in excess of \$25.0 million, and was included in interest expense on the consolidated statement of operations. For the three and nine months ended September 30, 2015, interest expense on the revolving line of credit totaled zero and \$0.8 million, respectively. For the three and nine months ended September 30, 2014, interest expense on the revolving line of credit totaled 0.7 million and \$2.3 million, respectively.

Deferred financing closing costs, net of accumulated amortization, on the WM Credit Facility as of December 31, 2014 were \$1.8 million. For the three and nine months ended September 30, 2015, amortization and write-off of deferred financing closing costs on the revolving line of credit totaled zero and \$1.8 million, respectively. For the three and nine months ended September 30, 2014, amortization and write-off of deferred financing closing costs on the revolving line of credit totaled \$0.2 million and \$0.5 million, respectively. Write-offs of deferred financing closing costs occurred when the credit facility’s commitment was permanently reduced. On March 12, 2015, we elected to permanently reduce the maximum facility on the WM Credit Facility from \$100.0 million to \$75.0 million, resulting in a write-off of deferred financing closing costs of \$0.4 million (no financing costs were incurred in connection with this facility reduction). As a result of the termination of the WM Credit Facility, on May 28, 2015, we wrote off the remaining unamortized deferred financing closing costs of \$1.2 million.



### *SBA Debentures*

As a result of the SBIC Acquisitions, SBIC I LP became our wholly-owned subsidiary effective December 4, 2013. SBIC I LP has a SBIC license that allows it to obtain leverage by issuing SBA-guaranteed debentures, subject to issuance of a capital commitment by the SBA and customary procedures. These debentures are non-recourse to OFS Capital, and bear interest payable semi-annually, and each debenture has a maturity date that is ten years following issuance. The interest rate is fixed at the first pooling date after issuance, which is March and September of each year, at a market-driven spread over U.S. Treasury Notes with ten-year maturities.

Under present SBIC regulations, the maximum amount of SBA-guaranteed debt that may be issued by a single SBIC licensee is \$150.0 million. An SBIC fund may borrow up to two times the amount of its regulatory capital, subject to customary regulatory requirements. As of September 30, 2015, SBIC I LP had fully drawn the \$149.9 million of leverage commitments from the SBA. As of December 31, 2014, SBIC I LP had leverage commitments of \$149.9 million from the SBA, and \$127.3 million of outstanding SBA-guaranteed debentures.

In January 2015, we filed an application with the SBA for a second SBIC license, which, if approved, would provide up to \$75.0 million in additional SBA debentures for the funding of our future investments, upon our contribution of at least \$37.5 million in additional regulatory capital and subject to the issuance of a leverage commitment by the SBA and customary procedures. There can be no assurance as to whether or when this application will be approved by the SBA.

On a stand-alone basis, SBIC I LP held approximately \$242.5 million and \$215.7 million in assets at September 30, 2015 and December 31, 2014, respectively, which accounted for approximately 82% and 63% of our total consolidated assets at September 30, 2015 and December 31, 2014, respectively.

SBICs are designed to stimulate the flow of private equity capital to eligible small businesses. Under present SBA regulations, eligible small businesses include businesses that have a tangible net worth not exceeding \$19.5 million and have average annual fully taxed net income not exceeding \$6.5 million for the two most recent fiscal years. In addition, an SBIC must devote 25.0% of its investment activity to “smaller” enterprises as defined by the SBA. A smaller enterprise is one that has a tangible net worth not exceeding \$6.0 million and has average annual fully taxed net income not exceeding \$2.0 million for the two most recent fiscal years. SBA regulations also provide alternative criteria to determine eligibility, which may include, among other things, the industry in which the business is engaged, the number of employees of the business, its gross sales, and the extent to which the SBIC is proposing to participate in a change of ownership of the business. According to SBA regulations, SBICs may make long-term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services.

