TCP Capital Corp.
Form 10-Q
August 08, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

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

**For the Quarter Ended June 30, 2013**

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

**Commission File Number: 814-00899**

**TCP CAPITAL CORP.**

(Exact Name of Registrant as Specified in Charter)

| | |
|---|---|
| **Delaware** | **56-2594706** |
| (State or Other Jurisdiction of Incorporation) | (IRS Employer Identification No.) |

| | |
|---|---|
| **2951 28 th Street, Suite 1000** **Santa Monica, California** | **90405** |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code **(310) 566-1000**

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 and (2) has been subject to such filing requirements for the past 90 days: Yes x No ¨

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

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

| | | | |
|---|---|---|---|
| Large accelerated filer | ¨ | Accelerated filer | ¨ |
| Non-accelerated filer | x | 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 x

The number of shares of the Registrant's common stock, $0.001 par value, outstanding as of August 8, 2013 was 26,654,701.

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**TCP CAPITAL CORP.**

**FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2013**

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TCP Capital Corp.

Consolidated Statements of Assets and Liabilities

| | June 30, 2013 (unaudited) | December 31, 2012 |
|---|---|---|
| Assets | | |
| Investments, at fair value: | | |
| Unaffiliated issuers (cost of $561,129,297 and $508,302,758, respectively) | $ 501,648,852 | $ 440,772,190 |
| Controlled companies (cost of $43,776,456 and $44,964,189 respectively) | 20,863,780 | 22,489,208 |
| Other affiliates (cost of $51,724,840 and $55,803,421, respectively) | 49,249,412 | 54,421,689 |
| Total investments (cost of $656,630,593 and $609,070,368, respectively) | 571,762,044 | 517,683,087 |
| | | |
| Cash and cash equivalents | 40,065,668 | 18,035,189 |
| Accrued interest income: | | |
| Unaffiliated issuers | 5,483,176 | 4,039,149 |
| Controlled companies | 47,773 | 53,524 |
| Other affiliates | 807,362 | 482,634 |
| Receivable for investments sold | 2,695,000 | 7,727,415 |
| Deferred debt issuance costs | 1,234,215 | 696,018 |
| Unrealized appreciation on swaps | 271,816 | 179,364 |
| Prepaid expenses and other assets | 1,041,845 | 345,722 |
| Total assets | 623,408,899 | 549,242,102 |
| | | |
| Liabilities | | |
| Debt | 33,000,000 | 74,000,000 |
| Incentive allocation payable | 2,476,035 | - |
| Payable for investments purchased | 50,179,344 | 21,814,819 |
| Interest payable | 225,981 | 119,233 |
| Payable to the Investment Manager | 625,006 | 109,200 |
| Management and advisory fees payable | 1,940,295 | - |
| Accrued expenses and other liabilities | 1,938,607 | 2,685,015 |
| Total liabilities | 90,385,268 | 98,728,267 |
| | | |
| Preferred equity facility | | |
| Series A preferred limited partner interests in Special Value Continuation Partners, LP; $20,000/interest liquidation preference; 6,700 interests authorized, issued and outstanding | 134,000,000 | 134,000,000 |
| Accumulated dividends on Series A preferred equity facility | 491,163 | 526,285 |
| Total preferred limited partner interests | 134,491,163 | 134,526,285 |
| | | |
| Non-controlling interest | | |
| General Partner interest in Special Value Continuation Partners, LP | 344,310 | - |

| | | |
|---|---|---|
| Net assets applicable to common shareholders | $398,188,158 | **$ 315,987,550** |
| | | |
| Composition of net assets applicable to common shareholders | | |
| Common stock, $0.001 par value; 200,000,000 shares authorized, 26,654,701 and 21,477,628 shares issued and outstanding as of June 30, 2013 and December 31, 2012, respectively | 26,655 | 21,478 |
| Paid-in capital in excess of par | 522,439,540 | 444,234,060 |
| Accumulated net investment income | 23,502,379 | 22,526,179 |
| Accumulated net realized losses | (62,601,363) | (59,023,861) |
| Accumulated net unrealized depreciation | (85,179,053) | (91,770,306) |
| Net assets applicable to common shareholders | $398,188,158 | $ 315,987,550 |
| | | |
| Net assets per share | $14.94 | $ 14.71 |

*See accompanying notes.*

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TCP Capital Corp.

Consolidated Statement of Investments (Unaudited)

June 30, 2013

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | **Percent of** Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (87.32%) | | | | | |
| ***Bank Debt (73.66%)*** [(1)] | | | | | |
| Accounting, Tax Preparation, Bookkeeping, and Payroll Services (1.34%) | | | | | |
| Expert Global Solutions, LLC, Senior Secured 1st Lien Term Loan B, LIBOR + 7.25%, 1.25% LIBOR Floor, due 4/3/18 | $709,433 | $703,672 | $722,025 | 0.12 | % |
| Expert Global Solutions, LLC, Senior Secured 2nd Lien Term Loan, LIBOR + 11%, 1.5% LIBOR Floor, due 10/3/18 | $7,434,877 | 7,212,837 | 7,479,487 | 1.22 | % |
| Total Accounting, Tax Preparation, Bookkeeping, and Payroll Services | | 7,916,509 | 8,201,512 | | |
| Artificial Synthetic Fibers and Filaments Manufacturing (0.34%) | | | | | |
| AGY Holding Corp., Senior Secured Term Loan, 12%, due 9/15/16 [(2)] | $2,056,927 | 2,056,927 | 2,056,927 | 0.34 | % |
| Business Support Services (2.42%) | | | | | |
| STG-Fairway Acquisitions, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 9.25%, 1.25% LIBOR Floor, due 8/28/19 | $14,643,455 | 13,901,546 | 14,804,534 | 2.42 | % |
| Computer Equipment Manufacturing (1.23%) | | | | | |
| ELO Touch Solutions, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 10.5%, 1.5% LIBOR Floor, due 12/1/18 | $10,000,000 | 9,643,220 | 7,500,000 | 1.23 | % |
| Converted Paper Products Manufacturing (0.57%) | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Ranpak Corp., Senior Secured 2nd Lien Term Loan, LIBOR + 7.25%, 1.25% LIBOR Floor, due 4/23/20 | $3,469,573 | 3,434,877 | 3,504,269 | 0.57 | % |
| | | | | | |
| Electric Power Generation, Transmission and Distribution (2.83%) | | | | | |
| Panda Sherman Power, LLC, Senior Secured 1st Lien Term Loan, LIBOR + 7.5%, 1.5% LIBOR Floor, due 9/14/18 | $11,070,172 | 10,921,028 | 11,319,251 | 1.86 | % |
| Panda Temple Power II, LLC, Senior Secured 1st Lien Term Loan, LIBOR + 6%, 1.25% LIBOR Floor, due 4/3/19 | $5,892,970 | 5,834,041 | 5,951,900 | 0.97 | % |
| Total Electric Power Generation, Transmission and Distribution | | 16,755,069 | 17,271,151 | | |
| | | | | | |
| Electronic Shopping (1.32%) | | | | | |
| Shopzilla, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 9.5%, due 3/31/16 | $8,055,057 | 7,758,926 | 8,063,112 | 1.32 | % |
| | | | | | |
| Financial Investment Activities (0.38%) | | | | | |
| Marsico Capital Management, Senior Secured 1st Lien Term Loan, LIBOR + 5%, due 12/31/22 | $10,805,431 | 13,605,476 | 2,296,154 | 0.38 | % |
| | | | | | |
| Freight Transportation Arrangement (0.62%) | | | | | |
| Livingston International, Inc., 2nd Lien Term Loan, LIBOR + 7.75%, 1.25% LIBOR Floor, due 4/18/20 | $3,750,000 | 3,676,841 | 3,801,563 | 0.62 | % |
| | | | | | |
| Full-Service Restaurants (2.83%) | | | | | |
| RM Holdco, LLC, Subordinated Convertible Term Loan, 1.12% PIK, due 3/21/18 (2) | $5,106,805 | 5,106,805 | 3,648,813 | 0.60 | % |
| RM OpCo, LLC, Convertible 1st Lien Term Loan Tranche B-1, 12% Cash + 7% PIK, due 3/21/16 (2) | $1,307,280 | 1,271,799 | 1,307,280 | 0.21 | % |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche A, 11%, due 3/21/16 (2) | $3,723,322 | 3,723,322 | 3,723,322 | 0.62 | % |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B, 12% Cash + 7% PIK, due 3/21/16 (2) | $6,503,573 | 6,503,573 | 6,503,573 | 1.06 | % |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B-1, 12% Cash + 7% PIK, due 3/21/16 (2) | $2,051,179 | 2,003,078 | 2,051,179 | 0.34 | % |
| Total Full-Service Restaurants | | 18,608,577 | 17,234,167 | | |
| | | | | | |
| Gaming Industries (5.09%) | | | | | |
| Golden Gaming, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 7% Cash + 1% PIK, 2% LIBOR Floor, due 3/1/16 | $15,977,036 | 15,604,224 | 15,737,380 | 2.58 | % |
| AGS LLC, 1st Lien Term Loan, LIBOR + 10%, 1.5% LIBOR Floor, due 8/15/16 | $13,269,231 | 12,835,230 | 13,581,058 | 2.22 | % |
| AGS LLC, DDTL 1st Lien Term Loan, LIBOR + 10%, 1.5% LIBOR Floor, due 8/15/16 | $1,730,769 | 1,668,147 | 1,771,442 | 0.29 | % |
| Total Gaming Industries | | 30,107,601 | 31,089,880 | | |

TCP Capital Corp.

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2013

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (continued) | | | | | |
| Grocery Stores (2.07%) | | | | | |
| Bashas, Inc., Senior Secured 1st Lien FILO Term Loan, LIBOR + 9.35%, 1.5% LIBOR Floor, due 12/28/15 | $12,386,974 | $12,386,974 | $12,678,067 | 2.07 | % |
| Inland Water Transportation (2.08%) | | | | | |
| US Shipping Corp, Senior Secured 1st Lien Term Loan B, LIBOR + 7.75%, 1.25% LIBOR Floor, due 4/30/18 | $12,666,667 | 12,540,000 | 12,708,847 | 2.08 | % |
| Insurance Related Activities (0.92%) | | | | | |
| Confie Seguros Holding II Co., 2nd Lien Term Loan, LIBOR + 9%, 1.25% LIBOR Floor, due 5/8/19 | $5,541,809 | 5,439,149 | 5,624,936 | 0.92 | % |
| Iron and Steel Mills and Ferroalloy Manufacturing (1.09%) | | | | | |
| Essar Steel Algoma, Inc., Senior Secured Term Loan, LIBOR + 7.5%, 1.25% LIBOR Floor, due 9/20/14 | $6,548,242 | 6,464,067 | 6,691,518 | 1.09 | % |
| Motion Picture and Video Industries (2.54%) | | | | | |
| CORE Entertainment, Inc., Senior Secured 1st Lien Term Loan, 9%, due 6/21/17 | $9,462,231 | 9,371,287 | 8,563,319 | 1.40 | % |
| CORE Entertainment, Inc., Senior Secured 2nd Lien Term Loan, 13.5%, due 6/21/18 | $7,569,785 | 7,494,745 | 6,964,202 | 1.14 | % |
| Total Motion Picture and Video Industries | | 16,866,032 | 15,527,521 | | |
| Motor Vehicle Parts Manufacturing (2.14%) | | | | | |
| DMI SMW Holding Corporation, 1st Lien Senior Secured Term Loan, LIBOR + 7.75%, 1.5% LIBOR Floor, due 12/21/17 | $12,864,180 | 12,725,052 | 13,121,463 | 2.14 | % |

| | | | | | |
|---|---|---|---|---|---|
| Newspaper, Periodical, Book, and Directory Publishers (2.17%) | | | | | |
| MediMedia USA, Inc., 1st Lien Revolver, LIBOR + 6.75%, due 5/20/18 | $2,170,000 | 2,557,500 | 3,593,520 | 0.59 | % |
| MediMedia USA, Inc., 1st Lien Term Loan, LIBOR + 6.75%, 1.25% LIBOR Floor, due 11/20/18 | $9,750,000 | 9,457,500 | 9,689,063 | 1.58 | % |
| Total Newspaper, Periodical, Book, and Directory Publishers | | 12,015,000 | 13,282,583 | | |
| | | | | | |
| Other Amusement and Recreation Industries (1.92%) | | | | | |
| Intrawest Cayman L.P., 1st Lien Term Loan, LIBOR + 5.75%, 1.25% LIBOR Floor, due 12/4/17 - (Cayman Islands) | $1,243,750 | 1,226,886 | 1,261,890 | 0.21 | % |
| Intrawest Cayman L.P., 2nd Lien Term Loan, LIBOR + 9.5%, 1.25% LIBOR Floor, due 12/4/18 - (Cayman Islands) | $10,250,000 | 10,012,402 | 10,480,625 | 1.71 | % |
| Total Other Amusement and Recreation Industries | | 11,239,288 | 11,742,515 | | |
| | | | | | |
| Other Electrical Equipment and Component Manufacturing (2.76%) | | | | | |
| Palladium Energy, Inc., 1st Lien Senior Secured Term Loan, LIBOR + 9%, 1% LIBOR Floor, due 12/26/17 | $16,500,317 | 16,199,303 | 16,888,074 | 2.76 | % |
| | | | | | |
| Other Professional, Scientific, and Technical Services (4.15%) | | | | | |
| Connolly, LLC, Senior Secured 2nd Lien Term Loan, LIBOR + 9.25%, 1.25% LIBOR Floor, due 7/15/19 | $12,000,000 | 11,818,600 | 12,120,000 | 1.98 | % |
| ConvergeOne Holdings, 1st Lien Term Loan, LIBOR + 8%, 1.25% LIBOR Floor, due 5/8/19 | $13,500,000 | 13,297,500 | 13,297,500 | 2.17 | % |
| Total Other Professional, Scientific, and Technical Services | | 25,116,100 | 25,417,500 | | |
| | | | | | |
| Other Telecommunications (2.30%) | | | | | |
| Securus Technologies, Inc., 2nd Lien Term Loan, LIBOR + 7.75%, 1.25% LIBOR Floor, due 4/30/21 | $14,000,000 | 13,860,000 | 14,065,660 | 2.30 | % |
| | | | | | |
| Petroleum and Coal Products Manufacturing (1.34%) | | | | | |
| Boomerang Tube, LLC, 2nd Lien Term Loan, LIBOR + 9.5%, 1.5% LIBOR Floor, due 10/11/17 | $8,306,975 | 8,087,150 | 8,223,905 | 1.34 | % |
| | | | | | |
| Pharmaceutical and Medicine Manufacturing (1.33%) | | | | | |
| Pharmaceutical Research Associates, Inc., 2nd Lien Term Loan, LIBOR + 9.25%, 1.25% LIBOR Floor, due 6/10/19 | $7,996,875 | 7,836,938 | 8,121,826 | 1.33 | % |
| | | | | | |
| Promoters of Performing Arts, Sports, and Similar Events (1.82%) | | | | | |
| Stadium Management Group, Senior Secured 2nd Lien Term Loan, LIBOR + 9.50%, 1.25% LIBOR Floor, due 12/7/18 | $11,000,000 | 10,804,248 | 11,165,000 | 1.82 | % |

TCP Capital Corp.

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2013

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (continued) | | | | | |
| Radio and Television Broadcasting (3.92%) | | | | | |
| SiTV, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 6% Cash + 4% PIK, 2% LIBOR Floor, due 8/3/16 | $6,910,700 | $6,539,175 | $6,689,558 | 1.09 | % |
| The Tennis Channel, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 8.5%, due 5/29/17 | $17,347,866 | 16,842,708 | 17,295,822 | 2.83 | % |
| Total Radio and Television Broadcasting | | 23,381,883 | 23,985,380 | | |
| Retail (1.59%) | | | | | |
| Kenneth Cole Productions, Inc., Senior Secured 1st Lien FILO Term Loan, LIBOR + 10.60%, 1% LIBOR Floor, due 9/25/17 | $9,590,909 | 9,342,431 | 9,734,773 | 1.59 | % |
| Scheduled Air Transportation (2.38%) | | | | | |
| Aircraft Secured Mortgages - Aircraft Leased to Delta Air Lines, Inc. | | | | | |
| N913DL, 8%, due 3/15/17 (6) | $328,575 | 328,575 | 334,560 | 0.05 | % |
| N918DL, 8%, due 8/15/18 (6) | $422,991 | 422,991 | 428,230 | 0.07 | % |
| N954DL, 8%, due 3/20/19 (6) | $554,573 | 554,573 | 559,130 | 0.09 | % |
| N955DL, 8%, due 6/20/19 (6) | $571,950 | 571,950 | 575,790 | 0.09 | % |
| N956DL, 8%, due 5/20/19 (6) | $571,586 | 571,586 | 575,790 | 0.09 | % |
| N957DL, 8%, due 6/20/19 (6) | $576,953 | 576,953 | 580,890 | 0.09 | % |
| N959DL, 8%, due 7/20/19 (6) | $582,277 | 582,277 | 585,990 | 0.10 | % |
| N960DL, 8%, due 10/20/19 (6) | $602,988 | 602,988 | 605,710 | 0.10 | % |
| N961DL, 8%, due 8/20/19 (6) | $597,481 | 597,481 | 600,950 | 0.10 | % |
| N976DL, 8%, due 2/15/18 (6) | $434,977 | 434,977 | 441,490 | 0.07 | % |
| Aircraft Secured Mortgages - Aircraft Leased to United Airlines, Inc. | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| N510UA, 20%, due 10/26/16 (2) | $371,650 | 371,650 | 473,195 | 0.08 | % |
| N512UA, 20%, due 10/26/16 (2) | $376,416 | 376,416 | 481,935 | 0.08 | % |
| N536UA, 16%, due 9/29/14 (2) | $183,234 | 183,234 | 197,695 | 0.03 | % |
| N545UA, 16%, due 8/29/15 (2) | $316,357 | 316,357 | 359,005 | 0.06 | % |
| N585UA, 20%, due 10/25/16 (2) | $441,969 | 441,969 | 565,915 | 0.09 | % |
| N659UA, 12%, due 2/28/16 (6) | $3,222,700 | 3,222,700 | 3,485,737 | 0.57 | % |
| N661UA, 12%, due 5/4/16 (6) | $3,379,195 | 3,379,195 | 3,788,310 | 0.62 | % |
| Total Scheduled Air Transportation | | 13,535,872 | 14,640,322 | | |
| | | | | | |
| Semiconductor and Other Electronic Component Manufacturing (2.29%) | | | | | |
| Isola USA Corporation, 1st Lien Term Loan, LIBOR + 8%, 2% LIBOR Floor, due 9/30/15 | $14,000,000 | 13,975,000 | 14,000,000 | 2.29 | % |
| | | | | | |
| Software Publishers (8.57%) | | | | | |
| Blue Coat Systems, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 8.5%, 1% LIBOR Floor, due 6/28/20 | $15,000,000 | 14,878,125 | 15,000,000 | 2.45 | % |
| Deltek, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 8.75%, 1.25% LIBOR Floor, due 10/10/19 | $15,000,000 | 14,793,064 | 15,187,500 | 2.48 | % |
| Edmentum, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 9.75%, 1.5% LIBOR Floor, due 5/17/19 | $15,000,000 | 14,732,239 | 15,075,000 | 2.46 | % |
| Websense, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 7.25%, 1% LIBOR Floor, due 12/27/20 | $7,200,000 | 7,164,000 | 7,209,000 | 1.18 | % |
| Total Software Publishers | | 51,567,428 | 52,471,500 | | |
| | | | | | |
| Wired Telecommunications Carriers (3.36%) | | | | | |
| Bulgaria Telecom Company AD, 1st Lien Facility 1A Term Loan, EURIBOR + 5.5%, due 11/9/17 - (Bulgaria) (4) | €3,261,237 | 3,523,974 | 3,967,083 | 0.65 | % |
| Integra Telecom Holdings, Inc., 2nd Lien Term Loan, LIBOR + 8.5%, 1.25% LIBOR Floor, due 2/22/20 | $15,000,000 | 14,683,897 | 15,420,525 | 2.52 | % |
| Viva Telecom Bulgaria EAD, 1st Lien Facility 1B Term Loan, EURIBOR + 5.5%, due 11/9/17 - (Luxembourg) (4) | €980,713 | 1,059,723 | 1,192,973 | 0.19 | % |
| Total Wired Telecommunications Carriers | | 19,267,594 | 20,580,581 | | |

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TCP Capital Corp.

