

802.4

Company A, a pension fund, intends to acquire 30% of the voting securities (the "Acquisition") of Company B, for consideration in excess of \$63.1 million. We believe the Acquisition is exempt pursuant to 16 C.F.R. 802.4. Company B is an externally managed, non-diversified, closed-end management investment company which is regulated as a business development company under the Investment Company Act of 1940. Company B holds the following assets:

ASSETS	Fair Market Value > 63.1MM	Exempt?
First Lien Debt	Yes	Yes
Second Lien Debt	Yes	Yes
Unsecured and Subordinated Debt	Yes	Yes
Common Equity	Yes	Yes/No (see below)
Preferred Equity (third-party non-controlled issuers)	No	Yes
Warrants	No	Yes
Cash and cash equivalents	Yes	Yes
Cash Collateral held at brokers	Yes	Yes
Receivable for investment securities sold	No	Yes
Interest receivable (cash/cash equivalent)	No	Yes
Unrealized appreciation on swaps	No	Yes
Deferred debt issuance costs	No	Yes
Deferred offering costs	No	Yes
Other assets	No	Yes/No (depending on nature)

We understand all of the above assets to be exempt assets for purposes of 802.4, other than controlling voting interests which Company B holds in several of its portfolio companies (the "Controlled Companies") and "other assets" (which may be exempt depending on their nature). The Board of Directors of Company A has delegated to the Board of Directors of Company B the task of determining the fair market value of the Controlled Companies and the "other assets", and has been told such value is, in the aggregate, less than \$63.1 million.

As indicated above, Company B is externally managed by a third party management company (the "Manager") pursuant to a management contract; the Manager is not a part of this Acquisition. To our knowledge, Company B has no "off balance sheet" assets such as intellectual property or intangibles, and it has no employees, know-how or goodwill associated with its assets.



Please confirm that you agree with our methodology and that the Acquisition is exempt under 802.4. Thank you.

AGREE
BN
6/9/08