SBIC I LP is periodically examined and audited by the SBA's staff to determine its compliance with SBA regulations. If SBIC I LP fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit SBIC I LP's use of debentures, declare outstanding debentures immediately due and payable, and/or limit SBIC I LP from making new investments. In addition, SBIC I LP may also be limited in its ability to make distributions to OFS Capital if it does not have sufficient capital in accordance with SBA regulations. Such actions by the SBA would in turn, negatively affect OFS Capital.

### *Other Liquidity Matters*

We expect to fund the growth of our investment portfolio through future securities offerings, and future borrowings or issuances of senior securities to the extent permitted by the 1940 Act. In addition, we may determine to sell lower-yielding investments in the portfolio to generate liquidity for the acquisition of higher-yielding investments either directly or through subsidiaries. We cannot assure shareholders that our plans to raise capital will be successful. In addition, we intend to distribute to our shareholders substantially all of our taxable income in order to satisfy the requirements applicable to RICs under Subchapter M of the Code. Consequently, we may not have the funds or the ability to fund new investments or make additional investments in our portfolio companies, including the funding of our unfunded commitments to portfolio companies. The illiquidity of certain of our portfolio investments could make it difficult for us to sell these investments when desired or to realize their recorded value.

In addition, as a BDC, we generally will be required to meet a coverage ratio of total assets, less liabilities and indebtedness not represented by senior securities (including SBIC I LP's SBA-guaranteed debt), to total senior securities, which include all of our borrowings (excluding SBA-guaranteed debt) and any outstanding preferred stock (of which we had none at September 30, 2015), of at least 200%. We received an exemptive order from the SEC to permit us to exclude the debt of SBIC I LP guaranteed by the SBA from the definition of Senior Securities in the statutory 200% asset coverage ratio under the 1940 Act. This requirement limits the amount that we may borrow. To fund growth in our investment portfolio in the future, we anticipate needing to raise additional capital from various sources, including debt and equity offerings, and the securitization or other debt-related markets, which may or may not be available on favorable terms, if at all.



**Off-Balance Sheet Arrangements**

We may be a party to financial instruments with off-balance sheet risk in the normal course of our business to meet the financial needs of our portfolio companies. As of September 30, 2015, we had \$4.6 million of total unfunded commitments to four portfolio companies. Unfunded commitments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet and are not reflected on our balance sheet.

**Contractual Obligations**

The following table shows our contractual obligations as of September 30, 2015:

Contractual Obligations (1)	Total	Payments due by period			After 5 years (2)
		Less than 1 year	1-3 years	3-5 years	
		(Amounts in thousands)			
SBA Debentures	\$ 149,880	\$ -	\$ -	\$ -	\$ 149,880
Total	\$ 149,880	\$ -	\$ -	\$ -	\$ 149,880

- (1) Excludes commitments to extend credit to our portfolio companies.  
 (2) The SBA debentures are scheduled to mature between September 2022 and 2025.

We have entered into contracts with third parties under which we have material future commitments—the Investment Advisory Agreement, pursuant to which OFS Advisor has agreed to serve as our investment adviser, and the Administration Agreement, pursuant to which OFS Services has agreed to furnish us with the facilities and administrative services necessary to conduct our day-to-day operations.

**Commitments and Contingencies**

At September 30, 2015, we had \$4.6 million of total unfunded commitments for four portfolio companies, consisting of \$4.2 million of unfunded debt commitments and \$0.4 million of unfunded equity commitments. At December 31, 2014, we had \$7.8 million of total unfunded commitments for six portfolio companies, consisting of \$7.4 million of unfunded debt commitments and \$0.4 million of unfunded equity commitments. We maintain sufficient cash on hand

and availability in borrowings to fund such unfunded commitments.

From time to time, we are involved in legal proceedings in the normal course of its business. Although the outcome of such litigation cannot be predicted with any certainty, management is of the opinion, based on the advice of legal counsel, that final disposition of any litigation should not have a material adverse effect on our financial position.