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2013

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount or Shares | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (continued) | | | | | |
| Wireless Telecommunications Carriers (3.95%) | | | | | |
| Globalive Wireless Management Corp., Senior Secured 1st Lien Term Loan, LIBOR + 10.9%, due 4/30/14 - (Canada) | $3,037,292 | $2,933,872 | $3,028,180 | 0.49 | % |
| Gogo, LLC, Senior Secured 1st Lien Term Loan, LIBOR + 9.75%, 1.5% LIBOR Floor, due 6/21/17 | $19,839,573 | 18,948,000 | 21,148,984 | 3.46 | % |
| Total Wireless Telecommunications Carriers | | 21,881,872 | 24,177,164 | | |
| Total Bank Debt | | 451,996,950 | 450,672,404 | | |
| Other Corporate Debt Securities (13.66%) | | | | | |
| Architectural, Engineering, and Related Services (1.18%) | | | | | |
| ESP Holdings, Inc., Junior Unsecured Subordinated Promissory Notes, 6% Cash + 10% PIK, due 12/31/19 [(2), (5)] | $7,209,840 | 7,209,840 | 7,209,840 | 1.18 | % |
| Artificial Synthetic Fibers and Filaments Manufacturing (1.49%) | | | | | |
| AGY Holding Corporation, Senior Secured 2nd Lien Notes, 11%, due 11/15/16 [(2)] | $9,268,000 | 7,586,317 | 9,128,980 | 1.49 | % |
| Data Processing, Hosting, and Related Services (1.24%) | | | | | |
| The Telx Group, Inc., Senior Unsecured Notes, 10% Cash + 2% PIK, due 9/26/19 [(5)] | $7,028,456 | 6,889,974 | 7,590,732 | 1.24 | % |
| Metal and Mineral (except Petroleum) Merchant Wholesalers (2.02%) | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Constellation Enterprises, LLC, Senior Secured 1st Lien Notes, 10.625%, due 2/1/16 (5) | $12,500,000 | 12,322,875 | 12,326,174 | 2.02 | % |
| Metal Ore Mining (1.11%) | | | | | |
| St Barbara Ltd., 1st Priority Senior Secured Notes, 8.875%, due 4/15/18 (5) | $7,359,000 | 7,323,241 | 6,770,280 | 1.11 | % |
| Nondepository Credit Intermediation (1.68%) | | | | | |
| Caribbean Financial Group, Senior Secured Notes, 11.5%, due 11/15/19 (5) | $10,000,000 | 9,813,857 | 10,300,000 | 1.68 | % |
| Plastics Products Manufacturing (2.26%) | | | | | |
| Iracore International, Inc., Senior Secured Notes, 9.5%, due 6/1/18 (5) | $13,600,000 | 13,600,000 | 13,804,000 | 2.26 | % |
| Scientific Research and Development Services (2.68%) | | | | | |
| BPA Laboratories, Inc., Senior Secured Notes, 12.25%, due 4/1/17 (5) | $17,110,000 | 16,446,295 | 16,425,600 | 2.68 | % |
| Total Other Corporate Debt Securities | | 81,192,399 | 83,555,606 | | |
| Total Debt Investments | | 533,189,349 | 534,228,010 | | |
| Equity Securities (6.13%) | | | | | |
| Architectural, Engineering, and Related Services (1.10%) | | | | | |
| ESP Holdings, Inc., Cumulative Preferred 15% (2), (3), (5) | 20,297 | 2,249,930 | 3,947,863 | 0.65 | % |
| ESP Holdings, Inc., Common Stock (2), (3), (5) | 88,670 | 9,311,782 | 2,782,460 | 0.45 | % |
| Total Architectural, Engineering, and Related Services | | 11,561,712 | 6,730,323 | | |
| Business Support Services (0.21%) | | | | | |
| STG-Fairway Holdings, LLC, Class A Units (3), (5) | 80,396 | 1,100,348 | 1,279,342 | 0.21 | % |
| Data Processing, Hosting, and Related Services (0.17%) | | | | | |
| Anacomp, Inc., Class A Common Stock (3), (5), (6) | 1,255,527 | 26,711,048 | 1,016,977 | 0.17 | % |
| Depository Credit Intermediation (0.15%) | | | | | |
| Doral Financial Corporation, Common Stock (3) | 1,077,795 | 11,699,417 | 894,570 | 0.15 | % |
| Electric Power Generation, Transmission and Distribution (0.01%) | | | | | |
| La Paloma Residual Bank Debt Claim (3), (5) | 1,830,453 | 1,574,284 | 51,253 | 0.01 | % |
| Electronic Shopping (0.21%) | | | | | |
| Shop Holding, LLC, Class A Units (3), (5) | 490,037 | 462,576 | 992,709 | 0.16 | % |
| Shop Holding, LLC, Warrants to Purchase Class A Units (3), (5) | 326,691 | - | 335,154 | 0.05 | % |
| Total Electronic Shopping | | 462,576 | 1,327,863 | | |

TCP Capital Corp.

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2013

Showing Percentage of Total Cash and Investments of the Company

| Investment | Shares | Cost | Fair Value | Percent of Cash and Investments |
|---|---|---|---|---|
| Equity Securities (continued) | | | | |
| Financial Investment Activities (0.00%) | | | | |
| Marsico Holdings, LLC, Common Interest Units (3), (5) | 168,698 | $172,694 | $843 | - |
| Full-Service Restaurants (0.00%) | | | | |
| RM Holdco, LLC, Membership Units (2), (3), (5) | 13,161,000 | 2,010,777 | - | - |
| Machine Shops; Turned Product; and Screw, Nut, and Bolt Manufacturing (0.00%) | | | | |
| Precision Holdings, LLC, Class C Membership Interests (3), (5) | 33 | 1,396 | 17,240 | - |
| Nonmetallic Mineral Mining and Quarrying (0.35%) | | | | |
| EPMC HoldCo, LLC, Membership Units (2), (5) | 1,312,720 | - | 2,152,862 | 0.35 % |
| Other Amusement and Recreation Industries (0.00%) | | | | |
| Bally Total Fitness Holding Corporation, Common Stock (3), (5) | 6,058 | 45,186,963 | 18,174 | - |
| Bally Total Fitness Holding Corporation, Warrants (3), (5) | 10,924 | - | 1 | - |
| Total Other Amusement and Recreation Industries | | 45,186,963 | 18,175 | |
| Radio and Television Broadcasting (0.06%) | | | | |
| SiTV, Inc., Warrants to Purchase Common Stock (3), (5) | 233,470 | 300,322 | 352,540 | 0.06 % |
| Scheduled Air Transportation (1.66%) | | | | |
| Equipment Trusts - Aircraft Leased to Delta Air Lines, Inc. | | | | |
| N913DL Trust Beneficial Interests (5), (6) | 594 | 104,865 | 129,540 | 0.02 % |
| N918DL Trust Beneficial Interests (5), (6) | 526 | 119,617 | 145,860 | 0.02 % |

| | | | | | |
|---|---|---|---|---|---|
| N954DL Trust Beneficial Interests (5), (6) | 505 | 146,704 | 81,430 | 0.01 | % |
| N955DL Trust Beneficial Interests (5), (6) | 495 | 148,419 | 130,560 | 0.02 | % |
| N956DL Trust Beneficial Interests (5), (6) | 497 | 148,548 | 133,450 | 0.02 | % |
| N957DL Trust Beneficial Interests (5), (6) | 495 | 149,508 | 134,300 | 0.02 | % |
| N959DL Trust Beneficial Interests (5), (6) | 493 | 150,462 | 135,320 | 0.02 | % |
| N960DL Trust Beneficial Interests (5), (6) | 486 | 154,379 | 141,780 | 0.02 | % |
| N961DL Trust Beneficial Interests (5), (6) | 490 | 153,569 | 143,820 | 0.02 | % |
| N976DL Trust Beneficial Interests (5), (6) | 546 | 124,076 | 103,530 | 0.02 | % |
| Equipment Trusts - Aircraft Leased to United Airlines, Inc. | | | | | |
| N510UA Trust Beneficial Interests (2), (5) | 48 | 172,564 | 487,575 | 0.08 | % |
| N512UA Trust Beneficial Interests (2), (5) | 48 | 168,826 | 480,801 | 0.08 | % |
| N536UA Trust Beneficial Interests (2), (5) | 71 | 344,500 | 653,724 | 0.11 | % |
| N545UA Trust Beneficial Interests (2), (5) | 59 | 305,178 | 656,847 | 0.11 | % |
| N585UA Trust Beneficial Interests (2), (5) | 48 | 188,950 | 594,043 | 0.10 | % |
| United N659UA-767, LLC (N659UA) (5), (6) | 361 | 1,920,445 | 3,029,575 | 0.50 | % |
| United N661UA-767, LLC (N661UA) (5), (6) | 350 | 1,898,569 | 2,975,061 | 0.49 | % |
| Total Scheduled Air Transportation | | 6,399,179 | 10,157,216 | | |
| | | | | | |
| Resin, Synthetic Rubber, and Artificial Synthetic Fibers and Filaments Manufacturing (0.18%) | | | | | |
| KAGY Holding Company, Inc., Series A Preferred Stock (2), (3), (5) | 9,777,740 | 1,092,844 | 1,092,858 | 0.18 | % |
| | | | | | |
| Semiconductor and Other Electronic Component Manufacturing (0.04%) | | | | | |
| AIP/IS Holdings, LLC, Membership Units (3), (5) | 352 | - | 229,504 | 0.04 | % |
| | | | | | |
| Support Activities for Mining (0.58%) | | | | | |
| DeepOcean Group Holding BV, Common Stock - (Norway) (3), (5) | 145,824 | 3,477,624 | 3,572,909 | 0.58 | % |

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TCP Capital Corp.

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2013

Showing Percentage of Total Cash and Investments of the Company

| Investment | Shares | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Equity Securities (continued) | | | | | |
| Wired Telecommunications Carriers (1.41%) | | | | | |
| Integra Telecom, Inc., Common Stock [3], [5] | 1,274,522 | $8,433,884 | $5,265,976 | 0.86 | % |
| Integra Telecom, Inc., Warrants [3], [5] | 346,939 | 19,920 | - | - | |
| V Telecom Investment S.C.A, Common Shares - (Luxembourg) [3], [4], [5] | 1,393 | 3,236,256 | 3,373,583 | 0.55 | % |
| Total Wired Telecommunications Carriers | | 11,690,060 | 8,639,559 | | |
| Total Equity Securities | | 123,441,244 | 37,534,034 | | |
| **Total Investments [7]** | | 656,630,593 | 571,762,044 | | |
| Cash and Cash Equivalents | | | 40,065,668 | 6.55 | % |
| Total Cash and Investments | | | $611,827,712 | 100.00 | % |

*Notes to Statement of Investments:*

(1) Investments in bank debt generally are bought and sold among institutional investors in transactions not subject to registration under the Securities Act of 1933. Such transactions are generally subject to contractual restrictions, such as approval of the agent or borrower.

(2) Non-controlled affiliate – as defined under the Investment Company Act of 1940 (ownership of between 5% and 25% of the outstanding voting securities of this issuer).

(3) Non-income producing security.

(4) Principal amount denominated in foreign currency. Amortized cost and fair value converted from foreign currency to US dollars. (See Note 2)

(5) Restricted security. (See Note 2)

(6) Controlled issuer – as defined under the Investment Company Act of 1940 (ownership of 25% or more of the outstanding voting securities of this issuer).

(7) Includes investments with an aggregate market value of $5,916,563 that have been segregated to collateralize certain unfunded commitments.

Aggregate acquisitions and aggregate dispositions of investments, other than government securities, totaled $170,863,503 and $121,049,823, respectively for the six months ended June 30, 2013. Aggregate acquisitions includes investment assets received as payment in kind. Aggregate dispositions includes principal paydowns on and maturities of debt investments. The total value of restricted securities and bank debt as of June 30, 2013 was $561,738,494, or 91.8% of total cash and investments of the Company.

Swaps at June 30, 2013 were as follows:

| Investment | Notional Amount | Fair Value |
|---|---|---|
| Euro/US Dollar Cross-Currency Basis Swap, Pay Euros/Receive USD, Expires 5/16/14 | $ 6,040,944 | $ 271,816 |

*See accompanying notes.*

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TCP Capital Corp.

Consolidated Statement of Investments

December 31, 2012

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (90.12%) | | | | | |
| ***Bank Debt (75.60%)*** [(1)] | | | | | |
| Accounting, Tax Preparation, Bookkeeping, and Payroll Services (3.16%) | | | | | |
| Expert Global Solutions, LLC, Senior Secured 1st Lien Term Loan B, LIBOR + 6.75%, 1.25% LIBOR Floor, due 4/2/18 | $1,916,252 | $1,882,302 | $1,925,239 | 0.36 | % |
| Expert Global Solutions, LLC, Senior Secured 2nd Lien Term Loan, LIBOR + 9.5%, 1.5% LIBOR Floor, due 10/2/18 | $14,976,011 | 14,493,414 | 14,953,547 | 2.80 | % |
| Total Accounting, Tax Preparation, Bookkeeping, and Payroll Services | | 16,375,716 | 16,878,786 | | |
| | | | | | |
| Business Support Services (3.58%) | | | | | |
| STG-Fairway Acquisitions, Inc., Senior Secured 2nd Lien Term Loan, 12.5%, due 12/29/15 | $19,878,935 | 18,821,586 | 19,193,112 | 3.58 | % |
| | | | | | |
| Computer Equipment Manufacturing (1.78%) | | | | | |
| ELO Touch Solutions, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 10.5%, 1.5% LIBOR Floor, due 12/4/18 | $10,000,000 | 9,621,530 | 9,550,000 | 1.78 | % |
| | | | | | |
| Electric Power Generation, Transmission and Distribution (3.41%) | | | | | |
| Panda Sherman Power, LLC, Senior Secured 1st Lien Term Loan, LIBOR + 7.5%, 1.5% LIBOR Floor, due 9/14/18 | $11,070,172 | 10,910,286 | 11,263,900 | 2.10 | % |
| Astoria Generating Company Acquisitions, LLC, Senior Secured 1st Lien Term Loan, LIBOR + 9.35%, 1.5% LIBOR Floor, due 12/28/15 | $7,000,000 | 6,727,929 | 7,040,845 | 1.31 | % |

| | | | | | |
|---|---|---|---|---|---|
| Total Electric Power Generation, Transmission and Distribution | | 17,638,215 | 18,304,745 | | |
| | | | | | |
| Electronic Shopping (2.13%) | | | | | |
| Shopzilla, Inc., Senior Secured 2nd Lien Term Loan, 13%, due 6/1/14 | $11,382,687 | 10,869,637 | 11,422,526 | 2.13 | % |
| | | | | | |
| Equipment Rental and Leasing (3.28%) | | | | | |
| Sky Funding AMR Lease Portfolio, Senior Subordinated 1st Lien Term Loan, 10%, due 9/6/16 - (Ireland) | $17,000,000 | 16,412,490 | 17,595,000 | 3.28 | % |
| | | | | | |
| Financial Investment Activities (0.02%) | | | | | |
| Marsico Capital Management, Senior Secured 1st Lien Term Loan, LIBOR + 5%, due 12/31/22 | $11,281,905 | 14,205,420 | 5,753,772 | 1.07 | % |
| | | | | | |
| Full-Service Restaurants (3.20%) | | | | | |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche A, 11%, due 3/19/16 (2) | $3,759,156 | 3,759,156 | 3,759,156 | 0.70 | % |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B, 12% Cash + 7% PIK, due 3/19/16 (2) | $6,258,122 | 6,258,122 | 6,258,122 | 1.17 | % |
| RM Holdco, LLC, Subordinated Convertible Term Loan, 1.12% PIK, due 3/21/18 (2) | $5,106,805 | 5,106,805 | 5,106,805 | 0.96 | % |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B-1, 12% Cash + 7% PIK, due 3/19/16 (2) | $1,976,470 | 1,922,118 | 1,976,470 | 0.37 | % |
| Total Full-Service Restaurants | | 17,046,201 | 17,100,553 | | |
| | | | | | |
| Gaming Industries (5.61%) | | | | | |
| Golden Gaming, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 7% Cash + 1% PIK, 2% LIBOR Floor, due 4/15/16 | $15,975,628 | 15,600,947 | 15,735,993 | 2.94 | % |
| AGS LLC, 1st Lien Term Loan, LIBOR + 10%, 1.5% LIBOR Floor, due 8/15/16 | $13,269,231 | 12,781,083 | 13,395,288 | 2.50 | % |
| AGS LLC, DDTL 1st Lien Term Loan, LIBOR + 10%, 1.5% LIBOR Floor, due 8/15/16 | $865,385 | 796,154 | 881,827 | 0.17 | % |
| Total Gaming Industries | | 29,178,184 | 30,013,108 | | |
| | | | | | |
| Grocery Stores (2.58%) | | | | | |
| Bashas, Inc., Senior Secured 1st Lien FILO Term Loan, LIBOR + 9.35%, 1.5% LIBOR Floor, due 12/28/15 | $13,461,182 | 13,461,182 | 13,797,711 | 2.58 | % |

TCP Capital Corp.

Consolidated Statement of Investments (Continued)

December 31, 2012

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | Percent of Cash and Investments |
|---|---|---|---|---|
| Debt Investments (continued) | | | | |
| Insurance Related Activities (1.04%) | | | | |
| Confie Seguros Holding II Co., 2nd Lien Term Loan, LIBOR + 9%, 1.25% LIBOR Floor, due 7/26/19 | $5,600,000 | $5,490,103 | $5,590,676 | 1.04 % |
| Iron and Steel Mills and Ferroalloy Manufacturing (1.22%) | | | | |
| Essar Steel Algoma, Inc., Senior Secured Term Loan, LIBOR + 7.5%, 1.25% LIBOR Floor, due 9/20/14 | $6,581,231 | 6,464,979 | 6,537,367 | 1.22 % |
| Motion Picture and Video Industries (2.83%) | | | | |
| CORE Entertainment, Inc., Senior Secured 1st Lien Term Loan, 9%, due 6/21/17 | $9,462,231 | 9,362,125 | 8,220,313 | 1.53 % |
| CORE Entertainment, Inc., Senior Secured 2nd Lien Term Loan, 13.5%, due 6/21/18 | $7,569,785 | 7,488,038 | 6,964,202 | 1.30 % |
| Total Motion Picture and Video Industries | | 16,850,163 | 15,184,515 | |
| Motor Vehicle Parts Manufacturing (2.41%) | | | | |
| DMI SMW Holding Corporation, Term Loan, LIBOR + 7.75%, 1.5% LIBOR Floor, due 12/21/17 | $12,935,000 | 12,938,292 | 12,902,663 | 2.41 % |
| Other Amusement and Recreation Industries (2.14%) | | | | |
| Intrawest Cayman L.P., 1st Lien Term Loan, LIBOR + 5.75%, 1.25% LIBOR Floor, due 12/4/17 - (Cayman Islands) | $1,250,000 | 1,231,250 | 1,257,813 | 0.23 % |
| Intrawest Cayman L.P., 2nd Lien Term Loan, LIBOR + 9.5%, 1.25% LIBOR Floor, due 12/4/18 - (Cayman Islands) | $10,250,000 | 9,993,750 | 10,250,000 | 1.91 % |
| Total Other Amusement and Recreation Industries | | 11,225,000 | 11,507,813 | |

| | | | | | |
|---|---|---|---|---|---|
| Other Electrical Equipment and Component Manufacturing (3.03%) | | | | | |
| Palladium Energy, Inc., Term Loan, LIBOR + 9%, 1% LIBOR Floor, due 12/21/17 | $16,500,317 | 16,170,991 | 16,219,812 | 3.03 | % |
| Other Professional, Scientific, and Technical Services (2.27%) | | | | | |
| Connolly, LLC, Senior Secured 2nd Lien Term Loan, LIBOR + 9.25%, 1.25% LIBOR Floor, due 7/26/19 | $12,000,000 | 11,808,454 | 12,157,500 | 2.27 | % |
| Petroleum and Coal Products Manufacturing (1.57%) | | | | | |
| Boomerang Tube, LLC, 2nd Lien Term Loan, LIBOR + 9.5%, 1.5% LIBOR Floor, due 10/2/17 | $8,522,741 | 8,277,159 | 8,416,206 | 1.57 | % |
| Pharmaceutical and Medicine Manufacturing (1.51%) | | | | | |
| Pharmaceutical Research Associates, Inc., 2nd Lien Term Loan, LIBOR + 9.25%, 1.25% LIBOR Floor, due 6/10/19 | $8,000,000 | 7,840,000 | 8,085,000 | 1.51 | % |
| Promoters of Performing Arts, Sports, and Similar Events (2.06%) | | | | | |
| Stadium Management Group, Senior Secured 2nd Lien Term Loan, LIBOR + 9.50%, 1.25% LIBOR Floor, due 12/7/18 | $11,000,000 | 10,792,091 | 11,055,000 | 2.06 | % |
| Radio and Television Broadcasting (4.58%) | | | | | |
| Encompass Digital Media, Inc., 1st Lien Term Loan, LIBOR + 6.5%, 1.5% LIBOR Floor, due 8/10/17 | $7,940,000 | 7,802,595 | 8,039,250 | 1.50 | % |
| Granite Broadcasting Corporation, Senior Secured 1st Lien Term Loan B, LIBOR + 7.25%, 1.25% LIBOR Floor, due 5/23/18 | $9,950,000 | 9,719,719 | 9,974,875 | 1.86 | % |
| SiTV, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 6% Cash + 4% PIK, 2% LIBOR Floor, due 8/3/16 | $6,806,343 | 6,421,282 | 6,523,880 | 1.22 | % |
| Total Radio and Television Broadcasting | | 23,943,596 | 24,538,005 | | |
| Retail (1.90%) | | | | | |
| Kenneth Cole Productions, Inc., Senior Secured 1st Lien FILO Term Loan, LIBOR + 10.60%, 1% LIBOR Floor, due 9/25/17 | $10,000,000 | 9,717,763 | 10,200,000 | 1.90 | % |

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TCP Capital Corp.

Consolidated Statement of Investments (Continued)

December 31, 2012

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (continued) | | | | | |
| Scheduled Air Transportation (3.11%) | | | | | |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N913DL), 8%, due 7/15/18 (6) | $366,557 | $366,557 | $367,370 | 0.07 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N918DL), 8%, due 7/15/18 (6) | $456,613 | 456,613 | 454,580 | 0.08 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N954DL), 8%, due 9/20/19 (6) | $593,200 | 593,200 | 597,720 | 0.11 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N955DL), 8%, due 9/20/19 (6) | $609,107 | 609,107 | 612,000 | 0.11 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N956DL), 8%, due 9/20/19 (6) | $609,360 | 609,360 | 612,850 | 0.11 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N957DL), 8%, due 9/20/19 (6) | $614,434 | 614,434 | 617,440 | 0.12 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N959DL), 8%, due 9/20/19 (6) | $619,468 | 619,468 | 622,030 | 0.12 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N960DL), 8%, due 9/20/19 (6) | $639,631 | 639,631 | 640,730 | 0.12 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N961DL), 8%, due 9/20/19 (6) | $635,009 | 635,009 | 636,990 | 0.12 | % |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N976DL), 8%, due 7/15/18 (6) | $474,007 | 474,007 | 473,280 | 0.09 | % |
| United Airlines, Inc., Aircraft Secured Mortgage (N510UA), 20%, due 9/26/16 (2) | $410,410 | 410,410 | 548,340 | 0.10 | % |
| United Airlines, Inc., Aircraft Secured Mortgage (N512UA), 20%, due 10/26/16 (2) | $414,343 | 414,343 | 556,225 | 0.10 | % |
| United Airlines, Inc., Aircraft Secured Mortgage (N536UA), 16%, due 8/21/14 (2) | $251,941 | 251,941 | 277,780 | 0.05 | % |

| | | | | | |
|---|---|---|---|---|---|
| United Airlines, Inc., Aircraft Secured Mortgage (N545UA), 16%, due 7/17/15 (2) | $377,925 | 377,925 | 436,810 | 0.08 | % |
| United Airlines, Inc., Aircraft Secured Mortgage (N585UA), 20%, due 10/25/16 (2) | $486,501 | 486,501 | 653,220 | 0.12 | % |
| United Airlines, Inc., Aircraft Secured Mortgage (N659UA), 12%, due 3/28/16 (6) | $3,707,430 | 3,707,430 | 4,264,148 | 0.80 | % |
| United Airlines, Inc., Aircraft Secured Mortgage (N661UA), 12%, due 5/4/16 (6) | $3,849,284 | 3,849,284 | 4,351,424 | 0.81 | % |
| | | 15,115,220 | 16,722,937 | | |
| Semiconductor and Other Electronic Component Manufacturing (2.61%) | | | | | |
| Isola USA Corporation, 1st Lien Term Loan, LIBOR + 8%, 2% LIBOR Floor, due 9/29/15 | $14,000,000 | 13,975,000 | 14,000,000 | 2.61 | % |
| | | | | | |
| Software Publishers (8.47%) | | | | | |
| Blackboard, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 6%, 1.5% LIBOR Floor, due 10/4/18 | $2,671,613 | 2,457,884 | 2,705,008 | 0.51 | % |
| Deltek, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 8.75%, 1.25% LIBOR Floor, due 10/10/19 | $15,000,000 | 14,781,719 | 15,275,025 | 2.85 | % |
| Edmentum, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 9.75%, 1.5% LIBOR Floor due 5/8/19 | $15,000,000 | 14,717,168 | 14,831,250 | 2.77 | % |
| SumTotal Systems, LLC, Senior Secured 2nd Lien Term Loan, LIBOR + 9%, 1.25% LIBOR Floor, due 5/13/19 | $7,600,000 | 7,449,234 | 7,524,000 | 1.41 | % |
| The TriZetto Group, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 7.25%, 1.25% LIBOR Floor, due 3/28/19 | $5,000,000 | 4,927,523 | 4,979,175 | 0.93 | % |
| Total Software Publishers | | 44,333,528 | 45,314,458 | | |
| | | | | | |
| Support Activities for Mining (0.06%) | | | | | |
| Trico Shipping AS, 1st Lien Term Loan A, LIBOR + 8.5%, 1.5% LIBOR Floor, due 5/13/14 - (Norway) | $228,803 | 228,803 | 228,803 | 0.04 | % |
| Trico Shipping AS, 1st Lien Term Loan B, LIBOR + 8.5%, 1.5% LIBOR Floor, due 5/13/14 - (Norway) | $80,543 | 80,543 | 80,543 | 0.02 | % |
| Total Support Activities for Mining | | 309,346 | 309,346 | | |
| | | | | | |
| Wired Telecommunications Carriers (2.52%) | | | | | |
| Bulgaria Telecom Company AD, 1st Lien Facility 1A Term Loan, EURIBOR + 5.5%, due 11/9/17 - (Bulgaria) (4) | €3,262,515 | 3,525,355 | 3,744,685 | 0.70 | % |
| Integra Telecom Holdings, Inc., 1st Lien Term Loan, LIBOR + 7.25%, 2% LIBOR Floor, due 4/15/15 | $8,477,489 | 8,070,172 | 8,518,096 | 1.60 | % |
| Viva Telecom Bulgaria EAD, 1st Lien Facility 1B Term Loan, EURIBOR + 5.5%, due 11/9/17 - (Luxembourg) (4) | €980,713 | 1,059,723 | 1,125,653 | 0.22 | % |
| Total Wired Telecommunications Carriers | | 12,655,250 | 13,388,434 | | |

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TCP Capital Corp.

Consolidated Statement of Investments (Continued)

December 31, 2012

Showing Percentage of Total Cash and Investments of the Company

| Investment | Principal Amount | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Debt Investments (continued) | | | | | |
| Wireless Telecommunications Carriers (0.56%) | | | | | |
| Globalive Wireless Management Corp., Senior Secured 1st Lien Term Loan, LIBOR + 8.9%, due 10/9/12 - (Canada) | $3,037,292 | $2,933,872 | $3,000,845 | 0.56 | % |
| Gogo, LLC, Senior Secured 1st Lien Term Loan, LIBOR + 9.75%, 1.5% LIBOR Floor, due 6/21/17 | $10,168,765 | 9,762,014 | 10,270,452 | 1.92 | % |
| Total Wireless Telecommunications | | 12,695,886 | 13,271,297 | | |
| Total Bank Debt | | 404,232,982 | 405,010,342 | | |
| Other Corporate Debt Securities (14.51%) | | | | | |
| Architectural, Engineering, and Related Services (1.33%) | | | | | |
| ESP Holdings, Inc., Junior Unsecured Subordinated Promissory Notes, 6% Cash + 10% PIK, due 12/31/19 [(2), (5)] | $7,209,840 | 7,209,840 | 7,134,137 | 1.33 | % |
| Artificial Synthetic Fibers and Filaments Manufacturing (1.72%) | | | | | |
| AGY Holding Corporation, Senior Secured 2nd Lien Notes, 11%, due 11/15/14 | $18,536,000 | 15,172,634 | 9,221,660 | 1.72 | % |
| Data Processing, Hosting, and Related Services (1.34%) | | | | | |
| The Telx Group, Inc., Senior Unsecured Notes, 10% Cash + 2% PIK, due 9/26/19 [(5)] | $6,958,697 | 6,820,215 | 7,167,458 | 1.34 | % |
| Metal and Mineral (except Petroleum) Merchant Wholesalers (2.48%) | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Constellation Enterprises, LLC, Senior Secured 1st Lien Notes, 10.625%, due 2/1/16 (5) | $12,500,000 | 12,322,875 | 13,296,875 | 2.48 | % |
| Nondepository Credit Intermediation (1.87%) | | | | | |
| Caribbean Financial Group, Senior Secured Notes, 11.5%, due 11/15/19 (5) | $10,000,000 | 9,803,494 | 10,037,500 | 1.87 | % |
| Nonferrous Metal Production and Processing (2.88%) | | | | | |
| International Wire Group Holdings, Inc., Senior Secured Notes, 8.5%, due 10/15/17 (2), (5) | $15,000,000 | 15,000,000 | 15,450,000 | 2.88 | % |
| Scientific Research and Development Services (2.89%) | | | | | |
| BPA Laboratories, Inc., Senior Secured Notes, 12.25%, due 4/1/17 (5) | $17,110,000 | 16,446,295 | 15,484,550 | 2.89 | % |
| Total Other Corporate Debt Securities | | 82,775,353 | 77,792,180 | | |
| Total Debt Investments | | 487,008,335 | 482,802,522 | | |
| Equity Securities (6.51%) | | | | | |
| Other Amusement and Recreation Industries (0.01%) | | | | | |
| Bally Total Fitness Holding Corporation, Common Stock (3), (5) | 6,058 | 45,186,963 | 27,746 | 0.01 | % |
| Bally Total Fitness Holding Corporation, Warrants (3), (5) | 10,924 | - | 1 | - | |
| Total Other Amusement and Recreation Industries | | 45,186,963 | 27,747 | | |
| Architectural, Engineering, and Related Services (1.10%) | | | | | |
| ESP Holdings, Inc., Cumulative Preferred 15% (2), (3), (5) | 20,297 | 2,249,930 | 3,643,088 | 0.68 | % |
| ESP Holdings, Inc., Common Stock (2), (3), (5) | 88,670 | 9,311,782 | 2,263,124 | 0.42 | % |
| Total Architectural, Engineering, and Related Services | | 11,561,712 | 5,906,212 | | |
| Business Support Services (0.05%) | | | | | |
| STG-Fairway Holdings, LLC, Class A Units (3), (5) | 80,396 | 1,100,348 | 241,188 | 0.05 | % |
| Data Processing, Hosting, and Related Services (0.23%) | | | | | |
| Anacomp, Inc., Class A Common Stock (3), (5), (6) | 1,255,527 | 26,711,048 | 1,255,527 | 0.23 | % |

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TCP Capital Corp.

Consolidated Statement of Investments (Continued)

December 31, 2012

Showing Percentage of Total Cash and Investments of the Company

| Investment | Shares | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Equity Securities (continued) | | | | | |
| Depository Credit Intermediation (0.15%) | | | | | |
| Doral Financial Corporation, Common Stock [3] | 1,077,795 | $11,699,417 | $780,431 | 0.15 | % |
| Electric Power Generation, Transmission and Distribution (0.01%) | | | | | |
| La Paloma Residual Bank Debt Claim [3], [5] | 1,830,453 | 1,574,284 | 51,253 | 0.01 | % |
| Electronic Shopping (0.21%) | | | | | |
| Shop Holding, LLC, Class A Units [3], [5] | 490,037 | 462,576 | 915,198 | 0.16 | % |
| Shop Holding, LLC, Warrants to Purchase Class A Units [3], [5] | 326,691 | - | 283,346 | 0.05 | % |
| Total Electronic Shopping | | 462,576 | 1,198,544 | | |
| Financial Investment Activities (0.02%) | | | | | |
| Marsico Holdings, LLC, Common Interest Units [3], [5] | 168,698 | 172,694 | 84,349 | 0.02 | % |
| Full-Service Restaurants (0.16%) | | | | | |
| RM Holdco, LLC, Membership Units [2], [3], [5] | 13,161,000 | 2,010,777 | 849,478 | 0.16 | % |
| Machine Shops; Turned Product; and Screw, Nut, and Bolt Manufacturing (0.00%) | | | | | |
| Precision Holdings, LLC, Class C Membership Interests [3], [5] | 33 | 1,396 | 21,317 | - | |
| Nonmetallic Mineral Mining and Quarrying (0.51%) | | | | | |
| EPMC HoldCo, LLC, Membership Units [2], [5] | 1,312,720 | - | 2,730,458 | 0.51 | % |

| | | | | | |
|---|---|---|---|---|---|
| Radio and Television Broadcasting (0.06%) | | | | | |
| SiTV, Inc., Warrants to Purchase Common Stock [3], [5] | 233,470 | 300,322 | 336,197 | 0.06 | % |
| | | | | | |
| Scheduled Air Transportation (1.83%) | | | | | |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N913DL) [5], [6] | 466 | 113,899 | 111,520 | 0.02 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N918DL) [5], [6] | 433 | 130,664 | 120,530 | 0.02 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N954DL) [5], [6] | 421 | 161,952 | 113,390 | 0.02 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N955DL) [5], [6] | 417 | 164,481 | 160,650 | 0.03 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N956DL) [5], [6] | 418 | 164,726 | 163,200 | 0.03 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N957DL) [5], [6] | 417 | 165,755 | 163,880 | 0.03 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N959DL) [5], [6] | 416 | 166,778 | 164,390 | 0.03 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N960DL) [5], [6] | 412 | 171,075 | 169,660 | 0.03 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N961DL) [5], [6] | 415 | 170,315 | 171,360 | 0.03 | % |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N976DL) [5], [6] | 442 | 136,326 | 83,300 | 0.02 | % |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N510UA) [2], [5] | 43 | 151,759 | 479,682 | 0.09 | % |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N512UA) [2], [5] | 43 | 148,561 | 473,761 | 0.09 | % |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N536UA) [2], [5] | 62 | 298,394 | 624,746 | 0.12 | % |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N545UA) [2], [5] | 52 | 267,249 | 616,897 | 0.12 | % |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N585UA) [2], [5] | 43 | 167,806 | 583,391 | 0.11 | % |
| United N659UA-767, LLC (N659UA) [5], [6] | 312 | 1,773,072 | 2,771,428 | 0.52 | % |
| United N661UA-767, LLC (N661UA) [5], [6] | 303 | 1,759,997 | 2,789,809 | 0.52 | % |
| Total Scheduled Air Transportation | | 6,112,809 | 9,761,594 | | |
| | | | | | |
| Semiconductor and Other Electronic Component Manufacturing (0.01%) | | | | | |
| AIP/IS Holdings, LLC, Membership Units [3], [5] | 352 | - | 68,922 | 0.01 | % |
| | | | | | |
| Support Activities for Mining (0.61%) | | | | | |
| DeepOcean Group Holding AS, Common Stock - (Norway) [3], [5] | 145,824 | 3,477,627 | 3,255,535 | 0.61 | % |

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TCP Capital Corp.

Consolidated Statement of Investments (Continued)

December 31, 2012

Showing Percentage of Total Cash and Investments of the Company

| Investment | Shares | Cost | Fair Value | Percent of Cash and Investments | |
|---|---|---|---|---|---|
| Equity Securities (continued) | | | | | |
| Wired Telecommunications Carriers (1.55%) | | | | | |
| Integra Telecom, Inc., Common Stock (3), (5) | 1,274,522 | $8,433,884 | $5,038,718 | 0.94 | % |
| Integra Telecom, Inc., Warrants (3), (5) | 346,939 | 19,920 | - | - | |
| V Telecom Investment S.C.A, Common Shares - (Luxembourg) (3), (4), (5) | 1,393 | 3,236,256 | 3,273,095 | 0.61 | % |
| Total Wired Telecommunications Carriers | | 11,690,060 | 8,311,813 | | |
| Total Equity Securities | | 122,062,033 | 34,880,565 | | |
| **Total Investments (7)** | | 609,070,368 | 517,683,087 | | |
| Cash and Cash Equivalents | | | 18,035,189 | 3.37 | % |
| Total Cash and Investments | | | $535,718,276 | 100.00 | % |

*Notes to Statement of Investments:*

(1) Investments in bank debt generally are bought and sold among institutional investors in transactions not subject to registration under the Securities Act of 1933. Such transactions are generally subject to contractual restrictions, such as approval of the agent or borrower.

(2) Non-controlled affiliate – as defined under the Investment Company Act of 1940 (ownership of between 5% and 25% of the outstanding voting securities of this issuer).

(3) Non-income producing security.

(4) Principal amount denominated in foreign currency. Amortized cost and fair value converted from foreign currency to US dollars. (See Note 2)

(5) Restricted security. (See Note 2)

(6) Controlled issuer – as defined under the Investment Company Act of 1940 (ownership of 25% or more of the outstanding voting securities of this issuer).

(7) Includes investments with an aggregate market value of $1,382,875 that have been segregated to collateralize certain unfunded commitments.

Aggregate acquisitions and aggregate dispositions of investments, other than government securities, totaled $359,020,926 and $211,216,033, respectively for the year ended December 31, 2012. Aggregate acquisitions includes investment assets received as payment in kind. Aggregate dispositions includes principal paydowns on and maturities of debt investments. The total value of restricted securities and bank debt as of December 31, 2012 was $507,680,996, or 94.8% of total cash and investments of the Company.

Swaps at December 31, 2012 were as follows:

| Investment | Notional Amount | Fair Value |
|---|---|---|
| Euro/US Dollar Cross-Currency Basis Swap, Pay Euros/Receive USD, Expires 5/16/14 | $6,040,944 | $179,364 |

*See accompanying notes.*

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TCP Capital Corp.

Consolidated Statements of Operations (Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 [(1)] | 2013 | 2012 [(1)] |
| Investment income | | | | |
| Interest income: | | | | |
| Unaffiliated issuers | $ 12,247,602 | $ 8,824,978 | $ 27,487,968 | $ 16,977,526 |
| Controlled companies | 312,268 | - | 642,585 | - |
| Other affiliates | 1,202,653 | 1,562,916 | 2,096,165 | 3,245,630 |
| Dividend income: | | | | |
| Other affiliates | - | - | - | 1,811,189 |
| Other income: | | | | |
| Unaffiliated issuers | 419,415 | 520,580 | 576,948 | 520,580 |
| Controlled companies | 168,604 | - | 311,515 | - |
| Other affiliates | 118,653 | 177,984 | 219,756 | 345,858 |
| Total investment income | 14,469,195 | 11,086,458 | 31,334,937 | 22,900,783 |
| | | | | |
| Operating expenses | | | | |
| Management and advisory fees | 1,940,295 | 1,552,867 | 3,905,033 | 3,249,664 |
| Professional fees relating to the Conversion | - | - | - | 411,523 |
| Administrative expenses | 167,808 | - | 335,616 | - |
| Amortization of deferred debt issuance costs | 142,914 | 109,771 | 251,478 | 219,542 |
| Legal fees, professional fees and due diligence expenses | 162,152 | 270,991 | 301,204 | 361,776 |
| Interest expense | 186,702 | 9,929 | 323,109 | 56,448 |
| Commitment fees | 38,506 | 70,153 | 61,094 | 132,361 |
| Director fees | 72,000 | 46,500 | 143,809 | 100,000 |
| Insurance expense | 42,522 | 27,072 | 78,795 | 55,963 |
| Custody fees | 30,232 | 23,469 | 59,651 | 46,503 |
| Other operating expenses | 224,535 | 54,668 | 417,506 | 107,863 |
| Total operating expenses | 3,007,666 | 2,165,420 | 5,877,295 | 4,741,643 |
| | | | | |
| Net investment income before taxes | 11,461,529 | 8,921,038 | 25,457,642 | 18,159,140 |
| | | | | |
| Excise tax expense | - | - | - | 502,978 |
| Net investment income | 11,461,529 | 8,921,038 | 25,457,642 | 17,656,162 |
| | | | | |
| Net realized and unrealized gain (loss) on investments and foreign currency | | | | |
| Net realized gain (loss): | | | | |
| Investments in unaffiliated issuers | (4,095,160 ) | 2,928,909 | (3,577,502 ) | (3,104,104 ) |
| Investments in non-controlled affiliates | - | - | - | 718,845 |

| | | | | |
|---|---|---|---|---|
| Net realized gain (loss) | (4,095,160 ) | 2,928,909 | (3,577,502 ) | (2,385,259 ) |
| Net change in net unrealized appreciation/depreciation | 4,753,522 | (5,426,269 ) | 6,591,253 | (4,999,802 ) |
| Net realized and unrealized gain (loss) | 658,362 | (2,497,360 ) | 3,013,751 | (7,385,061 ) |
| Dividends paid on Series A preferred equity facility | (392,669 ) | (373,691 ) | (786,082 ) | (745,183 ) |
| Net change in accumulated dividends on Series A preferred equity facility | 19,111 | (23,786 ) | 35,122 | (67,093 ) |
| Distributions of incentive allocation to the General Partner from net investment income | (2,217,594 ) | - | (4,941,336 ) | - |
| Distributions of incentive allocation to the General Partner from net realized gains | (258,441 ) | - | (258,441 ) | - |
| Net change in reserve for incentive allocation | 126,768 | - | (344,310 ) | - |
| Net increase in net assets applicable to common shareholders resulting from operations | $ 9,397,066 | $ 6,026,201 | $ 22,176,346 | $ 9,458,825 |
| Basic and diluted earnings per common share | $ 0.40 | $ 0.28 | $ 0.98 | N/A |
| Basic and diluted weighted average common shares outstanding | 23,639,742 | 21,475,635 | 22,564,670 | N/A |

*See accompanying notes.*

(1) Prior to the Conversion on April 2, 2012, the Company's portfolio had different objectives.

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TCP Capital Corp.

Consolidated Statements of Changes in Net Assets (Unaudited)

| | Common Stock | | Paid in Capital | Accumulated Net Investment | Accumulated Net Realized | Accumulated Net Unrealized | Total Net |
|---|---|---|---|---|---|---|---|
| | Shares | Par Amount | in Excess of Par | Income | Losses | Depreciation | Assets |
| Balance at December 31, 2011 | 418,956 | $419 | $364,742,957 | $13,515,239 | $(45,411,498) | $(94,976,243) | $237,870,874 |
| Retirement of old common stock in the Conversion | (418,956) | (419) | 419 | - | - | - | - |
| Issuance of common stock in the Conversion | 15,725,635 | 15,726 | (15,726) | - | - | - | - |
| Issuance of common stock in public offering | 5,750,000 | 5,750 | 80,956,005 | - | - | - | 80,961,755 |
| Issuance of common stock from dividend reinvestment plan | 1,993 | 2 | 30,383 | - | - | - | 30,385 |
| Net increase in net assets applicable to common shareholders resulting from operations | - | - | - | 38,717,561 | (15,990,188) | 3,205,937 | 25,933,310 |
| Dividends paid to common shareholders | - | - | - | (28,808,774) | - | - | (28,808,774) |
| Tax reclassification of stockholders' equity in | - | - | (1,479,978) | (897,847) | 2,377,825 | - | - |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| accordance with generally accepted accounting principles | | | | | | | |
| Balance at December 31, 2012 | 21,477,628 | $21,478 | $444,234,060 | $22,526,179 | $(59,023,861) | $(91,770,306) | $315,987,550 |
| Issuance of common stock in public offering | 5,175,000 | 5,175 | 78,171,615 | - | - | - | 78,176,790 |
| Issuance of common stock from dividend reinvestment plan | 2,073 | 2 | 33,865 | - | - | - | 33,867 |
| Net increase in net assets applicable to common shareholders resulting from operations | - | - | - | 19,162,595 | (3,577,502 ) | 6,591,253 | 22,176,346 |
| Dividends paid to common shareholders | - | - | - | (18,186,395) | - | - | (18,186,395 ) |
| Balance at June 30, 2013 | 26,654,701 | $26,655 | $522,439,540 | $23,502,379 | $(62,601,363) | $(85,179,053) | $398,188,158 |

*See accompanying notes.*

TCP Capital Corp.