Additionally, we are subject to periodic inspection by regulators to assess compliance with applicable regulations related to being a BDC and SBIC I LP is subject to periodic inspections by the SBA. Management believes that the Company is in material compliance with such regulations and inspection results do not indicate otherwise.

In the normal course of business, we enter into contracts and agreements that contain a variety of representations and warranties that provide general indemnifications. Our maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against us that have not occurred. We believe the risk of any material obligation under these indemnifications to be low.

### *Distributions*

We are taxed as a RIC under the Code. Generally, a RIC is entitled to deduct dividends it pays to its shareholders from its income to determine “taxable income.” Taxable income includes our taxable interest, dividend and fee income, and taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income. Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual PIK interest, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation, and amortization expense.

Our board of directors maintains a variable dividend policy with the objective of distributing four quarterly distributions in an amount not less than 90-100% of our taxable quarterly income or potential annual income for a particular year. In addition, at the end of the year, we may also pay an additional special dividend, or fifth dividend, such that we may distribute approximately all of our annual taxable income in the year it was earned, while maintaining the option to spill over our excess taxable income to a following year.

The following table summarizes our distributions declared and paid to date on all shares subsequent to our initial public offering (“IPO”) (dollar amounts in thousands except per share data):



Edgar Filing: OFS Capital Corp - Form 10-Q

Date Declared	Record Date	Payment Date	Amount Per Share (2)	Total Amount
Fiscal 2015				
August 6, 2015	September 16, 2015	September 30, 2015	\$ 0.34	\$ 3,289
May 4, 2015	June 16, 2015	June 30, 2015	0.34	3,286
March 4, 2015	March 17, 2015	March 31, 2015	0.34	3,281
Fiscal 2014				
November 4, 2014	December 17, 2014	December 31, 2014	\$ 0.34	\$ 3,278
August 7, 2014	September 16, 2014	September 30, 2014	0.34	3,276
May 7, 2014	June 16, 2014	June 30, 2014	0.34	3,275
January 21, 2014	January 31, 2014	February 14, 2014	0.34	3,274
Fiscal 2013				
September 25, 2013	October 17, 2013	October 31, 2013	\$ 0.34	\$ 3,273
June 25, 2013	July 17, 2013	July 31, 2013	0.34	3,272
March 26, 2013	April 17, 2013	April 30, 2013	0.34	3,269
Fiscal 2012				
November 26, 2012 (1)	January 17, 2013	January 31, 2013	\$ 0.17	\$ 1,628

(1) Represents the distribution declared in the specified period, which, if prorated for the number of days remaining in the fourth quarter after our IPO in November 2012, would have been \$0.34 per share.

The determination of the tax attributes of our distributions is made annually as of the end of our fiscal year based upon our taxable income for the full year and distributions paid for the full year. If the tax characteristics of these distributions were determined as of September 30, 2015, June 30, 2015, March 31, 2015, December 31, 2014, (2) September 30, 2014, June 30, 2014, March 31, 2014, December 31, 2013, September 30, 2013, June 30, 2013, March 31, 2013, and December 31, 2012 (for the period November 8, 2012 through December 31, 2012), the Company estimated that approximately zero, \$0.08, \$0.07, \$0.11, \$0.04, \$0.12, \$0.19, zero, \$0.18, \$0.19, \$0.18, and zero, respectively, would have represented a return of capital.

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of our status as a RIC. We cannot assure shareholders that they will receive any distributions at a particular level.

Distributions in excess of our current and accumulated earnings and profits generally are treated first as a return of capital to the extent of the shareholder's tax basis, and any remaining distributions are treated as a capital gain. The determination of the tax attributes of our distributions is made annually as of the end of our fiscal year based upon our taxable income for the full year and distributions paid for the full year; therefore, a determination made on a quarterly basis may not be representative of the tax attributes of our annual distributions to shareholders. For the distributions

paid during the nine months ended September 30, 2015, out of the approximately \$9.9 million distribution, approximately 13% represented a return of capital, 1% represented capital gains and 86% represented ordinary income.