Consolidated Statements of Cash Flows (Unaudited)

| | Six Months Ended June 30, 2013 | 2012 |
|---|---|---|
| Operating activities | | |
| Net increase in net assets applicable to common shareholders resulting from operations | $22,176,346 | $9,458,825 |
| Adjustments to reconcile net increase in net assets applicable to common shareholders resulting from operations to net cash provided by (used in) operating activities: | | |
| Net realized loss | 3,577,502 | 2,385,259 |
| Net change in unrealized appreciation/depreciation of investments | (6,611,142) | 5,193,932 |
| Dividends paid on Series A preferred equity facility | 786,082 | 745,183 |
| Net change in accumulated dividends on Series A preferred equity facility | (35,122) | 67,093 |
| Net change in reserve for incentive allocation | 344,310 | - |
| Accretion of original issue discount | (1,324,008) | (310,141) |
| Net accretion of market discount/premium | (81) | (958,708) |
| Interest and dividend income paid in kind | (546,987) | (1,149,175) |
| Amortization of deferred debt issuance costs | 251,478 | 219,542 |
| Changes in assets and liabilities: | | |
| Purchases of investment securities | (170,316,516) | (164,402,124) |
| Proceeds from sales, maturities and paydowns of investments | 121,049,823 | 85,617,208 |
| Decrease (increase) in accrued interest income - unaffiliated issuers | (1,444,027) | 328,752 |
| Decrease in accrued interest income - controlled companies | 5,751 | - |
| Increase in accrued interest income - other affiliates | (324,728) | (327,431) |
| Decrease in receivable for investments sold | 5,032,415 | 4,083,716 |
| Decrease (increase) in prepaid expenses and other assets | (696,123) | 1,195,151 |
| Increase in payable for investments purchased | 28,364,525 | 1,908,878 |
| Increase in payable to the Investment Manager | 515,806 | 1,804,996 |
| Increase (decrease) in management and advisory fees payable | 1,940,295 | (565,599) |
| Increase (decrease) in interest payable | 106,748 | (41,140) |
| Increase in incentive allocation payable | 2,476,035 | - |
| Decrease in accrued expenses and other liabilities | (746,408) | (422,551) |
| Net cash provided by (used in) operating activities | 4,581,974 | (55,168,334) |
| Financing activities | | |
| Proceeds from draws on credit facilities | 52,000,000 | 74,000,000 |
| Principal repayments on credit facilities | (93,000,000) | (86,000,000) |
| Payments of debt issuance costs | (789,675) | - |
| Dividends paid on Series A preferred equity facility | (786,082) | (745,183) |
| Dividends paid to common shareholders | (18,186,395) | (12,701,716) |

| | | |
|---|---|---|
| Proceeds from shares issued in connection with dividend reinvestment plan | 33,867 | - |
| Proceeds from common shares sold, net of underwriting and offering costs | 78,176,790 | 80,991,755 |
| Net cash provided by financing activities | 17,448,505 | 55,544,856 |
| | | |
| Net increase in cash and cash equivalents | 22,030,479 | 376,522 |
| Cash and cash equivalents at beginning of period | 18,035,189 | 10,831,678 |
| Cash and cash equivalents at end of period | $40,065,668 | $11,208,200 |
| | | |
| Supplemental cash flow information | | |
| Interest payments | $216,361 | $51,069 |
| Excise tax payments | 969,946 | 502,978 |

*See accompanying notes.*

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited)

June 30, 2013

**1. Organization and Nature of Operations**

TCP Capital Corp. (the "Company") is a Delaware corporation formed on April 2, 2012 as an externally managed, closed-end, non-diversified management investment company. The Company elected to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). The Company's investment objective is to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. The Company invests primarily in the debt of middle-market companies, including senior secured loans, junior loans, mezzanine debt and bonds. Such investments may include an equity component, and, to a lesser extent, the Company may make equity investments directly. Investment operations are conducted in Special Value Continuation Partners, LP, a Delaware limited partnership (the "Partnership"), of which the Company owns 100% of the common limited partner interests, or in TCPC Funding I, LLC, a Delaware limited liability company ("TCPC Funding"), which is a wholly owned subsidiary of the Partnership. The Partnership has also elected to be treated as a BDC under the 1940 Act. These consolidated financial statements include the accounts of the Company, the Partnership and TCPC Funding. All significant intercompany transactions and balances have been eliminated in the consolidation.

The Company was formed through the conversion on April 2, 2012 of the Company's predecessor, Special Value Continuation Fund, LLC ("SVCF"), from a limited liability company to a corporation in a non-taxable transaction, leaving the Company as the surviving entity (the "Conversion"). At the time of the Conversion, all limited liability company interests were exchanged for 15,725,635 shares of common stock in the Company. As a result of the Conversion, the books and records of SVCF have become the books and records of the surviving entity. On April 3, 2012, the Company completed its initial public offering. For periods prior to April 2, 2012, the consolidated financial statements and related footnotes reflect the performance of SVCF. Per share amounts prior to the conversion are not considered useful and have been marked as "N/A" in the consolidated financial statements.

The Company has elected to be treated as a regulated investment company ("RIC") for U.S. federal income tax purposes. As a RIC, the Company will not be taxed on its income to the extent that it distributes such income each year and satisfies other applicable income tax requirements. The Partnership and TCPC Funding have elected to be treated as partnerships for U.S. federal income tax purposes. The General Partner of the Partnership is SVOF/MM, LLC, which also serves as the administrator of the Company and the Partnership (the "Administrator"). The managing member of the Administrator is Tennenbaum Capital Partners, LLC (the “Advisor”), which serves as the Investment Manager to the Company, the Partnership, and TCPC Funding. Most of the equity interests in the General Partner are owned directly or indirectly by the Advisor and its employees.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**1. Organization and Nature of Operations (continued)**

Company management consists of the Investment Manager and the Board of Directors. Partnership management consists of the General Partner and the Board of Directors. The Investment Manager and the General Partner direct and execute the day-to-day operations of the Company and the Partnership, respectively, subject to oversight from the respective Board of Directors, which sets the broad policies of the Company and performs certain functions required by the 1940 Act in the case of the Partnership.

The Board of Directors of the Partnership has delegated investment management of the Partnership's assets to the Investment Manager. At June 30, 2013, each Board of Directors consists of five persons, three of whom are independent. If the Company or the Partnership has preferred equity interests outstanding, as the Partnership currently does, the holders of the preferred interests voting separately as a class are entitled to elect two of the Directors. The remaining directors will be subject to election by holders of the common shares and preferred interests voting together as a single class.

***Preferred Equity***

At June 30, 2013, the Partnership had 6,700 Series A preferred limited partner interests (the "Preferred Interests") issued and outstanding with a liquidation preference of $20,000 per preferred limited interest. The Preferred Interests are redeemable at the option of the Partnership, subject to certain conditions. Additionally, under certain conditions, the Partnership may be required to either redeem certain of the Preferred Interests or repay indebtedness, at the Partnership's option. Such conditions would include a failure by the Partnership to maintain adequate collateral as required by its credit facility agreement or by the Statement of Preferences of the Preferred Interests or a failure by the Partnership to maintain sufficient asset coverage as required by the 1940 Act. As of June 30, 2013, the Partnership was in full compliance with such requirements.

The Preferred Interests accrue dividends at an annual rate equal to LIBOR plus 0.85% or, in the case of any holders of Preferred Interests that are CP Conduits (as defined in the leveraging documents), the higher of (i) LIBOR plus 0.85% or (ii) the CP Conduit's cost of funds rate plus 0.85%, subject to certain limitations and adjustments.

**2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). The following is a summary of the significant accounting policies of the Company and the Partnership.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

***Use of Estimates***

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Although management believes these estimates and assumptions to be reasonable, actual results could differ from those estimates.

***Investment Valuation***

The Company's investments are generally held by the Partnership or TCPC Funding. Management values investments at fair value based upon the principles and methods of valuation set forth in policies adopted by the Partnership's Board of Directors and in conformity with procedures set forth in the Senior Facilities, as defined in Note 4, below, and the Statement of Preferences for the Preferred Interests. Fair value is generally defined as the amount for which an investment would be sold in an orderly transaction between market participants at the measurement date.

All investments are valued at least quarterly based on affirmative pricing or quotations from independent third-party sources, with the exception of investments priced directly by the Investment Manager which together comprise, in total, less than 5% of the capitalization of the Partnership. Investments listed on a recognized exchange or market quotation system, whether U.S. or foreign, are valued for financial reporting purposes as of the last business day of the reporting period using the closing price on the date of valuation. Liquid investments not listed on a recognized exchange or market quotation system are valued using prices provided by a nationally recognized pricing service or by using quotations from broker-dealers. Investments not priced by a pricing service or for which market quotations are either not readily available or are determined to be unreliable are valued using affirmative valuations performed by independent valuation services or, for investments aggregating less than 5% of the total capitalization of the Partnership, directly by the Investment Manager.

Fair valuations of investments are determined under guidelines adopted by the Boards of Directors of the Company and the Partnership, and are subject to their approval. Generally, to increase objectivity in valuing the investments, the Investment Manager will utilize external measures of value, such as public markets or third-party transactions, whenever possible. The Investment Manager’s valuation is not based on long-term work-out value, immediate liquidation value, nor incremental value for potential changes that may take place in the future. The values assigned to investments that are valued by the Investment Manager are based on available information and do not necessarily represent amounts that might ultimately be realized, as these amounts depend on future circumstances and cannot reasonably be determined until the individual investments are actually liquidated. The foregoing policies apply to all investments, including those in companies and groups of affiliated companies aggregating more than 5% of the Company’s assets.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

Fair valuations of investments in each asset class are determined using one or more methodologies including the market approach, income approach, or, in the case of recent investments, the cost approach, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets. The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present value amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that may be taken into account include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, our principal market and enterprise values, among other factors.

Unobservable inputs used in the fair value measurement of Level 3 investments as of June 30, 2013 included the following:

| Asset Type | Fair Value | Valuation Technique | Unobservable Input | Range (Weighted Avg.) |
|---|---|---|---|---|
| Bank Debt | $348,965,723 | Market rate approach | Market yields | 4.6% - 17.6% (10.8%) |
| | | Market quotations | Indicative bid/ask quotes | 1 - 2 (1) |
| | | Market comparable companies | Revenue multiples | 0.4x (0.4x) |
| | | Market comparable companies | EBITDA multiples | 6.5x – 10.0x (9.4x) |
| Other Corporate Debt | $34,229,552 | Market rate approach | Market yields | 14.2% (14.2%) |
| | | Market quotations | Indicative bid/ask quotes | 1 (1) |

| | | | | |
|---|---|---|---|---|
| | | Market comparable companies | EBITDA multiples | 6.5x - 10.0x (8.1x) |
| Equity | $36,639,463 | Market rate approach | Market yields | 7.0% - 18.0% (12.4%) |
| | | Market quotations | Indicative bid/ask quotes | 1 (1) |
| | | Market comparable companies | Revenue multiples | 0.4x - 1.1x (1.1x) |
| | | Market comparable companies | EBITDA multiples | 3.4x – 8.9x (5.7x) |

Generally, a change in an unobservable input may result in a change to the value of an investment as follows:

| Input | Impact to Value if Input Increases | Impact to Value if Input Decreases |
|---|---|---|
| Market yields | Decrease | Increase |
| Revenue multiples | Increase | Decrease |
| EBITDA multiples | Increase | Decrease |

Investments may be categorized based on the types of inputs used in valuing such investments. The level in the GAAP valuation hierarchy in which an investment falls is based on the lowest level input that is significant to the valuation of the investment in its entirety. Transfers between levels are recognized as of the beginning of the reporting period.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

At June 30, 2013, the Company's investments were categorized as follows:

| Level | Basis for Determining Fair Value | Bank Debt | Other Corporate Debt | Equity Securities |
|---|---|---|---|---|
| 1 | Quoted prices in active markets for identical assets | $- | $ - | $894,571 |
| 2 | Other observable market inputs* | 101,706,681 | 49,326,054 | - |
| 3 | Independent third-party pricing sources that employ significant unobservable inputs | 348,965,723 | 26,638,820 | 35,306,315 |
| 3 | Investment Manager valuations with significant unobservable inputs | - | 7,590,732 | 1,333,148 |
| Total | | $450,672,404 | $ 83,555,606 | $37,534,034 |

* For example, quoted prices in inactive markets or quotes for comparable investments.

Changes in investments categorized as Level 3 during the six months ended June 30, 2013 were as follows:

| | Independent Third-Party Valuation | | |
|---|---|---|---|
| | Bank Debt | Other Corporate Debt | Equity Securities |
| Beginning balance | $359,343,326 | $ 17,171,637 | $32,675,370 |
| Net realized and unrealized gains (losses) | (1,850,044 ) | 7,821,477 | (4,860,276 ) |
| Acquisitions | 106,094,345 | 7,596,680 | 9,675,533 |
| Dispositions | (55,970,621 ) | (15,172,634 ) | (2,184,312 ) |
| Transfers out of Level 3 † | (58,651,283 ) | - | - |
| Transfers into Level 3†† | - | 9,221,660 | - |

| | | | |
|---|---|---|---|
| Ending balance | $348,965,723 | $26,638,820 | $35,306,315 |
| Net change in unrealized appreciation/ depreciation during the period on investments still held at period end (included in net realized and unrealized gains/losses, above) | $(412,366) | $1,870,504 | $2,101,209 |

† Comprised of eight investments that transferred to Level 2 due to increased observable market activity.

†† Comprised of one investment that transferred from Level 2 due to reduced trading volumes.

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TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

| | Investment Manager Valuation | | |
|---|---|---|---|
| | Bank Debt | Other Corporate Debt | Equity Securities |
| Beginning balance | $ - | $ 7,167,458 | $ 1,424,764 |
| Net realized and unrealized gains (losses) | - | 353,516 | (91,616) |
| Acquisitions | - | 69,758 | - |
| Ending balance | $ - | $ 7,590,732 | $ 1,333,148 |
| Net change in unrealized appreciation/ depreciation during the period on investments still held at period end (included in net realized and unrealized gains/losses, above) | $ - | $ 353,516 | $ (91,615) |

There were no transfers between Level 1 and 2 during the six months ended June 30, 2013.

At December 31, 2012, the Company's investments were categorized as follows:

| Level | Basis for Determining Fair Value | Bank Debt | Other Corporate Debt | Equity Securities |
|---|---|---|---|---|
| 1 | Quoted prices in active markets for identical assets | $ - | $ - | $ 780,431 |
| 2 | Other observable market inputs* | 45,667,016 | 53,453,085 | - |
| 3 | Independent third-party pricing sources that employ significant unobservable inputs | 359,343,326 | 17,171,637 | 32,675,370 |
| 3 | Investment Manager valuations with significant unobservable inputs | - | 7,167,458 | 1,424,764 |
| Total | | $ 405,010,342 | $ 77,792,180 | $ 34,880,565 |

* For example, quoted prices in inactive markets or quotes for comparable investments.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

Changes in investments categorized as Level 3 during the year ended December 31, 2012 were as follows:

| | Independent Third-Party Valuation | | |
|---|---|---|---|
| | Bank Debt | Other Corporate Debt | Equity Securities |
| Beginning balance | $159,949,811 | $ 24,061,229 | $68,114,764 |
| Net realized and unrealized losses | (8,709,385 ) | (6,540,882 ) | (7,100,618 ) |
| Acquisitions | 288,929,785 | 3,731,290 | 9,584,408 |
| Dispositions | (84,994,292 ) | - | (37,923,184) |
| Transfers out of Level 3 † | - | (4,080,000 ) | - |
| Transfers into Level 3 †† | 4,167,407 | - | - |
| Ending balance | $359,343,326 | $ 17,171,637 | $32,675,370 |
| Net change in unrealized appreciation/ depreciation during the period on investments still held at period end (included in net realized and unrealized losses, above) | $(5,856,277 ) | $ 127,255 | $(9,797,319 ) |

†Comprised of one investment that transferred to Level 2 due to increased trading volumes.

††Comprised of one investment that transferred from Level 2 due to reduced trading volumes.

| | Investment Manager Valuation | | |
|---|---|---|---|
| | Bank Debt | Other Corporate Debt | Equity Securities |
| Beginning balance | $51,436 | $ 7,464,188 | $1,252,190 |
| Net realized and unrealized gains (losses) | - | 284,156 | 274,554 |
| Acquisitions | - | 148,281 | - |

| | | | |
|---|---|---|---|
| Dispositions | - | (729,167) | (5,842) |
| Transfers out of Level 3 # | - | - | (147,574) |
| Reclassifications within Level 3 ## | (51,436) | - | 51,436 |
| Ending balance | $- | $ 7,167,458 | $1,424,764 |
| Net change in unrealized appreciation/depreciation during the period on investments still held at period end (included in net realized and unrealized gains/losses, above) | $- | $ 272,637 | $274,555 |

# Comprised of one investment that transferred to Level 2 due to increased trading volumes.

## Comprised of claims in the liquidation of a portfolio company that were reclassified as equity.

There were no transfers between Level 1 and 2 during the year ended December 31, 2012.

***Investment Transactions***

Investment transactions are recorded on the trade date, except for private transactions that have conditions to closing, which are recorded on the closing date. The cost of investments purchased is based upon the purchase price plus those professional fees which are specifically identifiable to the investment transaction. Realized gains and losses on investments are recorded based on the identification method, which typically allocates the highest cost inventory to the basis of investments sold.

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TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

***Cash and Cash Equivalents***

Cash consists of amounts held in accounts with brokerage firms and the custodian bank. Cash equivalents consist of highly liquid investments with an original maturity of three months or less.

***Repurchase Agreements***

In connection with transactions in repurchase agreements, it is the Company's policy that the custodian take possession of the underlying collateral, the fair value of which is required to exceed the principal amount of the repurchase transaction, including accrued interest, at all times. If the seller defaults, and the fair value of the collateral declines, realization of the collateral may be delayed or limited.

***Restricted Investments***

The Company may invest without limitation in instruments that are subject to legal or contractual restrictions on resale. These instruments generally may be resold to institutional investors in transactions exempt from registration or to the public if the securities are registered. Disposal of these investments may involve time-consuming negotiations and additional expense, and prompt sale at an acceptable price may be difficult. Information regarding restricted investments is included at the end of the Consolidated Statement of Investments. Restricted investments, including any restricted investments in affiliates, are valued in accordance with the investment valuation policies discussed above.

***Foreign Investments***

The Company may invest in instruments traded in foreign countries and denominated in foreign currencies. Foreign currency denominated investments comprised approximately 1.5% and 1.6% of total investments at June 30, 2013 and December 31, 2012, respectively. Such positions were converted at the respective closing rate in effect at June 30, 2013 and December 31, 2012 and reported in U.S. dollars. Purchases and sales of investments and income and expense items denominated in foreign currencies, when they occur, are translated into U.S. dollars on the respective dates of such transactions. The portion of gains and losses on foreign investments resulting from fluctuations in foreign currencies is included in net realized and unrealized gain or loss from investments.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

Investments in foreign companies and securities of foreign governments may involve special risks and considerations not typically associated with investing in U.S. companies and securities of the U.S. government. These risks include, among other things, revaluation of currencies, less reliable information about issuers, different transactions clearance and settlement practices, and potential future adverse political and economic developments. Moreover, investments in foreign companies and securities of foreign governments and their markets may be less liquid and their prices more volatile than those of comparable U.S. companies and the U.S. government.

***Derivatives***

In order to mitigate certain currency exchange and interest rate risks, the Partnership has entered into several swap, forward currency and option transactions. All derivatives are recognized as either assets or liabilities in the Statement of Assets and Liabilities. The transactions entered into are accounted for using the mark-to-market method with the resulting change in fair value recognized in earnings for the current period. Risks may arise upon entering into these contracts from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in interest rates and the value of foreign currency relative to the U.S. dollar.

Neither the Partnership nor TCPC Funding entered into any new derivative transactions during the six months ended June 30, 2013 or June 30, 2012. At June 30, 2013 and June 30, 2012, the Partnership held a cross currency basis swap with a notional amount of $6,040,944. Gains and losses from derivatives during the six months ended June 30, 2013 were included in net realized and unrealized loss on investments in the Statement of Operations as follows:

| Instrument | Realized Gains/(Losses) | Unrealized Gains/(Losses) |
|---|---|---|
| Cross currency basis swaps | $ - | $ 92,452 |

Gains and losses from derivatives during the six months ended June 30, 2012 were included in net realized and unrealized loss on investments in the Statement of Operations as follows:

| Instrument | Realized Gains/(Losses) | Unrealized Gains/(Losses) |
|---|---|---|
| Cross currency basis swaps | $ - | $ 265,488 |

Valuations of swaps held at June 30, 2013 and June 30, 2012 were determined using observable market inputs other than quoted prices in active markets for identical assets and, accordingly, are classified as Level 2 in the GAAP valuation hierarchy.

***Debt Issuance Costs***

Costs of approximately $3.5 million were incurred during 2006 in connection with placing the Partnership's revolving credit facility. These costs were deferred and are being amortized on a straight-line basis over eight years, the estimated life of the facility. The impact of utilizing the straight-line amortization method versus the effective-interest method is not material to the operations of the Company or the Partnership.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

Costs of approximately $0.8 million were incurred during 2013 in connection with placing TCPC Funding's revolving credit facility (See Note 4). These costs were deferred and are being amortized on a straight-line basis over three years, the estimated life of that facility. The impact of utilizing the straight-line amortization method versus the effective-interest method is not material to the operations of the Company, the Partnership or TCPC Funding.

***Revenue Recognition***

Interest and dividend income, including income paid in kind, is recorded on an accrual basis. Origination, structuring, closing, commitment and other upfront fees earned with respect to capital commitments are generally amortized or accreted into interest income over the life of the respective debt investment. Other fees, including certain amendment fees, prepayment fees and commitment fees on broken deals, are recognized as earned. Prepayment fees and similar income received upon the early repayment of a loan or debt security are included in interest income.

Certain debt investments are purchased at a considerable discount to par as a result of the underlying credit risks and financial results of the issuer, as well as general market factors that influence the financial markets as a whole. GAAP generally requires that discounts on the acquisition of corporate bonds, municipal bonds and treasury bonds be amortized using the effective-interest or constant-yield method. GAAP also requires the collectability of interest to be considered when making accruals. Accordingly, when accounting for purchase discounts, discount accretion income is recognized when it is probable that such amounts will be collected, generally at disposition. When principal payments on a loan are received in an amount in excess of the loan's amortized cost, the excess principal payments are recorded as interest income.

***Income Taxes***

The Company intends to comply with the applicable provisions of the Internal Revenue Code of 1986, as amended, pertaining to regulated investment companies and to make distributions of taxable income sufficient to relieve it from substantially all federal income taxes. Accordingly, no provision for income taxes is required in the consolidated financial statements. The income or loss of the Partnership and TCPC Funding is reported in the respective partners' income tax returns. In accordance with ASC Topic 740 – *Income Taxes*, the Company recognizes in its consolidated financial statements the effect of a tax position when it is determined that such position is more likely than not, based on the technical merits, to be sustained upon examination. As of June 30, 2013, all tax years of the Company, the Partnership, and TCPC Funding since January 1, 2009 remain subject to examination by federal tax authorities. No such examinations are currently pending.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**2. Summary of Significant Accounting Policies (continued)**

During the six months ended June 30, 2013, the Company paid $969,946 in excise taxes related to income earned in 2012. During the six months ended June 30, 2012, the Company paid $502,978 in excise taxes related to income earned in 2011.

Cost and unrealized appreciation and depreciation of investments (including derivatives) for U.S. federal income tax purposes at June 30, 2013 were as follows:

| | |
|---|---|
| Unrealized appreciation | $25,487,957 |
| Unrealized depreciation | (112,084,690) |
| Net unrealized depreciation | (84,596,733) |
| Cost | $656,630,593 |

**3. Management Fees, Incentive Compensation and Other Expenses**

Following the Conversion, the Company's management fee is calculated at an annual rate of 1.5% of total assets (excluding cash and cash equivalents) on a consolidated basis as of the beginning of each quarter and is payable to the Investment Manager quarterly in arrears.

Incentive compensation is only paid to the extent the total performance of the Company exceeds a cumulative 8% annual return since January 1, 2013 (the "Total Return Hurdle"). The Company did not incur any incentive compensation prior to January 1, 2013. Beginning January 1, 2013, the incentive compensation equals 20% of net investment income (reduced by preferred dividends) and 20% of net realized gains (reduced by any net unrealized losses), subject to the Total Return Hurdle. The incentive compensation is payable quarterly in arrears as an allocation and distribution to the General Partner and is calculated as the difference between cumulative incentive compensation earned since January 1, 2013 and cumulative incentive compensation paid since January 1, 2013. A reserve for incentive compensation is accrued based on incentive compensation distributable to the General Partner assuming a hypothetical liquidation of the Company at net asset value on the balance sheet date. At June 30, 2013, the General Partner's equity interest in the Partnership was comprised entirely of the reserve amount and is reported as a minority interest in the consolidated financial statements of the Company.

Prior to the Conversion, the Investment Manager received an annual management and advisory fee, payable monthly in arrears, equal to 1.0% of committed capital, defined as the sum of the maximum amount of the Preferred Interests, the maximum amount available under the revolving credit facility, the initial value of the contributed general partnership equity and the initial value of the contributed common equity, subject to reduction by the amount of the revolving credit facility commitment when the facility is no longer outstanding, and by the amount of the Preferred Interests when less than $1 million in liquidation preference of preferred securities remains outstanding. In addition to the management fee, the General Partner was entitled to a performance allocation equal to 20% of all cumulative income and gain distributions, subject to an 8% hurdle on undistributed contributed equity with a catch up for the General Partner.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**3. Management Fees, Incentive Compensation and Other Expenses (continued)**

The Company and the Partnership bear all respective expenses incurred in connection with the business of the Company and the Partnership, including fees and expenses of outside contracted services, such as custodian, administrative, legal, audit and tax preparation fees, costs of valuing investments, insurance costs, brokers' and finders' fees relating to investments, and any other transaction costs associated with the purchase and sale of investments.

**4. Debt**

At June 30, 2013 and December 31, 2012, debt was comprised of amounts outstanding under senior secured revolving credit facilities issued by the Partnership (the "Partnership Facility") and TCPC Funding (the "TCPC Funding Facility," and, together with the Partnership Facility, the "Senior Facilities") as follows:

| | June 30, 2013 | December 31, 2012 |
|---|---|---|
| Partnership Facility | $ 8,000,000 | $ 74,000,000 |
| TCPC Funding Facility | 25,000,000 | - |
| Total Debt | $ 33,000,000 | $ 74,000,000 |

***Partnership Facility***

The Partnership Facility provides for amounts to be drawn up to $116 million, subject to certain collateral and other restrictions. The facility matures July 31, 2014, subject to extension by the lenders at the request of the Partnership for one 12-month period. Most of the cash and investments held directly by the Partnership, as well as the net assets of TCPC Funding, are included in the collateral for the facility.

Advances under the Partnership Facility bear interest at LIBOR plus 0.44% per annum, except in the case of loans from CP Conduits, which bear interest at the higher of LIBOR plus 0.44% or the CP Conduit's cost of funds plus 0.44%, subject to certain limitations. The weighted-average interest rate on outstanding borrowing at June 30, 2013 and December 31, 2012 was 0.72% and 0.65%, respectively. In addition to amounts due on outstanding debt, the facility accrues commitment fees of 0.20% per annum on the unused portion of the facility, or 0.25% per annum when less than $46.4 million in borrowings are outstanding. The facility may be terminated, and any outstanding amounts thereunder may become due and payable, should the Partnership fail to satisfy certain financial or other covenants. As of June 30, 2013, the Partnership was in full compliance with such covenants.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**4. Debt (continued)**

***TCPC Funding Facility***

The TCPC Funding Facility, issued on May 17, 2013, provides for amounts to be drawn up to $25 million, subject to certain collateral and other restrictions. The facility automatically increases to $50 million on August 13, 2013. The facility matures May 17, 2016, subject to extension by the lender at the request of TCPC Funding, and contains an accordion feature which allows for expansion of the facility up to $100 million subject to consent from the lender and other customary conditions. The cash and investments of TCPC Funding are included in the collateral for the facility.

Borrowings under the TCPC Funding Facility bear interest at a rate of LIBOR plus 2.75% per annum. In addition to amounts due on outstanding debt, the facility accrues commitment fees of 0.75% per annum on the unused portion of the facility, or 1.00% per annum when the unused portion is greater than 33% of the total facility. The facility may be terminated, and any outstanding amounts thereunder may become due and payable, should TCPC Funding fail to satisfy certain financial or other covenants. As of June 30, 2013, TCPC Funding was in full compliance with such covenants.

The condensed balance sheet of TCPC Funding at June 30, 2013 was as follows:

| | |
|---|---|
| Assets: | |
| Cash | $6,543,879 |
| Investments | 44,756,343 |
| Other assets | 1,081,047 |
| Total assets | $52,381,269 |
| | |
| Liabilities: | |

| | |
|---|---|
| Debt | $25,000,000 |
| Payables | 94,503 |
| Total liabilities | 25,094,503 |
| | |
| Equity | 27,286,766 |
| Total liabilities and equity | $52,381,269 |

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TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**5. Commitments, Concentration of Credit Risk and Off-Balance Sheet Risk**

The Partnership and TCPC Funding conduct business with brokers and dealers that are primarily headquartered in New York and Los Angeles and are members of the major securities exchanges. Banking activities are conducted with a firm headquartered in the New York area.

In the normal course of business, investment activities involve executions, settlement and financing of various transactions resulting in receivables from, and payables to, brokers, dealers and the custodian. These activities may expose the Company, the Partnership, and TCPC Funding to risk in the event that such parties are unable to fulfill contractual obligations. Management does not anticipate any material losses from counterparties with whom it conducts business. Consistent with standard business practice, the Company, the Partnership, and TCPC Funding enter into contracts that contain a variety of indemnifications, and are engaged from time to time in various legal actions. The maximum exposure under these arrangements and activities is unknown. However, management expects the risk of material loss to be remote.

The Consolidated Statement of Investments includes certain revolving loan facilities held by the Partnership with aggregate unfunded balances of $5,580,000 at June 30, 2013.

**6. Related Parties**

The Company, the Partnership, TCPC Funding, the Investment Manager, the General Partner and their members and affiliates may be considered related parties. From time to time, the Partnership advances payments to third parties on behalf of the Company which are reimbursable through deductions from distributions to the Company. At June 30, 2013, no such amounts were outstanding. From time to time, the Investment Manager advances payments to third parties on behalf of the Company and the Partnership and receives reimbursement from the Company and the Partnership. At June 30, 2013, amounts reimbursable to the Investment Manager totaled $625,006, as reflected in the

Consolidated Statement of Assets and Liabilities.

Pursuant to administration agreements between the Administrator and each of the Company and the Partnership (the "Administration Agreements"), the Administrator may be reimbursed for costs and expenses incurred by the Administrator for office space rental, office equipment and utilities allocable to the Company or the Partnership, as well as costs and expenses incurred by the Administrator or its affiliates relating to any administrative, operating, or other non-investment advisory services provided by the Administrator or its affiliates to the Company or the Partnership. For the six months ended June 30, 2013, expenses allocated pursuant to the Administration Agreements totaled $335,616. The Administrator waived reimbursement of all administrative expenses prior to January 1, 2013.

TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**7. Stockholders' Equity and Dividends**

The following table summarizes the total shares issued and proceeds received in the public offering of the Company's common stock net of underwriting discounts and offering costs as well as shares issued in connection with the Company's dividend reinvestment plan for the six months ended June 30, 2013.

| | Shares Issued | Price Per Share | Net Proceeds |
|---|---|---|---|
| May 21, 2013 public offering | 5,175,000 | $ 15.63 | $78,176,790 |
| Shares issued from dividend reinvestment plan | 2,073 | $ 16.34 | $33,865 |

The following table summarizes the total shares issued and proceeds received in the public offering of the Company's common stock net of underwriting discounts and offering costs as well as shares issued in connection with the Company's dividend reinvestment plan for the year ended December 31, 2012.

| | Shares Issued | Price Per Share | Net Proceeds |
|---|---|---|---|
| April 3, 2012 initial public offering | 5,750,000 | $ 14.75 | $80,961,755 |
| Shares issued from dividend reinvestment plan | 1,993 | $ 15.25 | $30,385 |

The Company's dividends are recorded on the ex-dividend date. The following table summarizes the Company's dividends declared for the six months ended June 30, 2013:

| Date Declared | Record Date | Payment Date | Amount Per Share | | Total Amount |
|---|---|---|---|---|---|
| March 7, 2013 | March 18, 2013 | March 29, 2013 | $ 0.40 | * | $ 8,591,051 |
| May 8, 2013 | June 7, 2013 | June 28, 2013 | $ 0.36 | | $ 9,595,344 |

* Includes a special dividend of $0.05.

The following table summarizes the Company's dividends declared for the year ended December 31, 2012:

| Date Declared | Record Date | Payment Date | Amount Per Share | | | Total Amount |
|---|---|---|---|---|---|---|
| March 9, 2012 | March 9, 2012 | April 3, 2012 | $ | 0.34 | * | $ 5,400,000 |
| April 3, 2012 | June 15, 2012 | June 29, 2012 | $ | 0.34 | | $ 7,301,716 |
| August 9, 2012 | September 14, 2012 | September 28, 2012 | $ | 0.35 | | $ 7,516,472 |
| November 7, 2012 | December 17, 2012 | December 31, 2012 | $ | 0.40 | ** | $ 8,590,586 |

*Based on 15,725,635 pro-forma converted shares before the initial public offering.

** Includes a special dividend of $0.05.

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TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**8. Earnings Per Share**

The following information sets forth the computation of the net increase in net assets per share resulting from operations for the six months ended June 30, 2013:

| | Six Months Ended June 30, 2013 |
|---|---|
| Net increase in net assets applicable to common shareholders resulting from operations | $ 22,176,346 |
| Weighted average shares outstanding | 22,564,670 |
| Earnings per share | $ 0.98 |

**9. Subsequent Events**

On August 8, 2013, the Company's board of directors declared a third quarter cash dividend of $0.36 per share payable on September 30, 2013 to stockholders of record as of the close of business on September 9, 2013.

**10. Financial Highlights**

| | Six Months Ended June 30, 2013 |
|---|---|
| Per Common Share | |
| Per share NAV at the beginning of period | $ 14.71 |
| | |
| Investment operations: | |

| | | |
|---|---|---|
| Net investment income | 1.13 | |
| Net realized and unrealized gain (loss) | 0.13 | |
| Dividends on Series A preferred equity facility | (0.03 | ) |
| Incentive allocation reserve and distributions | (0.25 | ) |
| Total from investment operations | 0.98 | |
| | | |
| Issuance of common stock | 0.01 | |
| Distributions to common shareholders from: | | |
| Net investment income | (0.76 | ) |
| Per share NAV at end of period | $ 14.94 | |
| | | |
| Per share market price at end of period | $ 16.77 | |
| | | |
| Total return based on market value (1), (2) | 18.9 | % |
| Total return based on net asset value (1), (2) | 6.7 | % |
| | | |
| Shares outstanding at end of period | 26,654,701 | |

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TCP Capital Corp.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

June 30, 2013

**10. Financial Highlights (continued)**

| | Six Months Ended June 30, 2013 | |
|---|---|---|
| Ratios to average common equity: [(4), (5)] | | |
| Net investment income [(6)] | 13.5 | % |
| Expenses | 3.4 | % |
| Expenses and incentive allocation [(7)] | 4.8 | % |
| | | |
| Ending common shareholder equity | $398,188,158 | |
| Portfolio turnover rate [(1)] | 22.6 | % |
| Weighted-average debt outstanding | $68,712,707 | |
| Weighted-average interest rate on debt | 0.9 | % |
| Weighted-average number of common shares | 22,564,670 | |
| Average debt per share | $3.05 | |

(1) Not annualized.

(2) Total return based on market value equals the change in ending market value per share during the period plus declared dividends per share during the period, divided by the market value per share at the beginning of the period.

(3) Total return based on net asset value equals the change in net asset value per share during the period plus declared dividends per share during the period, divided by the beginning net asset value per share at the beginning of the period.

(4) Annualized, except for incentive allocation.

(5) These ratios include interest expense but do not reflect the effect of dividends on the preferred equity facility.

(6) Net of incentive allocation.

(7) Includes incentive allocation payable to the General Partner and all Company expenses.

TCP Capital Corp.

Consolidated Schedule of Changes in Investments in Affiliates [1] (Unaudited)

Six Months Ended June 30, 2013

| Security | Value, Beginning of Period | Acquisitions | Dispositions [2] | Value, End of Period |
|---|---|---|---|---|
| AGY Holding Corp., Senior Secured Term Loan, 12%, due 9/15/16 | $ - | $ 2,056,927 | $ - | $ 2,056,927 |
| AGY Holding Corporation, Senior Secured 2nd Lien Notes, 11%, due 11/15/16 | - | 7,586,317 | - | 9,128,980 |
| Anacomp, Inc., Class A Common Stock | 1,255,527 | - | - | 1,016,977 |
| EPMC HoldCo, LLC, Membership Units | 2,730,458 | - | (891,206) | 2,152,862 |
| ESP Holdings, Inc., Cumulative Preferred 15% | 3,643,088 | - | - | 3,947,863 |
| ESP Holdings, Inc., Common Stock | 2,263,124 | - | - | 2,782,460 |
| ESP Holdings, Inc., Junior Unsecured Subordinated Promissory Notes, 6% Cash + 10% PIK, due 12/31/19 | 7,134,137 | - | - | 7,209,840 |
| KAGY Holding Company, Inc., Series A Preferred Stock | - | 8,096,057 | | 1,092,858 |
| N510UA Aircraft Secured Mortgage, 20%, due 10/26/16 | 548,340 | - | (38,760) | 473,195 |
| N512UA Aircraft Secured Mortgage, 20%, due 10/26/16 | 556,225 | - | (37,927) | 481,935 |
| N536UA Aircraft Secured Mortgage, 16%, due 9/29/14 | 277,780 | - | (68,707) | 197,695 |
| N545UA Aircraft Secured Mortgage, 16%, due 8/29/15 | 436,810 | - | (61,569) | 359,005 |
| N585UA Aircraft Secured Mortgage, 20%, due 10/25/16 | 653,220 | - | (44,532) | 565,915 |
| N659UA Aircraft Secured Mortgage, 12%, due 2/28/16 | 4,264,148 | - | (484,730) | 3,485,737 |
| N661UA Aircraft Secured Mortgage, 12%, due 5/4/16 | 4,351,424 | - | (470,089) | 3,788,310 |
| N510UA Equipment Trust Beneficial Interests | 479,682 | 38,760 | (17,956) | 487,575 |
| N512UA Equipment Trust Beneficial Interests | 473,761 | 37,927 | (17,662) | 480,801 |
| N536UA Equipment Trust Beneficial Interests | 624,746 | 68,707 | (22,601) | 653,724 |
| N545UA Equipment Trust Beneficial Interests | 616,897 | 61,697 | (23,768) | 656,847 |
| N585UA Equipment Trust Beneficial Interests | 583,391 | 44,532 | (23,388) | 594,043 |
| N913DL Aircraft Secured Mortgage, 8%, due 3/15/17 | 367,370 | - | (37,982) | 334,560 |
| N918DL Aircraft Secured Mortgage, 8%, due 8/15/18 | 454,580 | - | (33,622) | 428,230 |
| N954DL Aircraft Secured Mortgage, 8%, due 3/20/19 | 597,720 | - | (38,627) | 559,130 |
| N955DL Aircraft Secured Mortgage, 8%, due 6/20/19 | 612,000 | - | (37,156) | 575,790 |
| N956DL Aircraft Secured Mortgage, 8%, due 5/20/19 | 612,850 | - | (37,774) | 575,790 |
| N957DL Aircraft Secured Mortgage, 8%, due 6/20/19 | 617,440 | - | (37,481) | 580,890 |
| N959DL Aircraft Secured Mortgage, 8%, due 7/20/19 | 622,030 | - | (37,191) | 585,990 |
| N960DL Aircraft Secured Mortgage, 8%, due 10/20/19 | 640,730 | - | (36,643) | 605,710 |
| N961DL Aircraft Secured Mortgage, 8%, due 8/20/19 | 636,990 | - | (37,528) | 600,950 |

| | | | | |
|---|---|---|---|---|
| N976DL Aircraft Secured Mortgage, 8%, due 2/15/18 | 473,280 | - | (39,030) | 441,490 |
| N913DL Equipment Trust Beneficial Interests | 111,520 | 37,982 | (47,016) | 129,540 |
| N918DL Equipment Trust Beneficial Interests | 120,530 | 33,622 | (44,669) | 145,860 |
| N954DL Equipment Trust Beneficial Interests | 113,390 | 38,627 | (53,876) | 81,430 |
| N955DL Equipment Trust Beneficial Interests | 160,650 | 37,156 | (53,218) | 130,560 |
| N956DL Equipment Trust Beneficial Interests | 163,200 | 37,774 | (53,952) | 133,450 |
| N957DL Equipment Trust Beneficial Interests | 163,880 | 37,481 | (53,729) | 134,300 |
| N959DL Equipment Trust Beneficial Interests | 164,390 | 37,191 | (53,508) | 135,320 |
| N960DL Equipment Trust Beneficial Interests | 169,660 | 36,643 | (53,339) | 141,780 |
| N961DL Equipment Trust Beneficial Interests | 171,360 | 37,528 | (54,273) | 143,820 |
| N967DL Equipment Trust Beneficial Interests | 83,300 | 39,030 | (51,280) | 103,530 |
| RM Holdco, LLC, Membership Units | 849,478 | - | - | - |
| RM Holdco, LLC, Subordinated Convertible Term Loan, 1.12% PIK, due 3/21/18 | 5,106,805 | - | - | 3,648,813 |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche A, 11%, due 3/19/16 | 3,759,156 | 9,202 | (45,036) | 3,723,322 |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B, 12% Cash + 7% PIK, due 3/19/16 | 6,258,122 | 245,451 | - | 6,503,573 |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B-1, 12% Cash + 7% PIK, due 3/19/16 | 1,976,470 | 80,960 | - | 2,051,179 |
| RM OpCo, LLC, Convertible 1st Lien Term Loan Tranche B-1, 12% Cash + 7% PIK, due 3/21/16 | - | 1,271,799 | - | 1,307,280 |
| United N659UA-767, LLC (N659UA) | 2,771,428 | 484,730 | (337,357) | 3,029,575 |
| United N661UA-767, LLC (N661UA) | 2,789,809 | 470,089 | (331,517) | 2,975,061 |

*Notes to Schedule of Changes in Investments in Affiliates:*

(1) The issuers of the securities listed on this schedule are considered affiliates under the Investment Company Act of 1940 due to the ownership by the Company of 5% or more of the issuers' voting securities.