Each year a statement on Form 1099-DIV identifying the source of the distribution (i.e., paid from ordinary income, paid from net capital gains on the sale of securities, and/or a return of paid-in-capital surplus, which is a nontaxable distribution) is mailed to our U.S. shareholders. To the extent our taxable earnings fall below the total amount of our distributions for that fiscal year, a portion of those distributions may be deemed a taxable return of capital to our shareholders.

We maintain an “opt-out” dividend reinvestment plan for our common shareholders. As a result, if we declare a dividend, cash dividends are automatically reinvested in additional shares of our common stock unless the shareholder specifically “opts out” of the dividend reinvestment plan and chooses to receive cash dividends.

## **Related Party Transactions**

### ***Investment Advisory Agreement***

We have entered into an Investment Advisory Agreement with OFS Advisor and will pay OFS Advisor a management fee and incentive fee. Pursuant to the Investment Advisory Agreement with OFS Advisor and subject to the overall supervision of our board of directors and in accordance with the 1940 Act, OFS Advisor provides investment advisory services to us. For providing these services, OFS Advisor receives a fee from us consisting of two components—a base management fee and an incentive fee. From the completion of our IPO through October 31, 2013, the base management fee was calculated at an annual rate of 0.875% based on the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) at the end of the two most recently completed calendar quarters, adjusted for any share issuances or repurchases during the quarter. Beginning on November 1, 2013 and through March 31, 2014, pursuant to the Investment Advisory Agreement, the base management fee was calculated at an annual rate of 1.75% based on the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) at the end of the two most recently completed calendar quarters. OFS Advisor has excluded the value of the intangible asset and goodwill resulting from the SBIC Acquisitions from the base management fee calculation.

On May 5, 2014, we were notified by OFS Advisor that, effective as of April 1, 2014, it would reduce its base management fee by two-thirds for the balance of the 2014 fiscal year. Specifically, OFS Advisor agreed to reduce its base management fee from 0.4375% per quarter to 0.145833% per quarter for the second, third, and fourth quarters of 2014. Accordingly, the effective annual base management fee for the 2014 fiscal year was equal to 50% of the 1.75% required by our Advisory Agreement with OFS Advisor, or not greater than 0.875%. OFS Advisor informed us that this reduction was made for the benefit of our shareholders to take into account unforeseen delays in completing the SBIC Acquisitions. The base management fee resumed to its 1.75% annual rate on January 1, 2015.

The base management fee is payable quarterly in arrears. The base management fee expense was approximately \$1.1 million and \$3.8 million for the three and nine months ended September 30, 2015, respectively. The base management fee expense was approximately \$0.4 million and \$1.7 million for the three and nine months ended September 30, 2014, respectively.

The incentive fee has two parts. One part is calculated and payable quarterly in arrears based on our pre-incentive fee net investment income for the quarter. “Pre-incentive fee net investment income” means interest income, dividend income and any other income (including any other fees such as commitment, origination and sourcing, structuring, diligence and consulting fees or other fees that we receive from portfolio companies but excluding fees for providing managerial assistance) accrued during the calendar quarter, minus operating expenses for the quarter (including the

base management fee, any expenses payable under the Administration Agreement and any interest expense and dividends paid on any outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest, or dividend feature (such as OID, debt instruments with PIK interest, equity investments with accruing or PIK dividend, and zero coupon securities), accrued income that we have not yet received in cash.

Pre-incentive fee net investment income does not include any realized gains, realized losses, unrealized capital appreciation or unrealized capital depreciation. Because of the structure of the incentive fee, it is possible that we may pay an incentive fee in a quarter where we incur a loss. For example, if we receive pre-incentive fee net investment income in excess of the hurdle rate (as defined below) for a quarter, we will pay the applicable incentive fee even if we have incurred a loss in that quarter due to realized capital losses and unrealized capital depreciation.

Pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets (defined as total assets less indebtedness and before taking into account any incentive fees payable during the period) at the end of the immediately preceding calendar quarter, is compared to a fixed “hurdle rate” of 2.0% per quarter. If market interest rates rise, we may be able to invest our funds in debt instruments that provide for a higher return, which would increase our pre-incentive fee net investment income and make it easier for OFS Advisor to surpass the fixed hurdle rate and receive an incentive fee based on such net investment income. There is no accumulation of amounts on the hurdle rate from quarter to quarter and accordingly there is no clawback of amounts previously paid if subsequent quarters are below the quarterly hurdle rate, and there is no delay of payment if prior quarters are below the quarterly hurdle rate.

We pay OFS Advisor an incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

• No incentive fee in any calendar quarter in which the pre-incentive fee net investment income does not exceed the hurdle rate;

• 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 2.5% in any calendar quarter. We refer to this portion of our pre-incentive fee net investment income (which exceeds the hurdle rate but is less than 2.5%) as the “catch-up” provision. The catch-up is meant to provide OFS Advisor with 20.0% of the pre-incentive fee net investment income as if a hurdle rate did not apply if this pre-incentive fee net investment income exceeds 2.5% in any calendar quarter; and

• 20.0% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.5% in any calendar quarter.

The second part of the incentive fee (the “Capital Gains Fee”) is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date) and is calculated at the end of each applicable year by subtracting (a) the sum of our cumulative aggregate realized capital

losses and our aggregate unrealized capital depreciation from (b) our cumulative aggregate realized capital gains. If such amount is positive at the end of such year, then the Capital Gains Fee for such year is equal to 20.0% of such amount, less the aggregate amount of Capital Gains Fees paid in all prior years. If such amount is negative, then there is no Capital Gains Fee for such year.



The cumulative aggregate realized capital gains are calculated as the sum of the differences, if positive, between (a) the net sales price of each investment in our portfolio when sold and (b) the accreted or amortized cost basis of such investment.

The cumulative aggregate realized capital losses are calculated as the sum of the amounts by which (a) the net sales price of each investment in our portfolio when sold is less than (b) the accreted or amortized cost basis of such investment.

The aggregate unrealized capital depreciation is calculated as the sum of the differences, if negative, between (a) the valuation of each investment in our portfolio as of the applicable Capital Gains Fee calculation date and (b) the accreted or amortized cost basis of such investment. Unrealized capital appreciation is accrued, but not paid until said appreciation is realized.

We accrue the Capital Gains Fee if, on a cumulative basis, the sum of net realized capital gains and (losses) plus net unrealized appreciation and (depreciation) is positive. OFS Advisor has excluded from the Capital Gains Fee calculation any realized gain with respect to (1) the step acquisitions resulting from the SBIC Acquisitions, and (2) the realized gain resulting from the WM Asset Sale.

We incurred incentive fee expense of \$0.9 million and \$1.5 million for the three and nine months ended September 30, 2015, respectively. For both the three and nine months ended September 30, 2014, we incurred incentive fee expense of \$0.7 million.

### ***License Agreement***

We have entered into a license agreement with OFSAM under which OFSAM has agreed to grant us a non-exclusive, royalty-free license to use the name "OFS."

### ***Administration Agreement***

Pursuant to an Administration Agreement, OFS Services furnishes us with office facilities and equipment, necessary software licenses and subscriptions and clerical, bookkeeping and record keeping services at such facilities. Under the