(2) Dispositions include sales, paydowns, mortgage amortizations, and aircraft depreciation.

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TCP Capital Corp.

Consolidated Schedule of Changes in Investments in Affiliates [1]

Year Ended December 31, 2012

| Security | Value, Beginning of Period | Acquisitions | Dispositions [2] | Value, End of Period |
|---|---|---|---|---|
| Anacomp, Inc., Class A Common Stock | $740,761 | $- | $- | $1,255,527 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N913DL), 8%, due 7/15/18 | - | 403,947 | (37,389) | 367,370 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N918DL), 8%, due 7/15/18 | - | 490,003 | (33,390) | 454,580 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N954DL), 8%, due 9/20/19 | - | 631,014 | (37,814) | 597,720 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N955DL), 8%, due 9/20/19 | - | 645,523 | (36,417) | 612,000 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N956DL), 8%, due 9/20/19 | - | 646,372 | (37,011) | 612,850 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N957DL), 8%, due 9/20/19 | - | 651,170 | (36,735) | 617,440 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N959DL), 8%, due 9/20/19 | - | 655,930 | (36,462) | 622,030 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N960DL), 8%, due 9/20/19 | - | 675,587 | (35,956) | 640,730 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N961DL), 8%, due 9/20/19 | - | 671,812 | (36,803) | 636,990 |
| Delta Air Lines, Inc., Aircraft Secured Mortgage (N976DL), 8%, due 7/15/18 | - | 512,643 | (38,636) | 473,280 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N913DL) | - | 145,176 | (31,277) | 111,520 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N918DL) | - | 162,691 | (32,027) | 120,530 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N954DL) | - | 202,368 | (40,415) | 113,390 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N955DL) | - | 204,598 | (40,116) | 160,650 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N956DL) | - | 205,404 | (40,679) | 163,200 |

| | | | | |
|---|---|---|---|---|
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N957DL) | - | 206,328 | (40,572 ) | 163,880 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N959DL) | - | 207,244 | (40,467 ) | 164,390 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N960DL) | - | 211,653 | (40,578 ) | 169,660 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N961DL) | - | 211,555 | (41,241 ) | 171,360 |
| Delta Air Lines, Inc., Equipment Trust Beneficial Interests (N976DL) | - | 173,597 | (37,271 ) | 83,300 |
| EPMC HoldCo, LLC, Membership Units | 5,264,007 | - | (1,276,226 ) | 2,730,458 |
| ESP Holdings, Inc., Cumulative Preferred 15% | 3,287,872 | - | - | 3,643,088 |
| ESP Holdings, Inc., Common Stock | 7,473,887 | - | - | 2,263,124 |
| ESP Holdings, Inc., Junior Unsecured Subordinated Promissory Notes, 6% Cash + 10% PIK, due 12/31/19 | 6,240,393 | 1,000,494 | - | 7,134,137 |
| International Wire Group Holdings, Inc., Common Stock | 30,077,606 | - | (31,940,733 ) | - |
| International Wire Group Holdings, Inc., Senior Notes, 11.5% Cash or 12.25% PIK, due 4/15/15 | 18,180,000 | - | (18,000,000 ) | - |
| International Wire Group Holdings, Inc., Senior Secured Notes, 8.5%, due 10/15/17 | - | 15,000,000 | - | 15,450,000 |
| Real Mex Restaurants, Inc. Senior Secured Notes, 14%, due 1/1/13 | 12,410,823 | - | (6,627,711 ) | - |
| RM Holdco, LLC, Membership Units | - | 2,010,777 | - | 849,478 |
| RM Holdco, LLC, Subordinated Convertible Term Loan, 1.12% PIK, due 3/21/18 | - | 5,106,805 | - | 5,106,805 |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche A, 11%, due 3/19/16 | - | 3,759,156 | - | 3,759,156 |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B, 12% Cash + 7% PIK, due 3/19/16 | - | 6,258,122 | - | 6,258,122 |
| RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B-1, 12% Cash + 7% PIK, due 3/19/16 | | 1,922,118 | - | 1,976,470 |
| United Airlines, Inc., Aircraft Secured Mortgage (N510UA), 20%, due 9/26/16 | 624,066 | - | (66,886 ) | 548,340 |
| United Airlines, Inc., Aircraft Secured Mortgage (N512UA), 20%, due 10/26/16 | 630,208 | - | (65,449 ) | 556,225 |
| United Airlines, Inc., Aircraft Secured Mortgage (N536UA), 16%, due 8/21/14 | 414,963 | - | (122,068 ) | 277,780 |
| United Airlines, Inc., Aircraft Secured Mortgage (N545UA), 16%, due 7/17/15 | 563,575 | - | (109,385 ) | 436,810 |
| United Airlines, Inc., Aircraft Secured Mortgage (N585UA), 20%, due 10/25/16 | 739,958 | - | (76,848 ) | 653,220 |
| United Airlines, Inc., Aircraft Secured Mortgage (N659UA), 12%, due 3/28/16 | 5,014,613 | - | (886,810 ) | 4,264,148 |
| United Airlines, Inc., Aircraft Secured Mortgage (N661UA), 12%, due 5/4/16 | 5,192,014 | - | (860,025 ) | 4,351,424 |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N510UA) | 467,137 | 66,886 | (35,913 ) | 479,682 |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N512UA) | 458,665 | 65,449 | (35,325 ) | 473,761 |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N536UA) | 686,303 | 122,068 | (45,201 ) | 624,746 |

| | | | | |
|---|---|---|---|---|
| United Airlines, Inc., Equipment Trust Beneficial Interests (N545UA) | 612,589 | 109,256 | (47,505) | 616,897 |
| United Airlines, Inc., Equipment Trust Beneficial Interests (N585UA) | 498,602 | 76,848 | (46,776) | 583,391 |
| United N659UA-767, LLC (N659UA) | 2,274,815 | 886,810 | (674,712) | 2,771,428 |
| United N661UA-767, LLC (N661UA) | 2,205,523 | 860,025 | (663,033) | 2,789,809 |

*Notes to Consolidated Schedule of Changes in Investments in Affiliates:*

(1) The issuers of the securities listed on this schedule are considered affiliates under the Investment Company Act of 1940 due to the ownership by the Company of 5% or more of the issuers' voting securities.

(2) Dispositions include sales, paydowns, mortgage amortizations, and aircraft depreciation.

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TCP Capital Corp.

Consolidated Schedule of Restricted Securities of Unaffiliated Issuers

June 30, 2013

| Investment | Acquisition Date |
|---|---|
| AIP/IS Holdings, LLC, Membership Units | Var. 2009 & 2010 |
| Bally Total Fitness Holding Corporation, Common Stock | 4/30/10 |
| Bally Total Fitness Holding Corporation, Warrants | 4/30/10 |
| BPA Laboratories, Inc., Senior Secured Notes, 12.25%, due 4/1/17 | 3/5/12 |
| Caribbean Financial Group, Senior Secured Notes, 11.5%, due 11/15/19 | 10/19/12 |
| Constellation Enterprises, LLC, Senior Secured 1st Lien Notes, 10.625%, due 2/1/16 | 1/20/11 |
| DeepOcean Group Holding BV, Common Stock | 5/13/11 |
| Integra Telecom, Inc., Common Stock | 11/19/09 |
| Integra Telecom, Inc., Warrants | 11/19/09 |
| Iracore International, Inc., Senior Secured Notes, 9.5%, due 6/1/18 | 5/8/13 |
| La Paloma Residual Bank Debt Claim | 2/2/05 |
| Marsico Holdings, LLC Common Interest Units | 9/10/12 |
| Precision Holdings, LLC, Class C Membership Interests | Var. 2010 & 2011 |
| Shop Holding, LLC, Class A Units | 6/2/11 |
| Shop Holding, LLC, Warrants to Purchase Class A Units | 6/2/11 |
| SiTV, Inc., Warrants to Purchase Common Stock | 8/3/12 |
| St Barbara Ltd., 1st Priority Senior Secured Notes, 8.875%, due 4/15/18 | 3/22/13 |
| STG-Fairway Holdings, LLC, Class A Units | 12/30/10 |
| The Telx Group, Inc., Senior Unsecured Notes, 10% Cash + 2% PIK, due 9/26/19 | 9/26/11 |
| V Telecom Investment S.C.A, Common Shares | 11/9/12 |

December 31, 2012

| Investment | Acquisition Date |
|---|---|
| AIP/IS Holdings, LLC, Membership Units | Var. 2009 & 2010 |
| Bally Total Fitness Holding Corporation, Common Stock | 4/30/10 |
| Bally Total Fitness Holding Corporation, Warrants | 4/30/10 |
| BPA Laboratories, Inc., Senior Secured Notes, 12.25%, due 4/1/17 | 3/5/12 |
| Caribbean Financial Group, Senior Secured Notes, 11.5%, due 11/15/19 | 10/19/12 |
| Constellation Enterprises, LLC, Senior Secured 1st Lien Notes, 10.625%, due 2/1/16 | 1/20/11 |

| | |
|---|---|
| DeepOcean Group Holding BV, Common Stock | 5/13/11 |
| Integra Telecom, Inc., Common Stock | 11/19/09 |
| Integra Telecom, Inc., Warrants | 11/19/09 |
| La Paloma Residual Bank Debt Claim | 2/2/05 |
| Marsico Holdings, LLC Common Interest Units | 9/10/12 |
| Precision Holdings, LLC, Class C Membership Interests | Var. 2010 & 2011 |
| Shop Holding, LLC, Class A Units | 6/2/11 |
| Shop Holding, LLC, Warrants to Purchase Class A Units | 6/2/11 |
| SiTV, Inc., Warrants to Purchase Common Stock | 8/3/12 |
| STG-Fairway Holdings, LLC, Class A Units | 12/30/10 |
| The Telx Group, Inc., Senior Unsecured Notes, 10% Cash + 2% PIK, due 9/26/19 | 9/26/11 |
| V Telecom Investment S.C.A, Common Shares | 11/9/12 |

TCP Capital Corp

Consolidating Statement of Assets and Liabilities (Unaudited)

June 30, 2013

| | TCP Capital Corp. Standalone | Special Value Continuation Partners, LP Standalone | Eliminations | TCP Capital Corp. Consolidated |
|---|---|---|---|---|
| Assets | | | | |
| Investments: | | | | |
| Unaffiliated issuers | $- | $501,648,852 | $- | $501,648,852 |
| Investment in subsidiary | 398,960,108 | - | (398,960,108) | - |
| Controlled companies | - | 20,863,780 | - | 20,863,780 |
| Other affiliates | - | 49,249,412 | - | 49,249,412 |
| Total investments | 398,960,108 | 571,762,044 | (398,960,108) | 571,762,044 |
| | | | | |
| Cash and cash equivalents | - | 40,065,668 | - | 40,065,668 |
| Accrued interest income | - | 6,338,311 | - | 6,338,311 |
| Receivable for investment securities sold | - | 2,695,000 | - | 2,695,000 |
| Deferred debt issuance costs | - | 1,234,215 | - | 1,234,215 |
| Unrealized appreciation on swaps | - | 271,816 | - | 271,816 |
| Prepaid expenses and other assets | 65,656 | 976,189 | - | 1,041,845 |
| Total assets | 399,025,764 | 623,343,243 | (398,960,108) | 623,408,899 |
| | | | | |
| Liabilities | | | | |
| Debt | - | 33,000,000 | - | 33,000,000 |
| Incentive allocation payable | | 2,476,035 | | 2,476,035 |
| Payable for investment securities purchased | - | 50,179,344 | - | 50,179,344 |
| Interest payable | - | 225,981 | - | 225,981 |
| Payable to the Investment Manager | 283,975 | 341,031 | - | 625,006 |
| Management and advisory fees payable | - | 1,940,295 | - | 1,940,295 |
| Accrued expenses and other liabilities | 553,631 | 1,384,976 | - | 1,938,607 |
| Total liabilities | 837,606 | 89,547,662 | - | 90,385,268 |
| | | | | |
| Preferred equity facility | | | | |
| Series A preferred limited partner interests | - | 134,000,000 | - | 134,000,000 |
| Accumulated dividends on Series A preferred equity facility | - | 491,163 | - | 491,163 |
| Total preferred limited partner interests | - | 134,491,163 | - | 134,491,163 |

| | | | | |
|---|---|---|---|---|
| Non-controlling interest | | | | |
| General Partner interest in Special Value Continuation Partners, LP | | - | 344,310 | 344,310 |
| | - | - | 344,310 | 344,310 |
| | | | | |
| Net assets | $398,188,158 | $399,304,418 | $(399,304,418) | $398,188,158 |
| | | | | |
| Composition of net assets | | | | |
| Common stock | $26,655 | $- | $- | $26,655 |
| Additional paid-in capital | 522,439,540 | 520,144,218 | (520,144,218) | 522,439,540 |
| Accumulated deficit | (124,278,037) | (120,839,800) | 120,839,800 | (124,278,037) |
| Net assets | $398,188,158 | $399,304,418 | $(399,304,418) | $398,188,158 |

TCP Capital Corp.

Consolidating Statement of Assets and Liabilities

December 31, 2012

| | TCP Capital Corp. Standalone | Special Value Continuation Partners, LP | Eliminations | TCP Capital Corp. Consolidated |
|---|---|---|---|---|
| Assets | | | | |
| Investments: | | | | |
| Unaffiliated issuers | $- | $440,772,190 | $- | $440,772,190 |
| Investment in subsidiary | 317,209,574 | - | (317,209,574) | - |
| Controlled companies | - | 22,489,208 | - | 22,489,208 |
| Other affiliates | - | 54,421,689 | - | 54,421,689 |
| Total investments | 317,209,574 | 517,683,087 | (317,209,574) | 517,683,087 |
| | | | | |
| Cash and cash equivalents | - | 18,035,189 | - | 18,035,189 |
| Accrued interest income | - | 4,575,307 | - | 4,575,307 |
| Receivable for investment securities sold | - | 7,727,415 | - | 7,727,415 |
| Deferred debt issuance costs | - | 696,018 | - | 696,018 |
| Unrealized appreciation on swaps | - | 179,364 | - | 179,364 |
| Prepaid expenses and other assets | 20,606 | 325,116 | - | 345,722 |
| Total assets | 317,230,180 | 549,221,496 | (317,209,574) | 549,242,102 |
| | | | | |
| Liabilities | | | | |
| Credit facility payable | - | 74,000,000 | - | 74,000,000 |
| Payable for investment securities purchased | - | 21,814,819 | - | 21,814,819 |
| Payable to the Investment Manager | 61,051 | 48,149 | - | 109,200 |
| Interest payable | - | 119,233 | - | 119,233 |
| Payable to subsidiary | - | - | - | - |
| Accrued expenses and other liabilities | 1,181,579 | 1,503,436 | - | 2,685,015 |
| Total liabilities | 1,242,630 | 97,485,637 | - | 98,728,267 |
| | | | | |
| Preferred equity facility | | | | |
| Series A preferred limited partner interests | - | 134,000,000 | - | 134,000,000 |
| Accumulated dividends on Series A preferred equity facility | - | 526,285 | - | 526,285 |
| Total preferred limited partner interests | - | 134,526,285 | - | 134,526,285 |
| Net assets | $315,987,550 | $317,209,574 | $(317,209,574) | $315,987,550 |

Composition of net assets

| | | | | |
|---|---|---|---|---|
| Common stock | $21,478 | $- | $- | $21,478 |
| Additional paid-in capital | 444,234,060 | 441,328,969 | (441,328,969) | 444,234,060 |
| Accumulated deficit | (128,267,988) | (124,119,395) | 124,119,395 | (128,267,988) |
| Net assets | $315,987,550 | $317,209,574 | $(317,209,574) | $315,987,550 |

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TCP Capital Corp.

Consolidating Statement of Operations (Unaudited)

Six Months Ended June 30, 2013

| | TCP Capital Corp. Standalone | Special Value Continuation Partners, LP Standalone | Eliminations | TCP Capital Corp. Consolidated |
|---|---|---|---|---|
| Investment income | | | | |
| Interest income: | | | | |
| Unaffiliated issuers | $ - | $ 27,487,968 | $ - | $ 27,487,968 |
| Controlled companies | - | 642,585 | - | 642,585 |
| Affiliates | - | 2,096,165 | - | 2,096,165 |
| Other income: | | | | |
| Unaffiliated issuers | - | 576,948 | - | 576,948 |
| Controlled companies | - | 311,515 | - | 311,515 |
| Other Affiliates | - | 219,756 | - | 219,756 |
| Total interest and related investment income | - | 31,334,937 | - | 31,334,937 |
| | | | | |
| Operating expenses | | | | |
| Management and advisory fees | - | 3,905,033 | - | 3,905,033 |
| Administration expenses | - | 335,616 | - | 335,616 |
| Amortization of deferred debt issuance costs | - | 251,478 | - | 251,478 |
| Legal fees, professional fees and due diligence expenses | 220,446 | 80,758 | - | 301,204 |
| Interest expense | - | 323,109 | - | 323,109 |
| Commitment fees | - | 61,094 | - | 61,094 |
| Director fees | 47,751 | 96,058 | - | 143,809 |
| Insurance expense | 26,228 | 52,567 | - | 78,795 |
| Custody fees | 1,750 | 57,901 | - | 59,651 |
| Other operating expenses | 274,629 | 142,877 | - | 417,506 |
| Total expenses | 570,804 | 5,306,491 | - | 5,877,295 |
| | | | | |
| Net investment income | (570,804) | 26,028,446 | - | 25,457,642 |
| | | | | |
| Net realized and unrealized gain (loss) on investments and foreign currency | | | | |
| Net realized gain (loss): | | | | |
| Investments in unaffiliated issuers | - | (3,577,502) | - | (2,034,839) |
| Net realized loss | - | (3,577,502) | - | (2,034,839) |

| | | | | |
|---|---|---|---|---|
| Net change in unrealized appreciation/depreciation | 22,747,150 | 6,591,253 | (22,747,150) | 5,048,590 |
| Net realized and unrealized gain (loss) | 22,747,150 | 3,013,751 | (22,747,150) | 3,013,751 |
| | | | | |
| Dividends paid on Series A preferred equity facility | - | (786,082) | - | (786,082) |
| Net change in accumulated dividends on Series A preferred equity facility | - | 35,122 | - | 35,122 |
| Distributions of incentive allocation to the General Partner from net investment income | - | - | (4,941,336) | (4,941,336) |
| Distributions of incentive allocation to the General Partner from net realized gains | - | - | (258,441) | (258,441) |
| Net change in reserve for incentive allocation | - | - | (344,310) | (344,310) |
| | | | | |
| Net increase in net assets resulting from operations | $22,176,346 | $28,291,237 | $(28,291,237) | $22,176,346 |

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TCP Capital Corp.

Consolidating Statement of Operations (Unaudited)

Six Months Ended June 30, 2012

| | TCP Capital Corp. Standalone | Special Value Continuation Partners, LP | Eliminations | TCP Capital Corp. Consolidated |
|---|---|---|---|---|
| Investment income | | | | |
| Interest income: | | | | |
| Unaffiliated issuers | $ - | $ 16,977,526 | $ - | $ 16,977,526 |
| Affiliates | - | 3,245,630 | - | 3,245,630 |
| Dividend income: | | | | |
| Affiliates | - | 1,811,189 | - | 1,811,189 |
| Other income: | | | | |
| Affiliates | - | 345,858 | - | 345,858 |
| Total interest and related investment income | - | 22,900,783 | - | 22,900,783 |
| | | | | |
| Operating expenses | | | | |
| Management and advisory fees | 1292 | 3,248,372 | - | 3,249,664 |
| Professional fees relating to the Conversion | 133,333 | 278,190 | - | 411,523 |
| Amortization of deferred debt issuance costs | - | 219,542 | - | 219,542 |
| Legal fees, professional fees and due diligence expenses | 120,844 | 240,932 | - | 361,776 |
| Commitment fees | - | 132,361 | - | 132,361 |
| Director fees | 33,333 | 66,667 | - | 100,000 |
| Interest expense | - | 56,448 | - | 56,448 |
| Insurance expense | 18,578 | 37,385 | - | 55,963 |
| Custody fees | 1,750 | 44,753 | - | 46,503 |
| Other operating expenses | 16,068 | 91,795 | - | 107,863 |
| Total operating expenses | 325,198 | 4,416,445 | - | 4,741,643 |
| | | | | |
| Net investment income (loss) before taxes | (325,198) | 18,484,338 | - | 18,159,140 |
| | | | | |
| Excise tax expense | 502,978 | - | - | 502,978 |
| | | | | |
| Net investment income (loss) | (828,176) | 18,484,338 | - | 17,656,162 |
| | | | | |
| Net realized and unrealized gain (loss) on investments and foreign currency | | | | |
| Net realized gain (loss): | | | | |

| | | | | |
|---|---|---|---|---|
| Investments in unaffiliated issuers | - | (3,104,104 ) | - | (3,104,104 ) |
| Investments in affiliates | - | 718,845 | - | 718,845 |
| Net realized loss | - | (2,385,259 ) | - | (2,385,259 ) |
| Net change in unrealized appreciation/depreciation | 10,287,001 | (4,999,802 ) | (10,287,001) | (4,999,802 ) |
| Net realized and unrealized gain (loss) | 10,287,001 | (7,385,061 ) | (10,287,001) | (7,385,061 ) |
| | | | | |
| Dividends paid on Series A preferred equity facility | - | (745,183 ) | - | (745,183 ) |
| Net change in accumulated dividends on Series A preferred equity facility | - | (67,093 ) | - | (67,093 ) |
| | | | | |
| Net increase in net assets resulting from operations | $9,458,825 | $10,287,001 | $(10,287,001) | $9,458,825 |

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

*The information contained in this section should be read in conjunction with our unaudited consolidated financial statements and related notes thereto appearing elsewhere in this quarterly report on Form 10-Q. For periods prior to April 2, 2012, the consolidated financial statements and related footnotes reflect the performance of Special Value Continuation Fund, LLC which was formed on July 17, 2006. In addition, some of the statements in this report (including in the following discussion) constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which relate to future events or the future performance or financial condition of TCP Capital Corp. (the "Holding Company," "we," "us," or "our"). The forward-looking statements contained in this report involve a number of risks and uncertainties, including statements concerning:*

- our, or our portfolio companies', future business, operations, operating results or prospects;
- the return or impact of current and future investments;
- the impact of a protracted decline in the liquidity of credit markets on our business;
- the impact of fluctuations in interest rates on our business;
- the impact of changes in laws or regulations governing our operations or the operations of our portfolio companies;
- our contractual arrangements and relationships with third parties;
- the general economy and its impact on the industries in which we invest;
- the financial condition of and ability of our current and prospective portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our financing resources and working capital;
- the ability of our investment adviser to locate suitable investments for us and to monitor and administer our investments;

- the timing of cash flows, if any, from the operations of our portfolio companies;

- the timing, form and amount of any dividend distributions; and

- our ability to maintain our qualification as a regulated investment company and as a business development company.

We use words such as “anticipate,” “believe,” “expect,” “intend,” “will,” “should,” “could,” “may,” “plan” and similar words t forward-looking statements. The forward looking statements contained in this quarterly report involve risks and uncertainties. Our actual results could differ materially from those implied or expressed in the forward-looking statements for any reason, including the factors set forth as “Risk Factors” in this report and included in our amended registration statement on Form N-2 filed with the Securities and Exchange Commission on December 7, 2012.

We have based the forward-looking statements included in this report on information available to us on the date of this report, and we assume no obligation to update any such forward-looking statements. Although 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 have filed or in the future may file with the SEC, including annual reports on Form 10-K, registration statements on Form N-2, quarterly reports on Form 10-Q and current reports on Form 8-K.

**Overview**

The Holding Company is a Delaware corporation formed on April 2, 2012 and is an externally managed, closed-end, non-diversified management investment company. The Holding Company elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). The Holding Company’s investment objective is to achieve high total returns while minimizing losses. The Company invests primarily in the debt of middle-market companies, including senior secured loans, junior loans, mezzanine debt and bonds. Such investments may include an equity component, and, to a lesser extent, the Company may make equity investments directly. Investment operations are conducted either in Special Value Continuation Partners, LP, a Delaware Limited Partnership (the “Operating Company”), of which the Company owns 100% of the common limited partner interests, or in the Operating Company’s wholly-owned subsidiary, TCPC Funding I, LLC (“TCPC Funding”). The Operating Company has also elected to be treated as a BDC under the 1940 Act. The General Partner of the Operating Company is SVOF/MM, LLC (“SVOF/MM”), which also serves as the administrator (“Administrator”) of the Holding Company and the Operating Company. The managing member of SVOF/MM is Tennenbaum Capital Partners, LLC (the “Advisor”), which serves as the investment manager to the Holding Company, the Operating Company and TCPC Funding. Most of the equity interests in the General Partner are owned directly or indirectly by the Advisor and its employees.

The Holding Company has elected to be treated as a regulated investment company (“RIC”) for U.S. federal income tax purposes. As a RIC, the Holding Company will not be taxed on its income to the extent that it distributes such income each year and satisfies other applicable income tax requirements. The Operating Company and TCPC Funding have elected to be treated as partnerships for U.S. federal income tax purposes.

On April 2, 2012, Special Value Continuation Fund, LLC (“SVCF”) converted from a limited liability company to a corporation, leaving the Holding Company as the surviving entity (the “Conversion”). At the time of the Conversion, all limited liability company interests were exchanged for 15,725,635 shares of common stock in the Holding Company. As a result of the Conversion, the books and records of SVCF have become the books and records of the surviving entity and the Operating Company became a wholly owned subsidiary of the Holding Company. On April 3, 2012, the Holding Company completed its initial public offering.

Our leverage program is comprised of $116 million in available debt under a senior secured revolving credit facility issued by the Operating Company (the “Operating Company Facility”), $25 million in available debt under a senior secured revolving credit facility issued by TCPC Funding, increasing to $50 million on August 13, 2013 (the “TCPC Funding Facility,” and, together with the Operating Company Facility, the “Revolving Facilities”), and $134 million of outstanding preferred limited partner interests in the Operating Company (the “Preferred Interests,” and, together with the Revolving Facilities, the “Leverage Program”).

To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements and timely distribute to our stockholders generally at least 90% of our investment company taxable income, as defined by the Internal Revenue Code of 1986, as amended, for each year. Pursuant to this election, we generally will not have to pay corporate level taxes on any income that we distribute to our stockholders provided that we satisfy those requirements.

***Investments***

Our level of investment activity can and does vary substantially from period to period depending on many factors, including 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.

As a BDC, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in “qualifying assets,” including securities and indebtedness of private U.S. companies, public U.S. operating companies whose securities are not listed on a national securities exchange or registered under the Securities Exchange Act of 1934, as amended, public domestic operating companies having a market capitalization of less than $250 million, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. We are also permitted to make certain follow-on investments in companies that were eligible portfolio companies at the time of initial investment but that no longer meet the definition. As of June 30, 2013, 95.9% of our total assets were invested in qualifying assets.

***Revenues***

We generate revenues primarily in the form of interest on the debt we hold. We also generate revenue from dividends on our equity interests and capital gains on the sale of warrants and other debt or equity interests that we acquire. Our investments in fixed income instruments generally have an expected maturity of three to five years, although we have no lower or upper constraint on maturity. Interest on our debt investments is generally payable quarterly or semi-annually. Payments of principal of our debt investments may be amortized over the stated term of the investment, deferred for several years or due entirely at maturity. In some cases, our debt investments and preferred stock investments may defer payments of cash interest or dividends or PIK. Any outstanding principal amount of our debt investments and any accrued but unpaid interest will generally become due at the maturity date. In addition, we may generate revenue in the form of prepayment fees, commitment, origination, structuring or due diligence fees, fees for providing significant managerial assistance, consulting fees and other investment related income.

***Expenses***

Our primary operating expenses include the payment of a base management fee and, depending on our operating results, incentive compensation, expenses reimbursable under the management agreement, administration fees and the allocable portion of overhead under the administration agreement. The base management fee and incentive compensation remunerates the Advisor for work in identifying, evaluating, negotiating, closing and monitoring our investments. Our administration agreement with SVOF/MM, LLC (the "Administrator") provides that the Administrator may be reimbursed for costs and expenses incurred by the Administrator for office space rental, office equipment and utilities allocable to us under the administration agreement, as well as any costs and expenses incurred by the Administrator or its affiliates relating to any non-investment advisory, administrative or operating services provided by the Administrator or its affiliates to us. We also bear all other costs and expenses of our operations and transactions (and the Holding Company's common stockholders indirectly bear all of the costs and expenses of the Holding Company, the Operating Company and TCPC Funding), which may include those relating to:

- our organization;
- calculating our net asset value (including the cost and expenses of any independent valuation firms);
- interest payable on debt, if any, incurred to finance our investments;
- costs of future offerings of our common stock and other securities, if any;
- the base management fee and any incentive compensation;
- dividends and distributions on our preferred shares, if any, and common shares;
- administration fees payable under the administration agreement;
- fees payable to third parties relating to, or associated with, making investments;
- transfer agent and custodial fees;
- registration fees;

- listing fees;
- taxes;
- director fees and expenses;
- costs of preparing and filing reports or other documents with the SEC;
- costs of any reports, proxy statements or other notices to our stockholders, including printing costs;
- our fidelity bond;
- directors and officers/errors and omissions liability insurance, and any other insurance premiums;
- indemnification payments;
- direct costs and expenses of administration, including audit and legal costs; and

- all other expenses reasonably incurred by us and the Administrator in connection with administering our business, such as the allocable portion of overhead under the administration agreement, including rent and other allocable portions of the cost of certain of our officers and their respective staffs.

The investment management agreement provides that the base management fee be calculated at an annual rate of 1.5% of our total assets (excluding cash and cash equivalents) payable quarterly in arrears. For purposes of calculating the base management fee, “total assets” is determined without deduction for any borrowings or other liabilities. For the first calendar quarter (or portion thereof) of our operations as a BDC, the base management fee was calculated based on the initial value of our total assets (excluding cash and cash equivalents) as of a date as close as practicable to the Conversion. Beginning with our second calendar quarter of operations as a BDC, the base management fee is calculated based on the value of our total assets (excluding cash and cash equivalents) at the end of the most recently completed calendar quarter.

Additionally, the investment management agreement and the Amended and Restated Limited Partnership Agreement provide that the Advisor or its affiliates may be entitled to incentive compensation under certain circumstances. No incentive compensation was incurred prior to January 1, 2013. Beginning January 1, 2013, the incentive compensation equals the sum of (1) 20% of all ordinary income since that date and (2) 20% of all net realized capital gains (net of any net unrealized capital depreciation) since that date, with each component being subject to a total return requirement of 8% of contributed common equity annually. The incentive compensation initially is payable to the General Partner by the Operating Company pursuant to the Amended and Restated Limited Partnership Agreement. If the Operating Company is terminated or for any other reason incentive compensation is not paid by the Operating Company, it would be paid pursuant to the investment management agreement between us and the Advisor. The determination of incentive compensation is subject to limitations under the 1940 Act and the Advisers Act.

**Critical accounting policies**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ. Management considers the following critical accounting policies important to understanding the financial statements. In addition to the discussion below, our critical accounting policies are further described in the notes to our financial statements.

***Valuation of portfolio investments***

We value our portfolio investments at fair value based upon the principles and methods of valuation set forth in policies adopted by our board of directors. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Market participants are buyers and sellers in the principal (or most advantageous) market for the asset that (i) are independent of us, (ii) are knowledgeable, having a reasonable understanding about the asset based on all available information (including information that might be obtained through due diligence efforts that are usual and customary), (iii) are able to transact for the asset, and (iv) are willing to transact for the asset or liability (that is, they are motivated but not forced or otherwise compelled to do so).

Investments for which market quotations are readily available are valued at such market quotations unless the quotations are deemed not to represent fair value. We generally obtain market quotations from recognized exchanges, market quotation systems, independent pricing services or one or more broker-dealers or market makers. However, short term debt investments with remaining maturities within 90 days are generally valued at amortized cost, which approximates fair value. Debt and equity securities for which market quotations are not readily available, which is the case for many of our investments, or for which market quotations are deemed not to represent fair value, are valued at fair value using a consistently applied valuation process in accordance with our documented valuation policy that has been reviewed and approved by our board of directors, who also approve in good faith the valuation of such securities as of the end of each quarter. Due to the inherent uncertainty and subjectivity of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value existed for such investments and may differ materially from the values that we may ultimately realize. In addition, changes in the market environment and other events may have differing impacts on the market quotations used to value some of our investments than on the fair values of our investments for which market quotations are not readily available. Market quotations may be deemed not to represent fair value in certain circumstances where we believe that facts and circumstances applicable to an issuer, a seller or purchaser, or the market for a particular security cause current market quotations to not reflect the fair value of the security. Examples of these events could include cases where a security trades infrequently causing a quoted purchase or sale price to become stale, where there is a “forced” sale by a distressed seller, where market quotations vary substantially among market makers, or where there is a wide bid-ask spread or significant increase in the bid-ask spread.

The valuation process adopted by our board of directors with respect to investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value is as follows:

- The investment professionals of the Advisor provide recent portfolio company financial statements and other reporting materials to independent valuation firms approved by our board of directors.

- Such firms evaluate this information along with relevant observable market data to conduct independent appraisals each quarter, and their preliminary valuation conclusions are documented and discussed with senior management of the Advisor.

- The fair value of smaller investments comprising in the aggregate less than 5% of our total capitalization may be determined by the Advisor in good faith in accordance with our valuation policy without the employment of an independent valuation firm.

- The audit committee of the board of directors discusses the valuations, and the board of directors approves the fair value of each investment in our portfolio in good faith based on the input of the Advisor, the respective independent valuation firms (to the extent applicable) and the audit committee of the board of directors.

Those investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in determining the fair value of our investments include, as relevant and among other factors: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, merger and acquisition comparables, our principal market (as the reporting entity) and enterprise values.

When valuing all of our investments, we strive to maximize the use of observable inputs and minimize the use of unobservable inputs. Inputs refer broadly to the assumptions that market participants would use in pricing an asset, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances.

Our investments may be categorized based on the types of inputs used in their valuation. The level in the GAAP valuation hierarchy in which an investment falls is based on the lowest level input that is significant to the valuation of the investment in its entirety. Investments are classified by GAAP into the three broad levels as follows:

Level 1 — Investments valued using unadjusted quoted prices in active markets for identical assets.

Level 2 — Investments valued using other unadjusted observable market inputs, e.g. quoted prices in markets that are not active or quotes for comparable instruments.

Level 3 — Investments that are valued using quotes and other observable market data to the extent available, but which also take into consideration one or more unobservable inputs that are significant to the valuation taken as a whole.

As of June 30, 2013, 0.2% of our investments were categorized as Level 1, 26.4% were categorized as Level 2, 71.9% were Level 3 investments valued based on valuations by independent third party sources, and 1.5% were Level 3 investments valued based on valuations by the Advisor.

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

***Revenue recognition***

Interest and dividend income, including income paid in kind, is recorded on an accrual basis to the extent that such amounts are determined to be collectible. Origination, structuring, closing, commitment and other upfront fees earned with respect to capital commitments are generally amortized or accreted into interest income over the life of the respective debt investment. Other fees, including certain amendment fees, prepayment fees and commitment fees on broken deals, are recognized as earned. Prepayment fees and similar income received upon the early repayment of a loan or debt security are included in interest income.

Certain of our debt investments are purchased at a considerable discount to par as a result of the underlying credit risks and financial results of the issuer, as well as general market factors that influence the financial markets as a whole. GAAP generally requires that discounts on the acquisition of corporate bonds, municipal bonds and treasury bonds be amortized using the effective-interest or constant-yield method. GAAP also requires that we consider the collectability of interest when making accruals. Accordingly, when accounting for purchase discounts, we recognize discount accretion income when it is probable that such amounts will be collected.

***Net realized gains or losses and net change in unrealized appreciation or depreciation***

We measure realized gains or losses by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. Realized gains and losses are computed using the specific identification method. Net change in unrealized appreciation or depreciation reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

**Portfolio and investment activity**

During the three months ended June 30, 2013, we invested approximately $130.6 million across 11 new and 2 existing portfolio companies. All of these investments were in senior secured debt comprised of senior loans ($117.0 million, or 90% of the total) and senior secured notes ($13.6 million, or 10% of the total). Additionally, we received approximately $70.0 million in proceeds from sales or repayments of investments during the three months ended June 30, 2013.

During the six months ended June 30, 2013, we invested approximately $170.9 million across 12 new and 6 existing portfolio companies. All of these investments were in senior secured debt comprised of senior loans ($149.9 million, or 88% of the total) and senior secured notes ($21.0 million, or 12% of the total). Additionally, we received approximately $121.0 million in proceeds from sales or repayments of investments during the six months ended June 30, 2013.

At June 30, 2013, our investment portfolio of $571.8 million (at fair value) consisted of 57 portfolio companies and was invested 93% in debt investments, of which 97% was in senior secured debt and 3% in unsecured or subordinated debt. In aggregate, our investment portfolio was invested 77% in senior secured loans, 13% in senior secured notes, 3% in unsecured or subordinated debt, and 7% in equity investments. Our average portfolio company investment at fair value was approximately $10.0 million. Our largest portfolio company investment by value was approximately $21.1 million and our five largest portfolio company investments by value comprised approximately 15% of our portfolio at June 30, 2013. At December 31, 2012, our investment portfolio of $517.7 million (at fair value) consisted of 54 portfolio companies and was invested 93% in debt investments, of which 96% was in senior secured debt and 4% in unsecured or subordinated debt. In aggregate, our investment portfolio was invested 77% in senior secured loans, 12% in senior secured notes, 4% in unsecured or subordinated debt, and 7% in equity investments. Our average portfolio company investment at fair value was approximately $9.6 million. Our largest portfolio company investment by value was approximately $19.4 million and our five largest portfolio company investments by value comprised approximately 17% of our portfolio at December 31, 2012.

The industry composition of our portfolio at fair value at June 30, 2013 was as follows:

| Industry | Percent of Total Investments | |
|---|---|---|
| Software Publishers | 9.2 | % |
| Gaming Industries | 5.4 | % |
| Wired Telecommunications Carriers | 5.1 | % |
| Other Professional, Scientific, and Technical Services | 4.4 | % |
| Scheduled Air Transportation | 4.3 | % |
| Radio and Television Broadcasting | 4.3 | % |
| Wireless Telecommunications | 4.2 | % |
| Electric Power Generation, Transmission and Distribution | 3.0 | % |
| Full-Service Restaurants | 3.0 | % |
| Other Electrical Equipment and Component Manufacturing | 3.0 | % |
| Scientific Research and Development Services | 2.9 | % |
| Business Support Services | 2.8 | % |
| Motion Picture and Video Industries | 2.7 | % |
| Semiconductor and Other Electronic Component Manufacturing | 2.5 | % |
| Other Telecommunications | 2.5 | % |
| Architectural, Engineering, and Related Services | 2.4 | % |
| Plastics Products Manufacturing | 2.4 | % |
| Motor Vehicle Parts Manufacturing | 2.3 | % |
| Newspaper, Periodical, Book, and Directory Publishers | 2.3 | % |
| Grocery Stores | 2.2 | % |
| Metal and Mineral (except Petroleum) Merchant Wholesalers | 2.2 | % |
| Inland Water Transportation | 2.2 | % |
| Other Amusement and Recreation Industries | 2.1 | % |
| Promoters of Performing Arts, Sports, and Similar Events | 2.0 | % |
| Artificial Synthetic Fibers and Filaments Manufacturing | 2.0 | % |
| Nondepository Credit Intermediation | 1.8 | % |
| Retail | 1.7 | % |
| Electronic Shopping | 1.6 | % |
| Data Processing, Hosting, and Related Services | 1.5 | % |
| Accounting, Tax Preparation, Bookkeeping, and Payroll Services | 1.4 | % |
| Petroleum and Coal Products Manufacturing | 1.4 | % |
| Pharmaceutical and Medicine Manufacturing | 1.4 | % |
| Computer Equipment Manufacturing | 1.3 | % |
| Metal Ore Mining | 1.2 | % |
| Iron and Steel Mills and Ferroalloy Manufacturing | 1.2 | % |
| Insurance Related Activities | 1.0 | % |
| Other | 3.1 | % |
| Total | 100.0 | % |

The weighted average effective yield of the debt securities in our portfolio was 10.9% at June 30, 2013 and 11.3% at December 31, 2012. The weighted average effective yields on our senior debt and other debt investments were 10.9%

and 11.2%, respectively, at June 30, 2013, versus 11.4% and 9.9% at December 31, 2012.

At June 30, 2013, 73.6% of our debt investments bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate, and 26.4% bore interest at fixed rates. The percentage of our floating rate debt investments that bore interest based on an interest rate floor was 92.9% at June 30, 2013. At December 31, 2012, 63.8% of our debt investments bore interest based on floating rates and 36.2% bore interest at fixed rates. The percentage of our floating rate debt investments that bore interest based on an interest rate floor was 95.6% at December 31, 2012.

**Results of operations**

Results of operations through April 2, 2012 reflect a portfolio prior to the Conversion with different investment objectives, and accordingly are not directly comparable to the same period in 2013.

***Investment income***

Investment income totaled $14.5 million and $11.1 million, respectively, for the three months ended June 30, 2013 and 2012, of which $13.8 million and $10.4 million were attributable to interest and fees on our debt investments and $0.7 million and $0.7 million to other income, respectively. The increase in investment income in the three months ended June 30, 2013 compared to the three months ended June 30, 2012 reflects an increase in interest income due to the larger investment portfolio and a higher percentage of the portfolio in income-producing assets in the three months ended June 30, 2013 compared to the three months ended June 30, 2012.

Investment income totaled $31.3 million and $22.9 million, respectively, for the six months ended June 30, 2013 and 2012, of which $30.2 million and $20.2 million were attributable to interest and fees on our debt investments, $0.0 million and $1.8 million to dividends from equity securities and $1.1 million and $0.9 million to other income, respectively. The increase in investment income in the six months ended June 30, 2013 compared to the six months ended June 30, 2012 reflects an increase in interest income due to the larger investment portfolio and a higher percentage of the portfolio in income-producing assets in the six months ended June 30, 2013 compared to the six months ended June 30, 2012, partially offset by the absence of dividend income during the six months ended June 30, 2013.

***Expenses***

Net expenses for the three months ended June 30, 2013 and 2012 were $3.0 million and $2.2 million, respectively, comprised of $1.9 million and $1.6 million in base management fees, $0.2 million and $0.3 million in legal and professional fees, $0.2 million and $0.1 million in interest expense and fees related to the Revolving Facilities, $0.1 million and $0.1 million in amortization of debt issuance costs, and $0.6 million and $0.1 million in other expenses, respectively. The increase in expenses in the three months ended June 30, 2013 compared to the three months ended June 30, 2012 primarily reflects the increase in management fees due to the larger portfolio and approximately $0.2 million in administration expenses previously waived by the Administrator.