Administration Agreement, OFS Services performs, or oversees the performance of, our required administrative services, which include being responsible for the financial records that we are required to maintain and preparing reports to our shareholders and all other reports and materials required to be filed with the SEC or any other regulatory authority. In addition, OFS Services assists us in determining and publishing our net asset value, oversees the preparation and filing of our tax returns and the printing and dissemination of reports to our shareholders, and generally oversees the payment of our expenses and the performance of administrative and professional services rendered to us by others. Under the Administration Agreement, OFS Services would provide managerial assistance on our behalf to certain portfolio companies that accept our offer to provide such assistance. Payments under the Administration Agreement are equal to an amount based upon our allocable portion (subject to the review and approval of our board of directors) of OFS Services' overhead in performing its obligations under the Administration Agreement, including rent and our allocable portion of the cost of our officers, including our chief executive officer, chief financial officer, chief compliance officer, chief accounting officer, and corporate secretary, and their respective staffs. The administrative fee is payable quarterly in arrears. For the three and nine months ended September 30, 2015, we incurred and administration fee expense of \$0.3 million and \$1.1 million, respectively. For the three and nine months ended September 30, 2014, we incurred and administration fee expense of \$0.2 million and \$1.0 million, respectively.

### ***Staffing Agreement***

OFS Advisor is an affiliate of Orchard First Source Capital, Inc. ("OFSC"), with which it has entered into a staffing and corporate services agreement ("Staffing Agreement"). Under this agreement OFSC will make available to OFS Advisor experienced investment professionals and access to the senior investment personnel and other resources of OFSC and its affiliates. The Staffing Agreement should provide OFS Advisor with access to deal flow generated by the professionals of OFSC and its affiliates and commits the members of the Advisor Investment Committee to serve in that capacity. OFS Advisor intends to capitalize on the significant deal origination and sourcing, credit underwriting, due diligence, investment structuring, execution, portfolio management and monitoring experience of OFSC's investment professionals.

OFSC also has entered into a staffing and corporate services agreement with OFS Services. Under this agreement, OFS Services will make available to OFSC experienced investment professionals and access to the administrative resources of OFS Services.

### **Recent Developments**

On November 5, 2015, we, as borrower, entered into a Business Loan Agreement ("BLA") with Pacific Western Bank, as lender, to provide OFS Capital with a \$15.0 million senior secured revolving credit facility ("PWB Credit Facility"), with maximum availability equal to 50% of the aggregate outstanding principal amount of eligible loans included in the borrowing base and otherwise specified in the BLA. The PWB Credit Facility is guaranteed by OFS Capital WM and secured by all of our current and future assets excluding assets held by SBIC I LP and our SBIC I LP and SBIC I GP partnership interests. The BLA matures on November 7, 2017. Advances under the facility will bear interest at a fixed rate per annum equal to 4.75%. We paid a \$150 thousand commitment fee in connection with the closing of the

PWB Credit Facility.

The BLA contains customary terms and conditions, including, without limitation, affirmative and negative covenants such as information reporting requirements, a minimum tangible net asset value, a minimum quarterly net investment income after incentive fees, and a statutory asset coverage test. The BLA also contains customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change in investment advisor, and the occurrence of a material adverse change in our financial condition.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are subject to financial market risks, including changes in interest rates. At September 30, 2015, 56% of our debt investments bore interest at floating interest rates and 44% of our debt investments bore fixed interest rates. The interest rates on our debt investments bearing floating interest rates are usually based on a floating LIBOR, and the debt investments typically contain interest rate re-set provisions that adjust applicable interest rates to current rates on a periodic basis. All of the debt investments bearing floating interest rates in our portfolio as of September 30, 2015 had interest rate floors, which have effectively converted those debt investments to fixed rate debt investments until LIBOR exceeds the interest rate floor.

Assuming that our consolidated balance sheet as of September 30, 2015 was to remain constant, and that we took no actions to alter our existing interest rate sensitivity, the following table shows the annualized impact of hypothetical base rate changes in interest rates.

Basis point increase (1)	Interest income	Interest expense (2)	Net increase (decrease)
	(Amounts in thousands)		
100	\$ 348	\$ -	\$ 348
200	1,514	-	1,514
300	2,790	-	2,790
400	4,067	-	4,067
500	5,344	-	5,344

(1) A decline in interest rates would not have a material impact on our consolidated financial statements.

(2) As of September 30, 2015, our outstanding debt consisted of our SBA debentures payable which carry a fixed interest rate over the term of the debenture.

Although we believe that the foregoing analysis is indicative of our sensitivity to interest rate changes, it does not adjust for potential changes in the credit market, credit quality, size and composition of the assets in our portfolio, and other business developments, including borrowings under our credit facility, that could affect net increase in net assets resulting from operations, or net income. Accordingly, no assurances can be given that actual results would not differ materially from the statement above.

We are subject to financial market risks, including changes in interest rates. Changes in interest rates affect both our cost of funding and the valuation of our investment portfolio. Our risk management systems and procedures are

designed to identify and analyze our risk, to set appropriate policies and limits and to continually monitor these risks and limits by means of reliable administrative and information systems and other policies and programs. Our investment portfolio and investment income may be affected by changes in various interest rates, including LIBOR and prime rates.

#### **Item 4. Controls and Procedures**

##### *Disclosure Controls and Procedures*

Our Chief Executive Officer and Chief Financial Officer, under the supervision and with the participation of our management, conducted an evaluation of our disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As of the end of the period covered by this quarterly report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

### ***Changes in Internal Control Over Financial Reporting***

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) that occurred during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II—OTHER INFORMATION**

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

We, OFS Advisor and OFS Services, are not currently subject to any material pending or threatened legal proceedings against us as of September 30, 2015. From time to time, we may be a party to certain legal proceedings incidental to the normal course of our business, including the enforcement of our rights under contracts with our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our business, financial condition or results of operations.

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

Investing in our common stock may be speculative and involves a high degree of risk. In addition to the other information contained in this Quarterly Report on Form 10-Q, including our financial statements, and the related notes, schedules and exhibits, you should carefully consider the risk factors described in *Part I, “Item 1A. Risk Factors”* in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which could materially affect our business, financial condition and/or operating results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

There have been no material changes from the risk factors previously disclosed in *Part I, “Item 1A. Risk Factors”* in our Annual Report on Form 10-K for the year ended December 31, 2014, which should be read together with the other risk factors and information disclosed elsewhere in this Quarterly Report on Form 10-Q and our other reports filed with the SEC.

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

During the three month period ended September 30, 2015, we issued 14,355 shares of common stock to shareholders in connection with our dividend reinvestment plan. These issuances were not subject to the registration requirements of the Securities Act of 1933, as amended. The aggregate value of the shares of our common stock issued under our dividend reinvestment plan was approximately \$147 thousand.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits**

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

<b>Exhibit Number</b>	<b>Description</b>
10.1	Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated November 5, 2015*
10.2	Promissory Note between OFS Capital Corporation and Pacific Western Bank dated November 5, 2015*
10.3	Commercial Guaranty Agreement among OFS Capital Corporation, OFS Capital WM, LLC, and Pacific Western Bank dated November 5, 2015*
11.1	Computation of Per Share Earnings for OFS Capital Corporation (included in the notes to the financial statements contained in this report)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended*
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

\*

Filed herewith.



**SIGNATURES**

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

Dated: November 6, 2015 OFS CAPITAL  
CORPORATION

By: /s/ Bilal Rashid  
**Name:** Bilal Rashid  
**Title:** Chief Executive Officer

By: /s/ Jeffrey A. Cerny  
Jeffrey A. Cerny  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated November 5, 2015*
10.2	Promissory Note between OFS Capital Corporation and Pacific Western Bank dated November 5, 2015*
10.3	Commercial Guaranty Agreement among OFS Capital Corporation, OFS Capital WM, LLC, and Pacific Western Bank dated November 5, 2015*
11.1	Computation of Per Share Earnings for OFS Capital Corporation (included in the notes to the financial statements contained in this report)
31.1	Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

\*

Filed herewith.