Net expenses for the six months ended June 30, 2013 and 2012 were $5.9 million and $4.7 million, respectively, comprised of $3.9 million and $3.2 million in base management fees, $0.3 million and $0.3 million in legal and professional fees, $0.4 million and $0.2 million in interest expense and fees related to the Revolving Facilities, $0.2 million and $0.2 million in amortization of debt issuance costs, and $1.0 million and $0.7 million in other expenses, respectively. The increase in expenses in the six months ended June 30, 2013 compared to the six months ended June 30, 2012 primarily reflects the increase in management fees due to the larger portfolio and approximately $0.3 million in administration expenses waived by the Administrator prior to January 1, 2013.

***Net investment income***

Net investment income was $11.5 million and $8.9 million respectively, for the three months ended June 30, 2013 and 2012. The increase in in net investment income in the three months ended June 30, 2013 compared to the three months ended June 30, 2012 primarily reflects the increased interest income in the three months ended June 30, 2013, partially offset by the increase in expenses.

Net investment income was $25.5 million and $17.7 million respectively, for the six months ended June 30, 2013 and 2012. The increase in in net investment income in the six months ended June 30, 2013 compared to the six months ended June 30, 2012 primarily reflects the increased interest income in the six months ended June 30, 2013, partially offset by the decline in dividend income and the increase in expenses.

***Net realized and unrealized gain or loss***

Net realized gains (losses) for the three months ended June 30, 2013 and 2012 were $(4.1) million and $2.9 million, respectively. Net realized losses during the three months ended June 30, 2013 are primarily due to a charge on the recapitalization of AGY, a transaction in which we received both new debt and preferred equity in a deleveraged company. The initial AGY investment was part of our legacy distressed debt strategy and has generated substantial cash interest income. For the three months ended June 30, 2013 and 2012, the change in net unrealized appreciation or depreciation was $4.8 million and $(5.4) million, respectively.

Net realized gains (losses) for the six months ended June 30, 2013 and 2012 were $(3.6) million and $(2.4) million, respectively. The net realized losses during the six months ended June 30, 2013 include the restructuring charge on AGY. The net realized losses during the six months ended June 30, 2012 include a reorganization charge on one debt investment of $(5.5) million. For the six months ended June 30, 2013 and 2012, the change in net unrealized appreciation was $6.6 million and $(5.0) million, respectively.

***Income tax expense, including excise tax***

The Company has elected to be treated as a RIC under Subchapter M of the Internal Revenue Code ("the Code") and operates in a manner so as to qualify for the tax treatment applicable to RICs. To qualify as a RIC, the Company must, among other things, timely distribute to its stockholders generally at least 90% of its 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 stockholders which will generally relieve the Company from U.S. federal income taxes.

Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year dividend distributions from such current year taxable income into the next tax year and pay a 4% excise tax on such income. There was no U.S. federal excise tax recorded for the six months ended June 30, 2013. For the six months ended June 30, 2012, an expense of $0.5 million was recorded for U.S. federal excise tax, which related to 2011 income.

***Dividends to preferred equity holders***

Dividends on the Preferred Interests for the three months ended June 30, 2013 and 2012 were $0.4 million and $0.4 million, respectively, as average LIBOR rates for the two periods were similar. Dividends on the Preferred Interests for the six months ended June 30, 2013 and 2012 were $0.8 million and $0.8 million, respectively, as average LIBOR rates for the two periods were similar.

***Incentive compensation***

Incentive compensation distributable to the General Partner for the three months ended June 30, 2013 and 2012 was $2.5 million and $0.0 million, respectively. Incentive compensation distributable to the General Partner for the six months ended June 30, 2013 and 2012 was $5.2 million and $0.0 million, respectively. Incentive compensation for the three and six months ended June 30, 2013 was distributable given the performance of the Company exceeding the total return threshold. Pursuant to the terms of the Holding Company's and Operating Company's management agreement, no incentive compensation was payable prior to January 1, 2013. The reserve for incentive compensation to the General Partner for the six months ended June 30, 2013 and 2012 was $0.3 million and $0.0 million, respectively. The reserve for incentive compensation for the six months ended June 30, 2013 reflects amounts in excess of distributable incentive compensation which would have been earned by the General Partner had the Company liquidated at net asset value at June 30, 2013.

***Net increase or decrease in net assets resulting from operations***

The net increase in net assets resulting from operations was $9.4 million and $6.0 million for the three months ended June 30, 2013 and 2012, respectively. The net increase in net assets resulting from operations was $22.2 million and $9.5 million for the six months ended June 30, 2013 and 2012, respectively. The higher net increase in net assets resulting from operations primarily reflects the increase in net investment income and the increase in net realized and unrealized gains, partially offset by the commencement of incentive compensation.

**Liquidity and capital resources**

Since our inception, our liquidity and capital resources have been generated primarily through the initial private placement of common shares of SVCF (the predecessor entity) which were subsequently converted to common stock of the Holding Company, the net proceeds from the initial and secondary public offerings of our common stock, draws on our Leverage Program, and cash flows from operations, including investments sales and repayments and income earned from investments and cash equivalents. The primary uses of cash have been investments in portfolio companies, cash distributions to our equity holders, payments to service our Leverage Program and other general corporate purposes.

On May 17, 2013, the Leverage Program was expanded with the issuance of the TCPC Funding Facility. This facility is a senior secured revolving credit facility, pursuant to which amounts may be drawn up to $25 million subject to certain collateral and other restrictions. The total facility automatically increases to $50 million on August 13, 2013. The facility is expandable to $100 million subject to the consent of the lender and other customary conditions. Amounts outstanding and available under the combined Leverage Program at June 30, 2013 were as follows:

| | Rate* | Outstanding | Available | Total Facility | |
|---|---|---|---|---|---|
| Operating Company Facility | L+44 | $8,000,000 | $108,000,000 | $116,000,000 | |
| TCPC Funding Facility | L+250 | 25,000,000 | - | 25,000,000 | ** |
| Preferred Interests | L+85 | 134,000,000 | - | 134,000,000 | |
| Total Leverage Program | | $167,000,000 | $108,000,000 | $275,000,000 | |

*Based on either LIBOR or the lender's cost of funds, subject to certain limitations.

** Total facility amount as of June 30, 2013. The total facility automatically increases to $50,000,000 on August 13, 2013.

Net cash provided by operating activities during the six months ended June 30, 2013 was $4.6 million. Our primary source of cash from operating activities during this period consisted of net investment income less preferred dividends and incentive allocation (net of non-cash income and expenses) of approximately $20.5 million, partially offset by settlement of acquisitions of investments (net of dispositions) of $15.9 million.

Net cash provided by financing activities was $17.5 million during the six months ended June 30, 2013, consisting primarily of $78.2 million of net proceeds from the secondary public offering of our common stock on May 24, 2013, reduced by $41.0 million of net repayments under our Revolving Facilities, $18.2 million of dividends on common equity, $0.8 million of dividends on the Preferred Interests, and payment of $0.8 million in costs related to the issuance of the TCPC Funding Facility.

At June 30, 2013, we had $40.1 million in cash and cash equivalents.

The Revolving Facilities are secured by substantially all of the assets in our portfolio, including cash and cash equivalents, and are subject to compliance with customary affirmative and negative covenants, including the maintenance of a minimum shareholders' equity, the maintenance of ratios of not less than 300% of total assets (less total liabilities other than indebtedness) to total indebtedness and not less than 200% of total assets (less total liabilities other than indebtedness) to the sum of total preferred equity and indebtedness, and restrictions on certain payments and issuance of debt. Economic conditions, like those that began in 2007 and which have continued, may result in a decrease in the value of our investments, which would affect both the asset coverage ratios and the value of the collateral securing the Revolving Facilities, and may therefore impact our ability to borrow under the Revolving Facilities. In addition to regulatory restrictions that restrict our ability to raise capital, the Leverage Program contains various covenants which, if not complied with, could accelerate repayment under the Revolving Facilities or require redemption of the Preferred Interests, thereby materially and adversely affecting our liquidity, financial condition and results of operations. At June 30, 2013, we were in compliance with all financial and operational covenants required by the Leverage Program.

Economic conditions, like those that began in 2007 and which have continued, while creating attractive opportunities for us, may decrease liquidity and raise the cost of capital generally, which could limit our ability to renew, extend or replace the Leverage Program on terms as favorable as are currently included therein. If we are unable to renew, extend or replace the Leverage Program upon the various dates of maturity, we expect to have sufficient funds to repay the outstanding balances in full from our net investment income and sales of, and repayments of principal from, our portfolio company investments, as well as from anticipated debt and equity capital raises, among other sources. Economic conditions, like those that began in 2007 and which have continued, may limit our ability to raise capital or the ability of the companies in which we invest to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering. The Operating Company Facility matures in July 2014 and the Preferred Interests will be subject to mandatory redemption in July 2016. The TCPC Funding Facility matures in May 2016. Any inability to renew, extend or replace the Revolving Facilities or replace the Preferred Interests could adversely impact our liquidity and ability to find new investments or maintain distributions to our stockholders.

Challenges in the market are intensified for us by certain regulatory limitations under the Code and the 1940 Act. To maintain our qualification as a RIC, we must satisfy, among other requirements, an annual distribution requirement to pay out at least 90% of our ordinary income and short-term capital gains to our stockholders. Because we are required to distribute our income in this manner, and because the illiquidity of many of our investments may make it difficult for us to finance new investments through the sale of current investments, our ability to make new investments is highly dependent upon external financing. While we anticipate being able to continue to satisfy all covenants and repay the outstanding balance under the Leverage Program when due, there can be no assurance that we will be able to do so, which could lead to an event of default. In addition to regulatory restrictions that restrict our ability to raise capital, the Leverage Program contains various covenants which, if not complied with, could accelerate repayment under the Revolving Facilities or require redemption of the Preferred Interests, thereby materially and adversely affecting our liquidity, financial condition and results of operations.

**Contractual obligations**

In addition to obligations under our Leverage Program, we have entered into several contracts under which we have future commitments. Pursuant to an investment management agreement, the Advisor manages our day-to-day operations and provides investment advisory services to us. Payments under the investment management agreement will be equal to a percentage of the value of our gross assets (excluding cash and cash equivalents) and an incentive compensation, plus reimbursement of certain expenses incurred by the Advisor. Under our administration agreement, the Administrator provides us with administrative services, facilities and personnel. Payments under the administration agreement are equal to an allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations to us, and may include rent and our allocable portion of the cost of certain of our officers and their respective staffs. We are responsible for reimbursing the Advisor for due diligence and negotiation expenses, fees and expenses of custodians, administrators, transfer and distribution agents, counsel and directors, insurance, filings and registrations, proxy expenses, expenses of communications to investors, compliance expenses, interest, taxes, portfolio transaction expenses, costs of responding to regulatory inquiries and reporting to regulatory authorities, costs and expenses of preparing and maintaining our books and records, indemnification, litigation and other extraordinary expenses and such other expenses as are approved by the directors as being reasonably related to the organization, offering, capitalization, operation or administration of the Company and any portfolio investments, as applicable. The Advisor is not responsible for any of the foregoing expenses and such services are not investment advisory services under the 1940 Act. Either party may terminate each of the investment management agreement and administration agreement without penalty upon not less than 60 days’ written notice to the other.

**Distributions**

Our quarterly dividends and distributions to common stockholders are recorded on the ex-dividend date and are determined under guidelines established by our board of directors. Distributions are declared considering our estimate of annual taxable income available for distribution to stockholders and the amount of taxable income carried over from the prior year for distribution in the current year. We do not have a policy to pay distributions at a specific level and expect to continue to distribute substantially all of our taxable income. We cannot assure stockholders that they will receive any distributions or distributions at a particular level.

On May 8, 2013, the Company’s board of directors declared a second quarter cash dividend of $0.36 per share, payable on June 28, 2013 to stockholders of record as of the close of business on June 7, 2013. On June 28, 2013, we paid a cash dividend of $9.6 million.

The following tables summarize the Company’s dividends declared for the six months ended June 30, 2013 and June 30, 2012:

| Date Declared | Record Date | Payment Date | Amount Per Share | | | Total Amount |
|---|---|---|---|---|---|---|
| March 7, 2013 | March 18, 2013 | March 29, 2013 | $ | 0.40 | * | $8,591,051 |
| May 8, 2013 | June 7, 2013 | June 28, 2013 | $ | 0.36 | | $9,595,344 |
| Total for six months ended June 30, 2013 | | | $ | 0.76 | | $18,186,395 |
| | | | | | | |
| March 9, 2012 | April 3, 2012 | March 29, 2013 | $ | 0.34 | ** | $5,400,000 |
| April 3, 2012 | June 15, 2012 | June 29, 2012 | $ | 0.34 | | $7,301,716 |
| Total for six months ended June 30, 2012 | | | $ | 0.68 | | $12,701,716 |

* Includes a special dividend of $0.05.

** Based on 15,725,635 pro-forma converted shares before the initial public offering.

The following table summarizes the total shares issued in connection with our dividend reinvestment plan for the six months ended June 30, 2013:

| | Shares Issued | Average Price Per Share | Proceeds |
|---|---|---|---|
| Shares issued from dividend reinvestment plan | 2,073 | $ 16.34 | $ 33,867 |

We have elected to be taxed as a RIC under Subchapter M of the Code. In order to maintain favorable RIC tax treatment, we must distribute annually to our stockholders at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. In order to avoid certain excise taxes imposed on RICs, we must distribute during each calendar year an amount at least equal to the sum of:

- 98% of our ordinary income (not taking into account any capital gains or losses) for the calendar year;
- 98.2% of the amount by which our capital gains exceed our capital losses (adjusted for certain ordinary losses) for the one-year period generally ending on October 31 of the calendar year; and
- certain undistributed amounts from previous years on which we paid no U.S. federal income tax.

We may, at our discretion, carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. If we choose to do so, all other things being equal, this would increase expenses and reduce the amounts available to be distributed to our stockholders. We will accrue excise tax on estimated taxable income as required. In addition, although we currently intend to distribute realized net capital gains (i.e., net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may in the future decide to retain such capital gains for investment.

We have adopted an “opt in” dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend or other distribution payable in cash, each stockholder that has not “opted in” to our dividend reinvestment plan will receive such dividends in cash, rather than having their dividends automatically reinvested in additional shares of our common stock.

We may not be able to achieve operating results that will allow us to make dividends and distributions at a specific level or to increase the amount of these dividends and distributions from time to time. Also, we may be limited in our ability to make dividends and distributions due to the asset coverage test applicable to us as a BDC under the 1940 Act and due to provisions in our existing and future credit facilities. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of favorable RIC tax treatment. In addition, in accordance with U.S. generally accepted accounting principles and tax regulations, we include in income certain amounts that we have not yet received in cash, such as PIK interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a RIC and may be subject to an excise tax.

In order to satisfy the annual distribution requirement applicable to RICs, we have the ability to declare a large portion of a dividend in shares of our common stock instead of in cash. As long as a portion of such dividend is paid in cash and certain requirements are met, the entire distribution would be treated as a dividend for U.S. federal income tax purposes.

**Related Parties**

We have entered into a number of business relationships with affiliated or related parties, including the following:

- Each of the Holding Company, the Operating Company, and TCPC Funding has entered into an investment management agreement with the Advisor.

- The Administrator provides us with administrative services necessary to conduct our day-to-day operations. For providing these services, facilities and personnel, the Administrator may be reimbursed by us for expenses incurred by the Administrator in performing its obligations under the administration agreement, including our allocable portion of the cost of certain of our officers and the Administrator’s administrative staff and providing, at our request and on our behalf, significant managerial assistance to our portfolio companies to which we are required to provide such assistance.

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

- Pursuant to its limited partnership agreement, the general partner of the Operating Company is SVOF/MM, LLC. SVOF/MM, LLC is an affiliate of the Advisor and the general partners or managing member of certain other funds managed by the Advisor.

The Advisor and its affiliates, employees and associates currently do and in the future may manage other funds and accounts. The Advisor and its affiliates may determine that an investment is appropriate for us and for one or more of those other funds or accounts. Accordingly, conflicts may arise regarding the allocation of investments or opportunities among us and those accounts. In general, the Advisor will allocate investment opportunities pro rata among us and the other funds and accounts (assuming the investment satisfies the objectives of each) based on the amount of committed capital each then has available. The allocation of certain investment opportunities in private placements is subject to independent director approval pursuant to the terms of the co-investment exemptive order applicable to us. In certain cases, investment opportunities may be made other than on a pro rata basis. For example, we may desire to retain an asset at the same time that one or more other funds or accounts desire to sell it or we may not have additional capital to invest at a time the other funds or accounts do. If the Advisor is unable to manage our investments effectively, we may be unable to achieve our investment objective. In addition, the Advisor may face conflicts in allocating investment opportunities between us and certain other entities that could impact our investment returns. While our ability to enter into transactions with our affiliates is restricted under the 1940 Act, we have received an exemptive order from the SEC permitting certain affiliated investments subject to certain conditions. As a result, we may face conflict of interests and investments made pursuant to the exemptive order conditions which could in certain circumstances affect adversely the price paid or received by us or the availability or size of the position purchased or sold by us.

**Recent Developments**

From July 1, 2013 through August 7, 2013, the Company has invested approximately $59 million in 6 loans with an effective yield of approximately 11.0%.

On August 8, 2013, the Company's board of directors declared a third quarter cash dividend of $0.36 per share payable on September 30, 2013 to stockholders of record as of the close of business on September 9, 2013.

The Company submitted an application for a SBIC license and received a "Green Light" letter from the U.S. Small Business Administration allowing the Company to proceed with the application process. The Company subsequently received acceptance of its follow-up application.

Philip Tseng, a managing partner of Tennenbaum Capital Partners, LLC, who has been with the Advisor since 2004, will join our Investment Committee as a replacement for Michael E. Tennenbaum.

## Item 3: Quantitative and qualitative disclosure about market risk

We are subject to financial market risks, including changes in interest rates. At June 30, 2013, 73.6% of our debt investments bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate. The interest rates on such investments generally reset by reference to the current market index after one to six months. At June 30, 2013, the percentage of our floating rate debt investments that bore interest based on an interest rate floor was 92.9%. Floating rate investments subject to a floor generally reset by reference to the current market index after one to six months only if the index exceeds the floor.

Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. Because we fund a portion of our investments with borrowings, our net investment income is affected by the difference between the rate at which we invest and the rate at which we borrow. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income.

Based on our June 30, 2013 balance sheet, the following table shows the annual impact on net income of base rate changes in interest rates (considering interest rate floors for variable rate instruments) assuming no changes in our investment and borrowing structure:

| Basis Point Change | Interest income | Interest Expense | Net Income |
|---|---|---|---|
| Up 300 basis points | $ 8,146,010 | $ (5,010,000) | $3,136,010 |
| Up 200 basis points | $ 4,113,739 | $ (3,340,000) | $773,739 |
| Up 100 basis points | $ 602,621 | $ (1,670,000) | $(1,067,379) |
| Down 100 basis points | $ (115,488) | $ 457,079 | $341,591 |
| Down 200 basis points | $ (115,488) | $ 457,079 | $341,591 |
| Down 300 basis points | $ (115,488) | $ 457,079 | $341,591 |

**Item 4. Controls and Procedures**

As of the period covered by this report, we, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on our evaluation, our management, including the chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective in timely alerting management, including the chief executive officer and chief financial officer, of material information about us required to be included in our periodic SEC filings. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, are based upon certain assumptions about the likelihood of future events and can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. There has not been any change in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

## PART II – Other Information

### Item 1. Legal Proceedings

Although we may, from time to time, be involved in litigation arising out of our operations in the normal course of business or otherwise, as of June 30, 2013, we are currently not a party to any pending material legal proceedings.

### Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our most recent registration statement, as filed with the Securities and Exchange Commission on April 1, 2013.

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

None.

### Item 3. Defaults Upon Senior Securities.

None.

### Item 4: Mine Safety Disclosures.

None.

### Item 5: Other Information.

None.

**Item 6: Exhibits**

| | |
|---|---|
| 3.1 | Articles of Incorporation (1) |
| 3.2 | Post-offering Bylaws (1) |
| 4.1 | Statement of Preferences of Preferred Interests of Special Value Continuation Partners, LP (1) |
| 10.1 | Form of Loan Financing and Servicing Agreement, dated as of May 15, 2013, by and among TCPC Funding I, LLC, as borrower, each lender and agent from time to time party thereto, Deutsche Bank AG, New York Branch, as administrative agent, and Wells Fargo Bank, National Association, as collateral agent and collateral custodian (2) |
| 10.2 | Form of Sale and Contribution Agreement, dated as of May 15, 2013, by and between Special Value Continuation Partners, LP and TCPC Funding I, LLC(2) |
| 11 | Computation of Per Share Earnings (included in the notes to the financial statements contained in this report) |
| 12 | Computation of Ratios (included in the notes to the financial statements contained in this report) |
| 22 | Published report regarding matters submitted to vote of security holders (3) |
| 23.1 | Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, counsel for the Registrant (4) |
| 23.2 | Consent of independent registered public accounting firm (4) |
| 24 | Power of Attorney (5) |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 * |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 * |
| 32.1 | Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 * |

* Filed herewith.

(1) Incorporated by reference to the Registrant’s Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-172669), filed on May 13, 2011.
(2) Incorporated by reference to Exhibits 10.01 and 10.02 of the Registrant's Form 8-K filed on May 17, 2013.
(3) Incorporated by reference to Item 5.07 of the Registrant’s Form 8-K filed on May 6, 2013.
(4) Incorporated by reference to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-185319), on Form N-2, filed on April 1, 2013.
(5) Incorporated by reference to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-185319), on Form N-2, filed on December 7, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

TCP CAPITAL CORP.

| | | | |
|---|---|---|---|
| Date: | August 8, 2013 | | |
| | | By: | /s/ Howard M. Levkowitz |
| | | Name: | Howard M. Levkowitz |
| | | Title: | Chief Executive Officer |
| Date: | August 8, 2013 | | |
| | | By: | /s/ Paul L. Davis |
| | | Name: | Paul L. Davis |
| | | Title: | Chief Financial Officer |